



# ***Bridging*** to the ***FUTURE***



# 2021 Financial Highlights

## Earnings per share

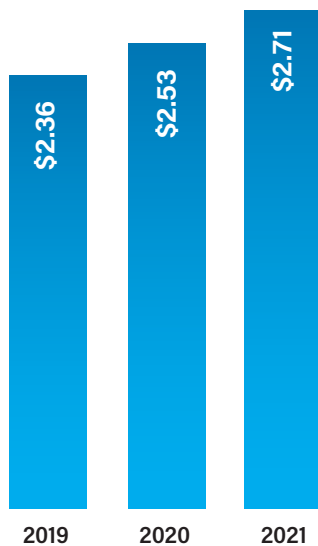


## Financial Snapshot

(In millions, except per share data and percentages)

	2021	2020	Change
GAAP earnings	\$1,300.3	\$1,199.9	8.4%
GAAP earnings per share	\$4.11	\$3.79	8.4%
Dividends per share	\$2.71	\$2.53	7.1%
Dividend yield	2.8%	2.7%	
Diluted average shares outstanding	316.3	316.5	
GAAP return on average common equity	12.16%	11.66%	
Book value per share	\$34.60	\$33.19	4.2%
Total assets	\$38,989	\$37,028	5.3%
Market price per share at year-end	\$97.07	\$92.03	5.5%
Market capitalization at year-end	\$30,619	\$29,029	5.5%

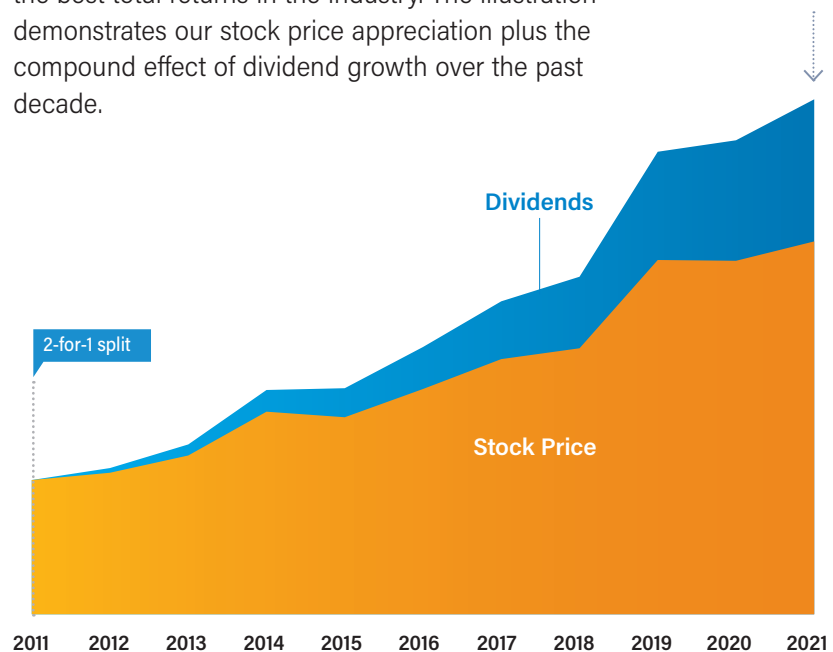
## Dividends per share



## Total Shareholder Return

WEC Energy Group consistently delivers among the best total returns in the industry. The illustration demonstrates our stock price appreciation plus the compound effect of dividend growth over the past decade.

A \$100 investment at the end of 2011 grew to a total value of **\$383**





**Gale Klappa**

Executive Chairman

**Scott Lauber**

President and Chief Executive Officer

## To our stockholders,

Last year, when we wrote this letter to you, we were pleased to report that — in the face of the pandemic — we turned resilience into results. Our performance was a testament to the commitment, focus and follow-through of our 7,000 colleagues who serve our customers every day.

**Today, as we recap the year 2021, the story continues. A record year with outstanding results on virtually every meaningful measure.**

In addition, we made a number of strategic decisions — decisions that will build the bridge to a clean energy future.

Below, you'll find the highlights of a year of progress:

- Record net income.
- Record earnings per share.
- P/E ratio in the top decile of the regulated utility group.
- Raised the dividend for the 18th consecutive year.
- Exceeded earnings guidance for the 18th consecutive year.
- Lowered our consolidated interest rate while maintaining an average debt life of 14 years.

- Announced aggressive environmental goals with an operating plan to achieve them:
  - 60 percent reduction in CO<sub>2</sub> emissions from electric generation by the end of 2025.
  - 80 percent reduction in CO<sub>2</sub> emissions by the end of 2030.
  - Net methane neutral in our natural gas distribution operations by the end of 2030.
- Announced a plan to completely exit from coal for power generation by 2035.
- Served our 4.6 million customers reliably during the February polar vortex.
- Restored more than 210,000 customers after one of the most damaging summer storms in Wisconsin history. Ended the year with strong customer satisfaction ratings.
- Grew our contracted renewables business — ahead of plan.
- Developed the largest five-year capital plan in company history — this includes nearly 2,400 megawatts of new renewable capacity for our regulated utilities in Wisconsin.
- Raised our projection for long-term earnings growth.
- Strengthened the diversity of our leadership team — 36 percent of senior vice president and above positions are now filled by women or minorities compared to 29 percent at year-end 2020.
- Established our ninth business resource group — with a mission to focus on mental and physical health and disabilities.
- Took the next major step in succession planning.
- Among numerous external recognitions, named one of America's Most Responsible Companies by Newsweek.

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Our board of directors raised our quarterly cash dividend by 7.4 percent to a new annual rate of \$2.91 per share. We believe this increase will rank in the top decile of our industry.

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As we turned the calendar to a new year, our board of directors — at its January meeting — raised our quarterly cash dividend by 7.4 percent to a new annual rate of \$2.91 per share. We believe this increase will rank in the top decile of our industry. This also will mark the 19th consecutive year that our company will reward shareholders with higher dividends.

We continue to target a payout ratio of 65 to 70 percent of earnings. We're right in the middle of the range now, so we expect our dividend growth will continue to be in line with the growth in earnings per share.

### Leading the way in the decarbonization effort

Investors who have followed the company for many years know that we have been very active in shaping the future of clean energy. We recognize that advances in technology will be needed to decarbonize the economy by 2050. And hydrogen could be a key player — a key part of the solution — in the decades ahead.

To that end, we recently announced one of the first hydrogen power pilot programs of its kind in the United States.

We're joining with the Electric Power Research Institute to test hydrogen as a fuel source at one of our newer natural gas-powered units in the Upper Peninsula of Michigan. The project will be carried out this year, and the results will be shared across the industry to demonstrate how the use of hydrogen could materially reduce carbon emissions.

### Creating a bright, sustainable future for our stockholders, customers and communities

In the meantime, we're driving forward on our \$17.7 billion ESG Progress Plan. The plan is focused on efficiency, sustainability and growth — with a significant addition of renewable energy projects over the next five years.

Overall, we expect the ESG Progress Plan to support average growth in our asset base of 7 percent a year — driving earnings growth, dividend growth and dramatically improved environmental performance.

In summary, we believe we're poised to deliver among the best risk-adjusted returns our industry has to offer.

And finally, we're pleased to report that the board of directors has taken the next steps in succession planning — steps that provide continuity and senior leadership for the next chapter of the company's growth and service to customers.

Scott Lauber assumed the role of president and chief executive on February 1, following Kevin Fletcher's retirement announcement. In addition, Gale has agreed to continue serving as executive chairman until May 2024.

On behalf of the board, we want to express our gratitude to Kevin for his countless contributions to our company and our industry.

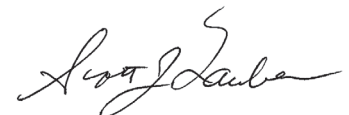
As we look forward, we know that Scott's experience and demonstrated results over a wide-ranging, 31-year career at the company have prepared him well for the opportunities ahead. Our future is bright.

Thank you for your confidence, your support and your investment in WEC Energy Group.

Sincerely,



Gale E. Klappa  
Executive Chairman



Scott J. Lauber  
President and  
Chief Executive Officer

March 3, 2022

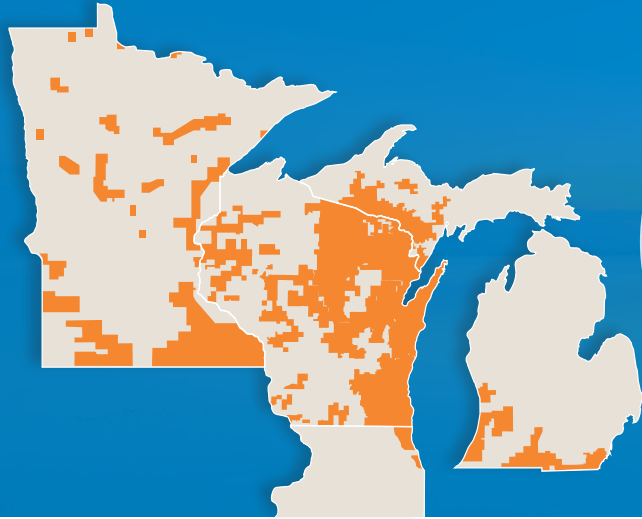
## Strengthening our electric distribution system

We expect to invest more than \$3 billion over the next five years to upgrade and 'harden' our electric infrastructure as extreme weather continues to test our systems.



# An Energy Industry Leader

WEC Energy Group is one of the nation's leading energy companies, with the operational expertise and financial resources to meet the needs of customers across the Midwest.



We provide vital services to **4.6 million** customers in Wisconsin, Illinois, Michigan and Minnesota.

**71,400 miles** of electric distribution


**52,100 miles** of natural gas distribution and transmission

**7,700 megawatts** of power capacity

**7,000 employees**

WEC Infrastructure has acquired or agreed to acquire majority interests in eight wind farms across the Midwest. Together, these resources will be capable of providing over 1.5 gigawatts of carbon-free energy outside of our traditional service area. Long-term purchase power agreements are in place with creditworthy customers.

Nearly **\$1.9 billion** in projected investments between 2022-2026

A black and white photograph of a person's hand holding a pen, poised to write on a document. The document contains various charts and graphs, including a network diagram and a bar chart. The background is slightly blurred, showing a desk and a laptop keyboard.

# 2021 ANNUAL FINANCIAL STATEMENTS AND REVIEW OF OPERATIONS

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## GLOSSARY OF TERMS AND ABBREVIATIONS

The abbreviations and terms set forth below are used throughout this report and have the meanings assigned to them below:

### Subsidiaries and Affiliates

ATC	American Transmission Company LLC
ATC Holdco	ATC Holdco LLC
ATC Holding	ATC Holding LLC
Bishop Hill III	Bishop Hill Energy III LLC
Blooming Grove	Blooming Grove Wind Energy Center LLC
Bluewater	Bluewater Natural Gas Holding, LLC
Bluewater Gas Storage	Bluewater Gas Storage, LLC
Coyote Ridge	Coyote Ridge Wind, LLC
Integrys	Integrys Holding, Inc.
Jayhawk	Jayhawk Wind, LLC
MERC	Minnesota Energy Resources Corporation
MGU	Michigan Gas Utilities Corporation
NSG	North Shore Gas Company
PDL	WPS Power Development, LLC
PELLC	Peoples Energy, LLC
PGL	The Peoples Gas Light and Coke Company
Tatanka Ridge	Tatanka Ridge Wind, LLC
UMERC	Upper Michigan Energy Resources Corporation
Upstream	Upstream Wind Energy LLC
WBS	WEC Business Services LLC
WE	Wisconsin Electric Power Company
We Power	W.E. Power, LLC
WEC Energy Group	WEC Energy Group, Inc.
WECC	Wisconsin Energy Capital Corporation
WECI	WEC Infrastructure LLC
WECI Wind Holding I	WEC Infrastructure Wind Holding I LLC
WEPCo Environmental Trust	WEPCo Environmental Trust Finance I, LLC
WG	Wisconsin Gas LLC
Wispark	Wispark LLC
Wisvest	Wisvest LLC
WPS	Wisconsin Public Service Corporation
WRPC	Wisconsin River Power Company

### Federal and State Regulatory Agencies

CBP	United States Customs and Border Protection Agency
DOC	United States Department of Commerce
EPA	United States Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
ICC	Illinois Commerce Commission
IDNR	Illinois Department of Natural Resources
IEPA	Illinois Environmental Protection Agency
IRS	United States Internal Revenue Service
MPSC	Michigan Public Service Commission
MPUC	Minnesota Public Utilities Commission
PSCW	Public Service Commission of Wisconsin
SEC	Securities and Exchange Commission
WDNR	Wisconsin Department of Natural Resources

### Accounting Terms

AFUDC	Allowance for Funds Used During Construction
ARO	Asset Retirement Obligation
ASC	Accounting Standards Codification
ASU	Accounting Standards Update

CWIP	Construction Work in Progress
FASB	Financial Accounting Standards Board
GAAP	Generally Accepted Accounting Principles
LIFO	Last-In, First-Out
OPEB	Other Postretirement Employee Benefits
VIE	Variable Interest Entity

### Environmental Terms

ACE	Affordable Clean Energy
Act 141	2005 Wisconsin Act 141
BATW	Bottom Ash Transport Water
BTA	Best Technology Available
CAA	Clean Air Act
CO <sub>2</sub>	Carbon Dioxide
ELG	Steam Electric Effluent Limitation Guidelines
FGD	Flue Gas Desulfurization
GHG	Greenhouse Gas
GMZ	Groundwater Management Zone
NAAQS	National Ambient Air Quality Standards
NOV	Notice of Violation
NO <sub>x</sub>	Nitrogen Oxide
PCB	Polychlorinated Biphenyl
SO <sub>2</sub>	Sulfur Dioxide
VN	Violation Notice
WOTUS	Waters of the United States

### Measurements

Bcf	Billion Cubic Feet
Dth	Dekatherm
MDth	One Thousand Dekatherms
MW	Megawatt
MWh	Megawatt-hour

### Other Terms and Abbreviations

2007 Junior Notes	WEC Energy Group, Inc.'s 2007 Junior Subordinated Notes Due 2067
2013 Junior Notes	Integrus Holding, Inc.'s 6.00% Junior Notes Due August 1, 2073
AG	Attorney General
AMI	Advanced Metering Infrastructure
ARR	Auction Revenue Right
Badger Hollow I	Badger Hollow Solar Park I
Badger Hollow II	Badger Hollow Solar Park II
Blue Sky	Blue Sky Green Field Wind Park
CDC	Centers for Disease Control and Prevention
CFR	Code of Federal Regulations
Compensation Committee	Compensation Committee of the Board of Directors of WEC Energy Group, Inc.
COVID-19	Coronavirus Disease – 2019
Crane Creek	Crane Creek Wind Park
D.C. Circuit Court of Appeals	United States Court of Appeals for the District of Columbia Circuit
ERGS	Elm Road Generating Station
ER 1	Elm Road Generating Station Unit 1
ER 2	Elm Road Generating Station Unit 2
ESG Progress Plan	WEC Energy Group's Capital Investment Plan for Efficiency, Sustainability, and Growth for 2021-2025
ETB	Environmental Trust Bond
EV	Electric Vehicle
Exchange Act	Securities Exchange Act of 1934, as amended
Executive Order 13990	Executive Order 13990 of January 20, 2021 - Protecting Public Health and the Environment and Restoring Science To Tackle the Climate Crisis
Forward Wind	Forward Wind Energy Center
FTR	Financial Transmission Right

GCRM	Gas Cost Recovery Mechanism
GUIC	Gas Utility Infrastructure Costs
Holding Company Act	Wisconsin Utility Holding Company Act
ITC	Investment Tax Credit
LIBOR	London Interbank Offered Rate
LMP	Locational Marginal Price
LNG	Liquefied Natural Gas
MISO	Midcontinent Independent System Operator, Inc.
MISO Energy Markets	MISO Energy and Operating Reserves Market
NYMEX	New York Mercantile Exchange
OCPP	Oak Creek Power Plant
OC 5	Oak Creek Power Plant Unit 5
OC 7	Oak Creek Power Plant Unit 7
OC 8	Oak Creek Power Plant Unit 8
Omnibus Stock Incentive Plan	WEC Energy Group Omnibus Stock Incentive Plan, Amended and Restated, Effective as of May 6, 2021
PIPP	Presque Isle Power Plant
Point Beach	Point Beach Nuclear Power Plant
PPA	Power Purchase Agreement
PSB	Public Service Building
PTC	Production Tax Credit
PUHCA 2005	Public Utility Holding Company Act of 2005
PWGS	Port Washington Generating Station
PWGS 1	Port Washington Generating Station Unit 1
PWGS 2	Port Washington Generating Station Unit 2
QIP	Qualifying Infrastructure Plant
RCC	Replacement Capital Covenant (dated May 11, 2007)
REC	Renewable Energy Certificate
RICE	Reciprocating Internal Combustion Engine
RNG	Renewable Natural Gas
ROE	Return on Equity
RTO	Regional Transmission Organization
Sapphire Sky	Sapphire Sky Wind Energy LLC
SMP	Safety Modernization Program
SPC	COVID-19 Special Purpose Charge
SSR	System Support Resource
Supreme Court	United States Supreme Court
Tax Legislation	Tax Cuts and Jobs Act of 2017
Thunderhead	Thunderhead Wind Energy LLC
Tilden	Tilden Mining Company
TPTFA	Third-Party Transaction Fee Adjustment
Two Creeks	Two Creeks Solar Park
VAPP	Valley Power Plant
West Riverside	West Riverside Energy Center
Whitewater	Whitewater Cogeneration Facility
WRO	Withhold Release Order

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

In this report, we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, and future events or performance. These statements are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Readers are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements may be identified by reference to a future period or periods or by the use of terms such as "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goals," "guidance," "intends," "may," "objectives," "plans," "possible," "potential," "projects," "seeks," "should," "targets," "will," or variations of these terms.

Forward-looking statements include, among other things, statements concerning management's expectations and projections regarding earnings, completion of capital projects, sales and customer growth, rate actions and related filings with regulatory authorities, environmental and other regulations, including associated compliance costs, legal proceedings, dividend payout ratios, effective tax rates, pension and OPEB plans, fuel costs, sources of electric energy supply, coal and natural gas deliveries, remediation costs, climate-related matters, our ESG Progress Plan, liquidity and capital resources, and other matters.

Forward-looking statements are subject to a number of risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in the statements. These risks and uncertainties include those described below:

- Factors affecting utility operations such as catastrophic weather-related damage, including climate change, environmental incidents, unplanned facility outages and repairs and maintenance, and electric transmission or natural gas pipeline system constraints;
- Factors affecting the demand for electricity and natural gas, including political or regulatory developments, varying, adverse, or unusually severe weather conditions, including climate change, changes in economic conditions, customer growth and declines, commodity prices, energy conservation efforts, and continued adoption of distributed generation by customers;
- The timing, resolution, and impact of rate cases and negotiations, including recovery of deferred and current costs and the ability to earn a reasonable return on investment, and other regulatory decisions impacting our regulated operations;
- The impact of health pandemics, including the COVID-19 pandemic, on our business functions, financial condition, liquidity, and results of operations;
- The impact of recent and future federal, state, and local legislative and/or regulatory changes, including changes in rate-setting policies or procedures, the expiration and non-renewal of the QIP rider, deregulation and restructuring of the electric and/or natural gas utility industries, transmission or distribution system operation, the approval process for new construction, reliability standards, pipeline integrity and safety standards, allocation of energy assistance, energy efficiency mandates, and tax laws, including those that affect our ability to use PTCs and ITCs;
- Federal and state legislative and regulatory changes relating to the environment, including climate change and other environmental regulations impacting generation facilities and renewable energy standards, the enforcement of these laws and regulations, changes in the interpretation of regulations or permit conditions by regulatory agencies, and the recovery of associated remediation and compliance costs;
- The ability to obtain and retain customers, including wholesale customers, due to increased competition in our electric and natural gas markets from retail choice and alternative electric suppliers, and continued industry consolidation;
- The timely completion of capital projects within budgets and the ability to recover the related costs through rates;
- The risk of delays and shortages, and increased costs of equipment, materials, or other resources that are critical to our business operations and corporate strategy, as a result of supply chain disruptions, future inflation, and other factors;
- Factors affecting the implementation of our CO<sub>2</sub> emission and/or methane emission reduction goals and opportunities and actions related to those goals, including related regulatory decisions, the cost of materials, supplies, and labor, technology advances, the feasibility of competing generation projects, and our ability to execute our capital plan;
- The financial and operational feasibility of taking more aggressive action to further reduce GHG emissions in order to limit future global temperature increases;
- The risks associated with inflation and changing commodity prices, including natural gas and electricity;
- The availability and cost of sources of natural gas and other fossil fuels, purchased power, materials needed to operate environmental controls at our electric generating facilities, or water supply due to high demand, shortages, transportation problems, nonperformance by electric energy or natural gas suppliers under existing power purchase or natural gas supply contracts, or other developments;
- Changes in credit ratings, interest rates, and our ability to access the capital markets, caused by volatility in the global credit markets, our capitalization structure, and market perceptions of the utility industry, us, or any of our subsidiaries;
- Changes in the method of determining LIBOR or the replacement of LIBOR with an alternative reference rate;
- Costs and effects of litigation, administrative proceedings, investigations, settlements, claims, and inquiries;
- The direct or indirect effect on our business resulting from terrorist attacks and cyber security intrusions, as well as the threat of such incidents, including the failure to maintain the security of personally identifiable information, the associated costs to protect

our utility assets, technology systems, and personal information, and the costs to notify affected persons to mitigate their information security concerns and to comply with state notification laws;

- Restrictions imposed by various financing arrangements and regulatory requirements on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans or advances, that could prevent us from paying our common stock dividends, taxes, and other expenses, and meeting our debt obligations;
- The risk of financial loss, including increases in bad debt expense, associated with the inability of our customers, counterparties, and affiliates to meet their obligations;
- Changes in the creditworthiness of the counterparties with whom we have contractual arrangements, including participants in the energy trading markets and fuel suppliers and transporters;
- The financial performance of ATC and its corresponding contribution to our earnings;
- The investment performance of our employee benefit plan assets, as well as unanticipated changes in related actuarial assumptions, which could impact future funding requirements;
- Factors affecting the employee workforce, including loss of key personnel, internal restructuring, work stoppages, and collective bargaining agreements and negotiations with union employees;
- Advances in technology, and related legislation or regulation supporting the use of that technology, that result in competitive disadvantages and create the potential for impairment of existing assets;
- Risks related to our non-utility renewable energy facilities, including unfavorable weather, the ability to replace expiring long-term PPAs under acceptable terms, and the availability of reliable interconnection and electricity grids;
- The risk associated with the values of goodwill, other intangible assets, long-lived assets, and equity method investments, and their possible impairment;
- Potential business strategies to acquire and dispose of assets or businesses, which cannot be assured to be completed timely or within budgets, and legislative or regulatory restrictions or caps on non-utility acquisitions, investments or projects, including the State of Wisconsin's public utility holding company law;
- The timing and outcome of any audits, disputes, and other proceedings related to taxes;
- The effect of accounting pronouncements issued periodically by standard-setting bodies; and
- Other considerations disclosed elsewhere herein and in other reports we file with the SEC or in other publicly disseminated written documents.

**Except as may be required by law, we expressly disclaim any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.**

## BUSINESS OF THE COMPANY

WEC Energy Group, Inc. was incorporated in the state of Wisconsin in 1981 and became a diversified holding company in 1986. We maintain our principal executive offices in Milwaukee, Wisconsin. On June 29, 2015, Wisconsin Energy Corporation acquired 100% of the outstanding common shares of Integrys Energy Group and changed our name to WEC Energy Group, Inc.

In this report, when we refer to "WEC Energy Group," "the Company," "us," "we," "our," or "ours," we are referring to WEC Energy Group, Inc. and all of its subsidiaries. The term "utility" refers to the regulated activities of the electric and natural gas utility companies, while the term "non-utility" refers to the activities of the electric and natural gas companies that are not regulated, as well as We Power and Bluewater. The term "nonregulated" refers to activities at WECl, which holds interests in several wind generating facilities, and our Corporate and Other Segment.

Our wholly owned subsidiaries are primarily engaged in the business of providing regulated electricity service in Wisconsin and Michigan; regulated natural gas service in Wisconsin, Illinois, Michigan, and Minnesota; and nonregulated renewable energy. In addition, we have an approximate 60% equity interest in ATC, an electric transmission company operating primarily in four states. At December 31, 2021, we conducted our operations in the six reportable segments discussed below.

### WISCONSIN SEGMENT

The Wisconsin segment includes the electric and natural gas utility operations of WE, WPS, WG, and UMERC. At December 31, 2021, these companies served approximately 1,638,600 electric customers and 1,488,500 natural gas customers. This segment also includes steam service to approximately 400 WE steam customers in metropolitan Milwaukee, Wisconsin.

### ILLINOIS SEGMENT

The Illinois segment includes the natural gas utility operations of PGL and NSG. The approximately 1,044,300 natural gas customers served by PGL and NSG at December 31, 2021, were located in Chicago and the northern suburbs of Chicago. PGL also owns and operates a 38.8 billion-cubic-foot natural gas storage field in central Illinois.

### OTHER STATES SEGMENT

The other states segment includes the natural gas utility operations of MERC and MGU, as well as the non-utility operations of MERC related to servicing appliances for customers. These companies served approximately 429,200 natural gas customers at December 31, 2021, with MERC serving customers in various cities and communities throughout Minnesota and MGU serving customers in southern and western Michigan.

### ELECTRIC TRANSMISSION SEGMENT

The electric transmission segment includes our approximate 60% ownership interest in ATC, an electric transmission company regulated by the FERC. ATC owns, maintains, monitors, and operates electric transmission systems in Wisconsin, Michigan, Illinois, and Minnesota.

In addition, we own approximately 75% of ATC Holdco, a separate entity formed in December 2016 to invest in transmission-related projects outside of ATC's traditional footprint.

### NON-UTILITY ENERGY INFRASTRUCTURE SEGMENT

The non-utility energy infrastructure segment includes We Power, Bluewater, and WECl. We Power, through wholly owned subsidiaries, owns and leases certain generating facilities to WE. Bluewater owns natural gas storage facilities in southeast Michigan and provides natural gas storage and hub services for the natural gas operations of WE, WPS, and WG. WECl has controlling ownership interests in six non-utility wind generating facilities. These wind facilities have a combined nameplate generating capacity of 1,033.7 MWs. WECl has also entered into agreements to acquire two additional wind projects upon commercial operation. See Note 2, Acquisitions, for more information on many of these wind generating facilities.

### CORPORATE AND OTHER SEGMENT

The corporate and other segment includes the operations of the WEC Energy Group holding company, the Integrys holding company, and the PELLC holding company, as well as the operations of Wispark and WBS. This segment also includes Wisvest, WECC, and PDL, which no longer have significant operations.

Wispark develops and invests in real estate, primarily in southeastern Wisconsin. WBS is a wholly owned centralized service company that provides administrative and general support services to our regulated entities, as well as certain administrative and support services to our nonregulated entities.

# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## CORPORATE DEVELOPMENTS

### INTRODUCTION

We are a diversified holding company with natural gas and electric utility operations (serving customers in Wisconsin, Illinois, Michigan, and Minnesota), an approximately 60% equity ownership interest in American Transmission Company LLC (ATC) (a for-profit electric transmission company regulated by the Federal Energy Regulatory Commission and certain state regulatory commissions), and non-utility energy infrastructure operations through W.E. Power LLC (which owns generation assets in Wisconsin), Bluewater Natural Gas Holding LLC (which owns underground natural gas storage facilities in Michigan), and WEC Infrastructure LLC (WEI), which holds ownership interests in several wind generating facilities.

### CORPORATE STRATEGY

Our goal is to continue to build and sustain long-term value for our shareholders and customers by focusing on the fundamentals of our business: environmental stewardship; reliability; operating efficiency; financial discipline; exceptional customer care; and safety. Our capital investment plan for efficiency, sustainability and growth, referred to as our ESG Progress Plan, provides a roadmap for us to achieve this goal. It is an aggressive plan to cut emissions, maintain superior reliability, deliver significant savings for customers, and grow our investment in the future of energy.

Throughout our strategic planning process, we take into account important developments, risks and opportunities, including new technologies, customer preferences and affordability, energy resiliency efforts, and sustainability. We published the results of a priority sustainability issue assessment in 2020, identifying the issues that are most important to our company and its stakeholders over the short and long terms. Our risk and priority assessments have formed our direction as a company.

#### Creating a Sustainable Future

Our ESG Progress Plan includes the retirement of older, fossil-fueled generation, to be replaced with zero-carbon-emitting renewables and clean natural gas-fired generation. When taken together, the retirements and new investments should better balance our supply with our demand, while maintaining reliable, affordable energy for our customers. The retirements will contribute to meeting our goals to reduce carbon dioxide (CO<sub>2</sub>) emissions from our electric generation.

In May 2021, we announced goals to achieve reductions in carbon emissions from our electric generation fleet by 60% by 2025 and by 80% by 2030, both from a 2005 baseline. We expect to achieve these goals by making operating refinements, retiring less efficient generating units, and executing our capital plan. Over the longer term, the target for our generation fleet is net-zero CO<sub>2</sub> emissions by 2050.

As part of our path toward these goals, we are exploring co-firing with natural gas at our ERGS coal-fired units. By the end of 2030, we expect our use of coal will account for less than 5% of the power we supply to our customers, and we believe we will be in a position to eliminate coal as an energy source by 2035.

We already have retired more than 1,800 megawatts (MW) of coal-fired generation since the beginning of 2018, which included the 2019 retirement of the Presque Isle power plant as well as the 2018 retirements of the Pleasant Prairie power plant, the Pulliam power plant, and the jointly-owned Edgewater Unit 4 generating units. See Note 6, Regulatory Assets and Liabilities, for more information related to these power plant retirements. Through our ESG Progress Plan, we expect to retire approximately 1,600 MW of additional fossil-fueled generation by 2025, which includes the planned retirements in 2023-2024 of Oak Creek Power Plant Units 5-8 and the jointly-owned Columbia Units 1-2.

In addition to retiring these older, fossil-fueled plants, we expect to invest approximately \$3.5 billion from 2022-2026 in regulated renewable energy in Wisconsin. Our plan is to replace a portion of the retired capacity by building and owning zero-carbon-emitting renewable generation facilities that are anticipated to include the following new investments:

- 1,400 MW of utility-scale solar;
- 800 MW of battery storage; and
- 100 MW of wind.

We also plan on investing in a combination of clean, natural gas-fired generation, including:

- 100 MW of reciprocating internal combustion engine (RICE) natural gas-fueled generation;

- the planned purchase of up to 200 MW of capacity in the West Riverside Energy Center – a new, combined-cycle natural gas plant completed by Alliant Energy in Wisconsin; and
- the planned purchase of the Whitewater Cogeneration Facility, a natural gas-fired combined cycle electric generating facility with a capacity of 236.5 MW.

The new investments discussed above are in addition to the renewable projects currently underway. For more details, see Liquidity and Capital Resources – Cash Requirements – Significant Capital Projects.

In addition, we previously received approval from the Public Service Commission of Wisconsin (PSCW) to invest in 300 MW of utility-scale solar within our Wisconsin segment. Wisconsin Public Service Corporation (WPS) has partnered with an unaffiliated utility to construct two solar projects now in service in Wisconsin: Two Creeks Solar Park (Two Creeks) and Badger Hollow Solar Park I (Badger Hollow I). WPS owns 100 MW of Two Creeks and 100 MW of Badger Hollow I for a total of 200 MW. Wisconsin Electric Power Company (WE) has partnered with an unaffiliated utility to construct Badger Hollow Solar Park II, which is expected to enter commercial operation in the first quarter of 2023. Once constructed, WE will own 100 MW of this project.

In December 2018, WE received approval from the PSCW for two renewable energy pilot programs. The Solar Now pilot is expected to add a total of 35 MW of solar generation to WE's portfolio, allowing non-profit and governmental entities, as well as commercial and industrial customers, to site utility owned solar arrays on their property. Under this program, WE has energized 21 Solar Now projects and currently has another three under construction, together totaling more than 27 MW. The second program, the Dedicated Renewable Energy Resource pilot, would allow large commercial and industrial customers to access renewable resources that WE would operate, adding up to 150 MW of renewables to WE's portfolio, and helping these larger customers meet their sustainability and renewable energy goals.

In August 2021, the PSCW approved pilot programs for WE and WPS to install and maintain electric vehicle (EV) charging equipment for customers at their homes or businesses. The programs provide direct benefits to customers by removing cost barriers associated with installing EV equipment. In October 2021, subject to the receipt of any necessary regulatory approvals, we pledged to expand the EV charging network within the service territories of our electric utilities. In doing so, we joined a coalition of utility companies in a unified effort to make EV charging convenient and widely available throughout the Midwest. The coalition we joined is planning to help build and grow EV charging corridors, enabling the general public to safely and efficiently charge their vehicles.

We also continue to reduce methane emissions by improving our natural gas distribution system. We set a target across our natural gas distribution operations to achieve net-zero methane emissions by the end of 2030. We plan to achieve our net-zero goal through an effort that includes both continuous operational improvements and equipment upgrades, as well as the use of renewable natural gas (RNG) throughout our utility systems. We recently signed our first contract for RNG for our natural gas distribution business, which will be transporting the output of a local dairy farm onto our gas distribution system. The RNG supplied will directly replace higher-emission methane from natural gas that would have entered our pipes. This one contract represents 25 percent of our 2030 goal for methane reduction. We expect to have RNG flowing to our distribution network by the end of 2022.

As part of our effort to look for new opportunities in sustainable energy, we are testing the effects of blending hydrogen, a clean generating fuel, with natural gas for one of our RICE generating units in the Upper Peninsula of Michigan. We are partnering with the Electric Power Research Institute in this research that could help create another viable option for decarbonizing the economy. The project will be carried out in 2022, and the results will be shared across the industry.

## Reliability

We have made significant reliability-related investments in recent years, and in accordance with our ESG Progress Plan, expect to continue strengthening and modernizing our generation fleet, as well as our electric and natural gas distribution networks to further improve reliability.

Below are a few examples of reliability projects that are proposed, currently underway, or recently completed.

- WE constructed approximately 46 miles of natural gas transmission main to increase the quantity and reliability of natural gas service in southeastern Wisconsin. This project, called the Lakeshore Lateral Project, was completed in October 2021.
- WE and Wisconsin Gas LLC (WG) have received approval to each construct their own liquefied natural gas (LNG) facility to meet anticipated peak demand. Commercial operation of the WE and WG LNG facilities is targeted for the end of 2023 and 2024, respectively.
- The Peoples Gas Light and Coke Company continues to work on its Safety Modernization Program, which primarily involves replacing old iron pipes and facilities in Chicago's natural gas delivery system with modern polyethylene pipes to reinforce the long-term safety and reliability of the system.
- WPS completed its work in late 2021 on its System Modernization and Reliability Project, which involved modernizing parts of its electric distribution system, including burying or upgrading lines. WE, WPS, and WG also continue to upgrade their electric and natural gas distribution systems to enhance reliability.

For more details, see Liquidity and Capital Resources – Cash Requirements – Significant Capital Projects.



## Operating Efficiency

We continually look for ways to optimize the operating efficiency of our company and will continue to do so under the ESG Progress Plan. For example, we are making progress on our Advanced Metering Infrastructure program, replacing aging meter-reading equipment on both our network and customer property. An integrated system of smart meters, communication networks, and data management programs enables two-way communication between our utilities and our customers. This program reduces the manual effort for disconnects and reconnects and enhances outage management capabilities.

We continue to focus on integrating the resources of all our businesses and finding the best and most efficient processes while meeting all applicable legal and regulatory requirements.

## Financial Discipline

A strong adherence to financial discipline is essential to meeting our earnings projections and maintaining a strong balance sheet, stable cash flows, a growing dividend, and quality credit ratings.

We follow an asset management strategy that focuses on investing in and acquiring assets consistent with our strategic plans, as well as disposing of assets, including property, plants, equipment, and entire business units, that are no longer strategic to operations, are not performing as intended, or have an unacceptable risk profile. See Note 3, Dispositions, for information on the sale of certain WPS Power Development, LLC solar power generation facilities. See Note 2, Acquisitions, for information on our acquisition of Whitewater.

Our investment focus remains in our regulated utility and non-utility energy infrastructure businesses, as well as our investment in ATC. In our non-utility energy infrastructure segment, we have acquired or agreed to acquire majority interests in eight wind parks, with total available capacity of more than 1,550 MW. These renewable energy assets represent more than \$2.3 billion in committed investments and have long-term agreements to serve customers outside our traditional service areas. Production tax credits from these wind investments reduce our cash tax expense. See Note 2, Acquisitions, for additional information on these transactions.

We expect total capital expenditures for our regulated utility and non-utility energy infrastructure businesses to be approximately \$16.4 billion from 2022 to 2026. In addition, we currently forecast that our share of ATC's projected capital expenditures over the next five years will be \$1.3 billion. Specific projects included in the \$17.7 billion ESG Progress Plan are discussed in more detail below under Liquidity and Capital Resources – Cash Requirements – Significant Capital Projects.

## Exceptional Customer Care

Our approach is driven by an intense focus on delivering exceptional customer care every day. We strive to provide the best value for our customers by demonstrating personal responsibility for results, leveraging our capabilities and expertise, and using creative solutions to meet or exceed our customers' expectations.

A multiyear effort is driving a standardized, seamless approach to digital customer service across our companies. We have moved all utilities to a common platform for all customer-facing self-service options. Using common systems and processes reduces costs, provides greater flexibility and enhances the consistent delivery of exceptional service to customers.

## Safety

Safety is one of our core values and a critical component of our culture. We are committed to keeping our employees and the public safe through a comprehensive corporate safety program that focuses on employee engagement and elimination of at-risk behaviors.

Under our "Target Zero" mission, we have an ultimate goal of zero incidents, accidents, and injuries. Management and union leadership work together to reinforce the Target Zero culture. We set annual goals for safety results as well as measurable leading indicators, in order to raise awareness of at-risk behaviors and situations and guide injury-prevention activities. All employees are encouraged to report unsafe conditions or incidents that could have led to an injury. Injuries and tasks with high levels of risk are assessed, and findings and best practices are shared across our companies.

Our corporate safety program provides a forum for addressing employee concerns, training employees and contractors on current safety standards, and recognizing those who demonstrate a safety focus.

## RESULTS OF OPERATIONS

The following discussion and analysis of our Results of Operations includes comparisons of our results for the year ended December 31, 2021 with the year ended December 31, 2020. For a similar discussion that compares our results for the year ended December 31, 2020 with the year ended December 31, 2019, see Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations in Part II of our 2020 Annual Report on Form 10-K, which was filed with the SEC on February 25, 2021.

**CONSOLIDATED EARNINGS**

The following table compares our consolidated results for the year ended December 31, 2021 with the year ended December 31, 2020, including favorable or better, "B", and unfavorable or worse, "W", variances:

<i>(in millions, except per share data)</i>	Year Ended December 31		
	2021	2020	B (W)
Wisconsin	\$ 706.5	\$ 690.4	\$ 16.1
Illinois	223.0	203.5	19.5
Other states	35.8	39.0	(3.2)
Electric transmission	106.3	112.6	(6.3)
Non-utility energy infrastructure	279.2	260.8	18.4
Corporate and other	(50.5)	(106.4)	55.9
<b>Net income attributed to common shareholders</b>	<b>\$ 1,300.3</b>	<b>\$ 1,199.9</b>	<b>\$ 100.4</b>
<b>Diluted earnings per share</b>	<b>\$ 4.11</b>	<b>\$ 3.79</b>	<b>\$ 0.32</b>

Earnings increased \$100.4 million during 2021, compared with 2020. The significant factors impacting the \$100.4 million increase in earnings were:

- A \$55.9 million decrease in the net loss attributed to common shareholders at the corporate and other segment, driven by lower interest expense, an increase in earnings from our equity method investments in technology and energy-focused investment funds, and the positive year-over-year impact from charges taken at Wispark during 2020. Higher net gains from investments held in the Integrys rabbi trust also contributed to the lower net loss. The investment gains from the rabbi trust offset higher benefit costs related to deferred compensation, which are included in other operation and maintenance expense in our operating segments. See Note 17, Fair Value Measurements, for more information on our investments held in the Integrys rabbi trust.
- A \$19.5 million increase in net income attributed to common shareholders at the Illinois segment, driven by higher natural gas margins due to PGL's continued capital investment in the SMP project under its QIP rider and an increase in late payment charges. Lower benefit costs also contributed to the increase in earnings. These positive impacts were partially offset by higher depreciation expense and an increase in natural gas distribution and maintenance costs during 2021.
- An \$18.4 million increase in net income attributed to common shareholders at the non-utility energy infrastructure segment, driven by an increase in PTCs generated in 2021, primarily due to our Blooming Grove and Tatanka Ridge wind parks that achieved commercial operation in December 2020 and January 2021, respectively. See Note 2, Acquisitions, and Note 16, Income Taxes, for more information. Partially offsetting this increase were operating losses at the Coyote Ridge and Tatanka Ridge wind parks related to congestion on the electricity grid due, in part, to several transmission outages in 2021. Higher interest expense due to WECI Wind Holding I's debt issuance in December 2020 also partially offset the positive impact from the increase in PTCs.
- A \$16.1 million increase in net income attributed to common shareholders at the Wisconsin segment, driven by an increase in electric margins due to higher retail sales volumes, including the impact of weather. Also contributing to the increase were lower benefit costs and the positive impact of increased rates from the Wisconsin rate orders approved by the PSCW, which excludes all impacts related to the recognition of unprotected excess deferred tax benefits from the Tax Legislation as they had no impact on earnings. These positive impacts were partially offset by higher depreciation and amortization and the negative year-over-year impact from fuel and purchased power costs.

**Non-GAAP Financial Measures**

The discussions below address the contribution of each of our segments to net income attributed to common shareholders. The discussions include financial information prepared in accordance with GAAP, as well as electric margins and natural gas margins, which are not measures of financial performance under GAAP. Electric margins (electric revenues less fuel and purchased power costs) and natural gas margins (natural gas revenues less cost of natural gas sold) are non-GAAP financial measures because they exclude other operation and maintenance expense, depreciation and amortization, and property and revenue taxes.

We believe that electric and natural gas margins provide a useful basis for evaluating utility operations since the majority of prudently incurred fuel and purchased power costs, as well as prudently incurred natural gas costs, are passed through to customers in current rates. As a result, management uses electric and natural gas margins internally when assessing the operating performance of our segments as these measures exclude the majority of revenue fluctuations caused by changes in these expenses. Similarly, the presentation of electric and natural gas margins herein is intended to provide supplemental information for investors regarding our operating performance.

Our electric margins and natural gas margins may not be comparable to similar measures presented by other companies. Furthermore, these measures are not intended to replace operating income as determined in accordance with GAAP as an indicator of operating performance. The following table shows operating income by segment for our utility operations during years ended December 31, 2021 and 2020:

<i>(in millions)</i>	Year Ended December 31	
	2021	2020
Wisconsin	\$ 1,309.3	\$ 1,332.8
Illinois	361.6	330.8
Other states	52.4	61.6

Each applicable segment discussion below includes a table that provides the calculation of electric margins and natural gas margins, as applicable, along with a reconciliation to the most directly comparable GAAP measure, operating income.

## WISCONSIN SEGMENT CONTRIBUTION TO NET INCOME ATTRIBUTED TO COMMON SHAREHOLDERS

The Wisconsin segment's contribution to net income attributed to common shareholders for the year ended December 31, 2021 was \$706.5 million, representing a \$16.1 million, or 2.3%, increase over the prior year. The higher earnings were driven by an increase in electric margins due to higher retail sales volumes, including the impact of weather. Also contributing to the increase were lower benefit costs and the positive impact of increased rates from the Wisconsin rate orders approved by the PSCW, which excludes all impacts related to the recognition of unprotected excess deferred tax benefits from the Tax Legislation as they had no impact on earnings. These positive impacts were partially offset by higher depreciation and amortization and the negative year-over-year impact from fuel and purchased power costs.

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Electric revenues	\$ 4,538.6	\$ 4,274.0	\$ 264.6
Fuel and purchased power	1,488.2	1,238.1	(250.1)
Total electric margins	3,050.4	3,035.9	14.5
Natural gas revenues	1,498.4	1,199.5	298.9
Cost of natural gas sold	906.5	595.2	(311.3)
Total natural gas margins	591.9	604.3	(12.4)
Total electric and natural gas margins	3,642.3	3,640.2	2.1
Other operation and maintenance	1,455.2	1,476.7	21.5
Depreciation and amortization	726.9	674.5	(52.4)
Property and revenue taxes	150.9	156.2	5.3
Operating income	1,309.3	1,332.8	(23.5)
Other income, net	73.9	52.8	21.1
Interest expense	555.6	561.3	5.7
Income before income taxes	827.6	824.3	3.3
Income tax expense	119.9	132.7	12.8
Preferred stock dividends of subsidiary	1.2	1.2	—
<b>Net income attributed to common shareholders</b>	<b>\$ 706.5</b>	<b>\$ 690.4</b>	<b>\$ 16.1</b>

The following table shows a breakdown of other operation and maintenance:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Operation and maintenance not included in line items below	\$ 671.2	\$ 673.5	\$ 2.3
Transmission <sup>(1)</sup>	511.1	518.0	6.9
Regulatory amortizations and other pass through expenses <sup>(2)</sup>	141.6	138.6	(3.0)
We Power <sup>(3)</sup>	114.9	119.3	4.4
Earnings sharing mechanisms <sup>(4)</sup>	5.8	21.6	15.8
Other	10.6	5.7	(4.9)
<b>Total other operation and maintenance</b>	<b>\$ 1,455.2</b>	<b>\$ 1,476.7</b>	<b>\$ 21.5</b>

- (1) Represents transmission expense that our electric utilities are authorized to collect in rates. The PSCW has approved escrow accounting for 2021 and 2020 for network transmission expenses for WE and WPS. As a result, WE and WPS defer as a regulatory asset or liability, the difference between actual transmission costs and those included in rates until recovery or refund is authorized in a future rate proceeding. During 2021 and 2020, \$503.6 million and \$481.8 million, respectively, of costs were billed to our electric utilities by transmission providers.
- (2) Regulatory amortizations and other pass through expenses are substantially offset in margins and therefore do not have a significant impact on net income.
- (3) Represents costs associated with the We Power generation units, including operating and maintenance costs recognized by WE. During 2021 and 2020, \$113.1 million and \$115.1 million, respectively, of costs were billed to or incurred by WE related to the We Power generation units, with the difference in costs billed or incurred and expenses recognized, either deferred or deducted from the regulatory asset.
- (4) See Note 26, Regulatory Environment, for more information about our earnings sharing mechanisms.

The following tables provide information on delivered sales volumes by customer class and weather statistics:

Electric Sales Volumes (MWh - in thousands)	Year Ended December 31		
	2021	2020	B (W)
<b>Customer class</b>			
Residential	11,460.1	11,523.8	(63.7)
Small commercial and industrial <sup>(1)</sup>	12,785.1	12,250.0	535.1
Large commercial and industrial <sup>(1)</sup>	12,406.4	11,661.8	744.6
Other	147.6	158.7	(11.1)
Total retail <sup>(1)</sup>	36,799.2	35,594.3	1,204.9
Wholesale	2,862.5	3,088.4	(225.9)
Resale	4,869.2	6,189.9	(1,320.7)
<b>Total sales in MWh <sup>(1)</sup></b>	<b>44,530.9</b>	<b>44,872.6</b>	<b>(341.7)</b>

- (1) Includes distribution sales for customers who have purchased power from an alternative electric supplier in Michigan.

Natural Gas Sales Volumes (Therms - in millions)	Year Ended December 31		
	2021	2020	B (W)
<b>Customer class</b>			
Residential	1,036.7	1,090.8	(54.1)
Commercial and industrial	634.0	656.7	(22.7)
Total retail	1,670.7	1,747.5	(76.8)
Transport	1,392.6	1,357.7	34.9
<b>Total sales in therms</b>	<b>3,063.3</b>	<b>3,105.2</b>	<b>(41.9)</b>

Weather (Degree Days)	Year Ended December 31		
	2021	2020	B (W)
<b>WE and WG <sup>(1)</sup></b>			
Heating (6,548 normal)	5,735	6,092	(5.9)%
Cooling (755 normal)	1,061	938	13.1 %
<b>WPS <sup>(2)</sup></b>			
Heating (7,380 normal)	6,735	7,139	(5.7)%
Cooling (532 normal)	643	660	(2.6)%
<b>UMERC <sup>(3)</sup></b>			
Heating (8,398 normal)	7,744	8,189	(5.4)%
Cooling (342 normal)	428	425	0.7 %

- (1) Normal degree days are based on a 20-year moving average of monthly temperatures from Mitchell International Airport in Milwaukee, Wisconsin.

- (2) Normal degree days are based on a 20-year moving average of monthly temperatures from the Green Bay, Wisconsin weather station.

- (3) Normal degree days are based on a 20-year moving average of monthly temperatures from the Iron Mountain, Michigan weather station.

## Electric Revenues

Electric revenues increased \$264.6 million during 2021, compared with 2020. To the extent that changes in fuel and purchased power costs are passed through to customers, the changes are offset by comparable changes in revenues. See the discussion of electric utility margins below for more information related to recovery of fuel and purchased power costs and the remaining drivers of the changes in electric revenues.

## Electric Utility Margins

Electric utility margins at the Wisconsin segment increased \$14.5 million during 2021, compared with 2020. Margins did not change significantly from the PSCW-approved Wisconsin rate orders as the positive impact of increased rates was more than offset by a \$27.6 million negative impact related to unprotected excess deferred taxes, which we agreed to return to customers over two years and is offset in income taxes. See Note 26, Regulatory Environment, for more information.

The significant factors impacting the higher electric utility margins were:

- A \$50.0 million increase in margins related to higher retail sales volumes, including the impact of weather. Commercial and industrial retail sales volumes improved during 2021, compared with 2020, primarily due to the continued economic recovery in Wisconsin from the COVID-19 pandemic.
- A \$19.4 million increase in margins from other revenues, primarily related to higher revenues from third party use of our assets as well as higher late payment charges during 2021. Our Wisconsin utilities resumed charging late payment charges in late August 2020 after they were suspended by the PSCW beginning March 24, 2020, as a result of the COVID-19 pandemic. See Note 26, Regulatory Environment, for more information.
- Securitization revenues of \$7.7 million received during 2021 related to an environmental control charge from WE's retail electric distribution customers. We began assessing this charge in June 2021, subsequent to the issuance of the ETBs by WEPCo Environmental Trust in May 2021, in accordance with a November 2020 PSCW financing order. See Note 14, Long-Term Debt, and Note 23, Variable Interest Entities, for more information. These revenues are offset in depreciation and amortization as well as interest expense.
- A \$4.1 million increase in margins related to the iron ore mine located in the Upper Peninsula of Michigan. The mine temporarily ceased operations for the second quarter of 2020 as a result of the COVID-19 pandemic.

These increases in margins were partially offset by:

- A \$43.3 million year-over-year negative impact from collections of fuel and purchased power costs compared with costs approved in rates. Under the Wisconsin fuel rules, the margins of our electric utilities are impacted by under- or over-collections of certain fuel and purchased power costs that are within a 2% price variance from the costs included in rates, and the remaining variance beyond the 2% price variance is generally deferred for future recovery or refund to customers. In 2021, WPS was unable to defer its portion of the under-collected fuel and purchased power costs due to earning an ROE in excess of the PSCW authorized amount.
- Lower margins of \$23.9 million driven by a decrease in wholesale customers related to the expiration of certain wholesale contracts.

## Natural Gas Revenues

Natural gas revenues increased \$298.9 million during 2021, compared with 2020. Because prudently incurred natural gas costs are passed through to our customers in current rates, the changes are offset by comparable changes in revenues. The average per-unit cost of natural gas increased 53.6% during 2021, compared with 2020. The remaining drivers of changes in natural gas revenues are described in the discussion of natural gas utility margins below.

## Natural Gas Utility Margins

Natural gas utility margins at the Wisconsin segment decreased \$12.4 million during 2021, compared with 2020. The most significant factor impacting the lower natural gas utility margins was a \$15.4 million decrease from lower retail sales volumes, including the impact of weather. This decrease in margins was partially offset by a \$3.1 million increase from other revenues, primarily related to higher late payment charges during 2021, compared with 2020, as discussed above under Electric Utility Margins.

## Other Operating Expenses (includes other operation and maintenance, depreciation and amortization, and property and revenue taxes)

Other operating expenses at the Wisconsin segment increased \$25.6 million during 2021, compared with 2020. The significant factors impacting the increase in other operating expenses were:

- A \$52.4 million increase in depreciation and amortization, driven by assets being placed into service as we continue to execute on our capital plan as well as an increase related to the We Power leases. In addition, a portion of the increase is related to securitization amortization, which is offset in revenues.
- A \$26.2 million increase in electric and natural gas distribution expenses, primarily driven by significant storms in 2021.
- A \$15.3 million increase in expenses related to charitable projects supporting our customers and the communities within our service territories.
- An \$11.2 million increase in customer service expenses, primarily related to additional costs from an information technology project created to improve the billing, call center, and credit collection functions, as well as higher call volumes and metering costs.

These increases in other operating expenses were partially offset by:

- A \$21.9 million net decrease in operating expense related to our power plants, primarily driven by reduced costs at the OCPP.
- A \$19.6 million decrease in benefit costs, primarily due to lower stock-based compensation.
- A \$15.8 million decrease in expense related to the earnings sharing mechanisms in place at our Wisconsin utilities. See Note 26, Regulatory Environment, for more information.
- A \$12.5 million decrease in costs incurred related to facility damage to our PSB resulting from a significant rain event in May 2020. See Note 7, Property, Plant, and Equipment, for more information on the significant rain event.
- A \$6.9 million decrease in transmission expense driven by a decrease in electric wholesale customers related to the expiration of certain wholesale contracts.

### Other Income, Net

Other income, net at the Wisconsin segment increased \$21.1 million during 2021, compared with 2020, driven by higher net credits from the non-service components of our net periodic pension and OPEB costs. See Note 20, Employee Benefits, for more information on our benefit costs.

### Interest Expense

Interest expense at the Wisconsin segment decreased \$5.7 million during 2021, compared with 2020, driven by lower interest expense on finance lease liabilities, primarily related to the We Power leases, as finance lease liabilities decrease each year as payments are made. Lower interest expense on short-term debt was also a contributor as commercial paper rates were lower in 2021 compared to 2020. These decreases in interest expense were partially offset by interest expense on the ETBs issued by WEPCo Environmental Trust in May 2021, which is offset in revenues.

### Income Tax Expense

Income tax expense at the Wisconsin segment decreased \$12.8 million during 2021, compared with 2020. The decrease was primarily due to an approximate \$27.6 million positive impact related to the 2021 amortization of the unprotected excess deferred tax benefits from the Tax Legislation in connection with the Wisconsin rate orders approved by the PSCW, effective January 1, 2020. The impact due to the benefit from the amortization of the unprotected excess deferred tax benefits from the Tax Legislation did not impact earnings as there was an offsetting negative impact in operating income. Partially offsetting this decrease in income tax expense was a decrease in PTCs and an increase in pretax income. See Note 16, Income Taxes, and Note 26, Regulatory Environment, for more information.

## ILLINOIS SEGMENT CONTRIBUTION TO NET INCOME ATTRIBUTED TO COMMON SHAREHOLDERS

The Illinois segment's contribution to net income attributed to common shareholders for the year ended December 31, 2021 was \$223.0 million, representing a \$19.5 million, or 9.6%, increase over the prior year. The increase was driven by higher natural gas margins due to PGL's continued capital investment in the SMP project under its QIP rider and an increase in late payment charges. Lower benefit costs also contributed to the increase in earnings. These positive impacts were partially offset by higher depreciation expense and an increase in natural gas distribution and maintenance costs during 2021.

Since the majority of PGL and NSG customers use natural gas for heating, net income attributed to common shareholders is sensitive to weather and is generally higher during the winter months.

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Natural gas revenues	\$ 1,672.8	\$ 1,321.9	\$ 350.9
Cost of natural gas sold	628.4	330.9	(297.5)
Total natural gas margins	1,044.4	991.0	53.4
Other operation and maintenance	433.5	435.4	1.9
Depreciation and amortization	218.1	196.7	(21.4)
Property and revenue taxes	31.2	28.1	(3.1)
Operating income	361.6	330.8	30.8
Other income, net	7.3	2.3	5.0
Interest expense	66.6	63.5	(3.1)
Income before income taxes	302.3	269.6	32.7
Income tax expense	79.3	66.1	(13.2)
<b>Net income attributed to common shareholders</b>	<b>\$ 223.0</b>	<b>\$ 203.5</b>	<b>\$ 19.5</b>

The following table shows a breakdown of other operation and maintenance:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Operation and maintenance not included in the line items below	\$ 320.3	\$ 332.1	\$ 11.8
Riders <sup>(1)</sup>	112.1	101.4	(10.7)
Regulatory amortizations <sup>(1)</sup>	(1.5)	(2.6)	(1.1)
Other	2.6	4.5	1.9
<b>Total other operation and maintenance</b>	<b>\$ 433.5</b>	<b>\$ 435.4</b>	<b>\$ 1.9</b>

<sup>(1)</sup> These riders and regulatory amortizations are substantially offset in margins and therefore do not have a significant impact on net income.

The following tables provide information on delivered sales volumes by customer class and weather statistics:

Natural Gas Sales Volumes (Therms - in millions)	Year Ended December 31		
	2021	2020	B (W)
<b>Customer Class</b>			
Residential	819.2	832.6	(13.4)
Commercial and industrial	319.5	326.1	(6.6)
Total retail	1,138.7	1,158.7	(20.0)
Transport	760.1	785.7	(25.6)
<b>Total sales in therms</b>	<b>1,898.8</b>	<b>1,944.4</b>	<b>(45.6)</b>

Weather (Degree Days) <sup>(1)</sup>	Year Ended December 31		
	2021	2020	B (W)
Heating (6,071 normal)	5,468	5,597	(2.3)%

<sup>(1)</sup> Normal heating degree days are based on a 12-year moving average of monthly temperatures from Chicago's O'Hare Airport.

## Natural Gas Revenues

Natural gas revenues increased \$350.9 million during 2021, compared with 2020. Because prudently incurred natural gas costs are passed through to our customers in current rates, the changes are offset by comparable changes in revenues. The average per-unit cost of natural gas sold increased 95.5% during 2021, compared with 2020. The remaining drivers of changes in natural gas revenues are described in the discussion of margins below.

## Natural Gas Utility Margins

Natural gas utility margins at the Illinois segment, net of the \$10.7 million impact of the riders referenced in the table above, increased \$42.7 million during 2021, compared with 2020. The increase in margins was primarily driven by:

- A \$25.5 million increase in revenues at PGL due to continued capital investment in the SMP project. PGL recovers the costs related to the SMP through a surcharge on customer bills pursuant to an ICC approved QIP rider, which is in effect through 2023.
- A \$7.5 million increase in late payment charges driven by the reinstatement of late payment charges during 2021 that were suspended by the ICC in 2020 due to the COVID-19 pandemic.
- A \$3.6 million increase in the invested capital tax adjustment rider related to higher plant placed in service during 2021 compared with 2020, which did not impact net income as it was offset in property and revenue taxes. The invested capital tax adjustment rider is a mechanism that allows PGL and NSG to recover (or refund) the difference between the cost of invested capital tax incurred and the amount collected through base rates.
- A \$3.1 million increase related to the collection of fixed charges driven by the expiration of the moratorium on disconnections during 2020 due to a regulatory order from the ICC in response to the COVID-19 pandemic.
- A \$1.9 million increase related to the impact of the NSG rate order approved by the ICC, effective September 15, 2021.

See Note 26, Regulatory Environment, for more information.

## Other Operating Expenses (includes other operation and maintenance, depreciation and amortization, and property and revenue taxes)

Other operating expenses at the Illinois segment increased \$11.9 million, net of the impact of the riders referenced in the table above, during 2021, compared with 2020. The significant factors impacting the increase in operating expenses were:

- A \$21.4 million increase in depreciation expense, primarily driven by PGL's continued capital investment in the SMP project.
- A \$16.4 million increase in natural gas distribution and maintenance costs, primarily related to maintaining the natural gas infrastructure, including costs associated with maintenance at our gas storage field.

These increases in operating expenses were partially offset by:

- A \$23.1 million decrease in benefit costs, primarily due to lower costs related to pension, stock-based compensation, and severance.
- A \$2.8 million decrease in costs associated with the investigation and remediation of the natural gas leak at the Manlove Gas Storage Field.

### Other Income, Net

Other income, net at the Illinois segment increased \$5.0 million during 2021, compared with 2020, driven by higher net credits from the non-service components of our net periodic pension and OPEB costs. See Note 20, Employee Benefits, for more information on our benefit costs.

### Interest Expense

Interest expense at the Illinois segment increased \$3.1 million during 2021, compared with 2020, driven by higher long-term debt balances related to incremental borrowings in both 2021 and 2020, primarily related to additional capital investment.

### Income Tax Expense

Income tax expense at the Illinois segment increased \$13.2 million during 2021, compared with 2020, driven by an increase in pretax income and a \$5.0 million decrease in unrecognized tax benefits compared with 2020. See Note 16, Income Taxes, for more information.

## OTHER STATES SEGMENT CONTRIBUTION TO NET INCOME ATTRIBUTED TO COMMON SHAREHOLDERS

The other states segment's contribution to net income attributed to common shareholders for the year ended December 31, 2021 was \$35.8 million, representing a \$3.2 million, or 8.2%, decrease over the prior year. The decrease was driven by higher operating expenses due to depreciation and amortization, and higher operation and maintenance expense, primarily related to the February 2021 cold weather event. These decreases in net income were partially offset by lower interest expense in 2021 due to the deferral of interest expense related to capital investments made by MGU since its last rate case. See Note 26, Regulatory Environment, for more information.

Since the majority of MERC and MGU customers use natural gas for heating, net income attributed to common shareholders is sensitive to weather and is generally higher during the winter months.

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Natural gas revenues	\$ 519.0	\$ 384.1	\$ 134.9
Cost of natural gas sold	319.3	184.8	(134.5)
Total natural gas margins	199.7	199.3	0.4
Other operation and maintenance	90.4	87.0	(3.4)
Depreciation and amortization	38.1	33.5	(4.6)
Property and revenue taxes	18.8	17.2	(1.6)
Operating income	52.4	61.6	(9.2)
Other income, net	1.1	0.7	0.4
Interest expense	6.2	10.2	4.0
Income before income taxes	47.3	52.1	(4.8)
Income tax expense	11.5	13.1	1.6
<b>Net income attributed to common shareholders</b>	<b>\$ 35.8</b>	<b>\$ 39.0</b>	<b>\$ (3.2)</b>

The following table shows a breakdown of other operation and maintenance:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Operation and maintenance not included in line items below	\$ 70.5	\$ 67.9	\$ (2.6)
Regulatory amortizations and other pass through expenses <sup>(1)</sup>	19.8	18.9	(0.9)
Other	0.1	0.2	0.1
<b>Total other operation and maintenance</b>	<b>\$ 90.4</b>	<b>\$ 87.0</b>	<b>\$ (3.4)</b>

<sup>(1)</sup> Regulatory amortizations and other pass through expenses are substantially offset in margins and therefore do not have a significant impact on net income.



The following tables provide information on delivered volumes by customer class and weather statistics:

Natural Gas Sales Volumes (Therms - in millions)	Year Ended December 31		
	2021	2020	B (W)
<b>Customer Class</b>			
Residential	301.1	309.6	(8.5)
Commercial and industrial	188.5	200.5	(12.0)
Total retail	489.6	510.1	(20.5)
Transportation	801.6	728.5	73.1
<b>Total sales in therms</b>	<b>1,291.2</b>	<b>1,238.6</b>	<b>52.6</b>

Weather (Degree Days) <sup>(1)</sup>	Year Ended December 31		
	2021	2020	B (W)
<b>MERC</b>			
Heating (7,969 normal)	7,440	7,896	(5.8)%
<b>MGU</b>			
Heating (6,209 normal)	5,755	5,952	(3.3)%

<sup>(1)</sup> Normal heating degree days for MERC and MGU are based on a 20-year moving average and 15-year moving average, respectively, of monthly temperatures from various weather stations throughout their respective territories.

### Natural Gas Revenues

Natural gas revenues increased \$134.9 million during 2021, compared with 2020. Because prudently incurred natural gas costs are passed through to our customers in current rates, the changes are offset by comparable changes in revenues. The average per-unit cost of natural gas sold increased 83.8% during 2021, compared with 2020. The remaining drivers of changes in natural gas revenues are described in the discussion of margins below.

### Natural Gas Utility Margins

Natural gas utility margins increased \$0.4 million during 2021, compared with 2020. This was primarily driven by a \$3.7 million increase related to MERC CIP revenue, which was offset in operation and maintenance expense. Rebates and programs are available to residential and commercial customers of MERC through the CIP, which is funded by rate payers using the Conservation Cost Recovery Charge and the Conservation Cost Recovery Adjustment funds that are collected on their monthly billing statements. This increase was partially offset by a \$1.9 million decrease related to lower sales volumes and a \$1.0 million decrease associated with lower revenues related to MERC's GUIC rider. The GUIC rider allows MERC to recover previously approved GUIC incurred to replace or modify natural gas facilities to the extent the work is required by state, federal, or other government agencies and exceeds the costs included in base rates.

### Other Operating Expenses (includes other operation and maintenance, depreciation and amortization, and property and revenue taxes)

Other operating expenses at the other states segment increased \$9.6 million during 2021, compared with 2020. The significant factors impacting the increase in operating expenses were:

- A \$4.6 million increase in depreciation and amortization related to continued capital investment.
- A \$3.7 million increase in operation and maintenance expense due to MERC's CIP program, which has an offsetting increase in margins.
- A \$3.0 million increase in operation and maintenance expense related to the February 2021 cold weather event.

These increases in operating expenses were partially offset by:

- A \$1.9 million decrease in operation and maintenance expense related to effective cost control.
- A \$1.8 million decrease in operation and maintenance expense due to MERC's GUIC rider, primarily related to having fewer expenditures in 2021 compared to 2020, which is mostly offset in margins.

### Interest Expense

Interest expense at the other states segment decreased \$4.0 million during 2021, compared with 2020, driven by the deferral of interest expense related to capital investments made by MGU since its last rate case, as approved by the MPSC. The decrease was partially offset by long term debt issuances in 2020 and 2021, primarily related to continued capital investment. See Note 26, Regulatory Environment, for more information on the MPSC order that allowed MGU to defer interest expense related to certain capital expenditures.

**Income Tax Expense**

Income tax expense at the other states segment decreased \$1.6 million during 2021, compared with 2020, driven by a decrease in pretax income.

**ELECTRIC TRANSMISSION SEGMENT CONTRIBUTION TO NET INCOME ATTRIBUTED TO COMMON SHAREHOLDERS**

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Equity in earnings of transmission affiliates	\$ 158.1	\$ 175.8	\$ (17.7)
Other expense	0.1	0.1	—
Interest expense	19.4	19.4	—
Income before income taxes	138.6	156.3	(17.7)
Income tax expense	32.3	43.7	11.4
<b>Net income attributed to common shareholders</b>	<b>\$ 106.3</b>	<b>\$ 112.6</b>	<b>\$ (6.3)</b>

**Equity in Earnings of Transmission Affiliates**

Equity in earnings of transmission affiliates decreased \$17.7 million during 2021, compared with 2020, driven by:

- A \$14.6 million decrease in equity earnings related to the impact of the FERC order issued in May 2020 addressing complaints related to ATC's ROE. The order resulted in an increase in the base ROE that ATC is allowed to collect, retroactive to November 2013, which was recorded in 2020. For further discussion of this FERC order, see Factors Affecting Results, Liquidity, and Capital Resources – Regulatory, Legislative, and Legal Matters – American Transmission Company Allowed Return on Equity Complaints.
- A \$12.2 million decrease in equity earnings related to a goodwill impairment recorded by ATC Holdco, which was formed to invest in transmission-related projects outside of ATC's traditional footprint.

Continued capital investment by ATC partially offset the negative year-over-year impact on equity earnings related to the 2020 FERC order and the goodwill impairment recorded at ATC Holdco.

**Income Tax Expense**

Income tax expense at the electric transmission segment decreased \$11.4 million during 2021, compared with 2020, driven by a \$6.6 million positive impact of uncertain tax positions in 2021 that were recorded in 2020 and a \$4.7 million positive impact related to a decrease in pretax income.

**NON-UTILITY ENERGY INFRASTRUCTURE SEGMENT CONTRIBUTION TO NET INCOME ATTRIBUTED TO COMMON SHAREHOLDERS**

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Operating income	\$ 350.3	\$ 366.3	\$ (16.0)
Other income, net	—	0.3	(0.3)
Interest expense	71.0	60.8	(10.2)
Income before income taxes	279.3	305.8	(26.5)
Income tax expense	3.1	44.7	41.6
Net (income) loss attributed to noncontrolling interests	3.0	(0.3)	3.3
<b>Net income attributed to common shareholders</b>	<b>\$ 279.2</b>	<b>\$ 260.8</b>	<b>\$ 18.4</b>

**Operating Income**

Operating income at the non-utility energy infrastructure segment decreased \$16.0 million during 2021, compared with 2020. The decrease was primarily driven by an aggregate of \$21.9 million of higher operating losses at our Coyote Ridge wind park and 2021 operating losses at our Tatanka Ridge wind park related to congestion on the electricity grid due, in part, to several transmission outages in 2021. This decrease was partially offset by higher operating income of \$6.6 million at our Blooming Grove wind park that achieved commercial operation in December 2020.

## Interest Expense

Interest expense at the non-utility energy infrastructure segment increased \$10.2 million during 2021, compared with 2020, primarily due to WECI Wind Holding I's debt issuance in December 2020.

## Income Tax Expense

Income tax expense at the non-utility energy infrastructure segment decreased \$41.6 million during 2021, compared with 2020, primarily due to a \$34.0 million increase in PTCs generated in 2021, driven by our Blooming Grove and Tatanka Ridge wind parks that achieved commercial operation in December 2020 and January 2021, respectively, and lower pretax earnings.

## CORPORATE AND OTHER SEGMENT CONTRIBUTION TO NET INCOME ATTRIBUTED TO COMMON SHAREHOLDERS

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	B (W)
Operating loss	\$ (18.9)	\$ (40.8)	\$ 21.9
Other income, net	51.7	24.4	27.3
Interest expense	92.8	124.0	31.2
Loss on debt extinguishment	36.3	38.4	2.1
Loss before income taxes	(96.3)	(178.8)	82.5
Income tax benefit	(45.8)	(72.4)	(26.6)
<b>Net loss attributed to common shareholders</b>	<b>\$ (50.5)</b>	<b>\$ (106.4)</b>	<b>\$ 55.9</b>

## Operating Loss

The operating loss at the corporate and other segment decreased \$21.9 million during 2021, compared with 2020, driven by:

- A \$17.2 million positive impact from the change in operating income at Wispark. The change was driven by reductions in the carrying value of certain real estate-related assets during 2020, which did not reoccur in 2021, resulting in a positive year-over-year variance.
- A \$4.7 million positive impact due to a pre-tax loss recorded in 2020 on the sale of a portfolio of residential solar facilities owned by PDL. The sale resulted in an after-tax gain; however, the gain related to the recognition of deferred ITCs, which were included as a reduction of income tax expense on our income statement. See Note 3, Dispositions, for more information on the sale.

## Other Income, Net

Other income, net at the corporate and other segment increased \$27.3 million during 2021, compared with 2020, driven by a \$17.6 million increase in earnings from our equity method investments in technology and energy-focused investment funds. Higher net gains from the investments held in the Integrys rabbi trust of \$5.9 million also contributed to the increase. The gains from the investments held in the rabbi trust partially offset higher benefits costs related to deferred compensation, which are included in other operation and maintenance expense in our operating segments. See Note 17, Fair Value Measurements, for more information on our investments held in the Integrys rabbi trust.

## Interest Expense

Interest expense at the corporate and other segment decreased \$31.2 million during 2021, compared with 2020, as we opportunistically refinanced long-term debt obligations in both 2021 and 2020 in order to take advantage of lower interest rates. Lower interest expense on short-term debt was also a contributor as commercial paper rates were lower in 2021 compared to 2020.

## Loss on Debt Extinguishment

The loss on debt extinguishment decreased \$2.1 million, driven by a decrease in make whole payments associated with refinancing debt obligations prior to maturity in 2021, compared to 2020.

## Income Tax Benefit

The income tax benefit at the corporate and other segment decreased \$26.6 million during 2021, compared with 2020, driven by a lower pretax loss. Also contributing to the decrease in the income tax benefit were a \$9.1 million decrease in excess tax benefits recognized on stock option exercises and a \$6.5 million negative impact from the recognition in 2020 of previously deferred ITCs related to the sale of PDL's residential solar facilities. See Note 3, Dispositions, for more information on the sale of residential solar facilities. These decreases in the income tax benefit were partially offset by an \$11.8 million change in unrecognized tax benefits during 2021, compared with 2020. See Note 16, Income Taxes, for more information.

## LIQUIDITY AND CAPITAL RESOURCES

### OVERVIEW

We expect to maintain adequate liquidity to meet our cash requirements for operation of our businesses and implementation of our corporate strategy through internal generation of cash from operations and access to the capital markets.

The following discussion and analysis of our Liquidity and Capital Resources includes comparisons of our cash flows for the year ended December 31, 2021 with the year ended December 31, 2020. For a similar discussion that compares our cash flows for the year ended December 31, 2020 with the year ended December 31, 2019, see Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources in Part II of our 2020 Annual Report on Form 10-K, which was filed with the SEC on February 25, 2021.

### CASH FLOWS

The following table summarizes our cash flows during the years ended December 31:

<i>(in millions)</i>	2021	2020	Change in 2021 Over 2020
<b>Cash provided by (used in):</b>			
Operating activities	\$ 2,032.7	\$ 2,196.0	\$ (163.3)
Investing activities	(2,311.8)	(2,806.8)	495.0
Financing activities	294.0	601.1	(307.1)

#### Operating Activities

Net cash provided by operating activities decreased \$163.3 million during 2021, compared with 2020. The increase in cash earnings was more than offset by working capital requirements, primarily related to higher natural gas prices, as discussed in more detail below.

The significant factors impacting the decrease in net cash provided by operating activities include:

- A \$240.0 million decrease in cash related to higher payments for fuel and purchased power at our plants during 2021, compared with 2020. We incurred higher natural gas costs throughout 2021, compared with 2020, as a result of an increase in the price of natural gas. Increased coal costs also drove higher payments for fuel used at our plants.
- A \$221.7 million decrease in cash from higher payments for operating and maintenance expenses. During 2021, our payments were higher for storm restoration, transmission, electric and natural gas distribution and maintenance, charitable projects, and customer service.

These decreases in net cash provided by operating activities were partially offset by:

- A \$208.8 million increase in cash due to realized gains on derivative instruments as well as higher collateral received from counterparties during 2021, both driven by higher natural gas prices.
- A \$46.9 million increase in cash related to a decrease in contributions and payments related to pension and OPEB plans during 2021, compared with 2020.
- A \$30.7 million increase in cash related to higher overall collections from customers as a result of an increase in sales volumes during 2021, compared with 2020. This increase was driven by favorable weather and the continued economic recovery in Wisconsin from the COVID-19 pandemic. In addition, we continued to recover natural gas costs from our customers related to the extreme weather conditions that occurred in February 2021 in accordance with various orders from our commissions. See Note 26, Regulatory Environment, for more information on the recovery of these natural gas costs.

#### Investing Activities

Net cash used in investing activities decreased \$495.0 million during 2021, compared with 2020, driven by:

- The acquisition of a 90% ownership interest in Blooming Grove in December 2020 for \$364.6 million, which is net of restricted cash acquired of \$24.1 million. See Note 2, Acquisitions, for more information.
- The acquisition of an 85% ownership interest in Tatanka Ridge in December 2020 for \$239.9 million. See Note 2, Acquisitions, for more information.
- Capital contributions paid to transmission affiliates of \$21.2 million during 2020. See Note 21, Investment in Transmission Affiliates, for more information. There were no payments to transmission affiliates during 2021.

These decreases in net cash used in investing activities were partially offset by:

- The acquisition of a 90% ownership interest in Jayhawk in February 2021 for \$119.9 million. See Note 2, Acquisitions, for more information.
- Insurance proceeds received of \$23.2 million for property damage during 2020, primarily driven by proceeds received for the PSB claim. See Note 7, Property, Plant, and Equipment, for more information.
- A \$14.0 million increase in cash paid for capital expenditures during 2021, compared with 2020, which is discussed in more detail below.

### Capital Expenditures

Capital expenditures by segment for the years ended December 31 were as follows:

Reportable Segment (in millions)	2021	2020	Change in 2021 Over 2020
Wisconsin	\$ 1,389.7	\$ 1,382.4	\$ 7.3
Illinois	533.7	652.7	(119.0)
Other states	95.9	144.3	(48.4)
Non-utility energy infrastructure	215.4	26.3	189.1
Corporate and other	18.1	33.1	(15.0)
<b>Total capital expenditures</b>	<b>\$ 2,252.8</b>	<b>\$ 2,238.8</b>	<b>\$ 14.0</b>

The increase in cash paid for capital expenditures at the Wisconsin segment during 2021, compared with 2020, was primarily driven by higher capital expenditures related to upgrades to WE's natural gas distribution system, repairs and restoration of WE's PSB as a result of the significant rain event in May 2020, and construction activity at Crane Creek, Badger Hollow II, and the LNG facilities during 2021. See Note 7, Property, Plant, and Equipment, for more information on the PSB. These increases were partially offset by lower payments for capital expenditures related to Badger Hollow I, Two Creeks, an information technology project created to improve the billing, call center, and credit collection functions, upgrades of WPS's automated meter reading devices, and upgrades to WG's gas distribution system during 2021.

The decrease in cash paid for capital expenditures at the Illinois segment during 2021, compared with 2020, was primarily driven by lower payments for capital expenditures related to facilities projects, upgrades at the Manlove Gas Storage Field, and upgrades to the natural gas distribution system during 2021.

The decrease in cash paid for capital expenditures at the other states segment during 2021, compared with 2020, was primarily driven by a decrease in installations of automated meter reading devices during 2021.

The increase in cash paid for capital expenditures at the non-utility energy infrastructure segment during 2021, compared with 2020, was primarily driven by the construction of Jayhawk, which was acquired in February 2021 and became commercially operational in December 2021. See Note 2, Acquisitions, for more information.

See Liquidity and Capital Resources – Cash Requirements – Significant Capital Projects below for more information.

### Financing Activities

Net cash provided by financing activities decreased \$307.1 million during 2021, compared with 2020, driven by:

- A \$680.0 million decrease in cash due to a \$340.0 million repayment of a 364-day term loan during 2021, compared with its issuance during 2020, to enhance our liquidity position in response to the COVID-19 pandemic.
- A \$146.9 million decrease in cash due to lower net borrowings of commercial paper during 2021, compared with 2020.
- A \$56.8 million decrease in cash due to higher dividends paid on our common stock during 2021, compared with 2020. In January 2021, our Board of Directors increased our quarterly dividend by \$0.045 per share (7.1%) effective with the March 2021 dividend payment.
- A \$28.1 million decrease in cash from fewer stock options exercised during 2021, compared with 2020.

These decreases in net cash provided by financing activities were partially offset by:

- A \$506.6 million increase in cash related to lower long-term debt repayments during 2021, compared with 2020.
- A \$66.1 million increase in cash due to a decrease in the number and cost of shares of our common stock purchased during 2021, compared with 2020, to satisfy requirements of our stock-based compensation plans.
- The acquisition of an additional 10% ownership interest in Upstream in April 2020 for \$31.0 million. See Note 2, Acquisitions, for more information.

## Significant Financing Activities

For more information on our financing activities, see Note 13, Short-Term Debt and Lines of Credit, and Note 14, Long-Term Debt.

## CASH REQUIREMENTS

We require funds to support and grow our businesses. Our significant cash requirements primarily consist of capital and investment expenditures, payments to retire and pay interest on long-term debt, the payment of common stock dividends to our shareholders, and the funding of our ongoing operations. Our significant cash requirements are discussed in further detail below.

### Significant Capital Projects

We have several capital projects that will require significant capital expenditures over the next three years and beyond. All projected capital requirements are subject to periodic review and may vary significantly from estimates, depending on a number of factors. These factors include environmental requirements, regulatory restraints and requirements, changes in tax laws and regulations, acquisition and development opportunities, market volatility, economic trends, supply chain disruptions, the COVID-19 pandemic, inflation, and interest rates. Our estimated capital expenditures and acquisitions for the next three years are reflected below. These amounts include anticipated expenditures for environmental compliance and certain remediation issues. For a discussion of certain environmental matters affecting us, see Note 24, Commitments and Contingencies.

<i>(in millions)</i>	2022	2023	2024
Wisconsin	\$ 2,131.7	\$ 2,148.0	\$ 2,114.1
Illinois	573.1	586.8	635.0
Other states	119.1	103.6	106.4
Non-utility energy infrastructure	870.8	325.7	297.5
Corporate and other	22.0	17.5	4.3
<b>Total</b>	<b>\$ 3,716.7</b>	<b>\$ 3,181.6</b>	<b>\$ 3,157.3</b>

WE, WPS, and WG continue to upgrade their electric and natural gas distribution systems to enhance reliability. These upgrades include the AMI program. AMI is an integrated system of smart meters, communication networks, and data management systems that enable two-way communication between utilities and customers.

We are committed to investing in solar, wind, battery storage, and clean natural gas-fired generation. Below are examples of projects that are proposed or currently underway.

- We have received approval to invest in 100 MW of utility-scale solar within our Wisconsin segment. WE has partnered with an unaffiliated utility to construct a solar project, Badger Hollow II, that will be located in Iowa County, Wisconsin. Once constructed, WE will own 100 MW of this project. WE's share of the cost of this project is estimated to be \$130 million. Commercial operation of Badger Hollow II is targeted for the first quarter of 2023.
- In February 2021, WE and WPS, along with an unaffiliated utility, filed an application with the PSCW for approval to acquire and construct the Paris Solar-Battery Park, a utility-scale solar-powered electric generating facility with a battery energy storage system. The project will be located in Kenosha County, Wisconsin and once constructed, WE and WPS will collectively own 180 MW of solar generation and 99 MW of battery storage of this project. If approved, WE's and WPS's combined share of the cost of this project is estimated to be approximately \$385 million, with construction expected to be completed by the end of 2023.
- WE and WPS have received approval to accelerate capital investments in two wind parks. The investment is expected to be approximately \$154 million to repower major components of Blue Sky and Crane Creek, which are expected to be completed by the end of 2022.
- In March 2021, WE and WPS, along with an unaffiliated utility, filed an application with the PSCW for approval to acquire and construct the Darien Solar-Battery Park, a utility-scale solar-powered electric generating facility with a battery energy storage system. The project will be located in Rock and Walworth counties, Wisconsin and once constructed, WE and WPS will collectively own 225 MW of solar generation and 68 MW of battery storage of this project. If approved, WE's and WPS's combined share of the cost of this project is estimated to be approximately \$400 million, with construction expected to be completed by the end of 2023.
- WPS, along with an unaffiliated utility, received PSCW approval to acquire the Red Barn Wind Park, a utility-scale wind-powered electric generating facility. The project will be located in Grant County, Wisconsin and once constructed, WPS will own 82 MW of this project. WPS's share of the cost of this project is estimated to be \$150 million, with construction expected to be completed by the end of 2022.
- In April 2021, WE and WPS, along with an unaffiliated utility, filed an application with the PSCW for approval to acquire the Koshkonong Solar-Battery Park, a utility-scale solar-powered electric generating facility with a battery energy storage system. The project will be located in Dane County, Wisconsin and once constructed, WE and WPS will collectively own 270 MW of solar generation and 149 MW of battery storage of this project. If approved, WE's and WPS's combined share of the cost of this project is estimated to be approximately \$585 million, with construction expected to be completed by the second quarter of 2024.
- In April 2021, WE and WPS filed an application with the PSCW for approval to construct 128 MW of natural gas-fired generation at WPS's existing Weston power plant site in northern Wisconsin. The new facility will consist of seven reciprocating internal

combustion engines. If approved, we estimate the cost of this project to be approximately \$170 million, with construction expected to be completed by the end of 2023.

- In November 2021, WE and WPS signed an asset purchase agreement to acquire Whitewater, a commercially operational 236.5 MW dual fueled (natural gas and low sulfur fuel oil) combined cycle electrical generation facility in Whitewater, Wisconsin. In December 2021, WE and WPS filed an application with the PSCW for approval to acquire Whitewater. If approved, the cost of this facility will be \$72.7 million, with the transaction expected to close in January 2023. See Note 15, Leases, for more information.
- In January 2022, WPS, along with an unaffiliated utility, filed an application with the PSCW for approval to acquire a portion of West Riverside's nameplate capacity. WPS is also requesting approval to assign the option to purchase part of West Riverside to WE. If approved, WPS or WE would acquire 100 MW of capacity, in the first of two potential option exercises. West Riverside is a new, combined-cycle natural gas plant recently completed by an unaffiliated utility in Rock County, Wisconsin. If approved, our share of the cost of this ownership interest is approximately \$91 million, with the transaction expected to close in the second quarter of 2023.

WE and WG have received PSCW approval to each construct its own LNG facility. Each facility would provide approximately one Bcf of natural gas supply to meet anticipated peak demand without requiring the construction of additional interstate pipeline capacity. These facilities are expected to reduce the likelihood of constraints on WE's and WG's natural gas systems during the highest demand days of winter. The total cost of both projects is estimated to be approximately \$370 million, with approximately half being invested by each utility. Commercial operation of the WE and WG LNG facilities are targeted for the end of 2023 and 2024, respectively.

PGL is continuing work on the SMP, a project under which PGL is replacing approximately 2,000 miles of Chicago's aging natural gas pipeline infrastructure. PGL currently recovers these costs through a surcharge on customer bills pursuant to an ICC approved QIP rider, which is in effect through 2023. PGL's projected average annual investment through 2024 is between \$280 million and \$300 million. See Note 26, Regulatory Environment, for more information on the SMP.

The non-utility energy infrastructure segment line item in the table above includes WECE's planned investment in Thunderhead and Sapphire Sky. See Note 2, Acquisitions, for more information on these wind projects.

We expect to provide total capital contributions to ATC (not included in the above table) of approximately \$115 million from 2022 through 2024. We do not expect to make any contributions to ATC Holdco during that period.

See Factors Affecting Results, Liquidity, and Capital Resources – Regulatory, Legislative, and Legal Matters – Withhold Release Order Related to Silica-Based Products for information on the potential impacts to our solar projects as a result of CBP actions related to solar panels.

## Long-Term Debt

A significant amount of cash is required to retire and pay interest on our long-term debt obligations. See Note 14, Long-Term Debt, for more information on our outstanding long-term debt, including a schedule of our long-term debt maturities over the next five years. The following table summarizes our required interest payments on long-term debt (excluding finance lease obligations) as of December 31, 2021:

(in millions)	Interest Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Interest payments on long-term debt <sup>(1)</sup>	\$ 7,563.2	\$ 456.5	\$ 892.6	\$ 810.8	\$ 5,403.3

<sup>(1)</sup> The interest due on our variable rate debt is based on the interest rates that were in effect on December 31, 2021.

