



**January 2017**

# Cautionary Statement Regarding Forward-Looking Information

Much of the information contained in this presentation is forward-looking information based upon management's current expectations and projections that involve risks and uncertainties. Forward-looking information includes, among other things, information concerning earnings per share, rate case activity, earnings per share growth, cash flow, dividend growth and dividend payout ratios, construction costs and capital expenditures, investment opportunities, corporate initiatives, and rate base. Readers are cautioned not to place undue reliance on this forward-looking information. Forward-looking information is not a guarantee of future performance and actual results may differ materially from those set forth in the forward-looking information.

In addition to the assumptions and other factors referred to in connection with the forward-looking information, factors that could cause WEC Energy Group's actual results to differ materially from those contemplated in any forward-looking information or otherwise affect our future results of operations and financial condition include, among others, the following: general economic conditions, including business and competitive conditions in the company's service territories; timing, resolution and impact of future rate cases and other regulatory decisions; the company's ability to successfully integrate the operations of the Integrys companies with its own operations; availability of the company's generating facilities and/or distribution systems; unanticipated changes in fuel and purchased power costs; key personnel changes; varying weather conditions; continued industry consolidation; cyber-security threats; the value of goodwill and its possible impairment; construction risks; equity and bond market fluctuations; the impact of any legislative and regulatory changes, including changes to existing and/or anticipated environmental standards and tax laws; current and future litigation and regulatory investigations; changes in accounting standards; and other factors described under the heading "Factors Affecting Results, Liquidity, and Capital Resources" in Management's Discussion and Analysis of Financial Condition and Results of Operations and under the headings "Cautionary Statement Regarding Forward-Looking Information" and "Risk Factors" contained in WEC Energy Group's Form 10-K for the year ended December 31, 2015 and in subsequent reports filed with the Securities and Exchange Commission. WEC Energy Group expressly disclaims any obligation to publicly update or revise any forward-looking information.

*Well Positioned for the Future*

# WEC Energy Group

- Focused on the fundamentals:
  - World-class reliability
  - Operating efficiency
  - Financial discipline
  - Exceptional customer care

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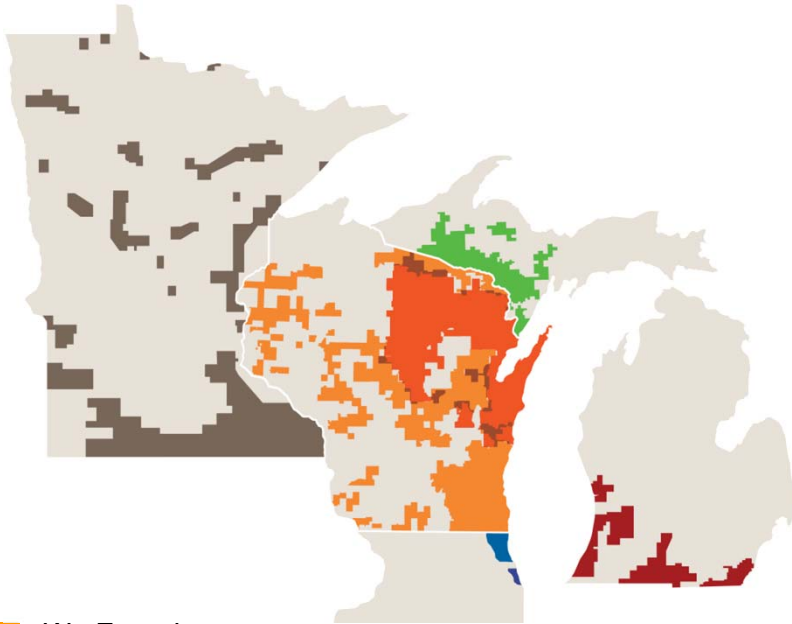
# A Compelling Value Proposition

- For 2016, targeting earnings per share growth of 6-8 percent
- Longer term, earnings per share growth is expected to be a 5-7 percent compound annual growth rate off 2015 base
  - Earnings in 2017 are expected to be in a range of \$3.06 to \$3.12 per share
  - More than 99 percent of earnings from regulated operations
- Projecting dividend growth in line with earnings growth
  - In December 2016, the board announced plans to increase the quarterly dividend by 2.5 cents per share or 5.1%
  - This represents a compound annual growth rate of 6.6% from 2015 fourth quarter annual rate of \$1.83

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# WEC Energy Group

## Service Territory



- We Energies
- Michigan Gas Utilities Corporation
- Minnesota Energy Resources Corporation
- North Shore Gas Company
- The Peoples Gas Light and Coke Company
- Wisconsin Public Service Corporation
- Upper Michigan Energy Resources Corporation

## Company Statistics

- \$18.5 billion market cap <sup>(1)</sup>
- 1.6 million electric customers
- 2.8 million gas customers
- 60% ownership of ATC
- 70,000 miles electric distribution
- 44,000 miles gas distribution
- \$17 billion of rate base <sup>(2)</sup>
- 99+% of earnings from regulated operations

(1) As of 12/31/16

(2) 2015 average rate base



# Earnings Growth Drivers

## 2015 average rate base (\$ billions)

**\$17 billion**



■ Utilities ■ PTF ■ Transmission

## Core Investment

- Rate Base: Projected rate base investment from 2016 – 2020 is \$9 – \$9.5 billion
- ATC – Traditional Footprint
  - \$3.6 – \$4.4 billion 10 year capital plan
  - WEC Ownership 60%
- Power the Future: ROE of 12.7% on historical and new investment

## Plus Additional Growth Opportunities

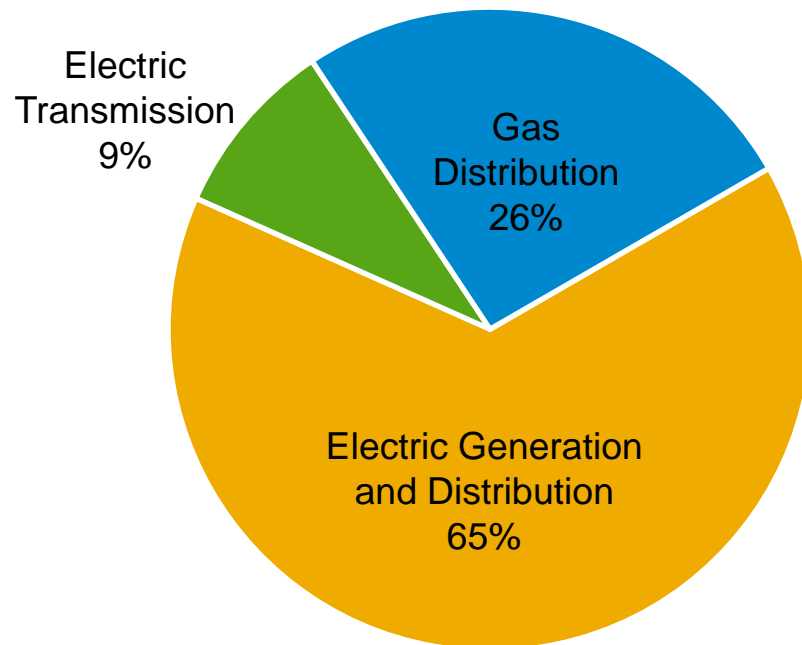
- Outside ATC Traditional Footprint
- Environmental goal investment
- Natural gas storage investment

