



**November 2015**

# 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, rate base, and future electric sales. 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; 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 heading "Risk Factors," as well as those factors described in the forward-looking statement cautionary language, contained in both WEC Energy Group's and Integrys Holding's Form 10-Ks for the year ended December 31, 2014 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.

# A Transformational Step

- On June 29, Wisconsin Energy acquired Integrys in a transaction valued at \$9 billion



# Key Transaction Metrics

■ One-Day Premium	17%
■ Price to Book	1.7x
■ Enterprise Value to Rate Base	1.55x
■ Price/Earnings FY One	20.0x*

\* Based on 2014, the year in which the merger was announced

# Transaction Overview

- Acquisition creates 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

# The New Look WEC

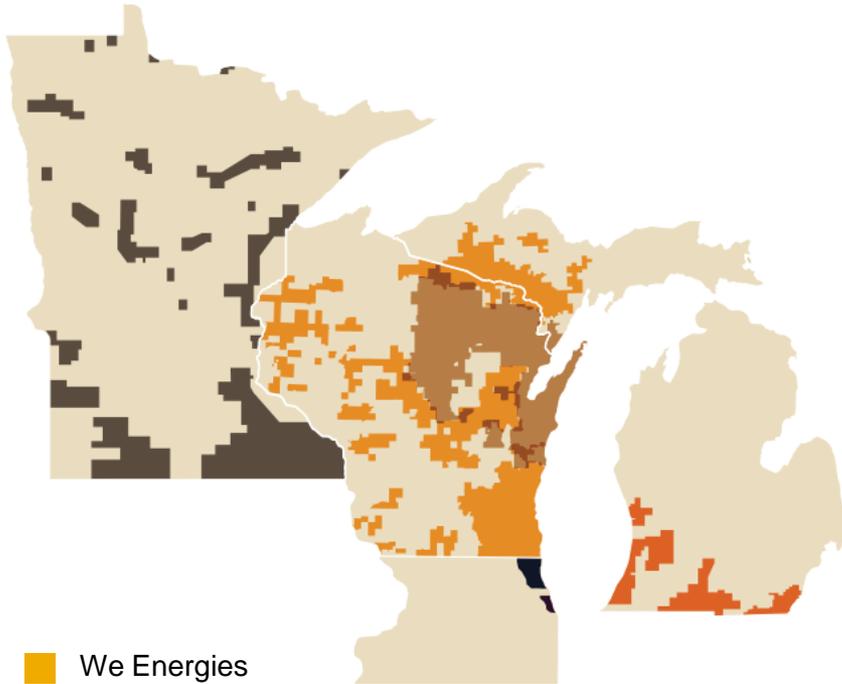
**One company.  
One team.**



- Same top management team
- New growth platform
- Focused on the energy and infrastructure needs of 4.4 million customers across the heartland