## Common Stock Dividends

On January 20, 2022, our Board of Directors increased our quarterly dividend to \$0.7275 per share effective with the first quarter of 2022 dividend payment, an increase of 7.4%. This equates to an annual dividend of \$2.91 per share. In addition, the Board of Directors affirmed our dividend policy that continues to target a dividend payout ratio of 65-70% of earnings.

We have been paying consecutive quarterly dividends dating back to 1942 and expect to continue paying quarterly cash dividends in the future. Any payment of future dividends is subject to approval by our Board of Directors and is dependent upon future earnings, capital requirements, and financial and other business conditions. In addition, our ability as a holding company to pay common stock dividends primarily depends on the availability of funds received from our subsidiaries. Various financing arrangements and regulatory requirements impose certain restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans, or advances. We do not believe that these restrictions will materially affect our operations or limit any dividend payments in the foreseeable future. See Note 11, Common Equity, for more information related to these restrictions and our other common stock matters.

## Other Significant Cash Requirements

Our utility and non-utility operations have purchase obligations under various contracts for the procurement of fuel, power, and gas supply, as well as the related storage and transportation. These costs are a significant component of funding our ongoing operations.

See Note 24, Commitments and Contingencies, for more information, including our minimum future commitments related to the purchase obligations.

In addition to our energy-related purchase obligations, we have commitments for other costs incurred in the normal course of business, including costs related to information technology services, meter reading services, maintenance and other service agreements for certain generating facilities, and various engineering agreements. Our estimated future cash requirements related to these purchase obligations are reflected below.

<i>(in millions)</i>	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Purchase orders	\$ 465.3	\$ 243.8	\$ 178.0	\$ 39.8	\$ 3.7

We have various finance and operating lease obligations. Our finance lease obligations primarily relate to power purchase commitments and land leases for our solar projects. Our operating lease obligations are for office space and land. See Note 15, Leases, for more information, including an analysis of our minimum lease payments due in future years.

We make contributions to our pension and OPEB plans based upon various factors affecting us, including our liquidity position and tax law changes. See Note 20, Employee Benefits, for our expected contributions in 2022 and our expected pension and OPEB payments for the next 10 years. We expect the majority of these future pension and OPEB payments to be paid from our outside trusts. See Sources of Cash—Investments in Outside Trusts below for more information.

In addition to the above, our balance sheet at December 31, 2021 included various other liabilities that, due to the nature of the liabilities, the amount and timing of future payments cannot be determined with certainty. These liabilities include AROs, liabilities for the remediation of manufactured gas plant sites, and liabilities related to the accounting treatment for uncertainty in income taxes. For additional information on these liabilities, see Note 9, Asset Retirement Obligations, Note 24, Commitments and Contingencies, and Note 16, Income Taxes, respectively.

### Off-Balance Sheet Arrangements

We are a party to various financial instruments with off-balance sheet risk as a part of our normal course of business, including financial guarantees and letters of credit that support construction projects, commodity contracts, and other payment obligations. We believe that these agreements do not have, and are not reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources. For additional information, see Note 13, Short-Term Debt and Lines of Credit, Note 19, Guarantees, and Note 23, Variable Interest Entities.

## SOURCES OF CASH

### Liquidity

We anticipate meeting our short-term and long-term cash requirements to operate our businesses and implement our corporate strategy through internal generation of cash from operations and access to the capital markets, which allows us to obtain external short-term borrowings, including commercial paper and term loans, and intermediate or long-term debt securities. Cash generated from operations is primarily driven by sales of electricity and natural gas to our utility customers, reduced by costs of operations. Our access to the capital markets is critical to our overall strategic plan and allows us to supplement cash flows from operations with external borrowings to manage seasonal variations, working capital needs, commodity price fluctuations, unplanned expenses, and unanticipated events.

See Factors Affecting Results, Liquidity, and Capital Resources – Coronavirus Disease – 2019, for additional information on the impacts of the COVID-19 pandemic on our liquidity.

WEC Energy Group, WE, WPS, WG, and PGL maintain bank back-up credit facilities, which provide liquidity support for each company's obligations with respect to commercial paper and for general corporate purposes. We review our bank back-up credit facility needs on an ongoing basis and expect to be able to maintain adequate credit facilities to support our operations.

The amount, type, and timing of any financings in 2022, as well as in subsequent years, will be contingent on investment opportunities and our cash requirements and will depend upon prevailing market conditions, regulatory approvals for certain subsidiaries, and other factors. Our regulated utilities plan to maintain capital structures consistent with those approved by their respective regulators.

The issuance of securities by our utility companies is subject to the approval of the applicable state commissions or FERC. Additionally, with respect to the public offering of securities, we, WE, and WPS file registration statements with the SEC under the Securities Act of 1933, as amended (1933 Act). The amounts of securities authorized by the appropriate regulatory authorities, as well as the securities registered under the 1933 Act, are closely monitored and appropriate filings are made to ensure flexibility in the capital markets.

At December 31, 2021, our current liabilities exceeded our current assets by \$1,096.3 million. We do not expect this to have an impact on our liquidity as we currently believe that our cash and cash equivalents, our available capacity of \$1,201.6 million under existing



revolving credit facilities, cash generated from ongoing operations, and access to the capital markets are adequate to meet our short-term and long-term cash requirements.

See Note 13, Short-Term Debt and Lines of Credit, and Note 14, Long-Term Debt, for more information about our credit facilities and debt securities.

### Investments in Outside Trusts

We maintain investments in outside trusts to fund the obligation to provide pension and certain OPEB benefits to current and future retirees. As of December 31, 2021, these trusts had investments of approximately \$4.3 billion, consisting of fixed income and equity securities, that are subject to the volatility of the stock market and interest rates. The performance of existing plan assets, long-term discount rates, changes in assumptions, and other factors could affect our future contributions to the plans, our financial position if our accumulated benefit obligation exceeds the fair value of the plan assets, and future results of operations related to changes in pension and OPEB expense and the assumed rate of return. For additional information, see Note 20, Employee Benefits.

### Capitalization Structure

The following table shows our capitalization structure as of December 31, 2021 and 2020, as well as an adjusted capitalization structure that we believe is consistent with how a majority of the rating agencies currently view our 2007 Junior Notes:

<i>(in millions)</i>	2021		2020	
	Actual	Adjusted	Actual	Adjusted
Common shareholders' equity	\$ 10,913.2	\$ 11,163.2	\$ 10,469.7	\$ 10,719.7
Preferred stock of subsidiary	30.4	30.4	30.4	30.4
Long-term debt (including current portion)	13,693.1	13,443.1	12,513.9	12,263.9
Short-term debt	1,897.0	1,897.0	1,776.9	1,776.9
<b>Total capitalization</b>	<b>\$ 26,533.7</b>	<b>\$ 26,533.7</b>	<b>\$ 24,790.9</b>	<b>\$ 24,790.9</b>
Total debt	\$ 15,590.1	\$ 15,340.1	\$ 14,290.8	\$ 14,040.8
Ratio of debt to total capitalization	58.8 %	57.8 %	57.6 %	56.6 %

Included in long-term debt on our balance sheets as of December 31, 2021 and 2020, is \$500.0 million principal amount of the 2007 Junior Notes. The adjusted presentation attributes \$250.0 million of the 2007 Junior Notes to common shareholders' equity and \$250.0 million to long-term debt.

The adjusted presentation of our consolidated capitalization structure is included as a complement to our capitalization structure presented in accordance with GAAP. Management evaluates and manages our capitalization structure, including our total debt to total capitalization ratio, using the GAAP calculation as adjusted to reflect the treatment of the 2007 Junior Notes by the majority of rating agencies. Therefore, we believe the non-GAAP adjusted presentation reflecting this treatment is useful and relevant to investors in understanding how management and the rating agencies evaluate our capitalization structure.

### Debt Covenants

At December 31, 2021, we were in compliance with all covenants related to outstanding short-term and long-term debt. We expect to be in compliance with all such debt covenants for the foreseeable future. See Note 13, Short-Term Debt and Lines of Credit, Note 14, Long-Term Debt, and Note 11, Common Equity, for more information.

### Credit Rating Risk

Cash collateral postings and prepayments made with external parties, including postings related to exchange-traded contracts, and cash collateral posted by external parties were immaterial as of December 31, 2021. From time to time, we may enter into commodity contracts that could require collateral or a termination payment in the event of a credit rating change to below BBB- at S&P Global Ratings, a division of S&P Global Inc., and/or Baa3 at Moody's Investors Service, Inc. If WE had a sub-investment grade credit rating at December 31, 2021, it could have been required to post \$100 million of additional collateral or other assurances pursuant to the terms of a PPA. We also have other commodity contracts that, in the event of a credit rating downgrade, could result in a reduction of our unsecured credit granted by counterparties.

In addition, access to capital markets at a reasonable cost is determined in large part by credit quality. Any credit ratings downgrade could impact our ability to access capital markets.

In September 2021, Moody's changed the rating outlook for WG to negative from stable as a result of the decision to defer its next base rate case to 2022. The change in rating outlook has not had, and we do not believe that it will have, a material impact on our ability to access capital markets. Moody's affirmed WG's ratings including its A3 senior unsecured rating and its P-2 short term rating for commercial paper. See Note 26, Regulatory Environment, for more information on the rate case delay.

Subject to other factors affecting the credit markets as a whole, we believe our current ratings should provide a significant degree of flexibility in obtaining funds on competitive terms. However, these security ratings reflect the views of the rating agency only. An explanation of the significance of these ratings may be obtained from the rating agency. Such ratings are not a recommendation to buy, sell, or hold securities. Any rating can be revised upward or downward or withdrawn at any time by a rating agency.

## FACTORS AFFECTING RESULTS, LIQUIDITY, AND CAPITAL RESOURCES

### CORONAVIRUS DISEASE – 2019

The COVID-19 pandemic has adversely impacted the economy and financial markets, which has adversely affected our business. During 2021, commercial and industrial retail sales volumes began to improve due to the continued economic recovery in our service territories. However, there are still questions regarding the extent and duration of the COVID-19 pandemic itself. Orders limiting the capacity of various businesses could be adopted again in the future depending on how the virus continues to mutate and spread. The resulting effects of any future orders could have a variety of adverse impacts on us and our subsidiaries, including a decrease in revenues, increased bad debt expense, increases in past due accounts receivable balances, and access to the capital markets at unreasonable terms or rates.

#### Liquidity and Financial Markets

Upon the initial enactment of certain COVID-19 related shelter-in-place orders in early to mid-March 2020, commercial paper markets became more expensive and related terms became less flexible. In response to these signs of market instability, the Federal Reserve implemented certain measures, including a reduction in its benchmark Federal Funds rate and the establishment of various programs to restore liquidity and stability into the short-term funding markets. These measures had an almost immediate mitigating effect on commercial paper rates and availability in 2020. As of December 31, 2021, the disruptions in the commercial paper and long-term debt markets as a result of the COVID-19 pandemic have subsided.

#### Allowance for Credit Losses

Economic disruptions caused by the COVID-19 pandemic, including higher unemployment rates and the inability of some businesses to recover from the pandemic, caused a higher percentage of our accounts receivable balances to become uncollectible. Although impacts on our results of operations related to higher uncollectible receivable balances were mitigated by regulatory mechanisms and certain COVID-19 specific regulatory orders we received, the increase in past due receivables we experienced resulted in higher working capital requirements. However, with normal collection practices now underway in all of our service territories, we continue to see an improvement in our past due receivable balances, as evidenced by a decrease in our allowance for credit losses. See Note 5, Credit Losses, for more information.

Our exposure to credit losses for certain regulated utility customers is mitigated by regulatory mechanisms we have in place. Specifically, rates related to all of the customers in our Illinois segment, as well as the residential rates of WE, WPS, and WG in our Wisconsin segment include riders or other mechanisms for cost recovery or refund of uncollectible expense based on the difference between the actual provision for credit losses and the amounts recovered in rates. In addition, we have received specific orders related to the deferral of certain costs (including credit losses) and foregone revenues related to the COVID-19 pandemic. The additional protections provided by these COVID-19 specific regulatory orders are still being assessed and will be subject to prudence reviews. See Note 26, Regulatory Environment, for more information on these orders.

#### Loss of Business

Many of the commercial and industrial customers in our service territories have recovered, or are recovering, from the COVID-19 pandemic. However, we are still seeing a decrease in the consumption of electricity and natural gas by some of our customers as they continue to experience lower demand for their products and services, or are not operating at full capacity. The extent to which the pandemic related decrease in consumption will continue to impact our results of operations and liquidity is dependent upon the duration of the COVID-19 pandemic and the ability of our customers to continue, or to resume, normal operations.

#### Employee Safety

The health and safety of our employees during the COVID-19 pandemic is paramount and enables us to continue to provide critical services to our customers.

We are taking into consideration CDC guidelines and have taken precautions with regard to employee hygiene and facility cleanliness, imposed travel limitations on our employees, provided additional employee benefits, and implemented remote-work policies where appropriate. We have an incident management team and updated our pandemic continuity plan, which includes identifying critical work groups and ensuring safe-harbor plans are in place. We have minimized the unnecessary risk of exposure to COVID-19 by implementing self-quarantine measures and have adopted additional precautionary measures for our critical work groups.

Additional protocols have been implemented for our field employees who travel to customer premises in order to protect them, our customers, and the public. We have modified our work protocols to ensure compliance with social distancing and face covering recommendations. We are developing return-to-the workplace strategies for those employees currently working remotely, taking into

consideration factors such as any updated CDC guidelines, new variants, any increases in COVID-19 cases in our service territories, and the overall level of risk to our employees and customers.

All of these safety measures have caused us to incur additional costs that, depending upon the duration of the COVID-19 pandemic, could have a material impact on our results of operations and liquidity.

We continue to provide our employees with educational information regarding the COVID-19 vaccine and are providing incentives and imposing surcharges on our medical plan to encourage employees to obtain the vaccine. Enforcement of these surcharges and precautionary measures may adversely impact our operations, including possible labor disruptions, employee attrition, and a reduced ability to replace departing employees.

## COMPETITIVE MARKETS

### Electric Utility Industry

The FERC supports large RTOs, which directly impacts the structure of the wholesale electric market. Due to the FERC's support of RTOs, MISO uses the MISO Energy Markets to carry out its operations, including the use of LMP to value electric transmission congestion and losses. Increased competition in the retail and wholesale markets, which may result from restructuring efforts, could have a significant and adverse financial impact on us.

### Wisconsin

Electric utility revenues in Wisconsin are regulated by the PSCW. The PSCW continues to maintain the position that the question of whether to implement electric retail competition in Wisconsin should ultimately be decided by the Wisconsin legislature. No such legislation has been introduced in Wisconsin to date. It is uncertain when, if at all, retail choice might be implemented in Wisconsin.

### Michigan

Michigan has adopted a limited retail choice program. Under Michigan law, our retail customers may choose an alternative electric supplier to provide power supply service. As a result, some of our small retail customers have switched to an alternative electric supplier. At December 31, 2021, Michigan law limited customer choice to 10% of an electric utility's Michigan retail load. Our iron ore mine customer, Tilden, is exempt from this 10% cap based on current law, but Tilden is required under a long-term agreement to purchase electric power from UMERC through March 2039. In addition, certain load increases by facilities already using an alternative electric supplier can still be serviced by their alternative electric supplier, when various conditions exist, even if the cap has already been met. When a customer switches to an alternative electric supplier, we continue to provide distribution and customer service functions for the customer.

### Natural Gas Utility Industry

We offer natural gas transportation services to our customers that elect to purchase natural gas directly from a third-party supplier. Since these transportation customers continue to use our distribution systems to transport natural gas to their facilities, we earn distribution revenues from them. As such, the loss of revenue associated with the cost of natural gas that our transportation customers purchase from third-party suppliers has little impact on our net income, as it is substantially offset by an equal reduction to natural gas costs.

### Wisconsin

Our Wisconsin utilities offer both natural gas transportation service and interruptible natural gas sales to enable customers to better manage their energy costs. Customers continue to switch between firm system supply, interruptible system supply, and transportation service each year as the economics and service options change.

Due to the PSCW's previous proceedings on natural gas industry regulation in a competitive environment, the PSCW currently provides all Wisconsin customer classes with competitive markets the option to choose a third-party natural gas supplier. All of our Wisconsin non-residential customer classes have competitive market choices and, therefore, can purchase natural gas directly from either a third-party supplier or their local natural gas utility. Since third-party suppliers can be used in Wisconsin, the PSCW has also adopted standards for transactions between a utility and its natural gas marketing affiliates.

We are currently unable to predict the impact, if any, of potential future industry restructuring on our results of operations or financial position.

### Illinois

Absent extraordinary circumstances, potential competitors are not allowed to construct competing natural gas distribution systems in the service territories for PGL and NSG. A charter from the state of Illinois gives PGL the right to provide natural gas distribution service in the city of Chicago as a public utility. Further, the "first in the field" and public interest standards limit the ability of potential competitors to operate in an existing utility service territory. In addition, we believe it would be impractical to construct competing duplicate distribution facilities due to the high cost of installation.

Since 2002, PGL and NSG have, under ICC-approved tariffs, provided their customers with the option to choose a third-party natural gas supplier. There are no state laws requiring PGL and NSG to make this choice option available to customers, but since this option is currently provided to our Illinois customers under tariff, we would need ICC approval to eliminate it.

An interstate pipeline may seek to provide transportation service directly to our Illinois end users, which would bypass our natural gas transportation service. However, PGL and NSG have bypass tariffs approved by the ICC, which allow them to negotiate rates with customers that are potential bypass candidates to help ensure that such customers continue to use their transportation service.

### **Minnesota**

Natural gas utilities in the state of Minnesota do not have exclusive franchise service territories and, as a matter of law and policy, natural gas utilities may compete for new customers. However, natural gas utilities have customarily avoided competing for existing customers of other utilities, as there would be duplicative utility facilities and/or increased costs to customers. If this approach were to change, it could lead to a greater level of competition amongst utilities to obtain customers.

MERC offers both natural gas transportation service and interruptible natural gas sales to enable customers to better manage their energy costs. Customers continue to switch between firm system supply, interruptible system supply, and transportation service each year as the economics and service options change. MERC has provided its commercial and industrial customers with the option to choose a third-party natural gas supplier since 2006. We are not required by the MPUC or state law to make this choice option available to customers, but since this option is currently provided to our Minnesota commercial and industrial customers, we would need MPUC approval to eliminate it.

### **Michigan**

The option to choose a third-party natural gas supplier has been provided to UMERC's natural gas customers (formerly WPS's Michigan natural gas customers) since the late 1990s and MGU's customers since 2005. We are not required by the MPSC or state law to make this choice option available to customers, but since this option is currently provided to our Michigan customers, we would need MPSC approval to eliminate it.

## **REGULATORY, LEGISLATIVE, AND LEGAL MATTERS**

### **Regulatory Recovery**

Our utilities account for their regulated operations in accordance with accounting guidance under the Regulated Operations Topic of the FASB ASC. Our rates are determined by various regulatory commissions.

Regulated entities are allowed to defer certain costs that would otherwise be charged to expense if the regulated entity believes the recovery of those costs is probable. We record regulatory assets pursuant to generic and/or specific orders issued by our regulators. Recovery of the deferred costs in future rates is subject to the review and approval by those regulators. We assume the risks and benefits of ultimate recovery of these items in future rates. If the recovery of the deferred costs, including those referenced below, is not approved by our regulators, the costs would be charged to income in the current period. Regulators can impose liabilities on a prospective basis for amounts previously collected from customers and for amounts that are expected to be refunded to customers. We record these items as regulatory liabilities. As of December 31, 2021, our regulatory assets were \$3,367.1 million, and our regulatory liabilities were \$3,960.3 million.

We expect to request or have requested recovery of the costs related to the following projects discussed in recent or pending rate proceedings, orders, and investigations involving our utilities:

- Prior to its acquisition by us, Integrys initiated an information technology project with the goal of improving the customer experience at its subsidiaries. Specifically, the project is expected to provide functional and technological benefits to the billing, call center, and credit collection functions. As of December 31, 2021, costs incurred for this project at PGL are still subject to approval by the ICC. WPS, NSG, MGU and MERC received approval to recover these costs in their most recent rate orders.
- In January 2014, the ICC approved PGL's use of the QIP rider as a recovery mechanism for costs incurred related to investments in QIP. This rider is subject to an annual reconciliation whereby costs are reviewed for accuracy and prudence. In March 2021, PGL filed its 2020 reconciliation with the ICC, which, along with the 2019, 2018, 2017, and 2016 reconciliations, are still pending. As of December 31, 2021, there can be no assurance that all costs incurred under the QIP rider during the open reconciliation years will be deemed recoverable by the ICC.

See Note 26, Regulatory Environment, for more information regarding recent and pending rate proceedings, orders, and investigations involving our utilities.

### **Climate and Equitable Jobs Act**

On September 15, 2021, the state of Illinois signed into law the Climate and Equitable Jobs Act. This new legislation includes, among other things, a path for Illinois to move towards 100% clean energy, expanded commitments to energy efficiency and renewable energy, additional consumer protections, and expanded ethics reform. The provisions in this legislation with the potential to have the most significant financial impact on PGL and NSG relate to the new consumer protection requirements. Effective January 1, 2023, natural

gas utilities will no longer be allowed to charge late payment fees to low-income residential customers. In addition, effective September 15, 2021, the new legislation prohibits utilities from charging customers a fee when they elect to pay for service with a credit card. Instead, utilities will be required to seek recovery of costs incurred to process credit card payments through a rate proceeding or by establishing a recovery mechanism. On December 16, 2021, the ICC approved the use of a TPTFA rider for PGL. The TPTFA rider will allow PGL to recover the costs incurred for third-party transaction fees, effective December 27, 2021. See Note 26, Regulatory Environment, for more information on the rider. NSG recovers costs related to these third-party transaction fees through its recently established base rates.

We continue to evaluate the impact this legislation may have on our future results of operations.

### **Withhold Release Order Related to Silica-Based Products**

The CBP issued a WRO in June 2021, applicable to certain silica-based products originating from the Xinjiang Uyghur Autonomous Region of China, such as polysilicon, included in the manufacturing of solar panels. The WRO was issued over allegations of widespread, state-backed forced labor in the region. A significant percentage of the world's polysilicon supply comes from China, and as a result of the WRO, many solar panels imported into the United States are being held by the CBP on suspicion that they originated from, or contain components that originated from, this region in China. Solar panels will only be released after the importer provides satisfactory evidence to the contrary, which can be an arduous process. We have been notified that one of our solar panel suppliers has experienced delays associated with this WRO. We are evaluating options to mitigate these delays and maintain original project schedules, although we could experience project delays as a result of this WRO. The project delays could impact Badger Hollow II, which is currently under construction. Also, we cannot currently predict what, if any, impact this supply disruption will have on future solar projects included in our capital plan.

### **United States Department of Commerce Complaint**

In August 2021, a group of anonymous domestic solar manufacturers filed a petition (AD/CVD) with the DOC seeking to impose new tariffs on solar panels and cells imported from several countries, including Malaysia, Vietnam, and Thailand. The petitioners claim that Chinese solar manufacturers are shifting products to these countries to avoid the tariffs required on products imported from China. In September 2021, the DOC asked that the anonymous group amend its petition to provide more detail and asked the group to identify its members. In its response to the DOC, the anonymous group refused and argued that identifying its members could expose them to retribution from the Chinese solar industry, which dominates the global solar supply chain for critical solar panel components. In November 2021, the DOC rejected the petition filed by the anonymous group and cited the group's anonymity as a driving factor in the denial.

### **Infrastructure Investment and Jobs Act**

In November 2021, President Biden signed into law the Infrastructure Investment and Jobs Act, which provides for approximately \$1.2 trillion of federal spending over the next five years, including approximately \$85 billion for investments in power, utilities, and renewables infrastructure across the United States. We expect funding from this Act will support the work we are doing to reduce GHG emissions, increase EV charging, and strengthen and protect the energy grid. Funding in the Act should also help to expand emerging technologies, like hydrogen and carbon management, as we continue the transition to a clean energy future. We believe the Infrastructure Investment and Jobs Act will accelerate investment in projects that will help us meet our net zero emission goals to the benefit of our customers, the communities we serve, and our company.

### **Return on Equity Incentive for Membership in a Transmission Organization**

The FERC currently allows transmission utilities, including ATC, to increase their ROE by 50 basis points as an incentive for membership in a transmission organization, such as MISO. This incentive was established to stimulate infrastructure development and to support the evolving electric grid. However, a Notice of Proposed Rulemaking was issued by the FERC on April 15, 2021 proposing to limit the 50 basis point increase in ROE to only be available to transmission utilities initially joining a transmission organization for the first three years of membership. If this proposal becomes a final rule, ATC would be required to submit, within 30 days of the final rule's effective date, a compliance filing eliminating the 50 basis point incentive from its tariff. As a result, this proposal, if adopted, would reduce our after-tax equity earnings from ATC by approximately \$7 million annually. The transmission costs WE and WPS are required to pay ATC after the effective date would also be reduced by this proposal.

### **American Transmission Company Allowed Return on Equity Complaints**

On November 21, 2019, the FERC issued an order (November 2019 Order) related to the methodology used to calculate the base ROE for all MISO transmission owners, including ATC. Based on this order, the FERC expanded its base ROE methodology to include the capital-asset pricing model in addition to the discounted cash flow model to better reflect how investors make their investment decisions. The FERC's modified methodology reduced the base ROE that ATC is allowed to collect on a going-forward basis, as discussed below. In response to the FERC's decision, requests for the FERC to rehear the November 2019 Order in its entirety were filed by various parties.

On May 21, 2020, the FERC issued an order (May 2020 Order) that granted in part and denied in part the requests to rehear the November 2019 Order. In the May 2020 Order, the FERC made additional revisions to its base ROE methodology, including adding the use of the risk premium model. As discussed below, the additional revisions made by the FERC increased ATC's base ROE authorized in the November 2019 Order on a going-forward basis. Various parties filed requests to rehear certain parts of the May 2020 Order with the FERC, but the FERC issued an order in response to the rehearing requests during November 2020 (November 2020 Order) that

confirmed the ROE authorized in the May 2020 Order. Petitions for review of the November 2019 Order, relevant parts of the May 2020 Order, and the November 2020 Order have also been filed with the D.C. Circuit Court of Appeals.

### **First Return on Equity Complaint**

In November 2013, a group of MISO industrial customer organizations filed a complaint with the FERC requesting to reduce the base ROE used by MISO transmission owners, including ATC, from 12.2% to 9.15%. In September 2016, the FERC issued an order requiring MISO transmission owners to collect a reduced base ROE of 10.32%. This order also allowed the continued collection of any previously authorized ROE incentive adders. For MISO transmission owners, a 0.5% incentive adder was approved by the FERC in January 2015. The FERC then issued the November 2019 Order after directing MISO transmission owners and other stakeholders to provide briefs and comments on a proposed change to the methodology for calculating base ROE. The November 2019 Order further reduced the base ROE for all MISO transmission owners, including ATC, to 9.88%, effective as of September 28, 2016 and prospectively. The November 2019 Order also continued to allow the collection of previously authorized ROE incentive adders, but ATC's ROE incentive adder of 0.5% only applies to revenues collected after January 6, 2015. In response to the rehearing requests filed related to the November 2019 Order, the FERC issued another order in May 2020. This May 2020 Order increased the base ROE for all MISO transmission owners, including ATC, from the 9.88% authorized in the November 2019 Order to 10.02%, effective as of September 28, 2016 and prospectively. The May 2020 Order also allowed the continued collection of previously authorized ROE incentive adders. However, ATC's 0.5% ROE incentive adder may be eliminated going forward, as discussed above.

ATC is required to provide refunds, with interest, for the 15-month refund period from November 12, 2013 through February 11, 2015 and for the period from September 28, 2016 through November 19, 2020. As a result, ATC is expected to continue providing WE and WPS with net refunds related to the transmission costs they paid during the two refund periods through the end of February 2022. These refunds are being applied to WE's and WPS's PSCW-approved escrow accounting for transmission expense.

### **Second Return on Equity Complaint**

In February 2015, a second complaint was filed with the FERC requesting a reduction in the base ROE used by MISO transmission owners, including ATC, to 8.67%, with a refund effective date retroactive to February 12, 2015. The FERC also addressed this second complaint in the November 2019 Order. Similar to the first complaint, the November 2019 Order stated that the base ROE of 9.88% and the collection of previously authorized ROE incentive adders, such as ATC's 0.5% adder, were reasonable for the period covered by the second complaint, February 12, 2015 through May 10, 2016. However, in the November 2019 Order, the FERC relied on certain provisions of the Federal Power Act to dismiss the second complaint and to determine that refunds were not allowed for this period. In its May 2020 Order, the FERC stated the new base ROE of 10.02% and the collection of previously authorized ROE incentive adders were reasonable for the period covered by the second complaint. However, the FERC relied on the same provisions of the Federal Power Act to again dismiss the complaint and determine that refunds were not allowed for this period. The FERC also denied the requests to rehear both the dismissal of the second complaint and the determination that no refunds are allowed for the second complaint period.

Due to the various outstanding petitions related to the November 2019 Order, May 2020 Order, and November 2020 Order, refunds could still be required for the second complaint period. Therefore, our financials continue to reflect a liability of \$39.1 million, reducing our equity earnings from ATC. This liability is based on a 10.52% ROE for the second complaint period. If it is ultimately determined that a refund is required for the second complaint period, we would not expect any such refund to have a material impact on our financial statements or results of operations in the future. In addition, WE and WPS would be entitled to receive a portion of the refund from ATC for the benefit of their customers.

### **Environmental Matters**

See Note 24, Commitments and Contingencies, for a discussion of certain environmental matters affecting us, including rules and regulations relating to air quality, water quality, land quality, and climate change.

## **MARKET RISKS AND OTHER SIGNIFICANT RISKS**

We are exposed to market and other significant risks as a result of the nature of our businesses and the environments in which those businesses operate. These risks, described in further detail below, include but are not limited to:

### **Commodity Costs**

In the normal course of providing energy, we are subject to market fluctuations in the costs of coal, natural gas, purchased power, and fuel oil used in the delivery of coal. We manage our fuel and natural gas supply costs through a portfolio of short and long-term procurement contracts with various suppliers for the purchase of coal, natural gas, and fuel oil. In addition, we manage the risk of price volatility through natural gas and electric hedging programs.

Embedded within our utilities' rates are amounts to recover fuel, natural gas, and purchased power costs. Our utilities have recovery mechanisms in place that allow them to recover or refund all or a portion of the changes in prudently incurred fuel, natural gas, and purchased power costs from rate case-approved amounts.

Higher commodity costs can increase our working capital requirements, result in higher gross receipts taxes, and lead to increased energy efficiency investments by our customers to reduce utility usage and/or fuel substitution. Higher commodity costs combined with slower economic conditions also expose us to greater risks of accounts receivable write-offs as more customers are unable to pay their bills. See Note 5, Credit Losses, for more information on riders and other mechanisms that allow for cost recovery or refund of uncollectible expense.

Due to the cold temperatures, wind, snow and ice throughout the central part of the country during February 2021, the cost of gas purchased for our natural gas utility customers was temporarily driven higher than our normal winter weather expectations. As a result of this extreme weather event, we requested approval for the recovery of an additional \$322 million of natural gas costs across our service territories, above what was either set as a benchmark in our respective GCRMs or included in rates. See Note 26, Regulatory Environment, for more information on our recovery efforts associated with these costs.

## Weather

Our utilities' rates are based upon estimated normal temperatures. Our electric utility margins are unfavorably sensitive to below normal temperatures during the summer cooling season and, to some extent, to above normal temperatures during the winter heating season. Our natural gas utility margins are unfavorably sensitive to above normal temperatures during the winter heating season. PGL, NSG, and MERC have decoupling mechanisms in place that help reduce the impacts of weather. Decoupling mechanisms differ by state and allow utilities to recover or refund certain differences between actual and authorized margins. A summary of actual weather information in our utilities' service territories during 2021 and 2020, as measured by degree days, can be found in Results of Operations.

## Interest Rates

We are exposed to interest rate risk resulting from our short-term and long-term borrowings and projected near-term debt financing needs. We manage exposure to interest rate risk by limiting the amount of our variable rate obligations and continually monitoring the effects of market changes on interest rates. When it is advantageous to do so, we enter into long-term fixed rate debt. We may also enter into derivative financial instruments, such as swaps, to mitigate interest rate exposure.

Based on the variable rate debt outstanding at December 31, 2021 and 2020, a hypothetical increase in market interest rates of one percentage point would have increased annual interest expense by \$24.0 million and \$20.3 million in 2021 and 2020, respectively. This sensitivity analysis was performed assuming a constant level of variable rate debt during the period and an immediate increase in interest rates, with no other changes for the remainder of the period.

## Marketable Securities Return

We use various trusts to fund our pension and OPEB obligations. These trusts invest in debt and equity securities. Changes in the market prices of these assets can affect future pension and OPEB expenses. Additionally, future contributions can also be affected by the investment returns on trust fund assets. We believe that the financial risks associated with investment returns would be partially mitigated through future rate actions by our various utility regulators.

The fair value of our trust fund assets and expected long-term returns were approximately:

<i>(in millions)</i>	As of December 31, 2021	Expected Return on Assets in 2022
Pension trust funds	\$ 3,328.9	6.88 %
OPEB trust funds	\$ 1,000.2	7.00 %

Fiduciary oversight of the pension and OPEB trust fund investments is the responsibility of an Investment Trust Policy Committee. The Committee works with external actuaries and investment consultants on an ongoing basis to establish and monitor investment strategies and target asset allocations. Forecasted cash flows for plan liabilities are regularly updated based on annual valuation results. Target asset allocations are determined utilizing projected benefit payment cash flows and risk analyses of appropriate investments. The targeted asset allocations are intended to reduce risk, provide long-term financial stability for the plans, and maintain funded levels which meet long-term plan obligations while preserving sufficient liquidity for near-term benefit payments. Investment strategies utilize a wide diversification of asset types and qualified external investment managers.

We consult with our investment advisors on an annual basis to help us forecast expected long-term returns on plan assets by reviewing actual historical returns and calculating expected total trust returns using the weighted-average of long-term market returns for each of the major target asset categories utilized in the funds.

## Economic Conditions

We have electric and natural gas utility operations that serve customers in Wisconsin, Illinois, Minnesota, and Michigan. As such, we are exposed to market risks in the regional Midwest economy. In addition, any economic downturn or disruption of national or international markets could adversely affect the financial condition of our customers and demand for their products, which could affect their demand for our products.

## Inflation and Supply Chain Disruptions

We continue to monitor the impact of inflation and supply chain disruptions. We monitor the costs of medical plans, fuel, transmission access, construction costs, regulatory and environmental compliance costs, and other costs in order to minimize inflationary effects in future years, to the extent possible, through pricing strategies, productivity improvements, and cost reductions. We monitor the global supply chain, and related disruptions, in order to ensure we are able to procure the necessary materials and other resources necessary to both maintain our energy services in a safe and reliable manner and to grow our infrastructure in accordance with our capital plan.

For additional information concerning risk factors, including market risks, see the Cautionary Statement Regarding Forward-Looking Information at the beginning of this report.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in compliance with GAAP requires the application of accounting policies, as well as the use of estimates, assumptions, and judgments that could have a material impact on our financial statements and related disclosures. Judgments regarding future events may include the likelihood of success of particular projects, legal and regulatory challenges, and anticipated recovery of costs. Actual results may differ significantly from estimated amounts based on varying assumptions.

Our significant accounting policies are described in Note 1, Summary of Significant Accounting Policies. The following is a list of accounting policies and estimates that require management's most difficult, subjective, or complex judgments and may change in subsequent periods.

### Regulatory Accounting

Our utility operations follow the guidance under the Regulated Operations Topic of the FASB ASC (Topic 980). Our financial statements reflect the effects of the rate-making principles followed by the various jurisdictions regulating us. Certain items that would otherwise be immediately recognized as revenues and expenses are deferred as regulatory assets and regulatory liabilities for future recovery or refund to customers, as authorized by our regulators.

Future recovery of regulatory assets, including the timeliness of recovery and our ability to earn a reasonable return, is not assured and is generally subject to review by regulators in rate proceedings for matters such as prudence and reasonableness. Once approved, the regulatory assets and liabilities are amortized into earnings over the rate recovery or refund period. If recovery or refund of costs is not approved or is no longer considered probable, these regulatory assets or liabilities are recognized in current period earnings. Management regularly assesses whether these regulatory assets and liabilities are probable of future recovery or refund by considering factors such as changes in the regulatory environment, earnings from our electric and natural gas utility operations, rate orders issued by our regulators, historical decisions by our regulators regarding regulatory assets and liabilities, and the status of any pending or potential deregulation legislation.

The application of the Regulated Operations Topic of the FASB ASC would be discontinued if all or a separable portion of our utility operations no longer met the criteria for application. Our regulatory assets and liabilities would be written off to income as an unusual or infrequently occurring item in the period in which discontinuation occurred. As of December 31, 2021, we had \$3,367.1 million in regulatory assets and \$3,960.3 million in regulatory liabilities. See Note 6, Regulatory Assets and Liabilities, for more information.

### Goodwill

We completed our annual goodwill impairment tests for all of our reporting units that carried a goodwill balance as of July 1, 2021. No impairments were recorded as a result of these tests. For all of our reporting units, the fair values calculated in step one of the test were greater than their carrying values. The fair values for the reporting units were calculated using a combination of the income approach and the market approach.

For the income approach, we used internal forecasts to project cash flows. Any forecast contains a degree of uncertainty, and changes in these cash flows could significantly increase or decrease the calculated fair value of a reporting unit. Since all of our reporting units are regulated, a fair recovery of and return on costs prudently incurred to serve customers is assumed. An unfavorable outcome in a rate case could cause the fair values of our reporting units to decrease.

Key assumptions used in the income approach include ROEs, the long-term growth rates used to determine terminal values at the end of the discrete forecast period, and the discount rates. The discount rate is applied to estimated future cash flows and is one of the most significant assumptions used to determine fair value under the income approach. As interest rates rise, the calculated fair values will decrease. The discount rate is based on the weighted-average cost of capital for each reporting unit, taking into account both the after-tax cost of debt and cost of equity. The terminal year ROE for each utility is driven by its current allowed ROE. The terminal growth rate is based primarily on a combination of historical and forecasted statistics for real gross domestic product and personal income for each utility service area.

For the market approach, we used an equal weighting of the guideline public company method and the guideline merged and acquired company method. The guideline public company method uses financial metrics from similar publicly traded companies to determine fair value. The guideline merged and acquired company method calculates fair value by analyzing the actual prices paid for recent mergers



and acquisitions in the industry. We applied multiples derived from these two methods to the appropriate operating methods for reporting units to determine fair value.

The underlying assumptions and estimates used in the impairment tests were made as of a point in time. Subsequent changes in these assumptions and estimates could change the results of the tests.

For all of our reporting units, the fair value exceeded its carrying value by over 50%. Based on these results, our reporting units are not at risk of failing step one of the goodwill impairment test.

See Note 10, Goodwill and Intangibles, for more information.

### Long-Lived Assets

In accordance with ASC 980-360, Regulated Operations – Property, Plant, and Equipment, we periodically assess the recoverability of certain long-lived assets when events or changes in circumstances indicate that the carrying amount of those long-lived assets may not be recoverable. Examples of events or changes in circumstances include, but are not limited to, a significant decrease in the market price, a significant change in use, a regulatory decision related to recovery of assets from customers, adverse legal factors or a change in business climate, operating or cash flow losses, or an expectation that the asset might be sold or abandoned. See Note 1(k), Asset Impairment, for our policy on accounting for abandonments.

Performing an impairment evaluation involves a significant degree of estimation and judgement by management in areas such as identifying circumstances that indicate an impairment may exist, identifying and grouping affected assets, and developing the undiscounted future cash flows. An impairment loss is measured as the excess of the carrying amount of the asset in comparison to the fair value of the asset. The fair value of the asset is assessed using various methods, including recent comparable third-party sales for our nonregulated operations, internally developed discounted cash flow analysis, expected recovery of regulated assets, and analysis from outside advisors.

See Note 7, Property, Plant, and Equipment, for more information on our generating units probable of being retired. See Note 6, Regulatory Assets and Liabilities, and Note 26, Regulatory Environment, for more information on our retired generating units, including various approvals we received from the FERC and the PSCW.

### Pension and Other Postretirement Employee Benefits

The costs of providing non-contributory defined pension benefits and OPEB, described in Note 20, Employee Benefits, are dependent upon numerous factors resulting from actual plan experience and assumptions of future experience.

Pension and OPEB costs are impacted by actual employee demographics (including age, compensation levels, and employment periods), the level of contributions made to the plans, and earnings on plan assets. Pension and OPEB costs may also be significantly affected by changes in key actuarial assumptions, including anticipated rates of return on plan assets, mortality and discount rates, and expected health care cost trends. Changes made to the plan provisions may also impact current and future pension and OPEB costs.

Pension and OPEB plan assets are primarily made up of equity and fixed income investments. Fluctuations in actual equity and fixed income market returns, as well as changes in general interest rates, may result in increased or decreased benefit costs in future periods. We believe that such changes in costs would be recovered or refunded at our utilities through the rate-making process.

The following table shows how a given change in certain actuarial assumptions would impact the projected benefit obligation and the reported net periodic pension cost. Each factor below reflects an evaluation of the change based on a change in that assumption only.

Actuarial Assumption (in millions, except percentages)	Percentage-Point Change in Assumption	Impact on Projected Benefit Obligation	Impact on 2021 Pension Cost
Discount rate	(0.5)	\$ 203.0	\$ 23.6
Discount rate	0.5	(176.3)	(20.7)
Rate of return on plan assets	(0.5)	N/A	14.5
Rate of return on plan assets	0.5	N/A	(14.5)

The following table shows how a given change in certain actuarial assumptions would impact the accumulated OPEB obligation and the reported net periodic OPEB cost. Each factor below reflects an evaluation of the change based on a change in that assumption.

Actuarial Assumption (in millions, except percentages)	Percentage-Point Change in Assumption	Impact on Postretirement Benefit Obligation	Impact on 2021 Postretirement Benefit Cost
Discount rate	(0.5)	\$ 32.3	\$ 3.5
Discount rate	0.5	(28.3)	(3.1)
Health care cost trend rate	(0.5)	(17.2)	(3.5)
Health care cost trend rate	0.5	19.6	4.0
Rate of return on plan assets	(0.5)	N/A	4.7
Rate of return on plan assets	0.5	N/A	(4.7)

The discount rates are selected based on hypothetical bond portfolios consisting of noncallable, high-quality corporate bonds across the full maturity spectrum. From the hypothetical bond portfolios, a single rate is determined that equates the market value of the bonds purchased to the discounted value of the plans' expected future benefit payments.

We establish our expected return on assets based on consideration of historical and projected asset class returns, as well as the target allocations of the benefit trust portfolios. The assumed long-term rate of return on pension plan assets was 6.88%, 6.87%, and 7.12% in 2021, 2020, and 2019, respectively. The actual rate of return on pension plan assets, net of fees, was 9.5%, 12.65%, and 18.89%, in 2021, 2020, and 2019, respectively.

In selecting assumed health care cost trend rates, past performance and forecasts of health care costs are considered. For more information on health care cost trend rates and a table showing future payments that we expect to make for our pension and OPEB, see Note 20, Employee Benefits.

### Unbilled Revenues

We record utility operating revenues when energy is delivered to our customers. However, the determination of energy sales to individual customers is based upon the reading of their meters, which occurs on a systematic basis throughout the month. At the end of each month, amounts of energy delivered to customers since the date of their last meter reading are estimated and corresponding unbilled revenues are calculated.

Unbilled revenues are estimated each month based upon actual generation and throughput volumes, recorded sales, estimated customer usage by class, weather factors, estimated line losses, and applicable customer rates. Energy demand for the unbilled period or changes in rate mix due to fluctuations in usage patterns of customer classes could impact the accuracy of the unbilled revenue estimate. Total unbilled utility revenues were \$531.7 million and \$499.5 million as of December 31, 2021 and 2020, respectively. The changes in unbilled revenues are primarily due to changes in the cost of natural gas, weather, and customer rates.

### Income Tax Expense

Significant management judgment is required in determining our provision for income taxes, deferred income tax assets and liabilities, the liability for unrecognized tax benefits, and any valuation allowance recorded against deferred income tax assets. The assumptions involved are supported by historical data, reasonable projections, and interpretations of applicable tax laws and regulations across multiple taxing jurisdictions. Significant changes in these assumptions could have a material impact on our financial condition and results of operations. See Note 1(q), Income Taxes, and Note 16, Income Taxes, for a discussion of accounting for income taxes.

We are required to estimate income taxes for each of our applicable tax jurisdictions as part of the process of preparing consolidated financial statements. This process involves estimating current income tax liabilities together with assessing temporary differences resulting from differing treatment of items, such as depreciation, for income tax and accounting purposes. These differences result in deferred income tax assets and liabilities, which are included within our balance sheets. We also assess the likelihood that our deferred income tax assets will be recovered through future taxable income. To the extent we believe that realization is not likely, we establish a valuation allowance, which is offset by an adjustment to income tax expense in our income statements.

Uncertainty associated with the application of tax statutes and regulations, the outcomes of tax audits and appeals, changes in income tax law, enacted tax rates or amounts subject to income tax, and changes in the regulatory treatment of any tax reform benefits requires that judgments and estimates be made in the accrual process and in the calculation of effective tax rates. Only income tax benefits that meet the "more likely than not" recognition threshold may be recognized or continue to be recognized. Unrecognized tax benefits are re-evaluated quarterly and changes are recorded based on new information, including the issuance of relevant guidance by the courts or tax authorities and developments occurring in the examinations of our tax returns.

We expect our 2022 annual effective tax rate to be between 18.5% and 19.5%. Our effective tax rate calculations are revised every quarter based on the best available year-end tax assumptions, adjusted in the following year after returns are filed. Tax accrual estimates are true-up to the actual amounts claimed on the tax returns and further adjusted after examinations by taxing authorities, as needed.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors Affecting Results, Liquidity, and Capital Resources – Market Risks and Other Significant Risks, as well as Note 1(r), Fair Value Measurements, Note 1(s), Derivative Instruments, and Note 19, Guarantees, for information concerning potential market risks to which we are exposed.

**WEC ENERGY GROUP, INC.**  
**CONSOLIDATED INCOME STATEMENTS**

Year Ended December 31 (in millions, except per share amounts)	2021	2020	2019
<b>Operating revenues</b>	\$ 8,316.0	\$ 7,241.7	\$ 7,523.1
<b>Operating expenses</b>			
Cost of sales	3,311.0	2,319.5	2,678.8
Other operation and maintenance	2,005.5	2,032.2	2,184.8
Depreciation and amortization	1,074.3	975.9	926.3
Property and revenue taxes	210.3	208.0	201.8
<b>Total operating expenses</b>	<b>6,601.1</b>	<b>5,535.6</b>	<b>5,991.7</b>
<b>Operating income</b>	<b>1,714.9</b>	<b>1,706.1</b>	<b>1,531.4</b>
Equity in earnings of transmission affiliates	158.1	175.8	127.6
Other income, net	133.2	79.5	102.2
Interest expense	471.1	493.7	501.5
Loss on debt extinguishment	36.3	38.4	—
<b>Other expense</b>	<b>(216.1)</b>	<b>(276.8)</b>	<b>(271.7)</b>
Income before income taxes	1,498.8	1,429.3	1,259.7
Income tax expense	200.3	227.9	125.0
<b>Net income</b>	<b>1,298.5</b>	<b>1,201.4</b>	<b>1,134.7</b>
Preferred stock dividends of subsidiary	1.2	1.2	1.2
Net (income) loss attributed to noncontrolling interests	3.0	(0.3)	0.5
<b>Net income attributed to common shareholders</b>	<b>\$ 1,300.3</b>	<b>\$ 1,199.9</b>	<b>\$ 1,134.0</b>
<b>Earnings per share</b>			
Basic	\$ 4.12	\$ 3.80	\$ 3.60
Diluted	\$ 4.11	\$ 3.79	\$ 3.58
<b>Weighted average common shares outstanding</b>			
Basic	315.4	315.4	315.4
Diluted	316.3	316.5	316.7

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

**WEC ENERGY GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

Year Ended December 31 (in millions)	2021	2020	2019
<b>Net income</b>	\$ 1,298.5	\$ 1,201.4	\$ 1,134.7
<b>Other comprehensive income (loss), net of tax</b>			
<b>Derivatives accounted for as cash flow hedges</b>			
Net derivative gain (loss), net of tax expense (benefit) of \$0.2, \$(1.6), and \$(1.3), respectively	0.6	(4.3)	(3.5)
Reclassification of realized net derivative (gain) loss to net income, net of tax	0.9	1.5	(0.8)
<b>Cash flow hedges, net</b>	<b>1.5</b>	<b>(2.8)</b>	<b>(4.3)</b>
<b>Defined benefit plans</b>			
Pension and OPEB adjustments arising during the period, net of tax expense (benefit) of \$0.7, \$(0.2), and \$1.0, respectively	1.7	(0.5)	2.6
Amortization of pension and OPEB costs included in net periodic benefit cost, net of tax	0.4	0.6	0.2
<b>Defined benefit plans, net</b>	<b>2.1</b>	<b>0.1</b>	<b>2.8</b>
<b>Other comprehensive income (loss), net of tax</b>	<b>3.6</b>	<b>(2.7)</b>	<b>(1.5)</b>
<b>Comprehensive income</b>	<b>1,302.1</b>	<b>1,198.7</b>	<b>1,133.2</b>
Preferred stock dividends of subsidiary	1.2	1.2	1.2
Comprehensive (income) loss attributed to noncontrolling interests	3.0	(0.3)	0.5
<b>Comprehensive income attributed to common shareholders</b>	<b>\$ 1,303.9</b>	<b>\$ 1,197.2</b>	<b>\$ 1,132.5</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

**WEC ENERGY GROUP, INC.**  
**CONSOLIDATED BALANCE SHEETS**

<b>At December 31</b>		
<i>(in millions, except share and per share amounts)</i>	<b>2021</b>	<b>2020</b>
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 16.3	\$ 24.8
Accounts receivable and unbilled revenues, net of reserves of \$198.3 and \$220.1, respectively	1,505.7	1,202.8
Materials, supplies, and inventories	635.8	528.6
Prepayments	245.5	263.4
Other	253.4	63.4
<b>Current assets</b>	<b>2,656.7</b>	<b>2,083.0</b>
<b>Long-term assets</b>		
Property, plant, and equipment, net of accumulated depreciation and amortization of \$9,889.3 and \$9,364.7, respectively	26,982.4	25,707.4
Regulatory assets (December 31, 2021 includes \$100.7 related to WEPCo Environmental Trust)	3,264.8	3,524.1
Equity investment in transmission affiliates	1,789.4	1,764.3
Goodwill	3,052.8	3,052.8
Pension and OPEB assets	881.3	600.9
Other	361.1	295.6
<b>Long-term assets</b>	<b>36,331.8</b>	<b>34,945.1</b>
<b>Total assets</b>	<b>\$ 38,988.5</b>	<b>\$ 37,028.1</b>
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Short-term debt	\$ 1,897.0	\$ 1,776.9
Current portion of long-term debt (December 31, 2021 includes \$8.8 related to WEPCo Environmental Trust)	169.4	785.8
Accounts payable	1,005.7	880.7
Other	680.9	704.7
<b>Current liabilities</b>	<b>3,753.0</b>	<b>4,148.1</b>
<b>Long-term liabilities</b>		
Long-term debt (December 31, 2021 includes \$102.7 related to WEPCo Environmental Trust)	13,523.7	11,728.1
Deferred income taxes	4,308.5	4,059.8
Deferred revenue, net	389.2	412.2
Regulatory liabilities	3,946.0	3,928.1
Environmental remediation liabilities	532.6	532.9
Pension and OPEB obligations	219.0	327.0
Other	1,203.2	1,229.4
<b>Long-term liabilities</b>	<b>24,122.2</b>	<b>22,217.5</b>
Commitments and contingencies (Note 24)		
<b>Common shareholders' equity</b>		
Common stock – \$0.01 par value; 325,000,000 shares authorized; 315,434,531 shares outstanding	3.2	3.2
Additional paid in capital	4,138.1	4,143.7
Retained earnings	6,775.1	6,329.6
Accumulated other comprehensive loss	(3.2)	(6.8)
<b>Common shareholders' equity</b>	<b>10,913.2</b>	<b>10,469.7</b>
Preferred stock of subsidiary	30.4	30.4
Noncontrolling interests	169.7	162.4
<b>Total liabilities and equity</b>	<b>\$ 38,988.5</b>	<b>\$ 37,028.1</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

**WEC ENERGY GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

Year Ended December 31 (in millions)	2021	2020	2019
<b>Operating activities</b>			
Net income	\$ 1,298.5	\$ 1,201.4	\$ 1,134.7
Reconciliation to cash provided by operating activities			
Depreciation and amortization	1,074.3	975.9	926.3
Deferred income taxes and ITCs, net	151.1	209.4	162.9
Contributions and payments related to pension and OPEB plans	(66.3)	(113.2)	(65.9)
Equity income in transmission affiliates, net of distributions	(25.1)	(29.1)	(2.9)
Change in –			
Accounts receivable and unbilled revenues, net	(249.2)	16.1	98.2
Materials, supplies, and inventories	(107.2)	21.2	(1.5)
Amounts recoverable from customers	(82.3)	0.9	29.8
Other current assets	22.2	12.5	(36.9)
Accounts payable	126.9	(61.3)	1.5
Other current liabilities	(17.2)	(41.2)	78.7
Other, net	(93.0)	3.4	20.6
<b>Net cash provided by operating activities</b>	<b>2,032.7</b>	<b>2,196.0</b>	<b>2,345.5</b>
<b>Investing activities</b>			
Capital expenditures	(2,252.8)	(2,238.8)	(2,260.8)
Acquisition of Jayhawk	(119.9)	—	—
Acquisition of Blooming Grove, net of restricted cash acquired of \$24.1	—	(364.6)	—
Acquisition of Tatanka Ridge	—	(239.9)	—
Acquisition of Upstream, net of cash and restricted cash acquired of \$9.2	—	—	(268.2)
Capital contributions to transmission affiliates	—	(21.2)	(52.6)
Proceeds from the sale of assets and businesses	21.9	20.3	37.6
Proceeds from the sale of investments held in rabbi trust	18.7	56.2	0.2
Purchase of investments held in rabbi trust	—	(37.8)	—
Reimbursement for ATC's construction costs	—	1.1	32.4
Insurance proceeds received for property damage	—	23.2	—
Other, net	20.3	(5.3)	16.5
<b>Net cash used in investing activities</b>	<b>(2,311.8)</b>	<b>(2,806.8)</b>	<b>(2,494.9)</b>
<b>Financing activities</b>			
Exercise of stock options	15.7	43.8	67.0
Purchase of common stock	(33.1)	(99.2)	(140.1)
Dividends paid on common stock	(854.8)	(798.0)	(744.5)
Issuance of long-term debt	2,383.8	2,373.6	1,895.0
Retirement of long-term debt	(1,260.4)	(1,767.0)	(360.1)
Issuance of short-term loan	0.9	340.0	—
Repayment of short-term loan	(340.0)	—	—
Change in other short-term debt	459.2	606.1	(609.3)
Payments for debt extinguishment and issuance costs	(67.2)	(55.8)	(12.5)
Purchase of additional ownership interest in Upstream from noncontrolling interest	—	(31.0)	—
Other, net	(10.1)	(11.4)	(9.9)
<b>Net cash provided by financing activities</b>	<b>294.0</b>	<b>601.1</b>	<b>85.6</b>
<b>Net change in cash, cash equivalents, and restricted cash</b>	<b>14.9</b>	<b>(9.7)</b>	<b>(63.8)</b>
Cash, cash equivalents, and restricted cash at beginning of year	72.6	82.3	146.1
<b>Cash, cash equivalents, and restricted cash at end of year</b>	<b>\$ 87.5</b>	<b>\$ 72.6</b>	<b>\$ 82.3</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

**WEC ENERGY GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF EQUITY**

<b>WEC Energy Group Common Shareholders' Equity</b>								
<i>(in millions, except per share amounts)</i>	<b>Common Stock</b>	<b>Additional Paid In Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Total Common Shareholders' Equity</b>	<b>Preferred Stock of Subsidiary</b>	<b>Non-controlling Interests</b>	<b>Total Equity</b>
<b>Balance at December 31, 2018</b>	\$ 3.2	\$ 4,250.1	\$ 5,538.2	\$ (2.6)	\$ 9,788.9	\$ 30.4	\$ 23.4	\$ 9,842.7
Net income attributed to common shareholders	—	—	1,134.0	—	1,134.0	—	—	1,134.0
Net loss attributed to noncontrolling interests	—	—	—	—	—	—	(0.5)	(0.5)
Other comprehensive loss	—	—	—	(1.5)	(1.5)	—	—	(1.5)
Common stock dividends of \$2.36 per share	—	—	(744.5)	—	(744.5)	—	—	(744.5)
Exercise of stock options	—	67.0	—	—	67.0	—	—	67.0
Purchase of common stock	—	(140.1)	—	—	(140.1)	—	—	(140.1)
Acquisition of a noncontrolling interest	—	—	—	—	—	—	69.0	69.0
Capital contributions from noncontrolling interest	—	—	—	—	—	—	21.0	21.0
Distributions to noncontrolling interests	—	—	—	—	—	—	(2.1)	(2.1)
Stock-based compensation and other	—	9.6	—	—	9.6	—	—	9.6
<b>Balance at December 31, 2019</b>	<b>\$ 3.2</b>	<b>\$ 4,186.6</b>	<b>\$ 5,927.7</b>	<b>\$ (4.1)</b>	<b>\$ 10,113.4</b>	<b>\$ 30.4</b>	<b>\$ 110.8</b>	<b>\$ 10,254.6</b>
Net income attributed to common shareholders	—	—	1,199.9	—	1,199.9	—	—	1,199.9
Net income attributed to noncontrolling interests	—	—	—	—	—	—	0.3	0.3
Other comprehensive loss	—	—	—	(2.7)	(2.7)	—	—	(2.7)
Common stock dividends of \$2.53 per share	—	—	(798.0)	—	(798.0)	—	—	(798.0)
Exercise of stock options	—	43.8	—	—	43.8	—	—	43.8
Purchase of common stock	—	(99.2)	—	—	(99.2)	—	—	(99.2)
Purchase of additional ownership interest in Upstream from noncontrolling interest	—	—	—	—	—	—	(31.0)	(31.0)
Acquisition of noncontrolling interests	—	—	—	—	—	—	85.0	85.0
Distributions to noncontrolling interests	—	—	—	—	—	—	(2.7)	(2.7)
Stock-based compensation and other	—	12.5	—	—	12.5	—	—	12.5
<b>Balance at December 31, 2020</b>	<b>\$ 3.2</b>	<b>\$ 4,143.7</b>	<b>\$ 6,329.6</b>	<b>\$ (6.8)</b>	<b>\$ 10,469.7</b>	<b>\$ 30.4</b>	<b>\$ 162.4</b>	<b>\$ 10,662.5</b>
Net income attributed to common shareholders	—	—	1,300.3	—	1,300.3	—	—	1,300.3
Net loss attributed to noncontrolling interests	—	—	—	—	—	—	(3.0)	(3.0)
Other comprehensive income	—	—	—	3.6	3.6	—	—	3.6
Common stock dividends of \$2.71 per share	—	—	(854.8)	—	(854.8)	—	—	(854.8)
Exercise of stock options	—	15.7	—	—	15.7	—	—	15.7
Purchase of common stock	—	(33.1)	—	—	(33.1)	—	—	(33.1)
Acquisition of noncontrolling interest	—	—	—	—	—	—	6.3	6.3
Capital contributions from noncontrolling interest	—	—	—	—	—	—	7.6	7.6
Distributions to noncontrolling interests	—	—	—	—	—	—	(4.1)	(4.1)
Stock-based compensation and other	—	11.8	—	—	11.8	—	0.5	12.3
<b>Balance at December 31, 2021</b>	<b>\$ 3.2</b>	<b>\$ 4,138.1</b>	<b>\$ 6,775.1</b>	<b>\$ (3.2)</b>	<b>\$ 10,913.2</b>	<b>\$ 30.4</b>	<b>\$ 169.7</b>	<b>\$ 11,113.3</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.



## WEC ENERGY GROUP, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**(a) Nature of Operations**—WEC Energy Group serves approximately 1.6 million electric customers and 3.0 million natural gas customers, and owns approximately 60% of ATC.

As used in these notes, the term "financial statements" refers to the consolidated financial statements. This includes the income statements, statements of comprehensive income, balance sheets, statements of cash flows, and statements of equity, unless otherwise noted. On our financial statements, we consolidate our majority-owned subsidiaries which we control, and VIEs of which we are the primary beneficiary. We reflect noncontrolling interests for the portion of entities that we do not own as a component of consolidated equity separate from the equity attributable to our shareholders. The noncontrolling interests that we reported as equity on our balance sheet as of December 31, 2021 related to the minority interests at Bishop Hill III, Coyote Ridge, Upstream, Blooming Grove, Tatanka Ridge, and Jayhawk held by third parties.

Our financial statements include the accounts of WEC Energy Group, a diversified energy holding company, and the accounts of our subsidiaries in the following reportable segments:

- Wisconsin segment – Consists of WE, WPS, and WG, which are engaged primarily in the generation of electricity and the distribution of electricity and natural gas in Wisconsin; and UMERC, which generates electricity and distributes electricity and natural gas to customers located in the Upper Peninsula of Michigan.
- Illinois segment – Consists of PGL and NSG, which are engaged primarily in the distribution of natural gas in Illinois.
- Other states segment – Consists of MERC and MGU, which are engaged primarily in the distribution of natural gas in Minnesota and Michigan, respectively.
- Electric transmission segment – Consists of our approximate 60% ownership interest in ATC, a for-profit, electric transmission company regulated by the FERC and certain state regulatory commissions, and our approximate 75% ownership interest in ATC Holdco, which invests in transmission-related projects outside of ATC's traditional footprint.
- Non-utility energy infrastructure segment – Consists of We Power, which is principally engaged in the ownership of electric power generating facilities for long-term lease to WE, and Bluewater, which owns underground natural gas storage facilities in Michigan. WECI, which holds our ownership interests in several wind generating facilities, is also included in this segment. See Note 2, Acquisitions, for more information on the WECI wind generating facilities.
- Corporate and other segment – Consists of the WEC Energy Group holding company, the Integrys holding company, the PELLC holding company, Wispark, Wisvest, WECC, WBS, and also included the operations of PDL prior to the sale of its remaining solar facilities in the fourth quarter of 2020. See Note 3, Dispositions, for more information on the sale of these solar facilities.

Investments in companies not controlled by us, but over which we have significant influence regarding the operating and financial policies of the investee, are accounted for using the equity method. We use the cumulative earnings approach for classifying distributions received in the statements of cash flows. Under the cumulative earnings approach, we compare the distributions received to cumulative equity method earnings since inception. Any distributions received up to the amount of cumulative equity earnings are considered a return on investment and classified in operating activities. Any excess distributions are considered a return of investment and classified in investing activities.

Our financial statements also reflect our proportionate interests in certain jointly owned utility facilities. See Note 8, Jointly Owned Utility Facilities, for more information.

**(b) Basis of Presentation**—We prepare our financial statements in conformity with GAAP. We make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

**(c) Cash and Cash Equivalents**—Cash and cash equivalents include marketable debt securities with an original maturity of three months or less.

**(d) Operating Revenues**—The following discussion includes our significant accounting policies related to operating revenues. For additional required disclosures on disaggregation of operating revenues, see Note 4, Operating Revenues.

#### **Revenues from Contracts with Customers**

**Electric Utility Operating Revenues** – Electricity sales to residential and commercial and industrial customers are generally accomplished through requirements contracts, which provide for the delivery of as much electricity as the customer needs. These contracts represent discrete deliveries of electricity and consist of one distinct performance obligation satisfied over time, as the electricity is delivered and consumed by the customer simultaneously. For our Wisconsin residential and commercial and industrial

customers and the majority of our Michigan residential and commercial and industrial customers, our performance obligation is to consist of both the sale and the delivery of the electric commodity. In our Michigan service territory, a limited number of residential and commercial and industrial customers can purchase the commodity from a third party. In this case, the delivery of the electricity represents our sole performance obligation.

The transaction price of the performance obligations for residential and commercial and industrial customers is valued using the rates, charges, terms, and conditions of service included in the tariffs of our regulated electric utilities, which have been approved by state regulators. These rates often have a fixed component customer charge and a usage-based variable component charge. We recognize revenue for the fixed component customer charge monthly using a time-based output method. We recognize revenue for the usage-based variable component charge using an output method based on the quantity of electricity delivered each month. Our retail electric rates in Wisconsin include base amounts for fuel and purchased power costs, which also impact our revenues. The electric fuel rules set by the PSCW allow us to defer, for subsequent rate recovery or refund, under- or over-collections of actual fuel and purchased power costs beyond a 2% price variance from the costs included in the rates charged to customers. Our electric utilities monitor the deferral of under-collected costs to ensure that it does not cause them to earn a greater ROE than authorized by the PSCW. In contrast, the rates of our Michigan retail electric customers include recovery of fuel and purchased power costs on a one-for-one basis. In addition, the Wisconsin residential tariffs of WE and WPS include a mechanism for cost recovery or refund of uncollectible expense based on the difference between actual uncollectible write-offs and the amounts recovered in rates. See Note 26, Regulatory Environment, for more information on how COVID-19 has affected the cost recovery mechanisms for our utility companies.

Wholesale customers who resell power can choose to either bundle capacity and electricity services together under one contract with a supplier or purchase capacity and electricity separately from multiple suppliers. Furthermore, wholesale customers can choose to have our utilities provide generation to match the customer's load, similar to requirements contracts, or they can purchase specified quantities of electricity and capacity. Contracts with wholesale customers that include capacity bundled with the delivery of electricity contain two performance obligations, as capacity and electricity are often transacted separately in the marketplace at the wholesale level. When recognizing revenue associated with these contracts, the transaction price is allocated to each performance obligation based on its relative standalone selling price. Revenue is recognized as control of each individual component is transferred to the customer. Electricity is the primary product sold by our electric utilities and represents a single performance obligation satisfied over time through discrete deliveries to a customer. Revenue from electricity sales is generally recognized as units are produced and delivered to the customer within the production month. Capacity represents the reservation of an electric generating facility and conveys the ability to call on a plant to produce electricity when needed by the customer. The nature of our performance obligation as it relates to capacity is to stand ready to deliver power. This represents a single performance obligation transferred over time, which generally represents a monthly obligation. Accordingly, capacity revenue is recognized on a monthly basis.

The transaction price of the performance obligations for wholesale customers is valued using the rates, charges, terms, and conditions of service, which have been approved by the FERC. These wholesale rates include recovery of fuel and purchased power costs from customers on a one-for-one basis. For the majority of our wholesale customers, the price billed for energy and capacity is a formula-based rate. Formula-based rates initially set a customer's current year rates based on the previous year's expenses. This is a predetermined formula derived from the utility's costs and a reasonable rate of return. Because these rates are eventually trued up to reflect actual, current-year costs, they represent a form of variable consideration in certain circumstances. The variable consideration is estimated and recognized over time as wholesale customers receive and consume the capacity and electricity services.

We are an active participant in the MISO Energy Markets, where we bid our generation into the Day Ahead and Real Time markets and procure electricity for our retail and wholesale customers at prices determined by the MISO Energy Markets. Purchase and sale transactions are recorded using settlement information provided by MISO. These purchase and sale transactions are accounted for on a net hourly position. Net purchases in a single hour are recorded as purchased power in cost of sales, and net sales in a single hour are recorded as resale revenues on our income statements. For resale revenues, our performance obligation is created only when electricity is sold into the MISO Energy Markets.

For all of our customers, consistent with the timing of when we recognize revenue, customer billings generally occur on a monthly basis, with payments typically due in full within 30 days.

**Natural Gas Utility Operating Revenues** – We recognize natural gas utility operating revenues under requirements contracts with residential, commercial and industrial, and transportation customers served under the tariffs of our regulated utilities. Tariffs provide our customers with the standard terms and conditions, including rates, related to the services offered. Requirements contracts provide for the delivery of as much natural gas as the customer needs. These requirements contracts represent discrete deliveries of natural gas and constitute a single performance obligation satisfied over time. Our performance obligation is both created and satisfied with the transfer of control of natural gas upon delivery to the customer. For most of our customers, natural gas is delivered and consumed by the customer simultaneously. A performance obligation can be bundled to consist of both the sale and the delivery of the natural gas commodity. In certain of our service territories, customers can purchase the commodity from a third party. In this case, the performance obligation only includes the delivery of the natural gas to the customer.

The transaction price of the performance obligations for our natural gas customers is valued using the rates, charges, terms, and conditions of service included in the tariffs of our regulated utilities, which have been approved by state regulators. These rates often have a fixed component customer charge and a usage-based variable component charge. We recognize revenue for the fixed component customer charge monthly using a time-based output method. We recognize revenue for the usage-based variable component charge using an output method based on natural gas delivered each month.

The tariffs of our natural gas utilities include various rate mechanisms that allow them to recover or refund changes in prudently incurred costs from rate case-approved amounts. The rates for all of our natural gas utilities include one-for-one recovery mechanisms for natural gas commodity costs. Under normal circumstances, we defer any difference between actual natural gas costs incurred and costs recovered through rates as a current asset or liability. The deferred balance is returned to or recovered from customers at intervals throughout the year. However, as a result of the extreme weather in the Midwest in February 2021, the cost of gas purchased for our natural gas customers was temporarily driven significantly higher than our normal winter weather expectations. See Note 26, Regulatory Environment, for more information on the recovery of these high natural gas costs.

In addition, the rates of PGL and NSG, and the residential tariffs of WE, WPS, and WG, include riders or other mechanisms for cost recovery or refund of uncollectible expense based on the difference between actual uncollectible write-offs and the amounts recovered in rates. The rates of PGL and NSG include riders for cost recovery of both environmental cleanup costs and energy conservation and management program costs. Finally, PGL's rates include a rider for income tax expense changes resulting from the Tax Legislation and a cost recovery mechanism for SMP costs and, and similarly, MERC's rates include riders to recover costs incurred to replace or modify natural gas facilities. See Note 26, Regulatory Environment, for more information on how COVID-19 has affected the cost recovery mechanisms for our company.

Consistent with the timing of when we recognize revenue, customer billings generally occur on a monthly basis, with payments typically due in full within 30 days.

**Other Natural Gas Operating Revenues** – We have other natural gas operating revenues from Bluewater, which is in our non-utility energy infrastructure segment. Bluewater has entered into long-term service agreements for natural gas storage services with WE, WPS, and WG, and also provides limited service to unaffiliated customers. All amounts associated with the service agreements with WE, WPS, and WG have been eliminated at the consolidated level.

**Other Non-Utility Operating Revenues** – Wind generation revenues from WECI's ownership interests in wind generation facilities continued to grow with new acquisitions in 2021. See Note 2, Acquisitions, for more information on recent acquisitions. Most of these wind generation facilities have offtake agreements with unaffiliated third parties for all of the energy to be produced by the facility, some of which are bundled with capacity and RECs. We consider bundled energy, capacity and RECs within these offtake agreements to be distinct performance obligations as each are often transacted separately in the marketplace.

When recognizing revenue associated with these contracts, the transaction price is allocated to each performance obligation based on its relative standalone selling price. Revenue is recognized as control of each individual component is transferred to the customer. Revenue from the sale of this renewable energy is generally recognized as units are produced and delivered to the customer within the production month. Capacity represents the reservation of the renewable generation facility and conveys the ability to call on the wind facility to produce electricity when needed by the customer. The nature of our performance obligation as it relates to capacity is to stand ready to deliver power. This represents a single performance obligation transferred over time, which generally represents a monthly obligation. Accordingly, capacity revenue is recognized on a monthly basis. The performance obligation for RECs is recognized at a point-in-time; however, the timing of revenue recognition is the same, as the generation of renewable energy and the recognition of REC revenues occur concurrently.

Non-utility operating revenues are also derived from servicing appliances for customers at MERC. These contracts customarily have a duration of one year or less and consist of a single performance obligation satisfied over time. We use a time-based output method to recognize revenues monthly for the service fee.

Consistent with the timing of when we recognize revenue, customer billings for the wind generation and servicing revenues generally occur on a monthly basis, with payments typically due in full within 30 days.

As part of the construction of the We Power electric generating units, we capitalized interest during construction, which is included in property, plant, and equipment. As allowed by the PSCW, we collected these carrying costs from WE's utility customers during construction. The equity portion of these carrying costs was recorded as a contract liability, which is presented as deferred revenue, net on our balance sheets. We continually amortize the deferred carrying costs to revenues over the related lease term that We Power has with WE. During 2021, 2020, and 2019, we recorded \$23.3 million, \$22.9 million, and \$25.4 million, respectively, of revenues related to these deferred carrying costs.

### **Other Operating Revenues**

**Alternative Revenues** – Alternative revenues are created from programs authorized by regulators that allow our utilities to record additional revenues by adjusting rates in the future, usually as a surcharge applied to future billings, in response to past activities or completed events. Alternative revenue programs allow compensation for the effects of weather abnormalities, other external factors, or demand side management initiatives. Alternative revenue programs can also provide incentive awards if the utility achieves certain objectives and in other limited circumstances. We record alternative revenues when the regulator-specified conditions for recognition have been met. We reverse these alternative revenues as the customer is billed, at which time this revenue is presented as revenues from contracts with customers.

Below is a summary of the alternative revenue programs at our utilities:

- The rates of PGL, NSG, and MERC include decoupling mechanisms. These mechanisms differ by state and allow the utilities to recover or refund the differences between actual and authorized margins for certain customer classes. See Note 26, Regulatory Environment, for more information.
- PGL and NSG were authorized to implement a SPC rider for the recovery of incremental direct costs resulting from the COVID-19 pandemic, foregone late fees and reconnection charges, and the costs associated with their bill payment assistance programs. See Note 26, Regulatory Environment, for more information.
- MERC's rates include a conservation improvement program rider, which includes a financial incentive for meeting energy savings goals.
- WE and WPS provide wholesale electric service to customers under market-based rates and FERC formula rates. The customer is charged a base rate each year based upon a formula using prior year actual costs and customer demand. A true-up is calculated based on the difference between the amount billed to customers for the demand component of their rates and what the actual cost of service was for the year. The true-up can result in an amount that we will recover from or refund to the customer. We consider the true-up portion of the wholesale electric revenues to be alternative revenues.

**(e) Credit Losses**—The following discussion includes our significant accounting policies related to credit losses. For additional required disclosures on credit losses, see Note 5, Credit Losses.

Effective January 1, 2020, we adopted FASB ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, using the modified retrospective transition method. This ASU amends the impairment model to utilize an expected loss methodology in place of the incurred loss methodology for financial instruments, including trade receivables. The amendment requires entities to consider a broader range of information to estimate expected credit losses, which may result in earlier recognition of loss. The cumulative effect of adopting this standard was not significant to our financial statements.

Our exposure to credit losses is related to our accounts receivable and unbilled revenue balances, which are primarily generated from the sale of electricity and natural gas by our regulated utility operations. Credit losses associated with our utility operations are analyzed at the reportable segment level as we believe contract terms, political and economic risks, and the regulatory environment are similar at this level as our reportable segments are generally based on the geographic location of the underlying utility operations.

We have an accounts receivable and unbilled revenue balance associated with our non-utility energy infrastructure segment, related to the sale of electricity from our majority-owned wind generating facilities through agreements with several large high credit quality counterparties. At the corporate and other segment, we had an accounts receivable and unbilled revenue balance at the beginning of 2020 related to the PDL residential solar facilities, which were sold in November 2020. See Note 3, Dispositions, for more information.

We evaluate the collectability of our accounts receivable and unbilled revenue balances considering a combination of factors. For some of our larger customers and also in circumstances where we become aware of a specific customer's inability to meet its financial obligations to us, we record a specific allowance for credit losses against amounts due in order to reduce the net recognized receivable to the amount we reasonably believe will be collected. For all other customers, we use the accounts receivable aging method to calculate an allowance for credit losses. Using this method, we classify accounts receivable into different aging buckets and calculate a reserve percentage for each aging bucket based upon historical loss rates. The calculated reserve percentages are updated on at least an annual basis, in order to ensure recent macroeconomic, political, and regulatory trends are captured in the calculation, to the extent possible. Risks identified that we do not believe are reflected in the calculated reserve percentages, are assessed on a quarterly basis to determine whether further adjustments are required.

We monitor our ongoing credit exposure through active review of counterparty accounts receivable balances against contract terms and due dates. Our activities include timely account reconciliation, dispute resolution and payment confirmation. To the extent possible, we work with customers with past due balances to negotiate payment plans, but will disconnect customers for non-payment as allowed by our regulators, if necessary, and employ collection agencies and legal counsel to pursue recovery of defaulted receivables. For our larger customers, detailed credit review procedures may be performed in advance of any sales being made. We sometimes require letters of credit, parental guarantees, prepayments or other forms of credit assurance from our larger customers to mitigate credit risk. See Note 26, Regulatory Environment, for information on certain regulatory actions that were and/or are being taken for the purpose of ensuring that essential utility services are available to our customers during the COVID-19 pandemic.

**(f) Materials, Supplies, and Inventories**—Our inventory as of December 31 consisted of:

<i>(in millions)</i>	2021	2020
Natural gas in storage	\$ 326.0	\$ 224.9
Materials and supplies	225.3	218.1
Fossil fuel	84.5	85.6
<b>Total</b>	<b>\$ 635.8</b>	<b>\$ 528.6</b>

PGL and NSG price natural gas storage injections at the calendar year average of the costs of natural gas supply purchased. Withdrawals from storage are priced on the LIFO cost method. Inventories stated on a LIFO basis represented approximately 19% and

22% of total inventories at December 31, 2021 and 2020, respectively. The estimated replacement cost of natural gas inventories at December 31, 2021 and 2020, exceeded the LIFO cost by \$114.2 million and \$31.5 million, respectively. In calculating these replacement amounts, PGL and NSG used a Chicago city-gate natural gas price per Dth of \$3.67 at December 31, 2021, and \$2.31 at December 31, 2020.

Substantially all other natural gas in storage, materials and supplies, and fossil fuel inventories are recorded using the weighted-average cost method of accounting.

**(g) Regulatory Assets and Liabilities**—The economic effects of regulation can result in regulated companies recording costs and revenues that are allowed in the rate-making process in a period different from the period they would have been recognized by a nonregulated company. When this occurs, regulatory assets and regulatory liabilities are recorded on the balance sheet. Regulatory assets represent deferred costs probable of recovery from customers that would have otherwise been charged to expense. Regulatory liabilities represent amounts that are expected to be refunded to customers in future rates or future costs already collected from customers in rates.

The recovery or refund of regulatory assets and liabilities is based on specific periods determined by our regulators or occurs over the normal operating period of the related assets and liabilities. If a previously recorded regulatory asset is no longer probable of recovery, the regulatory asset is reduced to the amount considered probable of recovery, and the reduction is charged to expense in the current period. See Note 6, Regulatory Assets and Liabilities, for more information.

**(h) Property, Plant, and Equipment**—We record property, plant, and equipment at cost. Cost includes material, labor, overhead, and both debt and equity components of AFUDC. Additions to and significant replacements of property are charged to property, plant, and equipment at cost; minor items are charged to other operation and maintenance expense. The cost of depreciable utility property less salvage value is charged to accumulated depreciation when property is retired.

We record straight-line depreciation expense over the estimated useful life of utility property using depreciation rates approved by the applicable regulators. Annual utility composite depreciation rates are shown below:

Annual Utility Composite Depreciation Rates	2021	2020	2019
WE	3.09%	3.19%	3.11%
WPS	2.66%	2.63%	2.44%
WG	2.44%	2.33%	2.29%
PGL	3.12%	3.16%	3.20%
NSG	2.52%	2.48%	2.48%
MERC	2.58%	2.47%	2.33%
MGU	2.70%	2.67%	2.54%
UMERC	2.94%	2.97%	2.87%

We depreciate our We Power assets over the estimated useful life of the various property components. The components have useful lives of between 10 to 45 years for PWGS 1 and PWGS 2 and 10 to 55 years for ER 1 and ER 2.

We capitalize certain costs related to software developed or obtained for internal use and record these costs to amortization expense over the estimated useful life of the related software, which ranges from 3 to 15 years. If software is retired prior to being fully amortized, the difference is recorded as a loss on the income statement.

Third parties reimburse the utilities for all or a portion of expenditures for certain capital projects. Such contributions in aid of construction costs are recorded as a reduction to property, plant, and equipment.

See Note 7, Property, Plant, and Equipment, for more information.

**(i) Allowance for Funds Used During Construction**—AFUDC is included in utility plant accounts and represents the cost of borrowed funds (AFUDC – Debt) used during plant construction, and a return on shareholders' capital (AFUDC – Equity) used for construction purposes. AFUDC – Debt is recorded as a reduction of interest expense, and AFUDC – Equity is recorded in other income, net.

The majority of AFUDC is recorded at WE, WPS, WBS, WG, and UMERC. Approximately 50% of WE's, WPS's, WG's and UMERC's annual WBS's retail jurisdictional CWIP expenditures are subject to the AFUDC calculation. The AFUDC calculation for WBS uses the WBS AFUDC retail rate, while our utilities' AFUDC rates are determined by their respective state commissions, each with specific requirements. Average AFUDC rates are shown below:

	2021	
	Average AFUDC Retail Rate	Average AFUDC Wholesale Rate
WE	8.68%	1.79%
WPS	7.55%	1.04%
WG	8.32%	N/A
UMERC	6.28%	N/A
WBS	7.55%	N/A

Our regulated utilities and WBS recorded the following AFUDC for the years ended December 31:

(in millions)	2021	2020	2019
<b>AFUDC – Debt</b>			
WE	\$ 2.9	\$ 2.6	\$ 1.5
WPS	3.5	4.6	2.4
WG	0.2	0.6	0.5
UMERC	0.1	—	1.3
WBS	0.1	0.1	0.1
Other	—	0.1	0.1
<b>Total AFUDC – Debt</b>	<b>\$ 6.8</b>	<b>\$ 8.0</b>	<b>\$ 5.9</b>
<b>AFUDC – Equity</b>			
WE	\$ 7.9	\$ 7.0	\$ 3.7
WPS	9.0	11.8	5.7
WG	0.6	1.6	1.3
UMERC	0.1	0.1	3.3
WBS	0.2	0.2	0.2
Other	0.2	0.2	0.2
<b>Total AFUDC – Equity</b>	<b>\$ 18.0</b>	<b>\$ 20.9</b>	<b>\$ 14.4</b>

**(j) Cloud Computing Hosting Arrangements that are Service Contracts**—We have entered into several cloud computing arrangements that are hosted service contracts as part of projects related to the continuous transformation of technology. These projects include, among other things, developing a centralized repository for data to improve analytics and reporting, targeted enterprise resource planning systems, a project management tool, and a power generation employee scheduling system. We present prepaid hosting fees that are service contracts in either prepayments or other long-term assets on our balance sheets and amortize them as the hosting services are received. Amortization expense, as well as the fees associated with the hosting arrangements, is recorded in other operation and maintenance expense on our income statements.

At December 31, 2021 and 2020, we had \$3.3 million and \$1.8 million, respectively, of capitalized implementation costs related to cloud computing arrangements that are hosted service contracts. We amortize the implementation costs on a straight-line basis over the cloud computing service arrangement term once the component of the hosted service is ready for its intended use. Amortization and accumulated amortization for the years ended December 31, 2021 and 2020 were not significant. The presentation of the implementation costs, along with the related accumulated amortization, follows the prepaid hosting fees.

**(k) Asset Impairment**—Goodwill and other intangible assets with indefinite lives are subject to an annual impairment test. Interim impairment tests are performed when impairment indicators are present. During the third quarter of each year, we perform an annual impairment test at all of our reporting units that carry a goodwill balance. The carrying amount of the reporting unit's goodwill is considered not recoverable if the carrying amount of the reporting unit's net assets exceeds the reporting unit's fair value. An impairment loss is recorded for the excess of the carrying amount of the goodwill over its implied fair value. See Note 10, Goodwill and Intangibles, for more information.

We periodically assess the recoverability of certain long-lived assets when factors indicate the carrying value of such assets may be impaired or such assets are planned to be sold. Long-lived assets that would be subject to an impairment assessment generally include any assets within regulated operations that may not be fully recovered from our customers as a result of regulatory decisions that will be made in the future, as well as assets within nonregulated operations that are proposed to be sold or are currently generating operating losses. An impairment loss is recognized when the carrying amount of an asset is not recoverable and exceeds the fair value of the asset. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from

the use and eventual disposition of the asset. An impairment loss is measured as the excess of the carrying amount of the asset over its fair value at the end of the reporting period. An impairment loss is recognized only when the carrying amount of the asset exceeds its fair value.

When it becomes probable that a generating unit will be retired before the end of its useful life, we assess whether the generating unit meets the criteria for abandonment accounting. Generating units that are considered probable of abandonment are expected to cease operations in the near term, significantly before the end of their original estimated useful lives. If a generating unit meets the applicable criteria to be considered probable of abandonment, and the unit has been abandoned, we assess the likelihood of recovery of the remaining net book value of that generating unit at the end of each reporting period. If it becomes probable that regulators will disallow full recovery as well as a return on the remaining net book value of a generating unit that is either abandoned or probable of being abandoned, an impairment loss may be required. An impairment loss would be recorded if the remaining net book value of the generating unit is greater than the present value of the amount expected to be recovered from ratepayers, using an incremental borrowing rate. See Note 6, Regulatory Assets and Liabilities, for more information.

We periodically assess the recoverability of equity method investments when factors indicate the carrying amount of such assets may be impaired. Equity method investments are assessed for impairment by comparing the fair values of these investments to their carrying amounts if a fair value assessment was completed or by reviewing for the presence of impairment indicators. If an impairment exists, and it is determined to be other-than-temporary, an impairment loss is recognized equal to the amount by which the carrying amount exceeds the investment's fair value.

**(l) Asset Retirement Obligations**—We recognize, at fair value, legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, and normal operation of the assets. An ARO liability is recorded, when incurred, for these obligations as long as the fair value can be reasonably estimated, even if the timing or method of settling the obligation is unknown. The associated retirement costs are capitalized as part of the related long-lived asset and are depreciated over the useful life of the asset. The ARO liabilities are accreted each period using the credit-adjusted risk-free interest rates associated with the expected settlement dates of the AROs. These rates are determined when the obligations are incurred. Subsequent changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the associated capitalized retirement costs. For our regulated entities, we recognize regulatory assets or liabilities for the timing differences between when we recover an ARO in rates and when we recognize the associated retirement costs. See Note 9, Asset Retirement Obligations, for more information.