Note: Power the Future value represents investment book value

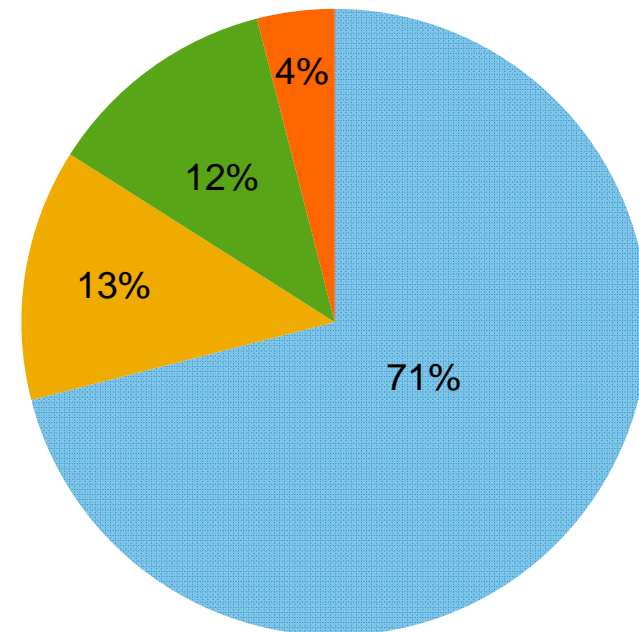
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# Our Portfolio of Regulated Businesses

**By Business**



**By Jurisdiction**



■ WI ■ FERC ■ IL ■ MI/MN

Based on 2015 regulated earnings

# Rate-Making Parameters by Company

Utility	Equity Layer <sup>(1)</sup>	Authorized ROE
Wisconsin Electric	48.5% - 53.5%	10.2%
WPS	49.0% - 54.0%	10.0%
Wisconsin Gas	47.0% - 52.0%	10.3%
Peoples Gas	50.33%	9.05%
North Shore Gas	50.48%	9.05%
Minnesota Energy Resources	50.32%	9.11%
Michigan Gas Utilities	52%	9.9%

1. Represents equity layer in rates



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## Power the Future Investments

	Natural Gas	Coal
Capacity	1,090 MW	1,030 MW <sup>1</sup>
Investment	\$664 million	\$2 billion <sup>1</sup>
ROE	12.7%	12.7%
Equity	53%	55%
In Service Dates	Unit 1 – July 2005 Unit 2 – May 2008	Unit 1 – February 2010 Unit 2 – January 2011
Lease Terms	25 years	30 years
Cost Per Unit of Capacity	\$609/kW	\$1,950/kW

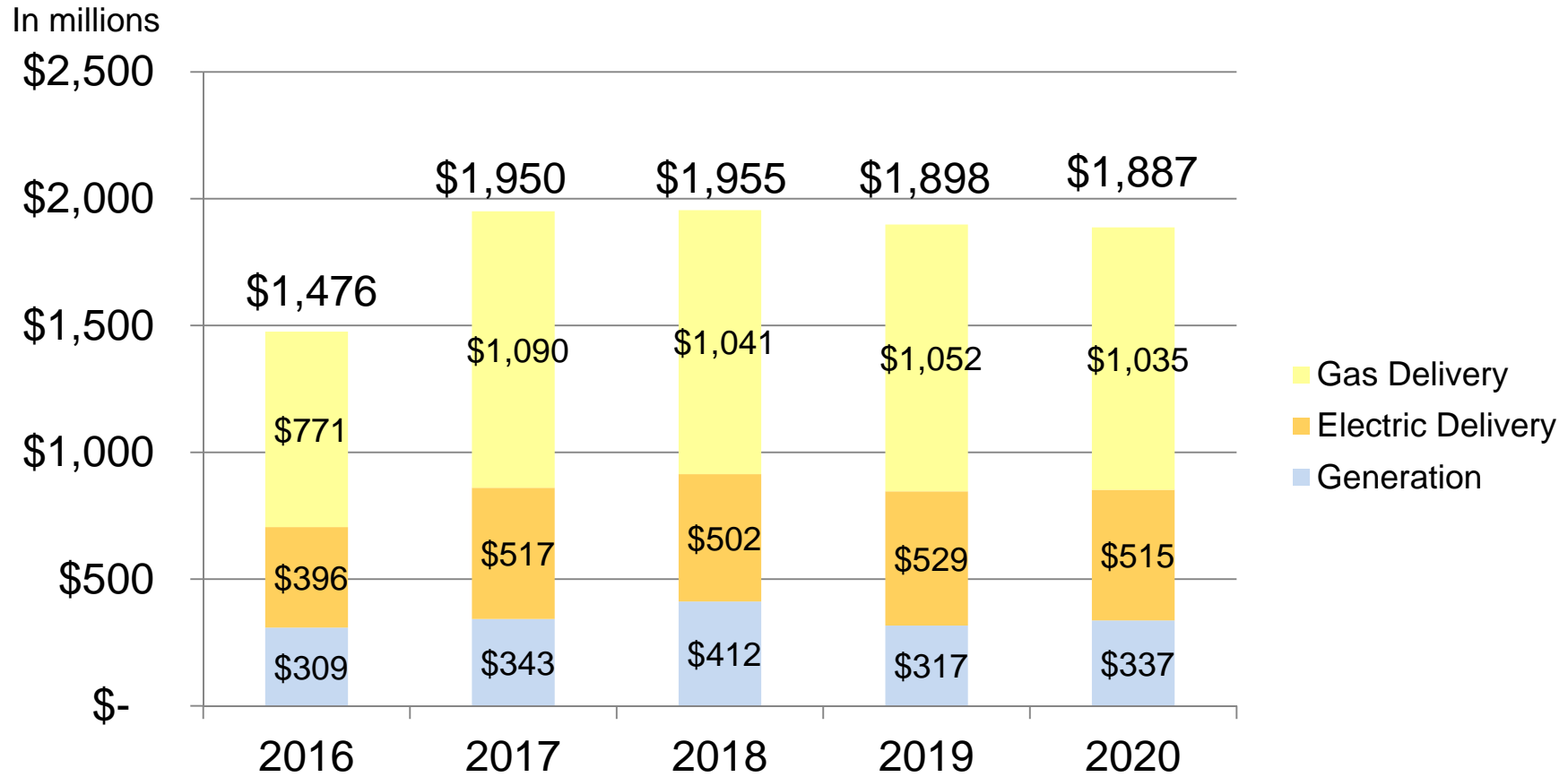
1. All capacity and investment amounts reflect WEC ownership only.  
Demonstrated capacity for the coal units is 1,056 MW – value shown in table is amount guaranteed in lease agreement.

## **Rate Case Update**

- Wisconsin
  - Rate case plans under evaluation
- Illinois
  - No rate case filing in 2017
- Michigan
  - MGU settlement approved by commission on Dec. 11, 2015, for rates effective January 1, 2016
- Minnesota
  - Order issued Oct. 31 setting ROE at 9.11% and authorizing rate increase of approximately 3% or \$6.8 million