# 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

## Company Statistics

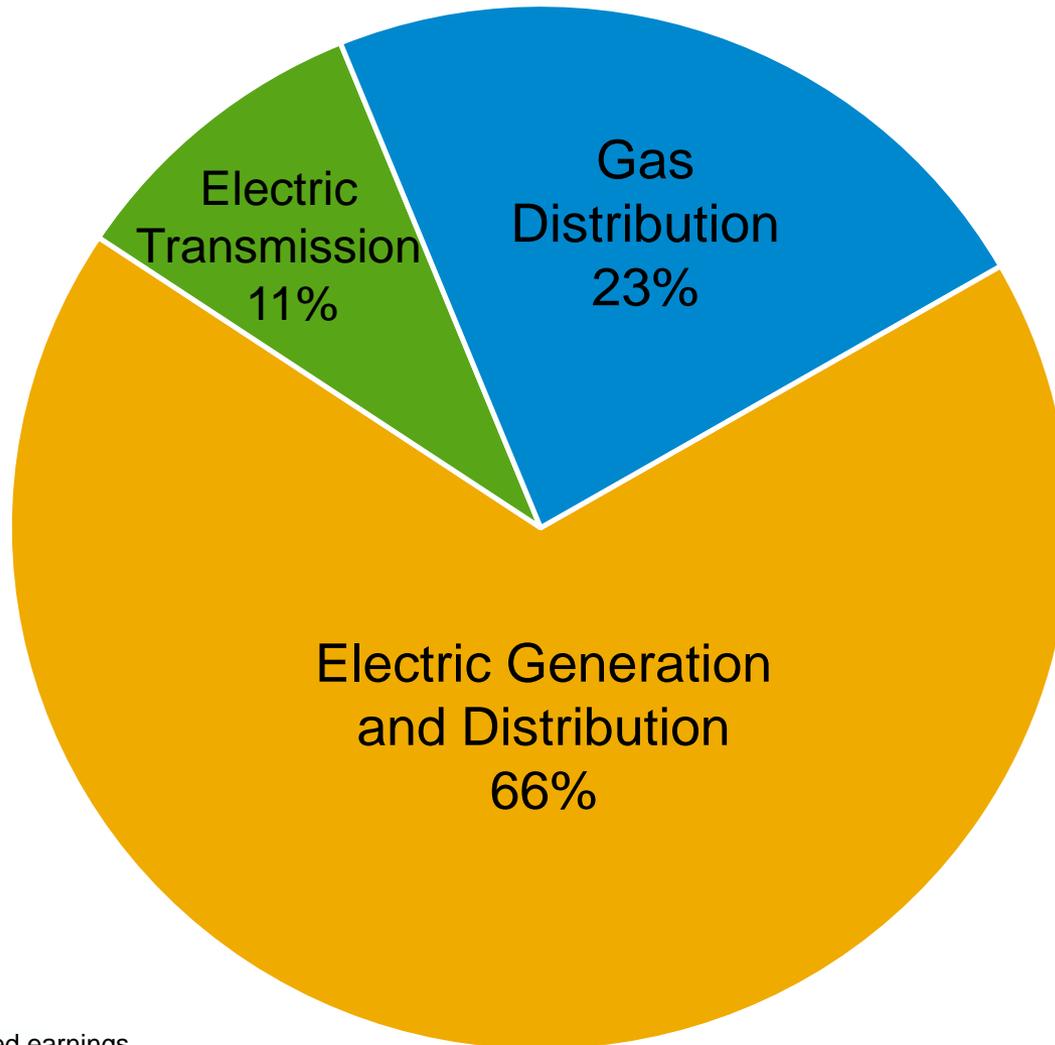
- \$16.4 billion market cap <sup>(1)</sup>
- 1.6 million electric customers
- 2.8 million gas customers
- 60% ownership of ATC
- 70,000 miles electric distribution
- 44,000 miles gas distribution
- \$17 billion of rate base <sup>(2)</sup>