**(m) Intangible Liabilities**—Our finite-lived intangible liabilities include revenue contracts, consisting of PPAs and a proxy revenue swap, in addition to interconnection agreements, which were all obtained through the acquisitions of wind generation facilities by WECI in our non-utility energy infrastructure segment. Intangible liabilities are amortized on a straight-line basis over their estimated useful life. Amortization of revenue contracts is recorded within operating revenues in the income statements. Amortization related to the interconnection agreements is recorded within other operation and maintenance in the income statements. The straight-line method of amortization is used because it best reflects the pattern in which the economic benefits of the intangibles are consumed or otherwise used. The amounts and useful lives assigned to intangible liabilities assumed impact the amount and timing of future amortization.

**(n) Stock-Based Compensation**—In accordance with the Omnibus Stock Incentive Plan, we provide long-term incentives through our equity interests to our non-employee directors, officers, and other key employees. The plan provides for the granting of stock options, restricted stock, performance shares, and other stock-based awards. Awards may be paid in common stock, cash, or a combination thereof. In addition to those shares of common stock that are subject to awards outstanding as of May 6, 2021, 9.0 million shares are reserved for issuance under the plan.

We recognize stock-based compensation expense on a straight-line basis over the requisite service period. Awards classified as equity awards are measured based on their grant-date fair value. Awards classified as liability awards are recorded at fair value each reporting period. We account for forfeitures as they occur, rather than estimating potential future forfeitures and recording them over the vesting period.

### **Stock Options**

We grant non-qualified stock options that generally vest on a cliff-basis after three years. The exercise price of a stock option under the plan cannot be less than 100% of our common stock's fair market value on the grant date. Historically, all stock options have been granted with an exercise price equal to the fair market value of our common stock on the date of the grant. Options vest immediately upon retirement, death, or disability; however, they may not be exercised within six months of the grant date except in connection with certain termination of employment events following a change in control. Options expire no later than 10 years from the date of the grant.

Our stock options are classified as equity awards. The fair value of our stock options was calculated using a binomial option pricing model. The following table shows the estimated weighted-average fair value per stock option granted along with the weighted-average assumptions used in the valuation models:

	2021	2020	2019
Stock options granted	530,612	554,594	476,418
Estimated weighted-average fair value per stock option	\$ 13.20	\$ 10.94	\$ 8.60
<b>Assumptions used to value the options:</b>			
Risk-free interest rate	0.1% – 0.9%	0.2% – 1.9%	2.5% – 2.7%
Dividend yield	2.9 %	3.0 %	3.6 %
Expected volatility	21.0 %	16.3 %	17.0 %
Expected life (years)	8.7	8.6	8.5

The risk-free interest rate was based on the United States Treasury interest rate with a term consistent with the expected life of the stock options. The dividend yield was based on our dividend rate at the time of the grant and historical stock prices. Expected volatility and expected life assumptions were based on our historical experience.

### **Restricted Shares**

Restricted shares granted to employees generally have a vesting period of three years with one-third of the award vesting on each anniversary of the grant date. Restricted shares granted to certain officers and all non-employee directors fully vest after one year.

Our restricted shares are classified as equity awards.

### **Performance Units**

Officers and other key employees are granted performance units under the WEC Energy Group Performance Unit Plan. Under the plan, the ultimate number of units that will be awarded is dependent on our total shareholder return (stock price appreciation plus dividends) as compared to the total shareholder return of a peer group of companies over three years, as well as other performance metrics as may be determined by the Compensation Committee. Under the terms of the award, participants may earn between 0% and 175% of the performance unit award based on our total shareholder return. Pursuant to the terms of the plan, these percentages can be adjusted upwards or downwards by up to 10% based on our performance against additional performance measures, if any, adopted by the Compensation Committee. Performance units also accrue forfeitable dividend equivalents in the form of additional performance units.

All grants of performance units are settled in cash and are accounted for as liability awards accordingly. The fair value of the performance units reflects our estimate of the final expected value of the awards, which is based on our stock price and performance achievement under the terms of the award. Stock-based compensation costs are generally recorded over the performance period, which is three years.

See Note 11, Common Equity, for more information on our stock-based compensation plans.

**(o) Earnings Per Share**—We compute basic earnings per share by dividing our net income attributed to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed in a similar manner, but includes the exercise and/or conversion of all potentially dilutive securities. Such dilutive securities include in-the-money stock options. The calculation of diluted earnings per share for the years ended December 31, 2021 and 2020 excluded 769,030 and 207,445 stock options, respectively, that had an anti-dilutive effect. There were no securities that had an anti-dilutive effect for the year ended December 31, 2019.

**(p) Leases**—We recognize a right of use asset and lease liability for operating and finance leases with a term of greater than one year. As a policy election, we account for each lease component separately from the nonlease components of a contract.

### **Significant Judgments and Other Information**

We are currently party to several easement agreements that allow us access to land we do not own for the purpose of constructing and maintaining certain electric power and natural gas equipment. The majority of payments we make related to easements relate to our wind generating facilities. We have not classified our easements as leases because we view the entire parcel of land specified in our easement agreements to be the identified asset, not just that portion of the parcel that contains our easement. As such, we have concluded that we do not control the use of an identified asset related to our easement agreements, nor do we obtain substantially all of the economic benefits associated with these shared-use assets.

See Note 15, Leases, for more information.



**(q) Income Taxes**—We follow the liability method in accounting for income taxes. Accounting guidance for income taxes requires the recording of deferred assets and liabilities to recognize the expected future tax consequences of events that have been reflected in our financial statements or tax returns and the adjustment of deferred tax balances to reflect tax rate changes. We are required to assess the likelihood that our deferred tax assets would expire before being realized. If we conclude that certain deferred tax assets are likely to expire before being realized, a valuation allowance would be established against those assets. GAAP requires that, if we conclude in a future period that it is more likely than not that some or all of the deferred tax assets would be realized before expiration, we reverse the related valuation allowance in that period. Any change to the allowance, as a result of a change in judgment about the realization of deferred tax assets, is reported in income tax expense.

ITCs associated with regulated operations are deferred and amortized over the life of the assets. PTCs are recognized in the period in which such credits are generated. The amount of the credit is based upon power production from our qualifying generation facilities. We file a consolidated federal income tax return. Accordingly, we allocate federal current tax expense, benefits, and credits to our subsidiaries based on their separate tax computations and our ability to monetize all credits on our consolidated federal return. See Note 16, Income Taxes, for more information.

We recognize interest and penalties accrued, related to unrecognized tax benefits, in income tax expense in our income statements.

**(r) Fair Value Measurements**—Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

Fair value accounting rules provide a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are observable, either directly or indirectly, but are not quoted prices included within Level 1. Level 2 includes those financial instruments that are valued using external inputs within models or other valuation methods.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methods that result in management's best estimate of fair value. Level 3 instruments include those that may be more structured or otherwise tailored to customers' needs.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. We use a mid-market pricing convention (the mid-point price between bid and ask prices) as a practical measure for valuing certain derivative assets and liabilities. We primarily use a market approach for recurring fair value measurements and attempt to use valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

When possible, we base the valuations of our derivative assets and liabilities on quoted prices for identical assets and liabilities in active markets. These valuations are classified in Level 1. The valuations of certain contracts not classified as Level 1 may be based on quoted market prices received from counterparties and/or observable inputs for similar instruments. Transactions valued using these inputs are classified in Level 2. Certain derivatives are categorized in Level 3 due to the significance of unobservable or internally-developed inputs.

See Note 17, Fair Value Measurements, for more information.

**(s) Derivative Instruments**—We use derivatives as part of our risk management program to manage the risks associated with the price volatility of interest rates, purchased power, generation, and natural gas costs for the benefit of our customers and shareholders. Our approach is non-speculative and designed to mitigate risk. Regulated hedging programs are approved by our state regulators.

We record derivative instruments on our balance sheets as assets or liabilities measured at fair value unless they qualify for the normal purchases and sales exception, and are so designated. We continually assess our contracts designated as normal and will discontinue the treatment of these contracts as normal if the required criteria are no longer met. Changes in the derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met or we receive regulatory treatment for the derivative. For most energy-related physical and financial contracts in our regulated operations that qualify as derivatives, our regulators allow the effects of fair value accounting to be offset to regulatory assets and liabilities.

We classify derivative assets and liabilities as current or long-term on our balance sheets based on the maturities of the underlying contracts. Cash flows from derivative activities are presented in the same category as the item being hedged within operating activities on our statements of cash flows.

Derivative accounting rules provide the option to present certain asset and liability derivative positions net on the balance sheets and to net the related cash collateral against these net derivative positions. We elected not to net these items. On our balance sheets, cash

collateral provided to others is reflected in other current assets, and cash collateral received is reflected in other current liabilities. See Note 18, Derivative Instruments, for more information.

**(t) Guarantees**—We follow the guidance of the Guarantees Topic of the FASB ASC, which requires, under certain circumstances, that the guarantor recognize a liability for the fair value of the obligation undertaken in issuing the guarantee at its inception. See Note 19, Guarantees, for more information.

**(u) Employee Benefits**—The costs of pension and OPEB plans are expensed over the periods during which employees render service. These costs are distributed among our subsidiaries based on current employment status and actuarial calculations, as applicable. Our regulators allow recovery in rates for the utilities' net periodic benefit cost calculated under GAAP. See Note 20, Employee Benefits, for more information.

**(v) Customer Deposits and Credit Balances**—When utility customers apply for new service, they may be required to provide a deposit for the service. Customer deposits are recorded within other current liabilities on our balance sheets.

Utility customers can elect to be on a budget plan. Under this type of plan, a monthly installment amount is calculated based on estimated annual usage. During the year, the monthly installment amount is reviewed by comparing it to actual usage. If necessary, an adjustment is made to the monthly amount. Annually, the budget plan is reconciled to actual annual usage. Payments in excess of actual customer usage are recorded within other current liabilities on our balance sheets.

**(w) Environmental Remediation Costs**—We are subject to federal and state environmental laws and regulations that in the future may require us to pay for environmental remediation at sites where we have been, or may be, identified as a potentially responsible party. Loss contingencies may exist for the remediation of hazardous substances at various potential sites, including coal combustion residual landfills and manufactured gas plant sites. See Note 9, Asset Retirement Obligations, for more information regarding coal combustion residual landfills and Note 24, Commitments and Contingencies, for more information regarding manufactured gas plant sites.

We record environmental remediation liabilities when site assessments indicate remediation is probable and we can reasonably estimate the loss or a range of losses. The estimate includes both our share of the liability and any additional amounts that will not be paid by other potentially responsible parties or the government. When possible, we estimate costs using site-specific information but also consider historical experience for costs incurred at similar sites. Remediation efforts for a particular site generally extend over a period of several years. During this period, the laws governing the remediation process may change, as well as site conditions, potentially affecting the cost of remediation.

Our utilities have received approval to defer certain environmental remediation costs, as well as estimated future costs, through a regulatory asset. The recovery of deferred costs is subject to the applicable state regulatory commission's approval.

We review our estimated costs of remediation annually for our manufactured gas plant sites and coal combustion residual landfills. We adjust the liabilities and related regulatory assets, as appropriate, to reflect the new cost estimates. Any material changes in cost estimates are adjusted throughout the year.

**(x) Customer Concentrations of Credit Risk**—The geographic concentration of our customers did not contribute significantly to our overall exposure to credit risk. We periodically review customers' credit ratings, financial statements, and historical payment performance and require them to provide collateral or other security as needed. Credit risk exposure at WE, WPS, WG, PGL, and NSG is mitigated by their recovery mechanisms for uncollectible expense discussed in Note 1(d), Operating Revenues. As a result, we did not have any significant concentrations of credit risk at December 31, 2021. In addition, there were no customers that accounted for more than 10% of our revenues for the year ended December 31, 2021.

## NOTE 2—ACQUISITIONS

In accordance with Topic 805: Clarifying the Definition of a Business (ASU 2017-01), transactions are evaluated and are accounted for as acquisitions (or disposals) of assets or businesses, and transaction costs are capitalized in asset acquisitions. The purchase price of certain acquisitions described below includes intangibles recorded as long-term liabilities related to PPAs, an interconnection agreement, and a proxy revenue swap. See Note 10, Goodwill and Intangibles, for more information.

### Acquisition of Electric Generation Facility in Wisconsin

In November 2021, WE and WPS signed an asset purchase agreement to acquire Whitewater, a commercially operational 236.5 MW dual fueled (natural gas and low sulfur fuel oil) combined cycle electrical generation facility in Whitewater, Wisconsin, for \$72.7 million. The transaction is expected to close in January 2023. In December 2021, WE and WPS filed an application with the PSCW for approval to acquire Whitewater. See Note 15, Leases, for more information.

### Acquisition of Wind Generation Facilities in Illinois

In June 2021, WEI signed an agreement to acquire a 90% ownership interest in Sapphire Sky, a 250 MW wind generating facility under construction in McLean County, Illinois, for approximately \$412 million. The project has an offtake agreement with an unaffiliated

third party for all of the energy to be produced by the facility for a period of 12 years. WECl's investment in Sapphire Sky is expected to qualify for PTCs. The transaction is subject to FERC approval and commercial operation is expected to begin by the end of 2022, at which time the transaction is expected to close. Sapphire Sky will be included in the non-utility energy infrastructure segment.

In December 2020, WECl completed the acquisition of a 90% ownership interest in Blooming Grove, a commercially operational 250 MW wind generating facility in McLean County, Illinois, for a total investment of \$364.6 million, which includes transaction costs and is net of restricted cash acquired of \$24.1 million. Blooming Grove has offtake agreements for all the energy produced with affiliates of two investment grade multinational companies for 12 years. WECl's investment in Blooming Grove qualifies for PTCs. Blooming Grove is included in the non-utility energy infrastructure segment.

The table below shows the allocation of the purchase price to the assets acquired and liabilities assumed at the date of the acquisition.

<i>(in millions)</i>	
Net property, plant, and equipment	\$ 488.3
Accounts receivable	0.3
Other long-term assets	2.9
Accounts payable	(13.7)
Other current liabilities	(1.5)
Long-term liabilities	(68.7)
Noncontrolling interest	(43.0)
<b>Total purchase price</b>	<b>\$ 364.6</b>

### Acquisition of a Wind Generation Facility in Kansas

In February 2021, WECl completed the acquisition of a 90% ownership interest in Jayhawk, a 190 MW wind generating facility in Bourbon and Crawford counties, Kansas, for \$119.9 million, which included transaction costs. This project became commercially operational in December 2021. Subsequent to the acquisition, WECl incurred an additional \$147.4 million of capital expenditures for the project for a total investment of \$267.3 million. The project has an offtake agreement with an unaffiliated third party for all of the energy to be produced by the facility for a period of 10 years. WECl's investment in Jayhawk qualifies for PTCs. WECl is entitled to 99% of the tax benefits related to this facility for the first 10 years of commercial operation, after which we will be entitled to tax benefits equal to our ownership interest. Jayhawk is included in the non-utility energy infrastructure segment.

The table below shows the allocation of the purchase price to the assets acquired and liabilities assumed at the date of the acquisition.

<i>(in millions)</i>	
Net property, plant, and equipment	\$ 145.3
Long-term liabilities	(11.8)
Long-term debt	(7.3)
Noncontrolling interest	(6.3)
<b>Total purchase price</b>	<b>\$ 119.9</b>

### Acquisition of a Wind Generation Facility in South Dakota

In December 2020, WECl completed the acquisition of an 85% ownership interest in Tatanka Ridge, a 155 MW wind generating facility in Deuel County, South Dakota, that became commercially operational in January 2021. WECl's total investment was \$239.9 million, which included transaction costs. Tatanka Ridge has offtake agreements for all the energy produced with an affiliate of an investment grade multinational company for 12 years and a well-established electric cooperative that serves utilities in multiple states for 10 years. WECl's investment in Tatanka Ridge qualifies for PTCs. WECl is entitled to 99% of the tax benefits related to this facility for the first 11 years of commercial operation, after which we will be entitled to tax benefits equal to our ownership interest. Tatanka Ridge is included in the non-utility energy infrastructure segment.

The table below shows the allocation of the purchase price to the assets acquired and liabilities assumed at the date of the acquisition.

<i>(in millions)</i>	
Current assets	\$ 37.3
Net property, plant, and equipment	301.2
Current liabilities	(37.3)
Long-term liabilities	(19.3)
Noncontrolling interest	(42.0)
<b>Total purchase price</b>	<b>\$ 239.9</b>

## Acquisition of Wind Generation Facilities in Nebraska

In August 2019, WECI signed an agreement to acquire an 80% ownership interest in Thunderhead, a 300 MW wind generating facility under construction in Antelope and Wheeler counties in Nebraska, for a total investment of approximately \$338 million. In February 2020, WECI agreed to acquire an additional 10% ownership interest in Thunderhead for \$43 million. The project has an offtake agreement for all of the energy to be produced by the facility for 12 years. WECI's investment in Thunderhead is expected to qualify for PTCs. The transaction was approved by FERC in April 2020, and commercial operation was initially expected to begin by the end of 2020. However, due to a delay in construction of the required substation, Thunderhead is now expected to begin commercial operation during the first half of 2022. The transaction is expected to close upon commercial operation. Thunderhead will be included in the non-utility energy infrastructure segment.

In January 2019, WECI completed the acquisition of an 80% ownership interest in Upstream, a commercially operational 202.5 MW wind generating facility, for \$268.2 million, which included transaction costs and is net of cash and restricted cash acquired of \$9.2 million. In February 2020, WECI signed an agreement to acquire an additional 10% ownership interest in Upstream for \$31.0 million. Upstream is located in Antelope County, Nebraska and supplies energy to the Southwest Power Pool. Upstream's revenue will be substantially fixed over 10 years through an agreement with an unaffiliated third party. WECI's investment in Upstream qualifies for PTCs. Upstream is included in the non-utility energy infrastructure segment.

The table below shows the allocation of the purchase price to the assets acquired and liabilities assumed at the date of the acquisition of the initial 80% ownership interest in Upstream.

<i>(in millions)</i>	
Current assets	\$ 0.4
Net property, plant, and equipment	341.6
Other long-term assets	14.8
Current liabilities	(4.6)
Long-term liabilities	(15.0)
Noncontrolling interest	(69.0)
<b>Total purchase price</b>	<b>\$ 268.2</b>

## NOTE 3—DISPOSITIONS

### Corporate and Other Segment

#### ***Sale of Certain WPS Power Development, LLC Solar Power Generation Facilities***

In November 2020, we sold a portfolio of residential solar facilities owned by PDL for \$10.5 million. These solar facilities were located in California and Hawaii. During the fourth quarter of 2020, we recorded an after-tax gain on the sale of \$3.0 million primarily related to the recognition of deferred ITCs, which were included as a reduction of income tax expense on our income statements. The assets included in the sale were not material and, therefore, were not presented as held for sale. The results of operations of these facilities remained in continuing operations through the sale date as the sale did not represent a shift in our corporate strategy and did not have a major effect on our operations and financial results.

In 2019, we sold four solar power generation facilities owned by PDL for \$26.3 million. These solar facilities were located in Massachusetts. In 2019, we recorded an after-tax gain on the sales of \$6.5 million primarily related to the recognition of deferred ITCs, which were included as a reduction of income tax expense on our income statements. The assets included in the sales were not material and, therefore, were not presented as held for sale. The results of operations of these facilities remained in continuing operations through the sale dates as the sales did not represent a shift in our corporate strategy and did not have a major effect on our operations and financial results.

**NOTE 4—OPERATING REVENUES**

For more information about our significant accounting policies related to operating revenues, see Note 1(d), Operating Revenues.

**Disaggregation of Operating Revenues**

The following tables present our operating revenues disaggregated by revenue source. We do not have any revenues associated with our electric transmission segment, which includes investments accounted for using the equity method. We disaggregate revenues into categories that depict how the nature, amount, timing, and uncertainty of revenues and cash flows are affected by economic factors. For our segments, revenues are further disaggregated by electric and natural gas operations and then by customer class. Each customer class within our electric and natural gas operations have different expectations of service, energy and demand requirements, and can be impacted differently by regulatory activities within their jurisdictions.

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Utility Operations	Non-Utility Energy Infrastructure	Corporate and Other	Reconciling Eliminations	WEC Energy Group Consolidated
<b>Year ended December 31, 2021</b>								
Electric	\$ 4,516.6	\$ —	\$ —	\$ 4,516.6	\$ —	\$ —	\$ —	\$ 4,516.6
Natural gas	1,490.3	1,630.3	494.0	3,614.6	46.8	—	(43.8)	3,617.6
<b>Total regulated revenues</b>	<b>6,006.9</b>	<b>1,630.3</b>	<b>494.0</b>	<b>8,131.2</b>	<b>46.8</b>	<b>—</b>	<b>(43.8)</b>	<b>8,134.2</b>
Other non-utility revenues	—	—	17.8	17.8	92.8	—	(9.1)	101.5
<b>Total revenues from contracts with customers</b>	<b>6,006.9</b>	<b>1,630.3</b>	<b>511.8</b>	<b>8,149.0</b>	<b>139.6</b>	<b>—</b>	<b>(52.9)</b>	<b>8,235.7</b>
Other operating revenues	30.1	42.5	7.2	79.8	399.9	0.5	(399.9) <sup>(1)</sup>	80.3
<b>Total operating revenues</b>	<b>\$ 6,037.0</b>	<b>\$ 1,672.8</b>	<b>\$ 519.0</b>	<b>\$ 8,228.8</b>	<b>\$ 539.5</b>	<b>\$ 0.5</b>	<b>\$ (452.8)</b>	<b>\$ 8,316.0</b>

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Utility Operations	Non-Utility Energy Infrastructure	Corporate and Other	Reconciling Eliminations	WEC Energy Group Consolidated
<b>Year ended December 31, 2020</b>								
Electric	\$ 4,266.1	\$ —	\$ —	\$ 4,266.1	\$ —	\$ —	\$ —	\$ 4,266.1
Natural gas	1,195.6	1,267.9	361.0	2,824.5	44.4	—	(42.0)	2,826.9
<b>Total regulated revenues</b>	<b>5,461.7</b>	<b>1,267.9</b>	<b>361.0</b>	<b>7,090.6</b>	<b>44.4</b>	<b>—</b>	<b>(42.0)</b>	<b>7,093.0</b>
Other non-utility revenues	—	—	17.1	17.1	66.6	1.7	(9.1)	76.3
<b>Total revenues from contracts with customers</b>	<b>5,461.7</b>	<b>1,267.9</b>	<b>378.1</b>	<b>7,107.7</b>	<b>111.0</b>	<b>1.7</b>	<b>(51.1)</b>	<b>7,169.3</b>
Other operating revenues	11.8	54.0	6.0	71.8	397.5	0.5	(397.4) <sup>(1)</sup>	72.4
<b>Total operating revenues</b>	<b>\$ 5,473.5</b>	<b>\$ 1,321.9</b>	<b>\$ 384.1</b>	<b>\$ 7,179.5</b>	<b>\$ 508.5</b>	<b>\$ 2.2</b>	<b>\$ (448.5)</b>	<b>\$ 7,241.7</b>

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Utility Operations	Non-Utility Energy Infrastructure	Corporate and Other	Reconciling Eliminations	WEC Energy Group Consolidated
<b>Year ended December 31, 2019</b>								
Electric	\$ 4,307.7	\$ —	\$ —	\$ 4,307.7	\$ —	\$ —	\$ —	\$ 4,307.7
Natural gas	1,324.1	1,332.4	411.6	3,068.1	47.4	—	(44.1)	3,071.4
<b>Total regulated revenues</b>	<b>5,631.8</b>	<b>1,332.4</b>	<b>411.6</b>	<b>7,375.8</b>	<b>47.4</b>	<b>—</b>	<b>(44.1)</b>	<b>7,379.1</b>
Other non-utility revenues	—	0.1	16.6	16.7	55.2	4.0	(5.7)	70.2
<b>Total revenues from contracts with customers</b>	<b>5,631.8</b>	<b>1,332.5</b>	<b>428.2</b>	<b>7,392.5</b>	<b>102.6</b>	<b>4.0</b>	<b>(49.8)</b>	<b>7,449.3</b>
Other operating revenues	15.3	24.6	(2.2)	37.7	393.3	0.4	(357.6) <sup>(1)</sup>	73.8
<b>Total operating revenues</b>	<b>\$ 5,647.1</b>	<b>\$ 1,357.1</b>	<b>\$ 426.0</b>	<b>\$ 7,430.2</b>	<b>\$ 495.9</b>	<b>\$ 4.4</b>	<b>\$ (407.4)</b>	<b>\$ 7,523.1</b>

<sup>(1)</sup> Amounts eliminated represent lease revenues related to certain plants that We Power leases to WE to supply electricity to its customers. Lease payments are billed from We Power to WE and then recovered in WE's rates as authorized by the PSCW and the FERC. WE operates the plants and is authorized by the PSCW and Wisconsin state law to fully recover prudently incurred operating and maintenance costs in electric rates.

**Revenues from Contracts with Customers**

**Electric Utility Operating Revenues** – The following table disaggregates electric utility operating revenues into customer class:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
Residential	\$ 1,768.0	\$ 1,743.9	\$ 1,608.6
Small commercial and industrial	1,415.7	1,325.9	1,384.6
Large commercial and industrial	931.9	821.5	871.9
Other	29.3	29.0	29.6
<b>Total retail revenues</b>	<b>4,144.9</b>	<b>3,920.3</b>	<b>3,894.7</b>
Wholesale	157.7	174.0	189.5
Resale	161.9	130.4	163.1
Steam	28.7	21.3	23.3
Other utility revenues	23.4	20.1	37.1
<b>Total electric utility operating revenues</b>	<b>\$ 4,516.6</b>	<b>\$ 4,266.1</b>	<b>\$ 4,307.7</b>

**Natural Gas Utility Operating Revenues** – The following tables disaggregate natural gas utility operating revenues into customer class:

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Natural Gas Utility Operating Revenues
<b>Year ended December 31, 2021</b>				
Residential	\$ 928.9	\$ 1,017.9	\$ 241.2	\$ 2,188.0
Commercial and industrial	472.1	302.1	129.9	904.1
<b>Total retail revenues</b>	<b>1,401.0</b>	<b>1,320.0</b>	<b>371.1</b>	<b>3,092.1</b>
Transportation	80.0	231.2	31.8	343.0
Other utility revenues <sup>(1)</sup>	9.3	79.1	91.1	179.5
<b>Total natural gas utility operating revenues</b>	<b>\$ 1,490.3</b>	<b>\$ 1,630.3</b>	<b>\$ 494.0</b>	<b>\$ 3,614.6</b>

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Natural Gas Utility Operating Revenues
<b>Year ended December 31, 2020</b>				
Residential	\$ 752.6	\$ 802.2	\$ 220.8	\$ 1,775.6
Commercial and industrial	338.1	221.0	115.8	674.9
<b>Total retail revenues</b>	<b>1,090.7</b>	<b>1,023.2</b>	<b>336.6</b>	<b>2,450.5</b>
Transportation	79.1	215.6	31.5	326.2
Other utility revenues <sup>(1)</sup>	25.8	29.1	(7.1)	47.8
<b>Total natural gas utility operating revenues</b>	<b>\$ 1,195.6</b>	<b>\$ 1,267.9</b>	<b>\$ 361.0</b>	<b>\$ 2,824.5</b>

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Natural Gas Utility Operating Revenues
<b>Year ended December 31, 2019</b>				
Residential	\$ 837.9	\$ 857.8	\$ 258.2	\$ 1,953.9
Commercial and industrial	419.9	261.7	148.7	830.3
<b>Total retail revenues</b>	<b>1,257.8</b>	<b>1,119.5</b>	<b>406.9</b>	<b>2,784.2</b>
Transportation	72.6	245.3	31.6	349.5
Other utility revenues <sup>(1)</sup>	(6.3)	(32.4)	(26.9)	(65.6)
<b>Total natural gas utility operating revenues</b>	<b>\$ 1,324.1</b>	<b>\$ 1,332.4</b>	<b>\$ 411.6</b>	<b>\$ 3,068.1</b>

<sup>(1)</sup> Includes the revenues subject to the purchased gas recovery mechanisms of our utilities. The amounts for 2021 reflect the higher natural gas costs that were incurred as a result of the extreme winter weather conditions in February 2021. As these amounts are billed to customers, they are reflected in retail revenues with an offsetting decrease in other utility revenues. See Note 26, Regulatory Environment, for more information. In addition to costs related to the extreme weather event, we incurred higher natural gas costs throughout 2021, compared with 2020, as a result of an increase in the price of natural gas.

**Other Natural Gas Operating Revenues** – We have other natural gas operating revenues from Bluewater, which is in our non-utility energy infrastructure segment. Bluewater has entered into long-term service agreements for natural gas storage services with WE, WPS, and WG, and also provides limited service to unaffiliated customers. All amounts associated with the service agreements with WE, WPS, and WG have been eliminated at the consolidated level.

**Other Non-Utility Operating Revenues** – Other non-utility operating revenues consist primarily of the following:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
Wind generation revenues	\$ 60.3	\$ 34.6	\$ 24.0
We Power revenues	23.3	22.9	25.4
Appliance service revenues	17.8	17.1	16.6
Other	0.1	1.7	4.2
<b>Total other non-utility operating revenues</b>	<b>\$ 101.5</b>	<b>\$ 76.3</b>	<b>\$ 70.2</b>

### Other Operating Revenues

Other operating revenues consist primarily of the following:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
Late payment charges <sup>(1)</sup>	\$ 54.9	\$ 29.4	\$ 43.7
Alternative revenues <sup>(2)</sup>	21.2	38.8	(9.6)
Other	4.2	4.2	39.7
<b>Total other operating revenues</b>	<b>\$ 80.3</b>	<b>\$ 72.4</b>	<b>\$ 73.8</b>

<sup>(1)</sup> The increase in late payment charges during 2021, compared with 2020, was a result of the expiration of various regulatory orders from our utility commissions in response to the COVID-19 pandemic, which included the suspension of late payment charges during a designated time period. See Note 26, Regulatory Environment, for more information.

The reduction in late payment charges in 2020, compared with 2019, was a result of various regulatory orders from our utility commissions in response to the COVID-19 pandemic, which included the suspension of late payment charges during a designated time period. PGL and NSG were authorized to implement a SPC rider for the recovery of these late payment charges related to COVID-19, thereby allowing them to record these late payment charges as alternative revenues. The total amount of late payment charges recorded as alternative revenues during the year ended December 31, 2020 was \$8.5 million. See Note 26, Regulatory Environment, for more information.

<sup>(2)</sup> Negative amounts can result from alternative revenues being reversed to revenues from contracts with customers as the customer is billed for these alternative revenues. Negative amounts can also result from revenues to be refunded to customers subject to decoupling mechanisms, wholesale true-ups, conservation improvement rider true-ups, and certain late payment charges, as discussed in Note 1(d), Operating Revenues.

## NOTE 5—CREDIT LOSSES

We have included tables below that show our gross third-party receivable balances and the related allowance for credit losses at December 31, 2021 and 2020, by reportable segment.

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Utility Operations	Non-Utility Energy Infrastructure	Corporate and Other	WEC Energy Group Consolidated
<b>December 31, 2021</b>							
Accounts receivable and unbilled revenues	\$ 1,053.1	\$ 523.1	\$ 105.7	\$ 1,681.9	\$ 17.0	\$ 5.1	\$ 1,704.0
Allowance for credit losses	84.0	105.5	8.8	198.3	—	—	198.3
<b>Accounts receivable and unbilled revenues, net <sup>(1)</sup></b>	<b>\$ 969.1</b>	<b>\$ 417.6</b>	<b>\$ 96.9</b>	<b>\$ 1,483.6</b>	<b>\$ 17.0</b>	<b>\$ 5.1</b>	<b>\$ 1,505.7</b>
Total accounts receivable, net – past due greater than 90 days <sup>(1)</sup>	\$ 46.5	\$ 36.6	\$ 3.4	\$ 86.5	\$ —	\$ —	\$ 86.5
Past due greater than 90 days – collection risk mitigated by regulatory mechanisms <sup>(1)</sup>	97.6 %	100.0 %	— %	94.8 %	— %	— %	94.8 %

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Total Utility Operations	Non-Utility Energy Infrastructure	Corporate and Other	WEC Energy Group Consolidated
<b>December 31, 2020</b>							
Accounts receivable and unbilled revenues	\$ 899.8	\$ 393.9	\$ 79.8	\$ 1,373.5	\$ 45.0	\$ 4.4	\$ 1,422.9
Allowance for credit losses	102.1	111.6	6.4	220.1	—	—	220.1
<b>Accounts receivable and unbilled revenues, net <sup>(1)</sup></b>	<b>\$ 797.7</b>	<b>\$ 282.3</b>	<b>\$ 73.4</b>	<b>\$ 1,153.4</b>	<b>\$ 45.0</b>	<b>\$ 4.4</b>	<b>\$ 1,202.8</b>
Total accounts receivable, net – past due greater than 90 days <sup>(1)</sup>	\$ 84.8	\$ 34.5	\$ 3.5	\$ 122.8	\$ —	\$ —	\$ 122.8
Past due greater than 90 days – collection risk mitigated by regulatory mechanisms <sup>(1)</sup>	97.6 %	100.0 %	— %	95.5 %	— %	— %	95.5 %

(1) Our exposure to credit losses for certain regulated utility customers is mitigated by regulatory mechanisms we have in place. Specifically, the residential rates of WE, WPS, and WG in our Wisconsin segment, as well as the residential rates of WE, WPS, and WG in our Illinois segment, include riders or other mechanisms for cost recovery or refund of uncollectible expense based on the difference between the actual provision for credit losses and the amounts recovered in rates. As a result, at December 31, 2021, \$839.1 million, or 55.7%, of our net accounts receivable and unbilled revenues balance had regulatory protections in place to mitigate the exposure to credit losses. In addition, we have received specific orders related to the deferral of certain costs (including credit losses) incurred as a result of the COVID-19 pandemic. The additional protections related to our accounts receivable and unbilled revenue balances provided by these orders are subject to prudence reviews and are still being assessed. They are not reflected in the percentages in the above tables or this note. See Note 26, Regulatory Environment, for more information on these orders.

A rollforward of the allowance for credit losses by reportable segment for the years ended December 31, 2021 and 2020, is included below:

<b>Year Ended December 31, 2021</b> <i>(in millions)</i>	<b>Wisconsin</b>	<b>Illinois</b>	<b>Other States</b>	<b>Total Utility Operations</b>	<b>Corporate and Other</b>	<b>WEC Energy Group Consolidated</b>
<b>Balance at December 31, 2020</b>	\$ 102.1	\$ 111.6	\$ 6.4	\$ 220.1	\$ —	\$ 220.1
Provision for credit losses	46.4	25.6	3.7	75.7	—	75.7
Provision for credit losses deferred for future recovery or refund	(16.6)	3.5	—	(13.1)	—	(13.1)
Write-offs charged against the allowance	(74.8)	(52.5)	(2.5)	(129.8)	—	(129.8)
Recoveries of amounts previously written off	26.9	17.3	1.2	45.4	—	45.4
<b>Balance at December 31, 2021</b>	<b>\$ 84.0</b>	<b>\$ 105.5</b>	<b>\$ 8.8</b>	<b>\$ 198.3</b>	<b>\$ —</b>	<b>\$ 198.3</b>

The decrease in the allowance for credit losses at December 31, 2021, compared to December 31, 2020, primarily related to normal collection practices resuming in April 2021 for our Wisconsin utilities and in June 2021 for our Illinois utilities. Across all of our reportable segments, higher year-over-year natural gas prices drove an increase in gross accounts receivable balances, partially offsetting the decrease in the allowance for credit losses attributed to collection efforts. See Note 26, Regulatory Environment, for more information.

<b>Year Ended December 31, 2020</b> <i>(in millions)</i>	<b>Wisconsin</b>	<b>Illinois</b>	<b>Other States</b>	<b>Total Utility Operations</b>	<b>Corporate and Other</b>	<b>WEC Energy Group Consolidated</b>
<b>Balance at December 31, 2019</b>	\$ 59.9	\$ 75.9	\$ 4.1	\$ 139.9	\$ 0.1	\$ 140.0
Provision for credit losses	47.5	51.1	4.3	102.9	—	102.9
Provision for credit losses deferred for future recovery or refund	24.6	30.6	—	55.2	—	55.2
Write-offs charged against the allowance	(65.9)	(63.0)	(3.4)	(132.3)	—	(132.3)
Recoveries of amounts previously written off	36.0	17.0	1.4	54.4	—	54.4
Sale of PDL residential solar facilities	—	—	—	—	(0.1)	(0.1)
<b>Balance at December 31, 2020</b>	<b>\$ 102.1</b>	<b>\$ 111.6</b>	<b>\$ 6.4</b>	<b>\$ 220.1</b>	<b>\$ —</b>	<b>\$ 220.1</b>

The increase in the allowance for credit losses at December 31, 2020, compared to December 31, 2019, was driven by higher past due accounts receivable balances at our utility segments, primarily related to residential customers. This increase in accounts receivable balances in arrears was driven by economic disruptions caused by the COVID-19 pandemic, including higher unemployment rates. Also, as a result of the COVID-19 pandemic and related regulatory orders we received, we were unable to disconnect any of our Wisconsin and Illinois customers during the year ended December 31, 2020.



## NOTE 6—REGULATORY ASSETS AND LIABILITIES

The following regulatory assets were reflected on our balance sheets as of December 31:

<i>(in millions)</i>	2021	2020	See Note
<b>Regulatory assets</b> <sup>(1) (2)</sup>			
Pension and OPEB costs <sup>(3)</sup>	\$ 802.3	\$ 1,101.6	20
Plant retirement related items	722.3	740.8	
Environmental remediation costs <sup>(4)</sup>	630.9	638.2	24
Income tax related items	458.8	454.6	16
AROs	194.2	181.3	9
SSR <sup>(5)</sup>	129.5	135.6	26
Securitization	100.7	105.2	23
Energy costs recoverable through rate adjustments <sup>(6)</sup>	85.4	1.1	1(d)
MERC extraordinary natural gas costs <sup>(7)</sup>	59.7	—	26
Uncollectible expense	42.6	82.0	5
Derivatives	33.1	26.5	1(s)
Energy efficiency programs <sup>(8)</sup>	22.0	7.3	
Other, net	85.6	69.9	
<b>Total regulatory assets</b>	<b>\$ 3,367.1</b>	<b>\$ 3,544.1</b>	
<b>Balance sheet presentation</b>			
Other current assets <sup>(6)</sup>	\$ 102.3	\$ 20.0	
Regulatory assets	3,264.8	3,524.1	
<b>Total regulatory assets</b>	<b>\$ 3,367.1</b>	<b>\$ 3,544.1</b>	

- <sup>(1)</sup> Based on prior and current rate treatment, we believe it is probable that our utilities will continue to recover from customers the regulatory assets in this table. In accordance with GAAP, our regulatory assets do not include the allowance for ROE that is capitalized for regulatory purposes. This allowance was \$30.9 million and \$34.2 million at December 31, 2021 and 2020, respectively.
- <sup>(2)</sup> As of December 31, 2021, we had \$337.7 million of regulatory assets not earning a return, \$14.3 million of regulatory assets earning a return based on short-term interest rates, and \$129.5 million of regulatory assets earning a return based on long-term interest rates. The regulatory assets not earning a return primarily relate to certain environmental remediation costs, energy costs recoverable through rate adjustments, MERC's extraordinary natural gas costs, uncollectible expense, our invested capital tax rider, COVID-19 deferred costs, and unamortized loss on reacquired debt. The other regulatory assets in the table either earn a return at the applicable utility's weighted average cost of capital or the cash has not yet been expended, in which case the regulatory assets are offset by liabilities.
- <sup>(3)</sup> Primarily represents the unrecognized future pension and OPEB costs related to our defined benefit pension and OPEB plans. We are authorized recovery of these regulatory assets over the average remaining service life of each plan.
- <sup>(4)</sup> As of December 31, 2021, we had made cash expenditures of \$98.3 million related to these environmental remediation costs. The remaining \$532.6 million represents our estimated future cash expenditures.
- <sup>(5)</sup> The rate order WE received from the PSCW in December 2019 authorized recovery of the SSR regulatory asset over a 15-year period that began on January 1, 2020.
- <sup>(6)</sup> The increase in these regulatory assets primarily relates to the high natural gas costs that were incurred as a result of the extreme winter weather conditions in February 2021. See Note 26, Regulatory Environment, for more information on our recovery efforts associated with these costs.
- <sup>(7)</sup> Represents the extraordinary natural gas costs MERC incurred during February 2021 that are being recovered over 27 months, beginning in September 2021. See Note 26, Regulatory Environment, for more information on our recovery efforts associated with these costs.
- <sup>(8)</sup> Represents amounts recoverable from customers related to programs at the utilities designed to meet energy efficiency standards.

The following regulatory liabilities were reflected on our balance sheets as of December 31:

<i>(in millions)</i>	2021	2020	See Note
<b>Regulatory liabilities</b>			
Income tax related items	\$ 1,998.5	\$ 2,137.7	16
Removal costs <sup>(1)</sup>	1,248.0	1,221.1	
Pension and OPEB benefits <sup>(2)</sup>	397.3	378.1	20
Derivatives	124.1	16.4	1(s)
Electric transmission costs <sup>(3)</sup>	84.2	78.5	
Uncollectible expense	37.1	25.5	5
Earnings sharing mechanisms	28.4	36.9	26
Energy costs refundable through rate adjustments	13.7	59.9	1(d)
Other, net	29.0	25.0	
<b>Total regulatory liabilities</b>	<b>\$ 3,960.3</b>	<b>\$ 3,979.1</b>	
<b>Balance sheet presentation</b>			
Other current liabilities	\$ 14.3	\$ 51.0	
Regulatory liabilities	3,946.0	3,928.1	
<b>Total regulatory liabilities</b>	<b>\$ 3,960.3</b>	<b>\$ 3,979.1</b>	

- (1) Represents amounts collected from customers to cover the future cost of property, plant, and equipment removals that are not legally required. Legal obligations related to the removal of property, plant, and equipment are recorded as AROs. See Note 9, Asset Retirement Obligations, for more information on our legal obligations.
- (2) Primarily represents the unrecognized future pension and OPEB benefits related to our defined benefit pension and OPEB plans. We will amortize these regulatory liabilities into net periodic benefit cost over the average remaining service life of each plan.
- (3) In accordance with the PSCW's approval of escrow accounting for ATC and MISO network transmission expenses for our Wisconsin electric utilities, WE and WPS defer as a regulatory asset or liability the difference between actual transmission costs and those included in rates until recovery or refund is authorized in a future rate proceeding.

### Pleasant Prairie Power Plant

The Pleasant Prairie power plant was retired on April 10, 2018. The net book value of this plant was \$585.7 million at December 31, 2021, representing book value less cost of removal and accumulated depreciation. In addition, previously deferred unprotected tax benefits from the Tax Legislation related to the unrecovered balance of this plant were \$18.5 million. The net amount of \$567.2 million was classified as a regulatory asset on our balance sheet at December 31, 2021 as a result of the retirement of the plant. This regulatory asset does not include certain other previously recorded deferred tax liabilities of \$164.1 million related to the retired Pleasant Prairie power plant. Pursuant to its rate order issued by the PSCW in December 2019, WE will continue to amortize this regulatory asset on a straight-line basis through 2039, using the composite depreciation rates approved by the PSCW before this plant was retired. Amortization is included in depreciation and amortization in the income statement. WE has FERC approval to continue to collect the net book value of the Pleasant Prairie power plant using the approved composite depreciation rates, in addition to a return on the remaining net book value. Collection of the return of and on the net book value is no longer subject to refund as the FERC completed its prudency review and concluded that the retirement of this plant was prudent. WE received approval from the PSCW in December 2019 to collect a full return of the net book value of the Pleasant Prairie power plant, and a return on all but \$100 million of the net book value. In accordance with its PSCW rate order received in December 2019, WE filed an application with the PSCW on July 20, 2020 requesting a financing order to securitize the remaining \$100 million of the Pleasant Prairie power plant's book value, plus the carrying costs accrued on the \$100 million during the securitization process and related fees. On November 17, 2020, the PSCW issued a written order approving this application and in May 2021 the securitization was completed. See Note 23, Variable Interest Entities, and Note 26, Regulatory Environment, for more information.

### Presque Isle Power Plant

Pursuant to MISO's April 2018 approval of the retirement of the PIPP, these units were retired on March 31, 2019. The net book value of the PIPP was \$163.3 million at December 31, 2021, representing book value less cost of removal and accumulated depreciation. In addition, previously deferred unprotected tax benefits from the Tax Legislation related to the unrecovered balance of these units were \$5.6 million. The net amount of \$157.7 million was classified as a regulatory asset on our balance sheet at December 31, 2021 as a result of the retirement of the plant. This regulatory asset does not include certain other previously recorded deferred tax liabilities of \$46.7 million related to the retired PIPP. After the retirement of the PIPP, a portion of the regulatory asset and related cost of removal reserve was transferred to UMERC for recovery from its retail customers. Effective with its rate order issued by the PSCW in December 2019, WE received approval to collect a return of and on its share of the net book value of the PIPP, and as a result, will continue to amortize the regulatory assets on a straight-line basis through 2037, using the composite depreciation rates approved by the PSCW before the units were retired. UMERC will also continue to amortize the regulatory assets on a straight-line basis using the composite depreciation rates approved by the PSCW before the units were retired. Amortization is included in depreciation and amortization in the income statement. UMERC will address the accounting and regulatory treatment related to the retirement of the PIPP with the MPSC in conjunction with a future rate case. WE has FERC approval to continue to collect the net book value of the PIPP using the approved composite depreciation rates, in addition to a return on the net book value. Based on a settlement agreement approved by the FERC, collection of the return of and on the net book value through WE's FERC-jurisdictional rates is no longer subject to refund.

## Pulliam Power Plant

In connection with a MISO ruling, WPS retired Pulliam Units 7 and 8 on October 21, 2018. The net book value of the Pulliam units was \$38.0 million at December 31, 2021, representing book value less cost of removal and accumulated depreciation. This amount was classified as a regulatory asset on our balance sheet at December 31, 2021 as a result of the retirement of the plant. Effective with its rate order issued by the PSCW in December 2019, WPS received approval to collect a return of and on the entire net book value of the Pulliam units, and as a result, will continue to amortize this regulatory asset on a straight-line basis through 2031, using the composite depreciation rates approved by the PSCW before these generating units were retired. Amortization is included in depreciation and amortization in the income statement. WPS has FERC approval to continue to collect the net book value of the Pulliam power plant using the approved composite depreciation rates, in addition to a return on the remaining net book value. FERC has completed its prudence review of Pulliam, concluding that the retirement of this plant was prudent.

## Edgewater Unit 4

The Edgewater 4 generating unit was retired on September 28, 2018. The net book value of the generating unit was \$3.6 million at December 31, 2021, representing book value less cost of removal and accumulated depreciation. This amount was classified as a regulatory asset on our balance sheet at December 31, 2021 as a result of the retirement of the plant. Effective with its rate order issued by the PSCW in December 2019, WPS received approval to collect a return of and on the entire net book value of the Edgewater 4 generating unit, and as a result, will continue to amortize this regulatory asset on a straight-line basis through 2026, using the composite depreciation rates approved by the PSCW before this generating unit was retired. Amortization is included in depreciation and amortization in the income statement. WPS has FERC approval to continue to collect the net book value of the Edgewater 4 generating unit using the approved composite depreciation rates, in addition to a return on the remaining net book value. FERC has completed its prudence review of Edgewater 4, concluding that the retirement of this plant was prudent.

## NOTE 7—PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment consisted of the following at December 31:

<i>(in millions)</i>	2021	2020
Electric – generation	\$ 6,981.4	\$ 7,015.3
Electric – distribution	7,854.7	7,455.5
Natural gas – distribution, storage, and transmission	13,526.6	12,730.0
Property, plant, and equipment to be retired, net	277.0	—
Other	2,212.6	1,896.1
Less: Accumulated depreciation	8,894.9	8,465.0
Net	21,957.4	20,631.9
CWIP	406.0	683.9
Net utility and non-utility property, plant, and equipment	22,363.4	21,315.8
We Power generation	3,240.5	3,238.8
Renewable generation	1,837.5	1,213.3
Natural gas storage	289.9	250.0
Net non-utility energy infrastructure	5,367.9	4,702.1
Corporate services	188.7	212.3
Other	27.0	41.8
Less: Accumulated depreciation	994.4	899.7
Net	4,589.2	4,056.5
CWIP	29.8	335.1
Net other property, plant, and equipment	4,619.0	4,391.6
<b>Total property, plant, and equipment</b>	<b>\$ 26,982.4</b>	<b>\$ 25,707.4</b>

## Severance Liability for Plant Retirements

We have severance liabilities related to past and future plant retirements recorded in other current liabilities on our balance sheets. Activity related to these severance liabilities for the years ended December 31 was as follows:

<i>(in millions)</i>	2021		2020		2019	
Severance liability at January 1	\$	0.7	\$	2.1	\$	15.7
Severance expense		4.6		—		—
Severance payments		(0.4)		(0.1)		(7.2)
Other		—		(1.3)		(6.4)
<b>Total severance liability at December 31</b>	<b>\$</b>	<b>4.9</b>	<b>\$</b>	<b>0.7</b>	<b>\$</b>	<b>2.1</b>

## Wisconsin Segment Plant to be Retired

### Columbia Units 1 and 2

As a result of a MISO ruling received in June 2021, retirement of the jointly-owned Columbia generating units 1 and 2 became probable. Columbia generating units 1 and 2 are expected to be retired by the end of 2023 and 2024, respectively. The net book value of WPS's ownership share of unit 1 and unit 2 was \$89.1 million and \$187.9 million, respectively, at December 31, 2021. These amounts were classified as plant to be retired within property, plant, and equipment on our balance sheet. These units are included in rate base, and WPS continues to depreciate them on a straight-line basis using the composite depreciation rates approved by the PSCW.

### Public Service Building

During a significant rain event in May 2020, an underground steam tunnel in downtown Milwaukee flooded and steam vented into WE's PSB. The damage to the building from the flooding and steam was extensive and required significant repairs and restorations. As of December 31, 2021, WE had incurred \$92.4 million of costs related to these repairs and restorations. In 2020, WE received \$20.0 million of insurance proceeds to cover a portion of these costs and wrote off \$12.5 million of costs that we do not intend to seek recovery for through other operation and maintenance expense. Of the remaining \$59.9 million of costs to be recovered, we will recover \$41.0 million through insurance proceeds as a result of a settlement that was reached in February 2022, with the difference expected to be recovered through rates.

In June 2021, we received approval from the PSCW to restore the PSB and to defer the project costs, net of insurance proceeds, as a component of rate base. As such, and in light of the agreement with insurers noted above, we do not currently expect a significant impact to our future results of operations.

## NOTE 8—JOINTLY OWNED UTILITY FACILITIES

We Power and WPS hold joint ownership interests in certain electric generating facilities. They are entitled to their share of generating capability and output of each facility equal to their respective ownership interest. They pay their ownership share of additional construction costs and have supplied their own financing for all jointly owned projects. We record We Power's and WPS's proportionate share of significant jointly owned electric generating facilities as property, plant, and equipment on the balance sheets.

We Power leases its ownership interest in ER 1 and ER 2 to WE, and WE operates these units. WE and WPS record their respective share of fuel inventory purchases and operating expenses, unless specific agreements have been executed to limit their maximum exposure to additional costs. WE's and WPS's proportionate share of direct expenses for the joint operation of these plants is recorded within operating expenses in the income statements.

Information related to jointly owned utility facilities at December 31, 2021 was as follows:

<i>(in millions, except for percentages and MW)</i>	We Power		WPS				
	Elm Road Generating Station Units 1 and 2	Weston Unit 4	Columbia Energy Center Units 1 and 2	Forward Wind	Two Creeks <sup>(2)</sup>	Badger Hollow I <sup>(3)</sup>	
Ownership	83.34 %	70.0 %	27.5 %	44.6 %	66.7 %	66.7 %	
Share of capacity (MW) <sup>(1)</sup>	1,060.8	387.3	311.1	61.5	100.0	100.0	
In-service date	2010 and 2011	2008	1975 and 1978	2008	2020	2021	
Property, plant, and equipment	\$ 2,433.8	\$ 598.4	\$ 425.4	\$ 122.5	\$ 136.7	\$ 134.5	
Accumulated depreciation	\$ (487.7)	\$ (224.3)	\$ (161.9)	\$ (53.3)	\$ (5.3)	\$ (0.4)	
CWIP	\$ 11.1	\$ 3.8	\$ 3.9	\$ —	\$ —	\$ 0.1	

<sup>(1)</sup> Capacity for our jointly-owned electric generation facilities, other than Forward Wind, Two Creeks, and Badger Hollow I is based on rated capacity, which is the net power output under average operating conditions with equipment in an average state of repair as of a given month in a given year. Values are primarily based on the net dependable expected capacity ratings for summer 2022 established by tests and may change slightly from year to year. The summer period is the most relevant for capacity planning purposes. This is a result of continually reaching demand peaks in the summer months, primarily due to air conditioning demand. Capacity for Forward Wind is based on nameplate capacity, which is the amount of energy a turbine should produce at

optimal wind speeds. Capacity for Two Creeks and Badger Hollow I is based on nameplate capacity, which is the maximum output that a generator can produce at continuous full power.

- (2) Commercial operation was achieved in November 2020 for Two Creeks.
- (3) Commercial operation was achieved in November 2021 for Badger Hollow I.

WE, along with an unaffiliated utility, received PSCW approval to construct Badger Hollow II, a solar project that will be located in Iowa County, Wisconsin. Once constructed, WE will own 66.7%, or 100 MW, of Badger Hollow II. Commercial operation is targeted for the first quarter of 2023. The CWIP balance for Badger Hollow II was \$39.8 million as of December 31, 2021.

WPS, along with an unaffiliated utility, received PSCW approval to acquire the Red Barn Wind Park, a utility-scale wind-powered electric generating facility. The project will be located in Grant County, Wisconsin and once constructed, WPS will own 90.0%, or 82 MW of this project. Construction is expected to be completed by the end of 2022.

## NOTE 9—ASSET RETIREMENT OBLIGATIONS

Our utilities have recorded AROs primarily for the removal of natural gas distribution mains and service pipes (including asbestos and PCBs); asbestos abatement at certain generation and substation facilities, office buildings, and service centers; the removal and dismantlement of biomass and hydro generation facilities; the dismantling of wind generation projects; the dismantling of solar generation projects; the disposal of PCB-contaminated transformers; the closure of coal combustion residual landfills at certain generation facilities; and the removal of above ground storage tanks. Regulatory assets and liabilities are established by our utilities to record the differences between ongoing expense recognition under the ARO accounting rules and the rate-making practices for retirement costs authorized by the applicable regulators.

WECI has also recorded AROs for the dismantling of our non-utility wind generation projects.

On our balance sheets, AROs are recorded within other long-term liabilities. The following table shows changes to our AROs during the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Balance as of January 1	\$ 513.5	\$ 483.5	\$ 461.4
Accretion	21.2	20.7	22.1
Additions and revisions to estimated cash flows	(53.9) <sup>(1)</sup>	39.7 <sup>(2)</sup>	39.1 <sup>(3)</sup>
Liabilities settled	(18.8)	(30.4)	(39.1)
<b>Balance as of December 31</b>	<b>\$ 462.0</b>	<b>\$ 513.5</b>	<b>\$ 483.5</b>

(1) AROs decreased \$152.0 million in 2021, due to revisions made to estimated cash flows primarily for changes in the cost to retire natural gas distribution pipe at PGL and NSG. Also in 2021, AROs increased \$50.7 million due to new natural gas distribution lines being placed into service at PGL and NSG. AROs increased by \$26.3 million as a result of AROs being recorded for the legal requirement to dismantle, at retirement, the Badger Hollow I solar generation project and the Tatanka Ridge and Jayhawk non-utility wind generation projects. AROs increased \$7.8 million due to revisions made to removal estimates for wind generation projects at WE and WPS. AROs increased \$6.8 million due to revisions made to the removal estimates for fly ash landfills and ash ponds at WPS.

(2) AROs increased \$39.3 million in 2020, primarily due to new natural gas distribution lines being placed into service at PGL. Also in 2020, AROs increased by \$8.5 million as a result of AROs being recorded for the legal requirement to dismantle, at retirement, the Two Creeks solar generation project. AROs decreased \$9.2 million due to revisions made to estimated cash flows for the abatement of asbestos at WE.

(3) AROs increased \$40.1 million in 2019, primarily due to new natural gas distribution lines being placed into service at PGL. Also in 2019, AROs increased \$10.7 million as a result of AROs being recorded for the legal requirement to dismantle, at retirement, certain non-utility wind generation projects. AROs decreased \$7.3 million due to revisions made to estimated cash flows for the abatement of asbestos at WE.

## NOTE 10—GOODWILL AND INTANGIBLES

### Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the identifiable net assets acquired. The table below shows our goodwill balances by segment at December 31, 2021. We had no changes to the carrying amount of goodwill during the years ended December 31, 2021 and 2020.

<i>(in millions)</i>	Wisconsin	Illinois	Other States	Non-Utility Energy Infrastructure	Total
Goodwill balance <sup>(1)</sup>	\$ 2,104.3	\$ 758.7	\$ 183.2	\$ 6.6	\$ 3,052.8

(1) We had no accumulated impairment losses related to our goodwill as of December 31, 2021.

During the third quarter of 2021, annual impairment tests were completed at all of our reporting units that carried a goodwill balance as of July 1, 2021. No impairments resulted from these tests.

## Intangible Assets

At December 31, 2021, we had \$5.7 million of indefinite-lived intangible assets primarily related to a MGU trade name obtained through an acquisition, which is included in other long-term assets on our balance sheets. We had no changes to the carrying amount of these intangible assets during the years ended December 31, 2021 and 2020.

## Intangible Liabilities

The intangible liabilities below were all obtained through acquisitions by WECI and are classified as other long-term liabilities on our balance sheets. See Note 2, Acquisitions, for more information.

<i>(in millions)</i>	December 31, 2021			December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
PPAs <sup>(1)</sup>	\$ 87.9	\$ (6.5)	\$ 81.4	\$ 76.1	\$ —	\$ 76.1
Proxy revenue swap <sup>(2)</sup>	7.2	(2.1)	5.1	7.2	(1.3)	5.9
Interconnection agreements <sup>(3)</sup>	4.7	(0.5)	4.2	5.1	(0.3)	4.8
<b>Total intangible liabilities</b>	<b>\$ 99.8</b>	<b>\$ (9.1)</b>	<b>\$ 90.7</b>	<b>\$ 88.4</b>	<b>\$ (1.6)</b>	<b>\$ 86.8</b>

<sup>(1)</sup> Represents PPAs related to the acquisition of Blooming Grove, Tatanka Ridge, and Jayhawk expiring between 2030 and 2032. The weighted-average remaining useful life of the PPAs is 11 years.

<sup>(2)</sup> Represents an agreement with a counterparty to swap the market revenue of Upstream's wind generation for fixed quarterly payments over 10 years, which expires in 2029. The remaining useful life of the proxy revenue swap is seven years.

<sup>(3)</sup> Represents interconnection agreements related to the acquisitions of Tatanka Ridge and Bishop Hill III, expiring in 2040 and 2041, respectively. These agreements relate to payments for connecting our facilities to the infrastructure of another utility to facilitate the movement of power onto the electric grid. The weighted-average remaining useful life of the interconnection agreements is 19 years.

Amortization related to these intangibles for the years ended December 31, 2021 and 2020, was \$7.5 million and \$0.8 million, respectively. Amortization for the year ended December 31, 2019 was not significant. Amortization for the next five years is estimated to be:

<i>(in millions)</i>	For the Years Ending December 31				
	2022	2023	2024	2025	2026
Amortization to be recorded in operating revenues	\$ 8.5	\$ 8.4	\$ 8.4	\$ 8.4	\$ 8.4
Amortization to be recorded in other operation and maintenance	0.2	0.2	0.2	0.2	0.2

## NOTE 11—COMMON EQUITY

### Stock-Based Compensation

The following table summarizes our pre-tax stock-based compensation expense and the related tax benefit recognized in income for the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Stock options	\$ 6.5	\$ 6.0	\$ 4.4
Restricted stock	6.1	7.4	7.1
Performance units	3.1	22.3	38.7
Stock-based compensation expense	\$ 15.7	\$ 35.7	\$ 50.2
Related tax benefit	\$ 4.3	\$ 9.8	\$ 13.8

Stock-based compensation costs capitalized during 2021, 2020, and 2019 were not significant.

### Stock Options

The following is a summary of our stock option activity during 2021:

Stock Options	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life <i>(in years)</i>	Aggregate Intrinsic Value <i>(in millions)</i>
Outstanding as of January 1, 2021	2,887,460	\$ 64.13		
Granted	530,612	\$ 91.06		
Exercised	(300,657)	\$ 52.15		
Forfeited	(5,508)	\$ 83.51		
<b>Outstanding as of December 31, 2021</b>	<b>3,111,907</b>	<b>\$ 69.84</b>	<b>6.2</b>	<b>\$ 84.7</b>
<b>Exercisable as of December 31, 2021</b>	<b>1,737,283</b>	<b>\$ 57.88</b>	<b>4.6</b>	<b>\$ 68.1</b>

The aggregate intrinsic value of outstanding and exercisable options in the above table represents the total pre-tax intrinsic value that would have been received by the option holders had they exercised all of their options on December 31, 2021. This is calculated as the difference between our closing stock price on December 31, 2021, and the option exercise price, multiplied by the number of in-the-money stock options. The intrinsic value of options exercised during the years ended December 31, 2021, 2020, and 2019 was \$12.9 million, \$47.1 million, and \$62.4 million, respectively. The actual tax benefit from option exercises for the same periods was approximately \$3.5 million, \$12.9 million, and \$17.1 million, respectively.

As of December 31, 2021, approximately \$2.6 million of unrecognized compensation cost related to unvested and outstanding stock options was expected to be recognized over the next 1.6 years on a weighted-average basis.

During the first quarter of 2022, the Compensation Committee awarded 437,269 non-qualified stock options with a weighted-average exercise price of \$96.04 and a weighted-average grant date fair value of \$14.71 per option to certain of our officers and other key employees under its normal schedule of awarding long-term incentive compensation.

### Restricted Shares

The following restricted stock activity occurred during 2021:

Restricted Shares	Number of Shares	Weighted-Average Grant Date Fair Value
Outstanding and unvested as of January 1, 2021	101,087	\$ 83.28
Granted	69,681	\$ 91.06
Released	(70,083)	\$ 83.06
Forfeited	(1,624)	\$ 84.43
<b>Outstanding and unvested as of December 31, 2021</b>	<b>99,061</b>	<b>\$ 88.89</b>

The intrinsic value of restricted stock released was \$6.5 million, \$11.1 million, and \$13.4 million for the years ended December 31, 2021, 2020, and 2019, respectively. The actual tax benefit from released restricted shares for the same years was \$1.8 million, \$3.1 million, and \$3.7 million, respectively.

As of December 31, 2021, approximately \$3.2 million of unrecognized compensation cost related to unvested and outstanding restricted stock was expected to be recognized over the next 1.7 years on a weighted-average basis.

During the first quarter of 2022, the Compensation Committee awarded 72,211 restricted shares to certain of our directors, officers, and other key employees under its normal schedule of awarding long-term incentive compensation. The grant date fair value of these awards was \$96.04 per share.

### Performance Units

During 2021, 2020, and 2019, the Compensation Committee awarded 152,382; 153,465; and 148,036 performance units, respectively, to officers and other key employees under the WEC Energy Group Performance Unit Plan.

Performance units with an intrinsic value of \$27.7 million, \$34.5 million, and \$18.7 million were settled during 2021, 2020, and 2019, respectively. The actual tax benefit from the distribution of performance units for the same years was \$6.8 million, \$8.4 million, and \$4.4 million, respectively.

At December 31, 2021, we had 449,290 performance units outstanding, including dividend equivalents. A liability of \$21.3 million was recorded on our balance sheet at December 31, 2021 related to these outstanding units. As of December 31, 2021, approximately \$10.8 million of unrecognized compensation cost related to unvested and outstanding performance units was expected to be recognized over the next 2.0 years on a weighted-average basis.

During the first quarter of 2022, we settled performance units with an intrinsic value of \$15.7 million. The actual tax benefit from the distribution of these awards was \$3.8 million. In January 2022, the Compensation Committee also awarded 171,492 performance units to certain of our officers and other key employees under its normal schedule of awarding long-term incentive compensation.

### Restrictions

Our ability as a holding company to pay common stock dividends primarily depends on the availability of funds received from our utility subsidiaries, We Power, Bluewater, ATC Holding, and WECl. Various financing arrangements and regulatory requirements impose certain restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans, or advances. All of our utility subsidiaries, with the exception of UMERc and MGU, are prohibited from loaning funds to us, either directly or indirectly.

In accordance with their most recent rate orders, WE, WPS, and WG may not pay common dividends above the test year forecasted amounts reflected in their respective rate cases, if it would cause their average common equity ratio, on a financial basis, to fall below their authorized level of 52.5%. A return of capital in excess of the test year amount can be paid by each company at the end of the year provided that their respective average common equity ratios do not fall below the authorized level.

WE may not pay common dividends to us under WE's Restated Articles of Incorporation if any dividends on its outstanding preferred stock have not been paid. In addition, pursuant to the terms of WE's 3.60% Serial Preferred Stock, WE's ability to declare common dividends would be limited to 75% or 50% of net income during a 12-month period if its common stock equity to total capitalization, as defined in the preferred stock designation, is less than 25% and 20%, respectively.

NSG's long-term debt obligations contain provisions and covenants restricting the payment of cash dividends and the purchase or redemption of its capital stock.

The long-term debt obligations of UMERG, Bluewater Gas Storage, and ATC Holding contain a provision requiring them to maintain a total funded debt to capitalization ratio of 65% or less.

WECI Wind Holding I's long-term debt obligations contain various conditions that must be met prior to WECI Wind Holding I making any cash distributions. Included in these provisions is a requirement to maintain a debt service coverage ratio of 1.2 or greater for the 12-month period prior to the distribution.

WEC Energy Group and Integrys have the option to defer interest payments on their junior subordinated notes, from time to time, for one or more periods of up to 10 consecutive years per period. During any period in which they defer interest payments, they may not declare or pay any dividends or distributions on, or redeem, repurchase or acquire, their respective common stock.

See Note 13, Short-Term Debt and Lines of Credit, for discussion of certain financial covenants related to short-term debt obligations.

As of December 31, 2021, restricted net assets of our consolidated subsidiaries totaled approximately \$9.0 billion. Our equity in undistributed earnings of investees accounted for by the equity method was approximately \$412 million.

We do not believe that these restrictions will materially affect our operations or limit any dividend payments in the foreseeable future.

### Share Purchases

We have instructed our independent agents to purchase shares on the open market to fulfill obligations under various stock-based employee benefit and compensations plans and to provide shares to participants in our dividend reinvestment and stock purchase plan. As a result, no new shares of common stock were issued in 2021, 2020, or 2019.

The following is a summary of shares purchased to fulfill exercised stock options and restricted stock awards during the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Shares purchased	0.4	1.0	1.8
Cost of shares purchased	\$ 33.1	\$ 99.2	\$ 140.1

### Common Stock Dividends

During the year ended December 31, 2021, our Board of Directors declared common stock dividends which are summarized below:

Date Declared	Date Payable	Per Share	Period
January 21, 2021	March 1, 2021	\$0.6775	First quarter
April 15, 2021	June 1, 2021	\$0.6775	Second quarter
July 15, 2021	September 1, 2021	\$0.6775	Third quarter
October 21, 2021	December 1, 2021	\$0.6775	Fourth quarter

On January 20, 2022, our Board of Directors declared a quarterly cash dividend of \$0.7275 per share, which equates to an annual dividend of \$2.91 per share. The dividend is payable on March 1, 2022, to shareholders of record on February 14, 2022. In addition, the Board of Directors affirmed our dividend policy that continues to target a dividend payout ratio of 65-70% of earnings.



## NOTE 12—PREFERRED STOCK

The following table shows preferred stock authorized and outstanding at December 31, 2021 and 2020:

<i>(in millions, except share and per share amounts)</i>	Shares Authorized	Shares Outstanding	Redemption Price Per Share	Total
<b>WEC Energy Group</b>				
\$0.01 par value Preferred Stock	15,000,000	—	— \$	—
<b>WE</b>				
\$100 par value, Six Per Cent. Preferred Stock	45,000	44,498	—	4.4
\$100 par value, Serial Preferred Stock 3.60% Series	2,286,500	260,000	\$ 101	26.0
\$25 par value, Serial Preferred Stock	5,000,000	—	—	—
<b>WPS</b>				
\$100 par value, Preferred Stock	1,000,000	—	—	—
<b>PGL</b>				
\$100 par value, Cumulative Preferred Stock	430,000	—	—	—
<b>NSG</b>				
\$100 par value, Cumulative Preferred Stock	160,000	—	—	—
<b>Total</b>				<b>\$ 30.4</b>

## NOTE 13—SHORT-TERM DEBT AND LINES OF CREDIT

The following table shows our short-term borrowings and their corresponding weighted-average interest rates as of December 31:

<i>(in millions, except percentages)</i>	2021	2020
<b>Commercial paper</b>		
Amount outstanding at December 31	\$ 1,896.1	\$ 1,436.9
Average interest rate on amounts outstanding at December 31	0.26 %	0.21 %
<b>Term loan</b>		
Amount outstanding at December 31	\$ —	\$ 340.0
Average interest rate on amounts outstanding at December 31	N/A	0.99 %
<b>Operating expense loans</b>		
Amount outstanding at December 31 <sup>(1)</sup>	\$ 0.9	\$ —

<sup>(1)</sup> Coyote Ridge and Tatanka Ridge entered into operating expense loans. In accordance with their limited liability company operating agreements, they received loans from their owners in proportion to their ownership interests.

Our average amount of commercial paper borrowings based on daily outstanding balances during 2021, was \$1,480.0 million with a weighted-average interest rate during the period of 0.18%.

In order to enhance our liquidity position in response to the COVID-19 pandemic, in March 2020, WEC Energy Group entered into a \$340.0 million 364-day term loan. In March 2021, we repaid the term loan using the net proceeds from the issuance of our 0.80% Senior Notes. See Note 14, Long-Term Debt, for more information.

WEC Energy Group, WE, WPS, WG, and PGL have entered into bank back-up credit facilities to maintain short-term credit liquidity which, among other terms, require them to maintain, subject to certain exclusions, a total funded debt to capitalization ratio of 70.0%, 65.0%, 65.0%, 65.0%, and 65.0% or less, respectively. As of December 31, 2021, all companies were in compliance with their respective ratio.

The information in the table below relates to our revolving credit facilities used to support our commercial paper borrowing program, including remaining available capacity under these facilities as of December 31:

<i>(in millions)</i>	<b>Maturity</b>	<b>2021</b>
Revolving credit facility (WEC Energy Group) <sup>(1)</sup>	September 2026	<b>\$ 1,500.0</b>
Revolving credit facility (WE) <sup>(1)</sup>	September 2026	<b>500.0</b>
Revolving credit facility (WPS) <sup>(2)</sup>	October 2022	<b>400.0</b>
Revolving credit facility (WG) <sup>(1)</sup>	September 2026	<b>350.0</b>
Revolving credit facility (PGL) <sup>(1)</sup>	September 2026	<b>350.0</b>
<b>Total short-term credit capacity</b>		<b>\$ 3,100.0</b>
Less:		
Letters of credit issued inside credit facilities		<b>\$ 2.3</b>
Commercial paper outstanding		<b>1,896.1</b>
<b>Available capacity under existing facilities</b>		<b>\$ 1,201.6</b>

<sup>(1)</sup> In September 2021, WEC Energy Group increased its credit facility to \$1,500.0 million, and each of WEC Energy Group, WE, WG, and PGL extended the maturities of their credit facilities to September 2026.

<sup>(2)</sup> WPS intends to request approval from the PSCW to extend the maturity of its credit facility to September 2026. Lenders have agreed to the extension, subject to WPS's receipt of PSCW approval.

Each of the revolving credit facilities has a renewal provision for two extensions, subject to lender approval. Each extension is for a period of one year.

The bank back-up credit facilities contain customary covenants, including certain limitations on the respective companies' ability to sell assets. The credit facilities also contain customary events of default, including payment defaults, material inaccuracy of representations and warranties, covenant defaults, bankruptcy proceedings, certain judgments, Employee Retirement Income Security Act of 1974 defaults, and change of control. In addition, pursuant to the terms of WEC Energy Group's credit agreement, we must ensure that certain of our subsidiaries comply with several of the covenants contained therein.

## NOTE 14—LONG-TERM DEBT

The following table is a summary of our long-term debt outstanding (excluding finance leases) as of December 31:

<i>(in millions)</i>	Maturity Date	2021		2020	
		Weighted Average Interest Rate	Balance	Weighted Average Interest Rate	Balance
WEC Energy Group Senior Notes (unsecured) <sup>(1)</sup>	2023-2033	1.67 %	\$ 3,070.0	2.03 %	\$ 2,270.0
WEC Energy Group Junior Notes (unsecured) <sup>(1) (2)</sup>	2067	2.27 %	500.0	3.65 %	500.0
WE Debentures (unsecured)	2024-2095	4.13 %	2,785.0	4.26 %	2,785.0
WEPCo Environmental Trust (secured, nonrecourse) <sup>(6) (9)</sup>	2022-2035	1.58 %	114.7	N/A	—
WPS Senior Notes (unsecured)	2028-2051	3.89 %	1,675.0	4.04 %	1,625.0
WG Debentures (unsecured)	2024-2046	3.35 %	790.0	3.65 %	640.0
Integrus Junior Notes (unsecured) <sup>(3)</sup>	2073	6.00 %	221.4	6.00 %	400.0
PGL First and Refunding Mortgage Bonds (secured) <sup>(4)</sup>	2024-2047	3.31 %	1,870.0	3.45 %	1,670.0
NSG First Mortgage Bonds (secured) <sup>(5)</sup>	2027-2043	3.56 %	157.0	3.81 %	132.0
MERC Senior Notes (unsecured)	2025-2047	3.04 %	210.0	3.27 %	170.0
MGU Senior Notes (unsecured)	2025-2047	3.18 %	150.0	3.18 %	150.0
UMERC Senior Notes (unsecured)	2029	3.26 %	160.0	3.26 %	160.0
Bluewater Gas Storage Senior Notes (unsecured) <sup>(6)</sup>	2022-2047	3.76 %	115.2	3.76 %	117.8
ATC Holding Senior Notes (unsecured)	2025-2030	4.05 %	475.0	4.05 %	475.0
We Power Subsidiaries Notes (secured, nonrecourse) <sup>(6) (7)</sup>	2022-2041	5.60 %	934.7	5.59 %	970.8
WECC Notes (unsecured)	2028	6.94 %	50.0	6.94 %	50.0
WECI Wind Holding I Senior Notes (secured, nonrecourse) <sup>(6) (8)</sup>	2022-2032	2.75 %	374.6	2.75 %	413.6
<b>Total</b>			<b>13,652.6</b>		<b>12,529.2</b>
Integrus acquisition fair value adjustment			2.9		8.4
Jayhawk acquisition			7.3		—
Unamortized debt issuance costs			(77.7)		(65.2)
Unamortized discount, net and other			(21.7)		(21.9)
<b>Total long-term debt, including current portion</b> <sup>(10)</sup>			<b>13,563.4</b>		<b>12,450.5</b>
Current portion of long-term debt			(91.0)		(777.7)
<b>Total long-term debt</b>			<b>\$ 13,472.4</b>		<b>\$ 11,672.8</b>

<sup>(1)</sup> In connection with our outstanding 2007 Junior Notes, we executed an RCC, which we amended on June 29, 2015, for the benefit of persons that buy, hold, or sell a specified series of our long-term indebtedness (covered debt). Our 6.20% Senior Notes due April 1, 2033 have been designated as the covered debt under the RCC. The RCC provides that we may not redeem, defease, or purchase, and that our subsidiaries may not purchase, any 2007 Junior Notes on or before May 15, 2037, unless, subject to certain limitations described in the RCC, we have received a specified amount of proceeds from the sale of qualifying securities.

<sup>(2)</sup> Variable interest rate reset quarterly. The rates were 2.27% and 2.33% as of December 31, 2021 and 2020, respectively. On July 12, 2018, we executed two interest rate swaps that provided a fixed rate of 4.9765% on \$250.0 million of the outstanding notes. On November 15, 2021, the interest rate swaps expired. At December 31, 2020, the effective rate of 3.65% was blended rates of the variable and fixed portions. See Note 18, Derivative Instruments, for more information on the two interest rate swaps.

<sup>(3)</sup> The terms of Integrus's 2013 Junior Notes provide that, effective August 2023, they will bear interest at the three-month LIBOR plus 322 basis points and will reset quarterly.

<sup>(4)</sup> PGL's First Mortgage Bonds are subject to the terms and conditions of PGL's First Mortgage Indenture dated January 2, 1926, as supplemented. Under the terms of the Indenture, substantially all property owned by PGL is pledged as collateral for these outstanding debt securities.

PGL has used certain First Mortgage Bonds to secure tax exempt interest rates. The Illinois Finance Authority has issued Tax Exempt Bonds, and the proceeds from the sale of these bonds were loaned to PGL. In return, PGL issued \$100 million of collateralized First Mortgage Bonds.

<sup>(5)</sup> NSG's First Mortgage Bonds are subject to the terms and conditions of NSG's First Mortgage Indenture dated April 1, 1955, as supplemented. Under the terms of the Indenture, substantially all property owned by NSG is pledged as collateral for these outstanding debt securities.

<sup>(6)</sup> The long-term debt of Bluewater, WECI Wind Holding I, WEPCo Environmental Trust, and We Power's subsidiaries requires periodic principal payments.

<sup>(7)</sup> We Power's subsidiaries' senior notes are secured by a collateral assignment of the leases between We Power's subsidiaries and WE related to PWGS and ERGS, as applicable.

<sup>(8)</sup> WECI Wind Holding I's Senior Notes are secured by a first priority security interest in the ownership interest of its subsidiaries as well as a pledge of equity in WECI Wind Holding I.

<sup>(9)</sup> WEPCo Environmental Trust's ETBs are secured by a pledge of and lien on environmental control property, which includes the right to impose, collect and receive a non-bypassable environmental control charge paid by all of WE's retail electric distribution customers, the right to obtain true-up adjustments of the environmental control charges, and all revenues or other proceeds arising from those rights and interests. See Note 23, Variable Interest Entities, for more information.

<sup>(10)</sup> The amount of long-term debt on our balance sheets includes finance lease obligations of \$129.7 million and \$63.4 million at December 31, 2021 and 2020, respectively.

We amortize debt premiums, discounts, and debt issuance costs over the life of the debt and we include the costs in interest expense.

### **WEC Energy Group, Inc.**

In March 2021, we issued \$600.0 million of 0.80% Senior Notes due March 15, 2024, and used the net proceeds to repay the \$340.0 million 364-day term loan entered into in March 2020 and for general corporate purposes.

In December 2021, we issued \$500.0 million of 2.20% Senior Notes due December 15, 2028, and used the net proceeds to repay short-term debt and for other general corporate purposes.

In December 2021, we redeemed \$300.0 million of the \$420.0 million outstanding of our 3.55% Senior Notes due June 15, 2025 with the proceeds we received from the issuance of \$500 million of 2.20% Senior Notes due December 15, 2028. As a result of the redemption prior to maturity, we recognized a \$23.1 million loss on early extinguishment of debt. The loss is comprised of the make-whole premium associated with the early redemption and the write-off of the related unamortized debt discount and debt issuance costs as of the redemption date.

### **Wisconsin Electric Power Company**

In June 2021, WE issued \$300.0 million of 1.70% Debentures due June 15, 2028, and used the net proceeds to redeem early all \$300.0 million outstanding of its 2.95% Debentures due September 15, 2021 at par.

### **WEPCo Environmental Trust Finance I, LLC**

In May 2021, WEPCo Environmental Trust, a special purpose entity formed by WE, issued \$118.8 million of 1.578% ETBs due December 15, 2035, and used the net proceeds to purchase environmental control property from WE. Semiannual principal and interest payments began December 15, 2021, and the ETBs are expected to be fully repaid by December 15, 2033. The ETBs have a final maturity date of December 15, 2035. See Note 23, Variable Interest Entities, for more information on WEPCo Environmental Trust.

### **Wisconsin Public Service Corporation**

In November 2021, WPS issued \$450.0 million of 2.85% Senior Notes due December 1, 2051, and intends to allocate an amount equal to the net proceeds for the construction and development of eligible green expenditures, which include existing and new expenditures for the acquisition, construction and development of wind and solar electric generating facilities and related energy storage assets.

In November 2021, WPS's \$400.0 million 3.35% Senior Notes due November 21, 2021, matured, and the outstanding principal was paid with proceeds received from the issuance of the \$450.0 million 2.85% Senior Notes Due December 1, 2051, pending their allocation to the payment or reimbursement of eligible green expenditures.

### **Wisconsin Gas LLC**

In November 2021, WG issued \$150.0 million of 2.07% Debentures due December 1, 2028, and used the net proceeds to repay short-term debt and for other general corporate purposes.

### **Integrys Holding, Inc.**

In October 2021, pursuant to a tender offer, Integrys purchased \$178.6 million aggregate principal amount of the \$400.0 million outstanding of its 2013 Junior Notes for \$196.4 million (which includes payment of accrued interest) with proceeds received from WEC Energy Group issuing commercial paper. Integrys recorded a \$13.2 million loss related to the early settlement.

### **The Peoples Gas Light and Coke Company**

In November 2021, PGL issued \$200.0 million of 2.20% Bonds, Series LLL due November 15, 2028, and used the net proceeds for general corporate purposes, including capital expenditures and the refinancing of short-term debt.

### **North Shore Gas Company**

In November 2021, NSG issued \$25.0 million of 2.20% Bonds, Series S due November 15, 2028, and used the net proceeds for general corporate purposes, including capital expenditures and the refinancing of short-term debt.

### **Minnesota Energy Resources Corporation**

In November 2021, MERC issued \$40.0 million of 2.07% Senior Notes due December 1, 2028, and used the net proceeds to repay intercompany short-term debt to its parent, Integrys, and for other general corporate purposes.

## Maturities of Long-Term Debt Outstanding

The following table shows the long-term debt securities (excluding finance leases) maturing within one year of December 31, 2021:

<i>(in millions)</i>	Interest Rate	Maturity Date <sup>(1)</sup>	Principal Amount
WEPCo Environmental Trust (secured, nonrecourse)	1.58%	Semi-annually	\$ 8.8
Bluewater Gas Storage Senior Notes (unsecured)	3.76%	Semi-annually	2.7
We Power Subsidiaries Notes – PWGS (secured, nonrecourse)	4.91%	Monthly	7.2
We Power Subsidiaries Notes – ERGS (secured, nonrecourse)	5.209%	Semi-annually	13.9
We Power Subsidiaries Notes – ERGS (secured, nonrecourse)	4.673%	Semi-annually	10.7
We Power Subsidiaries Notes – PWGS (secured, nonrecourse)	6.00%	Monthly	6.2
WECI Wind Holding I Senior Notes (secured, nonrecourse)	2.75%	Semi-annually	41.5
<b>Total</b>			<b>\$ 91.0</b>

<sup>(1)</sup> Maturity dates listed as semi-annually and monthly are associated with debt that requires periodic principal payments.

The following table shows the future maturities of our long-term debt outstanding (excluding obligations under finance leases) as of December 31, 2021:

<i>(in millions)</i>	Payments
2022	\$ 91.0
2023	793.8
2024	1,222.7
2025	865.9
2026	104.2
Thereafter	10,575.0
<b>Total</b>	<b>\$ 13,652.6</b>

Certain long-term debt obligations contain financial and other covenants related to payment of principal and interest when due, maintaining certain total funded debt to capitalization ratios, and various other obligations. Failure to comply with these covenants could result in an event of default, which could result in the acceleration of outstanding debt obligations.

## NOTE 15—LEASES

### Obligations Under Operating Leases

We have recorded right of use assets and lease liabilities associated with the following operating leases.

- Leases of office space, primarily related to several floors we are leasing in the Aon Center office building in Chicago, Illinois, through April 2029.
- Land we are leasing related to our Rothschild biomass plant through June 2051.
- Land we are leasing related to our Solar Now projects.

The operating leases generally require us to pay property taxes, insurance premiums, and operating and maintenance costs associated with the leased property. Many of our leases contain options to renew past the initial term, as set forth in the lease agreement.

### Obligations Under Finance Leases

In accordance with the Regulated Operations - Leases Topic of the FASB ASC, the timing of lease expense recognized at our regulated entities resembles the expense recognition pattern of an operating lease, as the amortization of the right of use assets is modified from what would typically be recorded for a finance lease. We record the difference between the minimum lease payments and the sum of imputed interest and unadjusted amortization costs calculated under the finance lease accounting rules as a regulatory asset on our balance sheets.

### Power Purchase Commitment

In 1997, WE entered into a 25-year PPA with LSP-Whitewater Limited Partnership. The contract, for 236.5 MW of firm capacity from a natural gas-fired cogeneration facility, includes zero minimum energy requirements. The PPA expires on May 31, 2022; however, in November 2021, WE entered into a tolling agreement with LSP-Whitewater Limited Partnership that commences on June 1, 2022. Concurrent with the execution of the tolling agreement, WE and WPS entered into an asset purchase agreement to acquire the natural gas-fired cogeneration facility for \$72.7 million. The asset purchase agreement is subject to regulatory approval, which was requested from the PSCW in December 2021. We expect to receive approval from the PSCW by the end of 2022, and the sale is expected to close in January 2023. The tolling agreement extends until the earlier of the closing of the asset purchase or December 31, 2022. As a result, we are amortizing the leases through December 31, 2022.

These combined transactions resulted in a lease modification whereby we were required to reassess the lease classification and remeasure the right of use asset and corresponding lease liability. The lease classification did not change as a result of the modification. Due to the execution of the asset purchase agreement, it is now reasonably certain that we will exercise the purchase option at the end of the extended lease term. Therefore, we included the estimated purchase option and the lease payments resulting from the tolling agreement in our remeasurement of the right of use asset and corresponding lease liability.

Our obligation under this finance lease as of December 31, 2021 and 2020, was \$78.4 million and \$12.1 million, respectively, and will decrease to zero over the remaining life of the lease.

### ***Two Creeks Solar Park***

Related to its investment in Two Creeks, WPS, along with an unaffiliated utility, entered into several land leases in Manitowoc County, Wisconsin that commenced in the third quarter of 2019. The leases with unaffiliated parties are for a total of approximately 600 acres of land. Each lease has an initial term of 30 years with two optional 10-year extensions. We expect the two optional extensions to be exercised, and, as a result, the land leases are being amortized over the 50-year extended term of the leases. The lease payments are being recovered through rates. After achieving commercial operation in November 2020, the lease liability was remeasured as a result of finalizing the total acres being leased.

Our total obligation under the finance leases for Two Creeks as of December 31, 2021 and 2020, was \$9.8 million and \$7.9 million, respectively, and will decrease to zero over the remaining lives of the leases.