Line of Business View

# Five Year Capital Projection 2016-2020



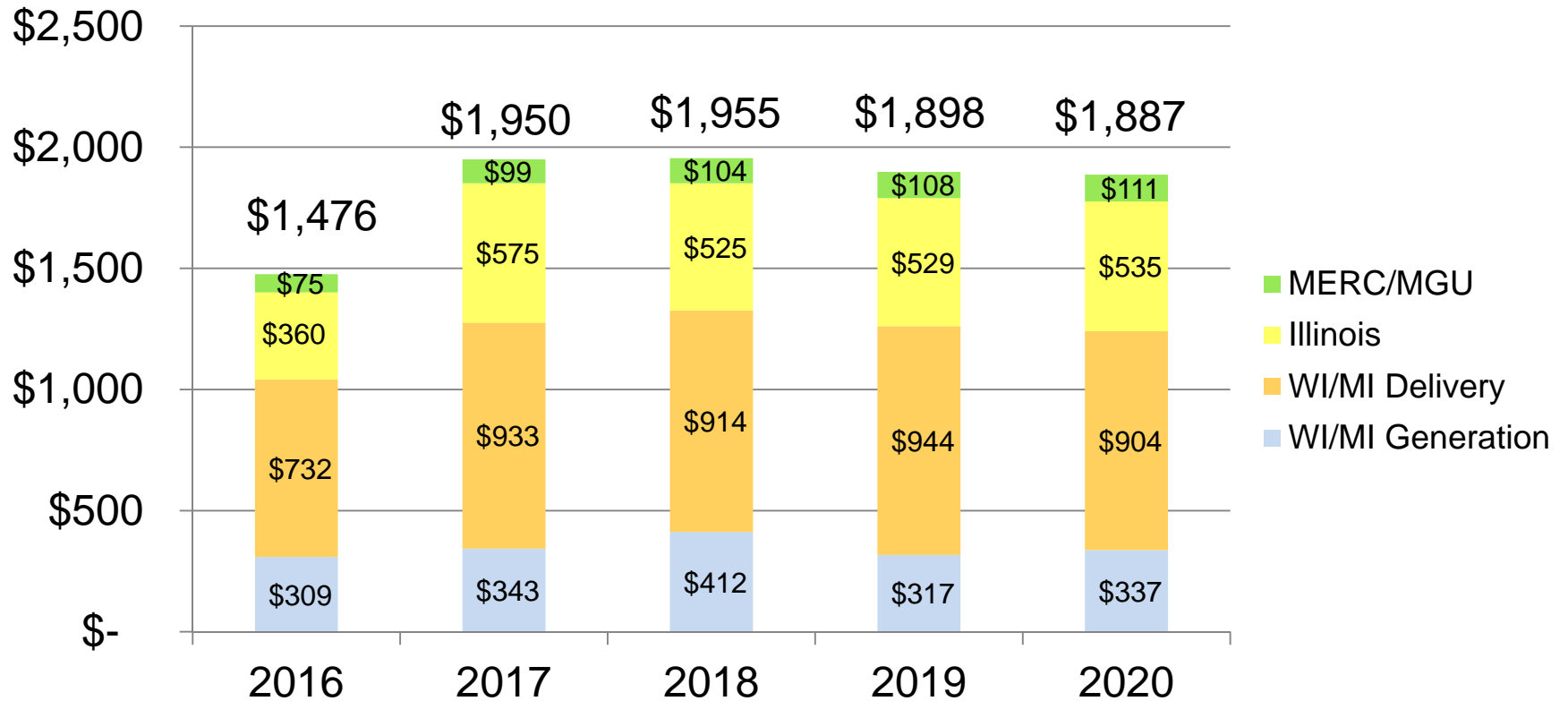
- Total capital spend over the five-year period of \$9.0 - \$9.5 billion

\*Excludes ATC projected capital expenditures

State View

# Five Year Capital Projection 2016-2020

In millions



- Depreciation at the utilities expected to average \$790 million annually over the five-year period

\*Excludes ATC projected capital expenditures

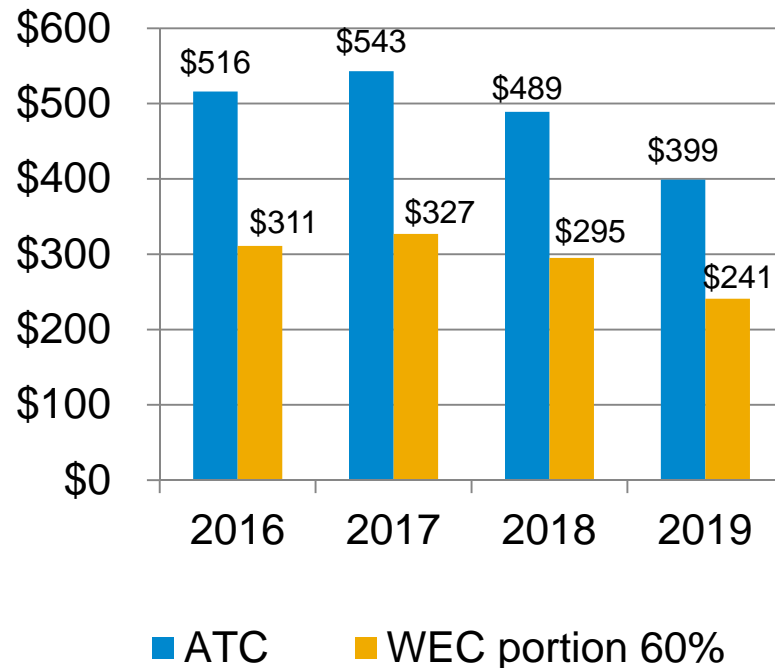
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# American Transmission Company

**\$3.6 – \$4.4 billion projected investment from 2016 – 2025**

## Projected Capital Expenditures

(Millions of Dollars)



## Key Assumptions

- ATC 2015 average rate base: \$3.1 billion
- Implies average \$197 million effective annual (FERC) rate base growth for WEC from 2016 to 2019
- ROE currently under FERC review

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## **American Transmission Company – Outside the Traditional Footprint**

- Joint venture between Duke Energy and ATC (DATC)
  - Ownership split 50/50 between Duke and ATC
  - WEC interest: 30%
- Investment opportunities:
  - Potential expansion of California's Path 15 transmission line
  - Zephyr Power Transmission Project
  - Other transmission projects throughout the U.S.

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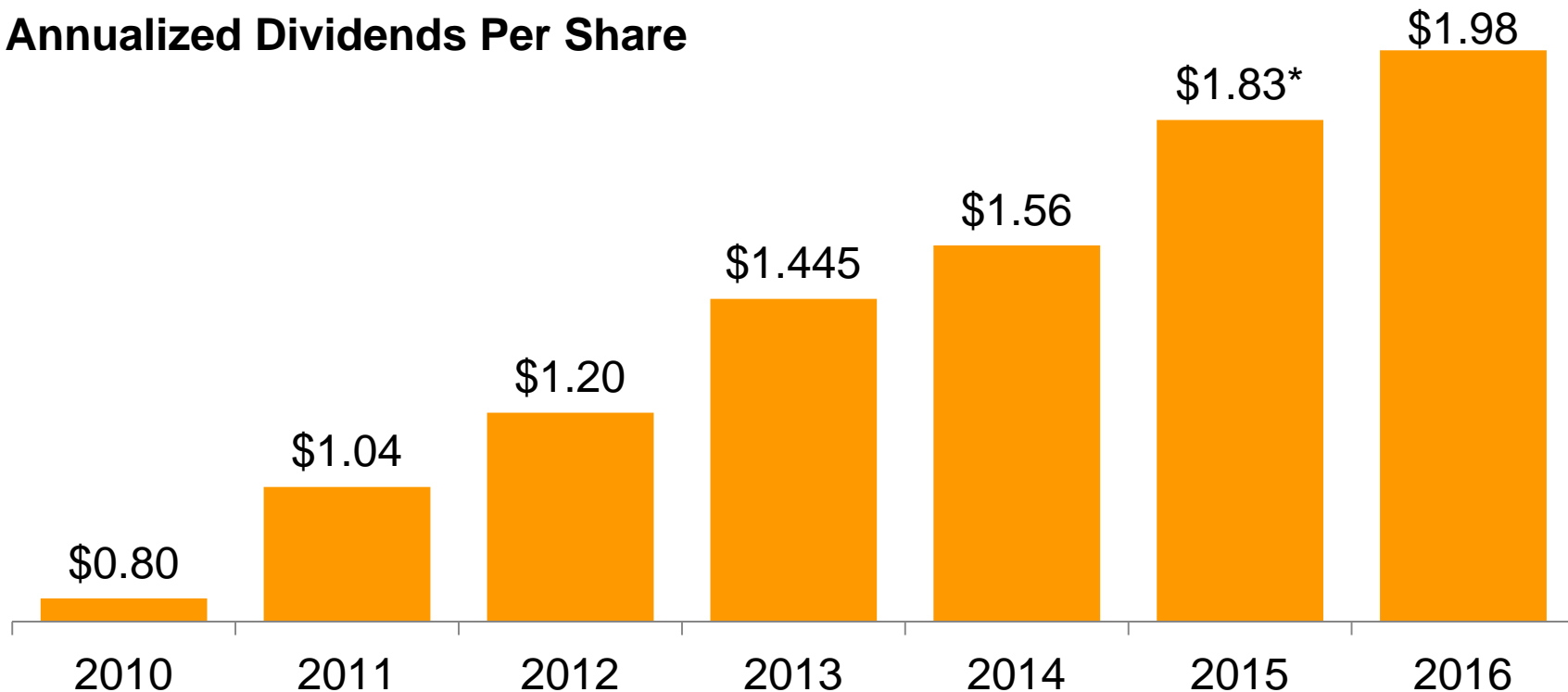
# Sample Merger Driven Initiatives

