



1. DEFINITIONS

1.1. In this mandate:

- a) “Board” means the board of directors of the Company;
- b) “Committee” means the Nominating and Corporate Governance Committee of the Board
- c) “Company” means Caribbean Utilities Company, Ltd
- d) “Director” means a member of the Board; and
- e) “Member” means a member of the Committee.

2. COMPOSITION

2.1. The Committee shall be appointed annually by the Board and shall be comprised of three (3) or more Directors:

- a) none of whom are members of management or employees of the Company;
- b) the majority of whom are independent under Canadian Securities Administrators rules; and
- c) the Chair of the Board shall be a member of the Committee.

2.2. A Member shall be appointed Chair of the Committee by the Board.

3. MEETINGS

3.1. Meetings of the Committee shall be held at the call of the Chair of the Committee, or upon the request of any two (2) Members.

3.2. The President & Chief Executive Officer and the Chief Financial Officer shall receive notice of, and (unless otherwise determined by the Committee) shall be entitled to attend, all meetings of the Committee.

3.3. A quorum shall be a majority of the Members at any meeting of the Committee.

3.4. The Committee shall conduct sections of its meetings without management present and may meet periodically with the Company’s human resources consultants.

3.5. The Chair of the Committee shall act as chair of all meetings of the Committee at which the Chair is present. In the absence of the Chair from any meeting of the Committee, the Members present at the meeting shall appoint one of their number to act as chair of the meeting.

3.6. The Company Secretary shall act as secretary of all meetings of the Committee unless otherwise determined by the Committee.



4. RESPONSIBILITIES

4.1. The Committee shall review and report and make recommendations to the Board on:

- a) the Company's approach to and policies on corporate governance;
- b) new nominees for election or appointment to the Board;
- c) the Directors to be appointed annually to each committee of the Board;
- d) policies regarding director retirement, tenure and share ownership;
- e) the process, or processes, for assessing the effectiveness of the Board as a whole and of each committee of the Board;
- f) the adequacy and form of the compensation of Directors;
- g) this mandate, the mandate of the Board of Directors, and the mandates of all committees of the Board, which the Committee shall review annually;
- h) executive compensation including consideration of the risks associated therewith, and human resources issues;
- i) terms of employment, including, *inter alia*, compensation, benefits and perquisites of senior officers of the Company;
- j) targets, goals and objectives used by the Company to measure performance for compensation purposes;
- k) payments to be made to senior officers of the Company under the Short-Term Incentive Plan;
- l) overall effectiveness and performance of the senior management team, including the President & Chief Executive Officer and the Chief Financial Officer;
- m) human resource planning of the Company for orderly development and succession of the senior positions of the Company;
- n) required disclosure to shareholders relating to governance, executive compensation and human resources matters; and
- o) those governance, executive compensation and human resources matters specifically delegated to the Committee by the Board;

4.2. The Committee shall administer all stock option plans, the Performance Share Unit Plan, and any other compensation or benefit plans of the Company to which administration is delegated to the Committee, in accordance with the terms thereof.



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5. REPORTING

5.1. The Chair of the Committee, or another designated Member, shall report to the Board at each regular meeting on those matters that were dealt with by the Committee since the last regular meeting of the Board.

6. CORPORATE GOVERNANCE

6.1. The Committee shall liaise with the Company Secretary, an executive officer position with overall accountability for the Company's corporate governance activities. This position is responsible for:

- a) advising the Board of Directors, its committees, the President and Chief Executive Officer and senior management on a wide range of corporate governance issues as they relate to the Company's listing on the Toronto Stock Exchange and its reporting issuer status across Canada;
- b) managing the Company's investor relations program and implementing and updating its investor information programs; and
- c) facilitating the development of corporate governance policies and procedures in view of practices among North American public companies.

7. GENERAL

7.1. To assist the Committee in discharging its responsibilities, the Committee may, at the expense of the Company, approve the engagement of an outside expert or experts by the Committee or an individual director.

8. MANDATE REVIEW

Review Administered by: NCG COMMITTEE

Division Responsible: EXECUTIVE

11. POLICY REVISION HISTORY:

Revision	Date	Description of changes	Approved by
0	August 1, 2003	Initial release and implementation	Board of Directors
1	August 2005	Changes:	Board of Directors
2	September 2009		Board of Directors
3	November 2011	Update formatting, wording for consistency, update of titles.	Board of Directors
4	September 2013	Addition to Responsibilities Section 4 - Administration of Compensation Plans.	Board of Directors