### ***Badger Hollow Solar Park I***

Related to its investment in Badger Hollow I, WPS, along with an unaffiliated utility, entered into several land leases in Iowa County, Wisconsin that commenced in the third quarter of 2019. The leases are for a total of approximately 1,300 acres of land. Each lease has an initial construction term that ends upon achieving commercial operation, then automatically extends for 25 years with an option for an additional 25-year extension. We expect the optional extension to be exercised, and, as a result, the land leases are being amortized over the extended term of the leases. The lease payments will be recovered through rates. Upon achieving commercial operation in November 2021, the lease liability was remeasured as a result of finalizing the total acres being leased.

Our total obligation under the finance leases for Badger Hollow I as of December 31, 2021 and 2020, was \$17.6 million and \$20.3 million, respectively, and will decrease to zero over the remaining lives of the leases.

### ***Badger Hollow Solar Park II***

Related to its investment in Badger Hollow II, WE, along with an unaffiliated utility, entered into several land leases in Iowa County, Wisconsin that commenced in the second quarter of 2020. The leases are for a total of approximately 1,500 acres of land. Each lease has an initial construction term that ends upon achieving commercial operation, then automatically extends for 25 years with an option for an additional 25-year extension. We expect the optional extension to be exercised, and, as a result, the land leases are being amortized over the extended term of the leases. The lease payments will be recovered through rates.

Our total obligation under the finance leases for Badger Hollow II as of December 31, 2021 and 2020, was \$23.6 million and \$23.1 million, respectively, and will decrease to zero over the remaining lives of the leases.

**Amounts Recognized in the Financial Statements and Other Information**

The components of lease expense and supplemental cash flow information related to our leases for the years ended December 31 are as follows:

<i>(in millions)</i>	2021	2020	2019
<b>Finance lease expense</b>			
Amortization of right of use assets <sup>(1)</sup>	\$ 8.1	\$ 6.3	\$ 4.9
Interest on lease liabilities <sup>(2)</sup>	1.6	2.5	3.3
Operating lease expense <sup>(3)</sup>	3.4	5.4	5.5
Short-term lease expense <sup>(3)</sup>	0.2	0.3	0.6
<b>Total lease expense</b>	<b>\$ 13.3</b>	<b>\$ 14.5</b>	<b>\$ 14.3</b>
<b>Other information</b>			
<b>Cash paid for amounts included in the measurement of lease liabilities</b>			
Operating cash flows from finance leases	\$ 1.6	\$ 2.5	\$ 3.3
Operating cash flows from operating leases	\$ 5.3	\$ 6.7	\$ 6.0
Financing cash flows from finance leases	\$ 8.1	\$ 6.3	\$ 4.9
<b>Non-cash activities:</b>			
Right of use assets obtained in exchange for finance lease liabilities	\$ 73.6	\$ 22.8	\$ 27.2
Right of use assets obtained in exchange for operating lease liabilities	\$ 0.5	\$ —	\$ 49.0
Weighted-average remaining lease term – finance leases	20.5 years	41.5 years	31.5 years
Weighted-average remaining lease term – operating leases	12.5 years	13.0 years	12.9 years
Weighted-average discount rate – finance lease <sup>(4)</sup>	2.4 %	4.9 %	6.7 %
Weighted average discount rate – operating leases <sup>(4)</sup>	3.4 %	3.4 %	4.4 %

<sup>(1)</sup> Amortization of right of use assets was included as a component of depreciation and amortization expense.

<sup>(2)</sup> Interest on lease liabilities was included as a component of interest expense.

<sup>(3)</sup> Operating and short-term lease expense were included as a component of operation and maintenance expense.

<sup>(4)</sup> Because our leases do not provide an implicit rate of return, we used the fully collateralized incremental borrowing rates based upon information available for similarly rated companies in determining the present value of lease payments.

The following table summarizes our finance lease right of use assets, which were included in property, plant, and equipment on our balance sheets at December 31:

<i>(in millions)</i>	2021	2020
<b>Power purchase commitment</b>		
Under finance leases	\$ 214.4	\$ 140.3
Accumulated amortization	(137.7)	(132.3)
<b>Total power purchase commitment</b>	<b>\$ 76.7</b>	<b>\$ 8.0</b>
<b>Two Creeks land leases</b>		
Under finance leases	\$ 9.6	\$ 7.7
Accumulated amortization	(0.4)	(0.2)
<b>Total Two Creeks land leases</b>	<b>\$ 9.2</b>	<b>\$ 7.5</b>
<b>Badger Hollow I land leases</b>		
Under finance leases	\$ 16.6	\$ 19.5
Accumulated amortization	(0.9)	(0.6)
<b>Total Badger Hollow I land leases</b>	<b>\$ 15.7</b>	<b>\$ 18.9</b>
<b>Badger Hollow II land leases</b>		
Under finance leases	\$ 22.8	\$ 22.8
Accumulated amortization	(0.7)	(0.2)
<b>Total Badger Hollow II land leases</b>	<b>\$ 22.1</b>	<b>\$ 22.6</b>
<b>Other, net</b>	<b>\$ 0.3</b>	<b>\$ —</b>
<b>Total finance lease right of use assets, net</b>	<b>\$ 124.0</b>	<b>\$ 57.0</b>

Right of use assets related to operating leases were \$19.5 million and \$20.7 million at December 31, 2021 and 2020, respectively, and were included in other long-term assets on our balance sheets.

Future minimum lease payments under our operating and finance leases and the present value of our net minimum lease payments as of December 31, 2021, were as follows:

<i>(in millions)</i>	Total Operating Leases	Power Purchase Commitment	Two Creeks	Badger Hollow I	Badger Hollow II	Other	Total Finance Leases
2022	\$ 4.7	\$ 79.0	\$ 0.2	\$ 0.5	\$ 0.3	\$ —	\$ 80.0
2023	4.5	—	0.2	0.5	0.7	—	1.4
2024	4.3	—	0.2	0.5	0.7	—	1.4
2025	3.8	—	0.2	0.5	0.7	—	1.4
2026	3.9	—	0.3	0.5	0.7	—	1.5
Thereafter	20.8	—	21.7	39.3	54.3	0.6	115.9
Total minimum lease payments	42.0	79.0	22.8	41.8	57.4	0.6	201.6
Less: Interest	(9.2)	(0.6)	(13.0)	(24.2)	(33.8)	(0.3)	(71.9)
Present value of minimum lease payments	32.8	78.4	9.8	17.6	23.6	0.3	129.7
Less: Short-term lease liabilities	(3.7)	(78.4)	—	—	—	—	(78.4)
<b>Long-term lease liabilities</b>	<b>\$ 29.1</b>	<b>\$ —</b>	<b>\$ 9.8</b>	<b>\$ 17.6</b>	<b>\$ 23.6</b>	<b>\$ 0.3</b>	<b>\$ 51.3</b>

Short-term and long-term lease liabilities related to operating leases were included in other current liabilities and other long-term liabilities on the balance sheets, respectively. Short-term and long-term lease liabilities related to our finance leases were included in current portion of long-term debt and long-term debt on the balance sheets, respectively.

As of February 24, 2022, we have not entered into any material leases that have not yet commenced.

## NOTE 16—INCOME TAXES

### Income Tax Expense

The following table is a summary of income tax expense for the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Current tax expense (benefit)	\$ 93.9	\$ 49.2	\$ (37.9)
Deferred income taxes, net	111.0	182.2	167.7
ITCs	(4.6)	(3.5)	(4.8)
<b>Total income tax expense</b>	<b>\$ 200.3</b>	<b>\$ 227.9</b>	<b>\$ 125.0</b>

### Statutory Rate Reconciliation

The provision for income taxes for each of the years ended December 31 differs from the amount of income tax determined by applying the applicable United States statutory federal income tax rate to income before income taxes as a result of the following:

<i>(in millions)</i>	2021		2020		2019	
	Amount	Effective Tax Rate	Amount	Effective Tax Rate	Amount	Effective Tax Rate
Statutory federal income tax	\$ 315.1	21.0 %	\$ 299.9	21.0 %	\$ 264.4	21.0 %
State income taxes net of federal tax benefit	96.1	6.4 %	90.5	6.3 %	80.4	6.4 %
Wind PTCs	(81.3)	(5.4)%	(51.5)	(3.6)%	(34.1)	(2.7)%
Federal excess deferred tax amortization – Wisconsin unprotected <sup>(1)</sup>	(77.9)	(5.2)%	(57.6)	(4.0)%	—	— %
Federal excess deferred tax amortization <sup>(2)</sup>	(37.3)	(2.5)%	(36.7)	(2.6)%	(34.9)	(2.8)%
ITC restored	(4.6)	(0.3)%	(3.5)	(0.2)%	(4.8)	(0.4)%
AFUDC – Equity	(3.8)	(0.3)%	(4.4)	(0.3)%	(3.0)	(0.2)%
Excess tax benefits – stock options	(3.2)	(0.2)%	(12.3)	(0.9)%	(15.8)	(1.3)%
Tax repairs <sup>(3)</sup>	4.0	0.3 %	3.3	0.2 %	(122.8)	(9.8)%
Other, net	(6.8)	(0.4)%	0.2	— %	(4.4)	(0.3)%
<b>Total income tax expense</b>	<b>\$ 200.3</b>	<b>13.4 %</b>	<b>\$ 227.9</b>	<b>15.9 %</b>	<b>\$ 125.0</b>	<b>9.9 %</b>

<sup>(1)</sup> In accordance with the rate order received from the PSCW in December 2019, our Wisconsin utilities are amortizing these unprotected deferred tax benefits over periods ranging from two years to four years, to reduce near-term rate impacts to their customers. The decrease in income tax expense related to the amortization of the deferred tax benefits is offset by a decrease in revenue as the benefits are returned to customers, resulting in no impact on net income.



- (2) The Tax Legislation required our regulated utilities to remeasure their deferred income taxes and we began to amortize the resulting excess deferred income taxes beginning in 2018 in accordance with normalization requirements. The decrease in income tax expense related to the amortization of the deferred tax benefits is offset by a decrease in revenue as the benefits are returned to customers, resulting in no impact on net income.
- (3) In accordance with a settlement agreement with the PSCW, WE flowed through the tax benefit of its repair related deferred tax liabilities in 2018 and 2019, to maintain certain regulatory asset balances at their December 31, 2017 levels. The flow through treatment of the repair related deferred tax liabilities offset the negative income statement impact of holding the regulatory assets level, resulting in no impact to net income. In 2020, in accordance with the settlement agreement, WE started collecting the payback of the tax repairs benefit that was flowed through to customers. Customers will pay back all of the benefits over the next fifty years.

See Note 26, Regulatory Environment, for more information about the impact of the Tax Legislation and the Wisconsin rate orders.

## Deferred Income Tax Assets and Liabilities

The components of deferred income taxes as of December 31 were as follows:

<i>(in millions)</i>	2021	2020
<b>Deferred tax assets</b>		
Tax gross up – regulatory items	\$ 469.5	\$ 497.6
Future tax benefits	104.6	102.5
Deferred revenues	97.8	104.2
Other	205.9	197.2
<b>Total deferred tax assets</b>	<b>877.8</b>	<b>901.5</b>
Valuation allowance	(1.2)	(2.3)
<b>Net deferred tax assets</b>	<b>\$ 876.6</b>	<b>\$ 899.2</b>
<b>Deferred tax liabilities</b>		
Property-related	\$ 3,909.0	\$ 3,721.0
Investment in affiliates	648.6	647.2
Deferred costs – plant retirements	223.9	255.4
Employee benefits and compensation	170.6	148.2
Other	233.0	187.2
<b>Total deferred tax liabilities</b>	<b>5,185.1</b>	<b>4,959.0</b>
<b>Deferred tax liability, net</b>	<b>\$ 4,308.5</b>	<b>\$ 4,059.8</b>

Consistent with rate-making treatment, deferred taxes related to our regulated utilities in the table above are offset for temporary differences that have related regulatory assets and liabilities.

The components of net deferred tax assets associated with federal and state tax benefit carryforwards as of December 31, 2021 and 2020 are summarized in the tables below:

<b>2021</b> <i>(in millions)</i>	Gross Value	Deferred Tax Effect	Valuation Allowance	Earliest Year of Expiration
<b>Future tax benefits as of December 31, 2021</b>				
Federal tax credit	\$ —	\$ 91.5	\$ —	2041
State net operating loss	72.0	4.4	(1.2)	2030
Other state benefits	—	8.7	—	2023
<b>Balance as of December 31, 2021</b>	<b>\$ 72.0</b>	<b>\$ 104.6</b>	<b>\$ (1.2)</b>	

<b>2020</b> <i>(in millions)</i>	Gross Value	Deferred Tax Effect	Valuation Allowance	Earliest Year of Expiration
<b>Future tax benefits as of December 31, 2020</b>				
Federal tax credit	\$ —	\$ 89.1	\$ —	2040
State net operating loss	88.8	5.5	(2.3)	2030
Other state benefits	—	7.9	—	2023
<b>Balance as of December 31, 2020</b>	<b>\$ 88.8</b>	<b>\$ 102.5</b>	<b>\$ (2.3)</b>	

## Unrecognized Tax Benefits

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

<i>(in millions)</i>	2021	2020	2019
Balance as of January 1	\$ 11.9	\$ 17.9	\$ 20.0
Additions for tax positions of prior years	—	1.6	1.9
Additions based on tax positions related to the current year	1.6	0.1	0.2
Reductions for tax positions of prior years	(6.7)	(7.7)	(4.2)
<b>Balance as of December 31</b>	<b>\$ 6.8</b>	<b>\$ 11.9</b>	<b>\$ 17.9</b>

The amount of unrecognized tax benefits as of December 31, 2021 and 2020, excludes deferred tax assets related to uncertainty in income taxes of \$1.2 million and \$1.9 million, respectively. As of December 31, 2021 and 2020, the net amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate for continuing operations was \$5.7 million and \$10.1 million, respectively.

Interest accrued related to unrecognized tax benefits is as follows:

<i>(in millions)</i>	2021	2020	2019
Balance as of January 1	\$ 0.5	\$ 0.8	\$ 0.7
Interest expense (income) related to unrecognized tax benefits	(0.4)	(0.3)	0.1
<b>Balance as of December 31</b>	<b>\$ 0.1</b>	<b>\$ 0.5</b>	<b>\$ 0.8</b>

For the years ended December 31, 2021, 2020, and 2019, we recognized no penalties related to unrecognized tax benefits in our consolidated income statements. At December 31, 2021 and 2020, we had no amounts accrued for penalties related to unrecognized tax benefits.

Although analysis of our unrecognized tax benefits is ongoing, the potential estimated decrease in the total amounts of unrecognized tax benefits within the next 12 months is approximately \$2.1 million associated with statutes of limitations on certain tax years. We do not anticipate any significant increases in the total amounts of unrecognized tax benefits within the next 12 months.

We file income tax returns in the United States federal jurisdiction and state tax returns based on income in our major state operating jurisdictions of Wisconsin, Illinois, Michigan, and Minnesota. We also file tax returns in other state and local jurisdictions with varying statutes of limitations. As of December 31, 2021, with a few exceptions, we were subject to examination by federal and state or local tax authorities for the 2017 through 2021 tax years in our major operating jurisdictions as follows:

Jurisdiction	Years
Federal	2018–2021
Illinois	2017–2021
Michigan	2017–2021
Minnesota	2017–2021
Wisconsin	2017–2021

## NOTE 17—FAIR VALUE MEASUREMENTS

The following tables summarize our financial assets and liabilities that were accounted for at fair value on a recurring basis, categorized by level within the fair value hierarchy:

<i>(in millions)</i>	December 31, 2021			
	Level 1	Level 2	Level 3	Total
<b>Derivative assets</b>				
Natural gas contracts	\$ 46.4	\$ 18.2	\$ —	\$ 64.6
FTRs	—	—	2.4	2.4
Coal contracts	—	53.0	—	53.0
<b>Total derivative assets</b>	<b>\$ 46.4</b>	<b>\$ 71.2</b>	<b>\$ 2.4</b>	<b>\$ 120.0</b>
Investments held in rabbi trust	\$ 79.6	\$ —	\$ —	\$ 79.6
<b>Derivative liabilities</b>				
Natural gas contracts	\$ 8.4	\$ 6.7	\$ —	\$ 15.1

<i>(in millions)</i>	December 31, 2020			
	Level 1	Level 2	Level 3	Total
<b>Derivative assets</b>				
Natural gas contracts	\$ 11.7	\$ 2.0	\$ —	\$ 13.7
FTRs	—	—	2.4	2.4
Coal contracts	—	1.8	—	1.8
<b>Total derivative assets</b>	<b>\$ 11.7</b>	<b>\$ 3.8</b>	<b>\$ 2.4</b>	<b>\$ 17.9</b>
Investments held in rabbi trust	\$ 79.6	\$ —	\$ —	\$ 79.6
<b>Derivative liabilities</b>				
Natural gas contracts	\$ 7.7	\$ 6.4	\$ —	\$ 14.1
Coal contracts	—	1.2	—	1.2
Interest rate swaps	—	6.8	—	6.8
<b>Total derivative liabilities</b>	<b>\$ 7.7</b>	<b>\$ 14.4</b>	<b>\$ —</b>	<b>\$ 22.1</b>

The derivative assets and liabilities listed in the tables above include options, swaps, futures, physical commodity contracts, and other instruments used to manage market risks related to changes in commodity prices and interest rates. They also include FTRs, which are used to manage electric transmission congestion costs in the MISO Energy Markets.

We hold investments in the Integrys rabbi trust. These investments are restricted as they can only be withdrawn from the trust to fund participants' benefits under the Integrys deferred compensation plan and certain Integrys non-qualified pension plans. These investments are included in other long-term assets on our balance sheets. For the years ended December 31, 2021, 2020, and 2019, the net unrealized gains included in earnings related to the investments held at the end of the period were \$16.0 million, \$6.3 million, and \$18.7 million, respectively.

The following table summarizes the changes to derivatives classified as Level 3 in the fair value hierarchy at December 31:

<i>(in millions)</i>	2021	2020	2019
Balance at the beginning of the period	\$ 2.4	\$ 3.1	\$ 7.4
Purchases	6.1	7.6	12.8
Settlements	(6.1)	(8.3)	(17.1)
<b>Balance at the end of the period</b>	<b>\$ 2.4</b>	<b>\$ 2.4</b>	<b>\$ 3.1</b>

### Fair Value of Financial Instruments

The following table shows the financial instruments included on our balance sheets that are not recorded at fair value at December 31:

<i>(in millions)</i>	2021		2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Preferred stock of subsidiary	\$ 30.4	\$ 30.3	\$ 30.4	\$ 32.3
Long-term debt, including current portion <sup>(1)</sup>	13,563.4	14,819.4	12,450.5	14,343.2

<sup>(1)</sup> The carrying amount of long-term debt excludes finance lease obligations of \$129.7 million and \$63.4 million at December 31, 2021 and 2020, respectively.

The fair values of our long-term debt and preferred stock are categorized within Level 2 of the fair value hierarchy.

**NOTE 18—DERIVATIVE INSTRUMENTS**

None of our derivatives are designated as hedging instruments, with the exception of interest rate swaps, which were designated as cash flow hedges. Derivative assets and liabilities are included in the other current and other long-term line items on our balance sheets. The following table shows our derivative assets and derivative liabilities.

<i>(in millions)</i>	December 31, 2021		December 31, 2020	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
<b>Current</b>				
Natural gas contracts	\$ 60.6	\$ 14.0	\$ 13.0	\$ 12.9
FTRs	2.4	—	2.4	—
Coal contracts	44.0	—	1.6	0.8
Interest rate swaps	—	—	—	6.8
<b>Total current</b>	<b>107.0</b>	<b>14.0</b>	<b>17.0</b>	<b>20.5</b>
<b>Long-term</b>				
Natural gas contracts	4.0	1.1	0.7	1.2
Coal contracts	9.0	—	0.2	0.4
<b>Total long-term</b>	<b>13.0</b>	<b>1.1</b>	<b>0.9</b>	<b>1.6</b>
<b>Total</b>	<b>\$ 120.0</b>	<b>\$ 15.1</b>	<b>\$ 17.9</b>	<b>\$ 22.1</b>

Realized gains (losses) on derivatives not designated as hedging instruments are primarily recorded in cost of sales on the income statements. Our estimated notional sales volumes and realized gains (losses) were as follows for the years ended:

<i>(in millions)</i>	December 31, 2021		December 31, 2020		December 31, 2019	
	Volumes	Gains	Volumes	Gains (Losses)	Volumes	Gains (Losses)
Natural gas contracts	197.6 Dth	\$ 136.5	188.6 Dth	\$ (54.1)	183.9 Dth	\$ (27.1)
FTRs	28.2 MWh	17.7	29.8 MWh	4.1	31.2 MWh	16.3
<b>Total</b>		<b>\$ 154.2</b>		<b>\$ (50.0)</b>		<b>\$ (10.8)</b>

At December 31, 2021 and 2020, we had posted cash collateral of \$13.9 million and \$18.9 million, respectively. We had also received cash collateral of \$13.2 million at December 31, 2021.

The following table shows derivative assets and derivative liabilities if derivative instruments by counterparty were presented net on our balance sheets:

<i>(in millions)</i>	December 31, 2021		December 31, 2020	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Gross amount recognized on the balance sheet	\$ 120.0	\$ 15.1	\$ 17.9	\$ 22.1
Gross amount not offset on the balance sheet	(15.2) <sup>(1)</sup>	(9.2) <sup>(2)</sup>	(6.9)	(7.7) <sup>(3)</sup>
<b>Net amount</b>	<b>\$ 104.8</b>	<b>\$ 5.9</b>	<b>\$ 11.0</b>	<b>\$ 14.4</b>

<sup>(1)</sup> Includes cash collateral received of \$6.4 million.

<sup>(2)</sup> Includes cash collateral posted of \$0.4 million.

<sup>(3)</sup> Includes cash collateral posted of \$0.8 million.

**Cash Flow Hedges**

Until their expiration on November 15, 2021, we had two interest rate swaps with a combined notional value of \$250.0 million to hedge the variable interest rate risk associated with our 2007 Junior Notes. The swaps provided a fixed interest rate of 4.9765% on \$250.0 million of the \$500.0 million of outstanding 2007 Junior Notes. As these swaps qualified for cash flow hedge accounting treatment, the related gains and losses were deferred in accumulated other comprehensive loss and were amortized to interest expense as interest was accrued on the 2007 Junior Notes.

We previously entered into forward interest rate swap agreements to mitigate the interest rate exposure associated with the issuance of long-term debt related to the acquisition of Integrys. These swap agreements were settled in 2015, and we continue to amortize amounts out of accumulated other comprehensive loss into interest expense over the periods in which the interest costs are recognized in earnings.

The table below shows the amounts related to these cash flow hedges recorded in other comprehensive income (loss) and in earnings, along with our total interest expense on the income statements, for the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Derivative gain (loss) recognized in other comprehensive income / loss	\$ 0.8	\$ (5.9)	\$ (4.8)
Net derivative gain (loss) reclassified from accumulated other comprehensive loss to interest expense	(1.3)	(2.1)	1.1
Total interest expense line item on the income statements	471.1	493.7	501.5

We estimate that during the next twelve months \$0.4 million will be reclassified from accumulated other comprehensive loss as a reduction to interest expense.

## NOTE 19—GUARANTEES

The following table shows our outstanding guarantees:

<i>(in millions)</i>	Total Amounts Committed at December 31, 2021	Expiration		
		Less Than 1 Year	1 to 3 Years	Over 3 Years
Standby letters of credit <sup>(1)</sup>	\$ 75.2	\$ 2.5	\$ 0.2	\$ 72.5
Surety bonds <sup>(2)</sup>	12.8	12.8	—	—
Other guarantees <sup>(3)</sup>	9.4	—	—	9.4
<b>Total guarantees</b>	<b>\$ 97.4</b>	<b>\$ 15.3</b>	<b>\$ 0.2</b>	<b>\$ 81.9</b>

<sup>(1)</sup> At our request or the request of our subsidiaries, financial institutions have issued standby letters of credit for the benefit of third parties that have extended credit to our subsidiaries. These amounts are not reflected on our balance sheets.

<sup>(2)</sup> Primarily for workers compensation self-insurance programs and obtaining various licenses, permits, and rights-of-way. These amounts are not reflected on our balance sheets.

<sup>(3)</sup> Consists of \$9.4 million related to workers compensation coverage for which a liability was recorded on our balance sheets.

## NOTE 20—EMPLOYEE BENEFITS

### Pension and Other Postretirement Employee Benefits

We and our subsidiaries have defined benefit pension plans that cover substantially all of our employees, as well as several unfunded non-qualified retirement plans. In addition, we and our subsidiaries offer multiple OPEB plans to employees. The benefits for a portion of these plans are funded through irrevocable trusts, as allowed for income tax purposes. We also offer medical, dental, and life insurance benefits to active employees and their dependents. We expense the costs of these benefits as incurred.

Generally, former Wisconsin Energy Corporation employees who started with the company after 1995 receive a benefit based on a percentage of their annual salary plus an interest credit, while employees who started before 1996 receive a benefit based upon years of service and final average salary. Wisconsin Energy Corporation management employees hired after December 31, 2014, and certain new represented employees hired after May 1, 2017, receive an annual company contribution to their 401(k) savings plan instead of being enrolled in the defined benefit plans.

For former Integrys employees, the defined benefit pension plans are closed to all new hires. In addition, the service accruals for the defined benefit pension plans were frozen for non-union employees as of January 1, 2013. These employees receive an annual company contribution to their 401(k) savings plan, which is calculated based on age, wages, and full years of vesting service as of December 31 each year.

We use a year-end measurement date to measure the funded status of all of our pension and OPEB plans. Due to the regulated nature of our business, we have concluded that substantially all of the unrecognized costs resulting from the recognition of the funded status of our pension and OPEB plans qualify as a regulatory asset.

The following tables provide a reconciliation of the changes in our plans' benefit obligations and fair value of assets: WEC 2021 Annual Report

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
<b>Change in benefit obligation</b>				
Obligation at January 1	\$ 3,346.4	\$ 3,123.7	\$ 556.1	\$ 558.6
Service cost	54.3	50.1	15.7	15.2
Interest cost	87.5	102.8	14.5	18.6
Participant contributions	—	—	12.5	13.3
Plan amendments	—	—	(3.9)	(5.0)
Actuarial loss (gain)	(101.3)	311.6	(20.3)	(1.4)
Benefit payments	(250.3)	(241.8)	(47.5)	(46.1)
Federal subsidy on benefits paid	N/A	N/A	1.2	1.3
Transfer	—	—	1.9	1.6
<b>Obligation at December 31</b>	<b>\$ 3,136.6</b>	<b>\$ 3,346.4</b>	<b>\$ 530.2</b>	<b>\$ 556.1</b>
<b>Change in fair value of plan assets</b>				
Fair value at January 1	\$ 3,225.0	\$ 3,007.0	\$ 951.4	\$ 879.6
Actual return on plan assets	291.8	348.1	79.9	103.1
Employer contributions	62.4	111.7	3.9	1.5
Participant contributions	—	—	12.5	13.3
Benefit payments	(250.3)	(241.8)	(47.5)	(46.1)
<b>Fair value at December 31</b>	<b>\$ 3,328.9</b>	<b>\$ 3,225.0</b>	<b>\$ 1,000.2</b>	<b>\$ 951.4</b>
<b>Funded status at December 31</b>	<b>\$ 192.3</b>	<b>\$ (121.4)</b>	<b>\$ 470.0</b>	<b>\$ 395.3</b>

In 2021 we had actuarial gains related to our pension benefit obligations of \$101.3 million and actuarial losses in 2020 of \$311.6 million, both of which were primarily driven by changes in our discount rates. The discount rate for our pension benefits was 2.96%, 2.67%, and 3.41%, in 2021, 2020, and 2019, respectively.

The actuarial gains related to our OPEB benefit obligations were not significant for 2021 or 2020.

The amounts recognized on our balance sheets at December 31 related to the funded status of the benefit plans were as follows:

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
Pension and OPEB assets	\$ 389.0	\$ 182.9	\$ 492.3	\$ 418.0
Pension and OPEB obligations	196.7	304.3	22.3	22.7
<b>Total net (liabilities) assets</b>	<b>\$ 192.3</b>	<b>\$ (121.4)</b>	<b>\$ 470.0</b>	<b>\$ 395.3</b>

The accumulated benefit obligation for all defined benefit pension plans was \$3,010.5 million and \$3,194.3 million as of December 31, 2021 and 2020, respectively.

The following table shows information for pension plans with an accumulated benefit obligation in excess of plan assets. Amounts presented are as of December 31:

<i>(in millions)</i>	2021	2020
Accumulated benefit obligation	\$ 372.4	\$ 1,555.5
Fair value of plan assets	186.3	1,298.3

The following table shows information for pension plans with a projected benefit obligation in excess of plan assets. Amounts presented are as of December 31:

<i>(in millions)</i>	2021	2020
Projected benefit obligation	\$ 383.0	\$ 2,034.1
Fair value of plan assets	186.3	1,729.8

The following table shows information for OPEB plans with an accumulated benefit obligation in excess of plan assets. Amounts presented are as of December 31:

<i>(in millions)</i>	2021		2020	
Accumulated benefit obligation	\$	25.1	\$	25.7
Fair value of plan assets		2.8		3.0

The following table shows the amounts that had not yet been recognized in our net periodic benefit cost (credit) as of December 31:

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
<b>Pre-tax accumulated other comprehensive income (loss)</b> <sup>(1)</sup>				
Net actuarial loss (gain)	\$ 7.5	\$ 10.4	\$ (1.4)	\$ (1.4)
Prior service credits	—	—	(0.1)	(0.1)
<b>Total</b>	<b>\$ 7.5</b>	<b>\$ 10.4</b>	<b>\$ (1.5)</b>	<b>\$ (1.5)</b>
<b>Net regulatory assets (liabilities)</b> <sup>(2)</sup>				
Net actuarial loss (gain)	\$ 798.6	\$ 1,101.2	\$ (300.1)	\$ (288.7)
Prior service costs (credits)	(0.5)	1.1	(60.3)	(78.6)
<b>Total</b>	<b>\$ 798.1</b>	<b>\$ 1,102.3</b>	<b>\$ (360.4)</b>	<b>\$ (367.3)</b>

<sup>(1)</sup> Amounts related to the nonregulated entities are included in accumulated other comprehensive loss.

<sup>(2)</sup> Amounts related to the utilities and WBS are recorded as net regulatory assets or liabilities.

The components of net periodic benefit cost (credit) (including amounts capitalized to our balance sheets) for the years ended December 31 were as follows:

<i>(in millions)</i>	Pension Benefits			OPEB Benefits		
	2021	2020	2019	2021	2020	2019
Service cost	\$ 54.3	\$ 50.1	\$ 47.0	\$ 15.7	\$ 15.2	\$ 16.3
Interest cost	87.5	102.8	120.4	14.5	18.6	25.7
Expected return on plan assets	(200.9)	(190.3)	(193.3)	(66.0)	(60.3)	(54.7)
Plan settlement	3.9	17.9	11.5	—	—	—
Plan curtailment	—	—	—	(6.4)	—	—
Amortization of prior service cost (credit)	1.6	1.6	2.2	(15.9)	(15.0)	(15.4)
Amortization of net actuarial loss (gain)	109.4	102.6	77.3	(24.4)	(22.4)	(6.6)
<b>Net periodic benefit cost (credit)</b>	<b>\$ 55.8</b>	<b>\$ 84.7</b>	<b>\$ 65.1</b>	<b>\$ (82.5)</b>	<b>\$ (63.9)</b>	<b>\$ (34.7)</b>

The weighted-average assumptions used to determine the benefit obligations for the plans were as follows for the years ended December 31:

	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
Discount rate	2.96%	2.67%	2.92%	2.60%
Rate of compensation increase	4.00%	4.00%	N/A	N/A
Interest credit rate	3.73%	3.69%	N/A	N/A
Assumed medical cost trend rate (Pre 65)	N/A	N/A	5.70%	5.85%
Ultimate trend rate (Pre 65)	N/A	N/A	5.00%	5.00%
Year ultimate trend rate is reached (Pre 65)	N/A	N/A	2028	2028
Assumed medical cost trend rate (Post 65)	N/A	N/A	5.67%	5.80%
Ultimate trend rate (Post 65)	N/A	N/A	5.00%	5.00%
Year ultimate trend rate is reached (Post 65)	N/A	N/A	2028	2028

The weighted-average assumptions used to determine the net periodic benefit cost for the plans were as follows for the years ended December 31:

	Pension Benefits		
	2021	2020	2019
Discount rate	2.71%	3.34%	4.21%
Expected return on plan assets	6.88%	6.87%	7.12%
Rate of compensation increase	4.00%	4.00%	3.66%
Interest credit rate	3.71%	3.70%	3.72%

	OPEB Benefits		
	2021	2020	2019
Discount rate	2.66%	3.39%	4.27%
Expected return on plan assets	7.00%	7.00%	7.25%
Assumed medical cost trend rate (Pre 65)	5.85%	6.00%	6.25%
Ultimate trend rate (Pre 65)	5.00%	5.00%	5.00%
Year ultimate trend rate is reached (Pre 65)	2028	2028	2024
Assumed medical cost trend rate (Post 65)	5.80%	5.91%	6.01%
Ultimate trend rate (Post 65)	5.00%	5.00%	5.00%
Year ultimate trend rate is reached (Post 65)	2028	2028	2028

We consult with our investment advisors on an annual basis to help us forecast expected long-term returns on plan assets by reviewing historical returns as well as calculating expected total trust returns using the weighted-average of long-term market returns for each of the major target asset categories utilized in the fund. For 2022, the expected return on assets assumption is 6.88% for the pension plans and 7.00% for the OPEB plans.

### Plan Assets

Current pension trust assets and amounts which are expected to be contributed to the trusts in the future are expected to be adequate to meet pension payment obligations to current and future retirees.

The Investment Trust Policy Committee oversees investment matters related to all of our funded benefit plans. The Committee works with external actuaries and investment consultants on an on-going basis to establish and monitor investment strategies and target asset allocations. Forecasted cash flows for plan liabilities are regularly updated based on annual valuation results. Target allocations are determined utilizing projected benefit payment cash flows and risk analyses of appropriate investments. They are intended to reduce risk, provide long-term financial stability for the plans and maintain funded levels which meet long-term plan obligations while preserving sufficient liquidity for near-term benefit payments.

The legacy Wisconsin Energy Corporation pension trust target asset allocations are 35% equity investments, 55% fixed income investments, and 10% private equity and real estate investments. The legacy Integrys pension trust target asset allocations are 45% equity investments, 45% fixed income investments, and 10% private equity and real estate investments. The legacy Wisconsin Energy Corporation OPEB trust target asset allocations are 50% equity investments and 50% fixed income investments. The two largest legacy OPEB trusts for Integrys have the same target asset allocations of 45% equity investments and 55% fixed income investments. Equity securities include investments in large-cap, mid-cap, and small-cap companies. Fixed income securities include corporate bonds of companies from diversified industries, mortgage and other asset backed securities, commercial paper, and United States Treasuries.

Pension and OPEB plan investments are recorded at fair value. See Note 1(r), Fair Value Measurements, for more information regarding the fair value hierarchy and the classification of fair value measurements based on the types of inputs used.



The following tables provide the fair values of our investments by asset class:

<i>(in millions)</i>	December 31, 2021							
	Pension Plan Assets				OPEB Assets			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Asset Class</b>								
Equity securities:								
United States equity	\$ 417.1	\$ —	\$ —	\$ 417.1	\$ 135.4	\$ —	\$ —	\$ 135.4
International equity	313.7	—	—	313.7	109.1	—	—	109.1
Fixed income securities: <sup>(1)</sup>								
United States bonds	—	1,068.7	—	1,068.7	165.0	192.3	—	357.3
International bonds	—	118.5	—	118.5	—	15.6	—	15.6
	730.8	1,187.2	—	1,918.0	409.5	207.9	—	617.4
Investments measured at net asset value				1,410.9				382.8
<b>Total</b>	<b>\$ 730.8</b>	<b>\$ 1,187.2</b>	<b>\$ —</b>	<b>\$ 3,328.9</b>	<b>\$ 409.5</b>	<b>\$ 207.9</b>	<b>\$ —</b>	<b>\$ 1,000.2</b>

<sup>(1)</sup> This category represents investment grade bonds of United States and foreign issuers denominated in United States dollars from diverse industries.

<i>(in millions)</i>	December 31, 2020							
	Pension Plan Assets				OPEB Assets			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Asset Class</b>								
Equity securities:								
United States equity	\$ 439.2	\$ —	\$ —	\$ 439.2	\$ 141.4	\$ —	\$ —	\$ 141.4
International equity	345.1	—	—	345.1	120.9	—	—	120.9
Fixed income securities: <sup>(1)</sup>								
United States bonds	—	1,056.4	—	1,056.4	143.0	179.9	—	322.9
International bonds	—	114.3	—	114.3	—	12.0	—	12.0
	784.3	1,170.7	—	1,955.0	405.3	191.9	—	597.2
Investments measured at net asset value				1,270.0				354.2
<b>Total</b>	<b>\$ 784.3</b>	<b>\$ 1,170.7</b>	<b>\$ —</b>	<b>\$ 3,225.0</b>	<b>\$ 405.3</b>	<b>\$ 191.9</b>	<b>\$ —</b>	<b>\$ 951.4</b>

<sup>(1)</sup> This category represents investment grade bonds of United States and foreign issuers denominated in United States dollars from diverse industries.

## Cash Flows

We expect to contribute \$11.2 million to the pension plans and \$2.5 million to the OPEB plans in 2022, dependent upon various factors affecting us, including our liquidity position and possible tax law changes.

The following table shows the payments, reflecting expected future service, that we expect to make for pension and OPEB over the next 10 years:

<i>(in millions)</i>	Pension Benefits	OPEB Benefits
2022	\$ 231.6	\$ 35.0
2023	228.8	35.1
2024	222.8	34.9
2025	216.7	34.7
2026	219.9	34.6
2027-2031	946.2	170.4

## Savings Plans

We sponsor 401(k) savings plans which allow employees to contribute a portion of their pre-tax and/or after-tax income in accordance with plan-specified guidelines. A percentage of employee contributions are matched by us through a contribution into the employee's savings plan account, up to certain limits. The 401(k) savings plans include an Employee Stock Ownership Plan. Certain employees receive an employer retirement contribution, in which amounts are contributed to the employee's savings plan account based on the employee's wages, age, and years of service. Total costs incurred under all of these plans were \$51.8 million, \$49.7 million, and \$50.9 million in 2021, 2020, and 2019, respectively.

**NOTE 21—INVESTMENT IN TRANSMISSION AFFILIATES**

We own approximately 60% of ATC, a for-profit, transmission-only company regulated by the FERC for cost of service and certain state regulatory commissions for routing and siting of transmission projects. We also own approximately 75% of ATC Holdco, a separate entity formed in December 2016 to invest in transmission-related projects outside of ATC's traditional footprint. ATC's corporate manager has an eleven-member board of directors, and ATC Holdco's corporate manager has a four-member board of directors. We have one representative on each board. Each member of the board has only one vote. The following tables provide a reconciliation of the changes in our investments in ATC and ATC Holdco:

<i>(in millions)</i>	2021		
	ATC	ATC Holdco	Total
Balance at January 1	\$ 1,733.5	\$ 30.8	\$ 1,764.3
Add: Earnings (loss) from equity method investment	166.4	(8.3)	158.1
Less: Distributions	133.0	—	133.0
<b>Balance at December 31</b>	<b>\$ 1,766.9</b>	<b>\$ 22.5</b>	<b>\$ 1,789.4</b>

<i>(in millions)</i>	2020		
	ATC	ATC Holdco	Total
Balance at January 1	\$ 1,684.7	\$ 36.1	\$ 1,720.8
Add: Earnings from equity method investment	174.3	1.5	175.8
Add: Capital contributions	21.2	—	21.2
Less: Distributions	146.7	—	146.7
Less: Return of capital	—	6.8	6.8
<b>Balance at December 31</b>	<b>\$ 1,733.5</b>	<b>\$ 30.8</b>	<b>\$ 1,764.3</b>

<i>(in millions)</i>	2019		
	ATC	ATC Holdco	Total
Balance at January 1	\$ 1,625.3	\$ 40.0	\$ 1,665.3
Add: Earnings (loss) from equity method investment	132.8	(5.2)	127.6
Add: Capital contributions	51.3	1.3	52.6
Less: Distributions	124.7	—	124.7
<b>Balance at December 31</b>	<b>\$ 1,684.7</b>	<b>\$ 36.1</b>	<b>\$ 1,720.8</b>

In November 2019 and May 2020, the FERC issued orders that addressed complaints related to ATC's allowed ROE. Due to the various outstanding petitions filed related to these orders, our financials continue to include a \$39.1 million liability for potential future refunds that ATC may be required to provide, reducing our equity earnings from ATC. This liability reflects a 10.52% ROE for all periods covered by the complaints.

We pay ATC for network transmission and other related services it provides. In addition, we provide a variety of operational, maintenance, and project management work for ATC, which is reimbursed by ATC. We are also required to initially fund the construction of transmission infrastructure upgrades needed for new generation projects. ATC owns these transmission assets and reimburses us for these costs when the new generation is placed in service.

The following table summarizes our significant related party transactions with ATC during the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Charges to ATC for services and construction	\$ 22.9	\$ 27.5	\$ 25.9
Charges from ATC for network transmission services	361.0	350.5	348.1
Net refund from ATC related to FERC ROE orders	7.3	10.7	—

As of December 31, 2021 and 2020, our balance sheets included the following receivables and payables for services provided to or received from ATC:

<i>(in millions)</i>	2021	2020
Accounts receivable for services provided to ATC	\$ 2.0	\$ 3.7
Accounts payable for services received from ATC	30.2	29.3
Amounts due from ATC for transmission infrastructure upgrades <sup>(1)</sup>	13.0	4.6

<sup>(1)</sup> The transmission infrastructure upgrades were primarily related to WE's and WPS's construction of their new solar projects, Badger Hollow II and Badger Hollow I, respectively.

Summarized financial data for ATC is included in the tables below:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
<b>Income statement data</b>			
Operating revenues	\$ 754.8	\$ 758.1	\$ 744.4
Operating expenses	376.2	372.5	373.5
Other expense, net	113.9	110.8	110.5
<b>Net income</b>	<b>\$ 264.7</b>	<b>\$ 274.8</b>	<b>\$ 260.4</b>

<i>(in millions)</i>	December 31, 2021	December 31, 2020
<b>Balance sheet data</b>		
Current assets	\$ 89.8	\$ 92.7
Noncurrent assets	5,628.1	5,400.6
<b>Total assets</b>	<b>\$ 5,717.9</b>	<b>\$ 5,493.3</b>
Current liabilities	\$ 436.9	\$ 310.8
Long-term debt	2,513.0	2,512.2
Other noncurrent liabilities	422.0	378.2
Members' equity	2,346.0	2,292.1
<b>Total liabilities and members' equity</b>	<b>\$ 5,717.9</b>	<b>\$ 5,493.3</b>

## NOTE 22—SEGMENT INFORMATION

We use net income attributed to common shareholders to measure segment profitability and to allocate resources to our businesses. At December 31, 2021, we reported six segments, which are described below.

- The Wisconsin segment includes the electric and natural gas utility operations of WE, WPS, WG, and U MERC.
- The Illinois segment includes the natural gas utility operations of PGL and NSG.
- The other states segment includes the natural gas utility and non-utility operations of MERC and MGU.
- The electric transmission segment includes our approximate 60% ownership interest in ATC, a for-profit, transmission-only company regulated by the FERC for cost of service and certain state regulatory commissions for routing and siting of transmission projects, and our approximate 75% ownership interest in ATC Holdco, which was formed to invest in transmission-related projects outside of ATC's traditional footprint.
- The non-utility energy infrastructure segment includes:
  - We Power, which owns and leases generating facilities to WE,
  - Bluewater, which owns underground natural gas storage facilities in Michigan that provide approximately one-third of the current storage needs for our Wisconsin natural gas utilities, and
  - WECL, which holds our ownership interests in the following wind generating facilities:
    - 90% ownership interest in Bishop Hill III, located in Henry County, Illinois,
    - 80% ownership interest in Coyote Ridge, located in Brookings County, South Dakota,
    - 90% ownership interest in Upstream, located in Antelope County, Nebraska,
    - 90% ownership interest in Blooming Grove, located in McLean County, Illinois,
    - 85% ownership interest in Tatanka Ridge, located in Deuel County, South Dakota, and
    - 90% ownership interest in Jayhawk, located in Bourbon and Crawford counties, Kansas.

See Note 2, Acquisitions, for more information on recent WECL acquisitions.

- The corporate and other segment includes the operations of the WEC Energy Group holding company, the Integrys holding company, the PELLC holding company, Wispark, Wisvest, WECC, WBS, and also included the operations of PDL prior to the sale of its remaining solar facilities in the fourth quarter of 2020. See Note 3, Dispositions, for more information on the sale of these solar facilities.

All of our operations and assets are located within the United States. The following tables show summarized financial information related to our reportable segments for the years ended December 31, 2021, 2020, and 2019.

2021 (in millions)	Utility Operations				Electric Transmission	Non-Utility Energy Infrastructure	Corporate and Other	Reconciling Eliminations	WEC Energy Group Consolidated
	Wisconsin	Illinois	Other States	Total Utility Operations					
External revenues	\$ 6,037.0	\$ 1,672.8	\$ 519.0	\$ 8,228.8	\$ —	\$ 86.7	\$ 0.5	\$ —	\$ 8,316.0
Intersegment revenues	—	—	—	—	—	452.8	—	(452.8)	—
Other operation and maintenance	1,455.2	433.5	90.4	1,979.1	—	43.1	(7.5)	(9.2)	2,005.5
Depreciation and amortization	726.9	218.1	38.1	983.1	—	125.3	25.9	(60.0)	1,074.3
Equity in earnings of transmission affiliates	—	—	—	—	158.1	—	—	—	158.1
Interest expense	555.6	66.6	6.2	628.4	19.4	71.0	92.8	(340.5)	471.1
Loss on debt extinguishment	—	—	—	—	—	—	36.3	—	36.3
Income tax expense (benefit)	119.9	79.3	11.5	210.7	32.3	3.1	(45.8)	—	200.3
Net income (loss)	707.7	223.0	35.8	966.5	106.3	276.2	(50.5)	—	1,298.5
Net income (loss) attributed to common shareholders	706.5	223.0	35.8	965.3	106.3	279.2	(50.5)	—	1,300.3
Capital expenditures and asset acquisitions	1,389.7	533.7	95.9	2,019.3	—	335.3	18.1	—	2,372.7
Total assets <sup>(1)</sup>	25,687.9	7,853.4	1,506.1	35,047.4	1,792.7	4,627.7	785.3	(3,264.6)	38,988.5

<sup>(1)</sup> Total assets at December 31, 2021 reflect an elimination of \$1,729.9 million for all lease activity between We Power and WE.

2020 (in millions)	Utility Operations				Electric Transmission	Non-Utility Energy Infrastructure	Corporate and Other	Reconciling Eliminations	WEC Energy Group Consolidated
	Wisconsin	Illinois	Other States	Total Utility Operations					
External revenues	\$ 5,473.5	\$ 1,321.9	\$ 384.1	\$ 7,179.5	\$ —	\$ 60.0	\$ 2.2	\$ —	\$ 7,241.7
Intersegment revenues	—	—	—	—	—	448.5	—	(448.5)	—
Other operation and maintenance	1,476.7	435.4	87.0	1,999.1	—	24.9	17.4	(9.2)	2,032.2
Depreciation and amortization	674.5	196.7	33.5	904.7	—	98.9	25.1	(52.8)	975.9
Equity in earnings of transmission affiliates	—	—	—	—	175.8	—	—	—	175.8
Interest expense	561.3	63.5	10.2	635.0	19.4	60.8	124.0	(345.5)	493.7
Loss on debt extinguishment	—	—	—	—	—	—	38.4	—	38.4
Income tax expense (benefit)	132.7	66.1	13.1	211.9	43.7	44.7	(72.4)	—	227.9
Net income (loss)	691.6	203.5	39.0	934.1	112.6	261.1	(106.4)	—	1,201.4
Net income (loss) attributed to common shareholders	690.4	203.5	39.0	932.9	112.6	260.8	(106.4)	—	1,199.9
Capital expenditures and asset acquisitions	1,382.4	652.7	144.3	2,179.4	—	661.8	33.1	—	2,874.3
Total assets <sup>(1)</sup>	24,599.2	7,471.8	1,336.2	33,407.2	1,764.7	4,455.2	762.2	(3,361.2)	37,028.1

<sup>(1)</sup> Total assets at December 31, 2020 reflect an elimination of \$1,824.5 million for all lease activity between We Power and WE.

2019 (in millions)	Utility Operations				Electric Transmission	Non-Utility Energy Infrastructure	Corporate and Other	Reconciling Eliminations	WEC Energy Group Consolidated
	Wisconsin	Illinois	Other States	Total Utility Operations					
External revenues	\$ 5,647.1	\$ 1,357.1	\$ 426.0	\$ 7,430.2	\$ —	\$ 88.5	\$ 4.4	\$ —	\$ 7,523.1
Intersegment revenues	—	—	—	—	—	407.4	—	(407.4)	—
Other operation and maintenance	1,591.3	461.1	98.5	2,150.9	—	19.7	14.0	0.2	2,184.8
Depreciation and amortization	617.0	181.3	27.5	825.8	—	92.0	24.3	(15.8)	926.3
Equity in earnings of transmission affiliates	—	—	—	—	127.6	—	—	—	127.6
Interest expense	572.0	59.0	8.5	639.5	13.1	62.1	140.9	(354.1)	501.5
Income tax expense (benefit)	35.2	60.2	13.6	109.0	27.1	59.9	(71.0)	—	125.0
Net income (loss)	651.1	170.3	43.2	864.6	87.4	245.5	(62.8)	—	1,134.7
Net income (loss) attributed to common shareholders	649.9	170.3	43.2	863.4	87.4	246.0	(62.8)	—	1,134.0
Capital expenditures and asset acquisitions	1,378.6	624.9	109.1	2,112.6	—	389.9	26.5	—	2,529.0
Total assets <sup>(1)</sup>	23,934.8	6,932.5	1,237.8	32,105.1	1,723.1	3,654.1	814.0	(3,344.5)	34,951.8

<sup>(1)</sup> Total assets at December 31, 2019 reflect an elimination of \$1,896.7 million for all lease activity between We Power and WE.

## NOTE 23—VARIABLE INTEREST ENTITIES

The primary beneficiary of a VIE must consolidate the entity's assets and liabilities. In addition, certain disclosures are required for significant interest holders in VIEs.

We assess our relationships with potential VIEs, such as our coal suppliers, natural gas suppliers, coal transporters, natural gas transporters, and other counterparties related to PPAs, investments, and joint ventures. In making this assessment, we consider, along with other factors, the potential that our contracts or other arrangements provide subordinated financial support, the obligation to absorb the entity's losses, the right to receive residual returns of the entity, and the power to direct the activities that most significantly impact the entity's economic performance.

### WEPCo Environmental Trust Finance I, LLC

In November 2020, the PSCW issued a financing order approving the securitization of \$100 million of undepreciated environmental control costs related to WE's retired Pleasant Prairie power plant, the carrying costs accrued on the \$100 million during the securitization process, and the related financing fees. The financing order also authorized WE to form WEPCo Environmental Trust, a bankruptcy-remote special purpose entity, for the sole purpose of issuing ETBs to recover the costs approved in the financing order. WEPCo Environmental Trust is a wholly-owned subsidiary of WE.

In May 2021, WEPCo Environmental Trust issued ETBs and used the proceeds to acquire environmental control property from WE. The environmental control property is recorded as a regulatory asset on our balance sheets and includes the right to impose, collect, and receive a non-bypassable environmental control charge from WE's retail electric distribution customers until the ETBs are paid in full and all financing costs have been recovered. The ETBs are secured by the environmental control property. Cash collections from the environmental control charge, and funds on deposit in trust accounts, are the sole source of funds to satisfy the debt obligation. The bondholders have no recourse to WE or any of WE's affiliates. See Note 14, Long-Term Debt, for more information on the ETBs.

WE acts as the servicer of the environmental control property on behalf of WEPCo Environmental Trust and is responsible for metering, calculating, billing, and collecting the environmental control charge. As necessary, WE is authorized to implement periodic adjustments of the environmental control charge. The adjustments are designed to ensure the timely payment of principal, interest, and other ongoing financing costs. WE remits all collections of the environmental control charge to an indenture trustee of WEPCo Environmental Trust.

WEPCo Environmental Trust is a VIE primarily because its equity capitalization is insufficient to support its operations. As described above, WE has the power to direct the activities that most significantly impact WEPCo Environmental Trust's economic performance. Therefore, WE is considered the primary beneficiary of WEPCo Environmental Trust, and consolidation is required.

The following table summarizes the impact of WEPCo Environmental Trust on our balance sheet.

<i>(in millions)</i>	<b>December 31, 2021</b>
<b>Assets</b>	
Other current assets (restricted cash)	\$ 2.4
Regulatory assets	100.7
Other long-term assets (restricted cash)	0.6
<b>Liabilities</b>	
Current portion of long-term debt	8.8
Other current liabilities (accrued interest)	0.1
Long-term debt	102.7

### Investment in Transmission Affiliates

We own approximately 60% of ATC, a for-profit, electric transmission company regulated by the FERC and certain state regulatory commissions. We have determined that ATC is a VIE but consolidation is not required since we are not ATC's primary beneficiary. As a result of our limited voting rights, we do not have the power to direct the activities that most significantly impact ATC's economic performance. Therefore, we account for ATC as an equity method investment. At December 31, 2021 and 2020, our equity investment in ATC was \$1,766.9 million and \$1,733.5 million, respectively, which approximates our maximum exposure to loss as a result of our involvement with ATC.

We also own approximately 75% of ATC Holdco, a separate entity formed in December 2016 to invest in transmission-related projects outside of ATC's traditional footprint. We have determined that ATC Holdco is a VIE but consolidation is not required since we are not ATC Holdco's primary beneficiary. As a result of our limited voting rights, we do not have the power to direct the activities that most significantly impact ATC Holdco's economic performance. Therefore, we account for ATC Holdco as an equity method investment. At December 31, 2021 and 2020, our equity investment in ATC Holdco was \$22.5 million and \$30.8 million, respectively, which approximates our maximum exposure to loss as a result of our involvement with ATC Holdco.

See Note 21, Investment in Transmission Affiliates, for more information, including any significant assets and liabilities related to ATC and ATC Holdco recorded on our balance sheets.

### Power Purchase Commitment

WE has a PPA with LSP-Whitewater Limited Partnership that represents a variable interest. This agreement is for 236.5 MWs of firm capacity from a natural gas-fired cogeneration facility, and we account for it as a finance lease. The agreement expires on May 31, 2022 and includes no minimum energy requirements over the remaining term. We have examined the risks of the entity, including operations, maintenance, dispatch, financing, fuel costs, and other factors, and have determined that we are not the primary beneficiary of the entity. We do not hold an equity or debt interest in the entity, and there is no residual guarantee associated with the PPA.

In November 2021, WE entered into a tolling agreement with LSP-Whitewater Limited Partnership that commences on June 1, 2022 upon the expiration of the PPA. Concurrent with the execution of the tolling agreement, WE and WPS also entered into an agreement to purchase the natural gas-fired cogeneration facility for \$72.7 million. This purchase agreement is subject to regulatory approval by the PSCW, which is expected by the end of 2022. The tolling agreement extends until the earlier of the closing of the asset purchase or December 31, 2022. Since the terms of the tolling agreement are substantially similar to the terms of the PPA, we have determined that we are still not the primary beneficiary of the entity, and we will continue to account for the PPA and tolling agreement as a finance lease. See Note 15, Leases, for more information.

We have \$6.4 million of required capacity payments over the remaining term of the PPA and tolling agreement. We believe that the required capacity payments under the agreements will continue to be recoverable in rates, and our maximum exposure to loss is limited to these capacity payments.

## NOTE 24—COMMITMENTS AND CONTINGENCIES

We and our subsidiaries have significant commitments and contingencies arising from our operations, including those related to unconditional purchase obligations, environmental matters, and enforcement and litigation matters.

### Unconditional Purchase Obligations

Our electric utilities have obligations to distribute and sell electricity to their customers, and our natural gas utilities have obligations to distribute and sell natural gas to their customers. The utilities expect to recover costs related to these obligations in future customer rates. In order to meet these obligations, we routinely enter into long-term purchase and sale commitments for various quantities and lengths of time.

The wind generation facilities that are part of our non-utility energy infrastructure segment have obligations to distribute and sell electricity through long-term offtake agreements with their customers for all of the energy produced. In order to support these sales obligations, these companies enter into easements and other service agreements associated with the wind generating facilities.

The following table shows our minimum future commitments related to these purchase obligations as of December 31, 2021, including those of our subsidiaries.

(in millions)	Date Contracts Extend Through	Total Amounts Committed	Payments Due By Period						
			2022	2023	2024	2025	2026	Later Years	
Electric utility:									
Nuclear	2033	\$ 7,342.8	\$ 531.2	\$ 563.0	\$ 596.8	\$ 632.6	\$ 677.9	\$ 4,341.3	
Coal supply and transportation	2025	821.8	260.9	213.3	180.0	167.6	—	—	
Purchased power	2051	316.5	65.5	60.7	53.2	46.9	43.8	46.4	
Natural gas utility:									
Supply and transportation	2048	1,704.4	349.4	264.7	201.0	128.9	109.2	651.2	
Non-utility energy infrastructure:									
Purchased power	2051	396.3	20.6	22.5	20.6	21.0	21.4	290.2	
Natural gas storage and transportation	2048	6.9	5.1	0.8	—	—	0.1	0.9	
<b>Total</b>		<b>\$ 10,588.7</b>	<b>\$ 1,232.7</b>	<b>\$ 1,125.0</b>	<b>\$ 1,051.6</b>	<b>\$ 997.0</b>	<b>\$ 852.4</b>	<b>\$ 5,330.0</b>	

## Environmental Matters

Consistent with other companies in the energy industry, we face significant ongoing environmental compliance and remediation obligations related to current and past operations. Specific environmental issues affecting us include, but are not limited to, current and future regulation of air emissions such as SO<sub>2</sub>, NO<sub>x</sub>, fine particulates, mercury, and GHGs; water intake and discharges; management of coal combustion products such as fly ash; and remediation of impacted properties, including former manufactured gas plant sites.

We have continued to pursue a proactive strategy to manage our environmental compliance obligations, including:

- the development of additional sources of renewable electric energy supply;
- the addition of improvements for water quality matters such as treatment technologies to meet regulatory discharge limits and improvements to our cooling water intake systems;
- the addition of emission control equipment to existing facilities to comply with ambient air quality standards and federal clean air rules;
- the protection of wetlands and waterways, biodiversity including threatened and endangered species, and cultural resources associated with utility construction projects;
- the retirement of older coal-fired power plants and conversion to modern, efficient, natural gas generation, super-critical pulverized coal generation, and/or replacement with renewable generation;
- the beneficial use of ash and other products from coal-fired and biomass generating units;
- the remediation of former manufactured gas plant sites;
- the reduction of methane emissions across our natural gas distribution system by upgrading infrastructure; and
- the reporting of GHG emissions to comply with federal clean air rules.

## Air Quality

**National Ambient Air Quality Standards – Ozone** – After completing its review of the 2008 ozone standard, the EPA released a final rule in October 2015, creating a more stringent standard than the 2008 NAAQS. The 2015 ozone standard lowered the 8-hour limit for ground-level ozone. In December 2020, the EPA completed its 5-year review of the ozone standard and issued a final decision to retain, without any changes, the existing 2015 standard. Under Executive Order 13990, the Biden Administration ordered that all agencies review existing regulations, orders, guidance documents, policies, and similar actions promulgated, issued, or adopted between January 20, 2017 and January 20, 2021. In October 2021, the EPA announced that it will reconsider the December 2020 decision to retain the 2015 ozone standards with no changes and that it is targeting the end of 2023 to complete this reconsideration.

The EPA issued final nonattainment area designations for the 2015 ozone standard in April 2018. The following counties within our Wisconsin service territories were designated as partial nonattainment: Door, Kenosha, Sheboygan, Manitowoc, and Northern Milwaukee/Ozaukee. This re-designation was challenged in the D.C. Circuit Court of Appeals in *Clean Wisconsin et al. v. U.S. Environmental Protection Agency*. A decision was issued in July 2020 remanding the rule to the EPA for further evaluation. As a result of the July 2020 remand, in June 2021, the EPA published its final action to revise the boundaries for 13 counties associated with six nonattainment areas, including several in Illinois and Wisconsin. Under the new designations, all of Milwaukee and Ozaukee counties are now listed as nonattainment and portions of Racine, Waukesha, and Washington counties have been added to the nonattainment

area. Additionally, the Chicago, Illinois, Indiana, and Wisconsin nonattainment area now includes an expanded portion of Kenosha county, and the partial nonattainment areas of Sheboygan, Door, and Manitowoc counties have also been expanded. Preliminary 2019-2021 monitoring data indicates that the Milwaukee, Sheboygan, and Chicago nonattainment areas will likely be adjusted to "moderate" nonattainment for the 2015 standard.

In February 2021, the WDNR proposed draft revisions to the Wisconsin Administrative Code to adopt the 2015 ozone standard and incorporate by reference the federal air pollution monitoring requirements related to the NAAQS. The Natural Resources Board adopted the rule as proposed during their June 2021 meeting and the rule is now in legislative review. We believe that we are well positioned to meet the requirements associated with the 2015 ozone standard and do not expect to incur significant costs to comply with associated state or federal rules.

**National Ambient Air Quality Standards – Particulate Matter** – In addition to the 2015 ozone standard, in December 2020, the EPA completed its 5-year review of the 2012 standard for particulate matter, including fine particulate matter. The EPA determined that no revisions were necessary to the current standard. This determination was also subject to review under Executive Order 13990 and in June 2021, the EPA announced it would reconsider the December 2020 decision. Under the Biden Administration's policy review, the EPA concluded that the scientific evidence and information from the December 2020 determination supports revising the level of the annual standard for the particulate matter NAAQS to below the current level of 12 micrograms per cubic meter, while retaining the 24-hour standard. A proposed rule-making is expected in summer 2022, and a final rule is expected in spring 2023. All counties within our service territories are in attainment with the current 2012 standards. If the EPA lowers the standard to 10 or 11 micrograms per cubic meter, our service territories should remain in attainment. If the EPA lowers it below 10 micrograms per cubic meter, there could be some non-attainment areas that may affect permitting of some smaller ancillary equipment located at our facilities.

**Climate Change** – The ACE rule, effective since September 2019, was vacated by the D.C. Circuit Court of Appeals in January 2021. The ACE rule replaced the Clean Power Plan and provided existing coal-fired generating units with standards for achieving GHG emission reductions. In a memorandum issued to the EPA regional administrators in February 2021, the EPA stated that the D.C. Circuit Court decision meant that no existing rule regulates GHG emissions from electric generating units. The EPA is currently reviewing its options for such regulations and has signaled that a draft rule may be released in 2022 at the earliest. In October 2021, the Supreme Court agreed to review the D.C. Circuit Court's ruling vacating the EPA's ACE rule. The Supreme Court is expected to review a number of issues regarding the scope of the EPA's regulatory authority to utilize Section 111(d) of the CAA to address CO<sub>2</sub> emissions. Arguments are expected to take place in early 2022 with a decision expected by the summer of 2022.

In January 2021, the EPA finalized a rule to revise the New Source Performance Standards for GHG emissions from new, modified, and reconstructed fossil-fueled power plants. The rule became effective in March 2021; however, it was vacated by the D.C. Circuit Court of Appeals in April 2021. The EPA has signaled that a rule replacement is expected by June 2022. We continue to move forward on the ESG Progress Plan, which is heavily focused on reducing GHG emissions.

Our ESG Progress Plan includes the retirement of older, fossil-fueled generation, to be replaced with zero-carbon-emitting renewables and clean natural gas-fueled generation. We have already retired more than 1,800 MW of coal-fired generation since the beginning of 2018. Through our ESG Progress Plan, we expect to retire approximately 1,600 MW of additional fossil-fueled generation by 2025, which includes the planned retirements in 2023-2024 of OCPP Units 5-8 and the jointly-owned Columbia Units 1-2. In May 2021, we announced goals to achieve reductions in carbon emissions from our electric generation fleet by 60% by 2025 and by 80% by 2030, both from a 2005 baseline. We expect to achieve these goals by making operating refinements, retiring less efficient generating units, and executing our capital plan. Over the longer term, the target for our generation fleet is net-zero CO<sub>2</sub> emissions by 2050.

We also continue to reduce methane emissions by improving our natural gas distribution system. We set a target across our natural gas distribution operations to achieve net-zero methane emissions by 2030. We plan to achieve our net-zero goal through an effort that includes both continuous operational improvements and equipment upgrades, as well as the use of RNG throughout our utility systems.

We are required to report our CO<sub>2</sub> equivalent emissions from the electric generating facilities we operate under the EPA Greenhouse Gases Reporting Program. Based upon our preliminary analysis of the data, we estimate that we will report CO<sub>2</sub> equivalent emissions of approximately 22.0 million metric tonnes to the EPA for 2021. The level of CO<sub>2</sub> and other GHG emissions varies from year to year and is dependent on the level of electric generation and mix of fuel sources, which is determined primarily by demand, the availability of the generating units, the unit cost of fuel consumed, and how our units are dispatched by MISO.

We are also required to report CO<sub>2</sub> equivalent emissions related to the natural gas that our natural gas utilities distribute and sell. Based upon our preliminary analysis of the data, we estimate that we will report CO<sub>2</sub> equivalent emissions of approximately 23.6 million metric tonnes to the EPA for 2021.

## **Water Quality**

**Clean Water Act Cooling Water Intake Structure Rule** – In August 2014, the EPA issued a final regulation under Section 316(b) of the Clean Water Act that requires the location, design, construction, and capacity of cooling water intake structures at existing power plants to reflect the BTA for minimizing adverse environmental impacts. The federal rule became effective in October 2014 and applies to all of our existing generating facilities with cooling water intake structures, except for the ERGS units, which were permitted under the rules governing new facilities. In 2016, the WDNR initiated a state rulemaking process to incorporate the federal Section 316(b) requirements into the Wisconsin Administrative Code. This new state rule, NR 111, became effective in June 2020, and the WDNR will



apply it when establishing BTA requirements for cooling water intake structures at existing facilities. These BTA requirements are incorporated into Wisconsin Pollutant Discharge Elimination System permits for WE and WPS facilities.

We have received BTA determinations for OC 5 through OC 8 and VAPP. Although we currently believe that existing technology at the PWGS satisfies the BTA requirements, a final determination will not be made until the discharge permit is renewed for this facility, which is expected to be in the second quarter of 2022. We have received interim BTA determinations for Weston Units 2, 3, and 4. A final BTA decision for the Weston facility is expected during its next permit renewal in late 2023.

As a result of past capital investments completed to address Section 316(b) compliance at WE and WPS, we believe our fleet overall is well positioned to continue to meet this regulation and do not expect to incur significant additional compliance costs.

**Steam Electric Effluent Limitation Guidelines** – The EPA's final 2015 ELG rule took effect in January 2016 and was modified in 2020 to revise the treatment technology requirements related to BATW and wet FGD wastewaters at existing facilities. This rule created new requirements for several types of power plant wastewaters. The two new requirements that affect WE and WPS relate to discharge limits for BATW and wet FGD wastewater. Our power plant facilities already have advanced wastewater treatment technologies installed that meet many of the discharge limits established by this rule. There will, however, need to be facility modifications to meet water permit requirements for the BATW systems at Weston Unit 3 (to be completed by December 2023) and OC 7 and OC 8 (completed and placed in-service in mid-2021). Wastewater treatment system modifications also will be required for wet FGD discharges and site wastewater from the OCPP and ERGS units. Based on engineering cost estimates, we expect that compliance with the ELG rule will require approximately \$110 million in capital investment. In December 2021, the PSCW Division of Energy Regulation and Analysis issued a Certificate of Authority approving the ERGS FGD wastewater treatment system modification. The BATW modifications do not require PSCW approval prior to construction. All of these ELG required projects are either in-service or are on track for completion by the Wisconsin Pollutant Discharge Elimination System permit deadlines.

In July 2021, the EPA announced that it intends to initiate rulemaking to revise the ELG Rule as modified in 2020. The EPA has stated that the ELG Rule will continue to be implemented and enforced while the agency pursues this rulemaking process. The EPA plans to propose a revised rule in the fall of 2022.

**Waters of the United States** – In December 2021, the EPA and the United States Army Corps of Engineers together released a proposed rule to repeal the April 2020 Navigable Waters Protection Rule that defined WOTUS. The purpose of this proposed rule will be to restore regulations defining WOTUS that were in place prior to 2015 and to update certain provisions to be consistent with relevant Supreme Court decisions. The pre-2015 approach involves applying factors established through case law and agency precedents to determine whether a wetland or surface drainage feature is subject to federal jurisdiction. In January 2022, the Supreme Court granted certiorari in a case to evaluate the proper test for determining whether wetlands are WOTUS. At this point, our projects requiring federal permits are moving ahead, but we are monitoring to better understand potential future impacts.

### **Land Quality**

**Manufactured Gas Plant Remediation** – We have identified sites at which our utilities or a predecessor company owned or operated a manufactured gas plant or stored manufactured gas. We have also identified other sites that may have been impacted by historical manufactured gas plant activities. Our natural gas utilities are responsible for the environmental remediation of these sites, some of which are in the EPA Superfund Alternative Approach Program. We are also working with various state jurisdictions in our investigation and remediation planning. These sites are at various stages of investigation, monitoring, remediation, and closure.

In addition, we are coordinating the investigation and cleanup of some of these sites subject to the jurisdiction of the EPA under what is called a "multisite" program. This program involves prioritizing the work to be done at the sites, preparation and approval of documents common to all of the sites, and use of a consistent approach in selecting remedies. At this time, we cannot estimate future remediation costs associated with these sites beyond those described below.

The future costs for detailed site investigation, future remediation, and monitoring are dependent upon several variables including, among other things, the extent of remediation, changes in technology, and changes in regulation. Historically, our regulators have allowed us to recover incurred costs, net of insurance recoveries and recoveries from potentially responsible parties, associated with the remediation of manufactured gas plant sites. Accordingly, we have established regulatory assets for costs associated with these sites.

We have established the following regulatory assets and reserves for manufactured gas plant sites as of December 31:

<i>(in millions)</i>	2021	2020
Regulatory assets	\$ 630.9	\$ 638.2
Reserves for future environmental remediation	532.6	532.9

### **Renewables, Efficiency, and Conservation**

**Wisconsin Legislation** – In 2005, Wisconsin enacted Act 141, which established a goal that 10% of all electricity consumed in Wisconsin be generated by renewable resources annually. WE and WPS have achieved their required renewable energy percentages of 8.27% and 9.74%, respectively, by constructing various wind parks, solar parks, a biomass facility, and by also relying on renewable

energy purchases. WE and WPS continue to review their renewable energy portfolios and acquire cost-effective renewables as needed to meet their requirements on an ongoing basis. The PSCW administers the renewable program related to Act 141, and each utility funds the program based on 1.2% of its annual retail operating revenues.

**Michigan Legislation** – In December 2016, Michigan enacted Act 342, which required 12.5% of the state's electric energy to come from renewables for 2019 and 2020, and energy optimization (efficiency) targets up to 1% annually. The renewable requirement increased to 15.0% for 2021 and beyond. UMERC was in compliance with its requirements under this statute as of December 31, 2021. The legislation continues to allow recovery of costs incurred to meet the standards and provides for ongoing review and revision to assure the measures taken are cost-effective.

### Enforcement and Litigation Matters

We and our subsidiaries are involved in legal and administrative proceedings before various courts and agencies with respect to matters arising in the ordinary course of business. Although we are unable to predict the outcome of these matters, management believes that appropriate reserves have been established and that final settlement of these actions will not have a material impact on our financial condition or results of operations.

### Consent Decrees

**Wisconsin Public Service Corporation – Weston and Pulliam Power Plants** – In November 2009, the EPA issued an NOV to WPS, which alleged violations of the CAA's New Source Review requirements relating to certain projects completed at the Weston and Pulliam power plants from 1994 to 2009. WPS entered into a Consent Decree with the EPA resolving this NOV. This Consent Decree was entered by the United States District Court for the Eastern District of Wisconsin in March 2013.

With the retirement of Pulliam Units 7 and 8 in October 2018, WPS completed the mitigation projects required by the Consent Decree and received a completeness letter from the EPA in October 2018. See Note 6, Regulatory Assets and Liabilities, for more information about the retirement. We are working with the EPA on a closeout process for the Consent Decree.

**Joint Ownership Power Plants – Columbia and Edgewater** – In December 2009, the EPA issued an NOV to Wisconsin Power and Light Company, the operator of the Columbia and Edgewater plants, and the other joint owners of these plants, including Madison Gas and Electric Company, WE (former co-owner of an Edgewater unit), and WPS. The NOV alleged violations of the CAA's New Source Review requirements related to certain projects completed at those plants. WPS, along with Wisconsin Power and Light Company, Madison Gas and Electric Company, and WE, entered into a Consent Decree with the EPA resolving this NOV. This Consent Decree was entered by the United States District Court for the Western District of Wisconsin in June 2013. As a result of the continued implementation of the Consent Decree related to the jointly owned Columbia and Edgewater plants, the Edgewater 4 generating unit was retired in September 2018. See Note 6, Regulatory Assets and Liabilities, for more information about the retirement. Wisconsin Power and Light Company has started the process to close out this Consent Decree.

## NOTE 25—SUPPLEMENTAL CASH FLOW INFORMATION

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
Cash paid for interest, net of amount capitalized	\$ 473.8	\$ 492.9	\$ 485.9
Cash paid (received) for income taxes, net	33.8	27.9	(24.9)
Significant non-cash investing and financing transactions:			
Accounts payable related to construction costs	127.8	153.1	159.9
Increase in receivable related to insurance proceeds	41.7	2.7	—
Non-cash capital contributions from noncontrolling interest	1.5	—	21.0

The statements of cash flows include our activity related to cash, cash equivalents, and restricted cash. Our restricted cash primarily consists of the cash held in the Integrys rabbi trust, which is used to fund participants' benefits under the Integrys deferred compensation plan and certain Integrys non-qualified pension plans. All assets held within the rabbi trust are restricted as they can only be withdrawn from the trust to make qualifying benefit payments. Our restricted cash also consists of cash on deposit in financial institutions that is restricted to satisfy the requirements of certain debt agreements at WEWI Wind Holding I and WEPco Environmental Trust. The restricted cash we received when WEWI acquired ownership interests in certain wind generation projects is included in our restricted cash as well. This cash is restricted as it can only be used to pay for any remaining costs associated with the construction of the wind generation facilities. See Note 2, Acquisitions, for more information on the acquisitions of these wind generation projects.

The following table reconciles the cash, cash equivalents, and restricted cash amounts reported within the balance sheets at December 31 to the total of these amounts shown on the statements of cash flows:

<i>(in millions)</i>	2021	2020	2019
Cash and cash equivalents	\$ 16.3	\$ 24.8	\$ 37.5
Restricted cash included in other current assets	19.6	—	—
Restricted cash included in other long term assets	51.6	47.8	44.8
<b>Cash, cash equivalents, and restricted cash</b>	<b>\$ 87.5</b>	<b>\$ 72.6</b>	<b>\$ 82.3</b>

## NOTE 26—REGULATORY ENVIRONMENT

### Recovery of Natural Gas Costs

Due to the cold temperatures, wind, snow, and ice throughout the central part of the country during February 2021, the cost of gas purchased for our natural gas utility customers was temporarily driven significantly higher than our normal winter weather expectations. All of our utilities have regulatory mechanisms in place for recovering all prudently incurred gas costs.

On March 23, 2021, WE and WG requested approval from the PSCW to recover approximately \$54 million and \$24 million, respectively, of natural gas costs in excess of the benchmark set in their GCRMs. On March 30, 2021, the PSCW approved the requests and both WE and WG recovered these excess costs over a period of three months, beginning in April 2021. In March 2021, WPS also filed its revised natural gas rate sheets with the PSCW reflecting approximately \$28 million of natural gas costs in excess of the benchmark set in its GCRM. WPS recovered these excess costs over a period of three months, beginning in April 2021.

PGL and NSG incurred approximately \$131 million and \$10 million, respectively, of natural gas costs in February 2021 in excess of the amounts included in their rates. These costs are being recovered over a period of 12 months, which started on April 1, 2021. PGL's and NSG's natural gas costs will be reviewed for prudence by the ICC as part of their annual natural gas cost reconciliation, which we expect to file with the ICC in April 2022. The ICC could order the refund of any costs determined to be imprudent as part of the reconciliation.

In February 2021, MERC incurred approximately \$75 million of natural gas costs in excess of the benchmark set in its GCRM. In July 2021, MERC and four other Minnesota utilities filed a joint proposal with the MPUC to recover their respective excess natural gas costs. Under the proposal, MERC will recover \$10 million of these costs through its annual natural gas true-up process over a period of 12 months, and the remaining \$65 million over 27 months, both beginning in September 2021. In August 2021, the MPUC issued a written order approving this proposal; however, recovery of these costs and the issue of prudence has been referred to a contested-case proceeding. As a result of the proceeding, the MPUC could disallow recovery or order the refund of any costs determined to be imprudent. A decision regarding this review is expected in August 2022.

Natural gas costs incurred at MGU and UMERG in excess of the amount included in their respective rates were not significant.

### Coronavirus Disease – 2019

The global outbreak of COVID-19 was declared a pandemic by the World Health Organization and the CDC. COVID-19 has spread globally, including throughout the United States and, in turn, our service territories. Each of the states in which our regulated utilities operate declared a public health emergency and issued shelter-in-place orders in response to the COVID-19 pandemic. All of the shelter-in-place orders have since expired or been lifted. The PSCW, the ICC, the MPUC, and the MPSC all issued written orders requiring certain actions to ensure that essential utility services were available to customers in their respective jurisdictions. A summary of these orders is included below.

### Wisconsin

In March 2020, the PSCW issued two orders in response to the COVID-19 pandemic. The first order required all public utilities in the state of Wisconsin, including WE, WPS, and WG, to temporarily suspend disconnections, the assessment of late fees, and deposit requirements for all customer classes. In addition, it required utilities to reconnect customers that were previously disconnected, offer deferred payment arrangements to all customers, and streamline the application process for customers applying for utility service.

In the second order issued in March 2020, the PSCW authorized Wisconsin utilities to defer expenditures and certain foregone revenues resulting from compliance with the first order, and expenditures as otherwise incurred to ensure safe, reliable, and affordable access to utility services during the declared public health emergency. The PSCW affirmed that this authorization for deferral included the incremental increase in uncollectible expense above what was being recovered in rates. As WE, WPS, and WG already have a cost recovery mechanism in place to recover uncollectible expense for residential customers, this deferral only impacted the recovery of uncollectible expense for their commercial and industrial customers. See Note 5, Credit Losses, for information regarding changes to our allowance for credit losses. On December 16, 2021, the PSCW approved a motion to end all COVID-related deferrals as of December 31, 2021. The total amount deferred at our Wisconsin utilities related to the COVID-19 pandemic was not significant as of December 31, 2021. The PSCW will review the recoverability and examine the prudence of any deferred amounts in future rate proceedings.

In June 2020, the PSCW issued a written order providing a timeline for the lifting of the temporary provisions required by the March 2020 order. Utilities were allowed to disconnect commercial and industrial customers and require deposits for new service as of June 30, 2020 and July 31, 2020, respectively. After August 15, 2020, utilities were no longer required to offer deferred payment arrangements to all customers. Additionally, utilities were authorized to reinstate late fees except for the period between the first order and this supplemental order. Our Wisconsin utilities resumed charging late payment fees in late August 2020. Late payment fees were not charged on outstanding balances that were billed between the first order and late August 2020.

Subsequent to the June 2020 order, the PSCW extended the moratorium on disconnections of residential customers until November 1, 2020. In accordance with Wisconsin regulations, utilities are generally not allowed to disconnect residential customers for non-payment during the winter moratorium, which began on November 1, 2020 and ended on April 15, 2021. Utilities were allowed to continue assessing late payment fees during the winter moratorium. On April 5, 2021, the PSCW issued a written order indicating that it would not extend the moratorium on disconnections further; therefore, utilities could begin disconnecting residential customers for non-payment after April 15, 2021. Utilities are required to offer a deferred payment arrangement to low-income residential customers prior to disconnecting service. The order also allowed our Wisconsin utilities to resume charging late payment fees on the full balance of all outstanding arrears, regardless of the associated dates the service was provided, after April 15, 2021.

## **Illinois**

In March 2020, the ICC issued an order to all Illinois utilities, including PGL and NSG, requiring, among other things, a moratorium on disconnections of utility service and a suspension of late fees and penalties during the declared public health emergency. These provisions applied to all utility customer classes. Illinois utilities were also required to temporarily enact more flexible credit and collections procedures.

In June 2020, the ICC issued a written order approving a settlement agreement negotiated by Illinois utilities, ICC staff, and certain intervenors. The key terms of the settlement agreement included the following:

- The moratorium on disconnections and the suspension of late fees and penalties were extended until July 26, 2020.
- Customers disconnected after June 18, 2019 could be reconnected without being assessed a reconnection fee if reconnection was requested prior to August 25, 2020.
- Flexible deferred payment arrangements were required to be offered to residential and commercial and industrial customers for an extended period of time and with reduced down payment requirements.
- Deposit requirements were waived until August 25, 2020 for all residential customers, and were waived for an additional four months for residential customers that verbally expressed financial hardship.
- PGL and NSG were required to establish a bill payment assistance program with approximately \$12.0 million and \$1.2 million, respectively, available for eligible residential customers to provide relief from high arrearages.

In addition to the above, the settlement agreement approved in June 2020 authorized PGL and NSG to implement a SPC rider to recover incremental direct costs resulting from COVID-19, foregone late fees and reconnection charges, and the costs associated with their bill payment assistance programs incurred between March 1, 2021 and December 31, 2021. PGL and NSG began recovering costs under the SPC rider on October 1, 2020. Amounts deferred under the SPC rider are being recovered over 36 months and will be subject to review and reconciliation by the ICC. As of December 31, 2021, PGL's and NSG's regulatory assets related to the COVID-19 pandemic were \$22.9 million, collectively.

Subsequent to the approval of the June 2020 settlement agreement, and at the request of the ICC, PGL and NSG agreed to extend the moratorium on disconnections for qualified low-income residential customers and residential customers expressing financial hardship through March 31, 2021. The annual winter moratorium in Illinois that generally prohibits PGL and NSG from disconnecting residential customers for non-payment began on December 1, 2020 and ended on March 31, 2021.

In March 2021, the ICC issued a written order approving a second settlement agreement negotiated by Illinois utilities, ICC staff, and certain intervenors. The key terms of this new settlement agreement were as follows:

- Utilities could start sending disconnection notices, on a staggered basis, as of April 1, 2021. Disconnections were done on a staggered schedule based on customer arrears and income levels (e.g. low income versus non-low income customers). Utilities were not allowed to disconnect customers for non-payment prior to June 30, 2021 if the customer's household income was below 300% of the federal poverty level and the customer was on a deferred payment plan.
- Utilities were required to continue offering flexible deferred payment arrangements with reduced down payment requirements to residential customers through June 30, 2021.
- Reconnection fees were waived for eligible low income customers through June 30, 2021. In addition, utilities will continue to exempt eligible low income customers from late payment fees and deposits.
- Each utility was required to continue, or renew, its bill payment assistance program through 2021. In addition to the \$12.0 million PGL initially funded, PGL was required to fund an additional \$6.0 million to its bill payment assistance program. No additional funding was required for NSG due to the amount still available for assistance from its initial funding. During April 2021, PGL's bill

payment assistance program ended as all \$18.0 million of funds were exhausted. NSG's bill payment assistance program ended in August 2021 when its funds were exhausted.

- Costs related to the provisions in the settlement agreement, including costs related to the bill payment assistance programs, were recoverable through the SPC rider.

### **Minnesota**

In May 2020, the MPUC issued a written order authorizing Minnesota utilities, including MERC, to track and defer COVID-19 related expenses and certain foregone revenues. The MPUC will review the recoverability and examine the prudence of any deferred amounts in future rate proceedings. As of December 31, 2021, amounts deferred at MERC related to the COVID-19 pandemic were not significant.

In June 2020, the MPUC verbally ordered Minnesota utilities to temporarily suspend disconnections and waive reconnection fees, service deposits, late fees, interest, and penalties for all residential customers. In addition, utilities were required to immediately reconnect residential customers that were previously disconnected. In August 2020, the MPUC issued a written order affirming these temporary provisions. Prior to the June 2020 verbal order issued by the MPUC, MERC had voluntarily taken actions to ensure its customers continued to receive utility services during the pandemic. These actions included, but were not limited to, temporarily suspending disconnections and waiving late payment fees for residential and small commercial and industrial customers that entered into payment plans.

In March 2021, the MPUC issued an order requiring Minnesota utilities to file a transition plan to resume collections and disconnections upon the earlier of an Executive Secretary finding the transition plan was complete, or 90 days following the expiration of Minnesota's declared peacetime emergency. MERC filed its transition plan in April 2021, and it was subsequently deemed complete by the Executive Secretary. In accordance with the transition plan, MERC resumed disconnections on August 2, 2021. MERC will not disconnect residential customers with past due balances if the customer has a pending application or has been deemed eligible for a financial assistance program. In addition, MERC will continue to offer flexible deferred payment arrangements to residential customers. For customers who enter, or are complying with, a payment arrangement, MERC will not impose any service deposits, down payments, interest, late payment fees, or reconnections fees through April 30, 2022.

### **Michigan**

In April 2020, the MPSC issued a written order requiring Michigan utilities, including MGU and UMER, to put certain minimum protections in place during the COVID-19 pandemic. The minimum protections required by the order included the suspension of disconnections, late payment fees, deposits, and reconnection fees for certain vulnerable customers. In addition, utilities were required to extend access to and enhance the flexibility of payment plans to customers financially impacted by COVID-19.

As required in the MPSC order, MGU and UMER filed responses with the MPSC in April 2020 affirming the actions being taken to protect customers. These actions provided protections to more customers than required by the MPSC order, and included suspending disconnections for all residential customers, waiving deposit requirements for new service, suspending the assessment of late fees for customers that entered into payment plans, and enhancing payment plan options for all customers.

The April 2020 MPSC order also authorized all Michigan utilities to defer, for potential future recovery, uncollectible expense incurred on or after March 24, 2020 that exceeded the amounts being recovered in rates. In July 2020, the MPSC issued an order denying Michigan utilities' ability to defer additional COVID-19 related expenses and certain foregone revenues. The MPSC indicated that utilities could still seek recovery of these costs and foregone revenues by filing additional information on the specifics of their request. MGU and UMER filed comments with the MPSC in November 2020 indicating they had not experienced any material additional COVID-19 related expenses or foregone revenues, but will continue to monitor them and will notify the MPSC if they become material. At December 31, 2021, our Michigan utilities had not recorded any deferrals related to the COVID-19 pandemic.