Category	Activity
Supply Chain	✓ Achieving savings in consolidated vendor and supplier contracts, negotiating most favorable terms
Information Technology	✓ Consolidating IT infrastructure ✓ Implementing uniform processes and consolidating to a single Enterprise Resource Planning (ERP) system
Customer Care	✓ Established consistent measurements of customer satisfaction across all six utilities ✓ Rolling out advanced metering functionality ✓ Expanding mobile options for our customers
Operations	✓ Implementing improved, standard order dispatch ✓ Upgrading work management capabilities across the Wisconsin fleet

*A Track Record of Performance*

# Industry-Leading Dividend Growth

## Annualized Dividends Per Share



- Raised the dividend by 17.3% in 2015 and 8.2% in 2016
- Continuing to target dividend payout of 65-70% of earnings
- Dividend expected to grow in line with earnings

\*Annualized based on 4<sup>th</sup> quarter 2015 dividend of \$0.4575



*Poised for Growth*

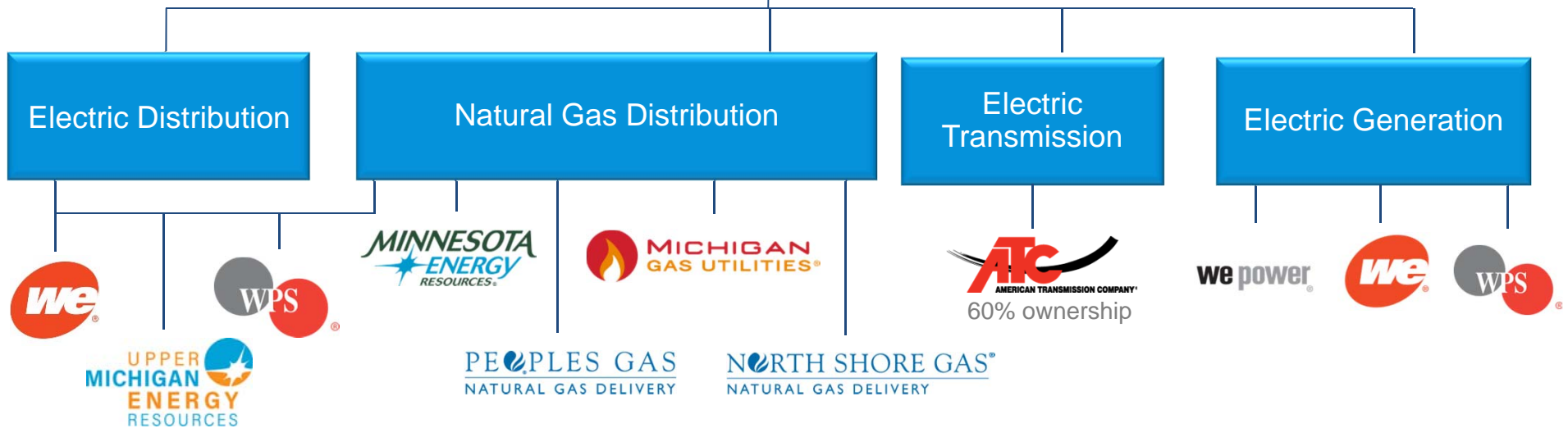
## **Key Takeaways for WEC Energy Group**

- Leading electric and natural gas utility in the Midwest
- The eighth largest natural gas distribution company in the nation
- Projected long-term earnings per share growth of 5-7 percent compound annual growth rate off 2015 base
- Targeting dividend growth in line with growth in earnings per share
- Majority ownership of American Transmission Company brings additional transmission investment opportunity
- Positioned to deliver among the best risk-adjusted returns in the industry



# Appendix

# WEC Energy Group



## *Strategic Rationale*

# Transaction Overview

- WEC Energy Group formed in 2015 when Wisconsin Energy acquired Integrys in a transaction valued at \$9 billion
- Acquisition created the leading electric and natural gas utility in the Midwest
- Meets or exceeds WEC's acquisition criteria
  - Accretive to earnings per share starting in first full calendar year of combined operations
  - Largely credit neutral
  - Long-term growth prospects of combined entity equal to or greater than stand-alone company

*An “Earn and Return” Company with a Low Risk Profile*  
**Well Positioned for the Future**

Larger transmission  
and gas business



- Diversified across four state jurisdictions and FERC

No required equity  
issuances



- Strong financial condition

Attractive EPS  
growth potential



- Top-tier record of producing shareholder value

Continued strong  
dividend growth  
potential



- Strong, experienced management

## Major Construction Projects

# Delivering the Future

- Committed to infrastructure investment that will:
  - Renew and modernize our delivery networks
  - Meet new environmental standards
  - Reduce operating costs for customers



## **System Modernization and Reliability Project**

- \$220 million of projected investment from 2014-2018
- Converting more than 1,000 miles of overhead distribution power lines to underground in northern Wisconsin
- Adding distribution automation equipment on 400 miles of lines
- Proposed \$200 million extension 2018-2021



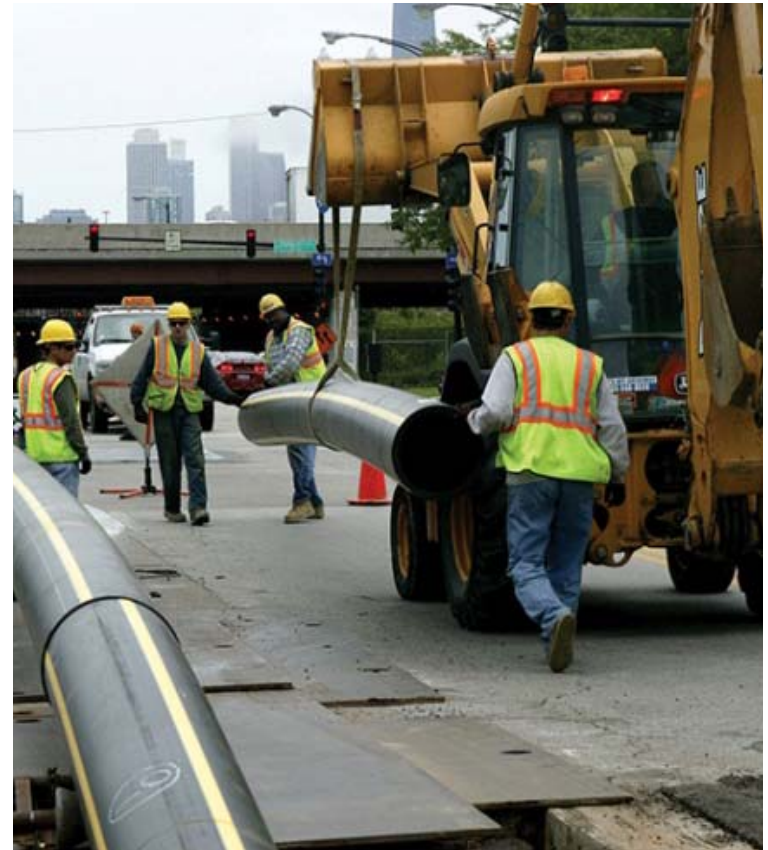
## **Proposed New Generation in the Upper Peninsula**

- Provides a long-term generation solution for electric reliability in Upper Peninsula
- ~170 MW of clean, natural gas-fired *Reciprocating Internal Combustion Engine* (RICE) generation
- Estimated \$255 million investment is made by the new Michigan utility – UMERC
  - Half of the investment recovered in retail rates
  - Half of the investment recovered by a 20-year agreement with Cliffs Natural Resources
- Commercial operation targeted for 2019
- Expect to file for approval with the Michigan Commission in January 2017
  - 270 day approval timeline based on state statute
- Allows for the retirement of Presque Isle Power Plant



# Natural Gas System Modernization Program

- Extensive effort to modernize natural gas infrastructure in City of Chicago
  - Ultimately replace 2,000 miles
  - 21 percent complete
- Investment recovery under a monthly bill rider
  - Project \$250 – \$280 million average annual investment
  - Enabling legislation in effect from 2014 – 2023



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## State-of-the-Art Generation Fleet



### **Natural gas** – 3,753 megawatts

- Port Washington Generating Station among the lowest cost combined-cycle plants in country



### **Coal** – 5,044 megawatts

- Oak Creek heat rate is top 5% in country



### **Renewables** – 483 megawatts

- Wisconsin's two largest wind farms and biomass plant



### **Hydro** – 169 megawatts

\*Owned nameplate capacity

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## Supporting a Clean Energy Future

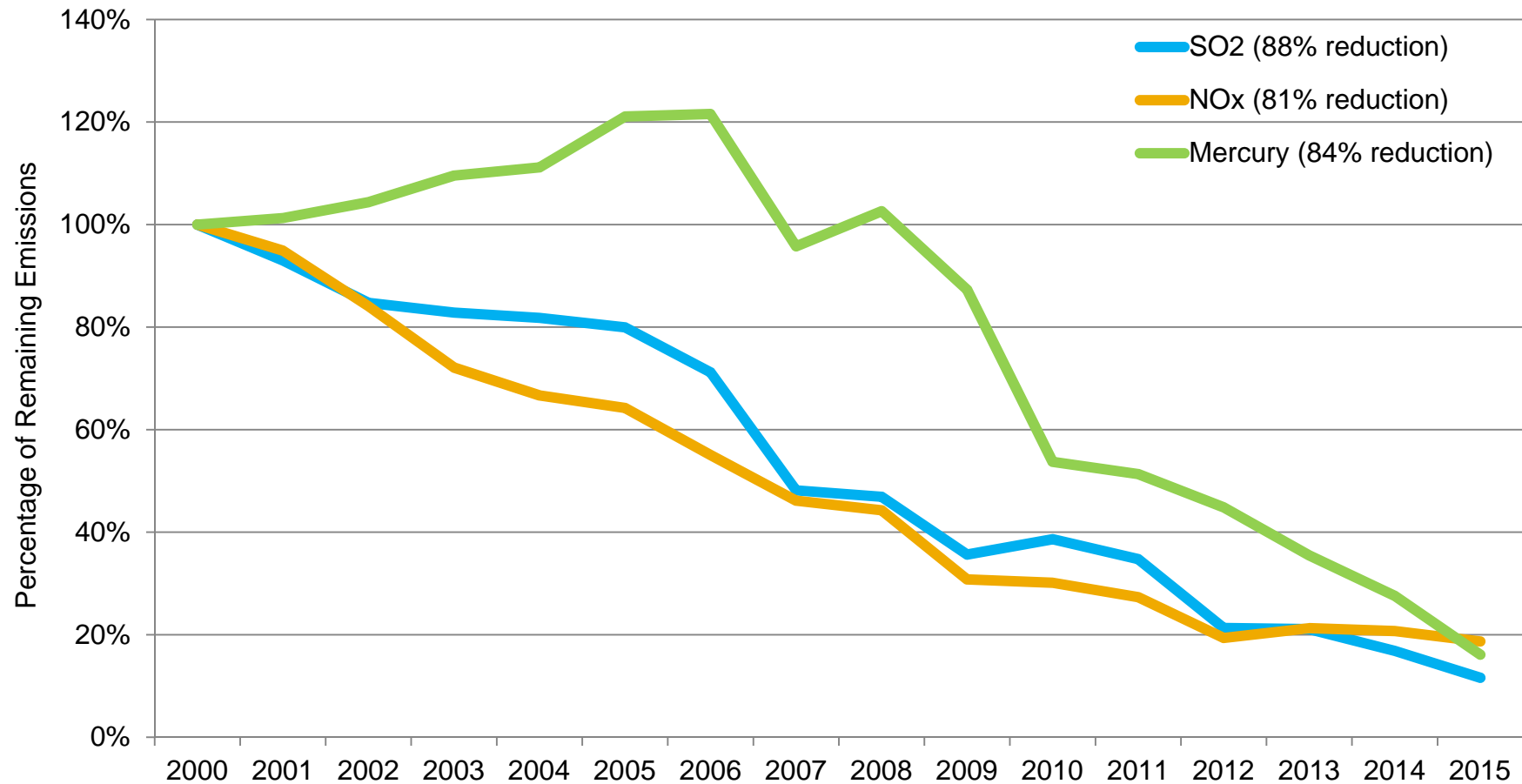
**WEC Energy Group has implemented a multi-emission strategy to achieve greater environmental benefit for lower cost**

- Retired older, less efficient coal-fired generation
- Added two combined cycle natural gas units
- Added state-of-the-art, coal-fired generation with performance that ranks among the most thermally efficient coal-fired units in the nation
- Invested more than \$1 billion in renewable energy – including biomass and the state’s two largest wind energy sites
- Invested more than \$1.5 billion in air quality systems