In June 2021, MGU and UMER worked with MPSC staff to develop a transition plan to resume collections and disconnections, while continuing to assist customers in managing their arrears balances. In accordance with the agreed upon transition plan, MGU and UMER resumed pre-pandemic collection activities and residential service disconnections on August 2, 2021. Flexible deferred payment arrangements will continue to be available to customers.

### **Wisconsin Electric Power Company, Wisconsin Public Service Corporation, and Wisconsin Gas LLC**

#### **2022 Rates**

In March 2021, WE, WPS, and WG filed an application with the PSCW for the approval of certain accounting treatments that will allow them to maintain their current electric, natural gas, and steam base rates through 2022 and forego filing a rate case for one year. In connection with the request, the three utilities also entered into an agreement, dated March 23, 2021, with various stakeholders. Pursuant to the terms of the agreement, the stakeholders fully supported the application. In September 2021, the PSCW issued written orders approving the application.

The final orders reflect the following:

- WE, WPS, and WG will amortize, in 2022, certain previously deferred balances to offset approximately half of their forecasted revenue deficiencies.
- WG will defer interest and depreciation expense associated with capital investments since its last rate case that otherwise would have been added to rate base in a 2022 test-year rate case.
- WE, WPS, and WG will defer any increases in tax expense due to changes in tax law that occur in 2021 and/or 2022.
- WE, WPS, and WG will maintain their earnings sharing mechanisms for 2022, with modification. The earnings sharing mechanisms were modified to authorize the utility to retain 100% of the first 15 basis points of earnings above its currently authorized ROE. This modification expires on December 31, 2022. The earnings sharing mechanisms otherwise remains as previously authorized.
- WE, WPS, and WG will file a full 2023-2024 test-year rate case no later than May 1, 2022.

### 2020 and 2021 Rates

In March 2019, WE, WPS, and WG filed applications with the PSCW to increase their retail electric, natural gas, and steam rates, as applicable, effective January 1, 2020. In August 2019, all three utilities filed applications with the PSCW for approval of settlement agreements entered into with certain intervenors to resolve several outstanding issues in each utility's respective rate case. In December 2019, the PSCW issued written orders that approved the settlement agreements without material modification and addressed the remaining outstanding issues that were not included in the settlement agreements. The new rates were effective January 1, 2020. The final orders reflected the following:

	WE	WPS	WG
2020 Effective rate increase (decrease)			
Electric <sup>(1) (2)</sup>	\$ 15.3 million / 0.5%	\$ 15.8 million / 1.6%	N/A
Gas <sup>(3)</sup>	\$ 10.4 million / 2.8%	\$ 4.3 million / 1.4%	\$ (1.5) million / (0.2)%
Steam	\$ 1.9 million / 8.6%	N/A	N/A
ROE	10.0%	10.0%	10.2%
Common equity component average on a financial basis	52.5%	52.5%	52.5%

- <sup>(1)</sup> Amounts are net of certain deferred tax benefits from the Tax Legislation that were utilized to reduce near-term rate impact. The WE and WPS rate orders reflected the majority of the unprotected deferred tax benefits from the Tax Legislation being amortized over two years. For WE, approximately \$65 million of tax benefits were amortized in each of 2020 and 2021. For WPS, approximately \$11 million of tax benefits were amortized in 2020 and approximately \$39 million were amortized in 2021. The unprotected deferred tax benefits related to the unrecovered balances of certain of WE's retired plants and its SSR regulatory asset were used to reduce the related regulatory asset. Unprotected deferred tax benefits by their nature are eligible to be returned to customers in a manner and timeline determined to be appropriate by our regulators.
- <sup>(2)</sup> The WPS rate order was net of \$21 million of refunds related to its 2018 earnings sharing mechanism. These refunds were made to customers evenly over two years, with half returned in 2020 and the remainder returned in 2021.
- <sup>(3)</sup> The WE amount includes certain deferred tax expense from the Tax Legislation, and the WPS and WG amounts are net of certain deferred tax benefits from the Tax Legislation that were utilized to reduce near-term rate impact. The rate orders for all three gas utilities reflected all of the unprotected deferred tax expense and benefits from the Tax Legislation being amortized evenly over four years. For WE, approximately \$5 million of previously deferred tax expense will be amortized each year. For WPS and WG, approximately \$5 million and \$3 million, respectively, of previously deferred tax benefits will be amortized each year. Unprotected deferred tax expense and benefits by their nature are eligible to be recovered from or returned to customers in a manner and timeline determined to be appropriate by our regulators.

In accordance with its rate order, WE filed an application with the PSCW in July 2020 requesting a financing order to securitize \$100 million of Pleasant Prairie power plant's book value, plus the carrying costs accrued on the \$100 million during the securitization process and the related financing fees. In November 2020, the PSCW issued a written order approving the application. The financing order also authorized WE to form a bankruptcy-remote special purpose entity, WEPCo Environmental Trust, for the sole purpose of issuing ETBs to recover the approved costs. In May 2021, WEPCo Environmental Trust issued \$118.8 million of 1.578% ETBs due December 15, 2035. See Note 14, Long-Term Debt, for more information regarding the issuance of the ETBs. See Note 23, Variable Interest Entities, for more information regarding WEPCo Environmental Trust.

The WPS rate order allows WPS to collect the previously deferred revenue requirement for ReACT™ costs above the authorized \$275.0 million level. The total cost of the ReACT™ project was \$342 million. This regulatory asset is being collected from customers over eight years.

The PSCW approved all three Wisconsin utilities continuing to have an earnings sharing mechanism through 2021. The earnings sharing mechanism was modified from its previous structure to one that was consistent with other Wisconsin investor-owned utilities. Under this earnings sharing mechanism, if the utility earned above its authorized ROE: (i) the utility retained 100.0% of earnings for the first 25 basis points above the authorized ROE; (ii) 50.0% of the next 50 basis points were required to be refunded to customers; and (iii) 100.0% of any remaining excess earnings were required to be refunded to customers. In addition, the rate orders also required WE, WPS, and WG to maintain residential and small commercial electric and natural gas customer fixed charges at previously authorized rates and to maintain the status quo for WE's and WPS's electric market-based rate programs for large industrial customers through 2021.

## **The Peoples Gas Light and Coke Company and North Shore Gas Company**

### ***Third-Party Transaction Fee Adjustment Rider***

In accordance with the Climate and Equitable Jobs Act that was signed into law in Illinois, effective September 15, 2021, utilities are prohibited from charging customers a fee when they elect to pay for service with a credit card. Utilities are now required to incur these expenses. On October 27, 2021, PGL and NSG filed requests with the ICC for approval of a TPTFA rider, which will allow for the recovery of these third-party transaction fee expenses that are now being incurred. The ICC approved the TPTFA rider for PGL on December 16, 2021, and it became effective on December 27, 2021. PGL began recovering costs under the rider on February 1, 2022. Amounts deferred under the rider will be recovered over a period of 12 months and will be subject to an annual reconciliation whereby costs will be reviewed by the ICC for accuracy and prudence. On January 3, 2022, NSG filed a motion with the ICC to withdraw its request for the TPTFA rider, which was subsequently accepted by the ICC. NSG recovers costs related to these third-party transaction fees through its recently established base rates.

### ***North Shore Gas Company 2021 Rate Order***

In October 2020, NSG filed a request with the ICC to increase its natural gas rates. In September 2021, the ICC issued a written order authorizing a rate increase of \$4.1 million (4.5%). The rate increase reflects a 9.67% ROE and a common equity component average of 51.58%. The natural gas rate increase is primarily driven by NSG's ongoing significant investment in its distribution system since its last rate review that resulted in revised base rates effective January 28, 2015. The new rates were effective September 15, 2021.

### ***Qualifying Infrastructure Plant Rider***

In July 2013, Illinois Public Act 98-0057, The Natural Gas Consumer, Safety & Reliability Act, became law. This law provides natural gas utilities with a cost recovery mechanism that allows collection, through a surcharge on customer bills, of prudently incurred costs to upgrade Illinois natural gas infrastructure. In January 2014, the ICC approved a QIP rider for PGL, which is in effect through 2023.

PGL's QIP rider is subject to an annual reconciliation whereby costs are reviewed for accuracy and prudence. In March 2021, PGL filed its 2020 reconciliation with the ICC, which, along with the 2019, 2018, 2017, and 2016 reconciliations, are still pending. In July 2019, the ICC approved a settlement of the 2015 reconciliation, which included a rate base reduction of \$7.0 million and a \$7.3 million refund to ratepayers.

As of December 31, 2021, there can be no assurance that all costs incurred under PGL's QIP rider during the open reconciliation years will be deemed recoverable by the ICC.

## **Minnesota Energy Resources Corporation**

### ***2018 Rate Order***

In October 2017, MERC initiated a rate proceeding with the MPUC. In December 2018, the MPUC issued a final written order for MERC. The order authorized a retail natural gas rate increase of \$3.1 million (1.26%). The rates reflect a 9.7% ROE and a common equity component average of 50.9%. The final rates were implemented on July 1, 2019. The final approved rate increase was lower than the interim rates collected from customers during 2018 and through June 30, 2019. Therefore, MERC refunded \$8.2 million to its customers during the second half of 2019.

The final order addressed the various impacts of the Tax Legislation, including the remeasurement of deferred tax balances. All of the impacts from the Tax Legislation have been included in base rates. The order also approved MERC's continued use of its decoupling mechanism for residential customers. Effective January 1, 2019, MERC's small commercial and industrial customers are no longer included in the decoupling mechanism.

## **Michigan Gas Utilities Corporation**

### ***2021 Rate Order***

In February 2020, MGU provided notification to the MPSC of its intent to file an application requesting an increase to MGU's natural gas rates to be effective January 1, 2021. However, MGU decided that it would delay its filing of the rate case as a result of the COVID-19 pandemic.

In May 2020, MGU filed an application with the MPSC requesting approval to defer \$5.0 million of depreciation and interest expense during 2021 related to capital investments made by MGU since its last rate case. In July 2020, the MPSC issued a written order approving MGU's request. The deferral of these costs helped to mitigate the impacts from delaying the filing of the rate case.

In March 2021, MGU filed its request with the MPSC to increase its natural gas rates. In July 2021, MGU filed with the MPSC, a settlement agreement it reached with certain intervenors, which the MPSC approved in a written order in September 2021. The order authorizes a rate increase of \$9.3 million (6.35%) and reflects a 9.85% ROE and a common equity component average of 51.5%. The natural gas rate increase was primarily driven by MGU's significant investment in capital infrastructure since its last rate review that resulted in revised base rates effective January 1, 2016. The order also allows MGU to implement a rider for its Main Replacement Program that will support recovery of planned capital investment related to pipeline replacements to maintain system safety and reliability between 2023 and 2027, without having to file a rate case. We expect approximately \$31.7 million of costs to be recovered

through this rider. All costs recovered through the rider are subject to a prudence review by the MPSC. The new rates became effective January 1, 2022.

## NOTE 27—OTHER INCOME, NET

Total other income, net was as follows for the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
Non-service components of net periodic benefit costs	\$ 72.2	\$ 41.2	\$ 36.2
AFUDC – Equity	18.0	20.9	14.4
Gains from investments held in rabbi trust	18.6	12.7	21.2
Earnings from equity method investments <sup>(1)</sup>	19.9	2.4	3.5
Other, net	4.5	2.3	26.9
<b>Other income, net</b>	<b>\$ 133.2</b>	<b>\$ 79.5</b>	<b>\$ 102.2</b>

<sup>(1)</sup> Amount does not include equity earnings of transmission affiliates as those earnings are shown as a separate line item on the income statements.

## NOTE 28—NEW ACCOUNTING PRONOUNCEMENTS

### Simplifying the Accounting for Income Taxes

In December 2019, the FASB issued ASU 2019-12, Simplifying the Accounting for Income Taxes. The new standard removes certain exceptions for performing intraperiod allocation and calculating income taxes in interim periods and also adds guidance to reduce complexity in certain areas, including recognizing deferred taxes for tax goodwill and allocating taxes to members of a consolidated group. The guidance was effective for annual and interim periods beginning after December 15, 2020. The adoption of ASU 2019-12, effective January 1, 2021, did not have a significant impact on our financial statements and related disclosures.

### Reference Rate Reform

In March 2020, the FASB issued ASU No. 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting, which provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments apply only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The amendments are effective for all entities as of March 12, 2020 through December 31, 2022. We are currently evaluating the impact this guidance may have on our financial statements and related disclosures.

### Government Assistance

In November 2021, the FASB issued ASU No. 2021-10, Government Assistance (Topic 832). The amendments in this update increase the transparency surrounding government assistance by requiring disclosure of 1) the types of assistance received, 2) an entity's accounting for the assistance, and 3) the effect of the assistance on the entity's financial statements. The update is effective for annual periods beginning after December 15, 2021. We plan to adopt this pronouncement for our fiscal year ending on December 31, 2022, and we are currently evaluating the impact this guidance may have on our financial statements and related disclosures.



## INTERNAL CONTROL OVER FINANCIAL REPORTING

### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our and our subsidiaries' internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation, our management concluded that our and our subsidiaries' internal control over financial reporting was effective as of December 31, 2021.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

For Deloitte & Touche LLP's Report of Independent Registered Public Accounting Firm, attesting to the effectiveness of our internal controls over financial reporting, see Page F-101.

### CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the fourth quarter of 2021 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## MARKET FOR OUR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

### NUMBER OF COMMON SHAREHOLDERS

As of December 31, 2021, based upon the number of WEC Energy Group shareholder accounts (including accounts in our stock purchase and dividend reinvestment plan), we had approximately 39,000 registered shareholders.

### COMMON STOCK LISTING AND TRADING

Our common stock is listed on the New York Stock Exchange under the ticker symbol "WEC."

### COMMON STOCK DIVIDENDS OF WEC ENERGY GROUP

We review our dividend policy on a regular basis. Subject to any regulatory restrictions or other limitations on the payment of dividends, future dividends will be at the discretion of the Board of Directors and will depend upon, among other factors, earnings, financial condition, and other requirements. For more information on our dividends, including restrictions on the ability of our subsidiaries to pay us dividends, see Note 11, Common Equity.

## PERFORMANCE GRAPH

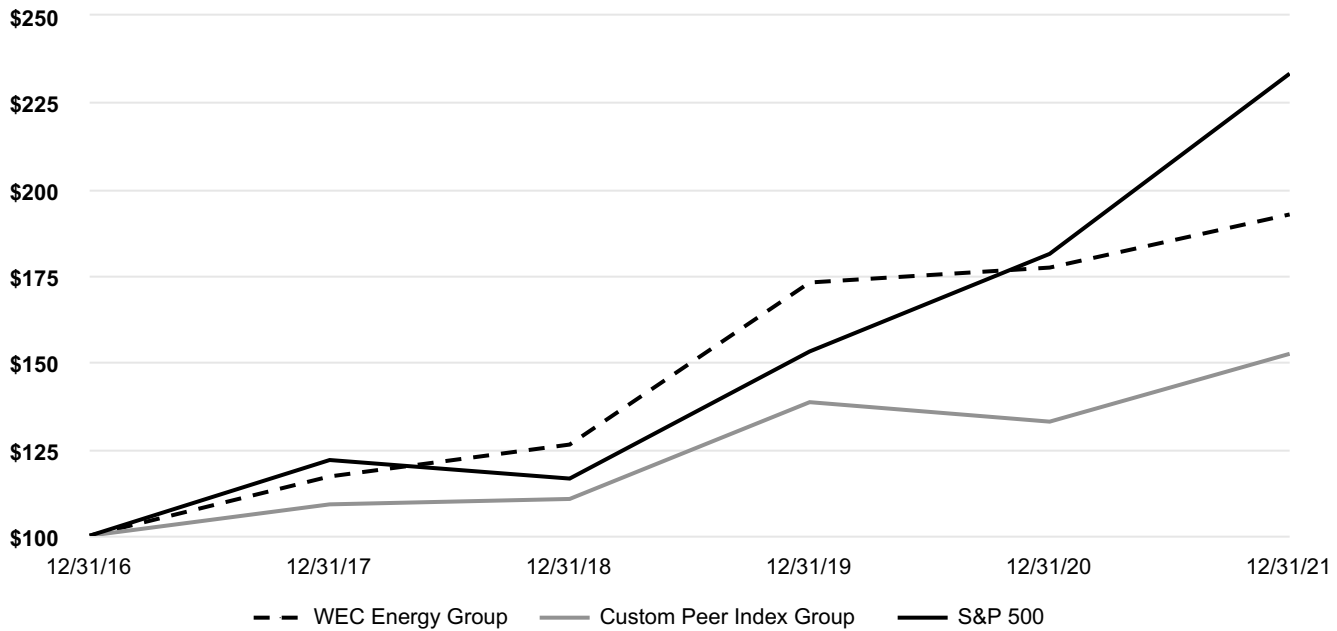
The performance graph below shows a comparison of the cumulative total return, assuming reinvestment of dividends, over the last five years had \$100 been invested at the close of business on December 31, 2016, in each of:

- WEC Energy Group common stock;
- a Custom Peer Index Group; and
- the Standard & Poor's 500 Index ("S&P 500").

**Custom Peer Index Group.** We use the Custom Peer Index Group for peer comparison purposes because we believe the Index provides an accurate representation of our peers. The Custom Peer Index Group is a market capitalization-weighted index of companies, including WEC Energy Group, that are similar to us in terms of size and business model.

In addition to WEC Energy Group, the companies in the Custom Peer Index Group are: Alliant Energy Corporation; Ameren Corporation; American Electric Power Company, Inc.; CMS Energy Corporation; Consolidated Edison, Inc.; DTE Energy Company; Duke Energy Corp.; Edison International; Evergy, Inc.; Eversource Energy; FirstEnergy Corp.; NiSource Inc.; OGE Energy Corp.; PG&E Corporation; Pinnacle West Capital Corporation; The Southern Company; and Xcel Energy Inc.

### Five-Year Cumulative Return



### Value of Investment at Year-End

	12/31/16	12/31/17	12/31/18	12/31/19	12/31/20	12/31/21
WEC Energy Group, Inc.	\$100	\$117.08	\$126.28	\$173.03	\$177.33	\$192.66
Custom Peer Index Group	\$100	\$109.03	\$110.59	\$138.51	\$132.89	\$152.46
S&P 500	\$100	\$121.82	\$116.47	\$153.14	\$181.29	\$233.28

## BOARD OF DIRECTORS



**Curt S. Culver**

Director since 2004.  
Non-Executive Chairman of the Board of MGIC Investment Corporation and Mortgage Guaranty Insurance Corporation, a private mortgage insurance company. MGIC is the parent company of Mortgage Guaranty Insurance Corporation



**Thomas K. Lane**

Director since 2020.  
Vice Chairman of Energy Capital Partners LLC, a private equity firm that focuses on investing in power generation, midstream gas, electric transmission and energy and environmental services sectors of North America's energy infrastructure.



**Danny L. Cunningham**

Director since 2018.  
Retired Partner and Chief Risk Officer of Deloitte & Touche LLP, an industry-leading audit, consulting, tax, and advisory firm.



**Scott J. Lauber**

Director since February 2022.  
President and Chief Executive Officer of WEC Energy Group, Inc.



**William M. Farrow III**

Director since 2018.  
Chairman and Chief Executive Officer of Winston and Wolfe LLC, a privately held technology development and advisory company



**Ulice Payne, Jr.**

Director since 2003.  
Managing Member of Addison-Clifton, LLC, which provides global trade compliance advisory services.



**Cristina A. Garcia-Thomas**

Director since 2021.  
Chief External Affairs Officer of Advocate Aurora Health, Inc., a not-for-profit health care system operating in Wisconsin and Illinois.



**Mary Ellen Stanek**

Director since 2012.  
Managing Director and Director of Asset Management of Baird Financial Group; Chief Investment Officer, Baird Advisors; President, Baird Funds, Inc. Baird Financial Group provides wealth management, capital markets, private equity, and asset management services to clients worldwide.



**Maria C. Green**

Director since 2019.  
Retired Senior Vice President and General Counsel of Ingersoll Rand plc, a diversified industrial manufacturer serving customers in global commercial, industrial and residential markets.



**Glen E. Tellock**

Director since January 2022.  
Retired President and Chief Executive Officer of Lakeside Foods, a privately held, industry-leading international food processing company based in Wisconsin.



**Gale E. Klappa**

Director since 2003.  
Executive Chairman of the Board of WEC Energy Group, Inc.

## OFFICERS

The names and positions as of February 1, 2022, of WEC Energy Group's officers are listed below.

Gale E. Klappa\* – Executive Chairman of the Board.

Scott J. Lauber\* – President and Chief Executive Officer.

Robert M. Garvin\* – Executive Vice President–External Affairs.

Margaret C. Kelsey\* – Executive Vice President, General Counsel and Corporate Secretary.

Xia Liu\* – Executive Vice President and Chief Financial Officer.

M. Beth Straka\* – Senior Vice President-Corporate Communications and Investor Relations.

Darnell K. DeMasters – Vice President-Federal Government Affairs.

William J. Guc\* – Vice President and Controller.

Anthony L. Reese\* – Vice President and Treasurer.

James A. Schubilske – Vice President and Chief Audit Officer.

David L. Hughes – Assistant Treasurer.

\* Executive Officer of WEC Energy Group as of February 1, 2022.

The following individuals were also executive officers of WEC Energy Group as of February 1, 2022:

- Daniel P. Krueger – Executive Vice President-WEC Infrastructure of WEC Business Services LLC, a centralized service company of WEC Energy Group.
- Charles R. Matthews – President of Peoples Energy, LLC, and President and Chief Executive Officer of The Peoples Gas Light and Coke Company and North Shore Gas Company.
- William Mastoris – Executive Vice President-Customer Service and Operations of WEC Business Services LLC, a centralized service company of WEC Energy Group.
- Molly A. Mulroy – Executive Vice President and Chief Administrative Officer of WEC Business Services LLC, a centralized service company of WEC Energy Group.
- Joshua M. Erickson – Vice President and Deputy General Counsel of WEC Business Services LLC, a centralized service company of WEC Energy Group.

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# NOTICE OF 2022 ANNUAL MEETING AND PROXY STATEMENT

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## Dear Fellow Stockholders

On behalf of our board of directors, I cordially invite you to attend WEC Energy Group's Annual Meeting of Stockholders. We look forward to hosting this year's meeting in virtual format.

Throughout the year 2021, our board and management team maintained a clear focus on the fundamentals of our business — delivering a record year on virtually every meaningful measure.

Below are several highlights that demonstrate our commitment to grow long-term shareholder value, aggressively pursue a clean energy future, and support our employees and communities.

### Financial Results

- Achieved record net income and record earnings per share.
- Returned more cash to stockholders than in any other year in company history.
- Declared a 7.1 percent increase in our dividend — among the highest in the industry.

### Environmental Stewardship

- Set new, aggressive clean energy goals and announced plans to exit from coal by 2035, with minimal use by 2030.
- Badger Hollow I Solar Park began operating and providing clean energy for customers of Wisconsin Public Service. We own 100 megawatts of this project in southwest Wisconsin.
- Wisconsin Public Service also issued our first green bond, and plans to allocate the net proceeds to fund eligible green projects, including wind and solar electric generating facilities and related energy-storage assets.

### Commitment to Social Initiatives

- Continued effective oversight of human capital management, including succession planning and employee development and retention.
- Publicly disclosed EEO-1 data, bringing transparency to management's efforts to ensure diversity at all workforce levels.
- In total, our companies and foundations donated more than \$20 million to worthy organizations across our service area. Focus areas include: education, community and neighborhood development, arts and culture, and the environment.

### Responsible Governance

- Appointed six new independent directors since 2018 — increasing diversity and reducing the average tenure to 7.2 years.
- Extended our track record of strong linkage between pay and performance, with challenging financial and ESG metrics in our incentive compensation program.
- Ensured continuity of executive leadership by executing a successful CEO succession plan.

We ask for your support of the three proposals requiring a vote at this year's annual meeting. And, as always, we welcome your continued engagement. Thank you for your confidence in WEC Energy Group.

A handwritten signature in black ink, appearing to read "Gale Klappa".

Gale Klappa  
Executive Chairman



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# Notice of 2022 Annual Meeting of Stockholders

## Date and Time

Thursday, May 5, 2022 at 1:30 p.m. Central time

## Location

WEC Energy Group will hold a virtual annual stockholders meeting, held exclusively online at [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4). Access to the meeting begins at 1:15 p.m., Central time.

## Items to be voted

1. Election of 11 directors for terms expiring in 2023.
2. Ratification of Deloitte & Touche LLP as independent auditors for 2022.
3. Advisory vote to approve compensation of the named executive officers.

In addition, we will consider and act upon any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

## How to attend the 2022 Annual Meeting

This year's Annual Meeting will take place entirely online. If you would like to participate in the meeting, including vote, submit a question, or examine our list of stockholders, you will need to visit our meeting site, located at [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4), and enter your control number. We will offer stockholder rights and participation opportunities during the meeting that are similar to our past in-person annual meetings.

**Registered Stockholders.** If your shares are registered in your name, your 15-digit control number was included on your Notice of Internet Availability of Proxy Materials, your proxy card or on the instructions that accompanied your proxy materials.

**Beneficial Owners.** If you own shares in "street name" (that is, through a broker, bank or other nominee), you must register in advance to obtain a control number. For more information, see Annual Meeting Attendance and Voting Information, which begins on P-71.

**Your vote is very important to us.** We urge you to review the proxy statement carefully and exercise your right to vote. Even if you plan to attend the Annual Meeting, please vote your shares as soon as possible using one of the voting methods outlined in this notice. If you vote in advance, you are still entitled to vote at the Annual Meeting, which would have the effect of revoking any prior votes.



**Margaret C. Kelsey**

Executive Vice President, General Counsel and Corporate Secretary  
March 24, 2022

## Voting methods



### Use the Internet

Vote shares online. See page P-71.



### Mobile Device

Scan this QR code.



### Call Toll-Free

In the U.S. or Canada call  
1-800-652-8683.



### Mail your Proxy Card

Follow the instructions on your voting form.

## Record Date

Stockholders of record as of close of business on February 24, 2022 (Record Date), will be entitled to vote. Each share of common stock is entitled to one vote for each director position and one vote for each of the other proposals.

On or about March 24, 2022, the Proxy Statement and 2021 Annual Report are being mailed or made available online to stockholders.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 5, 2022:** The Proxy Statement and 2021 Annual Report are available at [www.envisionreports.com/WEC](http://www.envisionreports.com/WEC).

# Proxy Summary

This summary highlights selected information related to items to be voted on at the annual meeting of stockholders. This summary does not contain all of the information that you should consider when deciding how to vote. Please read the entire proxy statement before voting. Additional information regarding WEC Energy Group, Inc.'s (the "Company" or "WEC Energy Group") 2021 performance can be found in our Annual Report on Form 10-K for the year ended December 31, 2021.

The 2022 Annual Meeting of Stockholders will be a virtual-only meeting via live webcast. There will not be a physical meeting location. Stockholders are encouraged to participate online by logging into [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4) where you will be able to listen to the meeting live, submit questions and vote your shares. Please see page P-71 for more information.

## Voting Matters and Recommendations

The following proposals are scheduled to be presented at our upcoming 2022 Annual Meeting of Stockholders:

	Item to be Voted on	Board's recommendation	Page
<b>Proposal 1</b>	Election of 11 Directors, each for a 1-year term expiring in 2023	<b>FOR each nominee</b>	P-12
<b>Proposal 2</b>	Ratification of Deloitte & Touche LLP as independent auditors for 2022	<b>FOR</b>	P-37
<b>Proposal 3</b>	Advisory vote to approve executive compensation of the named executive officers	<b>FOR</b>	P-40

# An Energy Industry Leader

WEC Energy Group is a leading Midwest electric and natural gas holding company with subsidiaries serving 4.6 million customers in Wisconsin, Illinois, Michigan and Minnesota. We also maintain majority ownership in American Transmission Company LLC, a for-profit electric transmission company regulated by FERC and certain state regulatory commissions. In addition, our WEC Infrastructure LLC subsidiary owns majority interests in a growing fleet of renewable generation facilities outside our regulated footprint. Our 7,000 employees are focused on providing affordable, reliable and clean energy for a sustainable future.

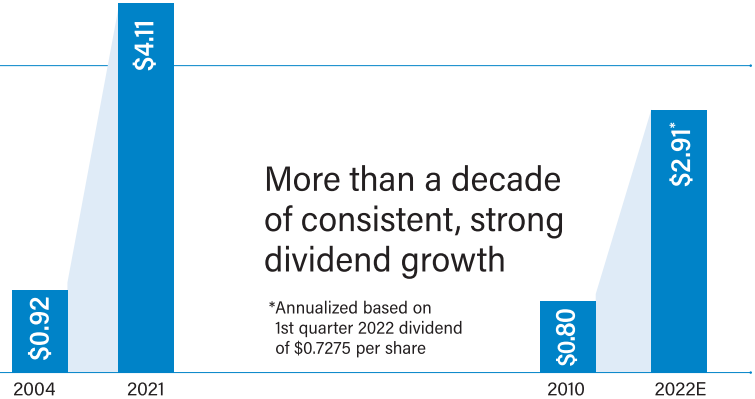
**\$31 billion**  
market cap

**\$39 billion**  
of assets

As of 12/31/2021

Long history of quality earnings with a compound annual growth rate of **9%**

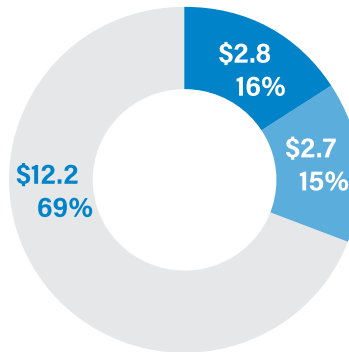
More than a decade of consistent, strong dividend growth



## ESG Progress Plan

Planned investment of **\$17.7 billion** between 2022-2026

**Sustainability**  
**\$5.4** Renewables  
**\$6.8** Grid and fleet reliability



### Growth

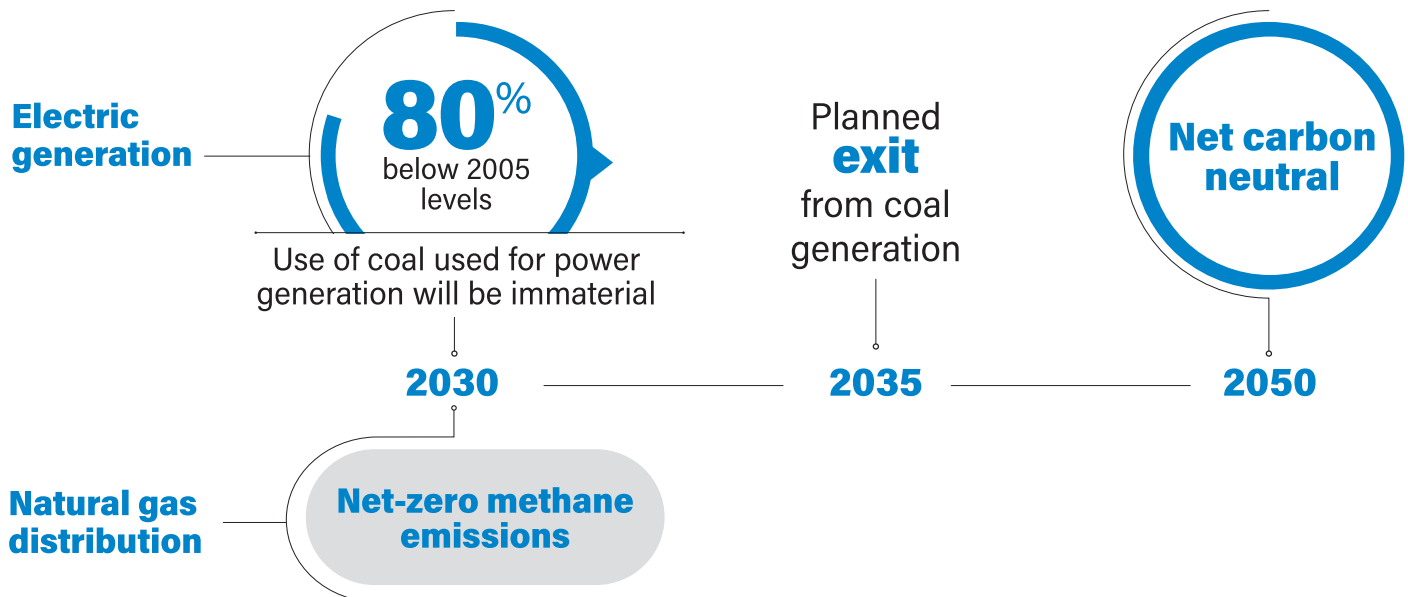
**\$1.3** Gas distribution  
**\$1.5** Electric (G,T&D)

### Efficiency

**\$1.1** Technology  
**\$1.6** Grid and fleet modernization

## Aggressively reducing greenhouse gas emissions

Our capital investment plan aligns with and fully supports our carbon and methane reduction goals, and those of the Paris Agreement.



## Our 2021 Performance Highlights

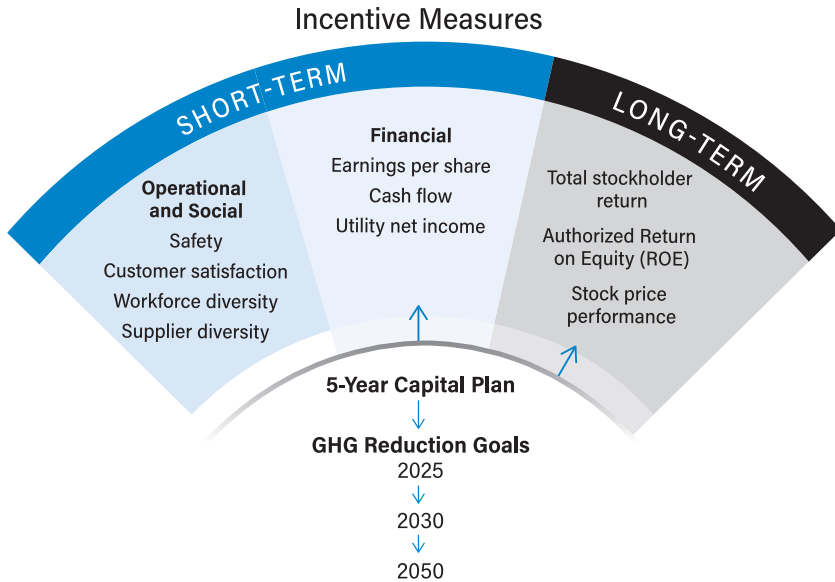
Throughout 2021, the Company remained steadfast in executing its fundamentals — safety, reliability, customer satisfaction, financial discipline and environmental stewardship — and ended the year having achieved solid financial and operational results, while delivering continued long-term value for stockholders and customers.

Business Highlights / Awards and Recognition	Financial Highlights
<p>Set new, aggressive clean energy goals and announced plans to exit from coal by 2035, with minimal use by 2030.</p> <p>Made significant progress on the generation fleet transition and our capital plan — the ESG Progress Plan.</p> <ul style="list-style-type: none"> <li>• Badger Hollow I Solar Park began operating and providing clean energy for customers of Wisconsin Public Service. We own 100 megawatts of this project in southwest Wisconsin.</li> <li>• The Public Service Commission of Wisconsin (PSCW) approved our plans to build two liquefied natural gas storage facilities in Wisconsin to provide the reliable natural gas our customers need during the coldest days of the year. Construction has begun, and we expect to bring the facilities online in 2023 and 2024.</li> <li>• The PSCW also approved the development of Red Barn Wind Farm. We expect WPS to invest approximately \$150 million in this project, and for it to qualify for production tax credits. When complete, it will provide our customers with 82 megawatts of renewable capacity.</li> </ul> <p>Strengthened the diversity of our leadership team — 36% of senior vice president and above positions are now filled by women or racial/ethnic minorities.</p> <p>Spent \$270 million with certified minority-, women-, veteran- or service-disabled-owned businesses.</p> <p>Named as one of America’s Most Responsible Companies by Newsweek.</p> <p>Recognized for the Best ESG Growth Strategy in the U.S. by the Capital Finance International 2021 Energy Awards.</p> <p>Presented with a 2021 Diversity in Business Award by the Milwaukee Business Journal.</p> <p>Received recognition for superior customer service:</p> <ul style="list-style-type: none"> <li>• The Company’s largest utility, We Energies, was named an Edison Electric Institute Emergency Response Award recipient for restoring power to nearly 210,000 customers after a strong storm hit Wisconsin in August.</li> <li>• WEC Energy Group finished in first place overall in the E Source Large Business Customer Satisfaction Study.</li> <li>• Wisconsin Public Service received the 2021 Outstanding Customer Engagement award from PA Consulting for effective outage-related communications.</li> <li>• We Energies received the highest score on the 2021 Trusted Business Partner Brand Trust Index in a nationwide study by Escalent.</li> </ul>	<p><b>\$1.3 billion</b> record net income</p> <hr/> <p><b>\$4.11</b> record earnings per share, on a diluted basis</p> <hr/> <p><b>7.1%</b> dividend growth</p> <hr/> <p><b>\$855 million</b> cash returned to stockholders</p> <hr/> <p><b>18 consecutive years</b> raising the dividend and exceeding earnings guidance (2004-2021)</p> <hr/> <p><b>79 consecutive years</b> of delivering quarterly dividends (1942-2021)</p>

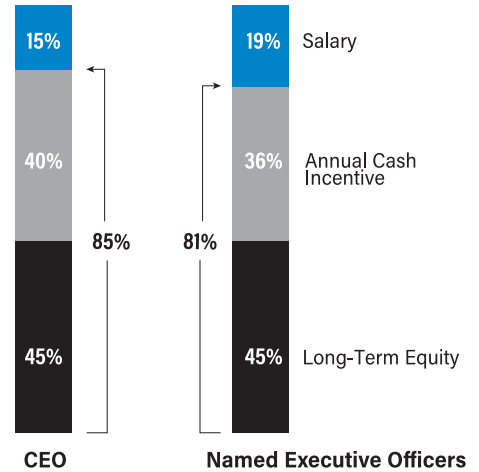
## How our Compensation Program Supports our Business Strategy

An important aspect of the Board's oversight responsibilities is to hold the executive management team accountable to achieving the Company's goals and objectives, and reward them appropriately when they do. This includes oversight of executive compensation.

For more than 15 years, our executive compensation program has included metrics that link a sizeable portion of executive pay to achieving performance targets that (1) are tied to certain key financial measures, (2) reflect our focus on sustainable decision-making, taking into consideration employee safety, customer satisfaction, and supplier and workforce diversity, and (3) incentivize an appropriate balance between long-term strategies and short-term priorities.



### At Risk Compensation

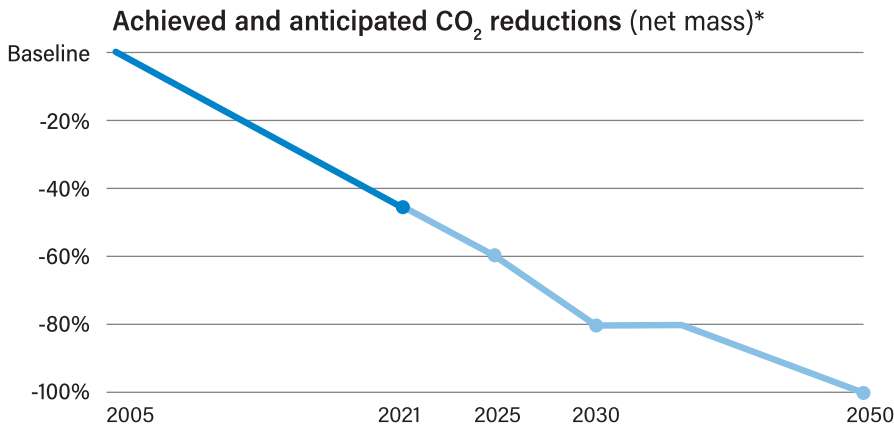


Delivering a cleaner energy future is one of the fundamentals of our business and a major focus of our capital plan. Rather than attempting to create unique metrics associated with long-term climate goals, the Compensation Committee assesses management's performance against environmental goals through the execution of its capital plan. Management annually refreshes the capital plan, discusses it with the Board, then discloses it publicly during the fourth quarter.

The Company's ability to fund its substantial capital plan without issuing additional equity has been directly linked with the Company's ability to consistently deliver on its financial plan, including meeting the financial metrics used in the Company's compensation program. By tying payments under the short-term performance plan to metrics that are key to executing our capital plan, we are able to link executive compensation to the objectives in the capital plan.

## Our Efficiency, Sustainability and Growth Progress Plan

In November 2021, the Company announced its 2022-2026 capital plan, referred to as our ESG Progress Plan, which details planned significant investments in low- and no-carbon generation and modernization of the Company's electric and natural gas infrastructure aimed at helping to reduce the emission of greenhouse gases (carbon and methane). These investments are the building blocks for the Company's carbon dioxide emission reduction goals from our electric generation — 60% below 2005 levels by 2025; 80% below 2005 levels by the end of 2030; and net carbon neutral by 2050. The plan also supports the Company's goal to achieve net-zero methane emissions from natural gas distribution lines in its network by the end of 2030.



\*Includes projection of potential carbon offsets by 2050

Reduction goals:












**Net carbon neutral** by 2050

**Net-zero methane emissions** by 2030

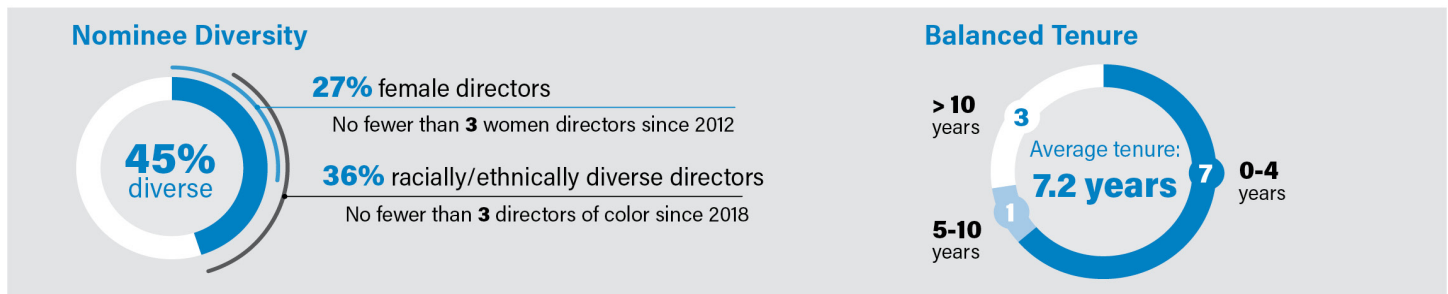
Goals aligned with Paris Climate Accord

## The Director Nominees at a Glance

The following table provides an overview of the director nominees. Other than Scott J. Lauber and Glen E. Tellock, who were elected by the Board and began their service on February 1, 2022 and January 1, 2022, respectively, all of the director nominees were elected at the 2021 Annual Meeting of Stockholders. Additional information regarding our director nominees, including a detailed skills matrix, begins on P-12.

Director Nominees	Age	Director Since	Independent	Committee Membership				
				AOC	CC	CG	FC	EC
 <b>Curt S. Culver</b> Non-Executive Chairman, MGIC Investment Corporation	69	2004	•			•	•	•
 <b>Danny L. Cunningham</b> Retired Partner and Chief Risk Officer, Deloitte & Touche LLP	66	2018	•	• F				•
 <b>William M. Farrow III</b> <b>Independent Lead Director</b> Chairman and CEO, Winston and Wolfe LLC	66	2018	•		•	•		•
 <b>Cristina A. Garcia-Thomas</b> Chief External Affairs Officer, Advocate Aurora Health, Inc.	52	2021	•			•		
 <b>Maria C. Green</b> Retired Senior Vice President and General Counsel, Ingersoll Rand, Inc.	69	2019	•	•			•	
 <b>Gale E. Klappa</b> <b>Executive Chairman of the Board</b> WEC Energy Group, Inc.	71	2003						•
 <b>Thomas K. Lane</b> Vice Chairman, Energy Capital Partners LLC	65	2020	•	• F	•			
 <b>Scott J. Lauber</b> President and CEO, WEC Energy Group, Inc.	56	2022						
 <b>Ulice Payne, Jr.</b> Managing-Member, Addison Clifton LLC	66	2003	•			•	•	•
 <b>Mary Ellen Stanek</b> Managing Director & Director of Asset Management, Baird Financial Group	65	2012	•				•	
 <b>Glen E. Tellock</b> Retired President and Chief Executive Officer, Lakeside Foods	60	2022	•	• F				

**AOC** Audit and Oversight Committee      **FC** Finance Committee      • Member  
**CC** Compensation Committee      **EC** Executive Committee      • Committee Chair  
**CG** Corporate Governance Committee      **F** Financial Expert



See page P-14 for diversity characteristics self-identified by each director.

## Governance Highlights

Accountability to our stockholders is critical to our long-term success. We routinely evaluate and enhance our governance practices to maintain alignment with evolving best practices. Highlights of our governance framework and governance matters with which the Board was involved during 2021 are noted below.

### Governance Framework

#### Board Independence/Composition

- 9 of 11 director nominees are independent
- Independent Lead Director with defined duties, elected by other independent directors
- Independent Audit, Compensation, Finance and Governance Committees
- Opportunity for executive sessions at every board and committee meeting
- 45% of Board nominees are diverse by gender or race/ethnicity

#### Board Oversight

- Short- and long-term strategy and major strategic initiatives
- Leadership succession planning
- Code of Business Conduct
- Corporate sustainability, including ESG matters
- Regular reporting from Board committees on specific risk oversight responsibilities

#### Board and Committee Practices

- Separate Chairman and CEO
- Ongoing Board refreshment
- Annual Board and committee evaluations
- Strategy and risk oversight discussion at every regular Board meeting
- Ongoing education programs by internal and third-party experts
- Stock ownership requirements for directors and executives
- Recoupment (“clawback”) policy for executive compensation
- Director service on public boards limited to 4 companies
- CEOs of public companies limited to director service at 2 public companies

#### Stockholder Rights

- Annual election of all directors
- Majority voting standard for uncontested elections
- One-share, one-vote standard
- Proxy access provision in bylaws
- Annual “say-on-pay” advisory vote
- Special meeting provision

### Oversight of 2021 Strategic Initiatives

The Board is actively engaged in the oversight of the Company’s strategy, providing advice and counsel as warranted and holding management accountable for making sound decisions on many important initiatives affecting its stakeholders. Highlights from 2021 include:

- Took next step in executive succession planning process, appointing Scott J. Lauber as President and CEO effective February 1, 2022
- Reviewed and approved the largest 5-year capital plan in the Company’s history
- Engaged with management team and external advisors on the Company’s strategy for accelerating its CO<sub>2</sub> and methane reduction goals, and approved associated capital expenditures
- Reviewed the Company’s policies and procedures in addressing its ongoing COVID-19 response

### 2021 Governance Highlights

The Board is committed to ensuring the Company conducts its business with the highest standards of ethics, integrity and transparency. Governance highlights from 2021, which occurred under the Board’s oversight, include:

- Added 6th new independent director to the Board within the past 5 years
- Adopted revisions to all committee charters to reflect best practices and expanding risk oversight responsibilities
- Added a term limit to corporate governance guidelines for the independent lead director
- Established independent board director fees consistent with market, as recommended by outside advisor
- Adopted a written Related Party Transaction policy
- Enhanced controls surrounding interactions with public officials
- Issued the Company’s second Climate Report, following the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) framework
- Issued corporate responsibility report in alignment with the Sustainability Accounting Standards Board (SASB) framework
- Published the Company’s consolidated EEO-1 Report
- Completed a company-wide workplace ethics survey



## PROPOSAL 1: ELECTION OF DIRECTORS – TERMS EXPIRING IN 2023

### What am I voting on?

Stockholders are being asked to elect 11 director nominees each for a one-year term.

### Voting Recommendation:

✓ **FOR the election of each Director Nominee.**

The Board of Directors and Corporate Governance Committee believe the 11 director nominees possess the experience and qualifications necessary to provide effective oversight of the Company and the long-term interests of its stockholders.

WEC Energy Group's bylaws require each director to be elected annually to hold office for a one-year term. Acting on the recommendation of the Corporate Governance Committee, the Board is recommending the following 11 nominees for election as directors at our annual meeting. Each nominee, if elected, will serve until the 2023 Annual Meeting of Stockholders, or until a successor is duly elected and qualified.

**1. Curt S. Culver**

**5. Maria C. Green**

**9. Ulice Payne, Jr.**

**2. Danny L. Cunningham**

**6. Gale E. Klappa**

**10. Mary Ellen Stanek**

**3. William M. Farrow III**

**7. Thomas K. Lane**

**11. Glen E. Tellock**

**4. Cristina A. Garcia-Thomas**

**8. Scott J. Lauber**

- All director nominees currently serve as directors on our Board. Other than Directors Lauber and Tellock, who were appointed to our Board effective February 1, 2022 and January 1, 2022, respectively, all nominees were elected by our stockholders at our 2021 Annual Meeting of Stockholders, each having received at least 94.44% of the votes cast.
- All director nominees are independent with the exception of Directors Klappa and Lauber, who are employees of the Company. Each nominee has consented to being nominated and to serve if elected. In the unlikely event that any nominee becomes unable to serve for any reason, the proxies will be voted for a substitute nominee selected by the Board upon the recommendation of the Corporate Governance Committee.
- This is an uncontested election; therefore, our majority vote standard for election of directors will apply. Under this standard, each director nominee will be elected only if the number of votes cast favoring such nominee's election exceeds the number of votes cast opposing that nominee's election, as long as a quorum is present. Therefore, presuming a quorum is present, shares not voted, whether by broker non-vote, abstention, or otherwise, have no effect on the election of directors. Proxies may not be voted for more than 11 persons in the election of directors.

The process through which the Board arrived at these director nominees is the result of the Board's regular assessment of its composition and its focused attention to ongoing succession planning, as described in the following pages.

## BOARD COMPOSITION

The Corporate Governance Committee and the Board evaluate director nominees in light of the Board's current members, with the goal of recommending nominees with diverse backgrounds and experiences who, together with the current directors, can best perpetuate the success of WEC Energy Group's business and represent stockholder interests. Director nominees are evaluated on the basis of certain key attributes, core competencies, diversity, age/tenure, existing time commitments and independence. By following this process, the Board is able to ensure that its director candidates bring a broad range of perspectives and experiences, will effectively contribute to the Board, and will complement the other directors.

The Corporate Governance Committee and the Board determined that the director nominees' complementary breadth of characteristics are suited to executing the duties of the Board and, when taken together, embody the personal qualities, qualifications, skills, and diversity of background that best serve our Company and its stockholders.



### Key Attributes Required of All Directors

The Corporate Governance Committee routinely evaluates the expertise and needs of the Board to determine its proper membership and size. The Board believes that all directors must demonstrate certain key attributes, as noted below.

<ul style="list-style-type: none"> <li>• Proven integrity</li> <li>• Ability to appraise problems objectively</li> <li>• Relevant technological, political, economic, and/or social/cultural experience</li> <li>• Familiarity with domestic and international issues affecting the Company's business</li> <li>• Vision and imagination</li> </ul>	<ul style="list-style-type: none"> <li>• Mature and independent judgment</li> <li>• Ability to evaluate strategic options and risks</li> <li>• Social consciousness</li> <li>• Contribution to the Board's desired collective diversity</li> </ul>	<ul style="list-style-type: none"> <li>• Willingness to dedicate sufficient time to board service</li> <li>• Sound business experience/acumen</li> <li>• Achievement of prominence in career</li> <li>• Availability to serve for five years before reaching retirement age of 72 (in the case of new, non-management directors)</li> </ul>
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### Core Competencies

The Board regularly evaluates director qualifications and core competencies in the context of the Board's oversight of strategic initiatives, financial and operational performance objectives, and material risks. To that end, the Board seeks directors whose collective knowledge, experience and skills provide a broad range of perspectives and leadership expertise in domains particularly relevant to our business including: highly complex and regulated industries, strategic planning, financial strategy, technology and security, audit oversight and financial controls, human capital management, corporate governance, environmental and social sustainability, public policy, and other areas important to executing the Company's strategy.

With that in mind, the Corporate Governance Committee and Board have determined that the Board's composition should consist of candidates that collectively possess a specific set of core competencies, as listed below, in order to effectively carry out its oversight function.

<ul style="list-style-type: none"> <li>• Audit/Financial Planning</li> <li>• CEO/Senior Leadership</li> <li>• Corporate Governance</li> <li>• Environmental/Corporate Social Responsibility (CSR) Issues</li> </ul>	<ul style="list-style-type: none"> <li>• Financial Strategy/Investment</li> <li>• Government/Public Policy</li> <li>• Human Capital Management/Exec Comp</li> <li>• Knowledge of Company's Industry</li> </ul>	<ul style="list-style-type: none"> <li>• Regulated Industry Knowledge</li> <li>• Risk Management</li> <li>• Strategic Planning</li> <li>• Technology and Security</li> </ul>
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During the fourth quarter of 2021, the Corporate Governance Committee and Board evaluated and affirmed this set of competencies. Each director performed a self-assessment of his/her level of knowledge in each skill area using the following 3-point scale: "1" Limited knowledge (e.g., no direct experience, primary exposure comes from Board or Committee reports); "2" Intermediate knowledge (e.g., general managerial/oversight experience or broad exposure as a Board or Committee member); "3" Advanced knowledge (e.g., direct experience; subject matter expert). A summary of the Board's level of knowledge with respect to each of the core competencies is shown on the following page.

**Core Competencies  
Knowledge Level Assessment:**

The skills matrix depicts the director's self-assessment of having achieved significant knowledge in each respective area.

- Advanced Knowledge
- Intermediate Knowledge

	Culver	Cunningham	Farrow	Garcia-Thomas	Green	Klappa	Lane	Lauber	Payne	Stanek	Tellock
Senior Leadership/CEO Experience	●	●	●	●	●	●	●	●	●	●	●
Risk Management and Oversight	●	●	●	○	●	●	●	●	●	●	●
Strategic Planning	●	●	●	●	●	●	●	●	○	●	●
Corporate Governance	●	○	●	●	●	●	●	○	●	●	●
Financial strategy/Investment Management/Investor Relations	●	○	●	○	●	●	●	●	○	●	●
Human Capital Management/Executive Compensation	●	○	●	●	○	●	●	●	○	○	○
Environmental Issues/Corporate Social Responsibility	○	○	●	●	●	●	●	●	○	○	○
Government/Public policy	●	●	●	●	○	●	●	○	○	○	○
Audit Oversight/Financial Reporting	○	●	●	●	○	●	●	●	○	●	●
Regulated Industry Knowledge	●	●	●	●	●	●	●	●	●	○	○
Extensive Knowledge of Company's Business and/or Industry	○	○	○	○	○	●	●	●	○	○	○
Technology and Security	○	○	●	○	○	○	●	○	○	○	○

**Board Tenure and Diversity\***

<b>Tenure</b> (# of completed years of service)	18	4	4	1	2	19	2	0	19	10	0
<b>Age</b> (as of January 2022)	69	66	66	52	69	71	65	56	66	65	60
<b>Gender</b>	M	M	M	F	F	M	M	M	M	F	M
<b>Racially/Ethnically Diverse</b>			●	●	●				●		

\*Diversity characteristics based on information self-identified by each director.

**Diversity**

Diversity has been a major focus of the Corporate Governance Committee for decades when identifying director nominees. It is committed to actively seeking out highly qualified women and candidates of color as it strives to cast a wide net and recommend candidates who bring unique perspectives to the Board, which contributes to its collective diversity - diversity of knowledge, skills, experiences, thought, gender, race/ethnicity, retirement age and tenure. We believe this diversity improves the overall effectiveness of the Board as it carries out its oversight role.

**Age and Tenure**

Under the Corporate Governance Guidelines, a non-management director shall not be nominated for election to the Board after attaining the age of 72, unless nominated by the Board for special circumstances. The Board does not believe it is appropriate or necessary to limit the number of terms a director may serve. The Board values the participation and insight of directors who have developed an increased understanding of the Company and the specific issues it faces doing business in a complex, regulated industry, as well as those directors who bring fresh and varied perspectives, resulting in a Board with a balanced tenure.

## Time Commitment

Our Corporate Governance Committee recommends and the Board nominates candidates whom they believe are capable of devoting the time necessary to carefully fulfil their fiduciary duties. The Corporate Governance Committee regularly reviews stockholders' views on the appropriate number of public company boards on which directors may serve, which the Board takes into consideration each year as it reviews its Corporate Governance Guidelines.

The Corporate Governance Guidelines limit the maximum number of public company boards on which a WEC Energy Group director may serve to four public companies (including our Board), and specify that any public company chief executive officer who serves as a director on our Board may not serve on more than two public company boards (including our Board). Limited exceptions may be made with Corporate Governance Committee approval. All of our directors are in compliance.

## Independence

Our Corporate Governance Guidelines state that to be independent, the Board should consist of at least a two-thirds majority of independent directors. In order to be deemed independent, the individual must have no material relationship with the Company that would interfere with the exercise of good judgment in carrying out his or her responsibilities as a director.

The independence standards found in our Corporate Governance Guidelines are not only in compliance with the listing standards of the New York Stock Exchange ("NYSE"), but are actually more stringent than the NYSE rules. Our director independence guidelines are located in Appendix A of our Corporate Governance Guidelines, which are available on the Corporate Governance section of the Company's website at [www.wecenergygroup.com/govern/governance.htm](http://www.wecenergygroup.com/govern/governance.htm).

Prior to initial and annual election, all directors complete a detailed questionnaire that elicits information that is used to ensure compliance with the Board's and the NYSE's standards of independence. The Corporate Governance Committee also reviews potential conflicts of interest, including related-party transactions, interlocking directorships, and substantial business, civic and/or social relationships with other members of the Board that could impair the prospective Board member's ability to act independently from the other Board members and management. The Board also considers whether a director's immediate family members meet the independence criteria outlined in the Corporate Governance Guidelines, as well as whether a director has certain relationships with WEC Energy Group's affiliates, when determining the director's independence.

The Board has affirmatively determined that Directors Culver, Cunningham, Farrow, Garcia-Thomas, Green, Lane, Payne, Stanek, and Tellock are independent. Directors Klappa and Lauber are not independent due to their employment with the Company. J. Kevin Fletcher, the Company's Chief Executive Officer and President until February 1, 2022, who was a director until that date, was not independent due to his employment with the Company.

### *Director Stanek*

Since 2005, WEC Energy Group has engaged Baird Financial Group primarily to provide consulting services for investments held in the Company's various benefit plan trusts. Baird also provides certain related administrative services. The Board reviewed the terms of this engagement, including the \$736,327 in fees paid to Baird in 2021 (which are less than one-tenth of 1% of Baird's total revenue), and Director Stanek's position at Baird, and concluded that such engagement is not material and did not impact Director Stanek's independence. Director Stanek is not involved with and does not consult on the contract with or recommendations made by Baird and receives no direct financial benefit from these services. WEC Energy Group management evaluates Baird's services against market standards for overall quality and value on a regular basis. Neither the Board nor Director Stanek plays a role in the retention of Baird for these services or any related negotiation of commercial terms. In addition, WEC Energy Group's pension trusts and other benefit accounts do not hold any investments in Baird funds.

## SUCCESSION PLANNING AND DIRECTOR NOMINATION PROCESS

### Board Succession Planning

Our Board is regularly engaged in rigorous discussions about the Board's plans for ongoing succession, taking into consideration matters such as: current inventory of director skills and qualifications; diversity, including gender, race/ethnicity, retirement age and tenure; and future competencies needed to support appropriate oversight of the Company's long-term strategy and related risks and opportunities. These discussions are co-facilitated by the Executive Chairman and Independent Lead Director during the Board's executive sessions.

During 2021, these discussions took into consideration the Board's desire to increase the size of the Audit and Oversight Committee, which has undergone significant turnover in recent years due to director retirements.

Guided by the Board's succession planning discussions, the Corporate Governance Committee, comprised entirely of independent directors, is responsible for identifying and recommending director candidates to our Board for nomination.

### Director Nomination Process

The Corporate Governance Committee is responsible for recommending a slate of nominees to the Board for election at each Annual Meeting of Stockholders using the formal process detailed below.

1 Board Succession Planning	2 Identify Candidates	3 Evaluate Candidate Recommendations	4 Meet with Candidates	5 Recommend Candidate Nomination
Develop list of skills and qualifications sought in new directors and evaluate current Board composition	Proposed by stockholders, directors, and/or others	Screen qualifications, assess impact on Board composition, and review independence	Multiple meetings scheduled with the Board Executive Chairman and Independent Lead Director, other members of Corporate Governance Committee, and other members of the Board	Corporate Governance Committee considers feedback and makes recommendation to the Board

**1. Board succession planning.** The Corporate Governance Committee facilitates the director recruitment and nomination process through the lens of the Board's ongoing director succession planning process, as described above. The Corporate Governance Committee seeks to fulfill its duty to stockholders to consistently maintain a Board that is comprised of directors who each embody key attributes, and who, as a group, have the skills and experiences to effectively oversee management's strategy for operating in a complex industry while performing their fiduciary obligations.

**2. Identify candidates.** Candidates for director nomination may be proposed in a number of ways, including by stockholders, the Corporate Governance Committee, and other members of the Board. The Corporate Governance Committee may retain a third party to identify qualified candidates. No such firm was engaged with respect to the nominees listed in this proxy statement.

The Corporate Governance Committee will consider director candidates recommended by stockholders provided that the stockholders comply with the requirements and procedures set forth in our bylaws. Stockholders may also nominate or recommend director candidates by following the procedures outlined on P-74. No formal stockholder nominations or recommendations for director candidates were received in connection with the 2022 Annual Meeting of Stockholders.

Director Tellock was elected to the Board effective January 1, 2022. Director Tellock was initially recommended for consideration by the Executive Chairman, following which the Corporate Governance Committee undertook the evaluation process described immediately below.

**3. Evaluate candidate recommendations.** The Committee follows an established process for evaluating all director candidates whether recommended by directors, stockholders or others. During this process, the Corporate Governance Committee reviews publicly available information regarding each identified candidate to assess whether that person should be considered further. The Corporate Governance Committee considers whether each individual embodies the key attributes listed above, as well as the person's qualifications, experience, skills, outside affiliations, age, gender, race and ethnicity. The Committee will utilize third parties if and as needed to assist with these activities.

As part of the evaluation process, the Corporate Governance Committee takes steps to ensure that the pool of director nominees contains the attributes, skills and experiences identified during Board succession planning discussions. If the Corporate Governance Committee determines that a candidate warrants further consideration, the Executive Chairman or another member of the Board of Directors contacts the prospective director.

Generally, if a recommended candidate expresses a willingness to be considered and to serve on the Board, the Corporate Governance Committee will seek the Board's concurrence in moving the candidate forward to the interview stage of the nomination process. Further, it will instruct management to solicit from the candidate information used to review the candidate's independence and absence of potential conflicts of interest or reputational risk.

**4. Meet with candidates.** Candidates initially meet with the Executive Chairman, Independent Lead Director and other members of the Corporate Governance Committee. Upon agreement that a candidate has the attributes, skills and other identified factors the Board is seeking for its desired composition, all Board members are provided an opportunity to meet with the candidate and provide feedback to the Corporate Governance Committee.

**5. Recommend candidate nomination.** The Corporate Governance Committee will review feedback received from the meetings with the candidates and engage in constructive dialogue, following which it will make a recommendation regarding nomination for the Board's discussion and final determination.

## RESULTS →

# 2018-2022 added 6 independent directors

**These new independent directors added since 2018 have brought the following skills, experiences and/or traits to our Board:**

All have  
**advanced levels**  
of competency  
in CEO/Senior  
Leadership and  
Strategy

### Areas and/or attributes of particular focus during recruitment included:

- ✔ Gender and racial/ethnic diversity
- ✔ Environmental, social and governance experience
- ✔ Technology and cyber security expertise
- ✔ Audit/financial planning experience
- ✔ Regulated Industry background

Included in each director nominee's biography that follows are career highlights and other public directorships, along with the key qualifications, skills and expertise that we believe each director contributes to the Board. Our Board considered all of these factors, as well as the results of our annual Board evaluation, when deciding to re-nominate these directors.

## 2022 DIRECTOR NOMINEES FOR ELECTION

The following 11 individuals have been nominated for election to the Board of Directors at the 2022 Annual Meeting of Stockholders. Biographical information for each director nominee is set forth below. Ages are as of January 20, 2022, the date each person was designated as a nominee of the Board for election at the Meeting.

### Curt S. Culver

Independent



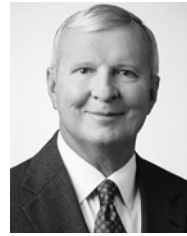
**Age:** 69

**Director Since:** 2004

**Board Committees:** Corporate Governance; Executive; Finance (Chair)

### Danny L. Cunningham

Independent



**Age:** 66

**Director Since:** 2018

**Board Committees:** Audit and Oversight (Chair); Executive

#### Professional Experience

MGIC Investment Corporation and Mortgage Guaranty Insurance Corporation - Non-Executive Chairman of the Board since 2015. MGIC Investment Corporation is the parent company of Mortgage Guaranty Insurance Corporation, a private mortgage insurance company.

#### Other Public Directorships

Director of MGIC Investment Corporation since 1999.

#### Director Qualifications

Having served for 15 years as the CEO of Mortgage Guaranty Insurance Corporation and its parent company, MGIC Investment Corporation, Director Culver brings to our Board of Directors a strong working knowledge of the strategic, operational, financial, and public policy issues facing a large, regulated, publicly-held company headquartered in Milwaukee Wisconsin. His expertise in risk management and oversight is particularly valuable in his service as chair of the Finance Committee, while his insurance industry experience puts him in a position to lead the Committee's evaluation of the Company's overall financial risk management program. Director Culver's broad corporate governance experience, developed from his extensive past and present service on the MGIC boards, as well as those of several highly-visible Milwaukee-area non-profit entities and two private for-profit organizations, is of great value to the Board as it carries out its oversight responsibilities, including the duties of the Corporate Governance Committee, of which he is a member.

#### Professional Experience

Deloitte & Touche LLP - Retired Partner and Chief Risk Officer. Served as Partner, 2002 to 2015, and as Chief Risk Officer, 2012 to January 2016. Deloitte & Touche is an industry-leading audit, consulting, tax, and advisory firm.

#### Other Public Directorships

Director of Enerpac Tool Group Corp. since 2016.

#### Director Qualifications

Director Cunningham brings to our Board of Directors more than 30 years of experience serving public audit clients in a broad array of industries, including manufacturing, printing, process, software, and financial services, as well as a deep understanding of the business, economic, compliance, and governmental environment in which the Company and many of the Company's major customers operate. Director Cunningham applies his strong expertise in financial reporting, internal controls, and audit functions to his responsibilities as WEC Energy Group's Audit and Oversight Committee Chair. This experience also contributes great value to the Board as it fulfills its responsibility for oversight of the Company's accurate preparation of financial statements and disclosures, and compliance with legal and regulatory requirements. Having served as chief risk officer at Deloitte & Touche, Director Cunningham gained insights into the complexities of risk management, through which he applies his expertise in assessing the effectiveness of the Company's practices and policies to mitigate enterprise-wide risks. Director Cunningham's multi-national experience brings the added diversity of a global perspective to the Board as it evaluates its strategic objectives, while his service to several major Milwaukee-area not-for-profit organizations equips him to contribute thoughtful insights on issues impacting the city's culture, workforce, and economic vitality.

## William M. Farrow III

Independent Lead Director



**Age:** 66

**Director Since:** 2018

**Board Committees:** Compensation;  
Corporate Governance (Chair);  
Executive

### Professional Experience

Winston and Wolfe, LLC - Chairman and Chief Executive Officer since 2010. Winston and Wolfe is a privately held technology development and advisory company.

Urban Partnership Bank - Retired President and CEO, 2010 to 2018. UPB provides financial services in moderate income communities located in Chicago, Detroit and Cleveland.

### Other Public Directorships

Director of CBOE Global Markets Inc. since 2016.

Director of Echo Global Logistics Inc., May 2017 to November 2021.

### Director Qualifications

In serving as WEC Energy Group's Independent Lead Director and Chair of the Corporate Governance Committee, Director Farrow brings to our Board of Directors over 40 years of senior leadership experience in managing business operations, technology development, enterprise risk, and strategy. His extensive professional experience in the highly regulated banking and financial markets, accompanied by knowledge acquired from his service on the Boards of CBOE Global Markets and the Federal Reserve Bank of Chicago, enable him to add significant value to the Board's oversight of the Company's financial management strategy. His firsthand experience and perspectives in addressing advances in information technology, as well as the experience he gained as a current Board member on the Audit Committee for CBOE Global Markets and previously, Echo Global Logistics, is particularly valuable to the Board as WEC Energy Group companies address complex risks, including those associated with protecting operating systems and assets against physical and cyber threats. Having spent his career in Chicago, Director Farrow is also able to provide the Board with economic, social, and public policy insight as it relates to conducting business in Chicago, which is further enhanced by the strong relationships he has developed with key leaders while serving on the boards of several highly visible Chicago-area private, not-for-profit and community organizations. This is especially important given the sizable, long-term construction project that is underway by the Company's largest Illinois utility subsidiary to modernize the natural gas infrastructure in the city of Chicago, which requires ongoing collaboration with city and state government officials and regulatory agencies.

## Cristina A. Garcia-Thomas



**Age:** 52

**Director Since:** 2021

**Board Committee:** Corporate  
Governance

### Professional Experience

Advocate Aurora Health, Inc - Chief External Affairs Officer since April 2018; Chief Experience Officer, October 2017 to April 2018; Chief Diversity Officer and Foundation President, September 2014 to October 2017. Advocate Aurora Health is a not-for-profit health care system operating in Wisconsin and Illinois.

### Other Public Directorships

None

### Director Qualifications

Director Garcia-Thomas brings to our Board of Directors significant leadership experience, particularly in the areas of customer and community relations, and diversity and inclusion. Since joining Advocate Aurora Health - the largest employer in the Milwaukee region - in 2011, she has successfully addressed complex business issues in a highly regulated environment. In her current role as Chief External Affairs Officer, Director Garcia-Thomas is responsible for shaping the overall experience for patients, employees and community partners. She oversees diversity and inclusion, community relations, community health, community programs and the charitable foundation, through which she utilizes and expands her deep understanding of public policy, social priorities and challenges, and corporate governance. Through her executive and civic leadership, Director Garcia-Thomas has established a strong network in the Company's Wisconsin and Illinois service areas, giving her keen insights into the needs of our customers. She contributes her experience in these areas to her service on the Corporate Governance Committee, and to the Board's oversight responsibilities and strategic discussions on sustainable value creation, customer care and human capital management. In addition, given her significant professional experience responding to the challenges associated with the COVID-19 pandemic, Director Garcia-Thomas has aided the Board in its oversight of management's response to this continuing risk.



## Maria C. Green

Independent



**Age:** 69

**Director Since:** 2019

**Board Committees:** Audit and Oversight; Finance

### Professional Experience

Ingersoll Rand plc - Retired Senior Vice President and General Counsel, 2015 to June 2019. Ingersoll Rand is a diversified industrial manufacturer with market-leading brands serving customers in global commercial, industrial and residential markets.

### Other Public Directorships

Director of Tennant Co. since May 2019.

Director of Littelfuse Inc. since February 2020.

Director of Fathom Digital Manufacturing Corporation since July 2021.

### Director Qualifications

Director Green brings to our Board of Directors senior leadership experience accumulated during her 35-year career in law and business, including extensive public company experience in strategic planning, acquisitions, enterprise risk management and shareholder relations, from which she provides valuable insights to both the Finance and Audit and Oversight Committees. Director Green has substantial experience with respect to corporate sustainability matters, including oversight responsibility for environmental compliance and corporate responsibility reporting, as well as engagement with investors on these matters. Having served in the role of corporate secretary for several public companies, Director Green's deep corporate governance experience is of tremendous value to the Board as it carries out its evolving oversight responsibilities. Director Green also contributes valuable insights into the economic, educational and social matters impacting the greater Chicago community, where the Company has two utility subsidiaries. In particular, these insights come from having served for 18 years at Illinois Tool Works, a Fortune 200 global diversified manufacturing company headquartered in the northern suburbs of Chicago, and as a member (and past chairman) of the Chicago Urban League executive committee.

## Gale E. Klappa



**Age:** 71

**Director Since:** 2003

**Board Committee:** Executive (Chair)

### Professional Experience

WEC Energy Group, Inc. - Executive Chairman since February 2019; Chairman of the Board and CEO, 2004 to May 2016 and October 2017 to February 2019; Non-Executive Chairman of the Board, May 2016 to October 2017; President, 2003 to August 2013.

Wisconsin Electric Power Company (subsidiary of WEC Energy Group) - Chairman of the Board, 2004 to May 2016 and January 2018 to February 2019; CEO, 2003 to May 2016 and January 2018 to February 2019; President, 2003 to June 2015.

Director of Wisconsin Electric Power Company, 2003 to May 2016 and January 2018 to present.

Chairman Klappa also serves as a director of several other major subsidiaries of WEC Energy Group.

### Other Public Directorships

Director of Associated Banc-Corp since 2016.

Director of Badger Meter, Inc. since 2010.

Director of Joy Global Inc., 2006 to 2017.

### Director Qualifications

Chairman Klappa has more than 40 years of experience working in the public utility industry, including more than 25 at a senior executive level. He first retired as the Company's CEO in May 2016, at which time he assumed the role of Non-Executive Chairman of the Board. Chairman Klappa again served as the Company's CEO between October 2017 and February 2019. Prior to joining the Company in 2003, Chairman Klappa served in various executive leadership roles at The Southern Company, a public utility holding company headquartered in the southeastern United States. Under his leadership, WEC Energy Group successfully completed its 2015 acquisition of Integrys Energy Group, which nearly doubled the employee and customer population, and increased the Company's geographic footprint to four states. With his extensive experience in the business operations and C-suite leadership of publicly regulated utilities, his service as a Board member for several other public companies, and his contributions to significant economic development initiatives in southeastern Wisconsin, Chairman Klappa has led the Board with a deep understanding of the financial, operational, and investment decisions and public policy issues facing large public companies. His deep knowledge of the Company's industry, customers, stockholders, and management team is of great value to the Board.

## Thomas K. Lane

Independent



**Age:** 65

**Director Since:** 2020

**Board Committees:** Audit and Oversight; Compensation

### Professional Experience

Energy Capital Partners LLC - Vice Chairman since 2017; Partner, 2005 to 2017. Energy Capital Partners is a private equity firm that focuses on investing in power generation, midstream gas, electric transmission and energy and environmental services sectors of North America's energy infrastructure.

### Other Public Directorships

Director of Summit Midstream Partners, LP, 2009 to May 2020.

Director of USD Partners, LP, 2014 to April 2020.

### Director Qualifications

Director Lane brings to our Board of Directors more than 30 years of broad financial experience focused within the energy sector, which provides him with a deep understanding of the complexities inherent to delivering strong financial performance in a regulated industry. His experience in this area includes 17 years in the Investment Banking Division at Goldman Sachs where he held senior-level coverage responsibility for electric and gas utilities, independent power companies and midstream energy companies throughout the United States. Director Lane has significant experience in assessing the individual components of the Company's financial performance and how it relates to the Company's compensation program, experience he gained over the course of his career, which has been focused within the energy sector, and which is very valuable to his service as a member of the Compensation Committee. Since 2017, Director Lane has served as Vice Chairman of Energy Capital Partners, following 12 years as a partner of the firm. During this tenure, he has held responsibility for establishing and executing the firm's investment strategies, which include projects encompassing power generation and renewables, as well as midstream and environmental infrastructure. This experience enables him to add significant value to the Board's oversight of the Company's long-term growth strategy, as does his substantial experience planning and executing merger and acquisition strategies. Having testified before the House Energy Subcommittee on energy-related matters, Director Lane also brings to the Board an understanding of the formulation of energy policy at the federal government level. His strong financial reporting experience within a regulated industry, combined with his broad understanding of the risks facing the utility sector, provide tremendous value in his service as a member of the Audit and Oversight Committee.

## Scott J. Lauber



**Age:** 56

**Director Since:** February 1, 2022

**Board Committee:** None

### Professional Experience

WEC Energy Group - President and CEO since February 1, 2022; Senior Executive Vice President and Chief Operating Officer from June 2020 to January 31, 2022; Senior Executive Vice President and CFO from October 2019 to June 2020; Senior Executive Vice President, CFO and Treasurer from February 2019 to October 2019; Executive Vice President, CFO and Treasurer from October 2018 to February 2019; Executive Vice President and CFO from April 2016 to October 2018; Vice President and Treasurer from February 2013 to March 2016.

Wisconsin Electric Power Company (wholly owned subsidiary of WEC Energy Group) - Chairman of the Board and CEO since February 1, 2022; President since January 1, 2022; Executive Vice President from June 2020 to December 31, 2021; Executive Vice President and CFO from April 2016 to October 2018 and from October 2019 to June 2020; Executive Vice President, CFO and Treasurer from October 2018 to October 2019; Vice President and Treasurer from February 2013 to March 2016.

Director of Wisconsin Electric Power Company since April 2016 to present.

Director Lauber also serves as an executive officer and/or director of several other major subsidiaries of WEC Energy Group.

### Other Public Directorships

None

### Director Qualifications

Director Lauber has more than 30 years of experience working at WEC Energy Group and/or its subsidiaries and has held senior leadership levels for the past 10 years. A certified public accountant, Director Lauber first joined the Company in 1990 and held positions of increasing responsibility in the areas of financial planning and management, accounting, and internal controls. In April 2016, he was named executive vice president and chief financial officer for WEC Energy Group, and added the treasurer responsibilities in October 2018. From there, he advanced through multiple executive leadership positions, including as executive vice president and chief operating officer, a position that included oversight responsibility for Information Technology, Enterprise Risk Management, Major Projects, Power Generation, Supply Chain, Supplier Diversity, and WEC Infrastructure and Fuels. As President of WEC Energy Group's major utilities in Wisconsin, Michigan and Minnesota, Director Lauber is directly responsible for business operations in those jurisdictions. Effective February 2022, Director Lauber was named president and CEO of WEC Energy Group and appointed to the board of directors. With his deep expertise in financial and investment matters, in addition to his extensive knowledge and experience in the broad scope of the Company's business operations critical to its continuing success as a leading Midwest public utility holding company, Director Lauber contributes substantive insight into the Company's strategies, objectives, risks and opportunities.

## Ulice Payne, Jr.

Independent



**Age:** 66  
**Director Since:** 2003  
**Board Committees:** Compensation (Chair); Executive; Finance

### Professional Experience

Addison-Clifton, LLC - Managing Member since 2004. Addison-Clifton, provides global trade compliance advisory services.

### Other Public Directorships

Director of Foot Locker, Inc. since 2016.

Director of Manpower Group since 2007.

Trustee of The Northwestern Mutual Life Insurance Company, 2005 to 2018.

### Director Qualifications

Director Payne brings to our Board of Directors strong senior leadership and public service experience within the greater Milwaukee community and State of Wisconsin, having previously served in roles that included the Securities Commissioner for the State of Wisconsin, managing partner of the Milwaukee office of the law firm Foley & Lardner LLP, and president and CEO of the Milwaukee Brewers Baseball Club, Inc. In addition, Director Payne is involved in numerous Milwaukee-area non-profit entities, making him well-positioned to provide the Board with perspective on the economic and social issues affecting the greater Milwaukee area, as well as a broad spectrum of the Company's customers. As founder and President of Addison-Clifton, which provides global trade compliance consulting, Director Payne understands the importance of providing clients with exceptional customer service, a focus that is critical to the execution of WEC Energy Group's strategic initiatives. Director Payne applies his senior leadership experience, governance and risk management capabilities, and significant managerial, operational, financial and global experiences to his role as chair of the Compensation Committee and as a member of the Finance Committee.

## Mary Ellen Stanek

Independent



**Age:** 65  
**Director Since:** 2012  
**Board Committee:** Finance

### Professional Experience

Baird Financial Group - Managing Director and Director of Asset Management since 2000. Baird Financial Group provides wealth management, capital markets, private equity, and asset management services to clients worldwide.

Baird Advisors - Chief Investment Officer since 2000. Baird Advisors is an institutional fixed income investment advisor.

Baird Funds, Inc. - President since 2000. Baird Funds is a publicly registered investment company.

### Other Public Directorships

Trustee of The Northwestern Mutual Life Insurance Company since 2009.

### Director Qualifications

Director Stanek, who is a Chartered Financial Analyst, brings to our Board of Directors extensive financial and investment strategy expertise, resulting from over 40 years of investment management experience. As Managing Director and Director of Asset Management of Baird Financial Group, a position she has held since 2000, Director Stanek's expertise in fixed income investments provides the Board and management with invaluable financial strategy insight relative to WEC Energy Group and its subsidiaries, which customarily issue debt securities as a means of raising capital. As a member of the WEC Energy Group Finance Committee, she also offers valuable perspective on insurance risk matters, having served for 15 years as a director of West Bend Mutual Insurance Company. In addition to her recognition as a prominent business leader in Milwaukee's financial community, Director Stanek has dedicated significant time to serving on the boards of a large number of Milwaukee-area non-profit organizations, through which she has developed strong relationships with key community leaders and stakeholders. From these experiences, she brings the Board insightful perspectives on issues impacting the culture and viability of today's workforce, as well as a deep understanding of corporate governance matters.

Glen E. Tellock

Independent



**Age:** 60

**Director Since:** January 1, 2022

**Board Committee:** Audit and Oversight

### Professional Experience

Lakeside Foods Inc. - Retired President and Chief Executive Officer, May 2016 to June 2021. Lakeside Foods is a privately held, industry-leading international food processing company based in Wisconsin.

The Manitowoc Company, Inc.- Chairman of the Board, February 2009 to October 2015; President and Chief Executive Officer, May 2007 to October 2015. The Manitowoc Company designs, manufactures, markets, and supports construction and commercial food service equipment.

### Other Public Directorships

Director of Astec Industries, Inc. since 2006

Director of Badger Meter, Inc. since 2017

### Director Qualifications

Director Tellock brings to our Board of Directors extensive executive leadership experience, having retired in 2021 as president and CEO of Lakeside Foods, a privately held, international food processor headquartered in Wisconsin. This follows a 24-year career at The Manitowoc Company, a manufacturer of construction and commercial food service equipment, where he served in a variety of leadership roles, including CFO, president and CEO and, ultimately, chairman, president and CEO. He brings to the board decades of experience throughout which he has developed a deep understanding of audit oversight, financial reporting, risk management, business operations and strategic planning. Mr. Tellock is a certified public accountant and has experience serving as an audit manager of a major accounting firm, which contributes to his active service on the Audit and Oversight Committee. He also brings to the board significant corporate governance experience, having served on numerous not-for-profit boards dedicated to community causes, as well as public company boards.

# Governance

## PRIMARY ROLE AND RESPONSIBILITIES OF OUR BOARD

Our Board is responsible for providing oversight with respect to matters of concern to our stockholders. Those responsibilities include, among other things, oversight of (i) long-term strategy and execution, (ii) the Company's risk environment and associated management policies and practices, and (iii) selection of the Chief Executive Officer and ongoing succession planning for senior leadership.

### Oversight of Strategy

The Board believes that a fundamental, collective understanding of the issues facing the Company is imperative to its ability to carry out its strategic oversight responsibilities. Throughout the year, the Board engages in substantive discussions with management about the Company's long-term strategy. Elements of strategy are discussed within the Board committee meetings and at every regularly scheduled Board meeting. This includes updates from management on the Company's financial and operational goals and performance, and the internal and external factors that influence performance and sustainability.

At least annually, the Board engages in significant educational sessions that include briefings and presentations from the Company's senior leadership team, other members of management, and outside advisors and subject matter experts, including scientists and institutional investors. These sessions help the Board to understand the environment within which the Company operates and the risks and opportunities presented thereby, and inform and shape the Board's understanding of management's decision-making, leading to more effective oversight of the Company's short-, medium- and long-term strategies and operational objectives.

### Management Development and Succession Planning

Company leaders are responsible for developing the talent across the organization through the broadening and deepening of business and leadership knowledge. Succession planning and internal talent development are strategic priorities of the Company and integral components of our approach to human capital management, which includes engagement at all levels of the organization, and with the Board.

The Compensation Committee has primary oversight for executive succession planning and development, and periodically reviews and assesses the Company's strategies and initiatives relating to human capital management. The Committee regularly reports to and engages with the Board about these matters.

Throughout 2021, the Board was actively engaged in oversight of the senior and executive management succession planning process. The Board spent considerable time, particularly during its executive sessions, discussing management's plans to foster a deep talent bench and plan for senior leadership succession, including development plans to prepare senior leaders for greater responsibilities. The effectiveness of this oversight was particularly apparent in 2021 as the Board successfully executed a succession plan at the Chief Executive Officer position.

The Compensation Committee and the Board also engaged in numerous discussions throughout 2021 about the Company's recruiting and development programs, including updates on key talent, workforce demographics, and plans to promote and sustain a culture of diversity, equity and inclusion.

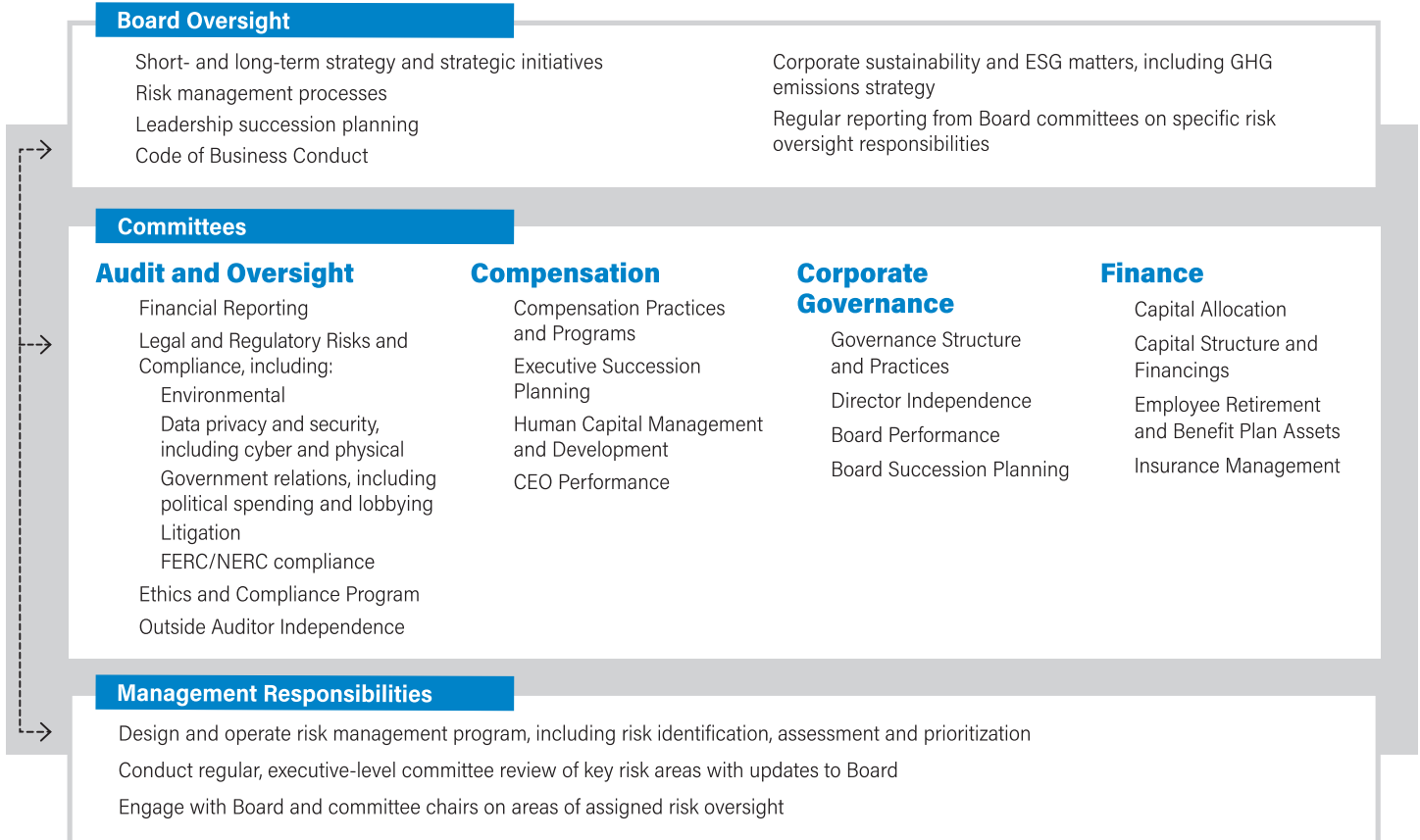
### Oversight of Risk Management

Our board of directors is responsible for providing oversight with respect to our major strategic initiatives, which requires ongoing dialogue with our senior management team about opportunities and risks, and the processes through which senior management maintains focus on the organization's key financial and business objectives, corporate policies, and overall economic, environmental and social performance. Senior management, in turn, is responsible for effectively planning and executing daily operations within a strong risk framework.