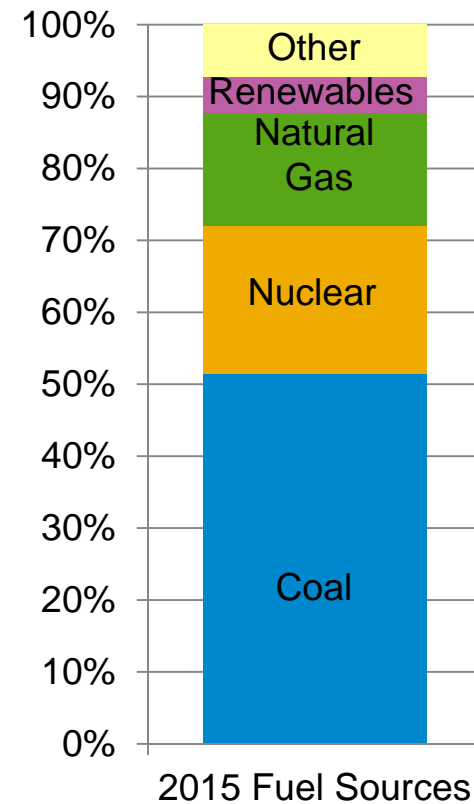
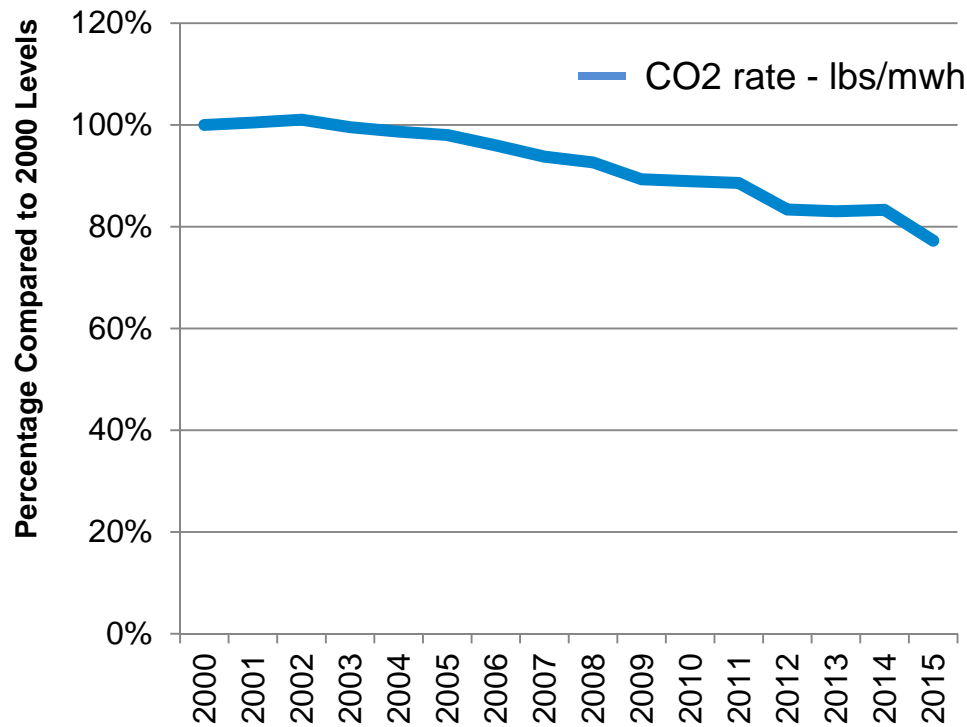
## Reducing Emissions

# Environmental Performance



# Planning for Carbon Regulations

## 23% Reduction in Carbon Intensity



# EPA's Clean Power Plan

- Plan calls for Wisconsin to reduce CO<sub>2</sub> emissions by 41%
- Approximately two-thirds of the reductions must be achieved by 2022
- Stay by U.S. Supreme Court introduces delay and additional uncertainty

*Committed to Protecting the Environment*

**Balancing the delivery of safe, reliable and affordable energy**

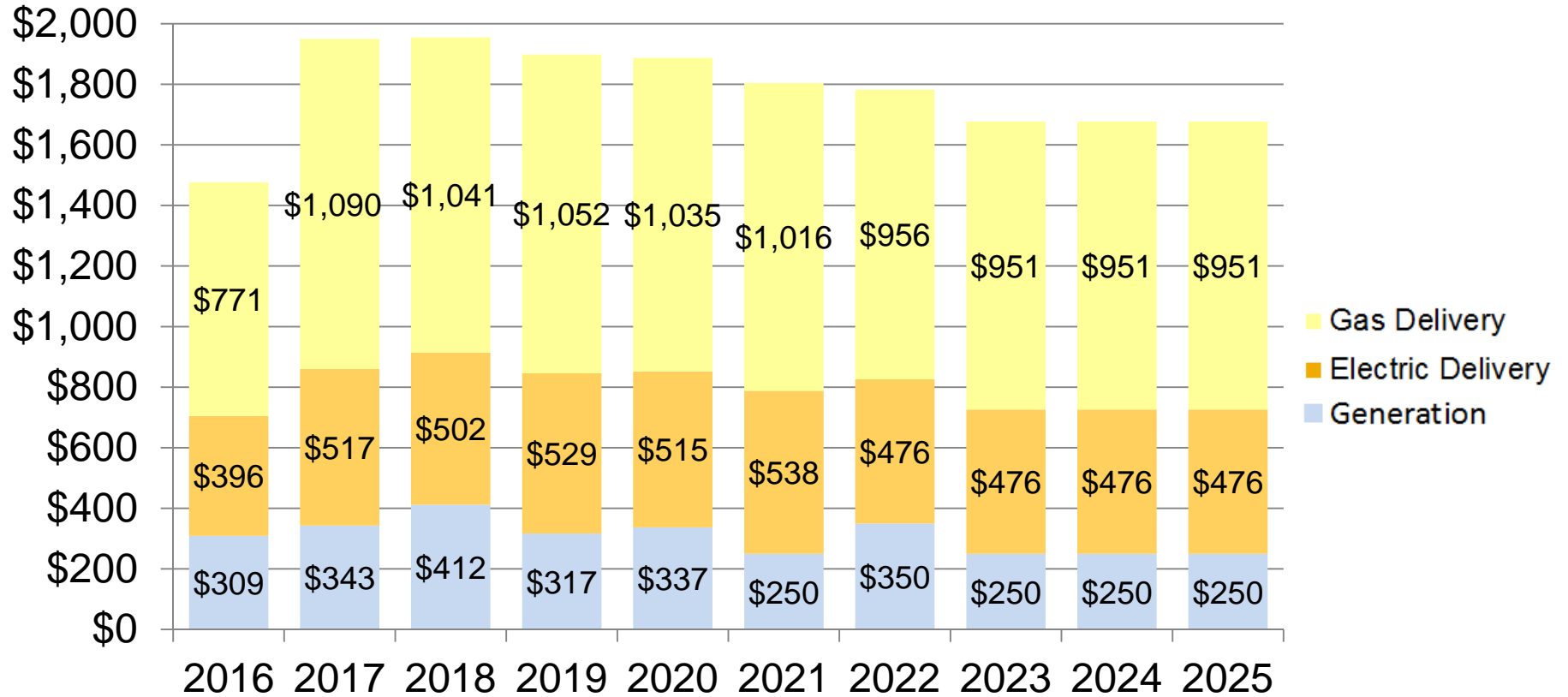
- Working to develop alternative generation solutions so we can retire coal-fueled units over time
  - Examples – Presque Isle and Pulliam Power Plants
- Continuing evaluation of possible future retirements of other coal-fueled units
- Received research and test exemptions to evaluate co-firing of natural gas in some of our coal units – testing began June 2016

**As regulations of GHG emissions take shape, our plan is to work with our industry partners, environmental groups, and the State of Wisconsin with a goal of reducing CO<sub>2</sub> emissions by approximately 40 percent below 2005 levels by 2030**