To carry out its oversight function, the Board is organized into five standing committees with specific duties and risk-monitoring responsibilities: Audit and Oversight, Compensation, Corporate Governance, Executive and Finance. With the exception of the Executive Committee, the Board and each of its committees meet regularly throughout the year, and receive regular briefings prepared by management and outside advisors on specific areas of current and emerging risks to the enterprise, which are identified and monitored through the Company's enterprise risk management framework.

The Committees routinely report to the full Board on matters that fall within designated areas of responsibility as described in the charters. Examples of risk monitoring activity that have been designated to the full Board and its committees are shown in the chart below. More information on the committees' duties and responsibilities begins on page P-31.

## Risk Oversight Responsibilities



While the Board delegates specified duties to its committees, the Board retains collective responsibility for comprehensive risk oversight, including short- and long-term critical risks that could significantly impact the Company. The Board believes that certain matters should be contemplated by the diverse perspective of its full membership. This includes oversight of environmental, social and governance risks that have the potential to result in significant financial or reputational consequences that could impact the Company's brand, limit its sustainability or jeopardize its value to stockholders.

Executive sessions for the non-management directors are generally held at every regularly scheduled Board and committee meeting, during which directors have direct access to, and meet as needed with, Company representatives to discuss matters of interest, including those related to risk management. Outside of scheduled meetings, the Board, its committees and individual Board members have full access to senior executives and other key employees, including the Chief Executive Officer, Chief Financial Officer, General Counsel, Chief Audit Officer, Compliance Officer, Chief Information Officer and Controller. They are also free to engage as needed with the leaders of our utility companies and our corporate center departments, including customer service, environmental, external affairs, human resources, investor relations, tax and treasury.

As a standing corporate practice, each year, the Company's risk areas are systemically evaluated. Our Audit Services department conducts an annual enterprise risk assessment, whereby business leaders identify existing, new or emerging issues or changes within their business areas that could have enterprise implications. Risk areas are then mapped to create a cumulative assessment of their significance and likelihood, taking into consideration industry benchmarking information, as appropriate. The mapping also identifies lines of responsibility for managing the risks to ensure accountability and focus.

In addition, our Enterprise Risk Steering Committee (ERSC), which is chaired by the Chief Executive Officer and consists of other senior-level management employees, regularly reviews the Company's key risk areas and provides input into the development and implementation of effective compliance and risk management practices. On a bimonthly basis, the ERSC discusses findings of Audit Services' annual enterprise risk assessment, holds in-depth discussions with members of management on identified subjects, and tracks progress and status thereafter. Updates from these meetings are shared with the Board as directed by the Chief Executive Officer. The Chief Executive Officer provides reports to the Board at each Board meeting and routinely calls upon members of his executive staff to provide detailed reports to the Board in their respective areas of responsibility, including matters of enterprise risk.

The Board believes that its leadership structure, in combination with management's enterprise risk management program, effectively supports the Board's risk oversight function.

## OUR ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITMENT

The Board's oversight of the Company's strategic direction includes reviewing with senior management our approach to environmental, social and governance matters. The Board is mindful of management's responsibility to provide safe, reliable and affordable energy, to preserve the Company's long-term value and to make decisions that take into account not only the Company's stockholders, but also the interests of its other stakeholders and the well-being of the communities we serve, now and in the future.

Below are some highlights from 2021 that demonstrate the Company's and the Board's commitment to ensuring that the Company's goals and practices are aligned with a strong focus on environmental, social and governance priorities and, ultimately, sustainability. More details on Company performance in key areas are available under "2021 WEC Energy Group Operational Goals and Performance under the STPP."

### Delivering a clean energy future

#### *ESG Progress Plan: A Road Map for Investment in Efficiency, Sustainability and Growth*

In advance of publicly announcing the Company's five-year (2022-2026) capital plan last November, management reviewed multiple iterations of this ESG Progress Plan with the Board.

Management and the Board discussed the foundation underlying the \$17.7 billion in investments over five years that are designed to set the Company on the course to meet its long-term emission reduction targets while also ensuring continued focus on business fundamentals. Those discussions included criteria such as underlying customer preferences and needs, regulatory environment, financial implications, and technological advancements that will influence the trajectory of the plan's execution, and resulted in the Board's approval of management's strategic vision and recommendations.

### Supporting our colleagues and communities

#### *Human Capital Management*

We strive to make our companies great places to work, with programs for individual development, initiatives to promote our core values of diversity, equity and inclusion, and targeted recruitment as we build the workforce of the future. During 2021, we demonstrated this commitment through many initiatives focused on, among other priorities: employee education; significant support for and leveraging of our nine business resource groups, including the new Health and Disability Allies group; increasing workforce diversity; meeting our vigorous health and safety expectations; training and development opportunities for employees at all levels of the organization; and our robust succession planning process that ensures we have a talent pipeline for the future.

#### *Supplier Diversity*

We have had a supplier diversity program under the watchful guidance of senior leadership since 2002. In 2021, we spent \$270 million with diverse suppliers, including certified minority-, women-, veteran- and service disabled-owned businesses.

#### *Community Support*

Management and the Board have always embraced the Company's role as a leader in the communities we are privileged to serve. During 2021, our companies and foundations contributed more than \$20 million in charitable grants to support nonprofits hard at work helping others.

### Upholding strong governance

#### *Board Oversight*

As addressed in earlier sections, our Board has been deeply engaged in careful succession planning over the past several years, with a clear focus on maintaining a board composition that has the professional experience, core competencies, and diversity to provide effective oversight of the complex matters the Company faces in the highly regulated utility industry. Between 2018 and 2021, six new independent directors have been added to the Board. This has successfully resulted in enhancing the Board's collective core competencies and oversight expertise in key risk areas including technology and cyber security, enterprise risk, renewable energy investment strategy, corporate sustainability, and diversity, equity and inclusion initiatives, while simultaneously increasing its overall ethnic, racial and gender diversity, and decreasing overall Board tenure. In 2022, the Company launched a formal process of quarterly reporting to the Audit and Oversight Committee on matters relating to political advocacy.

#### *United Nations SDGs*

Delivering reliable, affordable energy to our customers, reducing greenhouse gas emissions, and building and maintaining safe, resilient infrastructure are central to our business. These commitments align directly with three of the United Nations Sustainable Development Goals:



**Priority Sustainability Issues**

In early 2020, the Company partnered with the Electric Power Research Institute (EPRI) in a formal assessment process, to identify the sustainability issues that are most important to our Company and its stakeholders, considering both current and potential long-term impacts, as well as input and validation from both internal and external stakeholders. The results of this comprehensive assessment have strengthened our existing commitment to sustainability, and are being used to develop strategies and drive changes to meet and exceed stakeholder expectations and pave the way for the Company’s successful future.

Our Priority Sustainability Issues (alphabetical order)			
• Climate strategy	• Empowered employees	• Financial discipline	• Safety and health
• Community engagement	• Energy affordability	• Government relations	• Stakeholder transparency
• Customer satisfaction	• Energy reliability	• Innovation	• Strategic governance
• Cybersecurity	• Environmental responsibility	• Operational performance	• Supply chain integrity
• Economic development			

**Climate Report**

In April 2019, having partnered with EPRI, the Company issued its first climate report, Pathway to a Cleaner Energy Future, to illustrate our approach to reducing greenhouse gas emissions and to present an analysis of factors that could affect our future decision-making. The Company issued an updated climate report in 2021, which included revised assumptions and input from industry experts, to further lay out potential climate scenarios and the related risks, opportunities and uncertainties. This report was again prepared in conformity with the TCFD recommendations. The Company plans to issue another report in 2022.

**SASB Reporting Standards**

During 2020, working with outside advisors, the Company conducted a preliminary assessment of the alignment between SASB electric and gas utilities standards and our current public disclosures. In 2021, the Company published its first SASB-aligned Index online alongside its Corporate Responsibility Report.

**Commitment to reporting transparency**

We value the importance our stakeholders place on understanding how we manage risks and opportunities associated with sustaining our enterprise. In addition to engaging directly with stakeholders on environmental and social issues, we are committed to transparent reporting on these matters through a variety of mechanisms, including those noted below. Further, we routinely respond to data verification and survey requests from a substantial number of third-party organizations seeking input regarding our environmental, social and governance-related performance, programs and policies.

- 
- |   |  |
|---|--|
| • <b>Corporate Responsibility Report</b>                            | • <b>CDP Responses</b>                                 |
| • <b>Climate Report</b>   | • <b>EEO-1 Reporting</b>                               |
| • <b>EEl and AGA ESG/Sustainability Reporting Template</b>          | • <b>Semiannual Disclosure of Political Activities</b> |
| • <b>Sustainability Accounting Standards Board (SASB) Framework</b> | • <b>Disclosure of Environmental Policy</b>            |
- 

See the Corporate Responsibility section of our website for more details: [www.wecenergygroup.com/csr](http://www.wecenergygroup.com/csr)



## STOCKHOLDER ENGAGEMENT

Accountability to stockholders is critical to the Company's long-term success. We have systems in place to ensure that management and the Board hear, understand, and consider the issues that matter most to our stockholders and other key constituents. This ongoing engagement provides valuable insight into how the Company's practices and policies are externally perceived, shapes the processes used to evaluate goals and expectations, and helps to highlight emerging issues that may affect our governance practices.

Company leaders, including the Executive Chairman, regularly engage with stakeholders to discuss the Company's business results, strategic direction and governance practices through a year-round engagement program. This provides valuable feedback to management and the Board about our environmental, social and governance practices.

Who we engage	Who participates in engagement	Year-round governance engagement process
Institutional and retail stockholders	Members of the Board	<p><b>Summer</b></p> <p>Review results from Annual Meeting of Stockholders</p> <p>Seek feedback from stockholders on voting decisions</p> <p>Assess governance and executive compensation practices</p> <p>Provide Board with feedback and recommendations</p> <p><b>Fall</b></p> <p>Discuss executive compensation practices and environmental, social and governance topics with investors</p> <p>Consider enhancements to our practices and disclosures</p> <p>Share investor feedback and recommendations with Board</p> <p><b>Winter</b></p> <p>Continue discussions with investors on executive compensation practices and environmental, social and governance topics</p> <p>Board approves, as needed, changes or enhancements to practices and disclosures</p> <p>Develop disclosures for the proxy statement</p> <p>Publish Form 10-K</p> <p><b>Spring</b></p> <p>Publish Annual Report and Proxy Statement</p> <p>Hold Annual Meeting of Stockholders</p>
Industry thought leaders	Senior management	
Sustainability-centered coalitions and activists	Employees from disciplines across the enterprise, including investor relations, legal, environmental, government affairs and corporate affairs	
Proxy advisory firms		
Environmental, social and governance rating firms		
How we engage		
Quarterly investor calls, conferences, presentations		
Ad hoc in-person and virtual meetings		
Participation in industry associations and forums		
Timely disclosures filed with the Securities and Exchange Commission (SEC) and publication of other significant corporate reports on our website		
Process for stockholders to directly correspond with individual directors via the Corporate Secretary		
Topics of engagement in 2021		
Corporate strategy	Climate change and decarbonization	
Financial and operational performance results	Human capital management COVID-19 response	
Management succession planning	Diversity and inclusion efforts	
Board composition and refreshment	Priority sustainability issues	
Executive compensation metrics and targets	Community engagement and charitable giving	

In 2021, we engaged with stockholders representing approximately 30% of the Company's outstanding common stock about our environmental, social, governance and compensation practices. We also engaged with key constituents across the broader investment community, a sample of which is provided below.

Jan/Feb	May/June	Sept/Oct
4th Quarter and Full Year 2020 Earnings Call Evercore ISI Utility CEO Conference UBS Power & Utilities Conference Investor meetings hosted by Guggenheim Form 10-K published	1st Quarter Earnings Call Annual Meeting of Stockholders American Gas Association Financial Forum Conference JP Morgan Conference	Wolfe Utilities & Energy Conference/ Chairman Fireside Chat Barclay's CEO Energy-Power Conference Investor outreach focused on environmental, social and governance topics
March/April	July/Aug	Nov/Dec
Annual Report and Proxy Statement published Bank of America Merrill Lynch Boston Power, Utilities and Renewables Conference Global Listed Infrastructure Organization Conference – Meetings and Chairman Fireside Chat	2nd Quarter Earnings Call 2020 Corporate Responsibility Report published Submitted responses to CDP Questionnaire Investor meetings hosted by: Wells Fargo, Wolfe and Evercore	3rd Quarter Earnings Call Edison Electric Institute Financial Conference Wells Fargo Securities Midstream and Utility Symposium Mizuho Utilities Summit BMO Growth and ESG Conference

## BOARD LEADERSHIP STRUCTURE

### Roles of the Chairman and CEO

Consistent with WEC Energy Group's bylaws and Corporate Governance Guidelines, the Board has discretion to combine and separate the offices of the Chief Executive Officer and Chairman of the Board. The Board believes the current leadership structure of separate CEO and Chairman positions is in the best interests of the Company's stockholders at this time. This structure allows Mr. Lauber and before him, allowed Mr. Fletcher, to focus on implementing the Company's operating plans and leading the day-to-day management of our seven customer-facing utilities, and allows Mr. Klappa to lead the Board in its oversight, advisory and risk management roles, with added leadership responsibility for Company strategy, capital allocation, investor relations and economic development matters.

### Independent Lead Director

The independent members of the Board elect the Independent Lead Director, with an expectation that the individual elected will serve in that capacity for three years, subject to continuing election by stockholders in annual director elections. The independent members of the Board may adjust the Independent Lead Director's length of service in that role, including extending it beyond three years, at their discretion. Annually, the independent members of the board complete a performance evaluation of his or her effectiveness.

In May 2020, the Board elected William M. Farrow to serve as the Independent Lead Director; he also chairs the Corporate Governance Committee.

Duties of the Independent Lead Director include:

- presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors without any management present;
- serves as liaison between the CEO and the independent directors under most circumstances, although each individual director has full access to the CEO;
- authority to call meetings of the independent directors;
- reviews and approves meeting schedules and agendas for the Board and its committees for content and to assure there is sufficient time for discussion of all agenda items;
- reviews all proposed changes to committee charters;
- leads the annual Board evaluation;
- provides input to the Chairman on the scope, quality and timeliness of information provided to the Board;
- authority to attend all committee meetings, as appropriate;
- be available for consultation and communication with significant stockholders and other interested parties, if needed; and
- any other duties as may be prescribed by the Board.

## BOARD AND COMMITTEE PRACTICES

### Board Meetings and Attendance

During 2021, the Board met nine times and executed two written unanimous consents. All directors attended more than 75% of the total number of meetings of the Board and Board committees on which he or she served, with average director attendance at more than 94%. Generally, all directors are expected to attend the Company's Annual Meetings of Stockholders. All directors standing for election in 2022, other than Mr. Tellock, who was not a director at the time, attended the 2021 Annual Meeting of Stockholders. Although Mr. Lauber was not a director in 2021, he attended the Annual Meeting of Stockholders in his role as Senior Executive Vice President and Chief Operating Officer.

### Executive Sessions

At every regularly scheduled Board and committee meeting, executive sessions are scheduled, and are generally held, for the non-management directors to meet without management present. In 2021, an executive session of independent, non-management directors was held at every regularly scheduled Board meeting and at most committee meetings.

### Director Orientation and Continuing Education

Management takes seriously its responsibility to onboard new directors and provide ongoing education for existing directors on the unique and complex issues inherent in operating a public company in the regulated utility industry.

Management has created a robust orientation program that introduces new directors to the Company's organizational structure, businesses, strategies, risks and opportunities, which includes in-house and field programs such as walking tours of the Company's generating facilities and project sites, senior management presentations and individual sessions with senior leaders. These activities assist new directors in developing and/or enhancing their Company and industry knowledge to optimize their service on the Board. To ensure that our directors have self-directed access to governance-related resources and director training opportunities, all of our directors are members of the National Association of Corporate Directors.

During 2021, management provided significant educational opportunities for the Board to better understand the external environment within which the Company operates, including briefings and presentations provided by third-party experts, outside advisors and other stakeholders.

## Annual Performance Evaluations

### CEO Performance

The Compensation Committee, on behalf of the Board, annually evaluates the performance of the CEO and reports the results to the Board. The CEO is evaluated in a number of areas including leadership, vision, financial stewardship, strategy development and execution, management development, effective communication with constituencies, demonstrated integrity and effective representation of the Company in community and industry affairs.

As part of this practice, the Compensation Committee Chair individually obtains from each non-management director his or her input on the CEO's performance, which is summarized and discussed with the Compensation Committee members, followed by discussion in executive session with all non-management directors. The Compensation Committee Chair then shares the evaluation results with the CEO. This procedure allows the Board to evaluate the CEO and to communicate the Board's expectations. The Compensation Committee considers the input of all non-management directors in determining appropriate compensation for the CEO.

In October 2021, the Company announced the next step in its executive succession planning process, including Mr. Fletcher's intention to step down as President and Chief Executive Officer, effective February 1, 2022, and retire in June 2022, and the Board's appointment of Mr. Lauber as his successor. In December 2021, the Compensation Committee completed its performance review of both Mr. Fletcher and Mr. Lauber, and approved a compensation package for each that reflects the transition in their roles in 2022.

### Executive Chairman Performance

Under the same process and timing as the CEO performance evaluation, the Compensation Committee Chair facilitated the annual performance evaluation of Mr. Klappa in his role as Executive Chairman. The results were discussed with the Compensation Committee members, followed by discussion with all non-management directors in executive session and, ultimately, with Mr. Klappa. Having received input from the full Board, thereafter, the Compensation Committee approved a 2022 compensation package for Mr. Klappa in December 2021.

### Independent Lead Director Performance

On an annual basis, the Independent Lead Director is evaluated on the effectiveness in carrying out his or her duties, which are outlined in the Corporate Governance Guidelines. This evaluation is led by the Chairman of the Board, who references the National Association of Corporate Directors (NACD) Lead Director Assessment framework to facilitate individual conversations with the independent directors to capture feedback. The Independent Lead Director is evaluated in several areas including his facilitation of discussions between and amongst the Chairman and the directors during open sessions with management, during executive sessions, and outside of board meetings, and his collaboration with the Chairman in identifying key topics, issues and concerns that directors wish to be addressed during board meetings and executive sessions. The Chairman uses this input to provide the Independent Lead Director feedback in carrying out his or her duties in the upcoming year. Director Farrow will complete his second year of service in this role in May 2022. The Board plans to complete this evaluation in advance of the Annual Meeting of Stockholders.

### Board Performance

The Board recognizes that self-reflection and continuous improvement are key to remaining an effective governing body. Led by the Independent Lead Director, the Corporate Governance Committee is charged with overseeing the Board's annual evaluation process, a process which is reviewed periodically, and includes discussion on whether to utilize a third-party facilitator.

In December 2021, the Board evaluated its performance utilizing a framework of questions developed by the NACD, in addition to several broad "reflection" questions. The Corporate Governance Committee and the Board discussed the Board evaluation results at their meetings in January 2022. It is standard practice for the Corporate Governance Committee to use the results of this process to foster continuous improvement of the Board's governance activities.

## BOARD EVALUATION PROCESS

### 1 Self-Reflection Questionnaire

Directors contemplated the Board's performance across the following elements:

- board composition and leadership
- board committees
- board meetings
- overall effectiveness of the Board
- overall effectiveness of the Board with regard to management.

### 2 One-on-One Discussion with Independent Lead Director

The Independent Lead Director engaged in one-on-one discussions with each director on elements of the Board's performance, allowing each director an opportunity to speak candidly.

### 3 Discussion of Key Take-Aways and Governance Enhancements

Having captured a summary of the feedback from these discussions, the Independent Lead Director led the Corporate Governance Committee, and then the Board during its Executive Session, through group discussions of key takeaways and recommended enhancements to its governance practices.

### Committee Performance

Each committee, except the Executive Committee, conducts an annual performance evaluation of its own activities and reports the results to the Board. During this evaluation, each committee compares its performance against the requirements of its charter and its annual planning calendar; contemplates a series of questions related to the qualifications and performance of committee members; considers the quality and quantity of information provided to the committee in advance of its meetings; and evaluates the effectiveness of the processes the committee uses to carry out its oversight responsibilities. The results of the annual evaluations are used by each committee to identify its strengths and areas where its governance practices can be improved. Each committee may recommend changes to its charter to the full Board based upon the evaluation results.

It is also standard practice for the Corporate Governance Committee annually to conduct a holistic review of all of the Board's charters and annual planning calendars, taking into consideration evolving and new best practices with respect to risk oversight. Recommendations are routed to the appropriate Committee Chair, as needed, for consideration.

Following this holistic review during 2021, all of the Board Committees, with the exception of the Executive Committee, adopted changes to their charters to reflect expanding risk oversight responsibilities.

## BOARD COMMITTEES

The Board of Directors has the following committees: Audit and Oversight, Compensation, Corporate Governance, Executive and Finance. Each committee, except the Executive Committee, operates under a charter approved by the Board, which can be found on our website at [www.wecenergygroup.com/govern/committee-comp.htm](http://www.wecenergygroup.com/govern/committee-comp.htm). With the exception of the Executive Committee, only independent directors serve on the standing committees.

Audit and Oversight	
Members	Key Responsibilities
Danny L. Cunningham, Chair Maria C. Green Thomas K. Lane Glen E. Tellock	<ul style="list-style-type: none"> <li>Oversee the integrity of the financial statements.</li> <li>Oversee management compliance with legal and regulatory requirements.</li> <li>Oversee management's strategy for data privacy and security, including cyber and physical.</li> <li>Review the Company's environmental and compliance programs, including its Ethics and Compliance program and Code of Business Conduct.</li> <li>Review, approve, and evaluate the independent auditor's qualifications, independence and services.</li> <li>Oversee the performance of the internal audit function and independent auditors.</li> <li>Discuss risk management and major risk exposures and steps taken to monitor and control such exposures.</li> <li>Establish procedures for the submission and treatment of complaints and concerns regarding the Company's accounting controls and auditing matters.</li> <li>Prepare the audit committee report required by the SEC for inclusion in the proxy statement.</li> </ul>
<b>2021 Meetings: 6</b>	

The Audit and Oversight Committee is a separately designated committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Audit and Oversight Committee consists solely of independent directors who meet the independence requirements of the SEC, NYSE and the Board's Corporate Governance Guidelines. In addition, the Board has determined that all of the members of the Audit and Oversight Committee are financially literate as required by NYSE rules and that Directors Cunningham, Lane and Tellock qualify as audit committee financial experts within the meaning of SEC rules.

Compensation	
Members	Key Responsibilities
Ulice Payne, Jr., Chair William M. Farrow III Thomas K. Lane	<ul style="list-style-type: none"> <li>Determine and annually review the Compensation Committee's compensation philosophy.</li> <li>Oversee the development of competitive, performance-based executive and director compensation programs.</li> <li>Review and approve the compensation paid to select employees, including the Company's executive officers (including base salaries, incentive compensation, and benefits).</li> <li>Establish and administer the CEO and Executive Chairman compensation packages.</li> <li>Set performance goals relevant to the CEO and Executive Chairman compensation.</li> <li>Annually evaluate CEO and Executive Chairman performance and determine compensation adjustments.</li> <li>Annually assess whether any risks arising from the compensation program are reasonably likely to have a material adverse effect on the Company.</li> <li>Review the Company's plans for leadership and succession planning of executive officers.</li> <li>Periodically review and assess the Company's strategy for human capital management initiatives.</li> <li>Prepare the report required by the SEC for inclusion in the proxy statement.</li> <li>Review the results of the most recent stockholder advisory vote on compensation of the named executive officers (NEOs).</li> </ul>
<b>2021 Meetings: 7*</b>	

\*Included one joint meeting with the Corporate Governance Committee.

The Compensation Committee consists solely of independent directors who meet the independence requirements of the NYSE and the Board's Corporate Governance Guidelines.

The Compensation Committee is charged with administering the compensation package of WEC Energy Group's non-management directors. The Compensation Committee meets with the Corporate Governance Committee annually to review the compensation package of WEC Energy Group's non-management directors and to determine the appropriate amount of such compensation.

**Compensation Advisor:** The Compensation Committee, which has authority to retain advisers and consultants at WEC Energy Group's expense, retained Frederic W. Cook & Co., Inc. (FW Cook) to analyze and help develop the Company's executive compensation program, and to assess whether the compensation program is competitive and supports the Committee's objectives. FW Cook also assesses and provides recommendations on non-management director compensation, as discussed in more detail on pages P35-P36. FW Cook is engaged solely by the Compensation Committee to provide executive compensation consulting services, and does not provide any additional services to the Company.

In connection with its retention of FW Cook, the Compensation Committee reviewed FW Cook's independence, including: (1) the amount of fees received by FW Cook from WEC Energy Group as a percentage of FW Cook's total revenue; (2) FW Cook's policies and procedures designed to prevent conflicts of interest; and (3) the existence of any business or personal relationships that could impact independence. After reviewing these and other factors, the Compensation Committee determined that FW Cook is independent and the engagement did not present any conflicts of interest. FW Cook also determined that it was independent from the Company's management, which was confirmed in a written statement delivered to the Compensation Committee.

For more information regarding our executive and director compensation processes and procedures, please refer to "Compensation Discussion and Analysis" beginning on page P-41 and to "Director Compensation" beginning on page P-35, respectively.

## Corporate Governance

Members	Key Responsibilities
William M. Farrow III, Chair Curt S. Culver Cristina A. Garcia-Thomas	<ul style="list-style-type: none"> <li>Establish and annually review the Corporate Governance Guidelines to verify that the Board is effectively performing its fiduciary responsibilities to stockholders.</li> <li>Periodically review the charters of each committee of the Board and make recommended changes as appropriate.</li> <li>Establish and annually review director candidate selection criteria, as well as the Board and each committee's structure, size, composition and leadership.</li> <li>Identify and recommend candidates to be named as nominees of the Board for election as directors.</li> <li>Review and approve related party transactions in accordance with Company policy.</li> <li>Lead the Board in its annual review of the Board's performance.</li> <li>Review and determine the compensation package of non-management directors in conjunction with the Compensation Committee.</li> </ul>
<b>2021 Meetings: 4*</b>	

\*Included one joint meeting with the Compensation Committee.

The Corporate Governance Committee consists solely of independent directors who meet the independence requirements of the NYSE and the Board's Corporate Governance Guidelines.

## Executive

The Board also has an Executive Committee, which may exercise all powers vested in the Board except action regarding dividends or other distributions to stockholders, filling Board vacancies, and other powers which by law may not be delegated to a committee or actions reserved for a committee comprised of independent directors. The members of the Executive Committee are Gale E. Klappa (Chair), Curt S. Culver, Danny L. Cunningham, William M. Farrow III, and Ulice Payne, Jr. The Executive Committee did not meet in 2021.

## Finance

Members	Key Responsibilities
Curt S. Culver, Chair Maria C. Green Ulice Payne, Jr. Mary Ellen Stanek	<ul style="list-style-type: none"> <li>Review and monitor the Company's current and long-range financial policies and strategies, including our capital structure and dividend policy.</li> <li>Authorize the issuance of corporate debt within limits set by the Board.</li> <li>Discuss policies and financial programs with respect to financial risk management.</li> <li>Approve the Company's financial plan, including the capital budget.</li> </ul>
<b>2021 Meetings: 3</b>	

The Finance Committee consists solely of independent directors who meet the independence requirements of the NYSE and the Board's Corporate Governance Guidelines.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of the persons who served as members of the Compensation Committee during 2021 was an officer or employee of the Company during 2021 or at any time in the past nor had reportable transactions with the Company.

During 2021, none of the Company's executive officers served as a member of the Compensation Committee or as a director of another entity, one of whose executive officers served on the Compensation Committee or as a director of the Company.

## ADDITIONAL GOVERNANCE MATTERS

### Government Relations Activity

We advocate on behalf of our customers, stockholders and employees for safe, reliable and affordable energy before local, state and federal elected officials and government agencies. We maintain governmental and regulatory relations offices in Chicago, Illinois; Rosemount, Minnesota; Madison, Green Bay and Milwaukee, Wisconsin; and Washington, D.C. We also hire contract lobbyists and work with trade organizations to assist in advocacy activities. Our lobbyists are lawfully registered in each jurisdiction where they perform services for us.

The Company has five Political Action Committees (PACs) in which employees may participate. The PACs support causes and candidates for federal, state and local offices to benefit energy safety, reliability and affordability, without regard for executives' personal political preferences.

As part of its oversight function, the Board's Audit and Oversight Committee has historically conducted an annual review of the Company's Corporate Political Contributions and Reporting Policy. In 2021, this policy was renamed and rewritten to incorporate new restrictions and controls surrounding interactions with public officials. Consistent with best practices, among other things, the Government Relations Policy:

- addresses our interactions with public officials, outlining expectations, requirements, restrictions and prohibitions;
- requires Compliance Officer review of any requests for corporate political contributions to confirm they comply with applicable election laws and regulations; and
- requires the Executive Vice President-External Affairs to submit a quarterly report to the Audit and Oversight Committee that addresses activities covered by the Government Relations Policy.

The Government Relations Policy governs the Company's corporate contributions to organizations operating under Section 527 of the Internal Revenue Code and organizations that qualify as national political committees. In 2021, we made no contributions of this nature, nor did we make any independent political expenditures in direct support of or in opposition to a campaign or ballot measure.

Our website provides details on: (1) contributions made by our PACs; (2) corporate contributions to Wisconsin state party legislative committees; (3) links to federal and state lobbying reports; and (4) trade organization memberships, including annual dues and contributions of \$25,000 or more to trade associations and coalitions. To learn more, please access our Political Activities web page at [www.wecenergygroup.com/csr/political-activities.htm](http://www.wecenergygroup.com/csr/political-activities.htm).

### Code of Business Conduct

WEC Energy Group's Code of Business Conduct ("Code") is the foundation of the Company's Ethics and Compliance program, as it sets the standards for creating and sustaining a culture of ethics and integrity. The Compliance Officer oversees the management and operations of the program, about which she provides regular update reports to the Board's Audit and Oversight Committee. All WEC Energy Group directors, executive officers and employees, including the principal executive, financial and accounting officers, have a responsibility to comply with the Code, to seek advice in doubtful situations and to report suspected violations. All those subject to the Code, including the Company's non-management directors, are required to participate in annual training on the elements of the Code.

The Code addresses expectations for Company culture, including among other things: non-retaliation for raising concerns; safety; diversity and inclusion; conflicts of interest; confidentiality; fair dealing; protection and proper use of Company resources, assets and information; and compliance with laws, rules and regulations (including political contribution and insider trading laws). The Code is available on our website at the following address: [www.wecenergygroup.com/govern/codeofbusinessconduct.pdf](http://www.wecenergygroup.com/govern/codeofbusinessconduct.pdf).

The Company has several ways individuals can report concerns and raise questions concerning the Code and other Company policies. As one reporting mechanism, the Company has contracted with a third-party so that individuals can confidentially and anonymously report suspected violations of the Code or other concerns, including those regarding accounting, internal accounting controls or auditing matters. The Company has not provided any waiver to the Code for any director, executive officer or other employee.

### Related Party Transactions

During 2021, WEC Energy Group adopted a written policy on the review, approval or ratification of transactions with related persons, which is overseen by the Corporate Governance Committee, as delegated by the Board.

The policy provides that the Committee will review any proposed, existing, or completed related party transaction in which the amount involved exceeds \$120,000, and in which any related party had, has, or will have a direct or indirect material interest. In general, a "related party" includes all directors and executive officers of WEC Energy Group and their immediate family members, as well as stockholders beneficially owning 5% or more of WEC Energy Group's outstanding stock as defined in SEC rules. Legal Services reviews relevant information on transactions, arrangements, and relationships disclosed and makes a determination as to the existence of a related party transaction as defined by SEC rules and the policy. Related party transactions that are in, or are not inconsistent with,

the best interests of WEC Energy Group or its subsidiaries, as applicable, are approved by the Corporate Governance Committee and reported to the Board. Related party transactions are disclosed in accordance with applicable SEC and other regulatory requirements.

In addition, the Code addresses, among other things, how to identify and report potential conflicts of interest. The Code lists the following as examples of potentially problematic situations: (1) family members who are a supplier, contractor or customer of the Company or work for one; (2) obtaining any financial interest in or participating in any business relationship with any company, individual or concern doing business with WEC Energy Group or any of its subsidiaries that might influence the individual's decisions or job performance; (3) participating in any joint venture, partnership or other business relationship with WEC Energy Group or any of its subsidiaries; and (4) serving as an officer or member of the Board of any substantial, outside for-profit organization.

Because the Board is mindful of the expectation of its directors to devote the time necessary to fulfill their fiduciary duties, the Corporate Governance Guidelines contain additional requirements for directors seeking to join other Boards. For example, all directors must notify the Company's Corporate Secretary before accepting a nomination for a position on the Board of another public company and the CEO must obtain the approval of the full Board before accepting such a position.

To further backstop such discussions and approvals, bi-annually all directors and executive officers are required to complete a questionnaire that asks about any business relationship that may give rise to a related party transaction or other conflict of interest and all transactions in which the Company or one of its subsidiaries is involved and in which the director or executive officer, or a relative or affiliate of such director or executive officer, has a direct or indirect material interest. Director nominees under consideration by the Board for election are required to complete the same questionnaire. The Corporate Secretary discusses the results of this diligence with the Corporate Governance Committee.

Since January 1, 2021, there have been no related-party transactions, and there are no currently proposed related-party transactions, required to be disclosed pursuant to SEC rules.

## COMMUNICATIONS WITH THE BOARD

Stockholders and other interested parties who wish to communicate with members of the Board, including the Independent Lead Director or the other non-management directors individually or as a group, may send correspondence to them in care of the Corporate Secretary, Margaret C. Kelsey, at the Company's principal executive offices, 231 W. Michigan Street, PO Box 1331, Milwaukee, Wisconsin 53201. All communications received as set forth above will be opened by the Corporate Secretary for the sole purpose of confirming the contents represent a message to the Company's directors. Pursuant to instructions from the Board, all communication, other than advertising, promotion of a product or service, or patently offensive material, will be forwarded promptly to the addressee.

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## Where to find more information on governance

You can find our Corporate Governance Guidelines, Code of Business Conduct, and other corporate governance materials, including WEC Energy Group's Restated Articles of Incorporation, bylaws, Board committee charters and Board contact information, on the Corporate Governance section of our website at [www.wecenergygroup.com/govern/governance.htm](http://www.wecenergygroup.com/govern/governance.htm). You can request copies of these materials from the Corporate Secretary at the address provided above in "Communications with the Board."

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## DIRECTOR COMPENSATION

Consistent with its charter, the Compensation Committee seeks to maintain a competitive director compensation program that enables the Company to attract and retain key individuals and to motivate them to help the Company achieve its short- and long-term goals. As such, the Committee is responsible for reviewing key market-based trends in director compensation and benefits packages and for recommending changes to the Board, as appropriate, that will attract and retain quality directors. The Committee's charter authorizes it to engage consultants or advisors in connection with its review and analysis of director compensation. The Compensation Committee used FW Cook during 2021 for this purpose. Directors who are also employees of the Company do not receive additional compensation for service as a director.

### 2021 Compensation of the Board of Directors

The following table describes the components of the non-management director compensation program during 2021. With the exception of the Annual Independent Lead Director Retainer fee, which became effective January 1, 2021, all other elements of compensation remained unchanged from 2020.

The Compensation Committee believes that this program:

- is equitable based upon the work required of directors serving an entity of the Company's size and scope, and
- ties the majority of director compensation to stockholder interests because the value of the equity awards fluctuates depending upon the Company's stock price.

Compensation Element	2021 Non-Management Director Compensation Program
Annual Cash Retainer Fee	\$110,000
Annual Independent Lead Director Retainer Fee	\$30,000
Annual Equity Retainer	\$140,000 in restricted stock, which vests one year from grant date
Annual Committee Chair Fees <ul style="list-style-type: none"> <li>• Audit and Oversight</li> <li>• Compensation</li> <li>• Corporate Governance</li> <li>• Finance</li> </ul>	\$20,000 paid in \$5,000 quarterly increments \$20,000 paid in \$5,000 quarterly increments \$15,000 paid in \$3,750 quarterly increments \$15,000 paid in \$3,750 quarterly increments
Board and Committee Meeting Fees	None
Stock Ownership Guideline	Ownership of common stock or deferred stock units that have a value equal to five times the annual cash retainer for non-management directors to be satisfied within five years of joining the Board

Insurance is also provided by the Company for director liability coverage, fiduciary and employee benefit liability coverage, and travel accident coverage for director travel on Company business. The premiums paid for this insurance are not included in the amounts reported in the table located on the next page.

The Company reimburses directors for all out-of-pocket travel expenses. These reimbursed amounts are also not reflected in the table located on the next page.

### Deferred Compensation Plan

Non-management directors may defer all or a portion of their cash fees pursuant to the Directors' Deferred Compensation Plan. Directors have two investment options in the plan - the Company's phantom stock measurement fund or a prime rate fund. The value of the phantom stock measurement fund appreciates or depreciates based upon market performance of the Company's common stock, and it also grows through the accumulation of reinvested dividend equivalents. Deferral amounts are credited in the name of each participating director to accounts on the books of WEC Energy Group that are unsecured and are payable only in cash at the time elected by the director. Deferred amounts will be paid out of general corporate assets or the assets of the Wisconsin Energy Corporation 2014 Rabbi Trust addressed later in this proxy statement.

### Legacy Charitable Awards Program

Directors elected prior to January 1, 2007 participate in a Directors' Charitable Awards Program under which the Company intends to contribute up to \$100,000 per year for 10 years to one or more charitable organizations chosen by each participating director, including employee directors, following the director's death. Charitable donations under the program will be paid out of general corporate assets. Directors derive no financial benefit from the program, and all income tax deductions accrue solely to the Company. The tax deductibility of these charitable donations may mitigate the net cost to the Company. The Directors' Charitable Awards Program has been eliminated for any new directors elected after January 1, 2007. Current directors participating in the program are Directors Culver, Klappa and Payne.



### Director Compensation Table

The following table summarizes the total compensation received during 2021 by each director serving as a non-management director of WEC Energy Group at any time in 2021.

Name	Fees Earned or Paid In Cash (\$)	(1) Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Patricia W. Chadwick (2)	110,000	290,793 (3)	—	—	—	23,374	424,167
Curt S. Culver	125,000	140,000	—	—	—	25,012	290,012
Danny L. Cunningham	130,000	140,000	—	—	—	—	270,000
William M. Farrow III	155,000	140,000	—	—	—	—	295,000
Thomas J. Fischer (2)	110,000	290,793 (3)	—	—	—	26,511	427,304
Cristina A. Garcia-Thomas	110,000	140,000	—	—	—	—	250,000
Maria C. Green	110,000	140,000	—	—	—	—	250,000
Henry W. Kneuppel (2)	110,000	290,793 (3)	—	—	—	—	400,793
Thomas K. Lane	110,000	140,000	—	—	—	—	250,000
Ulice Payne, Jr.	130,000	140,000	—	—	—	18,490	288,490
Mary Ellen Stanek	110,000	140,000	—	—	—	—	250,000

(1) Other than Directors Chadwick (0 shares), Fischer (0 shares) and Kneuppel (0 shares), each director held 1,584s shares of restricted stock as of the close of business on December 31, 2021.

(2) Directors Chadwick, Fischer and Kneuppel completed their service as directors at the 2021 Annual Meeting of Stockholders.

(3) In consideration of their exemplary service to the Board, the Compensation Committee accelerated the vesting of 1,550 shares of restricted stock previously awarded to each of Directors Chadwick, Fischer and Kneuppel. The incremental fair value associated with each acceleration was \$150,793, which is included in the reported amounts.

### Fees Earned or Paid in Cash

The amounts reported in the Fees Earned or Paid in Cash column include annual cash-based retainers for each non-management director and applicable annual committee chair fees earned during 2021 regardless of whether such retainers and fees were paid in cash or deferred.

### Stock Awards

On January 4, 2021, each current non-management director received his or her 2021 annual equity retainer in the form of restricted stock equal to a value of \$140,000. The amounts reported in the Stock Awards column include the aggregate grant date fair value, as computed in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 718, excluding estimated forfeitures, of the restricted stock awarded. Each reported restricted stock award vests in full one year from the grant date.

### All Other Compensation

All amounts reported in the All Other Compensation column represent costs attributed to the director for the Directors' Charitable Awards Program. See "Legacy Charitable Awards Program" above for additional information.

### 2022 Compensation of the Board of Directors

In December 2021, the Compensation Committee completed its annual review of director compensation and determined that, based upon research provided by FW Cook, total non-management director compensation was below market median. As a result, the Compensation Committee recommended, and the Board approved, an increase of \$10,000 in total non-management director compensation to be delivered in equity. Therefore, the value of the annual restricted stock equity award was increased from \$140,000 to \$150,000 effective January 1, 2022. The Compensation Committee concluded, and the Board agreed, that it was appropriate for all other fees to remain unchanged from the approved 2021 levels.

## PROPOSAL 2: RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2022

### What am I voting on?

Stockholders are being asked to vote to ratify the appointment of Deloitte & Touche LLP, a registered public accounting firm, to serve as the Company's Independent Auditors for the fiscal year ending December 31, 2022.

### Voting Recommendation:

✓ **FOR the ratification of Deloitte & Touche LLP as independent auditors for 2022.**

Although the Audit Committee has the sole authority to appoint the Independent Auditors, as a matter of good corporate governance, the Board submits its selection of the Independent Auditors to our stockholders for ratification. If the stockholders do not ratify the appointment of Deloitte & Touche LLP, the Audit and Oversight Committee will reconsider the appointment.

The Audit and Oversight Committee of the Board of Directors has sole authority to appoint, evaluate, and, where appropriate, terminate and replace the independent auditors. The Audit and Oversight Committee has appointed Deloitte & Touche LLP as the Company's independent auditors for the fiscal year ending December 31, 2022. The Audit and Oversight Committee believes that stockholder ratification of this matter is important in light of the critical role the independent auditors play in maintaining the integrity of the Company's financial statements. If stockholders do not ratify the selection of Deloitte & Touche LLP, the Audit and Oversight Committee will reconsider the appointment.

Deloitte & Touche LLP has served as the independent auditors for the Company for the last 20 fiscal years beginning with the fiscal year ended December 31, 2002. The members of the Audit and Oversight Committee and the other members of the Board believe that the continued retention of Deloitte & Touche LLP to serve as the Company's independent external auditor is in the best interests of the Company and its stockholders.

Ratification of Deloitte & Touche LLP as the Company's independent auditors requires the affirmative vote of a majority of the votes cast in person or by proxy at the Meeting. Presuming a quorum is present, shares not voted, whether by abstention or otherwise, have no effect on the outcome of this matter.

Representatives of Deloitte & Touche LLP are expected to be present at the Meeting. They will have an opportunity to make a statement if they so desire and are expected to respond to appropriate questions that may be directed to them. Information concerning Deloitte & Touche LLP can be found in the following pages.

## INDEPENDENT AUDITORS' FEES AND SERVICES

### Pre-Approval Policy

The Audit and Oversight Committee has a formal policy delineating its responsibilities for reviewing and approving, in advance, all audit, audit-related, tax, and other services of the independent auditors. As such, the Audit and Oversight Committee is responsible for the audit fee negotiations associated with the Company's retention of independent auditors.

The Audit and Oversight Committee is committed to ensuring the independence of the auditors, both in appearance as well as in fact. In order to assure continuing auditor independence, the Audit and Oversight Committee periodically considers whether there should be a regular rotation of the independent external audit firm. In addition, the Audit and Oversight Committee is directly involved in the selection of Deloitte & Touche LLP's lead audit partner.

Under the pre-approval policy, before engagement of the independent auditors for the next year's audit, the independent auditors will submit (1) a description of all services anticipated to be rendered, as well as an estimate of the fees for each of the services, for the Audit and Oversight Committee to approve, and (2) written confirmation that the performance of any non-audit services is permissible and will not impact the firm's independence. Annual pre-approval will be deemed effective for a period of twelve months from the date of pre-approval, unless the Audit and Oversight Committee specifically provides for a different period. A fee level will be established for all permissible, pre-approved non-audit services. Any additional audit service, audit-related service, tax service, and other service must also be pre-approved.

The Audit and Oversight Committee delegated pre-approval authority to the Committee Chair. The Audit and Oversight Committee Chair is required to report any pre-approval decisions at the next scheduled Audit and Oversight Committee meeting. Under the pre-approval policy, the Audit and Oversight Committee may not delegate to management its responsibilities to pre-approve services performed by the independent auditors.

Under the pre-approval policy, prohibited non-audit services are services prohibited by the Securities and Exchange Commission or by the Public Company Accounting Oversight Board (United States) from being performed by the Company's independent auditors. These services include: bookkeeping or other services related to the accounting records or financial statements of the Company; financial information systems design and implementation; appraisal or valuation services; fairness opinions or contribution-in-kind reports; actuarial services; internal audit outsourcing services; management functions, or human resources, broker-dealer, investment advisor or investment banking services; legal services and expert services unrelated to the audit; services provided for a contingent fee or commission; and services related to planning, marketing, or opining in favor of the tax treatment of a confidential transaction or an aggressive tax position transaction that was initially recommended, directly or indirectly, by the independent auditors. In addition, the Audit and Oversight Committee has determined that the independent auditors may not provide any services, including personal financial counseling and tax services, to any officer or other employee of the Company who serves in a financial reporting oversight role or to the Audit and Oversight Committee Chair or to an immediate family member of these individuals, including spouses, spousal equivalents, and dependents.

### Fee Table

The following table shows the fees, all of which were approved by the Audit and Oversight Committee, for professional audit services provided by Deloitte & Touche LLP for the audit of the annual financial statements of the Company and its subsidiaries for fiscal years 2021 and 2020, and fees for other services rendered during those periods. No fees were paid to Deloitte & Touche LLP pursuant to the "de minimus" exception to the pre-approval policy permitted under the Exchange Act.

	<b>2021</b>	<b>2020</b>
Audit Fees <sup>(1)</sup>	\$ 5,867,477	\$ 5,171,499
Audit-Related Fees <sup>(2)</sup>	—	143,000
Tax Fees <sup>(3)</sup>	109,297	74,094
All Other Fees <sup>(4)</sup>	5,560	4,380
Total	<u>\$ 5,982,334</u>	<u>\$ 5,392,973</u>

- (1) Audit Fees consist of fees for professional services rendered in connection with: (1) the audits of the annual financial statements of the Company and its subsidiaries, (2) the audits of the effectiveness of internal control over financial reporting, and (3) other non-recurring audit work. This category also includes reviews of financial statements included in Form 10-Q filings of the Company and its subsidiaries and services provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-Related Fees consist of fees for professional services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees". This includes examination of forecasted financial statements in connection with rate case filings.
- (3) Tax Fees consist of fees for professional services rendered with respect to federal and state tax compliance and tax advice. This can include preparation of tax returns, claims for refunds, payment planning, and tax law interpretation.
- (4) All Other Fees consist of costs for certain employees to attend accounting/tax seminars hosted by Deloitte & Touche LLP plus the subscription cost for the use of a Deloitte & Touche LLP accounting research tool.

## AUDIT AND OVERSIGHT COMMITTEE REPORT

The Audit and Oversight Committee, which is comprised solely of independent directors, oversees the integrity of the financial reporting process on behalf of the Board of WEC Energy Group, Inc. In addition, the Audit and Oversight Committee oversees compliance with legal and regulatory requirements. The Audit and Oversight Committee operates under a written charter approved by the Board, which can be found in the “Governance” section of the Company’s website at [wecenergygroup.com/govern/governance.htm](http://wecenergygroup.com/govern/governance.htm).

The Audit and Oversight Committee is also directly responsible for the appointment, compensation, retention, and oversight of the Company’s independent auditors, as well as the oversight of the Company’s internal audit function.

In order to assure continuing auditor independence, the Audit and Oversight Committee periodically considers whether there should be a regular rotation of the independent external audit firm. For 2022, the Audit and Oversight Committee has appointed Deloitte & Touche LLP to remain as the Company’s independent auditors, subject to stockholder ratification. The members of the Audit and Oversight Committee and other members of the Board believe that the continued retention of Deloitte & Touche LLP to serve as the Company’s independent external auditor is in the best interests of the Company and its stockholders.

The Audit and Oversight Committee is directly involved in the selection of Deloitte & Touche LLP’s lead audit partner and is also responsible for audit fee negotiations with Deloitte & Touche LLP.

Management is responsible for the Company’s financial reporting process, the preparation of consolidated financial statements in accordance with generally accepted accounting principles, and the system of internal controls and procedures designed to provide reasonable assurance regarding compliance with accounting standards and applicable laws and regulations. The Company’s independent auditors are responsible for performing an independent audit of the Company’s consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the “PCAOB”) and issuing a report thereon.

The Audit and Oversight Committee held six meetings during 2021. Meetings are designed to facilitate and encourage open communication among the members of the Audit and Oversight Committee, management, the internal auditors, and the Company’s independent auditors, Deloitte & Touche LLP. During these meetings, the Audit and Oversight Committee reviewed and discussed with management, among other items, the Company’s unaudited quarterly and audited annual financial statements and the system of internal controls designed to provide reasonable assurance regarding compliance with accounting standards and applicable laws.

The Audit and Oversight Committee has reviewed and discussed with management and the Company’s independent auditors the Company’s audited consolidated financial statements and related footnotes for the fiscal year ended December 31, 2021, and the independent auditor’s report on those financial statements. Management represented to the Audit and Oversight Committee that the Company’s financial statements were prepared in accordance with generally accepted accounting principles. Deloitte & Touche LLP presented the matters required to be discussed with the Audit and Oversight Committee by PCAOB Auditing Standard No. 1301, Communications with Audit Committees. This review included a discussion with management and the independent auditors about the quality of the Company’s accounting principles, the reasonableness of significant estimates and judgments, and the disclosures in the Company’s financial statements, as well as the disclosures relating to critical accounting policies and the auditor’s discussion about critical audit matters in its report on the audited consolidated financial statements.

In addition, the Audit and Oversight Committee received the written disclosures and correspondence relative to the auditors’ independence from Deloitte & Touche LLP, as required by applicable requirements of the PCAOB regarding Deloitte & Touche LLP’s communications with the Audit and Oversight Committee concerning independence. The Audit and Oversight Committee discussed with Deloitte & Touche LLP its independence and also considered the compatibility of non-audit services provided by Deloitte & Touche LLP with maintaining its independence.

Based on these reviews and discussions, the Audit and Oversight Committee recommended to the Board that the audited financial statements be included in WEC Energy Group’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and filed with the Securities and Exchange Commission.

Respectfully submitted to WEC Energy Group stockholders by the Audit and Oversight Committee of the Board.

**The Audit and Oversight Committee**  
Danny L. Cunningham, Committee Chair  
Maria C. Green  
Thomas K. Lane  
Glen E. Tellock

## PROPOSAL 3: ADVISORY VOTE TO APPROVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

### What am I voting on?

Stockholders are being asked to approve, on an advisory basis, the compensation of the Named Executive Officers, as described in the Compensation Discussion and Analysis beginning on page P-41 and the Executive Compensation Tables beginning on page P-55.

### Voting Recommendation:

#### ✓ **FOR the advisory vote on Executive Compensation.**

The Compensation Committee takes seriously its role in the governance of the Company's compensation programs and values thoughtful input from stockholders. The Compensation Committee will take into account the outcome of this advisory vote when considering future executive compensation decisions.

Pursuant to Section 14A of the Exchange Act, the Company seeks your advisory vote on the approval of the compensation paid to our named executive officers (commonly referred to as "Say-on-Pay") as described in the Compensation Discussion and Analysis and the related tables included in this proxy statement. Approval, on a non-binding, advisory basis, of the compensation of the named executive officers requires the affirmative vote of a majority of the votes cast in person or by proxy at the 2022 Annual Meeting of Stockholders. Presuming a quorum is present, shares not voted, whether by broker non-vote, abstention, or otherwise, have no effect on the outcome of this matter. Because your vote is advisory, it will not be binding on the Board or the Company. However, the Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation.

As described in the Compensation Discussion and Analysis on pages P-41 through P-54 of this proxy statement, the Compensation Committee has structured the Company's executive compensation program with the following objectives in mind:

- offer a competitive, performance-based plan;
- enable the Company to attract and retain key individuals;
- reward achievement of the Company's short-term and long-term goals; and
- align with the interests of the Company's stockholders and customers.

As described in this proxy statement, the Company believes that the compensation paid to our named executive officers in 2021 was well-tailored to achieve these objectives, tying a significant portion of total pay to performance and aligning the interests of the named executive officers with those of stockholders and customers. We encourage you to carefully review the Compensation Discussion and Analysis and related tables included in this proxy statement, which describe in greater detail WEC Energy Group's compensation philosophy and programs, as well as the 2021 compensation levels, in connection with approval of the following resolution:

"RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to the Company's named executive officers as disclosed in the Proxy Statement for the 2022 Annual Meeting of Stockholders."

# Compensation Discussion and Analysis

The following discussion provides an overview and analysis of our executive compensation program, including the role of the Compensation Committee of our Board, the elements of our executive compensation program, the purposes and objectives of these elements, and the manner in which we established the compensation of our named executive officers (NEOs) for fiscal year 2021.

References to “we,” “us,” “our,” “Company,” and “WEC Energy Group” in this discussion and analysis mean WEC Energy Group, Inc. and its management, as applicable.

## EXECUTIVE SUMMARY

### Overview

The primary objective of our executive compensation program is to provide a competitive, performance-based plan that enables the Company to attract and retain key individuals and to reward them for achieving both the Company’s short-term and long-term goals without creating an incentive for our NEOs to take excessive risks. Our program has been designed to provide a level of compensation that is strongly dependent upon the achievement of short-term and long-term goals that are aligned with the interests of our stockholders and customers. To that end, a substantial portion of pay is at risk, and generally, the value will only be realized upon strong corporate performance.

We also value the input of our stockholders and recognize the increasing investor desire for companies to link environmental, social and governance factors to compensation. Environmental, social and governance initiatives are firmly entrenched in our executive compensation program. Since 2004, our performance metrics have included operational and social metrics, including those related to customer satisfaction, supplier and workforce diversity, and safety.

### 2021 Business Highlights

For an overview of the Company, see “An Energy Industry Leader” on page P-7. During 2021 the Company achieved solid results and continued to create long-term value for our stockholders and customers by focusing on the fundamentals of our business:

- World-class reliability
- Operating efficiency
- Employee safety
- Financial discipline
- Exceptional customer care
- Environmental Stewardship

**Commitment to Stockholder Value Creation.** Financially, in 2021, WEC Energy Group again delivered solid earnings growth, generated strong cash flow, and increased the dividend for the 18<sup>th</sup> consecutive year. In January 2021, the Board raised the quarterly dividend 7.1% to \$0.6775 per share, equivalent to an annual rate of \$2.71 per share. In January 2022, the Board again increased the quarterly dividend 7.4% to \$0.7275 per share, which is equivalent to an annual rate of \$2.91 per share, in line with our plan to maintain a dividend payout ratio of 65% to 70% of earnings. The Company also turned in strong performances in customer satisfaction and supplier and workforce diversity during 2021, while continuing to maintain effective cost controls throughout its operations.

**ESG Progress Plan.** We introduced our capital investment plan for efficiency, sustainability and growth, referred to as our ESG Progress Plan, in November 2020. Our plan calls for emission reductions, maintaining superior reliability, delivering significant savings for customers and growing our investment in the future of energy. In November 2021, we announced our planned capital investment for the next five-year period (2022-2026) of the ESG Progress Plan. We expect to invest approximately \$17.7 billion over the five-year period in our regulated and non-utility energy infrastructure businesses, including approximately \$5.4 billion of new renewable investment. We have already retired more than 1,800 megawatts (MW) of coal-fired generation since the beginning of 2018, and expect to retire approximately 1,600 MW of additional fossil-fueled generation by 2025. In fact, we announced that by the end of 2030 we expect our use of coal will account for less than 5% of the power we supply to our customers, and to eliminate coal as an energy source by 2035.

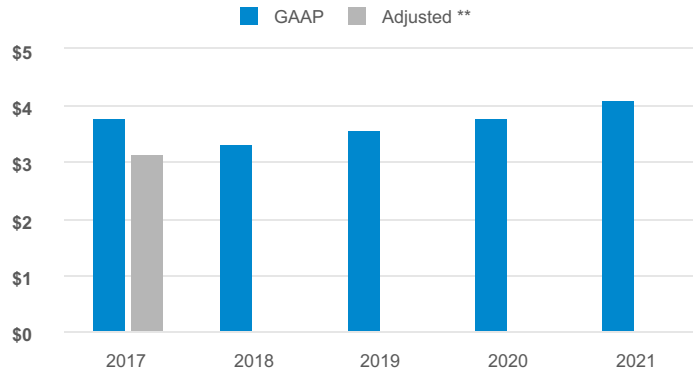
In addition to our carbon dioxide emission reductions, we also continue to reduce our methane emissions by improving our natural gas distribution system. Our initial 2030 goal called for a 30% reduction in methane emissions from a 2011 baseline. Given advancements with renewable gas, we set a new target to achieve net-zero methane emissions from our natural gas distribution operations by the end of 2030.

Other specific Company achievements for 2021 include:

### 2021 Financial Highlights

- Achieved diluted earnings per share of \$4.11.\*
- Each of our regulated utility subsidiaries achieved its financial goals.
- Returned approximately \$855 million to WEC Energy Group stockholders through dividends.

### Diluted Earnings Per Share



\*\* For 2017, excludes a one-time \$0.65 per share gain related to a revaluation of our deferred taxes as a result of the Tax Cuts and Jobs Act of 2017. See Appendix A on P-75 for a full GAAP reconciliation and an explanation of why we believe the presentation of adjusted earnings per share is relevant and useful to investors.

### 2021 Performance Highlights

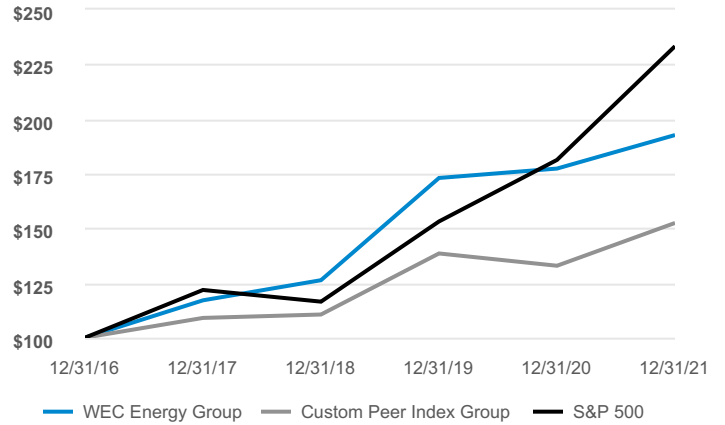
- Recognized again in 2021 as one of America's most responsible companies by Newsweek Magazine.
- Ranked number one in the nation for customer satisfaction in an independent survey of large commercial and industrial energy users.
- Began commercial operation of Badger Hollow I Solar Park, of which Wisconsin Public Service Corporation is entitled to 100 MW.
- Announced new carbon dioxide emission reduction goals from our electric generation - 60% below 2005 levels by 2025 and 80% below 2005 levels by 2030; continued focus on achieving net carbon neutral by 2050.
- Set new target across our natural gas distribution operations to achieve net zero methane emissions by 2030.
- Announced plan to completely exit from coal by 2035.
- Strengthened the diversity of our leadership team.\*

\* These measures are a component of our short-term incentive compensation program.

### Long-Term Stockholder Returns

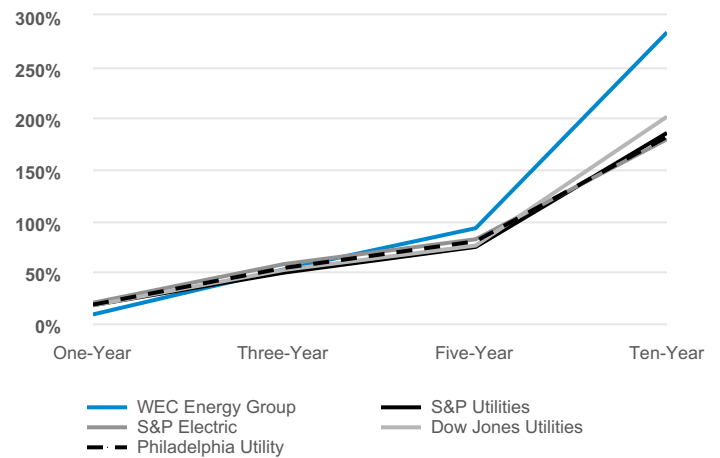
Over the past decade, WEC Energy Group has consistently delivered among the best total returns in the industry.

### Five-Year Cumulative Return\*\*\*



\*\*\* The Five-Year Cumulative Return Chart shows a comparison of the cumulative total return, assuming reinvestment of dividends, over the last five years had \$100 been invested at the close of business on December 31, 2016. For information about the Custom Peer Index Group, see "Performance Graph" in the Company's 2021 Annual Report.

### Total Stockholder Returns



Source: Bloomberg; assumes all dividends are reinvested and returns are compounded daily.

## Consideration of 2021 Stockholder Advisory Vote and Stockholder Outreach

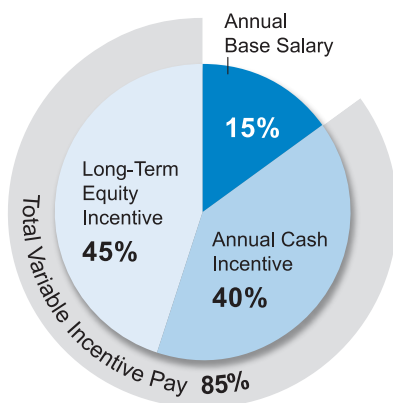
At the 2021 Annual Meeting of Stockholders, the Company's stockholders approved the compensation of our named executive officers with 95.0% of the votes cast. The Compensation Committee considered this outcome as well as the feedback received during meetings we again held with many of our institutional stockholders. During 2021, we communicated with stockholders representing approximately 30% of the Company's outstanding common stock about our environmental, social, governance and compensation practices. For additional information about our stockholder outreach efforts, see "Stockholder Engagement" beginning on page P-28. The Compensation Committee is always looking for ways to refine our compensation program. However, in light of the significant stockholder support our executive compensation program received in 2021 and the payout levels under our performance-based program for 2021, the Compensation Committee believes that the current compensation program is competitive, aligned with our financial and operational performance goals, and in the best interests of the Company, stockholders, and customers.

## COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

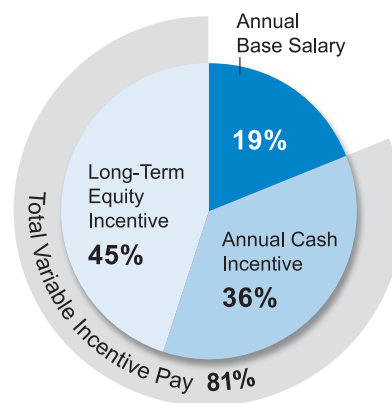
We have three primary elements of total direct compensation: (1) base salary; (2) annual incentive awards; and (3) long-term incentive awards consisting of a mix of performance units, stock options, and restricted stock. The Compensation Committee again retained Frederic W. Cook & Co., Inc. (FW Cook) as its independent compensation consultant to advise the Compensation Committee with respect to our executive compensation program. The Compensation Committee generally relied upon the recommendations of FW Cook in its development of the 2021 program.

As shown in the charts below, 85% of Mr. Fletcher's 2021 total direct compensation and an average of 81% of the other NEOs' 2021 total direct compensation was tied to Company performance and was not guaranteed.

CEO 2021 Total Direct Compensation Mix



Other NEOs 2021 Total Direct Compensation Mix



In addition to the components of total direct compensation identified above, our retirement programs are another important component of our compensation program.

To the extent feasible, we believe it is important that the Company's compensation program not dilute the interests of current stockholders. Therefore, we currently use open-market purchases to satisfy our benefit plan obligations, including the exercise of stock options and awarding of restricted stock.

This Compensation Discussion and Analysis contains a more detailed discussion of each of the above components for 2021, including FW Cook's recommendations with respect to each component.



## Compensation Governance and Practices

The Compensation Committee annually reviews and considers the Company's compensation policies and practices to ensure our executive compensation program aligns with our compensation philosophy. Highlighted below is an overview of our current compensation practices.

### What We Do

- Our compensation program focuses on key Company results (financial, safety, customer satisfaction, diversity) that are aligned with our strategic goals.
- A substantial portion of compensation is at risk and tied to Company performance.
- The compensation program has a long-term orientation aligned with stockholder interests.
- We include environmental, social and governance metrics in our compensation program.
- The Compensation Committee retains an independent compensation consultant to help design the Company's compensation program and determine competitive levels of pay.
- The Compensation Committee's independent compensation consultant reviews competitive employment market data from two general industry surveys and a comparison group of companies similar to WEC Energy Group.
- We have a clawback policy that provides for the recoupment of incentive-based compensation.
- Annual incentive-based compensation contains multiple, pre-established performance metrics aligned with stockholder and customer interests.
- The Performance Unit Plan award payouts (including dividend equivalents) are based on stockholder return as compared to an appropriate peer group and Additional Performance Measure(s), selected by the Compensation Committee.
- The Performance Unit Plan and, starting in 2022, the OSIP require a separation from service following a change in control for award vesting to occur.
- Equity award and other benefit plan obligations are satisfied through open-market purchases of WEC Energy Group common stock.
- Meaningful stock ownership levels are required for senior executives.
- Ongoing engagement with investors takes place to ensure that compensation practices are responsive to stockholder interests.
- We prohibit hedging and pledging of WEC Energy Group common stock.
- We prohibit entry into any new arrangements that obligate the Company to pay directly or reimburse individual tax liability for benefits provided by the Company.
- We prohibit repricing of stock options without stockholder approval.

## Competitive Benchmarking

As a general matter, we believe the labor market for WEC Energy Group executive officers is consistent with that of general industry. Although we recognize our business is focused on the energy services industry, our goal is to have an executive compensation program that will allow us to be competitive in recruiting the most qualified candidates to serve as executive officers of the Company, including individuals who may be employed outside of the energy services industry. Further, in order to retain top performing executive officers, we believe our compensation practices must be competitive with those of general industry.

To confirm that our annual executive compensation is competitive with the market, FW Cook reviewed 2021 general industry executive compensation survey data obtained from Willis Towers Watson and Aon Hewitt. FW Cook also analyzed the compensation data from a peer group of 18 companies similar to WEC Energy Group in size and business model. The methodology used by FW Cook to determine the peer group of companies is described below.

FW Cook started with U.S. companies in the Standard & Poor's database, and then limited those companies to the same line of business as WEC Energy Group as indicated by the Global Industry Classification Standards. This list of companies was then further limited to companies with revenues between \$2.4 billion and \$21.8 billion (approximately one-third to three times the size of WEC Energy Group's revenues), and that were within a reasonable size range in various other measures such as operating income, total assets, total employees, and market capitalization. From this list, FW Cook selected companies similar in overall size to WEC Energy Group with consideration given to companies that met one or more of the following criteria:

- Diversified, technically sophisticated utility operations (e.g., multiple utilities, electric utilities);
- Minimal non-regulated business.

These criteria resulted in a comparison group of 18 companies with median revenues and market capitalization of approximately \$10.7 billion and \$19.3 billion, respectively.

The comparison group utilized for purposes of 2021 compensation includes the same companies as the previous year's comparison group. The comparison group consisted of the 18 companies listed below.

- Alliant Energy Corporation
- Ameren Corporation
- American Electric Power Company
- CMS Energy Corporation
- CenterPoint Energy
- Consolidated Edison, Inc.
- DTE Energy Co.
- Edison International
- Entergy Inc.
- Evergy, Inc.
- Eversource Energy
- FirstEnergy Corp.
- NiSource Inc.
- PG&E Corporation
- PPL Corp.
- Pinnacle West Capital Corp.
- The Southern Company
- Xcel Energy Inc.

The Compensation Committee approved this comparison group.

## DETERMINATION OF MARKET MEDIAN

In order to determine the “market median” for our NEOs, FW Cook recommended that the survey data from Willis Towers Watson and Aon Hewitt receive a 75% weighting and the comparison group of 18 companies receive a 25% weighting. The Compensation Committee agreed with this recommendation. The survey data received a higher weighting because we consider the labor market for our executives to be consistent with that of general industry. Using this methodology, FW Cook recommended, and the Compensation Committee approved, the appropriate market median for each of our NEOs.

The comparison of each component of compensation with the appropriate market median when setting the compensation levels of our NEOs generally drives the allocation of cash versus non-cash compensation and short-term versus long-term incentive compensation.

## ANNUAL BASE SALARY

The annual base salary component of our executive compensation program provides each executive officer with a fixed level of annual cash compensation. We believe that providing annual cash compensation through a base salary is an established market practice and is a necessary component of a competitive compensation program.

Based upon the market data analyzed by FW Cook, we generally target base salaries to be at or near the market median for each NEO. However, the Compensation Committee may, in its discretion, set base salaries at a different amount when the Compensation Committee deems it appropriate.

Actual salary determinations are made taking into consideration factors such as the relative levels of individual experience, performance, responsibility, market compensation data and contribution to the results of the Company's operations. At the beginning of each year, our CEO and the other members of the Office of the Chair develop a list of goals for WEC Energy Group and our employees to achieve during the upcoming year. At the end of the year, the Company's performance is measured against each stated goal and the results are reported to the Board. The Compensation Committee then takes the Company's performance into consideration when establishing our CEO's and Executive Chairman's compensation for the upcoming year. Our CEO undertakes a similar process with the other NEOs, who develop individual goals related to the achievement of the Company's goals. At the end of the year, each officer's performance is measured against these goals. The CEO and Executive Chairman discuss these results and based on this performance assessment, a compensation recommendation is made to the Compensation Committee for the upcoming year for each executive officer.

## 2021 Salary Determination Process

The Compensation Committee increased Mr. Fletcher's 2021 annual base salary by 3.2% to \$1,087,934.

In October 2020, in recognition of his strong, continued leadership and to ensure the ongoing mentoring of the next generation of leadership of the Company, the Board determined that Mr. Klappa should continue to serve as Executive Chairman until May 2024. At that time, Mr. Klappa entered into a new letter agreement, which stated his compensation would be determined in the same manner and subject to the same timing as the Compensation Committee utilizes for all other NEOs. As a result, Mr. Klappa's 2021 base salary was set at \$1,083,600 by the Compensation Committee, an increase of 3.2% over his 2020 base salary.

In order to better align Mr. Lauber's base salary with the market median for his position, the Compensation Committee set Mr. Lauber's 2021 base salary at \$880,000, an increase of 10%.

With respect to the 2021 base salaries of Mmes. Liu and Kelsey, in December 2020, recommendations were made to the Compensation Committee based upon a review of the market compensation data provided by FW Cook and the other factors described above. The Compensation Committee approved the recommendations, which represented an average increase in annual base salary of approximately 2.7%. The annual base salary of each NEO was at or near the market median.

Effective August 1, 2021, Mr. Lauber became responsible for Human Resources, Administrative Services and Facilities Management, in addition to his already existing responsibilities. In recognition of these additional responsibilities, the Compensation Committee increased Mr. Lauber's annual base salary by 8.0% to \$950,000.

## ANNUAL CASH INCENTIVE COMPENSATION

We provide annual cash incentive compensation through our Short-Term Performance Plan (“STPP”). The STPP provides for annual cash awards to our executive officers and other key employees based upon the achievement of pre-established stockholder-, customer-, and employee-focused objectives. All payments under the STPP are at risk. Payments are made only if performance goals are achieved, and awards may be less or greater than targeted amounts based upon actual performance. Payments under the STPP are intended to reward achievement of short-term goals that contribute to stockholder and customer value, as well as individual contributions to successful operations.

**2021 Target Awards.** Each year, the Compensation Committee approves a target level of compensation under the STPP for each of our NEOs. This target level of compensation is expressed as a percentage of base salary.

The year-end 2021 target awards for each NEO are set forth in the chart below.

Executive Officer	Target STPP Award as a Percentage of Base Salary
Mr. Fletcher	130%
Ms. Liu	80%
Mr. Klappa	135%
Mr. Lauber	85%
Ms. Kelsey	75%

The target award levels of each NEO reflect median incentive compensation practices as indicated by the market data. With respect to Mr. Klappa, the market data indicated that in order to better align with the market median for his position, Mr. Klappa's target STPP for 2021 should be increased to 135% from 105%.

For 2021, the possible payout for any NEO ranged from 0% of the target award to 210% of the target award, based upon Company performance.

**Supporting Business Fundamentals and Environmental, Social and Governance Commitments.** The financial and operational goals established under the STPP are linked to key objectives that support the Company's sustainability.

Delivering a cleaner energy future is one of the fundamentals of our business and a major focus of the Company's capital plan. The Compensation Committee assesses management's performance in achieving long-term strategic sustainability goals through the execution of the Company's capital spending plan. Our ability to fund the capital plan without issuing additional equity has been directly linked with our ability to consistently deliver on the Company's financial plan, which includes meeting the financial goals established under the STPP. These financial measures, which are discussed in more detail below, are key performance indicators underlying our NEO's incentive compensation, linking achievement of the Company's long-term strategy through our focus on short-term priorities.

The operational and social goals established under the STPP are tied to achievement of strategic objectives, which include a focus on customer satisfaction, employee safety, and workforce and supplier diversity.

**2021 Financial Goals under the STPP.** The Compensation Committee adopted the 2021 STPP with a continued focus on financial results. In December 2020, the Compensation Committee approved WEC Energy Group's earnings per share (75% weight) and cash flow (25% weight) as the primary performance measures to be used in 2021. We continue to believe earnings per share and cash flow are key indicators of financial strength and performance, and are recognized as such by the investment community.

In January 2021, the Compensation Committee approved the performance goals under the STPP for WEC Energy Group's earnings per share as set forth in the chart below.

Earnings Per Share Performance Goal	Earnings Per Share CAGR	Payout Level
\$3.92	5.1%	25%
\$3.94	5.6%	50%
\$3.96	6.2%	100%
\$3.98	6.7%	135%
\$4.03	8.0%	200%

If the Company's performance falls between these levels, the payout level with respect to earnings per share is determined by interpolating on a straight line basis the appropriate payout level.

At the time the Compensation Committee established the earnings per share performance goals for 2021, the Company's growth plan called for a compound annual growth rate (CAGR) in earnings per share of 5.0% to 7.0%, measured off a 2020 base of \$3.73 per share, which represented the mid-point of the original 2020 annual earnings guidance. We believe that achievement of our projected CAGR, plus our continued growth in dividends, supports a premium valuation as compared to the Company's peers. In order to further motivate management, the Compensation Committee determined that the Company's target and maximum payout levels should exceed the low and high ends of the 5.0% to 7.0% CAGR growth plan. Therefore, the target (100%) and maximum payout levels

(200%) were tied to 6.2% and 8.0% CAGRs, respectively. The Compensation Committee tied the above-target payout level to the achievement of a 6.7% CAGR. Subsequently, in November 2021, the Company announced that it tightened its projected CAGR for earnings per share to 6.0% to 7.0%.

In January 2021, the Compensation Committee approved the performance goals under the STPP for WEC Energy Group's cash flow as set forth in the chart below (\$ in millions).

Cash Flow	Payout Level
\$1,850	25%
\$1,900	50%
\$1,950	100%
\$2,000	135%
\$2,075	200%

If the Company's performance falls between these levels, the payout level with respect to cash flow is determined by interpolating on a straight-line basis the appropriate payout level.

The Compensation Committee based the cash flow performance level goals on WEC Energy Group's "net cash provided by operating activities" and adjusting for certain accruals and other items related to capital spending ("Adjusted Cash From Operations"). GAAP requires these items to be recorded as part of cash from operations, but management views them as related to the Company's capital expenditure program. The Compensation Committee believes that basing the cash flow performance goals on Adjusted Cash From Operations provides a more accurate measurement of the cash generated by the Company's operations that is available for capital investment, which is the Company's primary driver for earnings growth. Adjusted Cash From Operations is not a measure of financial performance under GAAP, and the Company's calculation may differ from similarly titled measures used by other companies or securities rating agencies.

**2021 Financial Performance under the STPP.** In January 2022, the Compensation Committee reviewed our actual performance for 2021 against the financial and operational performance goals established under the STPP, subject to final audit.

WEC Energy Group's 2021 financial performance satisfied the maximum payout level established for earnings per share and cash flow. WEC Energy Group's earnings per share were \$4.11 for 2021, and its cash flow, based on Adjusted Cash From Operations and excluding a voluntary pension plan contribution, was \$2,076.6 million. There were no minimum required contributions for our pension plans. However, in December 2021, we made a \$50.0 million voluntary contribution to our Illinois utilities' pension plan to increase its funded status for the benefit of the utilities' employees. The Compensation Committee determined it was appropriate to exclude this voluntary contribution from the cash flow calculation. Our cash flow result is not a measure of financial performance under GAAP.

By satisfying the maximum payout level with respect to these financial measures, the NEOs earned 200% of the target award from the financial goal component of the STPP.

**2021 WEC Energy Group Operational Goals and Performance under the STPP.** In December 2020 and January 2021, the Compensation Committee also approved operational and social performance measures and targets under the STPP that promote certain of the Company's priorities. The Compensation Committee identified commitment to customer satisfaction, supplier and workforce diversity, and safety as critical to the success of the Company. For that reason, annual incentive awards could be increased or decreased by up to 10% of the actual award based upon WEC Energy Group's performance in the operational areas of customer satisfaction (5% weight), safety (2.5% weight), and supplier and workforce diversity (2.5% weight).

The Compensation Committee measures customer satisfaction levels based upon the results of surveys that an independent third party conducts of customers who had direct contact with our utilities during the year, which measure (i) customers' satisfaction with the respective utility overall, and (ii) customers' satisfaction with respect to the particular transactions with the applicable utility. Safety is measured based upon performance against the number of lost-time injuries and OSHA recordable incidents.

The operational performance measures are based upon recommendations from management and take into consideration both current-year performance and our longer-term objective of achieving top quartile performance of all of our principal utilities. The Compensation Committee reviews management's recommendations and may make adjustments to the performance measures if it determines changes are necessary. The following table provides the operational and social goals approved by the Compensation Committee for 2021, as well as WEC Energy Group's performance against these goals:

Operational Measure	Below Goal	Goal	Above Goal	Final Result
<b>Customer Satisfaction Percentage of "Highly Satisfied":</b>	-5.00%	0.00%	+5.00%	
Company	<79.5%	79.5% - 82.0%	>82.0%	80.8%
Transaction	<82.8%	82.8% - 84.6%	>84.6%	82.9%
<b>Safety:</b>	-2.50%	0.00%	+2.50%	
Lost Time Injury - Incidents	>52	30 - 52	<30	58
OSHA Recordable - Incidents	>179	128 - 179	<128	177
<b>Diversity:</b>	-2.50%	0.00%	+2.50%	
Supplier (\$ in Millions)	<228.0	228 - 265.5	>265.5	270.0
Workforce - Assessment	Not Met	Met	Exceeded	Exceeded

WEC Energy Group's performance with respect to operational and social goals generated a 1.25% increase to the compensation awarded under the STPP for 2021. Diversity performance added 2.50% and our performance with respect to lost-time injuries subtracted 1.25%.

The Compensation Committee retains the right to exercise discretion in adjusting awards under the STPP when it deems appropriate, but did not factor individual contributions into determining the amount of the awards for the NEOs for 2021. Because the Company's performance against the financial and operational goals resulted in significant STPP awards in 2021, the Compensation Committee determined that no further adjustments based upon individual contributions or otherwise were appropriate.

Based upon the Company's performance against the financial and operational goals established by the Compensation Committee, Mr. Fletcher received annual incentive cash compensation under the STPP of \$2,846,308 for 2021. This represented 258% of his annual base salary. Mmes. Liu and Kelsey and Messrs. Klappa and Lauber, each received annual cash incentive compensation for 2021 under the STPP equal to 159%, 149%, 268%, and 169% of their respective annual base salaries, representing 201.25% of the target award for each officer.

**Change in Safety Measure for 2022.** For the 2022 STPP, the Compensation Committee changed one safety metric, moving from OSHA Recordable Injuries to Days Away, Restricted or Transferred (DART). The DART metric focuses on more significant injuries and measures how many workplace injuries and illnesses resulted in employees missing work, required restricted work activities or resulted in job transfers. This change is consistent with the trend in the Company's industry to focus safety practices and efforts on preventing the most severe injuries.

## LONG-TERM INCENTIVE COMPENSATION

The Compensation Committee administers our WEC Energy Group Omnibus Stock Incentive Plan, amended and restated, effective as of May 6, 2021, which is a stockholder-approved, long-term incentive plan designed to link the interests of our executives and other key employees to creating long-term stockholder value. It allows for various types of awards tied to the performance of our common stock, including stock options, stock appreciation rights, and restricted stock. The Compensation Committee also administers the WEC Energy Group Performance Unit Plan, under which the Compensation Committee may award performance units. The Compensation Committee primarily uses (1) performance units, including dividend-equivalents, (2) stock options, and (3) restricted stock to deliver long-term incentive opportunities.

The Omnibus Stock Incentive Plan approved at the 2021 Annual Meeting of Stockholders held on May 6, 2021, contains several updated and amended terms that are consistent with best practices and in the interest of stockholders. However, the awards granted in January 2021, which are discussed in further detail below, were issued under the WEC Energy Group Omnibus Stock Incentive Plan, amended and restated effective January 1, 2016. References to the "OSIP" herein refer to this prior version of the plan.

**Performance Units.** Each year, the Compensation Committee makes annual grants of performance units under the Performance Unit Plan. The performance units are designed to provide a form of long-term incentive compensation that aligns the interests of management with those of a typical utility stockholder who is focused not only on stock price appreciation but also on dividends. Payouts are based upon the Company's level of "total stockholder return" (stock price appreciation plus reinvested dividends) in comparison to a peer group of companies over a three-year performance period, and may be adjusted based upon the Company's performance against one or more Additional Performance Measures. The performance units are settled in cash.

**Selection of Additional Performance Measure(s).** "Additional Performance Measure" is defined as the performance criterion or criteria (if any) that the Compensation Committee selects, in its sole discretion, based upon the attainment of specific levels of performance by WEC Energy Group. Performance units vest in an amount between 0% and 175% of the target award based upon WEC Energy Group's comparative total stockholder return over a three-year performance period. However, the vesting percentage may be adjusted based upon WEC Energy's performance against the Additional Performance Measure(s). The Additional Performance Measure(s), if any, must be selected by the Compensation Committee at the beginning of the three-year performance period. For each year during the performance period, the Compensation Committee will select the target(s) for the Additional Performance Measure(s) and the potential adjustment to the vesting percentage for that year based upon achievement of the Additional Performance Measure(s) relative to the selected target(s). The actual adjustment, if any, to the vesting percentage based upon the Additional Performance Measure(s) will be determined annually. In no event will any adjustment cause the vesting percentage over the three-year performance period to be less than zero.

**Short-Term Dividend Equivalents.** We increase the number of unvested performance units as of any date that we declare a cash dividend on our common stock by the amount of short-term dividend equivalents a participant is entitled to receive. Short-term dividend equivalents are calculated by multiplying (a) the number of unvested performance units held by a plan participant as of the related dividend record date by (b) the amount of cash dividend payable by the Company on a share of common stock; and (c) dividing the result by the closing price for a share of the Company's common stock on the dividend payment date. In effect, short-term dividend equivalents are credited and accumulated as reinvested dividends on each performance unit so that the performance units and accumulated dividends will be paid out at the end of the three-year performance period, rather than paying out the dividend equivalents annually on unearned performance units.

Short-term dividend equivalents are treated as additional unvested performance units and are subject to the same vesting, forfeiture, payment, termination, and other terms and conditions as the original performance units to which they relate. In addition, outstanding short-term dividend equivalents are treated as unvested performance units for purposes of calculating future short-term dividend equivalents.

**Stock Options.** Each year, the Compensation Committee also makes annual stock option grants as part of our long-term incentive program. These stock options have an exercise price equal to the fair market value of our common stock on the date of grant and expire on the 10th anniversary of the grant date. Since management benefits from a stock option award only to the extent our stock price appreciates above the exercise price of the stock option, stock options align the interests of management with those of our stockholders in attaining long-term stock price appreciation.

**Restricted Stock.** The Compensation Committee also awards restricted stock as part of the long-term incentive plan, consistent with market practice. Similar to performance units, restricted stock aligns the interests of management with a typical utility stockholder who is focused on stock price appreciation and dividends.

**Aggregate 2021 Long-Term Incentive Awards.** Generally, when establishing the target value of long-term incentive awards and the appropriate mix of performance units, stock options, and restricted stock for each NEO, the Compensation Committee reviews the market compensation data and analysis provided by FW Cook. Based upon FW Cook's analysis, for 2021 the Compensation Committee determined that the long-term incentive awards would be weighted 65% performance units, 20% stock options, and 15% restricted stock for the NEOs, other than Mr. Klappa. Target values also were presented to and approved by the Compensation Committee in December 2020.

Consistent with 2020, the Compensation Committee determined that Mr. Klappa's 2021 long-term incentive award would be weighted 25% performance units, 15% stock options, and 60% restricted stock. Mr. Klappa's tenure as the Company's Executive Chairman is scheduled to end in May 2024. Therefore, after consultation with FW Cook, the Compensation Committee determined that there should not be any changes to the mix of Mr. Klappa's long-term awards.

Based upon the market data provided by FW Cook, we customarily target the long-term incentive award to be at or near the market median value of long-term incentive compensation for each executive officer's position. All of the NEOs' long-term incentive awards were within this target range for 2021. The following provides the 2021 target long-term incentive award value for each NEO:

Executive Officer	Target LTI Award as a Percentage of Base Salary
Mr. Fletcher	275%
Ms. Liu	225%
Mr. Klappa	280%
Mr. Lauber	230%
Ms. Kelsey	160%

**2021 Stock Option Grants.** In December 2020, the Compensation Committee approved the grant of stock options to each of our NEOs and established an overall pool of options that were granted to approximately 175 other employees. The annual option grants to the NEOs were made effective January 4, 2021, the first trading day of 2021.

All such options were granted with an exercise price equal to the average of the high and low prices reported on the NYSE for shares of WEC Energy Group common stock on the grant date. The January 2021 options were granted in accordance with our standard practice of making annual stock option grants effective on the first trading day of each year, and the timing of all of the grants was not tied to the timing of any release of material information.

All 2021 stock options have a term of 10 years and vest 100% on the third anniversary of the date of grant. The vesting of the stock options may be accelerated in connection with a change in control or an executive officer's termination of employment under certain circumstances. See "Potential Payments upon Termination or Change in Control" beginning on page P-64 for additional information. Subject to the limitations of the OSIP, the Compensation Committee has the power to amend the terms of any option (with the participant's consent). However, the Committee may not reduce the exercise price of existing options or cancel outstanding options and grant replacement options having a lower exercise price without stockholder approval.

For purposes of determining the appropriate number of options to grant to a particular NEO, the value of an option was determined based upon the Black-Scholes option pricing model. We use the Black-Scholes option pricing model for purposes of the compensation valuation. The following table provides the number of options granted to each NEO in 2021:

Executive Officer	Options Granted
Mr. Fletcher	68,952
Ms. Liu	37,830
Mr. Klappa	52,444
Mr. Lauber	46,647
Ms. Kelsey	21,072

For financial reporting purposes, the stock options granted on January 4, 2021 had a grant date fair value of \$13.20 per option.

**2021 Restricted Stock Awards.** In December 2020, the Compensation Committee also approved the grant of restricted stock to each of our NEOs and established an overall pool of restricted stock that was granted to approximately 175 other employees. The grants were made effective January 4, 2021.

Other than the shares granted to Mr. Klappa, the restricted stock vests in three equal annual installments beginning on the one year anniversary of the applicable grant date. The shares of restricted stock granted to Mr. Klappa vest in full on the one year anniversary of the grant date, consistent with the restricted stock awards he has received each year since returning to the Company. In light of Mr. Klappa's expected tenure as Executive Chairman, and after consultation with FW Cook, the Compensation Committee determined not to make any changes to the vesting schedule.

The vesting of the restricted stock may be accelerated in connection with a termination of employment due to a change in control, death or disability, or by action of the Compensation Committee. See "Potential Payments upon Termination or Change in Control" beginning on page P-64 for additional information. Tax withholding obligations related to vesting may be satisfied, at the option of the executive officer, by withholding shares otherwise deliverable upon vesting or by cash. The NEOs have the right to vote the restricted stock and to receive cash dividends when the Company pays a dividend to its stockholders.

For purposes of determining the appropriate number of shares of restricted stock to grant to a particular NEO, the Compensation Committee used a value of \$93.482 per share. This value was based upon the volume-weighted price of WEC Energy Group's common stock for the ten trading days beginning on December 1, 2020, and ending on December 14, 2020. The Compensation Committee uses the volume-weighted price for annual awards in order to minimize the impact of day-to-day volatility in the stock market.

The measurement period is customarily early- to mid-December for annual awards in order to shorten the timeframe between the calculation of the awards and the actual grant date. The following table provides the number of shares of restricted stock granted to each NEO in 2021:

Executive Officer	Restricted Stock Granted
Mr. Fletcher	4,801
Ms. Liu	2,634
Mr. Klappa	19,473
Mr. Lauber	3,248
Ms. Kelsey	1,467

**2021 Performance Units.** In December 2020, the Compensation Committee approved the grant of performance units to each of our NEOs and approved a pool of performance units that were granted to approximately 175 other employees.

With respect to the 2021 performance units, the amount of the benefit that ultimately vests will be dependent upon the Company's total stockholder return over a three-year period ending December 31, 2023, as compared to the total stockholder return of the custom peer group described below. Total stockholder return is the calculation of total return (stock price appreciation plus reinvestment of dividends) based upon an initial investment of \$100 and subsequent \$100 investments at the end of each quarter during the three-year performance period. However, the vesting percentage may be adjusted based upon WEC Energy Group's performance against the Additional Performance Measure. For the 2021 performance unit awards, the Compensation Committee selected performance against the weighted average authorized return on equity of all WEC Energy Group's utility subsidiaries as the Additional Performance Measure.

Upon vesting, the performance units will be settled in cash in an amount determined by multiplying the number of performance units that have vested by the closing price of the Company's common stock on the last trading day of the performance period.

The 2021 performance unit peer group against which WEC Energy Group's performance will be measured includes: WEC 2021 Annual Report  
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- Alliant Energy Corporation
- Ameren Corporation
- American Electric Power Company
- CMS Energy Corporation
- Consolidated Edison, Inc.
- DTE Energy Co.
- Duke Energy Corp.
- Edison International
- Evergy, Inc.
- Eversource Energy
- FirstEnergy Corp.
- NiSource Inc.
- OGE Energy Corp.
- PG&E Corporation
- Pinnacle West Capital Corp.
- The Southern Company
- Xcel Energy Inc.

The peer group is chosen by the Compensation Committee, based upon management's recommendation and with the concurrence of FW Cook. This peer group was chosen because we believe these companies are similar to WEC Energy Group in terms of business model and long-term strategies, with a primary focus on regulated utility operations rather than a non-regulated business model. There is significant overlap between the performance unit peer group and the comparison group developed by FW Cook for purposes of benchmarking compensation levels. However, there are several companies that are different among the two groups because FW Cook places significant weight on the financial metrics of the companies included in its comparison group, whereas we focus more on operational measures for the performance unit peer group.

The required percentile ranking for 3-year total stockholder return and the applicable vesting percentage are set forth in the chart below.

Performance Percentile Rank	Vesting Percent
< 25 <sup>th</sup> Percentile	0%
25 <sup>th</sup> Percentile	25%
Target (50 <sup>th</sup> Percentile)	100%
75 <sup>th</sup> Percentile	125%
90 <sup>th</sup> Percentile	175%

If the Company's rank is between the benchmarks identified above, the vesting percentage will be determined by interpolating on a straight line basis the appropriate vesting percentage. Unvested performance units generally are immediately forfeited upon a NEO's cessation of employment with WEC Energy Group prior to completion of the three-year performance period. However, the performance units will vest immediately at the target 100% rate upon the termination of the NEO's employment (1) by reason of disability or death or (2) after a change in control of WEC Energy Group. In addition, a prorated number of performance units (based upon the target 100% rate) will vest upon the termination of employment of the NEO by reason of retirement prior to the end of the three-year performance period.

Pursuant to the terms of the performance unit plan, the vesting percentage of the performance units may be adjusted downwards or upwards based upon the Company's performance against an Additional Performance Measure. Similar to the performance units awarded in 2019 and 2020, the Additional Performance Measure for the 2021 performance unit awards is the weighted average authorized return on equity (ROE) of all WEC Energy Group's utility subsidiaries. In order for WEC Energy Group to meet its earnings per share targets, it is important that our utilities earn at or close to their allowed rates of return. The Company's performance against this measure may decrease or increase the vesting percentage of the performance units up to 10% over the three-year performance period. The ROE target is based upon a formulaic calculation that varies each year based on our past and planned investments among our utilities, as well as each utility's authorized ROE. For the 2019, 2020, and 2021 performance awards, the ROE targets and potential adjustments were set as follows for 2021:

If Actual Annual ROE is	The Annual Adjustment is	ROE Ranges
≤ 20 bp below the Authorized ROE	+ 3.33%	≥ 9.59%
21 - 30 bp below the Authorized ROE	0%	9.58% - 9.49%
> 30 bp below the Authorized ROE	(3.33)%	< 9.49%

WEC Energy Group's utility subsidiaries achieved a weighted average authorized ROE of 9.91% for 2021. This resulted in a 3.33% increase in the vesting percentage of the performance units awarded in January 2021, January 2020 and January 2019.

For purposes of determining the appropriate number of performance units to grant to a particular NEO, the Compensation Committee used a value of \$93.482 per unit, the same value used for the 2021 restricted stock granted in January 2021.



The following table provides the number of performance units granted to each NEO in 2021, at the 100% target level:

Executive Officer	Performance Units Granted
Mr. Fletcher	20,803
Ms. Liu	11,413
Mr. Klappa	8,114
Mr. Lauber	14,073
Ms. Kelsey	6,358

**2021 Payouts under Long-Term Incentive Awards Granted in 2019.** The Compensation Committee granted performance unit awards to participants in the Performance Unit Plan in 2019. The terms of these performance units were substantially similar to those of the performance units granted in 2021 described above. The required percentile ranks for total stockholder return and related vesting schedule were identical to that of the 2021 performance units.

Payouts under the 2019 performance units were based upon our total stockholder return for the three-year performance period ended December 31, 2021 against the same group of peer companies used for the 2021 performance unit awards. The peer group for the 2019 performance unit awards originally included SCANA Corporation, which was acquired by Dominion Energy, Inc. in January 2019, and is no longer a public company. As a result, in January 2019, the Compensation Committee determined that SCANA Corporation should be removed from the custom peer group for the outstanding 2017-2019 performance unit awards.

Our total stockholder return was at the 52.9<sup>th</sup> percentile of the peer group for the three-year performance period ended December 31, 2021, resulting in the performance units vesting at a level of 102.9%. The cumulative three-year impact of the Company's performance against the Additional Performance Measure was a 10% increase in the vesting percentage of the performance units for a total vesting level of 112.9%. The actual payouts were determined by multiplying the number of vested performance units by the closing price of our common stock (\$97.07) on December 31, 2021, the last trading day of the performance period. The actual payout to each NEO (other than Mr. Klappa and Ms. Liu, who did not have any 2019 performance units outstanding) is reflected in the "Option Exercises and Stock Vested for Fiscal Year 2021" table.

## COMPENSATION RECOUPMENT POLICY

Accountability is a fundamental value of WEC Energy Group. To reinforce this value through the Company's executive compensation program, the Compensation Committee has adopted a clawback policy that provides for the recoupment of incentive-based compensation in the event WEC Energy Group is required to prepare an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws (other than restatements permitted as a result of changes in accounting principles or interpretation). Pursuant to the policy, the Compensation Committee will recover from any current or former executive officer who has received incentive-based compensation during the three-year period preceding the date on which WEC Energy Group is required to prepare the accounting restatement, any portion of the incentive-based compensation paid in excess of what would have been paid to the executive officer under the restated financial results. The Company may also recover incentive-based compensation if an executive officer's employment is terminated for cause, or the executive officer violates a noncompetition or other restrictive covenant.

## STOCK OWNERSHIP GUIDELINES

The Compensation Committee believes that an important adjunct to the long-term incentive program is significant stock ownership by officers who participate in the program, including the NEOs. Accordingly, the Compensation Committee has implemented stock ownership guidelines requiring officers who participate in the long-term incentive program to hold an amount of Company common stock and other equity-related Company securities that varies depending upon such officer's level.

In addition to shares owned outright, holdings of each of the following are included in determining compliance with our stock ownership guidelines: restricted stock; WEC Energy Group phantom stock units held in the Executive Deferred Compensation Plan and Non-Qualified Retirement Savings Plan; WEC Energy Group stock held in WEC Energy Group's 401(k) plans; performance units at target; and shares held in a brokerage account, jointly with an immediate family member or in a trust.

The guidelines require each executive officer, including the NEOs, to acquire (generally within five years of appointment as an executive officer) and hold common stock and other equity-related securities of the Company having a minimum fair market value ranging from 250% to 600% of base salary. The Compensation Committee believes these stock ownership guidelines discourage unreasonable risk-taking by Company officers.

The Compensation Committee annually reviews whether executive officers are in compliance with these guidelines. The last review was completed in October 2021. The Compensation Committee determined that all NEOs are in compliance, or making sufficient progress towards compliance, with these guidelines.

## PROHIBITION ON HEDGING AND PLEDGING

WEC Energy Group's Corporate Securities Trading Policy prohibits directors and active employees (including officers) or any of their designees from using any strategies or product (including derivatives, short-selling techniques, prepaid variable forward contracts, equity swaps, collars, and exchange funds) that hedge or offset, or are designed to hedge or offset, any potential changes in the value

of WEC Energy Group's common stock. The policy applies to WEC Energy Group common stock granted to the employee or director by the Company as part of their compensation or held directly or indirectly by the employee or director. The policy also prohibits the holding of WEC Energy Group securities in a margin account, as well as the pledging of WEC Energy Group securities as collateral for a loan.

## LIMITED TRADING WINDOWS

Officers, including the NEOs, other identified employees, and the Company's directors may only transact in WEC Energy Group securities during approved trading windows after satisfying mandatory pre-clearance requirements.

## RETIREMENT PROGRAMS

We also maintain retirement plans in which our NEOs participate: a defined benefit pension plan of the cash balance type, a supplemental pension plan, individual letter agreements with some of the NEOs, a 401(k) plan, and a non-qualified retirement savings plan. We believe our retirement plans are a valuable benefit in the attraction and retention of our employees, including the NEOs. We believe that providing a foundation for long-term financial security for our employees, beyond their employment with the Company, is a valuable component of our overall compensation program which will inspire increased loyalty and improved performance. For more information about our retirement plans, see "Pension Benefits at Fiscal Year-End 2021" and "Retirement Plans."

## OTHER BENEFITS, INCLUDING PERQUISITES

We provide our executive officers, including the NEOs, with employee benefits and a limited number of perquisites. Except as specifically noted elsewhere in this proxy statement, the employee benefits programs in which executive officers participate (which provide benefits such as medical coverage, retirement benefits, annual contributions to a qualified savings plan, and moving and relocation costs) are generally the same programs offered to substantially all of the Company's management employees.

The perquisites made available to executive officers include financial planning, membership in a service that provides health care and safety management when traveling outside the United States, reimbursement for expenses related to annual physical exam costs not covered by insurance, and limited spousal travel for business purposes. The Company also pays periodic dues and fees for club memberships for designated officers. None of the NEOs received this benefit in 2021.

We customarily review market data regarding executive perquisite practices on an annual basis. For 2021, the Compensation Committee again reviewed our package of perquisites with FW Cook and decided not to make any changes. WEC Energy Group has a legacy group of executives who are still eligible for gross-ups. We reimburse those executives for taxes paid on income attributable to the financial planning benefits provided to the executives only if the executive uses either of the Company's identified preferred providers, Annex Wealth Management or AYCO. We believe the use of the preferred financial advisers provides administrative benefits and eases communication between Company personnel and the financial advisers.

We pay periodic dues and fees for certain club memberships as we have found that the use of these facilities helps foster better customer and community relationships. Officers are expected to use clubs for which the Company pays dues primarily for business purposes. We do not pay any additional expenses incurred for personal use of these facilities, and officers are required to reimburse the Company to the extent that it pays for any such personal use. We do not permit personal use of the airplane available to the Company. We do allow spousal travel if an executive's spouse is accompanying the executive on business travel and the airplane is not fully utilized by Company personnel. There is no incremental cost to the Company for this travel, other than the reimbursement for taxes paid on imputed income attributable to the executives for this perquisite, as the airplane cost is the same regardless of whether or not an executive's spouse travels. Any tax reimbursement is subject to the Company's Tax Gross-Up Policy discussed below.

In addition, each of our executive officers is eligible to participate in an officer life insurance benefit. If an executive officer chooses to participate, upon such officer's death while employed by the Company, a benefit is paid to his or her designated beneficiary in an amount equal to the value of three times the officer's base salary at the time of death.

## TAX GROSS-UP POLICY

The Compensation Committee adopted a formal policy that prohibits entry into any contract, agreement, or arrangement with any officer of the Company that obligates the Company to pay directly or reimburse the officer for any portion of the officer's individual tax liability for benefits provided by the Company. Excluded from this policy are (1) agreements or arrangements entered into prior to December 2014 when the policy was adopted, (2) agreements or arrangements entered into prior to, and assumed by the Company in connection with, any merger or acquisition, or (3) plans or policies applicable to Company employees generally.

Under this policy, Mr. Lauber is the only NEO eligible to receive gross-ups from the Company as he was already receiving them prior to December 2014.

## SEVERANCE BENEFITS AND CHANGE IN CONTROL

Although Mr. Fletcher is a party to an employment agreement with the Company, which includes severance provisions, he has transitioned to the role of Senior Adviser effective February 1, 2022, and announced his plans to retire in June 2022. The remaining NEOs, including Mr. Lauber, have not entered into an employment agreement that provides for severance and change in control benefits. However, they are eligible to participate in the Company's Severance Pay Plan. For a discussion of the severance benefits

available under Mr. Fletcher's agreement, and to our executive officers generally, see "Potential Payments upon Termination or Change in Control."

In addition, our supplemental pension plan provides that in the event of a change in control, participants will be entitled to a lump sum payment of amounts due under the plan if employment is terminated within 18 months of the change in control.

## IMPACT OF PRIOR COMPENSATION

The Compensation Committee does not believe it is appropriate to consider the amounts realized or realizable from prior incentive compensation awards when establishing future levels of short-term and long-term incentive compensation.

## TAX AND ACCOUNTING CONSIDERATIONS

When reviewing and adjusting the Company's compensation program, the Compensation Committee considers factors that may have an impact on the Company's financial performance, including tax and accounting rules. Section 162(m) of the Internal Revenue Code limits the tax deductibility of compensation that the Company pays to certain covered employees, generally including the NEOs, to \$1 million in any year per person. Although the Compensation Committee takes into consideration the provisions of Section 162(m), it believes that maintaining tax deductibility is only one consideration among many in the design of an effective executive compensation program. Accordingly, achieving the desired flexibility in the design and delivery of compensation may result in compensation that in certain cases is not deductible for federal income tax purposes.

## RETENTION AGREEMENT

Due to unforeseen medical circumstances in 2017 involving the Company's then-CEO, the Company, under the Board's careful oversight, was required to adjust its CEO succession plan and accelerate the development of the next generation of company leadership. Since that time, the Company has continued to deliver strong results and shareholder value.

However, with his appointment, effective February 1, 2022, Mr. Lauber became the Company's fourth CEO in six years. In order to provide sufficient time for longer term succession planning, the Compensation Committee determined it was in the Company's best interest to incentivize Mr. Lauber, age 56, to remain with the Company until his retirement.

On February 21, 2022, the Company and Mr. Lauber entered into a letter agreement, which was approved by the Compensation Committee after consideration of input from FW Cook. Pursuant to the terms of this agreement, the Company will credit an annual contribution of \$300,000 to a nonqualified account beginning February 21, 2022. So long as Mr. Lauber remains employed by the Company, an additional \$300,000 will be credited annually on February 1, until a maximum of 10 contributions have been made. In addition, the account will be credited with interest at a rate of 5.0% annually, which is equivalent to the interest crediting rate under the Company's cash balance pension plan. The account would vest upon the sixth such contribution, at which time Mr. Lauber will be 61, or upon Mr. Lauber's death or disability.

## COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

### **The Compensation Committee**

Ulice Payne, Jr., Committee Chair

William M. Farrow III

Thomas K. Lane

# Executive Compensation Tables

The following table summarizes total compensation awarded to, earned by, or paid to WEC Energy Group's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and each of the other individuals identified in the table below (the "NEOs").

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	(4) Stock Awards (\$)	(5) Option Awards (\$)	(6) Non-Equity Incentive Plan Compensation (\$)	(7) Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	(8)(9) All Other Compensation (\$)	Total (\$)	Total Without Change in Pension Value (\$)
<b>J. Kevin Fletcher</b> <sup>(1)</sup> President and CEO	2021	1,102,727	—	2,331,500	910,166	2,846,308	11,157,354	133,816	18,481,871	7,425,415
	2020	1,068,828	—	2,388,372	720,763	2,717,859	11,082,248	158,101	18,136,171	7,098,443
	2019	975,939	—	1,421,449	385,495	2,433,884	3,958,141	87,193	9,262,101	5,349,308
<b>Xia Liu</b> <sup>(2)</sup> Executive Vice President and CFO	2021	739,450	—	1,279,120	499,356	1,174,535	812	356,739	4,050,012	4,050,012
	2020	423,519	100,000 <sup>(3)</sup>	1,678,010 <sup>(3)</sup>	456,977	684,975	—	306,688	3,650,169	3,650,169
<b>Gale E. Klappa</b> Executive Chairman	2021	1,098,334	—	2,512,072	692,261	2,944,006	479,972	286,747	8,013,392	7,639,967
	2020	1,064,570	—	1,838,167	391,576	2,273,906	3,037,770	283,131	8,889,120	5,947,094
	2019	1,039,231	—	1,052,213	285,348	2,147,112	3,319,763	360,277	8,203,944	5,012,243
<b>Scott J. Lauber</b> <sup>(1)</sup> Senior Executive Vice President and Chief Operating Officer	2021	921,719	—	1,577,250	615,740	1,555,544	199,430	117,568	4,987,251	4,833,031
	2020	750,923	—	1,354,142	419,612	1,269,733	201,143	101,459	4,097,012	3,918,311
	2019	624,904	—	969,107	262,816	1,012,500	179,895	93,413	3,142,635	2,983,624
<b>Margaret C. Kelsey</b> Executive Vice President, General Counsel and Corporate Secretary	2021	579,232	—	712,544	278,150	862,542	858	160,981	2,594,307	2,594,307
	2020	564,702	—	734,188	221,561	861,570	2,500	157,591	2,542,112	2,542,112
	2019	540,651	—	638,867	173,264	821,263	162	123,830	2,298,037	2,298,037

Note: In order to show the effect that the year-over-year change in pension value had on total compensation, as determined under applicable SEC rules, we have included an additional column to show total compensation minus the change in pension value. The amounts reported in the Total Without Change in Pension Value column may differ substantially from the amounts reported in the Total column required under SEC rules and are not a substitute for total compensation. Total Without Change in Pension Value represents total compensation, as determined under applicable SEC rules, minus the change in pension value reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column. The change in pension value is subject to many external variables, such as interest rates, that are not related to Company performance. Therefore, we believe that total compensation minus the change in pension value provides helpful additional information for comparative purposes.

- (1) As previously disclosed, Mr. Fletcher announced that he will be retiring in June 2022. Effective February 1, 2022, Mr. Fletcher transitioned to the role of Senior Adviser until his retirement, and Mr. Lauber became the President and CEO of the Company.
- (2) Ms. Liu was named Executive Vice President and Chief Financial Officer effective June 1, 2020. Therefore, no information has been provided for 2019.
- (3) In connection with her appointment as Executive Vice President and Chief Financial Officer, Ms. Liu received a signing bonus of \$100,000 and a one-time restricted stock award valued at \$400,000.
- (4) The amounts reported reflect the aggregate grant date fair value, as computed in accordance with FASB ASC Topic 718 excluding estimated forfeitures, of performance units and/or restricted stock awarded to each NEO in the respective year for which such amounts are reported. The amounts reported for the performance units are based upon the probable outcome as of the grant date of associated performance and market conditions, and are consistent with our estimate, as of the grant date, of aggregate compensation cost to be recognized over the three-year performance period. The actual value received by the executives from these awards may range from \$0 to greater than the reported amounts, depending upon the Company's performance and the executive's number of additional years of service with the Company.
- The value of the performance unit awards as of the grant date, assuming achievement of the highest level of performance and excluding any performance units resulting from short-term dividend equivalents and the Additional Performance Measure, for each of Messrs. Fletcher, Klappa, and Lauber, and Mmes. Liu and Kelsey, is \$3,315,039, \$1,293,052, \$2,242,626, \$1,818,741, and \$1,013,225, respectively, for the 2021 awards. The value of the performance unit awards as of the grant date, assuming achievement of the highest level of performance and excluding any performance units resulting from short-term dividend equivalents and the Additional Performance Measure, for each of Messrs. Fletcher, Klappa, and Lauber, and Mmes. Liu and Kelsey, is \$3,396,017, \$946,281, \$1,925,524, \$1,817,498, and \$1,043,901, respectively, for the 2020 awards. See "Option Exercises and Stock Vested For Fiscal Year 2021" for the amount of the actual payout with respect to the 2019 award of performance units. Not included are the performance unit awards resulting from short-term dividend equivalents and/or the Additional Performance Measure that may increase or, in the case of the Additional Performance Measure, decrease these amounts.
- (5) The amounts reported reflect the aggregate grant date fair value, as computed in accordance with FASB ASC Topic 718 excluding estimated forfeitures, of options awarded to each NEO in the respective year for which such amounts are reported. The actual value received by the executives from these awards may range from \$0 to greater than the reported amounts, depending upon Company performance. In accordance with FASB ASC Topic 718, we made certain assumptions in our calculation of the grant date fair value of the stock options. See "Stock Options" in Note 1(n) -- Stock-Based Compensation, in the Notes to Consolidated Financial Statements in our 2021 Annual Report on Form 10-K for a description of these assumptions. For 2021, the assumptions made in connection with the valuation of the stock options are the same as described in Note 1(n).
- (6) Consists of the annual incentive compensation earned under WEC Energy Group's STPP.

- (7) The amounts reported for 2021, 2020, and 2019 reflect the aggregate change in the actuarial present value of each applicable NEO's accumulated benefit under all defined benefit plans from December 31, 2020 to December 31, 2021, December 31, 2019 to December 31, 2020, and December 31, 2018 to December 31, 2019, respectively. The amounts reported for all three years also include above-market earnings on compensation that is deferred by the NEOs into the Prime Rate Fund under WEC Energy Group's Executive Deferred Compensation Plan. Above-market earnings represent the difference between the interest rate used to calculate earnings under the Plan and 120% of the applicable federal long-term rate prescribed by the Internal Revenue Code. The amounts earned for 2021 are shown below.

Name	Change in Pension Value (\$)	Non-Qualified Deferred Compensation Earnings (\$)	Total (\$)
J. Kevin Fletcher	11,056,456	100,898	11,157,354
Xia Liu	—	812	812
Gale E. Kappa	373,425	106,547	479,972
Scott J. Lauber	154,220	45,210	199,430
Margaret C. Kelsey	—	858	858

For 2021, 2020, and 2019, the applicable discount rate used to value pension plan liabilities moved from 2.65% to 2.95%, 3.40% to 2.65%, and 4.30% to 3.40%, respectively. As the discount rate decreases, the Company's pension funding obligation increases, and vice versa. The changes in the actuarial present values of the NEOs' pension benefits do not constitute cash payments to the NEOs.

The pension values reported represent only WEC Energy Group's obligation of the aggregate change in the actuarial present value of each NEO's accumulated benefit under all defined benefit plans. Messrs. Fletcher and Klappa are entitled to receive pension benefits from prior employers. To the extent such prior employers are unable to pay their pension obligations, WEC Energy Group may be obligated to pay the total amount.

Mr. Fletcher's increase in pension value in both 2021 and 2020 primarily reflects the increase in his 36-month average compensation as President and CEO.

- (8) During 2021, each NEO received financial planning services and the cost of an annual physical exam; Messrs. Fletcher, Klappa, and Lauber, and Ms. Liu, were provided with membership in a service that provides healthcare and safety management when traveling outside the United States. Although Messrs. Fletcher and Klappa utilized the benefit of spousal travel for business purposes in 2021, there was no associated cost to the Company as Messrs. Fletcher and Klappa were not eligible to receive reimbursement for taxes paid on imputed income attributable for such travel.
- (9) For Mr. Klappa, the amount reported in All Other Compensation for 2021 includes \$20,608 attributable to WEC Energy Group's Directors' Charitable Awards Program in connection with Mr. Klappa's service on the Company's Board. See "Director Compensation" for a description of the Directors' Charitable Awards Program.

All Other Compensation for Messrs. Fletcher, Klappa, and Lauber, and Mmes. Liu and Kelsey, for 2021 also consists of:

- Employer matching of contributions into the WEC Energy Group 401(k) plan in the amount of \$11,600 for each NEO;
- Employer contributions into the WEC Energy Group 401(k) plan in the amount of \$17,400 for Mr. Klappa and Mmes. Liu and Kelsey, and into the WEC Energy Group Non-Qualified Retirement Savings Plan in the amount of \$67,452 for Ms. Liu, \$184,019 for Mr. Klappa, and \$68,568 for Ms. Kelsey. These payments are in lieu of participation in the Company's pension plan;
- "Make-whole" payments under the Executive Deferred Compensation Plan that provides a match at the same level as the WEC Energy Group 401(k) plan (4% for up to 7% of wages) for all deferred salary and bonus not otherwise eligible for a match in the amounts of \$103,789 for Mr. Fletcher, \$26,930 for Ms. Liu, \$36,792 for Mr. Klappa, \$75,471 for Mr. Lauber, and \$45,712 for Ms. Kelsey;
- Retirement income supplement contributed to a nonqualified account in the amount of \$232,875 for Ms. Liu. See "Ms. Liu's Retirement Income Supplement" on page P-62 for a description of this benefit; and
- Tax reimbursements or "gross-ups" for all applicable prerequisites in the amount of \$13,963 for Mr. Lauber.

**GRANTS OF PLAN-BASED AWARDS FOR FISCAL YEAR 2021**

The following table shows additional data regarding incentive plan awards to the NEOs for 2021.

Name	Grant Date	Action Date <sup>(1)</sup>	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(2)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(3)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(4)</sup>	All Other Option Awards <sup>(5)</sup>			Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		Number of Securities Underlying Options (#)	Exercise or Base Price <sup>(6)</sup> (\$/Sh)	Closing Market Price (\$/Sh)	
J. Kevin Fletcher	1/21/21	—	353,579	1,414,314	2,970,060	—	—	—	—	—	—	—	—
	1/4/21	12/3/20	—	—	—	5,201	20,803	36,405	—	—	—	—	1,894,321
	1/4/21	12/3/20	—	—	—	—	—	—	4,801	—	—	—	437,179
	1/4/21	12/3/20	—	—	—	—	—	—	—	68,952	91.06	90.38	910,166
Xia Liu	1/21/21	—	145,905	583,620	1,225,602	—	—	—	—	—	—	—	—
	1/4/21	12/3/20	—	—	—	2,853	11,413	19,973	—	—	—	—	1,039,268
	1/4/21	12/3/20	—	—	—	—	—	—	2,634	—	—	—	239,852
	1/4/21	12/3/20	—	—	—	—	—	—	—	37,830	91.06	90.38	499,356
Gale E. Klappa	1/21/21	—	365,715	1,462,860	3,072,006	—	—	—	—	—	—	—	—
	1/4/21	12/3/20	—	—	—	2,029	8,114	14,200	—	—	—	—	738,861
	1/4/21	12/3/20	—	—	—	—	—	—	19,473	—	—	—	1,773,211
	1/4/21	12/3/20	—	—	—	—	—	—	—	52,444	91.06	90.38	692,261
Scott J. Lauber	1/21/21	—	193,235	772,941	1,623,176	—	—	—	—	—	—	—	—
	1/4/21	12/3/20	—	—	—	3,518	14,073	24,628	—	—	—	—	1,281,487
	1/4/21	12/3/20	—	—	—	—	—	—	3,248	—	—	—	295,763
	1/4/21	12/3/20	—	—	—	—	—	—	—	46,647	91.06	90.38	615,740
Margaret C. Kelsey	1/21/21	—	107,148	428,592	900,043	—	—	—	—	—	—	—	—
	1/4/21	12/3/20	—	—	—	1,590	6,358	11,127	—	—	—	—	578,959
	1/4/21	12/3/20	—	—	—	—	—	—	1,467	—	—	—	133,585
	1/4/21	12/3/20	—	—	—	—	—	—	—	21,072	91.06	90.38	278,150

<sup>(1)</sup> On December 3, 2020, the Compensation Committee awarded the annual 2021 option, restricted stock, and performance unit grants effective the first trading day of 2021 (January 4, 2021).

<sup>(2)</sup> Non-equity incentive plan awards consist of annual incentive awards under WEC Energy Group's STPP. For a more detailed description of the STPP, see the Compensation Discussion and Analysis.

<sup>(3)</sup> Consists of performance units awarded under the WEC Energy Group Performance Unit Plan. WEC Energy Group's Performance Unit Plan provides for short-term dividend equivalents. The number of performance units awarded will be increased as of any date that WEC Energy Group declares a cash dividend on its common stock by the amount of short-term dividend equivalents awarded. In effect, short-term dividend equivalents will be credited and accumulated as reinvested dividends on each performance unit so that the performance units and accumulated dividends will be paid out at the end of the performance units' three-year performance period, contingent upon the Company's performance. Therefore, the number of performance units reported at each of the threshold, target, and maximum levels in this table will increase by the number of short-term dividend equivalents earned. In addition, these amounts do not reflect any potential impact of the Company's performance against the Additional Performance Measure. For a more detailed description of the performance units, short-term dividend equivalents, and Additional Performance Measure, see the Compensation Discussion and Analysis.

<sup>(4)</sup> Consists of restricted stock awarded under the 1993 Omnibus Stock Incentive Plan. For a more detailed description of the terms of the restricted stock, see the Compensation Discussion and Analysis.

<sup>(5)</sup> Consists of non-qualified stock options to purchase shares of WEC Energy Group common stock pursuant to the 1993 Omnibus Stock Incentive Plan. For a more detailed description of the terms of the options, see the Compensation Discussion and Analysis.

<sup>(6)</sup> The exercise price of the option awards is equal to the fair market value of WEC Energy Group's common stock on the date of grant. Fair market value is the average of the high and low prices of WEC Energy Group common stock, which is listed on the New York Stock Exchange, reported by Bloomberg L.P. on the grant date.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2021**

The following table reflects the number and value of exercisable and unexercisable options as well as the number and value of other equity awards held by the NEOs at fiscal year-end 2021.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options: Exercisable (#)	Number of Securities Underlying Unexercised Options: Unexercisable <sup>(1)</sup> (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested <sup>(2)</sup> (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested <sup>(3)</sup> (\$)
J. Kevin Fletcher	17,345	—	—	58.305	1/3/27	—	—	—	—
	16,055	—	—	66.015	1/2/28	—	—	—	—
	—	44,825	—	68.175	1/2/29	—	—	—	—
	—	66,614	—	91.4875	1/2/30	—	—	—	—
	—	68,952	—	91.06	1/4/31	—	—	—	—
	—	—	—	—	—	9,368	909,352	—	—
	—	—	—	—	—	—	—	7,110	690,168
Xia Liu	—	36,705	—	92.315	6/1/30	—	—	—	—
	—	37,830	—	91.06	1/4/31	—	—	—	—
	—	—	—	—	—	7,252	703,952	—	—
	—	—	—	—	—	—	—	3,720	361,100
	—	—	—	—	—	—	—	3,332	323,437
Gale E. Klappa	50,000	—	—	52.895	1/2/25	—	—	—	—
	46,074	—	—	50.925	1/4/26	—	—	—	—
	115,960	—	—	66.015	1/2/28	—	—	—	—
	—	33,180	—	68.175	1/2/29	—	—	—	—
	—	36,190	—	91.4875	1/2/30	—	—	—	—
	—	52,444	—	91.06	1/4/31	—	—	—	—
	—	—	—	—	—	19,473	1,890,244	—	—
	—	—	—	—	—	—	—	1,981	192,296
Scott J. Lauber	5,000	—	—	41.025	1/2/24	—	—	—	—
	5,330	—	—	52.895	1/2/25	—	—	—	—
	6,720	—	—	50.925	1/4/26	—	—	—	—
	17,320	—	—	58.305	1/3/27	—	—	—	—
	26,465	—	—	66.015	1/2/28	—	—	—	—
	—	30,560	—	68.175	1/2/29	—	—	—	—
	—	32,420	—	91.4875	1/2/30	—	—	—	—
	—	5,750	—	88.5475	7/1/30	—	—	—	—
	—	46,647	—	91.06	1/4/31	—	—	—	—
	—	—	—	—	—	5,996	582,032	—	—
	—	—	—	—	—	—	—	4,042	392,357
Margaret C. Kelsey	18,380	—	—	66.015	1/2/28	—	—	—	—
	—	20,147	—	68.175	1/2/29	—	—	—	—
	—	20,477	—	91.4875	1/2/30	—	—	—	—
	—	21,072	—	91.06	1/4/31	—	—	—	—
	—	—	—	—	—	3,058	296,840	—	—
	—	—	—	—	—	—	—	2,185	212,098
—	—	—	—	—	—	—	1,856	180,162	

<sup>(1)</sup> All options reported in this column were granted ten years prior to their respective expiration date and vest 100% on the third anniversary of the grant date.

<sup>(2)</sup> Effective January 2, 2019, Messrs. Fletcher and Lauber, and Ms. Kelsey, were granted restricted stock awards of 3,909; 2,665; and 1,757 shares, respectively, which began vesting in three equal annual installments on January 2, 2020. Effective January 2, 2020, Messrs. Fletcher and Lauber, and Ms. Kelsey, were granted restricted stock awards of 4,895; 2,382; and 1,505 shares, respectively, which began vesting in three equal annual installments on January 2, 2021. Effective June 1, 2020, Ms. Liu was granted a restricted stock award of 6,927 shares, which began vesting in three equal annual installments on June 1, 2021. Effective July 1, 2020, Mr. Lauber was granted a restricted stock award of 406 shares, which began vesting in three equal annual installments on July 1, 2021. Effective January 4, 2021, Messrs. Fletcher and Lauber, and Mmes. Liu and Kelsey, were granted restricted stock awards of 4,801; 3,248; 2,634; and 1,467 shares, respectively, which began vesting in three equal installments on January 4, 2022. Effective January 4, 2021, Mr. Klappa was granted a restricted stock award of 19,473 shares. Mr. Klappa's 2021 restricted stock grant vested 100% on January 4, 2022. The vesting of the restricted stock granted to Messrs. Fletcher and Lauber, and Mmes. Liu and Kelsey, may be accelerated in connection with a termination of employment due to a change in control, death or disability, or by action of the Compensation Committee.

- (3) The number of performance units reported were awarded in 2020 (first line) and 2021 (second line) and vest at the end of the three-year performance period ending December 31, 2022 and December 31, 2023, respectively. The number of performance units reported and their corresponding value are based on the payout at the threshold amount for 2020 and 2021. The number and value of the 2020 performance units includes performance units resulting from the grant of short-term dividend equivalents and achievement of the Additional Performance Measure in 2020 and 2021. The number and value of the 2021 performance units includes performance units resulting from the grant of short-term dividend equivalents and achievement of the Additional Performance Measure in 2021.

## OPTION EXERCISES AND STOCK VESTED FOR FISCAL YEAR 2021

This table shows the number and value of (1) stock options that were exercised by the NEOs, (2) restricted stock awards that vested, and (3) performance units that vested in 2021.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting <sup>(1)</sup> (#)	Value Realized on Vesting <sup>(2)(3)</sup> (\$)
J. Kevin Fletcher	—	—	3,427	312,063
	—	—	20,821	2,021,061
Xia Liu	—	—	2,309	215,938
	—	—	—	—
Gale E. Klappa	—	—	14,182	1,291,413
	—	—	—	—
Scott J. Lauber	—	—	2,630	239,279
	—	—	14,195	1,377,915
Margaret C. Kelsey	—	—	1,651	150,340
	—	—	9,358	908,350

- (1) Reflects the number of shares of restricted stock that vested in 2021 (first line) and the number of performance units that vested as of December 31, 2021, the end of the applicable three-year performance period (second line). The performance units were settled in cash.
- (2) Restricted stock value realized is determined by multiplying the number of shares of restricted stock that vested by the fair market value of WEC Energy Group common stock on the date of vesting. We compute fair market value as the average of the high and low prices of WEC Energy Group common stock reported by Bloomberg L.P. on the vesting date.
- (3) Performance unit value realized is determined by multiplying the number of performance units that vested by the closing market price of WEC Energy Group common stock on December 31, 2021, the last trading day of the year.



## PENSION BENEFITS AT FISCAL YEAR-END 2021

The following table sets forth information for each NEO regarding their pension benefits at fiscal year-end 2021 under WEC Energy Group's three different retirement plans discussed below.

Name	Plan Name	Number of Years Credited Service <sup>(1)</sup> (#)	Present Value of Accumulated Benefit <sup>(4)(5)</sup> (\$)	Payments During Last Fiscal Year <sup>(6)</sup> (\$)
J. Kevin Fletcher	WEC Energy Group Plan	10.17	213,036	—
	SERP	10.17	849,294	—
	Individual Letter Agreement	44.75	30,721,192	—
Xia Liu <sup>(2)</sup>	WEC Energy Group Plan	—	—	—
	SERP	—	—	—
	Individual Letter Agreement	—	—	—
Gale E. Klappa <sup>(3)</sup>	WEC Energy Group Plan	13.00	276,668	—
	SERP	—	3,290,603	263,731
	Individual Letter Agreement	38.67	23,078,165	1,849,639
Scott J. Lauber	WEC Energy Group Plan	31.50	701,867	—
	SERP	31.50	460,938	—
	Individual Letter Agreement	—	—	—
Margaret C. Kelsey <sup>(2)</sup>	WEC Energy Group Plan	—	—	—
	SERP	—	—	—
	Individual Letter Agreement	—	—	—

- (1) Years of service are computed as of December 31, 2021, the pension plan measurement date used for financial statement reporting purposes. Mr. Fletcher has been credited with 34.58 years of service pursuant to the terms of his Individual Letter Agreement ("ILA"). Prior to his retirement in May 2016, Mr. Klappa was credited with 25.67 years of service pursuant to the terms of his ILA. The increase in the aggregate amount of each of Messrs. Fletcher's and Klappa's accumulated benefit under all of WEC Energy Group's retirement plans resulting from the additional years of credited service is \$24,010,001 and \$20,981,171, respectively.
- (2) Mmes. Liu and Kelsey are not eligible to receive pension benefits under the WEC Energy Group Plan.
- (3) Upon his retirement in May 2016, Mr. Klappa's ILA terminated. At that time, the number of years of credited service and the accumulated benefit effectively transferred to the WEC Energy Group Plan and the SERP. Payments related to the ILA were actually paid under the WEC SERP. Mr. Klappa is not accruing additional benefits under these plans in connection with his current service.
- (4) The key assumptions used in calculating the actuarial present values reflected in this column are:
- Earliest projected unreduced retirement age based upon projected service:
    - For Mr. Fletcher, age 64.
    - For Mr. Klappa, age 65.67 (actual age at retirement in 2016).
    - For Mr. Lauber, age 60.
  - Discount rate of 2.95%.
  - Cash balance interest crediting rate of 5.00%.
  - Form of payment:
    - Mr. Fletcher: WEC Energy Group Plan 50% lump sum / 50% life annuity; SERP and ILA - Life annuity
    - Mr. Klappa's actual form of payment elected at retirement: WEC Energy Group Plan, SERP, and ILA - Single Life annuity
    - Mr. Lauber: WEC Energy Group Plan 50% lump sum / 50% life annuity; SERP - Ten Year Annual Installment
  - Mortality Table for life annuity - Pri-2012/ Male/White Collar as published by the Society of Actuaries with modified MP2020 projection.
- (5) WEC Energy Group's pension benefit obligations to Messrs. Fletcher and Klappa will be partially offset by pension benefits they are entitled to receive from their former employers. The amounts reported for Messrs. Fletcher and Klappa represent only WEC Energy Group's obligation of the aggregate actuarial present value of each of their accumulated benefit under all of the plans. The total aggregate actuarial present value of each of Messrs. Fletcher's and Klappa's accumulated benefit under all of the plans is \$34,851,161 and \$31,206,522, respectively, \$3,067,639 and \$4,561,086 of which we estimate the prior employer is obligated to pay. If Messrs. Fletcher's and Klappa's former employer becomes unable to pay its portion of his respective accumulated pension benefit, WEC Energy Group may be obligated to pay the total amount.
- (6) Mr. Klappa continued to receive retirement benefits under the SERP; however, payments under the WEC Energy Group Plan were suspended for Mr. Klappa at the time he resumed his role as an executive officer with the Company.

## RETIREMENT PLANS

WEC Energy Group maintains four different plans providing for retirement payments and benefits for the NEOs: a defined benefit pension plan of the cash balance type ("WEC Energy Group Plan"); a supplemental executive retirement plan ("SERP"); ILAs; and the WEC Energy Group Retirement Savings Plan, which is a 401(k) plan, for those individuals who are not eligible to participate in the WEC Energy Group Plan. The compensation currently considered for purposes of the retirement plans (other than the WEC Energy Group Plan and SERP) for Mr. Fletcher is \$3,033,202. This amount represents the average compensation (consisting of base salary and annual incentive compensation) for the 36 highest consecutive months. For Mr. Lauber, the compensation considered for purposes of the retirement plans is \$2,176,771, of which \$290,000 is applied to the WEC Energy Group Plan and the remainder to the SERP. This amount represents his 2021 base salary, plus his 2020 STPP award paid in 2021. As of December 31, 2021, Messrs. Fletcher and Lauber currently have or are considered to have 44.75 and 31.5 credited years of service, respectively, under the various plans described below. Mr. Lauber was not granted additional years of credited service.

See below for a discussion of the contributions made to the WEC Energy Group Retirement Savings Plan on behalf of Mr. Klappa and Mmes. Liu and Kelsey, who do not participate in the WEC Energy Group Plan.

## The WEC Energy Group Plan

Many of our regular full-time and part-time employees, including several of the NEOs, participate in the WEC Energy Group Plan. The WEC Energy Group Plan bases a participant's defined benefit pension on the value of a hypothetical account balance. For individuals participating in the WEC Energy Group Plan as of December 31, 1995, a starting account balance was created equal to the present value of the benefit accrued as of December 31, 1994, under the plan benefit formula prior to the change to a cash balance approach. That formula provided a retirement income based on years of credited service and average compensation (consisting of base salary and annual incentive compensation) for the 36 highest consecutive months, with an adjustment to reflect the Social Security integrated benefit. In addition, individuals participating in the WEC Energy Group Plan as of December 31, 1995, received a special one-time transition credit amount equal to a specified percentage varying with age multiplied by credited service and 1994 base pay.

The present value of the accrued benefit as of December 31, 1994, plus the transition credit, was also credited with interest at a stated rate. For 1996 through 2007, a participant received annual credits to the account equal to 5% of base pay (including WEC Energy Group 401(k) plan pre-tax deferrals and other items), plus an interest credit on all prior accruals equal to 4% plus 75% of the annual time-weighted trust investment return for the year in excess of 4%. From 2008 through 2013, the interest credit percentage was set at either the long-term corporate bond third segment rate, published by the Internal Revenue Service, or 4%, whichever was greater.

Effective January 1, 2014, participants receive an annual credit to the account equal to 6% of base pay (including WEC Energy Group 401(k) plan pre-tax deferrals and other items), plus an interest credit on all prior accruals equal to a 5% fixed rate. For participants in the WEC Energy Group Plan on December 31, 2007 and December 31, 2013, their WEC Energy Group Plan benefit will never be less than the benefit accrued as of December 31, 2007 and December 31, 2013, respectively. The WEC Energy Group Plan benefit will be calculated under all three formulas to provide participants with the greater benefit; however, in calculating a participant's benefit accrued as of December 31, 2007 and December 31, 2013, interest credits as defined under each of the prior WEC Energy Group Plan formulas will be taken into account but not any additional pay credits.

Participants who were "grandfathered" as of December 31, 1995, as discussed below, will still receive the greater of the grandfathered benefit or the cash balance benefit.

The life annuity payable under the WEC Energy Group Plan is determined by converting the hypothetical account balance credits into annuity form.

Individuals who were participants in the WEC Energy Group Plan on December 31, 1995 were "grandfathered" so that they will not receive any lower retirement benefit than would have been provided under the formula in effect through December 31, 1995, had it continued. This amount continued to increase until December 31, 2010, at which time it was frozen. Upon retirement, participants will receive the greater of this frozen amount or the accumulated cash balance.

For Mr. Lauber, estimated benefits under the grandfathered formula are higher than under the cash balance plan formula. Mr. Fletcher does not participate in the grandfathered formula.

Under the WEC Energy Group Plan, participants receive unreduced pension benefits upon reaching one of the following three thresholds: (1) age 65; (2) age 62 with 30 years of service; or (3) age 60 with 35 years of service.

Pursuant to the Internal Revenue Code, only \$290,000 of pension eligible earnings (base pay and annual incentive compensation) could be considered for purposes of the WEC Energy Group Plan in 2021.

## Supplemental Executive Retirement Plans and Individual Letter Agreements

Designated officers of WEC Energy Group, including all of the NEOs (other than Mmes. Liu and Kelsey) participate in the SERP, which is part of the Supplemental Pension Plan (the "SPP") adopted to comply with Section 409A of the Internal Revenue Code. The SERP provides monthly supplemental pension benefits to participants, which will be paid out of unsecured corporate assets, or the grantor trust described below, in an amount equal to the difference between the actual pension benefit payable under the WEC Energy Group Plan and what such pension benefit would be if calculated without regard to any limitation imposed by the Internal Revenue Code on pension benefits or covered compensation, including amounts deferred to the WEC Energy Group Executive Deferred Compensation Plan. Except for a "change in control" of WEC Energy Group, as defined in the SPP, and pursuant to the terms of the ILAs discussed below, no payments are made until after the participant's retirement at or after age 60 or death. If a participant in the SERP dies prior to age 60, his or her beneficiary is entitled to receive retirement benefits under the SERP. Although Mr. Klappa remains a participant in the SPP, he no longer accrues any benefits under the plan as a result of his earlier retirement in 2016.

WEC Energy Group entered into an agreement with Mr. Fletcher when he first commenced employment in 2011 to provide him with supplemental retirement benefits upon his retirement, provided he completed one year of service with the Company. The supplemental retirement payments are intended to make the total retirement benefits payable to Mr. Fletcher comparable to that which would have been received under his prior employer's defined benefit pension plan, calculated without regard to Internal Revenue Code limits, and as if Mr. Fletcher's employment continued with the prior employer and the defined benefit formula then in effect under the prior employer's plan continued to his retirement. The retirement benefits payable as a result of this agreement will be offset by the value of any qualified and non-qualified defined benefit pension plan of the prior employer.

WEC Energy Group entered into an individual letter agreement with Mr. Klappa when he first commenced employment in 2003 to provide him with supplemental retirement benefits upon retirement at or after age 60. The supplemental retirement payments are intended to make the total retirement benefits payable to Mr. Klappa comparable to that which would have been received under the WEC Energy Group Plan as in effect on December 31, 1995, had the defined benefit formula then in effect continued until his

retirement, calculated without regard to Internal Revenue Code limits, and as if Mr. Klappa had started participation in the WEC Energy Group Plan at age 27. As a result, pursuant to the terms of the agreement, which terminated upon Mr. Klappa's retirement in May 2016, Mr. Klappa had 38.67 years of credited service under the WEC Energy Group Plan and the SERP upon his retirement.

The purpose of these agreements was to ensure that Messrs. Fletcher and Klappa did not lose pension earnings by joining the executive management team at WEC Energy Group they otherwise would have received from their former employers. Without providing a means to retain these pension benefits, it would have been difficult for WEC Energy Group to attract these officers.

The SPP provides for a mandatory lump sum payment upon a change in control if the executive's employment is terminated within 18 months after the change in control. The Wisconsin Energy Corporation 2014 Rabbi Trust, a grantor trust, funds certain non-qualified benefits, including the SPP and the ILAs, as well as the Executive Deferred Compensation Plan and the Directors' Deferred Compensation Plan. See "Potential Payments upon Termination or Change in Control" later in this proxy statement for additional information.

### Ms. Liu's Retirement Income Supplement

WEC Energy Group entered into an employment agreement with Ms. Liu when she commenced employment in June 2020 that provides for a retirement income supplement. Pursuant to the agreement, WEC Energy Group will credit \$225,000 annually to a nonqualified account. The annual credit plus interest will continue until the year in which Ms. Liu ceases employment or reaches age 62. The balance at separation or age 62 will be frozen and will not exceed \$3,000,000. On January 1 of each year, the account will be credited with interest at the annual average prime rate, not to exceed 5%. Amounts credited to the account will vest at age 55, and will be distributed at Ms. Liu's retirement or other separation. Administration of this benefit is intended to comply with Section 409A of the Internal Revenue Code. The purpose of providing this benefit under Ms. Liu's agreement was to ensure that she did not lose retirement benefits by joining the executive management team at the Company she otherwise would have accrued and received from her former employer.

### Mr. Lauber's Retention Agreement

See "Retention Agreement" in the Compensation Discussion and Analysis for information regarding an agreement the Company entered into with Mr. Lauber pursuant to which the Company will credit up to 10 annual contributions of \$300,000 to a nonqualified account if Mr. Lauber remains with the Company.

### WEC Energy Group Retirement Savings Plan

Effective January 1, 2015, all newly hired management employees, including executive officers, will receive an annual contribution equal to 6% of pension-eligible wages from the Company into WEC Energy Group's 401(k) plan rather than participate in the WEC Energy Group Plan. Pension-eligible wages consist of annual base salary and STPP payouts. In connection with this plan, the Compensation Committee adopted the WEC Energy Group Non-Qualified Retirement Savings Plan which provides "make-whole" benefits to address Internal Revenue Code limits on the amount of money that can be contributed to a 401(k) plan. Balances in the 401(k) and non-qualified retirement savings plans vest after one full year of service.

Since Mr. Klappa is considered a new employee, he no longer accrues additional benefits under the WEC Energy Group Plan. Mr. Klappa, along with Mmes. Liu and Kelsey, are entitled to receive Company contributions to the 401(k) plan and Non-Qualified Retirement Savings Plan.

## NONQUALIFIED DEFERRED COMPENSATION FOR FISCAL YEAR 2021

The following table reflects activity by the NEOs during 2021 in WEC Energy Group's Executive Deferred Compensation Plan discussed below.

Name	Executive Contributions in Last Fiscal Year <sup>(1)</sup> (\$)	Registrant Contributions in Last Fiscal Year <sup>(1)</sup> (\$)	Aggregate Earnings In Last Fiscal Year (\$)	Aggregate Withdrawals / Distributions (\$)	Aggregate Balance at Last Fiscal Year-End <sup>(2)</sup> (\$)
J. Kevin Fletcher	1,358,930	103,789	207,338	—	6,818,476
Xia Liu	364,612	26,930	27,743	—	419,286
Gale E. Klappa	67,100	36,792	179,016	1,068,053	4,680,146
Scott J. Lauber	406,726	75,471	151,618	—	3,255,050
Margaret C. Kelsey	100,296	45,712	53,913	—	711,742

<sup>(1)</sup> All of the amounts are reported as compensation in the "Summary Compensation Table" of this proxy statement.

<sup>(2)</sup> \$3,265,710, \$7,207,967, \$1,103,927, and \$250,939 of the reported amounts were reported as compensation in the Summary Compensation Tables in prior proxy statements for Messrs. Fletcher, Klappa, and Lauber, and Ms. Kelsey, respectively. Ms. Liu became a named executive officer in 2020; therefore, no amounts were previously reported in prior proxy statements for her. The amount reported in this column for Mr. Klappa is lower than the previously reported amount because Mr. Klappa has been receiving distributions under the WEC Energy Group Executive Deferred Compensation Plan.

## Executive Deferred Compensation Plan

WEC Energy Group maintains two executive deferred compensation plans in which the NEOs participate: the Legacy WEC Energy Group Executive Deferred Compensation Plan (the "Legacy EDCP"), and the WEC Energy Group Executive Deferred Compensation Plan (the "EDCP") adopted effective January 1, 2005 to comply with Section 409A of the Internal Revenue Code. The Legacy EDCP provides that (1) amounts earned, deferred, vested, credited, and/or accrued as of December 31, 2004 are preserved and frozen (subject to appreciation in value of such amounts) so that these amounts are exempt from Section 409A and (2) no new employees may participate in the Legacy EDCP as of January 1, 2005. Since January 1, 2005, all deferrals have been made to the EDCP. The provisions of the EDCP as in effect on December 31, 2021 are described below, as are the payout provisions of the Legacy EDCP.

**The EDCP.** Under the plan, a participant may defer up to 50% of his or her base salary, annual incentive compensation and vested awards of performance units. Stock option gains and vested restricted stock may not be deferred into the EDCP. Generally, deferral elections are made annually by each participant for the upcoming plan year. The Company maintains detailed records tracking each participant's "account balance." In addition to deferrals made by the participants, the Company may also credit each participant's account balance by matching a certain portion of each participant's deferral. Such deferral matching is determined by a formula taking into account the matching rate applicable under the Company's 401(k) plan, the percentage of compensation subject to such matching rate, the participant's gross compensation eligible for matching, and the amount of eligible compensation actually deferred. Also, in our discretion, the Company may credit any other amounts, as appropriate, to each participant's account.

Participants may elect to participate in the WEC Energy Group Common Stock Fund and/or the Prime Rate Fund. The Company tracks each participant's account balance as though the balance was actually invested in these funds. Fund elections are not actual investments, but are elections chosen only for purposes of calculating market gain or loss on deferred amounts for the duration of the deferral period. Each participant may select the amount of deferred compensation to be allocated among the two measurement funds. Contributions and deductions may be made to each participant's account based on the performance of the measurement fund(s) elected.

The annual rate of return for the calendar year ended December 31, 2021 for the WEC Energy Group Common Stock Fund and the Prime Rate Fund was 5.48% and 3.25%, respectively.

Each participant's account balance is debited or credited periodically based on the performance of the measurement fund(s) elected by the participant. Subject to certain restrictions, participants may periodically make changes to their measurement fund elections.

At the time of his or her deferral election, each participant may designate a prospective payout election for any or the entire amount deferred, plus any amounts debited or credited to the deferred amount as of the designated payout. Amounts deferred into the EDCP may not be withdrawn at the discretion of the participant and a change to the designated payout delays the initial payment at least five years beyond the originally designated payout date. In addition, the Company may not limit payout amounts in order to deduct such amounts under Section 162(m) of the Internal Revenue Code.

The balance of a participant's account is payable on his or her retirement in either a lump sum payout or in annual installments, at the election of the participant. Upon the death of a participant after retirement, payouts are made to the deceased participant's beneficiary in the same manner as though such payout would have been made to the participant had the participant survived. In the event of a participant's termination of employment prior to retirement, the participant may elect to receive a payout beginning the year after termination in the amount of his or her account balance as of the termination date either in a lump sum or in annual installments over a period of five years. Disability is not itself a payment event until the participant terminates employment with WEC Energy Group or its subsidiaries. A participant's account balance will be paid out in a lump sum if the participant separates from service with WEC Energy Group or its subsidiaries within 18 months after a change in control of WEC Energy Group, as defined in the plan. The deferred amounts will be paid out of the general corporate assets or the assets of the Wisconsin Energy Corporation 2014 Rabbi Trust.

**The Legacy EDCP.** At the time of his or her deferral election, each participant designated a prospective payout election for any or the entire amount deferred, plus any amounts debited or credited to the deferred amount as of the designated payout. A participant may elect, at any time, to withdraw part (a minimum of \$25,000) or all of his or her account balance, subject to a withdrawal penalty of 10%. Payout amounts may be limited to the extent to which they are deductible by the Company under Section 162(m) of the Internal Revenue Code.

The balance of a participant's account is payable on his or her retirement in either a lump sum payout or in annual installments, at the election of the participant. Upon the death of a participant after retirement, payouts are made to the deceased participant's beneficiary in the same manner as though such payout would have been made to the participant had the participant survived. In the event of a participant's termination of employment prior to retirement, the participant may elect to receive a payout beginning the year after termination in the amount of his or her account balance as of the termination date either in a lump sum or in annual installments over a period of five years. Any participant who suffers from a continued disability will be entitled to the benefits of plan participation unless and until the committee administering the plan determines that the participant has been terminated for purposes of continued participation in the plan. Upon any such determination, the disabled participant is paid out as though the participant had retired. Except in certain limited circumstances, participants' account balances will be paid out in a lump sum (1) upon the occurrence of a change in control, as defined in the plan, or (2) upon any downgrade of the Company's senior debt obligations to less than "investment grade." The deferred amounts will be paid out of the general corporate assets or the assets of the Wisconsin Energy Corporation 2014 Rabbi Trust.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The tables below reflect the amount of compensation payable to each of our NEOs in the event of termination of each executive's employment. These amounts are in addition to each NEO's aggregate balance in the EDCP at fiscal year-end 2021, as reported in the "Aggregate Balance at Last Fiscal Year-End" column under "Nonqualified Deferred Compensation for Fiscal Year 2021." The amount of compensation payable to each NEO upon voluntary termination, normal retirement, for-cause termination, involuntary termination (by the Company for any reason other than cause, death or disability or by the executive for "good reason"), termination following a "change in control," disability, and death are set forth below. The amounts shown assume that such termination was effective as of December 31, 2021 and include amounts earned through that date, and are estimates of the amounts which would be paid out to the NEOs upon termination. The amounts shown under "Normal Retirement" assume the NEOs were retirement eligible with no reduction of retirement benefits. The amounts shown under "Termination Upon a Change in Control" assume the NEOs terminated employment as of December 31, 2021, which was within 18 months of a change in control of WEC Energy Group. The amounts reported in the row titled "Retirement Plans" in each table below are not in addition to the amounts reflected under "Pension Benefits at Fiscal Year-End 2021." The actual amounts to be paid out can only be determined at the time of an officer's termination of employment.

### Payments Made Upon Voluntary Termination or Termination for Cause, Death or Disability

In the event a NEO voluntarily terminates employment or is terminated for cause, death, or disability, the officer will receive:

- accrued but unpaid base salary and, for termination by death or disability, prorated annual incentive compensation;
- 401(k) plan and EDCP account balances;
- the WEC Energy Group Plan cash balance;
- in the case of death or disability, full vesting in all outstanding stock options, restricted stock, and performance units (otherwise, the ability to exercise already vested options within three months of termination) as well as vesting in the SERP and ILAs; and
- if voluntary termination occurs after age 60, such termination is treated as a normal retirement.

NEOs are also entitled to the value of unused vacation days, if any, and for termination by death, benefits payable under the officer life insurance benefit if the NEO participates in such benefit.

### Payments Made Upon Normal Retirement

In the event of the retirement of a NEO, the officer will receive:

- accrued but unpaid base salary and prorated annual incentive compensation;
- full vesting in all outstanding stock options and a prorated amount of performance units;
- full vesting in all retirement plans, including the WEC Energy Group Plan, SERP, and ILAs (Ms. Liu would be entitled to full vesting of her retirement income supplement);
- 401(k) plan and EDCP account balances; and
- the value of unused vacation days, if any.

### Payments Made Under Employment Agreement Upon a Change in Control, Involuntary Termination, or Termination for Good Reason

WEC Energy Group entered into a written employment agreement with Mr. Fletcher effective October 31, 2011. The Compensation Committee did not amend or otherwise modify Mr. Fletcher's employment agreement in any way in connection with his appointment as President and CEO in 2019. Pursuant to the terms of this agreement, Mr. Fletcher is entitled to severance benefits if his employment is terminated (1) by the Company for any reason other than cause, death, or disability, or (2) by Mr. Fletcher for good reason. Upon termination, Mr. Fletcher's agreement provides for (1) a lump sum payment equal to 2.99 times his annual base salary for the fiscal year in which termination occurs, and (2) health, life and other welfare benefits (excluding disability benefits) for a period of three years following termination.

Generally, pursuant to Mr. Fletcher's ILA, good reason means:

- (1) a material reduction in Mr. Fletcher's base compensation;
- (2) a material change in the geographic location at which Mr. Fletcher must perform services; or
- (3) a material breach of the agreement by the Company.

As previously discussed, Mr. Fletcher announced that he will be retiring in June 2022. Effective February 1, 2022, Mr. Fletcher transitioned to the role of Senior Adviser until his retirement and therefore it is not expected the agreement will be impacted.

In addition, pursuant to the terms of the SPP (and for Mr. Fletcher, his ILA) retirement benefits are paid to all participating NEOs upon termination of employment within 18 months of a change in control. Participants appointed by the Company, including the NEOs, are also eligible to receive a supplemental disability benefit pursuant to the terms of the WEC Energy Group Supplemental Long-Term Disability Plan, in an amount equal to the difference between the actual amount of the benefit payable under the long term disability plan applicable to all employees and what such disability benefit would have been if calculated without regard to any limitation imposed by the broad-based plan on annual compensation recognized thereunder.

**Payments under the Severance Pay Plan**

Messrs. Klappa and Lauber, and Mmes. Liu and Kelsey, have not entered into any agreement that currently provides for severance benefits upon a change in control or otherwise. These officers are eligible to participate in the Company's Severance Pay Plan, in which all management employees are eligible to participate. In the event a participant is involuntarily terminated, other than for cause, death, disability, retirement, or resignation, the participant is entitled to receive severance pay in an amount equal to the sum of: (1) 4% of the participant's annual base salary and target bonus, plus (2) 4% of the participant's annual base salary and target bonus multiplied by his or her completed years of service with the Company. The maximum amount of severance pay that can be received under the plan is twelve months of a participant's annual base salary and target bonus.

**Potential Payments to Named Executive Officers Upon Termination or Change in Control of the Company**

The following tables show the potential payments upon termination or a change in control of the Company for:

Executive Benefits and Payments Upon Separation	Voluntary Termination (\$)	Normal Retirement (\$)	For Cause Termination (\$)	Involuntary Termination (\$)	Termination Upon Change in Control (\$)	Disability (\$)	Death (\$)
<b>J. Kevin Fletcher</b>							
<b>Compensation:</b>							
Cash Severance	—	—	—	3,252,923	3,252,923	—	—
Additional Pension Credited Service	—	—	—	—	—	—	—
<b>Long-Term Incentive Compensation:</b>							
Performance Units	—	2,146,994	—	—	4,261,035	4,261,035	4,261,035
Restricted Stock	—	—	—	—	909,352	909,352	909,352
Options	—	2,081,493	—	—	2,081,493	2,081,493	2,081,493
<b>Benefits &amp; Perquisites:</b>							
Retirement Plans	31,783,522	31,783,522	31,783,522	31,783,522	31,783,522	31,783,522	17,024,025
Health and Welfare Benefits	—	—	—	58,630	58,630	—	—
Excise Tax Gross-Up	—	—	—	—	—	—	—
Financial Planning	—	—	—	—	—	—	—
Outplacement	—	—	—	—	—	—	—
Death Benefit	—	—	—	—	—	—	3,264,000
<b>Total</b>	<b>31,783,522</b>	<b>36,012,009</b>	<b>31,783,522</b>	<b>35,095,075</b>	<b>42,346,955</b>	<b>39,035,402</b>	<b>27,539,905</b>

<b>Xia Liu</b>							
<b>Compensation:</b>							
Cash Severance	—	—	—	105,052	105,052	—	—
Additional Pension Credited Service	—	—	—	—	—	—	—
<b>Long-Term Incentive Compensation:</b>							
Performance Units	—	1,140,961	—	—	2,282,332	2,282,332	2,282,332
Restricted Stock	—	—	—	—	703,952	703,952	703,952
Options	—	401,891	—	—	401,891	401,891	401,891
<b>Benefits &amp; Perquisites:</b>							
Retirement Plans	—	475,875	—	475,875	475,875	475,875	475,875
Health and Welfare Benefits	—	—	—	9,772	9,772	—	—
Excise Tax Gross-Up	—	—	—	—	—	—	—
Financial Planning	—	—	—	—	—	—	—
Outplacement	—	—	—	—	—	—	—
Death Benefit	—	—	—	—	—	—	2,189,000
<b>Total</b>	<b>—</b>	<b>2,018,727</b>	<b>—</b>	<b>590,699</b>	<b>3,978,874</b>	<b>3,864,050</b>	<b>6,053,050</b>

<b>Gale E. Klappa</b>							
<b>Compensation:</b>							
Cash Severance	—	—	—	1,833,451	1,833,451	—	—
Additional Pension Credited Service	—	—	—	—	—	—	—
<b>Long-Term Incentive Compensation:</b>							
Performance Units	—	675,413	—	—	1,419,111	1,419,111	1,419,111
Restricted Stock	—	—	—	—	1,890,244	1,890,244	1,890,244
Options	—	1,475,955	—	—	1,475,955	1,475,955	1,475,955
<b>Benefits &amp; Perquisites:</b>							
Retirement Plans	26,645,436	26,645,436	26,645,436	26,645,436	26,645,436	26,645,436	—
Health and Welfare Benefits	—	—	—	9,772	9,772	—	—
Excise Tax Gross-Up	—	—	—	—	—	—	—
Financial Planning	—	—	—	—	—	—	—
Outplacement	—	—	—	—	—	—	—
Death Benefit	—	—	—	—	—	—	—
<b>Total</b>	<b>26,645,436</b>	<b>28,796,804</b>	<b>26,645,436</b>	<b>28,488,659</b>	<b>33,273,969</b>	<b>31,430,746</b>	<b>4,785,310</b>

Executive Benefits and Payments Upon Separation	Voluntary Termination (\$)	Normal Retirement (\$)	For Cause Termination (\$)	Involuntary Termination (\$)	Termination Upon Change in Control (\$)	Disability (\$)	Page Death (\$)
<b>Scott J. Lauber</b>							
<b>Compensation:</b>							
Cash Severance	—	—	—	1,722,941	1,722,941	—	—
Additional Pension Credited Service	—	—	—	—	—	—	—
<b>Long-Term Incentive Compensation:</b>							
Performance Units	—	1,295,593	—	—	2,647,220	2,647,220	2,647,220
Restricted Stock	—	—	—	—	582,032	582,032	582,032
Options	—	1,393,369	—	—	1,393,369	1,393,369	1,393,369
<b>Benefits &amp; Perquisites:</b>							
Retirement Plans	1,162,805	1,162,805	1,162,805	1,162,805	1,162,805	1,162,805	1,073,882
Health and Welfare Benefits	—	—	—	9,772	9,772	—	—
Excise Tax Gross-Up	—	—	—	—	—	—	—
Financial Planning	—	—	—	—	—	—	—
Outplacement	—	—	—	—	—	—	—
Death Benefit	—	—	—	—	—	—	—
<b>Total</b>	<b>1,162,805</b>	<b>3,851,767</b>	<b>1,162,805</b>	<b>2,895,518</b>	<b>7,518,139</b>	<b>5,785,426</b>	<b>5,696,503</b>

<b>Margaret C. Kelsey</b>							
<b>Compensation:</b>							
Cash Severance	—	—	—	200,010	200,010	—	—
Additional Pension Credited Service	—	—	—	—	—	—	—
<b>Long-Term Incentive Compensation:</b>							
Performance Units	—	658,717	—	—	1,306,130	1,306,130	1,306,130
Restricted Stock	—	—	—	—	296,840	296,840	296,840
Options	—	823,103	—	—	823,103	823,103	823,103
<b>Benefits &amp; Perquisites:</b>							
Retirement Plans	—	—	—	—	—	—	—
Health and Welfare Benefits	—	—	—	9,772	9,772	—	—
Excise Tax Gross-Up	—	—	—	—	—	—	—
Financial Planning	—	—	—	—	—	—	—
Outplacement	—	—	—	—	—	—	—
Death Benefit	—	—	—	—	—	—	1,715,000
<b>Total</b>	<b>—</b>	<b>1,481,820</b>	<b>—</b>	<b>209,782</b>	<b>2,635,855</b>	<b>2,426,073</b>	<b>4,141,073</b>



## PAY RATIO DISCLOSURE

The primary objective of our executive compensation program is to provide a competitive, performance-based plan that enables the Company to attract and retain key individuals and to reward them for achieving both the Company's short-term and long-term goals without creating an incentive for our NEOs to take excessive risks. In line with this objective, the Company's general pay practice for all management employees is to target the median pay for each individual's position at comparably sized companies.

For 2021, the annual total compensation of Mr. Fletcher, our principal executive officer serving in that position on December 31, 2021, of \$18,481,871, as shown in the Summary Compensation Table above ("CEO Compensation"), was approximately 151 times the annual total compensation of the median employee of \$122,530.

Excluding the change in pension value, Mr. Fletcher's annual total compensation was approximately 64 times the annual total compensation of the median employee. Given the large change in pension value for Mr. Fletcher in 2021, the Company believes excluding the amount for the change in pension value is helpful additional information for comparative purposes. The change in pension value as show in the Summary Compensation Table is not due to any changes or modifications to the existing program or formula. The change in pension value is subject to many external variables, such as interest rates, that are not related to Company performance.

We identified the median employee as of December 31, 2020, using total wages and earnings paid during the rolling 12-month period ended December 31, 2020, as reflected in our internal payroll records (including, without limitation, base salary, wages plus overtime, and annual cash incentive payments, as applicable), for all individuals who were employed by us or any of our consolidated subsidiaries on December 31, 2020 (whether employed on a full-time, part-time, seasonal or temporary basis and including union and non-union employees). After identifying the median employee, we calculated annual total compensation for such employee using the same methodology we use for our CEO Compensation, which includes annual salary, bonus, change in pension value and 401(k) matching by the Company. We decided to use December 31, the last day of our fiscal year, for administrative convenience to align with other fiscal year-end calculations.

To provide further context to our pay practices, due to the complexity of the work associated with operating public utilities, our workforce tends to be more highly skilled than workforces at companies in other industries. Additionally, our employees often work for the Company for long periods of time; our average employee tenure is 15 years.

## RISK ANALYSIS OF COMPENSATION POLICIES AND PRACTICES

As part of its process to determine the 2021 compensation of WEC Energy Group's NEOs, the Compensation Committee analyzed whether WEC Energy Group's compensation program taken as a whole creates risks that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee concluded it does not. This analysis applies generally to the compensation program for WEC Energy Group's employees since all management employees (both officers and non-officers) above a certain level are provided with substantially the same mix of compensation as the NEOs. The compensation package provided to employees below this level is not applicable to this analysis as such compensation package does not provide sufficient incentive to take risks that could materially affect the Company.

There is no objective way to measure risk resulting from a corporation's compensation program; therefore, this analysis is subjective in nature. We believe that the only elements of WEC Energy Group's compensation program that could incentivize risk-taking by our employees, and therefore have a reasonable likelihood of materially adversely affecting the Company, are the annual cash incentive compensation and the long-term incentive compensation, the payout of which is dependent upon the achievement of certain performance levels by the Company. Based upon the value of each of these elements to the overall compensation mix and the relative value each has to the other, we believe the Company's compensation program is appropriately balanced. We believe that the mix of short- and long-term awards minimizes risks that may be taken, as any risks taken for short-term gains could ultimately jeopardize the Company's ability to meet the long-term performance objectives. Given the current balance of compensation elements, we do not believe WEC Energy Group's compensation program incentivizes unreasonable risk-taking by management.

The Compensation Committee's stock ownership guidelines require officers who participate in the long-term incentive compensation program to hold an amount of Company common stock and other equity-related Company securities that varies depending upon such officers' level. The guidelines require the Company's executive officers to hold common stock and other equity-related securities of the Company having a minimum fair market value ranging from 250% to 600% of base salary. The Compensation Committee believes these stock ownership guidelines further discourage unreasonable risk taking by Company officers.

As part of this analysis, we also considered the nature of WEC Energy Group's business as a public utility holding company and the fact that substantially all of the Company's earnings and other financial results are generated by, or relate to, regulated public utilities. The highly regulated nature of WEC Energy Group's business, including limits on the amount of profit the Company's public utility subsidiaries (and therefore, WEC Energy Group) may earn, significantly reduces any incentive to engage in conduct that would be reasonably likely to have a material adverse effect on the Company.

# WEC Energy Group Common Stock Ownership

**Beneficial Ownership.** The following table lists the beneficial ownership of WEC Energy Group common stock of each director, director nominee, NEO, and of all of the directors and executive officers as a group as of January 31, 2022. In general, “beneficial ownership” includes those shares as to which the indicated persons have voting power or investment power and stock options that are exercisable currently or within 60 days of January 31, 2022. Included are shares owned by each individual’s spouse, minor children, or any other relative sharing the same residence, as well as shares held in a fiduciary capacity or held in WEC Energy Group’s Stock Plus Investment Plan and WEC Energy Group’s 401(k) plans. None of these persons beneficially owns more than 1% of the outstanding common stock.

Name	Shares Beneficially Owned <sup>(1)</sup>		
	Shares Owned <sup>(2) (3) (4)</sup>	Option Shares Exercisable Within 60 Days	Total
Curt S. Culver	1,738	—	1,738
Danny L. Cunningham	6,084	—	6,084
William M. Farrow III	5,712	—	5,712
J. Kevin Fletcher	23,450	78,225	101,675
Cristina A. Garcia-Thomas	3,671	—	3,671
Maria C. Green	1,648	—	1,648
Margaret C. Kelsey	10,528	38,527	49,055
Gale E. Klappa	240,980	245,214	486,194
Thomas K. Lane	10,948	—	10,948
Scott J. Lauber	30,426	91,395	121,821
Xia Liu	13,104	—	13,104
Ulice Payne, Jr.	23,040	—	23,040
Mary Ellen Stanek	4,163	—	4,163
Glen E. Tellock	1,562	—	1,562
All directors and executive officers as a group (23 persons) <sup>(5)</sup>	428,808 <sup>(6)</sup>	638,727	1,067,535 <sup>(7)</sup>

<sup>(1)</sup> Information on beneficially owned shares is based on data furnished by the specified persons and is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, as required for purposes of this proxy statement. It is not necessarily to be construed as an admission of beneficial ownership for other purposes.

<sup>(2)</sup> Certain directors, NEOs, and other executive officers also hold share units in the WEC Energy Group phantom common stock account under WEC Energy Group’s deferred compensation plans as indicated: Director Culver (118,363), Director Cunningham (7,918), Director Farrow (3,204), Director Garcia-Thomas (284), Director Green (3,204), Ms. Kelsey (7,232), Director Lane (3,159), Director Lauber (1,332), Ms. Liu (3,537), Director Payne (2,302), Director Stanek (36,150) all directors and executive officers as a group (204,547). Share units are intended to reflect the performance of WEC Energy Group common stock and are payable in cash. While these units do not represent a right to acquire WEC Energy Group common stock, have no voting rights, and are not included in the number of shares reflected in the “Shares Owned” column in the table above, the Company listed them in this footnote because they represent an additional economic interest of the directors, NEOs, and other executive officers that is tied to the performance of WEC Energy Group common stock.

<sup>(3)</sup> Each individual has sole voting and investment power as to all shares listed for such individual, except the following individuals have shared voting and/or investment power (included in the table above) as indicated: Director Culver (176), Director Klappa (216,547), and Director Stanek (2,601), and all directors and executive officers as a group (219,324). In addition, Director Lane disclaims beneficial ownership of (i) 7,715 shares held by a limited liability company, which is owned by two trusts for the benefit of Director Lane’s immediate family members and (ii) 15 shares held by three family trusts for the benefit of Director Lane’s immediate family members.

<sup>(4)</sup> The directors and executive officers hold shares of restricted stock (included in the table above) over which the holders have sole voting but no investment power: Director Culver (1,562), Director Cunningham (1,562), Director Farrow (1,562), Mr. Fletcher (9,707), Director Garcia-Thomas (1,562), Director Green (1,562), Ms. Kelsey (3,015), Chairman Klappa (20,559), Director Lane (1,562), Mr. Lauber (8,741), Ms. Liu (9,155), Director Payne (1,562), Director Stanek (1,562), and Director Tellock (1,562), and all directors and executive officers as a group (75,773).

<sup>(5)</sup> Includes director, director nominees and current executive officers.

<sup>(6)</sup> None of the shares beneficially owned by the directors, NEOs, or all directors and executive officers as a group are pledged as security.

<sup>(7)</sup> Represents approximately 0.34% of total WEC Energy Group common stock outstanding on January 31, 2022.

**Owners of More than 5%.** The following table shows stockholders who reported beneficial ownership of more than 5% of WEC Energy Group common stock, based on the information they have reported. This information is based upon Schedule 13G filed with the SEC and reflects stock holdings as of December 31, 2021. These holdings have not been otherwise adjusted for stock activity that may have occurred since December 31, 2021, if any.

Name and Address <sup>(1)</sup>	Voting Authority		Dispositive Authority		Total Shares Beneficially Owned	Percent of WEC Common Stock
	Sole	Shared	Sole	Shared		
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	—	619,927	37,536,128	1,395,123	38,931,251	12.34%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	25,105,154	—	33,040,366	—	33,040,366	10.50%
State Street Corporation 1 Lincoln Street Boston, MA 02111	—	14,626,675	—	17,233,536	17,239,190	5.47%

<sup>(1)</sup> Filed on behalf of itself and certain of its subsidiaries.

## Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's executive officers, directors, and persons owning more than 10% of WEC Energy Group's common stock to file reports of ownership and changes in ownership of equity and derivative securities of WEC Energy Group with the SEC and the NYSE. Specific due dates for those reports have been established by the SEC and, unless previously disclosed, the Company is required to disclose in this proxy statement any failure to file by those dates during the 2021 fiscal year. To the Company's knowledge, based on a review of filings with the SEC and the representations of the persons required to file these reports, the only late report filed for fiscal year 2021 that needs to be reported in this proxy statement is a Form 4 relating to five open market purchases of common stock by Thomas Lane, which were inadvertently reported late in April 2021.

# Annual Meeting Attendance and Voting Information

## BUSINESS OF THE 2022 ANNUAL MEETING OF STOCKHOLDERS

**Proposal 1: Election of Eleven Directors for Terms Expiring in 2023.** The Board recommends a vote **FOR** each of the nominees. The eleven individuals will be elected as directors if the number of votes cast favoring such nominee's election exceeds the number of votes cast opposing that nominee's election. Presuming a quorum is present, shares not voted, whether by broker non-vote, abstention, or otherwise, have no effect on the outcome of this matter.

**Proposal 2: Ratification of Deloitte & Touche LLP as Independent Auditors for 2022.** The Board recommends a vote **FOR** this proposal. Ratification of the independent auditors requires the affirmative vote of a majority of the votes cast. Presuming a quorum is present, shares not voted, whether by abstention or otherwise, have no effect on the outcome of this matter.

**Proposal 3: Advisory Vote to Approve Compensation of the Named Executive Officers, Commonly Referred to as a "Say-on-Pay" Vote.** The Board recommends a vote **FOR** this proposal. Approval, on a non-binding, advisory basis, of the compensation of the NEOs requires the affirmative vote of a majority of the votes cast. Presuming a quorum is present, shares not voted, whether by broker non-vote, abstention, or otherwise, have no effect on the outcome of this matter. Because your vote is advisory, it will not be binding on the Board or the Company. However, the Compensation Committee will review the voting results and take them into consideration.

The Company is not aware of any other matters that will be voted on. If a matter does properly come before the 2022 Annual Meeting of Stockholders (the "Meeting"), the persons named as the proxies in the form of proxy will vote the proxy at their discretion.

## VOTING INFORMATION

### Who can vote?

Stockholders of record as of the close of business on February 24, 2022 (the "Record Date") can vote. Each outstanding share of WEC Energy Group common stock is entitled to one vote upon each matter presented.

A list of stockholders entitled to vote at the Meeting will be available for inspection by stockholders at 231 W. Michigan Street, Milwaukee, Wisconsin 53203, prior to the Meeting. Please call us at 800-881-5882 to arrange to inspect the list. The list will also be available on the virtual meeting website during the Meeting for individuals logged into the Meeting as stockholders.

### What is the difference between being a registered stockholder and a beneficial owner?

**Registered Stockholder:** If on the Record Date, your shares were registered directly in your name with our transfer agent, Computershare, then you are considered the stockholder of record with respect to those shares. There are several ways for you to vote your shares or submit your proxy, as detailed below under "How do I vote?"

**Beneficial Owner:** If on the Record Date, your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares, and those shares are considered to be held in "street name." Your brokerage, bank or other nominee is considered the stockholder of record with respect to those shares. As a beneficial owner, you have the right to direct your broker or bank on how to vote the shares held in your account as explained below under "How do I vote?" Your broker, bank or other nominee is permitted to vote your shares in the ratification of the independent auditors even if it does not receive voting instructions from you. However, for matters considered non-routine, which includes proposals 1 and 3, your broker, bank or other nominee will not be permitted to vote your shares unless you submit your voting instruction form to your broker, bank or other nominee. Alternatively, you may vote during the Meeting only if you registered in advance with Computershare to attend the Meeting, as described below under the heading "How do I register in advance to participate in the Meeting?"

### How do I vote?

**Registered Stockholder:** If you are a registered stockholder, there are several ways for you to vote your shares or submit your proxy:

**By Internet before the Meeting.** The Company encourages you to vote this way. Please visit [www.envisionreports.com/WEC](http://www.envisionreports.com/WEC) and follow the instructions on the secure site.

**By Internet during the Meeting.** You may vote your shares online during the Meeting by following the instructions provided on the virtual meeting website: [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4). Even if you plan to attend the virtual Meeting, we recommend that you also vote by Internet, phone or mail before the Meeting.

**By telephone.** In the U.S. or Canada you can vote your shares toll-free by calling 1-800-652-8683.

**By mail.** You can vote by completing, signing and dating each proxy card received and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy card.

**Beneficial Owner:** Follow the voting instructions you receive from your broker, bank or other nominee. If you would like to be able to vote during the Meeting, you must register with Computershare in advance. See the heading titled "How do I register in advance to participate in the Meeting?" for more information.

**Special Instructions for Shares Held in the Company's Stock Plus Plan and ESOP Fund.** If you are a participant in WEC Energy Group's Stock Plus Investment Plan (Stock Plus) or own shares through investments in the WEC Energy Group Common Stock ESOP Fund in any of WEC Energy Group's 401(k) plans, your proxy will serve as voting instructions for your shares held in those plans. The administrator for Stock Plus and the trustee for WEC Energy Group's 401(k) plans will vote your shares as you direct. If a proxy is not returned for shares held in Stock Plus, the administrator will not vote those shares. If a proxy is not returned for shares held in WEC

Energy Group's 401(k) plans, the trustee will vote those shares in the same proportion that all shares in the WEC Energy Group Common Stock ESOP Fund in each respective 401(k) plan, for which voting instructions have been received, are voted.

### Can I change my vote?

**Registered Stockholder:** You may change your vote or revoke your proxy by any of the following methods:

- Entering a new vote by Internet or phone before the polls close;
- Returning a later-dated proxy card that is received prior to the Meeting;
- Entering a new vote online during the Meeting before the polls close; or
- Notifying WEC Energy Group's Corporate Secretary by written revocation letter that is received prior to the Meeting. Any revocation should be filed with the Corporate Secretary, Margaret C. Kelsey, at WEC Energy Group's principal business office, 231 W. Michigan Street, P.O. Box 1331, Milwaukee, Wisconsin 53201.

**Beneficial Owner:** You may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions during the Meeting if you registered in advance with Computershare to participate in the Meeting. See the heading titled "How do I register in advance to participate in the Meeting?" for more information.