Line of Business View

# Ten Year Capital Projection 2016-2025

In millions



- Total capital spend over the 10-year period of approximately \$18 billion

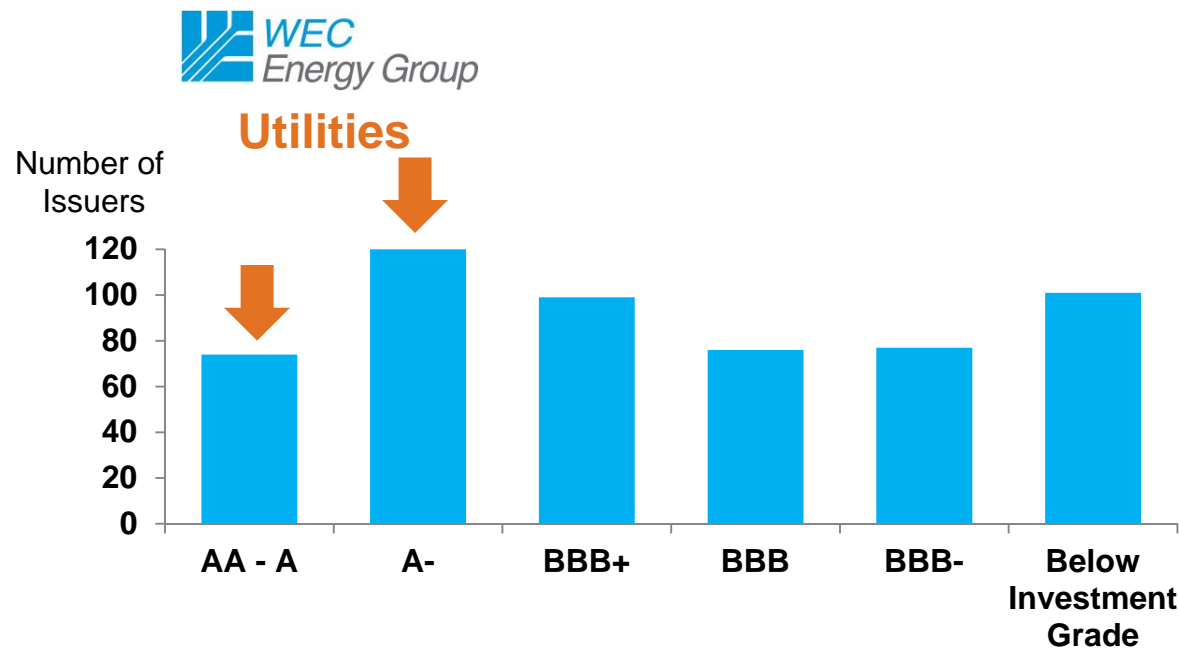
\*Excludes ATC projected capital expenditures



*A Track Record of Performance*

## Strong Financial Condition

### Electric and Gas Utilities Credit Ratings Distribution\*



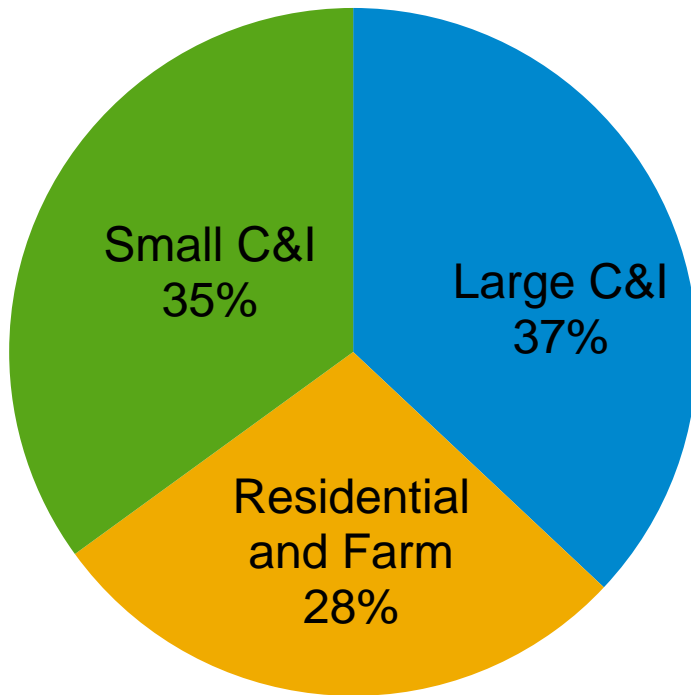
Utility	Rating
Wisconsin Electric	A-
Wisconsin Gas	A
Wisconsin Public Service	A-
Peoples Gas	A-
North Shore Gas	A-

\*Source: Standard & Poor's Financial Services LLC (April 2016)

# Wisconsin Retail Deliveries

## Balanced Sales Mix

2015 Retail Mwh Deliveries Mix\*



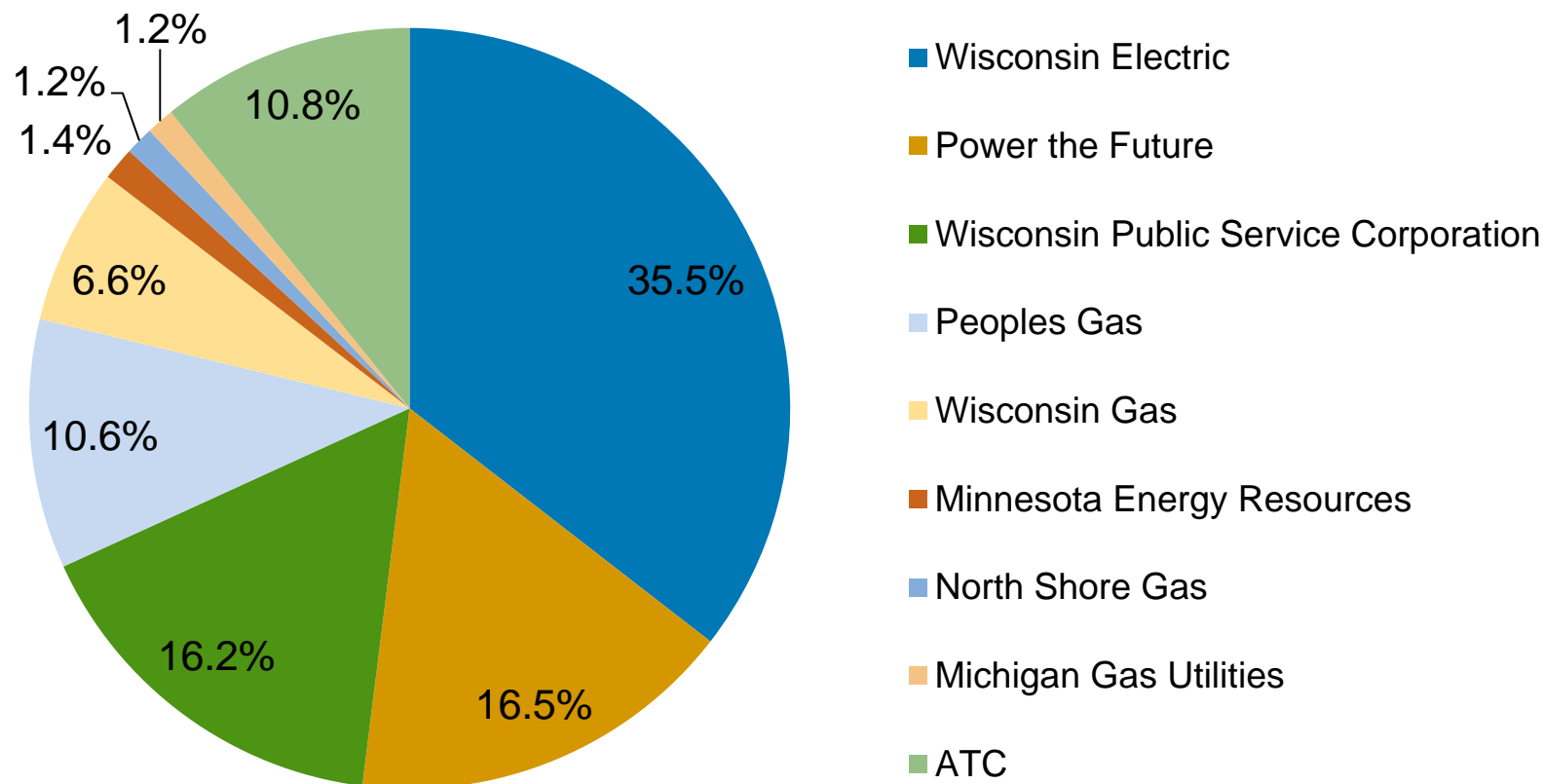
### 37% Large C&I by Segment

Paper	21%
Mining/Minerals	13%
Foundry (SIC 33)	11%
Other Manufacturing	9%
Food/Agriculture	8%
Metal (SIC 34,35,37)	7%
Medical	5%
Office	5%
Education	4%
Chemical	4%
Printing	3%
Other	10%