### What does it mean if I get more than one Notice Regarding the Availability of Proxy Materials (the "Notice"), proxy card, or voting instruction form?

It means your shares are held in more than one stock account. For each Notice you receive, please enter your vote on the Internet for each control number you have been assigned. If you receive paper copies of proxy materials, please provide voting instructions for all proxy cards and voting instruction forms you receive.

### What constitutes a quorum?

As of the Record Date, there were 315,434,531 shares of WEC Energy Group common stock outstanding. In order to conduct the Meeting, a majority of the outstanding shares entitled to vote must be represented virtually or by proxy. This is known as a "quorum." Abstentions and broker non-votes are counted as "present" for the purpose of determining the presence of a quorum. Shares voted by a broker, bank, or other nominee who has discretionary voting power and exercises such discretion to vote your shares on a proposal where you did not provide voting instructions are known as "broker non-votes."

### Who conducts the proxy solicitation?

The Board is soliciting these proxies. WEC Energy Group will bear the cost of the solicitation of proxies. The Company contemplates that proxies will be solicited principally through the use of the mail, but employees of WEC Energy Group or our subsidiaries may solicit proxies by telephone, personally, or by other communications, without compensation apart from their normal salaries. WEC Energy Group has retained Morrow Sodali LLC to assist in the solicitation of proxies for a fee of \$23,000 plus reimbursement of expenses. WEC Energy Group will also reimburse brokers, banks, and other nominees for forwarding proxy materials to beneficial stockholders.

### Who will count the votes?

A representative of Computershare will tabulate the votes and act as the inspector of election.

### Where can I find the voting results from the Meeting?

The Meeting voting results will be published in a Form 8-K that will be filed within four business days of the Meeting. SEC filings are available under the "Investors" section on the Company's website at [wecenergygroup.com](http://wecenergygroup.com).

## ACCESS TO PROXY MATERIALS

### Why did I receive a separate Notice instead of printed proxy materials?

Pursuant to rules adopted by the SEC, we are providing access to our proxy materials over the Internet. Accordingly, we began mailing a separate Notice to stockholders on or about March 24, 2022, instead of a full set of our printed proxy materials. The Notice is not a proxy card and cannot be used to vote your shares. However, the Notice includes instructions on how to access our proxy materials online and vote your shares.

If you are a registered stockholder, you may request a printed set of proxy materials by (1) logging on to [www.envisionreports.com/WEC](http://www.envisionreports.com/WEC) and following the applicable instructions, (2) calling 866-641-4276, or (3) sending an email requesting a paper copy of current meeting materials to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials WEC Energy Group" in the subject line and include your full name and address plus the number located in the shaded bar on the Notice.

If you are a beneficial owner, please refer to the instructions provided by your broker, bank or other nominee on how to access our proxy materials and vote.

### What practices may stockholders follow that are friendly to the environment and help reduce printing and postage costs?

Stockholders may wish to participate in the following:

- **View the following documents online at [www.envisionreports.com/WEC](http://www.envisionreports.com/WEC)**
  - Notice of Annual Meeting
  - Proxy Statement
  - 2021 Annual Report
  - Form of Proxy

- **Vote your proxy by telephone or Internet. Page P-5**
- **Choose to receive future proxy materials and annual reports electronically instead of receiving paper copies.** If you are a registered stockholder and received a paper copy of our proxy materials or a paper notice this year, you may elect to receive access to future copies of these documents and other stockholder communications (e.g., investment plan statements, tax documents, and more) electronically by (1) following the instructions when voting by Internet or by telephone, or (2) registering for our eDelivery paperless communication program. If you are a beneficial owner, please refer to the instructions provided by your broker, bank or other nominee on how to elect to receive access to our future proxy materials and annual reports online.
- **Choose our eDelivery paperless communication program for all your stockholder needs.** Electronic distribution gives stockholders faster delivery of account documents and saves the Company and our stockholders the cost of printing and mailing these materials. eDelivery also provides you with fast and secure 24/7 online access to proxy materials, investment plan statements, tax documents, and more. You may access your registered stockholder account and sign up for eDelivery at [www.computershare.com/investor](http://www.computershare.com/investor).
- **Sign up for Householding.** “Householding” is a delivery method that allows for only one paper copy of the Annual Report and Proxy Statement to be delivered to stockholders who reside at the same address.

If you are a registered stockholder and received multiple paper copies of the Annual Report and Proxy Statement, you may wish to contact the Company’s transfer agent, Computershare, at 800-558-9663, to request householding, or you may provide written instructions to WEC Energy Group, c/o Computershare, P.O. Box 505000, Louisville, KY 40233-5000. If you wish to receive separate copies of the Annual Report and Proxy Statement now or in the future, or to discontinue householding entirely, you may contact Computershare using the contact information provided above. Upon request, the Company will promptly send a separate copy of the document. Whether or not a stockholder is householding, each stockholder will continue to receive a proxy card. If your shares are held through a bank, broker, or other holder of record, you may request householding by contacting the holder of record.

## ANNUAL MEETING ATTENDANCE

### What is the date, time and place of the Meeting?

The Meeting will be held at 1:30 p.m. Central time on Thursday, May 5, 2022. The Meeting will be a virtual-only meeting via live webcast at [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4). No physical meeting will be held. We will offer stockholder rights and participation opportunities during the Meeting that are similar to our past in-person annual meetings. As discussed below, stockholders who are registered for the Meeting may attend the Meeting, vote, submit questions and examine the stockholders list.

### How can I participate in the Meeting?

The Meeting will take place online at [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4). In order to be admitted to participate in the Meeting, including to vote, submit a question, or examine the stockholders list, you must be registered for the Meeting. Registered stockholders (as described under the heading “What is the difference between being a registered stockholder and a beneficial owner?” above) will be automatically registered to participate in the Meeting. You will need to enter the 15-digit control number located in the shaded bar on the Notice, proxy card or email notification that you received in order to enter the Meeting. If you are a beneficial owner and registered in advance to participate in the Meeting, you will need to enter the control number that you received from Computershare in order to be admitted to participate in the Meeting. If you have questions about your control number, please contact Computershare at 800-558-9663.

If you have misplaced your control number on the Meeting date, are a beneficial owner who did not register in advance, or are not a stockholder, you may access the Meeting by going to [www.meetnow.global/MLVFHH4](http://www.meetnow.global/MLVFHH4) and entering as a guest, but you will not be able to vote, ask questions, or inspect the stockholders list.

We encourage you to log in 15 minutes early to ensure ample time for the check in. Access to the online meeting will begin at 1:15 p.m. Central time. A replay of the Meeting will be made available under the “Investors” section on WEC Energy Group’s website at [www.wecenergygroup.com/invest/annualmtg.htm](http://www.wecenergygroup.com/invest/annualmtg.htm) following the Meeting and will remain available until WEC Energy Group’s 2023 Annual Meeting of Stockholders. Recording of the Meeting by camera, sound, or video recording devices is strictly prohibited.

### How do I register in advance to participate in the Meeting?

If you are a registered stockholder, you do not need to register in advance to participate in the Meeting. However, please have your control number available on the Meeting date, which can be found on the Notice, proxy card or email notification that you received.

If you are a beneficial owner you must register and obtain a control number in advance to participate in the Meeting, including to vote, submit a question, or examine the stockholders list. First, follow the instructions provided to you by your broker, bank or other nominee for obtaining a legal proxy, or contact them to request a legal proxy form. Once you have received a legal proxy from that entity, you must submit proof of the legal proxy to Computershare. The request must be labeled as “Legal Proxy” and be received by Computershare no later than 5:00 p.m. Eastern time on May 2, 2022 at the email address or physical address below. Upon receipt of your registration materials, Computershare will provide you with a confirmation of your registration and a control number.

- By email: send an email with your legal proxy to [legalproxy@computershare.com](mailto:legalproxy@computershare.com), labeled as “Legal Proxy.”
- By mail: send your legal proxy to Computershare at the following address:

Computershare  
WEC Energy Group Legal Proxy  
P.O. Box 43001  
Providence, RI 02940-3001

### **What if I have trouble accessing the Meeting?**

The virtual meeting website is fully supported across most browsers (MS Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most up-to-date version of applicable software and plugins. Participants should ensure that they have a strong WiFi connection wherever they intend to participate in the Meeting. We encourage you to access the Meeting prior to the start time. A link on the main virtual meeting website will provide further assistance should you need it or you may call 888-724-2416.

### **Can I ask questions during the Meeting?**

If you are registered to participate in the Meeting and enter a control number, you will be able to submit questions live during the Meeting on the virtual meeting site. We look forward to answering your questions during the Meeting. In the unlikely event there are any questions that cannot be addressed due to time constraints, we will post answers to such questions on our company website, where you will also be able to access a complete audio replay of the Meeting. All questions must comply with the rules of conduct, which will be posted on the virtual meeting website. If we receive substantially similar questions, we may group such questions together and provide a single response to avoid repetition and allow more time for other questions. Questions that are repetitious, not relevant to the business of the Company, or otherwise out of order or not suitable for Meeting conduct will not be addressed. If you have a matter of individual concern, please feel free to call Stockholder Services at 800-881-5882.

### **Who do I contact if I have questions about the Meeting?**

If you need more information about the Meeting, call us at 800-881-5882, or write to Stockholder Services, 231 W. Michigan Street, P.O. Box 1331, Milwaukee, Wisconsin 53201.

## **STOCKHOLDER NOMINEES AND PROPOSALS**

Stockholders wishing to propose director candidates for consideration and recommendation by the Corporate Governance Committee for election at the 2023 Annual Meeting of Stockholders must submit the candidates' names and qualifications to the Corporate Governance Committee no later than November 1, 2022 via the Corporate Secretary, Margaret C. Kelsey. Stockholders may also propose director candidates for consideration and recommendation by the Board by following the guidelines outlined in the Company's bylaws and summarized below.

Stockholders who intend to have a proposal considered for inclusion in the Company's proxy materials for presentation at the 2023 Annual Meeting of Stockholders must submit the proposal to the Company no later than November 24, 2022.

Under our proxy access bylaw, if a stockholder (or a group of up to 20 stockholders) who has owned at least 3% of our shares of common stock for at least three years and has complied with the other requirements set forth in the Company's bylaws wants us to include director nominees (up to the greater of two nominees or 20% of the Board) in our proxy statement for the 2023 Annual Meeting of Stockholders, the nominations must be received by our Corporate Secretary and must arrive at the Company in a timely manner, between 120 and 150 days prior to the anniversary of the date our proxy statement was first sent to stockholders in connection with our last annual meeting, which would be no earlier than October 25, 2022 and no later than November 24, 2022.

Stockholders who intend to present a proposal or director nominee at the 2023 Annual Meeting of Stockholders without inclusion of such proposal or nominee in the Company's proxy materials, are required to provide notice of such proposal or nomination, containing the information required by the Company's bylaws, to the Company at least 70 days and not more than 100 days prior to the scheduled date of the 2023 Annual Meeting of Stockholders. The 2023 Annual Meeting of Stockholders is tentatively scheduled for Thursday, May 4, 2023.

In addition to satisfying the foregoing requirements under the Company's bylaws, to comply with the universal proxy rules (once effective), stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 6, 2023.

Correspondence regarding the above should be directed to the Corporate Secretary, Margaret C. Kelsey, at the Company's principal business office, 231 W. Michigan Street, P.O. Box 1331, Milwaukee, Wisconsin 53201.

## **Availability of Form 10-K**

**A copy (without exhibits) of WEC Energy Group's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 as filed with the SEC, is available without charge to any stockholder of record or beneficial owner of WEC Energy Group common stock by writing to the Corporate Secretary, Margaret C. Kelsey, at the Company's principal business office, 231 W. Michigan Street, P.O. Box 1331, Milwaukee, Wisconsin 53201. The WEC Energy Group consolidated financial statements and certain other information found in the Form 10-K are provided in our 2021 Annual Financial Statements and Review of Operations. The Form 10-K, along with this proxy statement and all of WEC Energy Group's other filings with the SEC, is also available in the "Investors" section of the Company's Website at [wecenergygroup.com](http://wecenergygroup.com).**

## Appendix A

# Earnings Per Share GAAP Reconciliation

<u>Diluted Earnings Per Share</u>	<u>2017</u>
WEC Energy Group GAAP EPS	\$ 3.79
Tax benefit related to Tax Cuts and Jobs Act of 2017	(0.65)
Acquisition costs	—
WEC Energy Group adjusted EPS	<u>\$ 3.14</u>

We have provided adjusted earnings per share (non-GAAP earnings per share) as a complement to, and not as an alternative to, reported earnings per share presented in accordance with GAAP. For 2017, adjusted earnings per share exclude a one-time reduction in income tax expense related to a revaluation of our deferred taxes as a result of the Tax Cuts and Jobs Act of 2017. This item is not indicative of the Company's operating performance. Therefore, we believe that the presentation of adjusted earnings per share is relevant and useful to investors to understand WEC Energy Group's operating performance. Management uses such measures internally to evaluate the Company's performance and manage its operations.



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# Stockholder Information

## Account information

Visit [www.computershare.com/investor](http://www.computershare.com/investor).

WEC Energy Group's transfer agent, Computershare, provides our registered stockholders with secure account access. Stockholders can view share balances, market value, tax documents and account statements; review answers to frequently asked questions; perform many transactions; and sign up for eDelivery, the paperless communication program. eDelivery also provides electronic delivery of annual meeting materials.

- Write to:  
WEC Energy Group  
c/o Computershare  
P.O. Box 505000  
Louisville, KY 40233-5000
- If sending overnight correspondence, mail to:  
WEC Energy Group  
c/o Computershare  
462 S. Fourth St. - Suite 1600  
Louisville, KY 40202
- Call Computershare at **800-558-9663**. Service representatives are available from 7 a.m. to 7 p.m. Central time on business days. An automated voice-response system also provides information 24 hours a day, seven days a week.

Securities analysts and institutional investors may contact our Investor Relations Line at **414-221-2592**. Stockholders who hold WEC Energy Group stock in brokerage accounts should contact their brokerage firm for account information.

## Stock purchase plan

WEC Energy Group's Stock Plus Investment Plan provides a convenient way to purchase our common stock and reinvest dividends. To review the prospectus and enroll, go to [wecenergygroup.com](http://wecenergygroup.com) and select the Investors tab. You also may contact Computershare at **800-558-9663** to request an enrollment package. This is not an offer to sell, or a solicitation of an offer to buy, any securities. Any stock offering will be made only by prospectus.

## Dividends

Dividends, as declared by the board of directors, typically are payable on the first day of March, June, September and December. Stockholders may have their dividends deposited directly into their bank accounts. Contact Computershare to request an authorization form.

## Internet access helps reduce costs

You may access [wecenergygroup.com](http://wecenergygroup.com) for the latest information about the company. The site provides access to financial, corporate governance and other information, including Securities and Exchange Commission reports.

## Annual certifications

WEC Energy Group has filed the required certifications of its chief executive officer and chief financial officer under the Sarbanes-Oxley Act regarding the quality of its public disclosures. These exhibits can be found in the company's Form 10-K for the year ended Dec. 31, 2021. The certification of WEC Energy Group's chief executive officer regarding compliance with the New York Stock Exchange (NYSE) corporate governance listing standards will be filed with the NYSE following the 2022 Annual Meeting of Stockholders. Last year, we filed this certification on June 1, 2021.



## Corporate Responsibility

At WEC Energy Group, we work to align our policies and practices with the needs of our key stakeholders, including our electric and natural gas customers, communities, employees and investors. We understand that our business must support the environment and the economy of the areas we serve.

Learn more at [www.wecenergygroup.com/csr](http://www.wecenergygroup.com/csr)



231 W. Michigan St.  
P.O. Box 1331  
Milwaukee, WI 53201

414-221-2345  
wecenergygroup.com



# **MINNESOTA ENERGY RESOURCES CORPORATION**

## **FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2021**

**MINNESOTA ENERGY RESOURCES CORPORATION**  
**FINANCIAL STATEMENTS**  
**For the Year Ended December 31, 2021**  
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## GLOSSARY OF TERMS AND ABBREVIATIONS

The abbreviations and terms set forth below are used throughout this report and have the meanings assigned to them below:

### Subsidiaries and Affiliates

IntegrYS	IntegrYS Holding, Inc.
WBS	WEC Business Services LLC
WEC Energy Group	WEC Energy Group, Inc.

### Federal and State Regulatory Agencies

EPA	United States Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
MPUC	Minnesota Public Utilities Commission

### Accounting Terms

ASU	Accounting Standards Update
FASB	Financial Accounting Standards Board
GAAP	Generally Accepted Accounting Principles
OPEB	Other Postretirement Employee Benefits

### Environmental Terms

CO <sub>2</sub>	Carbon Dioxide
GHG	Greenhouse Gas
WOTUS	Waters of the United States

### Measurements

Dth	Dekatherm
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### Other Terms and Abbreviations

AIA	Affiliated Interest Agreement
COVID-19	Coronavirus Disease – 2019
GUIC	Gas Utility Infrastructure Costs
NGEP	Natural Gas Extension Project
Omnibus Stock Incentive Plan	WEC Energy Group Omnibus Stock Incentive Plan, Amended and Restated, Effective as of May 6, 2021
Supreme Court	United States Supreme Court
Tax Legislation	Tax Cuts and Jobs Act of 2017



## FINANCIAL STATEMENTS AND NOTES

### A. INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholder of Minnesota Energy Resources Corporation:

#### Opinion

We have audited the financial statements of Minnesota Energy Resources Corporation (the "Company"), which comprise the balance sheets as of December 31, 2021 and 2020, and the related statements of income, changes in member's equity and cash flows for each of the three years in the period ended December 31, 2021, and the related notes to the financial statements (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in accordance with accounting principles generally accepted in the United States of America.

#### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the ~~materiality~~ ~~scope~~ ~~and~~ ~~timing~~ ~~of~~ ~~the~~ ~~audit~~, significant audit findings, and certain internal control-related matters that we identified during the audit. ~~Page 5 of 31~~

***/s/ DELOITTE & TOUCHE LLP***

Milwaukee, Wisconsin

March 30, 2022

**MINNESOTA ENERGY RESOURCES CORPORATION**

**B. INCOME STATEMENTS**

<b>Year Ended December 31</b> <i>(in millions)</i>	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Operating revenues</b>	\$ 367.1	\$ 255.9	\$ 281.5
<b>Operating expenses</b>			
Cost of sales	241.5	131.7	152.4
Other operation and maintenance	58.2	54.8	64.1
Depreciation and amortization	20.9	18.0	14.6
Property and revenue taxes	11.4	11.4	11.4
<b>Total operating expenses</b>	<b>332.0</b>	<b>215.9</b>	<b>242.5</b>
<b>Operating income</b>	<b>35.1</b>	<b>40.0</b>	<b>39.0</b>
Other income, net	0.3	0.2	—
Interest expense	6.2	5.5	4.9
<b>Other expense</b>	<b>(5.9)</b>	<b>(5.3)</b>	<b>(4.9)</b>
Income before income taxes	29.2	34.7	34.1
Income tax expense	7.8	9.4	9.2
<b>Net income</b>	<b>\$ 21.4</b>	<b>\$ 25.3</b>	<b>\$ 24.9</b>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

MINNESOTA ENERGY RESOURCES CORPORATION

C. BALANCE SHEETS

At December 31 (in millions, except share amounts)	2021	2020
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 0.8	\$ 0.2
Accounts receivable and unbilled revenues, net of reserves of \$4.1 and \$3.5, respectively	65.6	45.7
Accounts receivable from related parties	1.6	6.4
Materials, supplies, and inventories:		
Natural gas in storage	22.3	9.1
Materials and supplies	0.3	0.2
Prepaid taxes	0.1	9.6
Other	4.9	4.3
<b>Current assets</b>	<b>95.6</b>	<b>75.5</b>
<b>Long-term assets</b>		
Property, plant, and equipment, net of accumulated depreciation and amortization of \$186.2 and \$174.8, respectively	597.1	556.1
Regulatory assets	79.7	26.7
Goodwill	127.7	127.7
Other	19.0	14.5
<b>Long-term assets</b>	<b>823.5</b>	<b>725.0</b>
<b>Total assets</b>	<b>\$ 919.1</b>	<b>\$ 800.5</b>
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Short-term debt to parent	\$ 51.5	\$ 38.2
Accounts payable	40.6	31.7
Accounts payable to related parties	4.6	5.9
Accrued taxes	14.7	13.5
Customer credit balances	11.9	12.0
Amounts refundable to customers	3.0	25.1
Other	15.9	11.0
<b>Current liabilities</b>	<b>142.2</b>	<b>137.4</b>
<b>Long-term liabilities</b>		
Long-term debt	208.8	169.0
Deferred income taxes	134.7	109.3
Regulatory liabilities	96.9	93.8
Other	5.0	5.0
<b>Long-term liabilities</b>	<b>445.4</b>	<b>377.1</b>
Commitments and contingencies (Note 14)		
<b>Common shareholder's equity</b>		
Common stock – without par value, 1,000 shares authorized; 100 shares issued and outstanding	209.0	184.9
Retained earnings	122.5	101.1
<b>Common shareholder's equity</b>	<b>331.5</b>	<b>286.0</b>
<b>Total liabilities and equity</b>	<b>\$ 919.1</b>	<b>\$ 800.5</b>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

MINNESOTA ENERGY RESOURCES CORPORATION

D. STATEMENTS OF CASH FLOWS

Year Ended December 31 (in millions)	2021	2020	2019
<b>Operating activities</b>			
Net income	\$ 21.4	\$ 25.3	\$ 24.9
Reconciliation to cash provided by operating activities			
Depreciation and amortization	20.9	18.0	14.6
Deferred income taxes, net	24.3	18.8	12.6
Change in –			
Accounts receivable and unbilled revenues, net	(15.1)	(1.9)	0.4
Materials, supplies, and inventories	(13.3)	(0.9)	4.8
Prepaid taxes	9.5	(7.7)	(1.7)
Other current assets	(0.1)	(0.1)	13.3
Accounts payable	8.9	(6.3)	(5.1)
Amounts refundable to customers	(22.1)	4.0	16.6
Other current liabilities	6.5	4.7	3.6
Deferral of extraordinary natural gas costs	(65.0)	—	—
Recovery of extraordinary natural gas costs	5.3	—	—
Other, net	3.3	(4.1)	1.6
<b>Net cash provided by (used in) operating activities</b>	<b>(15.5)</b>	<b>49.8</b>	<b>85.6</b>
<b>Investing activities</b>			
Capital expenditures	(59.2)	(71.6)	(81.4)
Other, net	(1.7)	—	—
<b>Net cash used in investing activities</b>	<b>(60.9)</b>	<b>(71.6)</b>	<b>(81.4)</b>
<b>Financing activities</b>			
Short-term debt to parent, net	13.3	12.8	(18.6)
Issuance of long-term debt	40.0	50.0	—
Equity contribution from parent	24.0	23.0	28.5
Payment of dividends to parent	—	(64.0)	(15.0)
Other, net	(0.3)	(0.4)	—
<b>Net cash provided by (used in) financing activities</b>	<b>77.0</b>	<b>21.4</b>	<b>(5.1)</b>
<b>Net change in cash and cash equivalents</b>	<b>0.6</b>	<b>(0.4)</b>	<b>(0.9)</b>
Cash and cash equivalents at beginning of year	0.2	0.6	1.5
<b>Cash and cash equivalents at end of year</b>	<b>\$ 0.8</b>	<b>\$ 0.2</b>	<b>\$ 0.6</b>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

**MINNESOTA ENERGY RESOURCES CORPORATION**

**E. STATEMENTS OF EQUITY**

<i>(in millions)</i>	Common Stock	Retained Earnings	Total Common Shareholder's Equity
<b>Balance at December 31, 2018</b>	\$ 133.4	\$ 129.9	\$ 263.3
Net income	—	24.9	24.9
Equity contribution from parent	28.5	—	28.5
Payment of dividends to parent	—	(15.0)	(15.0)
<b>Balance at December 31, 2019</b>	\$ 161.9	\$ 139.8	\$ 301.7
Net income	—	25.3	25.3
Equity contribution from parent	23.0	—	23.0
Payment of dividends to parent	—	(64.0)	(64.0)
<b>Balance at December 31, 2020</b>	\$ 184.9	\$ 101.1	\$ 286.0
Net income	—	<b>21.4</b>	<b>21.4</b>
Equity contribution from parent	<b>24.0</b>	—	<b>24.0</b>
Stock-based compensation and other	<b>0.1</b>	—	<b>0.1</b>
<b>Balance at December 31, 2021</b>	\$ <b>209.0</b>	\$ <b>122.5</b>	\$ <b>331.5</b>

The accompanying Notes to Financial Statements are an integral part of these financial statements.

MINNESOTA ENERGY RESOURCES CORPORATION

F. NOTES TO FINANCIAL STATEMENTS  
December 31, 2021

**NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) Nature of Operations**—As used in these notes, the term “financial statements” includes the income statements, balance sheets, statements of cash flows, and statements of equity, unless otherwise noted. In this report, when we refer to “us,” “we,” “our,” or “ours,” we are referring to Minnesota Energy Resources Corporation.

We are primarily a natural gas utility company that distributes, sells, and transports natural gas to customers in Minnesota. We also have non-utility operations related to servicing appliances for customers. We are subject to the jurisdiction of, and regulation by, the MPUC, which has general supervisory and regulatory powers over public utilities in Minnesota. In addition, we are subject to the standards of conduct and affiliate rules of the FERC. We are a wholly owned subsidiary of Integrys, which is wholly owned by WEC Energy Group.

**(b) Basis of Presentation**—We prepare our financial statements in conformity with GAAP. We make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

**(c) Cash and Cash Equivalents**—Cash and cash equivalents include marketable debt securities with an original maturity of three months or less.

**(d) Operating Revenues**—The following discussion includes our significant accounting policies related to operating revenues. For additional required disclosures on disaggregation of operating revenues, see Note 3, Operating Revenues.

***Revenues from Contracts with Customers***

**Natural Gas Utility Operating Revenues**

We recognize natural gas utility operating revenues under requirements contracts with residential, commercial and industrial, and transportation customers served under our tariffs. Tariffs provide our customers with the standard terms and conditions, including rates, related to the services offered. Requirements contracts provide for the delivery of as much natural gas as the customer needs. These requirements contracts represent discrete deliveries of natural gas and constitute a single performance obligation satisfied over time. Our performance obligation is both created and satisfied with the transfer of control of natural gas upon delivery to the customer. For most of our customers, natural gas is delivered and consumed by the customer simultaneously. A performance obligation can be bundled to consist of both the sale and the delivery of the natural gas commodity. Our customers can purchase the commodity from a third party. In this case, the performance obligation only includes the delivery of the natural gas to the customer.

The transaction price of the performance obligations for our natural gas customers is valued using the rates, charges, terms, and conditions of service included in our tariffs, which have been approved by the MPUC. These rates often have a fixed component customer charge and a usage-based variable component charge. We recognize revenue for the fixed component customer charge monthly using a time-based output method. We recognize revenue for the usage-based variable component charge using an output method based on natural gas delivered each month.

Our tariffs include various rate mechanisms that allow us to recover or refund changes in prudently incurred costs from rate case-approved amounts. Our rates include a one-for-one recovery mechanism for natural gas commodity costs. Under normal circumstances, we defer any difference between actual natural gas costs incurred and costs recovered through rates as a current asset or liability. The deferred balance is returned to or recovered from customers at intervals throughout the year. However, as a result of the extreme weather in the Midwest in February 2021, the cost of gas purchased for our natural gas customers was temporarily driven significantly higher than our normal winter weather expectations. See Note 16, Regulatory Environment, for more information on the recovery of these high natural gas costs.

Consistent with the timing of when we recognize revenue, customer billings generally occur on a monthly basis, with payments typically due in full within 30 days.

### **Other Non-Utility Operating Revenues**

Non-utility operating revenues are derived from servicing appliances for our customers. These contracts customarily have a duration of one year or less and consist of a single performance obligation satisfied over time. We use a time-based output method to recognize revenues monthly for the service fee.

### **Other Operating Revenues**

#### **Alternative Revenues**

Alternative revenues are created from programs authorized by the MPUC that allow us to record additional revenues by adjusting rates in the future, usually as a surcharge applied to future billings, in response to past activities or completed events. Alternative revenue programs allow compensation for the effects of weather abnormalities, other external factors, or demand side management initiatives. Alternative revenue programs can also provide incentive awards if we achieve certain objectives and in other limited circumstances. We record alternative revenues when the regulator-specified conditions for recognition have been met. We reverse these alternative revenues as the customer is billed, at which time this revenue is presented as revenues from contracts with customers.

Below is a summary of our alternative revenue programs:

- Our rates include a decoupling mechanism, which allows us to recover or refund the differences between actual and authorized margins for certain customer classes. See Note 16, Regulatory Environment, for more information.
- Our rates include a conservation improvement program rider, which includes a financial incentive for meeting energy savings goals.

**(e) Credit Losses**—The following discussion includes our significant accounting policies related to credit losses. For additional required disclosures on credit losses, see Note 4, Credit Losses.

Effective January 1, 2020, we adopted FASB ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, using the modified retrospective transition method. This ASU amends the impairment model to utilize an expected loss methodology in place of the incurred loss methodology for financial instruments, including trade receivables. The amendment requires entities to consider a broader range of information to estimate expected credit losses, which may result in earlier recognition of loss. The cumulative effect of adopting this standard was not significant to our financial statements.

Our exposure to credit losses is related to our accounts receivable and unbilled revenue balances, which are primarily generated from the sale of natural gas to residential, commercial and industrial, and transportation customers served under our regulated utility tariffs. Accounts receivable and unbilled revenue balances are also generated from non-utility revenues recognized from servicing appliances for customers.

We evaluate the collectability of our accounts receivable and unbilled revenue balances considering a combination of factors. For some of our larger customers and also in circumstances where we become aware of a specific customer's inability to meet its financial obligations to us, we record a specific allowance for credit losses against amounts due in order to reduce the net recognized receivable to the amount we reasonably believe will be collected. For all other customers, we use the accounts receivable aging method to calculate an allowance for credit losses. Using this method, we classify accounts receivable into different aging buckets and calculate a reserve percentage for each aging bucket based upon historical loss rates. The calculated reserve percentages are updated on at least an annual basis, in order to ensure recent macroeconomic, political, and regulatory trends are captured in the calculation, to the extent possible. Risks identified that we do not believe are reflected in the calculated reserve percentages, are assessed on a quarterly basis to determine whether further adjustments are required.



We monitor our ongoing credit exposure through active review of counterparty accounts receivable balances, aging, and due dates. Our activities include timely account reconciliation, dispute resolution and payment confirmation. To the extent possible, we work with customers with past due balances to negotiate payment plans, but will disconnect customers for non-payment as allowed by the MPUC if necessary, and employ collection agencies and legal counsel to pursue recovery of defaulted receivables. For our larger customers, detailed credit review procedures may be performed in advance of any sales being made. We sometimes require letters of credit, parental guarantees, prepayments or other forms of credit assurance from our larger customers to mitigate credit risk. See Note 16, Regulatory Environment, for information on certain regulatory actions that were and/or are being taken for the purpose of ensuring that essential utility services are available to our customers during the COVID-19 pandemic.

**(f) Materials, Supplies, and Inventories**—We record substantially all materials, supplies, and natural gas in storage inventories using the weighted-average cost method of accounting.

**(g) Regulatory Assets and Liabilities**—The economic effects of regulation can result in regulated companies recording costs and revenues that are allowed in the rate-making process in a period different from the period they would have been recognized by a nonregulated company. When this occurs, regulatory assets and regulatory liabilities are recorded on the balance sheet. Regulatory assets represent deferred costs probable of recovery from customers that would have otherwise been charged to expense. Regulatory liabilities represent amounts that are expected to be refunded to customers in future rates or future costs already collected from customers in rates.

The recovery or refund of regulatory assets and liabilities is based on specific periods determined by the MPUC or occurs over the normal operating period of the related assets and liabilities. If a previously recorded regulatory asset is no longer probable of recovery, the regulatory asset is reduced to the amount considered probable of recovery, and the reduction is charged to expense in the current period. See Note 5, Regulatory Assets and Liabilities, for more information.

**(h) Property, Plant, and Equipment**—We record property, plant, and equipment at cost. Cost includes material, labor, overhead, and capitalized interest. Additions to and significant replacements of property are charged to property, plant, and equipment at cost; minor items are charged to other operation and maintenance expense. The cost of depreciable utility property less salvage value is charged to accumulated depreciation when property is retired.

We record straight-line depreciation expense over the estimated useful life of utility property using depreciation rates approved by the MPUC. Annual utility composite depreciation rates were 2.58%, 2.47%, and 2.33% in 2021, 2020, and 2019, respectively.

We capitalize certain costs related to software developed or obtained for internal use and record these costs to amortization expense over the estimated useful life of the related software, which ranges from 5 to 15 years. If software is retired prior to being fully amortized, the difference is recorded as a loss on the income statement.

Third parties reimburse us for all or a portion of expenditures for certain capital projects. Such contributions in aid of construction costs are recorded as a reduction to property, plant, and equipment.

See Note 6, Property, Plant, and Equipment, for more information.

**(i) Asset Impairment**—Goodwill is subject to an annual impairment test. Interim impairment tests are performed when impairment indicators are present. During the third quarter of each year, we perform an annual goodwill impairment test. The carrying amount of our goodwill is considered not recoverable if the carrying amount of our net assets exceeds our fair value. An impairment loss is recorded for the excess of the carrying amount of the goodwill over its implied fair value. See Note 7, Goodwill, for more information.

We periodically assess the recoverability of certain long-lived assets when factors indicate the carrying value of such assets may be impaired or such assets are planned to be sold. Long-lived assets that would be subject to an impairment assessment generally include any assets within regulated operations that may not be fully recovered from our customers as a result of regulatory decisions that will be made in the future. An impairment loss is recognized when the carrying amount of an asset is not recoverable and exceeds the fair value of the asset. The carrying amount of an asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. An impairment loss is measured as the excess of the carrying amount of the asset in comparison to the fair value of the asset.

**(j) Stock-Based Compensation**—Our employees participate in the WEC Energy Group stock-based compensation plan in accordance with the WEC Energy Group shareholder approved Omnibus Stock Incentive Plan, WEC Energy Group provides long-term incentives through its equity interests to its non-employee directors, officers, and other key employees. The plan provides for the granting of stock options, restricted stock, performance shares, and other stock-based awards. Awards may be paid in WEC Energy Group common stock, cash, or a combination thereof. In addition to those shares of WEC Energy Group common stock that were subject to awards outstanding as of May 6, 2021, 9.0 million shares of WEC Energy Group common stock are reserved for issuance under the plan. Officers and other key employees are also granted performance units under the WEC Energy Group Performance Unit Plan. All grants of performance units are settled in cash.

Stock-based compensation expense is allocated to us based on the outstanding awards held by our employees and our allocation of labor costs. For the years ended December 31, 2021, 2020, and 2019, we recorded stock-based compensation expense of \$0.5 million, \$1.1 million, and \$1.4 million, respectively.

Stock-based compensation costs capitalized during 2021, 2020, and 2019 were not significant.

**(k) Common Equity**—We do not have any restrictions imposed on us that affect our ability to pay dividends to the sole holder of our common stock, Integrys. We are prohibited from loaning funds to WEC Energy Group, Integrys, or their other subsidiaries.

**(l) Leases**— We recognize a right of use asset and lease liability for operating and finance leases with a term of greater than one year. At December 31, 2021 and 2020, we had not recorded any right of use assets and lease liabilities on our balance sheets.

As of March 30, 2022, we have not entered into any material leases that have not yet commenced.

### ***Significant Judgments and Other Information***

We are currently party to several easement agreements that allow us access to land we do not own for the purpose of constructing and maintaining certain natural gas equipment. We have not classified our easements as leases because we view the entire parcel of land specified in our easement agreements to be the identified asset, not just that portion of the parcel that contains our easement. As such, we have concluded that we do not control the use of an identified asset related to our easement agreements, nor do we obtain substantially all of the economic benefits associated with these shared-use assets.

**(m) Income Taxes**—We follow the liability method in accounting for income taxes. Accounting guidance for income taxes requires the recording of deferred assets and liabilities to recognize the expected future tax consequences of events that have been reflected in our financial statements or tax returns and the adjustment of deferred tax balances to reflect tax rate changes. We are required to assess the likelihood that our deferred tax assets would expire before being realized. If we conclude that certain deferred tax assets are likely to expire before being realized, a valuation allowance would be established against those assets. GAAP requires that, if we conclude in a future period that it is more likely than not that some or all of the deferred tax assets would be realized before expiration, we reverse the related valuation allowance in that period. Any change to the allowance, as a result of a change in judgment about the realization of deferred tax assets, is reported in income tax expense.

We are included in WEC Energy Group's consolidated federal and state income tax returns. In accordance with our tax allocation agreement with WEC Energy Group, we are allocated income tax payments and refunds based upon the benefit for loss method, where attributes are realized when WEC Energy Group is able to realize them.

We recognize interest and penalties accrued related to unrecognized tax benefits in income tax expense in our income statements.

See Note 10, Income Taxes, for more information.

**(n) Fair Value Measurements**—Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

Fair value accounting rules provide a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are observable, either directly or indirectly, but are not quoted prices included within Level 1. Level 2 includes those financial instruments that are valued using external inputs within models or other valuation methods.

Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methods that result in management's best estimate of fair value. Level 3 instruments include those that may be more structured or otherwise tailored to customers' needs.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. We use a mid-market pricing convention (the mid-point price between bid and ask prices) as a practical measure for valuing certain derivative assets and liabilities. We primarily use a market approach for recurring fair value measurements and attempt to use valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

When possible, we base the valuations of our derivative assets and liabilities on quoted prices for identical assets and liabilities in active markets. These valuations are classified in Level 1. The valuations of certain contracts not classified as Level 1 may be based on quoted market prices received from counterparties and/or observable inputs for similar instruments. Transactions valued using these inputs are classified in Level 2. Certain derivatives are categorized in Level 3 due to the significance of unobservable or internally-developed inputs.

See Note 11, Fair Value Measurements, for more information.

**(o) Derivative Instruments**—We use derivatives as part of our risk management program to manage the risks associated with the price volatility of natural gas costs for the benefit of our customers. Our approach is non-speculative and designed to mitigate risk. Our regulated hedging programs are approved by the MPUC.

We record derivative instruments on our balance sheets as an asset or liability measured at fair value unless they qualify for the normal purchases and sales exception, and are so designated. We continually assess our contracts designated as normal and will discontinue the treatment of these contracts as normal if the required criteria are no longer met. Changes in the derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met or we receive regulatory treatment for the derivative. For most of our natural gas-related physical and financial contracts that qualify as derivatives, the MPUC allows the effects of fair value accounting to be offset to regulatory assets and liabilities.

We classify derivative assets and liabilities as current or long-term on our balance sheets based on the maturities of the underlying contracts. Cash flows from derivative activities are presented in the same category as the item being hedged within operating activities on our statements of cash flows.

Derivative accounting rules provide the option to present certain asset and liability derivative positions net on the balance sheets and to net the related cash collateral against these net derivative positions. We elected not to net these items. On our balance sheets, cash collateral provided to others is reflected in other current assets, and cash collateral received is reflected in other current liabilities. See Note 12, Derivative Instruments, for more information.

**(p) Employee Benefits**—The costs of pension and OPEB plans are expensed over the periods during which employees render service. These costs are distributed among WEC Energy Group's subsidiaries based on current employment status and actuarial calculations, as applicable. The MPUC allows recovery in rates for the net periodic benefit cost calculated under GAAP. See Note 13, Employee Benefits, for more information.

**(q) Customer Deposits and Credit Balances**—When utility customers apply for new service, they may be required to provide a deposit for the service. Customer deposits are recorded within other current liabilities on our balance sheets.

Utility customers can elect to be on a budget plan. Under this type of plan, a monthly installment amount is calculated based on estimated annual usage. During the year, the monthly installment amount is reviewed by comparing it to actual usage. If necessary, an adjustment is made to the monthly amount. Annually, the budget plan is reconciled to actual annual usage. Payments in excess of actual customer usage are presented as customer credit balances on our balance sheets.

**(r) Environmental Remediation Costs**—We are subject to federal and state environmental laws and regulations that in the future may require us to pay for environmental remediation at sites where we have been, or may be, identified as a potentially responsible party. Loss contingencies may exist for the remediation of hazardous substances at various potential sites, including our manufactured gas plant site. See Note 14, Commitments and Contingencies, for more information.

We record environmental remediation liabilities when site assessments indicate remediation is probable and we can reasonably estimate the loss or a range of losses. The estimate includes both our share of the liability and any additional amounts that will not be paid by other potentially responsible parties or the government. When possible, we estimate costs using site-specific information but also consider historical experience for costs incurred at similar sites. Remediation efforts for a particular site generally extend over a period of several years. During this period, the laws governing the remediation process may change, as well as site conditions, potentially affecting the cost of remediation.

We have received approval to defer certain environmental remediation costs, as well as estimated future costs, through a regulatory asset. The recovery of deferred costs is subject to the MPUC's approval.

We review our estimated costs of remediation annually for our manufactured gas plant site. We adjust the liability and related regulatory asset, as appropriate, to reflect the new cost estimates. Any material changes in cost estimates are adjusted throughout the year.

**(s) Customer Concentrations of Credit Risk**—The geographic concentration of our customers did not contribute significantly to our overall exposure to credit risk. We periodically review customers' credit ratings, financial statements, and historical payment performance and require them to provide collateral or other security as needed. As a result, we did not have any significant concentrations of credit risk at December 31, 2021. In addition, there were no customers that accounted for more than 10% of our revenues for the year ended December 31, 2021.

**(t) Subsequent Events**—Subsequent events were evaluated for potential recognition or disclosure through March 30, 2022, which is the date the financial statements were available to be issued.

## NOTE 2—RELATED PARTIES

We routinely enter into transactions with related parties, including WEC Energy Group and its other subsidiaries.

We provide and receive services, property, and other items of value to and from our ultimate parent, WEC Energy Group, and other subsidiaries of WEC Energy Group pursuant to an AIA that became effective in 2017. The AIA was approved by the appropriate regulators, including the MPUC. In accordance with the AIA, WBS provides several categories of services to us (including financial, human resource, and administrative services).

The following table shows activity associated with related party transactions for the years ended December 31:

<i>(in millions)</i>	2021	2020	2019
<b>Transactions with WBS</b>			
Charges to WBS for services and other items <sup>(1)</sup>	\$ 1.9	\$ 2.5	\$ 4.2
Charges from WBS for services and other items <sup>(1)</sup>	14.5 <sup>(3)</sup>	14.0	16.7
<b>Transactions with Parent</b>			
Interest expense on short-term debt <sup>(2)</sup>	0.1	0.1	0.4

<sup>(1)</sup> Includes amounts charged for services, pass through costs, asset and liability transfers, and other items in accordance with the approved AIA. As required by FERC regulations for centralized service companies, WBS renders services at cost. Services provided by any regulated subsidiary to another regulated subsidiary or WBS are priced at cost.

<sup>(2)</sup> See Note 8, Short-Term Debt To Parent, for additional information on our short-term borrowings from Integrys.

<sup>(3)</sup> Includes \$1.6 million for the transfer of certain software assets to us.

### NOTE 3—OPERATING REVENUES

For more information about our significant accounting policies related to operating revenues, see Note 1(d), Operating Revenues.

#### Disaggregation of Operating Revenues

The following tables present our operating revenues disaggregated by revenue source. We disaggregate revenues into categories that depict how the nature, amount, timing, and uncertainty of revenues and cash flows are affected by economic factors. Natural gas revenues are further disaggregated by customer class. Each customer class has different expectations of service, natural gas and demand requirements, and can be impacted differently by regulatory activities within Minnesota.

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
<b>Minnesota Energy Resources Corporation</b>			
Natural gas utility revenues	\$ 343.5	\$ 233.8	\$ 267.9
Other non-utility revenues <sup>(1)</sup>	17.8	17.1	16.6
<b>Total revenues from contracts with customers</b>	<b>361.3</b>	<b>250.9</b>	<b>284.5</b>
Other operating revenues	5.8	5.0	(3.0)
<b>Total operating revenues</b>	<b>\$ 367.1</b>	<b>\$ 255.9</b>	<b>\$ 281.5</b>

<sup>(1)</sup> Other non-utility revenues consist primarily of appliance service revenues.

#### Revenues from Contracts with Customers

##### Natural Gas Utility Operating Revenues

The following table disaggregates natural gas utility operating revenues into customer class:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
Residential	\$ 154.9	\$ 144.2	\$ 171.8
Commercial and industrial	96.9	85.5	113.3
<b>Total retail revenues</b>	<b>251.8</b>	<b>229.7</b>	<b>285.1</b>
Transportation	11.5	10.5	12.0
Other utility revenues <sup>(1)</sup>	80.2	(6.4)	(29.2)
<b>Total natural gas utility operating revenues</b>	<b>\$ 343.5</b>	<b>\$ 233.8</b>	<b>\$ 267.9</b>

<sup>(1)</sup> Includes the revenues subject to our purchased gas recovery mechanism. The amounts for 2021 reflect the higher natural gas costs that were incurred as a result of the extreme winter weather conditions in February 2021. As these amounts are billed to customers, they are reflected in retail revenues with an offsetting decrease in other utility revenues. See Note 16, Regulatory Environment, for more information. In addition to costs related to the extreme weather event, we incurred higher natural gas costs throughout 2021, compared with 2020, as a result of an increase in the price of natural gas.

#### Other Operating Revenues

Other operating revenues consist primarily of the following:

<i>(in millions)</i>	Year Ended December 31		
	2021	2020	2019
Alternative revenues <sup>(1)</sup>	\$ 5.6	\$ 4.2	\$ (4.0)
Late payment charges	0.2	0.8	1.0
<b>Total other operating revenues</b>	<b>\$ 5.8</b>	<b>\$ 5.0</b>	<b>\$ (3.0)</b>

<sup>(1)</sup> Negative amounts can result from alternative revenues being reversed to revenues from contracts with customers as well as from these alternative revenues. Negative amounts can also result from revenues to be refunded to customers subject to decoupling mechanisms and conservation improvement rider true-ups, as discussed in Note 1(d), Operating Revenues.

## NOTE 4—CREDIT LOSSES

The table below shows our gross third-party receivable balances and related allowance for credit losses.

<i>(in millions)</i>	December 31, 2021	December 31, 2020
Accounts receivable and unbilled revenues	\$ 69.7	\$ 49.2
Allowance for credit losses	4.1	3.5
<b>Accounts receivable and unbilled revenues, net</b>	<b>\$ 65.6</b>	<b>\$ 45.7</b>
Total accounts receivable, net – past due greater than 90 days	\$ 1.4	\$ 1.7

A rollforward of the allowance for credit losses is included below:

<i>(in millions)</i>	Year Ended December 31	
	2021	2020
<b>Balance at December 31</b>	\$ 3.5	\$ 2.5
Provision for credit losses	1.2	2.0
Write-offs charged against the allowance	(1.3)	(1.8)
Recoveries of amounts previously written off	0.7	0.8
<b>Balance at December 31</b>	<b>\$ 4.1</b>	<b>\$ 3.5</b>

The increase in the allowance for credit losses at December 31, 2021, compared to December 31, 2020, was driven by an increase in gross accounts receivable balances associated with higher year-over-year natural gas prices. Higher past due accounts receivable balances related to the COVID-19 pandemic also contributed to the increase in our allowance for credit losses, although we did begin to see improvement in our past due accounts receivable balances during the second half of the year as we were allowed to resume disconnections for certain residential customers in August 2021. See Note 16, Regulatory Environment, for more information.

The increase in the allowance for credit losses at December 31, 2020, compared to December 31, 2019, was driven by higher past due accounts receivable balances, primarily related to our residential customers. This increase in accounts receivable balances in arrears was driven by economic disruptions caused by the COVID-19 pandemic, including higher unemployment rates. Also, as a result of the COVID-19 pandemic and related regulatory orders we received, we did not disconnect any of our residential customers during the year ended December 31, 2020.

## NOTE 5—REGULATORY ASSETS AND LIABILITIES

The following regulatory assets were reflected on our balance sheets as of December 31:

<i>(in millions)</i>	2021	2020	See Note
<b>Regulatory assets <sup>(1)(2)</sup></b>			
Extraordinary natural gas costs <sup>(3)</sup>	\$ 59.7	\$ —	16
Pension and OPEB costs <sup>(4)</sup>	11.7	16.0	13
Decoupling	3.6	—	1(d)
Environmental remediation costs <sup>(5)</sup>	2.5	3.8	14
Derivatives	2.0	2.5	1(o)
Energy efficiency program <sup>(6)</sup>	1.1	1.2	
Other, net	0.2	4.4	
<b>Total regulatory assets</b>	<b>\$ 80.8</b>	<b>\$ 27.9</b>	
<b>Balance sheet presentation</b>			
Other current assets	\$ 1.1	\$ 1.2	
Regulatory assets	79.7	26.7	
<b>Total regulatory assets</b>	<b>\$ 80.8</b>	<b>\$ 27.9</b>	

- (1) Based on prior and current rate treatment, we believe it is probable that we will continue to recover from customers the regulatory assets in this table.
- (2) As of December 31, 2021, we had \$68.9 million of regulatory assets not earning a return. The regulatory assets not earning a return primarily relate to the extraordinary natural gas costs, decoupling, certain environmental remediation costs and our energy efficiency program. The other regulatory assets in the table either earn a return at our weighted average cost of capital or the cash has not yet been expended, in which case the regulatory assets are offset by liabilities.
- (3) Represents the extraordinary natural gas costs we incurred during February 2021 that are being recovered over 27 months, beginning in September 2021. See Note 16, Regulatory Environment, for more information on our recovery efforts associated with these costs.
- (4) Primarily represents the unrecognized future pension and OPEB costs related to our defined benefit pension and OPEB plans. We are authorized recovery of these regulatory assets over the average remaining service life of each plan.
- (5) As of December 31, 2021, we had made cash expenditures of \$2.1 million related to these environmental remediation costs. The remaining \$0.4 million represents our estimated future cash expenditures.
- (6) Represents amounts recoverable from customers related to a program designed to meet energy efficiency standards.

The following regulatory liabilities were reflected on our balance sheets as of December 31:

<i>(in millions)</i>	2021	2020	See Note
<b>Regulatory liabilities</b>			
Removal costs <sup>(1)</sup>	\$ 49.3	\$ 46.5	
Income tax related items	35.8	36.9	10
Property tax	7.3	5.0	16
Natural gas costs refundable through rate adjustments	2.3	24.1	1(d)
Derivatives	1.3	0.7	1(o)
Decoupling	—	2.0	1(d)
Other, net	3.9	3.7	
<b>Total regulatory liabilities</b>	<b>\$ 99.9</b>	<b>\$ 118.9</b>	
<b>Balance sheet presentation</b>			
Amounts refundable to customers	\$ 3.0	\$ 25.1	
Regulatory liabilities	96.9	93.8	
<b>Total regulatory liabilities</b>	<b>\$ 99.9</b>	<b>\$ 118.9</b>	

- (1) Represents amounts collected from customers to cover the future cost of property, plant, and equipment removals that are not legally required.

## NOTE 6—PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment consisted of the following utility assets at December 31:

<i>(in millions)</i>	2021	2020
Natural gas – distribution, storage, and transmission	\$ 689.8	\$ 638.2
Other utility property, plant, and equipment	86.7	77.9
Less: Accumulated depreciation	186.2	174.8
Net	590.3	541.3
Construction work in progress	6.8	14.8
<b>Total property, plant, and equipment</b>	<b>\$ 597.1</b>	<b>\$ 556.1</b>

## NOTE 7—GOODWILL

Goodwill represents the excess of the cost of an acquisition over the fair value of the identifiable net assets acquired. We had no changes to the carrying amount of goodwill during the years ended December 31, 2021 and 2020.

<i>(in millions)</i>	Gross Carrying Amount	Accumulated Impairment Losses	Net Carrying Amount
Goodwill	\$ 144.3	\$ (16.6)	\$ 127.7

We completed our annual goodwill impairment test as of July 1, 2021. No impairment resulted from this test.

#### NOTE 8—SHORT-TERM DEBT TO PARENT

The following table shows our short-term borrowings and their corresponding weighted-average interest rates as of December 31:

<i>(in millions, except for percentages)</i>	2021	2020
<b>Short-term debt to parent:</b>		
Amount outstanding at December 31	\$ 51.5	\$ 38.2
Weighted-average interest rate on amounts outstanding at December 31	0.35%	0.25%

Our average amount of short-term borrowings based on daily outstanding balances during 2021, was \$56.4 million with a weighted-average interest rate during the period of 0.20%.

<i>(in millions)</i>	December 31, 2021
Revolving short-term notes payable to parent	\$ 100.0
<b>Less:</b>	
Short-term debt to parent outstanding	51.5
<b>Available capacity under existing agreement</b>	<b>\$ 48.5</b>

Our short-term borrowing capacity with Integrys is \$100.0 million. Short-term borrowings bear interest computed at the average stated interest rate payable on commercial paper issued by WEC Energy Group. Short-term debt is callable by Integrys at any time.

#### NOTE 9—LONG-TERM DEBT

The following table is a summary of our long-term debt outstanding as of December 31:

<i>(in millions)</i>		2021	2020
<b>Long-term debt</b>	<b>Interest Rate</b>		
Senior Notes (unsecured)	2.69%	50.0	50.0
	3.11%	40.0	40.0
	2.07%	40.0	—
	3.41%	40.0	40.0
	4.01%	40.0	40.0
<b>Total</b>		<b>210.0</b>	<b>170.0</b>
Unamortized debt issuance costs		(1.2)	(1.0)
<b>Total long-term debt</b>		<b>\$ 208.8</b>	<b>\$ 169.0</b>

We amortize debt premiums, discounts, and debt issuance costs over the life of the debt using the straight-line method and we include the costs in interest expense.

In November 2021, we issued \$40.0 million of 2.07% Senior Notes due December 1, 2028, and used the net proceeds to repay intercompany short-term debt to our parent, Integrys, and for other general corporate purposes.



**Maturities of Long-Term Debt Outstanding**

The following table shows the future maturities of our long-term debt outstanding as of December 31, 2021:

<i>(in millions)</i>	<b>Payments</b>
2022	\$ —
2023	—
2024	—
2025	50.0
2026	—
Thereafter	160.0
<b>Total</b>	<b>\$ 210.0</b>

Our long-term debt obligations contain covenants related to payment of principal and interest when due and various other obligations. Failure to comply with these covenants could result in an event of default, which could result in the acceleration of outstanding debt obligations. As of December 31, 2021, we were in compliance with our covenants related to our long-term debt obligations.

**NOTE 10—INCOME TAXES****Income Tax Expense**

The following table is a summary of income tax expense for each of the years ended December 31:

<i>(in millions)</i>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Current tax benefit	\$ (16.5)	\$ (9.4)	\$ (3.4)
Deferred income taxes, net	24.3	18.8	12.6
<b>Total income tax expense</b>	<b>\$ 7.8</b>	<b>\$ 9.4</b>	<b>\$ 9.2</b>

**Statutory Rate Reconciliation**

The provision for income taxes for each of the years ended December 31 differs from the amount of income tax determined by applying the applicable United States statutory federal income tax rate to income before income taxes as a result of the following:

<i>(in millions)</i>	<b>2021</b>		<b>2020</b>		<b>2019</b>	
	<b>Amount</b>	<b>Effective Tax Rate</b>	<b>Amount</b>	<b>Effective Tax Rate</b>	<b>Amount</b>	<b>Effective Tax Rate</b>
Statutory federal income tax	\$ 6.1	21.0 %	\$ 7.3	21.0 %	\$ 7.2	21.0 %
State income taxes net of federal tax benefit	2.3	7.9 %	2.8	7.9 %	2.7	7.9 %
Federal excess deferred tax amortization <sup>(1)</sup>	(0.7)	(2.5)%	(0.8)	(2.2)%	(0.8)	(2.2)%
Other, net	0.1	0.3 %	0.1	0.4 %	0.1	0.3 %
<b>Total income tax expense</b>	<b>\$ 7.8</b>	<b>26.7 %</b>	<b>\$ 9.4</b>	<b>27.1 %</b>	<b>\$ 9.2</b>	<b>27.0 %</b>

<sup>(1)</sup> The Tax Legislation required us to remeasure our deferred income taxes and we began to amortize the resulting excess protected deferred income taxes beginning in 2018 in accordance with normalization requirements. The decrease in income tax expense related to the amortization of the deferred tax benefits is offset by a decrease in revenue as the benefits are returned to customers, resulting in no impact on net income.

## Deferred Income Tax Assets and Liabilities

The components of deferred income taxes at December 31 were as follows:

<i>(in millions)</i>	2021		2020	
<b>Deferred tax assets</b>				
Tax gross up – regulatory items	\$	10.1	\$	10.4
Other		3.5		4.1
<b>Total deferred tax assets</b>	<b>\$</b>	<b>13.6</b>	<b>\$</b>	<b>14.5</b>
<b>Deferred tax liabilities</b>				
Property-related	\$	126.1	\$	116.9
Regulatory deferrals		16.9		—
Employee benefits and compensation		4.3		5.6
Other		1.0		1.3
<b>Total deferred tax liabilities</b>		<b>148.3</b>		<b>123.8</b>
<b>Deferred tax liability, net</b>	<b>\$</b>	<b>134.7</b>	<b>\$</b>	<b>109.3</b>

Consistent with rate-making treatment, deferred taxes in the table above are offset for temporary differences that have related regulatory assets and liabilities.

At December 31, 2021 and 2020, we had no significant federal or state deferred tax assets related to tax benefit carryforwards.

### Unrecognized Tax Benefits

We had no unrecognized tax benefits at December 31, 2021 and 2020.

We do not expect any unrecognized tax benefits to affect our effective tax rate in periods after December 31, 2021.

For the years ended December 31, 2021, 2020, and 2019, we recognized no interest expense or penalties related to unrecognized tax benefits in our income statements. At December 31, 2021 and 2020, we had no interest accrued and no penalties accrued related to unrecognized tax benefits on our balance sheets.

We do not anticipate any significant increases in the total amounts of unrecognized tax benefits within the next 12 months.

Our primary tax jurisdictions include federal and the state of Minnesota. With a few exceptions, we are no longer subject to federal income tax examinations by the United States Internal Revenue Service for years prior to 2018. At December 31, 2021, we were subject to examination by the Minnesota taxing authority for tax years 2017 through 2021.

### NOTE 11—FAIR VALUE MEASUREMENTS

The following tables summarize our financial assets and liabilities that were accounted for at fair value on a recurring basis, categorized by level within the fair value hierarchy:

<i>(in millions)</i>	December 31, 2021			
	Level 1	Level 2	Level 3	Total
<b>Natural gas contracts</b>				
Derivative assets	\$ 0.2	\$ 1.0	\$ —	\$ 1.2
Derivative liabilities	0.6	0.7	—	1.3

<i>(in millions)</i>	December 31, 2020			
	Level 1	Level 2	Level 3	Total
<b>Natural gas contracts</b>				
Derivative assets	\$ —	\$ 0.7	\$ —	\$ 0.7
Derivative liabilities	0.5	1.2	—	1.7

The derivative assets and liabilities listed in the tables above include options, futures, and physical commodity contracts used to manage market risks related to changes in natural gas supply costs.

## NOTE 12—DERIVATIVE INSTRUMENTS

None of our derivatives are designated as hedging instruments. Derivative assets and liabilities are included in the other current line items on our balance sheets. The following table shows our derivative assets and derivative liabilities.

<i>(in millions)</i>	December 31, 2021		December 31, 2020	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Natural gas contracts - current	\$ 1.2	\$ 1.3	\$ 0.7	\$ 1.7

Realized gains (losses) on derivatives are primarily recorded in cost of sales on our income statements. Our estimated notional sales volumes and realized gains (losses) were as follows for the years ended:

<i>(in millions)</i>	December 31, 2021		December 31, 2020		December 31, 2019	
	Volumes	Gains	Volumes	Losses	Volumes	Losses
Natural gas contracts	7.8 Dth	\$ 1.3	7.0 Dth	\$ (1.5)	7.0 Dth	\$ (0.3)

At December 31, 2021 and 2020, we had posted cash collateral of \$1.1 million and \$1.0 million, respectively. We had also received cash collateral of \$2.9 million at December 31, 2021.

The following table shows derivative assets and derivative liabilities if derivative instruments by counterparty were presented net on our balance sheets:

<i>(in millions)</i>	December 31, 2021		December 31, 2020	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
Gross amount recognized on the balance sheet	\$ 1.2	\$ 1.3	\$ 0.7	\$ 1.7
Gross amount not offset on the balance sheet	(0.5)	(0.9) <sup>(1)</sup>	—	(0.5) <sup>(2)</sup>
<b>Net amount</b>	<b>\$ 0.7</b>	<b>\$ 0.4</b>	<b>\$ 0.7</b>	<b>\$ 1.2</b>

<sup>(1)</sup> Includes cash collateral posted of \$0.4 million.

<sup>(2)</sup> Includes cash collateral posted of \$0.5 million.

## NOTE 13—EMPLOYEE BENEFITS

### Pension and Other Postretirement Employee Benefits

We have our own noncontributory, qualified pension plan. We also have our own unfunded, non-qualified retirement plan. In addition, we maintain an unfunded, non-qualified Supplemental Employee Retirement Plan.

We offer OPEB plans to employees, which are sponsored by Wisconsin Public Service Corporation. We are responsible for our share of the plan assets and obligations for all of these plans. Our balance sheets reflect only the liabilities associated with our past and current employees and our share of the plan assets. WEC Energy Group also offers medical, dental, and life insurance benefits to our active employees and their dependents. We expense the allocated costs of these benefits as incurred.

The defined benefit pension plan is closed to all new hires. In addition, the service accruals for the defined benefit pension plan were frozen for non-union employees as of January 1, 2013. These employees receive an annual company contribution to their 401(k) savings plan, which is calculated based on age, wages, and full years of vesting service as of December 31 each year.

We use a year-end measurement date to measure the funded status of all of the pension and OPEB plans. Due to the regulated nature of our business, we have concluded that substantially all of the unrecognized costs resulting from the recognition of the funded status of our pension and OPEB plans qualify as a regulatory asset.

The following table shows information relating to our share of the plans' benefit obligations and fair value of assets amounts presented are as of December 31:

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
Benefit obligation	\$ 42.6	\$ 45.7	\$ 4.9	\$ 4.9
Fair value of plan assets	55.8	54.4	2.8	3.0
<b>Funded status</b>	<b>\$ 13.2</b>	<b>\$ 8.7</b>	<b>\$ (2.1)</b>	<b>\$ (1.9)</b>

The amount of contributions and benefit payments for the years ended December 31 were as follows:

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
Employer contributions	\$ —	\$ —	\$ 0.1	\$ 0.1
Participant contributions	—	—	0.1	0.2
Benefit payments	(2.6)	(2.1)	(0.6)	(0.5)

In 2021 we had actuarial gains related to our pension benefit obligations of \$1.9 million and in 2020 we had actuarial losses of \$4.2 million, both of which were primarily driven by changes in our discount rates. The discount rate for our pension benefits was 3.00%, 2.70%, and 3.40%, in 2021, 2020, and 2019, respectively.

The actuarial losses related to our OPEB benefit obligations were not significant for 2021 or 2020.

The amounts recognized on our balance sheets at December 31 related to the funded status of the benefit plans were as follows:

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
Other long-term assets	\$ 13.3	\$ 8.8	\$ —	\$ —
Other long-term liabilities	0.1	0.1	2.1	1.9
<b>Total net assets (liabilities)</b>	<b>\$ 13.2</b>	<b>\$ 8.7</b>	<b>\$ (2.1)</b>	<b>\$ (1.9)</b>

The accumulated benefit obligation for the qualified pension plans was \$42.1 million and \$45.1 million at December 31, 2021 and 2020, respectively.

The following table shows information for pension plans with an accumulated benefit obligation in excess of plan assets. There were no plan assets related to these pension plans. Amounts presented are as of December 31:

<i>(in millions)</i>	2021	2020
Accumulated benefit obligation	\$ 0.1	\$ 0.1

The following table shows information for pension plans with a projected benefit obligation in excess of plan assets. There were no plan assets related to these pension plans. Amounts presented are as of December 31:

<i>(in millions)</i>	2021	2020
Projected benefit obligation	\$ 0.1	\$ 0.1

The following table shows information for OPEB plans with an accumulated benefit obligation in excess of plan assets. Amounts presented are as of December 31:

<i>(in millions)</i>	2021	2020
Accumulated benefit obligation	\$ 4.9	\$ 4.9
Fair value of plan assets	2.8	3.0

The following table shows the amounts that had not yet been recognized in our net periodic benefit cost as of December 31:

<i>(in millions)</i>	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
<b>Net regulatory assets</b>				
Net actuarial loss	\$ 9.4	\$ 13.4	\$ 1.6	\$ 1.8
Prior service credits	—	—	(0.4)	(0.5)
<b>Total</b>	<b>\$ 9.4</b>	<b>\$ 13.4</b>	<b>\$ 1.2</b>	<b>\$ 1.3</b>

The amount of net periodic benefit cost (credit) recognized (including amounts capitalized to our balance sheets) for the years ended December 31 was as follows:

<i>(in millions)</i>	Pension Benefits			OPEB Benefits		
	2021	2020	2019	2021	2020	2019
<b>Net periodic benefit cost (credit)</b>	<b>\$ (0.6)</b>	<b>\$ (0.3)</b>	<b>\$ (0.2)</b>	<b>\$ 0.3</b>	<b>\$ 0.3</b>	<b>\$ 0.5</b>

The weighted-average assumptions used to determine benefit obligations for the plans were as follows for the years ended December 31:

	Pension Benefits		OPEB Benefits	
	2021	2020	2021	2020
Discount rate	3.00%	2.70%	2.80%	2.39%
Rate of compensation increase	4.00%	4.00%	N/A	N/A
Assumed medical cost trend rate (Pre 65)	N/A	N/A	5.70%	5.85%
Ultimate trend rate (Pre 65)	N/A	N/A	5.00%	5.00%
Year ultimate trend rate is reached (Pre 65)	N/A	N/A	2028	2028
Assumed medical cost trend rate (Post 65)	N/A	N/A	5.60%	5.70%
Ultimate trend rate (Post 65)	N/A	N/A	5.00%	5.00%
Year ultimate trend rate is reached (Post 65)	N/A	N/A	2028	2028

The weighted-average assumptions used to determine net periodic benefit cost for the plans were as follows for the years ended December 31:

	Pension Benefits			OPEB Benefits		
	2021	2020	2019	2021	2020	2019
Discount rate	2.70%	3.40%	4.25%	2.44%	3.27%	4.15%
Expected return on assets	7.00%	7.00%	7.25%	7.00%	7.00%	7.25%
Rate of compensation increase	4.00%	4.00%	4.00%	N/A	N/A	N/A
Assumed medical cost trend rate (Pre 65)	N/A	N/A	N/A	5.85%	6.00%	6.25%
Ultimate trend rate (Pre 65)	N/A	N/A	N/A	5.00%	5.00%	5.00%
Year ultimate trend rate is reached (Pre 65)	N/A	N/A	N/A	2028	2028	2024
Assumed medical cost trend rate (Post 65)	N/A	N/A	N/A	5.70%	5.80%	5.90%
Ultimate trend rate (Post 65)	N/A	N/A	N/A	5.00%	5.00%	5.00%
Year ultimate trend rate is reached (Post 65)	N/A	N/A	N/A	2028	2028	2028

WEC Energy Group consults with its investment advisors on an annual basis to help forecast expected long-term returns on plan assets by reviewing historical returns as well as calculating expected total trust returns using the weighted-average of long-term market returns for each of the major target asset categories utilized in the fund. For 2022, the expected return on assets assumption for the pension and OPEB plans is 7.00%.

## Plan Assets

Current pension trust assets and amounts which are expected to be contributed to the trusts in the future are expected to be adequate to meet pension payment obligations to current and future retirees.

The Investment Trust Policy Committee oversees investment matters related to all of our funded benefit plans. The Committee works with external actuaries and investment consultants on an on-going basis to establish and monitor investment strategies and

target asset allocations. Forecasted cash flows for plan liabilities are regularly updated based on annual valuation reports. Target asset allocations are determined using projected benefit payment cash flows and risk analyses of appropriate investments. They are intended to reduce risk, provide long-term financial stability for the plans and maintain funded levels which meet long-term plan obligations while preserving sufficient liquidity for near-term benefit payments.

Our pension trust target asset allocations are 45% equity investments, 45% fixed income investments, and 10% private equity and real estate investments. The OPEB trust has target asset allocations of 45% equity investments and 55% fixed income investments. Equity securities include investments in large-cap, mid-cap, and small-cap companies. Fixed income securities include corporate bonds of companies from diversified industries, mortgage and other asset backed securities, commercial paper, and United States Treasuries.

Pension and OPEB plan investments are recorded at fair value. See Note 1(n), Fair Value Measurements, for more information regarding the fair value hierarchy and the classification of fair value measurements based on the types of inputs used.

The following tables provide the fair values of our investments by asset class:

(in millions)	December 31, 2021							
	Pension Plan Assets				OPEB Plan Assets			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Asset class</b>								
Equity securities:								
United States equity	\$ 8.0	\$ —	\$ —	\$ 8.0	\$ 0.4	\$ —	\$ —	\$ 0.4
International equity	6.2	—	—	6.2	0.3	—	—	0.3
Fixed income securities: <sup>(1)</sup>								
United States bonds	—	10.7	—	10.7	0.1	0.5	—	0.6
International bonds	—	1.8	—	1.8	—	0.1	—	0.1
	\$ 14.2	\$ 12.5	\$ —	\$ 26.7	\$ 0.8	\$ 0.6	\$ —	\$ 1.4
Investments measured at net asset value				\$ 29.1				\$ 1.4
<b>Total</b>	<b>\$ 14.2</b>	<b>\$ 12.5</b>	<b>\$ —</b>	<b>\$ 55.8</b>	<b>\$ 0.8</b>	<b>\$ 0.6</b>	<b>\$ —</b>	<b>\$ 2.8</b>

<sup>(1)</sup> This category represents investment grade bonds of United States and foreign issuers denominated in United States dollars from diverse industries.

(in millions)	December 31, 2020							
	Pension Plan Assets				OPEB Plan Assets			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Asset class</b>								
Equity securities:								
United States equity	\$ 8.3	\$ —	\$ —	\$ 8.3	\$ 0.4	\$ —	\$ —	\$ 0.4
International equity	6.5	—	—	6.5	0.4	—	—	0.4
Fixed income securities: <sup>(1)</sup>								
United States bonds	—	11.1	—	11.1	0.1	0.6	—	0.7
International bonds	—	1.8	—	1.8	—	0.1	—	0.1
	\$ 14.8	\$ 12.9	\$ —	\$ 27.7	\$ 0.9	\$ 0.7	\$ —	\$ 1.6
Investments measured at net asset value				\$ 26.7				\$ 1.4
<b>Total</b>	<b>\$ 14.8</b>	<b>\$ 12.9</b>	<b>\$ —</b>	<b>\$ 54.4</b>	<b>\$ 0.9</b>	<b>\$ 0.7</b>	<b>\$ —</b>	<b>\$ 3.0</b>

<sup>(1)</sup> This category represents investment grade bonds of United States and foreign issuers denominated in United States dollars from diverse industries.

## Cash Flows

We expect to contribute \$0.1 million to the OPEB plans in 2022, dependent upon various factors affecting us, including our liquidity position and possible tax law changes. We do not expect to make any contributions to the pension plans in 2022.

The following table shows the payments, reflecting expected future service, that we expect to make for pension and OPEB over the next 10 years:

<i>(in millions)</i>	Pension Benefits	OPEB Benefits
2022	\$ 2.6	\$ 0.4
2023	2.9	0.4
2024	2.7	0.4
2025	2.8	0.4
2026	2.6	0.4
2027-2031	13.0	2.2

## Savings Plans

WEC Energy Group sponsors 401(k) savings plans that allow substantially all of our full-time employees to contribute a portion of their pre-tax and/or after-tax income in accordance with plan-specified guidelines. A percentage of employee contributions are matched by us through a contribution into the employee's savings plan account, up to certain limits. The 401(k) savings plan includes an Employee Stock Ownership Plan. Certain employees receive an employer retirement contribution, which amounts are contributed to an employee's savings plan account based on the employee's wages, age, and years of service. Total costs incurred under all of these plans were \$1.9 million, \$1.8 million, and \$1.9 million in 2021, 2020, and 2019, respectively.

## NOTE 14—COMMITMENTS AND CONTINGENCIES

We have significant commitments and contingencies arising from our operations, including those related to unconditional purchase obligations, environmental matters, and enforcement and litigation matters.

### Unconditional Purchase Obligations

We have obligations to distribute and sell natural gas to our customers and expect to recover costs related to these obligations in future customer rates. In order to meet these obligations, we routinely enter into long-term purchase and sale commitments for various quantities and lengths of time.

The following table shows our minimum future commitments related to these purchase obligations as of December 31, 2021.

<i>(in millions)</i>	Date Contracts Extend Through	Total Amounts Committed	Payments Due By Period					Later Years
			2022	2023	2024	2025	2026	
Natural gas supply and transportation	2043	\$ 422.7	\$ 51.3	\$ 33.0	\$ 32.2	\$ 32.2	\$ 24.3	\$ 249.7

## Environmental Matters

Consistent with other companies in the natural gas utility industry, we face significant ongoing environmental compliance and remediation obligations related to current and past operations. Specific environmental issues affecting us include, but are not limited to, current and future regulation of GHG emissions and remediation of impacted properties, including former manufactured gas plant sites.

We have continued to pursue a proactive strategy to manage our environmental compliance obligations, including:

- the protection of wetlands and waterways, biodiversity including threatened and endangered species, and cultural resources associated with utility construction projects;
- the remediation of former manufactured gas plant sites;
- the reduction of methane emissions across our natural gas distribution system by upgrading infrastructure; and
- the reporting of GHG emissions to comply with federal clean air rules.

## Air Quality

### Climate Change

WEC Energy Group continues to reduce methane emissions by improving its natural gas distribution system. WEC Energy Group set a target across its natural gas distribution operations to achieve net-zero methane emissions by 2030. WEC Energy Group plans to achieve its net-zero goal through an effort that includes both continuous operational improvements and equipment upgrades, as well as the use of renewable natural gas throughout its utility systems.

We are required to report our CO<sub>2</sub> equivalent emissions related to the natural gas that we distribute and sell under the EPA Greenhouse Gases Reporting Program. Based upon our preliminary analysis of the data, we estimate that we will report CO<sub>2</sub> equivalent emissions of approximately 2.2 million metric tonnes to the EPA for 2021.

### Water Quality

#### Waters of the United States

In December 2021, the EPA and the United States Army Corps of Engineers together released a proposed rule to repeal the April 2020 Navigable Waters Protection Rule that defined WOTUS. The purpose of this proposed rule will be to restore regulations defining WOTUS that were in place prior to 2015 and to update certain provisions to be consistent with relevant Supreme Court decisions. The pre-2015 approach involves applying factors established through case law and agency precedents to determine whether a wetland or surface drainage feature is subject to federal jurisdiction. In January 2022, the Supreme Court granted certiorari in a case to evaluate the proper test for determining whether wetlands are WOTUS. At this point, our projects requiring federal permits are moving ahead, but we are monitoring to better understand potential future impacts.

### Land Quality

#### Manufactured Gas Plant Remediation

We have identified a site at which a predecessor company owned or operated a manufactured gas plant or stored manufactured gas. We are responsible for the environmental remediation of this site. We are also working with the Minnesota Pollution Control Agency on our investigation, monitoring, and remediation.

The future costs for detailed site investigation, future remediation, and monitoring are dependent upon several variables including, among other things, the extent of remediation, changes in technology, and changes in regulation. Historically, the MPUC has allowed us to recover incurred costs, net of insurance recoveries and recoveries from potentially responsible parties, associated with the remediation of manufactured gas plant sites. Accordingly, we have established a regulatory asset for costs associated with this site.

We have established the following regulatory asset and reserve for our manufactured gas plant site as of December 31:

<i>(in millions)</i>	2021	2020
Regulatory asset	\$ 2.5	\$ 3.8
Reserve for future environmental remediation <sup>(1)</sup>	0.4	0.5

<sup>(1)</sup> The reserve for future remediation is included in other long-term liabilities on our balance sheets.

### Enforcement and Litigation Matters

We are involved in legal and administrative proceedings before various courts and agencies with respect to matters arising in the ordinary course of business. Although we are unable to predict the outcome of these matters, management believes that appropriate reserves have been established and that final settlement of these actions will not have a material impact on our financial condition or results of operations.



**NOTE 15—SUPPLEMENTAL CASH FLOW INFORMATION**

<i>(in millions)</i>	Year Ended December 31					
	2021		2020		2019	
Cash paid for interest	\$	5.9	\$	5.2	\$	4.8
Cash received for income taxes, net		(28.8)		(1.8)		(1.7)
Significant non-cash investing and financing transactions:						
Accounts payable related to construction costs		0.8		2.1		1.8

**NOTE 16—REGULATORY ENVIRONMENT****Recovery of Natural Gas Costs**

Due to the cold temperatures, wind, snow, and ice throughout the central part of the country during February 2021, the cost of gas purchased for our natural gas utility customers was temporarily driven significantly higher than our normal winter weather expectations. We have a regulatory mechanism in place for recovering all prudently incurred gas costs.

In February 2021, we incurred approximately \$75 million of natural gas costs in excess of the benchmark set in our gas cost recovery mechanism. In July 2021, we, along with four other Minnesota utilities, filed a joint proposal with the MPUC to recover our respective excess natural gas costs. Under the proposal, we will recover \$10 million of these costs through our annual natural gas true-up process over a period of 12 months, and the remaining \$65 million over 27 months, both beginning in September 2021. In August 2021, the MPUC issued a written order approving this proposal; however, recovery of these costs and the issue of prudence has been referred to a contested-case proceeding. As a result of the proceeding, the MPUC could disallow recovery or order the refund of any costs determined to be imprudent. A decision regarding this review is expected in August 2022.

**Coronavirus Disease – 2019**

The global outbreak of COVID-19 was declared a pandemic by the World Health Organization and the Centers for Disease Control and Prevention. COVID-19 has spread globally, including throughout the United States and, in turn, our service territory. In response to the COVID-19 pandemic, Minnesota declared a peacetime emergency and issued a shelter-in-place order, which has since expired.

In May 2020, the MPUC issued a written order authorizing Minnesota utilities, including us, to track and defer COVID-19 related expenses and certain foregone revenues. The MPUC will review the recoverability and examine the prudence of any deferred amounts in future rate proceedings. As of December 31, 2021, our deferrals related to the COVID-19 pandemic were not significant.

In June 2020, the MPUC verbally ordered Minnesota utilities to temporarily suspend disconnections and waive reconnection fees, service deposits, late fees, interest, and penalties for all residential customers. In addition, utilities were required to immediately reconnect residential customers that were previously disconnected. In August 2020, the MPUC issued a written order affirming these temporary provisions. Prior to the June 2020 verbal order issued by the MPUC, we had voluntarily taken actions to ensure our customers continued to receive utility services during the pandemic. These actions included, but were not limited to, temporarily suspending disconnections and waiving late payment fees for residential and small commercial and industrial customers that entered into payment plans.

In March 2021, the MPUC issued an order requiring Minnesota utilities to file a transition plan to resume collections and disconnections upon the earlier of the Executive Secretary finding the transition plan was complete, or 90 days following the expiration of Minnesota's declared peacetime emergency. We filed our transition plan in April 2021, and it was subsequently deemed complete by the Executive Secretary. In accordance with the transition plan, we resumed disconnections on August 2, 2021. We will not disconnect residential customers with past due balances if the customer has a pending application or has been deemed eligible for a financial assistance program. In addition, we will continue to offer flexible deferred payment arrangements to residential customers. For customers who enter, or are complying with, a payment arrangement, we will not impose any service deposits, down payments, interest, late payment fees, or reconnections fees through April 30, 2022.

**2018 Rate Order**

In October 2017, we initiated a rate proceeding with the MPUC. In December 2018, the MPUC issued a final written order authorizing a retail natural gas rate increase of \$3.1 million (1.26%). The rates reflect a 9.7% return on equity and a common equity

component average of 50.9%. The final rates were implemented on July 1, 2019. The final approved rate increased over the interim rates collected from customers during 2018 and through June 30, 2019. Therefore, we refunded \$8.2 million to our customers during the second half of 2019.

The final order addressed the various impacts of the Tax Legislation, including the remeasurement of deferred tax balances. All of the impacts from the Tax Legislation have been included in base rates. The order also approved the continued use of our decoupling mechanism for residential customers. Effective January 1, 2019, our small commercial and industrial customers are no longer included in our decoupling mechanism. In addition, our request for a property tax tracker was approved. Our property tax tracker recovers or refunds the difference between our actual property tax expense and the amounts included in rates retroactive to January 1, 2008.

## Gas Utility Infrastructure Cost Rider

In April 2018, we filed an application with the MPUC to establish a rider to recover GUIC. Minnesota law allows recovery of GUIC incurred to replace or modify natural gas facilities (including costs incurred for surveys, assessments, and other work necessary to determine the need for replacement or modification) to the extent the work is required by state, federal, or other government agencies and exceeds the costs included in base rates.

The following table reflects the status of our GUIC riders and the corresponding revenue requirement we were either authorized to recover or for which we have requested approval to recover. Our GUIC riders are subject to an annual true-up, which will either be refunded to or recovered from customers.

GUIC Rider ( <i>in millions</i> )	Date Request was Filed with MPUC	Date MPUC Approved Rider	Effective Date of Rider	Revenue Requirement Approved/Requested <sup>(1)</sup>
2022 GUIC Rider	April 2021	Approval pending <sup>(2)</sup>	N/A	\$ 7.2 <sup>(3)</sup>
2021 GUIC Rider	April 2020	November 2021	December 2021	\$ 6.5
2020 GUIC Rider	April 2019	June 2020	August 2020	\$ 4.9
2019 GUIC Rider	April 2018	February 2019	May 2019	\$ 3.6

<sup>(1)</sup> Revenue requirement includes the recovery of operating and maintenance expense, the annual revenue requirement for capital investments related to GUIC, and any applicable true-ups.

<sup>(2)</sup> We expect to receive an order from the MPUC related to this rider petition later in 2022.

<sup>(3)</sup> The requested revenue requirement was revised in January 2022 to incorporate adjustments consistent with the MPUC's order on our 2021 GUIC rider.

## Natural Gas Extension Project

In response to anticipated growth and customer demand, we are expanding our natural gas distribution system in and around the city of Rochester, Minnesota (Rochester Project). The estimated cost of this project is \$44 million, excluding allowance for funds used during construction. In October 2015, we filed an application with the MPUC to recover a portion of the costs of the Rochester Project pursuant to Minnesota's NGEP statute through a rider. The rider allows recovery of one-third of the revenue deficiency in excess of the amounts included in base rates in a non-rate case year for eligible NGEPs. In a rate case year, any revenue deficiency for these projects would be collected entirely through base rates. In May 2017, the MPUC issued a final order approving recovery of the cost of the Rochester Project, up to the initial estimate of \$44 million, as well as the future use of the rider. Construction of the Rochester Project began in 2017.

The following table reflects the status of our NGEP riders and the corresponding revenue requirement we were authorized to recover or for which we have requested approval to recover. Our NGEP riders are subject to an annual true-up, which will either be refunded to or recovered from customers.

NGEP Rider ( <i>in millions</i> )	Date Request was Filed with MPUC	Date MPUC Approved Rider	Effective Date of NGEP Rider	Revenue Requirement Approved/Requested <sup>(1)</sup>
2022 NGEP Rider	April 2021	Approval pending <sup>(2)</sup>	N/A	\$ 1.8 <sup>(3)</sup>
2021 NGEP Rider	April 2020	July 2021	September 2021	\$ 0.9
2020 NGEP Rider	September 2019	September 2020	November 2020	\$ 0.7
2019 NGEP Rider	February 2018	June 2019	July 2019	\$ 0.4

<sup>(1)</sup> Revenue requirement is for one-third of the annual forecasted revenue deficiency and includes any applicable true-ups.

<sup>(2)</sup> We expect to receive an order from the MPUC related to this rider petition later in 2022.

<sup>(3)</sup> The requested revenue requirement was revised subsequent to the April 2021 filing to incorporate adjustments consistent with the MPUC's order on our 2021 NGEP rider.

### Farm Tap Replacement Project

In May 2017, we filed with the MPUC for approval of a capital investment plan for the replacement of customer-owned fuel lines located between the interstate pipeline tap and the customers' premises, commonly known as farm taps, with utility-owned service lines to address significant safety concerns related to the existing customer-owned lines (Farm Tap Replacement Project).

In November 2017, the MPUC issued an order approving the Farm Tap Replacement Project, with certain conditions. In its order, the MPUC recognized the concern for continued safety and sustainability of privately-owned farm tap lines, but concluded that it was impossible at that time to finally determine whether our proposal to replace all non-conforming customer-owned fuel lines with utility-owned mains and service lines was the most prudent and reasonable approach relative to possible alternatives.

In response to the MPUC's November 2017 order, we filed a Phase II petition in December 2019, in which we proposed a modified alternative to address the risks posed by existing customer-owned farm tap lines while balancing the associated costs and customer service. The MPUC issued a written order in October 2021 approving Phase II of the Farm Tap Replacement Project. The order approved, among other items, the replacement of those farm taps located within one mile of our existing distribution system and the implementation of farm tap outreach and customer safety and education programs. Farm tap customers, in the meantime, can utilize us for ongoing maintenance of customer-owned lines at a cost of time and materials and for upgrades of service provided their current customer-owned fuel lines are determined to be safe.

For Phase II, we project capital costs of approximately \$7.1 million for the extension of our distribution system to farm tap customers located within one mile of our existing distribution system. Including the proposed \$0.2 million cost of the expanded safety communications and the planning and design phase costs of \$2.3 million, we expect total Farm Tap Replacement Project costs to be approximately \$9.6 million. We are authorized to defer our Phase II costs and pursue recovery of the costs through a future GUIC rider.

### NOTE 17—NEW ACCOUNTING PRONOUNCEMENTS

#### Simplifying the Accounting for Income Taxes

In December 2019, the FASB issued ASU 2019-12, Simplifying the Accounting for Income Taxes. The new standard removes certain exceptions for performing intraperiod allocation and calculating income taxes in interim periods and also adds guidance to reduce complexity in certain areas, including recognizing deferred taxes for tax goodwill and allocating taxes to members of a consolidated group. The adoption of ASU 2019-12, effective January 1, 2021, did not have a significant impact on our financial statements and related disclosures.

## Government Assistance

In November 2021, the FASB issued ASU No. 2021-10, Government Assistance (Topic 832). The amendments in this update increase the transparency surrounding government assistance by requiring disclosure of 1) the types of assistance received, 2) an entity's accounting for the assistance, and 3) the effect of the assistance on the entity's financial statements. The update is effective for annual periods beginning after December 15, 2021. We plan to adopt this pronouncement for our fiscal year ending on December 31, 2022, and we are currently evaluating the impact this guidance may have on our financial statements and related disclosures.