\*Wisconsin segment includes Michigan electric and retail choice customers in the Upper Peninsula

# Composition of Rate Base

Total 2015 Rate Base of \$17.0 billion



# Key Rate Making Components

Area	PGL	NSG	MERC	MGU	Wisconsin – Electric	Wisconsin – Gas	Michigan
Gas Pipeline Replacement Rider	X						
Bad Debt Rider	X	X					
Bad Debt Escrow Accounting					WE	WG	
Decoupling	X	X	X				
Fuel Cost Recovery	1 for 1 recovery of prudent fuel costs				+/- 2% band	1 for 1 recovery of prudent fuel costs	
Manufactured Gas Plant Site Clean Up Recovery	X	X	X	X	N/A	X	X
Forward-looking test years	X	X	X	X	2 years	2 years	X

# Regulatory Environment

## Wisconsin

- Governor Scott Walker (R)
- Commission
  - Gubernatorial appointment, Senate confirmation
  - Chairman: Gubernatorial appointment
  - 6-year staggered terms

## Michigan

- Governor Rick Snyder (R)
- Commission
  - Gubernatorial appointment, Senate confirmation
  - Chairman: Gubernatorial appointment
  - 6-year staggered terms

Wisconsin Commissioners			
Name	Party	Began Serving	Term Ends
<b>Ellen Nowak</b> Chair	R	07/2011	03/2019
<b>Mike Huebsch</b>	R	03/2015	03/2021
<b>Phil Montgomery</b>	R	03/2011	03/2017

Michigan Commissioners			
Name	Party	Began Serving	Term Ends
<b>Sally Talberg</b> Chair	I	07/2013	07/2019
<b>Norm Saari</b>	R	08/2015	07/2021
<b>Rachel Eubanks</b>	I	08/2016	07/2017

# Regulatory Environment

## Illinois

- Governor Bruce Rauner (R)
- Commission
  - Gubernatorial appointment, Senate confirmation
  - Chairman: Gubernatorial appointment
  - 5-year staggered terms

## Minnesota

- Governor Mark Dayton (D)
- Commission
  - Gubernatorial appointment, Senate confirmation
  - Chairman: Gubernatorial appointment
  - 6-year staggered terms

Illinois Commissioners			
Name	Party	Began Serving	Term Ends
<b>Brien Sheahan</b> Chair	R	01/2015	01/2019
<b>Miguel del Valle</b>	D	02/2013	01/2018
<b>Sherina Maye</b>	I	03/2013	01/2018
<b>Ann McCabe</b>	R	03/2012	01/2017
<b>John Rosales</b>	D	03/2015	01/2019

Minnesota Commissioners			
Name	Party	Began Serving	Term Ends
<b>Beverly Jones Heydinger</b> Chair	D	07/2012	01/2017
<b>John Tuma</b>	R	02/2015	01/2021
<b>Nancy Lange</b>	D	02/2013	01/2019
<b>Dan Lipschultz</b>	R	01/2014	01/2020
<b>Matt Schuerger</b>	R	01/2016	02/2022

# Regulatory Environment

- FERC
  - Presidential appointment, Senate confirmation
  - 5-year term

FERC Commissioners			
Name	Party	Began Serving	Term Ends
Norman Bay Chair	D	08/2014	06/2018
Cheryl LaFleur	D	07/2014	06/2019
Colette Honorable	D	01/2015	06/2017
Open			
Open			

# Key Provisions in Merger Approval

## Wisconsin

- Earnings cap at Wisconsin Electric and Wisconsin Gas
- Joint Resource Plan for capacity needs of Wisconsin Electric and Wisconsin Public Service

## Illinois

- 2-year requirement for minimum level of jobs
- 2-year base rate freeze
- 3-year capital commitment
- Follow the recommendations of the 3<sup>rd</sup> party audit of the gas pipeline replacement program

## Michigan

- If requested, either invest in and/or purchase power from a new power plant (which would enable retirement of the Presque Isle Plant)
- Pursue the formation of a Michigan-only utility for our customers in Michigan's Upper Peninsula

## Minnesota

- No workforce reductions beyond normal attrition for two years

## FERC

- For policy issues, WEC will only vote legacy TEG ownership of 34% of ATC



# Precedent Transactions

Announce Date	Closing Date	Target	Acquiror	1-Day Premium	FY1 P/E	FY2 P/E	Transaction Value (\$mm)	Equity Value (\$mm)	Price/Book	Enterprise Value/ Rate Base
07/29/2016	Pending	Oncor	NEE	n/a	26.5x	23.8x	\$18,400	\$11,898	1.6x	1.77x
05/31/2016	Pending	WR	GXP	36% <sup>(1)</sup>	24.6x	23.7x	\$12,231	\$8,600	2.3x	1.72x
02/09/2016	Pending	EDE	AQN.CN	50% <sup>(1)</sup>	22.4x	21.1x	\$2,366	\$1,489	1.9x	1.49x
02/09/2016	Pending	ITC	FTS.CN	33% <sup>(1)</sup>	21.6x	20.0x	\$11,269	\$6,889	4.1x	1.98x
02/01/2016	09/16/2016	STR	D	23%	19.1x	18.9x	\$5,960	\$4,371	3.4x	2.29x <sup>(2)</sup>
10/26/2015	Pending	PNY	DUK	42%	29.8x	28.0x	\$6,700	\$4,916	3.5x	2.5x
09/04/2015	07/01/2016	TE	EMA.CN	48% <sup>(1)</sup>	23.3x	21.5x	\$10,361	\$6,480	2.5x	1.60x <sup>(3)</sup>
08/24/2015	07/01/2016	GAS	SO	38%	21.5x	20.6x	\$11,978	\$7,926	2.0x	n/a
02/25/2015	12/16/2015	UIL	Iberdrola	25% <sup>(1)</sup>	21.7x	20.4x	\$4,674	\$2,983	2.2x	1.95x
10/20/2014	04/13/2016	CNL	Multiple	n/a <sup>(4)</sup>	20.5x	18.7x	\$4,700	\$3,343	2.1x	1.68x
<b>06/23/2014</b>	<b>06/29/2015</b>	<b>TEG</b>	<b>WEC</b>	<b>17%</b>	<b>20.0x</b>	<b>18.5x</b>	<b>\$9,020</b>	<b>\$5,758</b>	<b>1.7x</b>	<b>1.55x</b>
04/30/2014	03/26/2016	POM	EXC	25% <sup>(1)</sup>	22.5x	20.8x	\$12,193	\$6,872	1.6x	1.58x
12/11/2013	08/15/2014	UNS	FTS.CN	30%	18.0x	17.9x	\$4,282	\$2,515	2.2x	1.55x
05/29/2013	12/19/2013	NVE	Berkshire	20%	18.3x	17.6x	\$10,465	\$5,592	1.6x	1.45x
			Average	32%	22.1x	20.8x			2.3x	1.78x
			Median	32%	21.6x	20.5x			2.1x	1.68x

1. Based on unaffected date.
2. Historical rate base. Includes E&P investment base.
3. Based on press releases.
4. Company disclosed engagement in strategic transaction discussions prior to announcement of transactions.

# Contact Information

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