(1) As of 9/30/15

(2) Projected year-end 2015

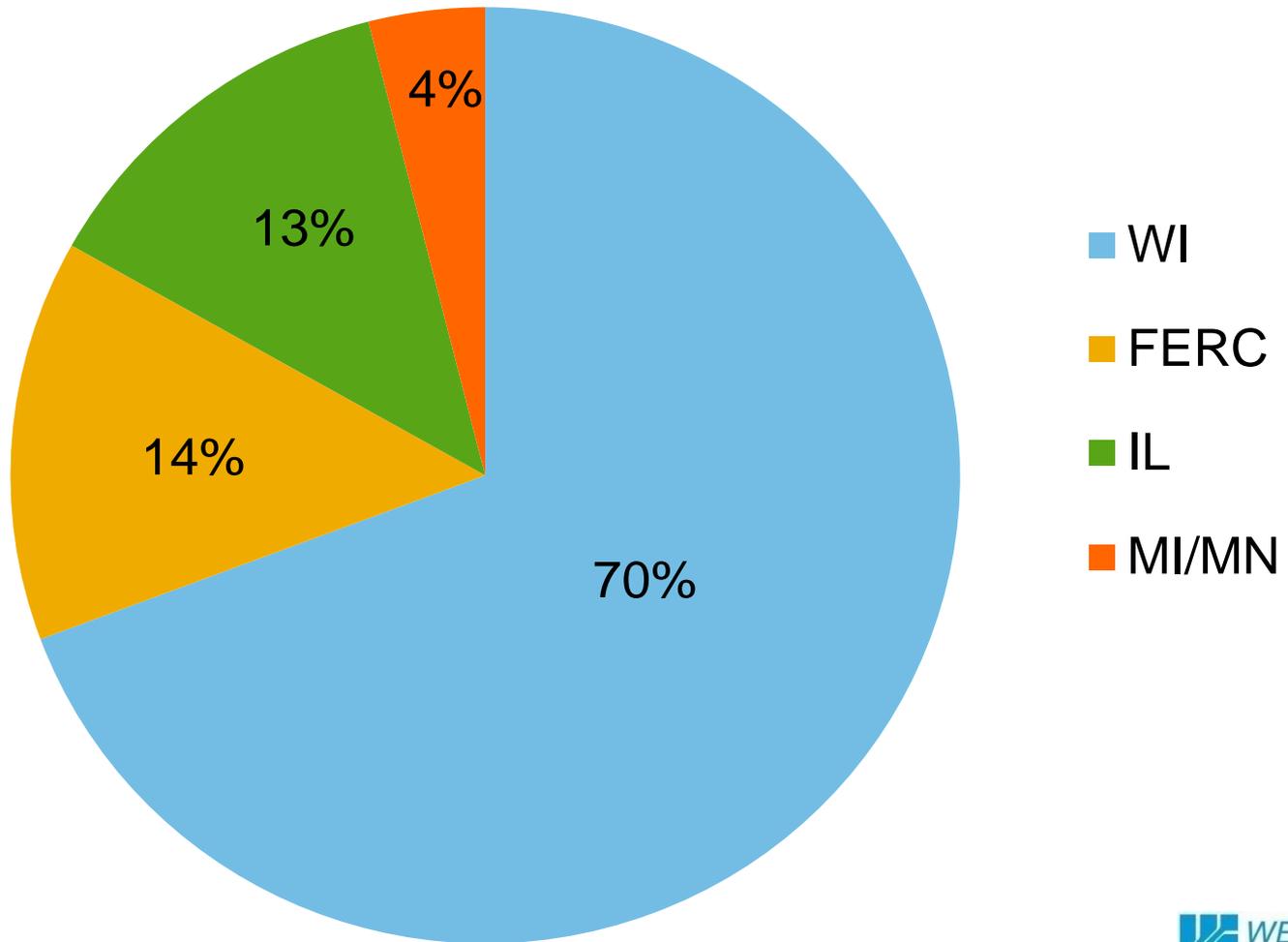
*Well Positioned for the Future*

# Our Portfolio of Regulated Businesses



Based on 2014 regulated earnings

# Rate Base Investment by Jurisdiction\*



\*Actual 2014 Rate Base

## **Drivers and Differentiators for Premium Growth**

- Power the Future - \$2.8 billion of total investment
  - 12.7 percent equity return
- 60 percent owner of one of the largest transmission companies in America
- “Deliver the Future” capital spending over multiple years supported by a balanced regulatory climate

*Well Positioned for the Future*

# WEC Energy Group

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

# A Compelling Value Proposition

- For 2016, targeting earnings per share growth of 6-8 percent
- Beyond 2016, earnings per share expected to grow at 5-7 percent annually
- More than 99 percent of earnings from regulated operations
- Projecting dividend growth in line with earnings growth
- Building on our strength

# Consistent Earnings and Dividend Growth

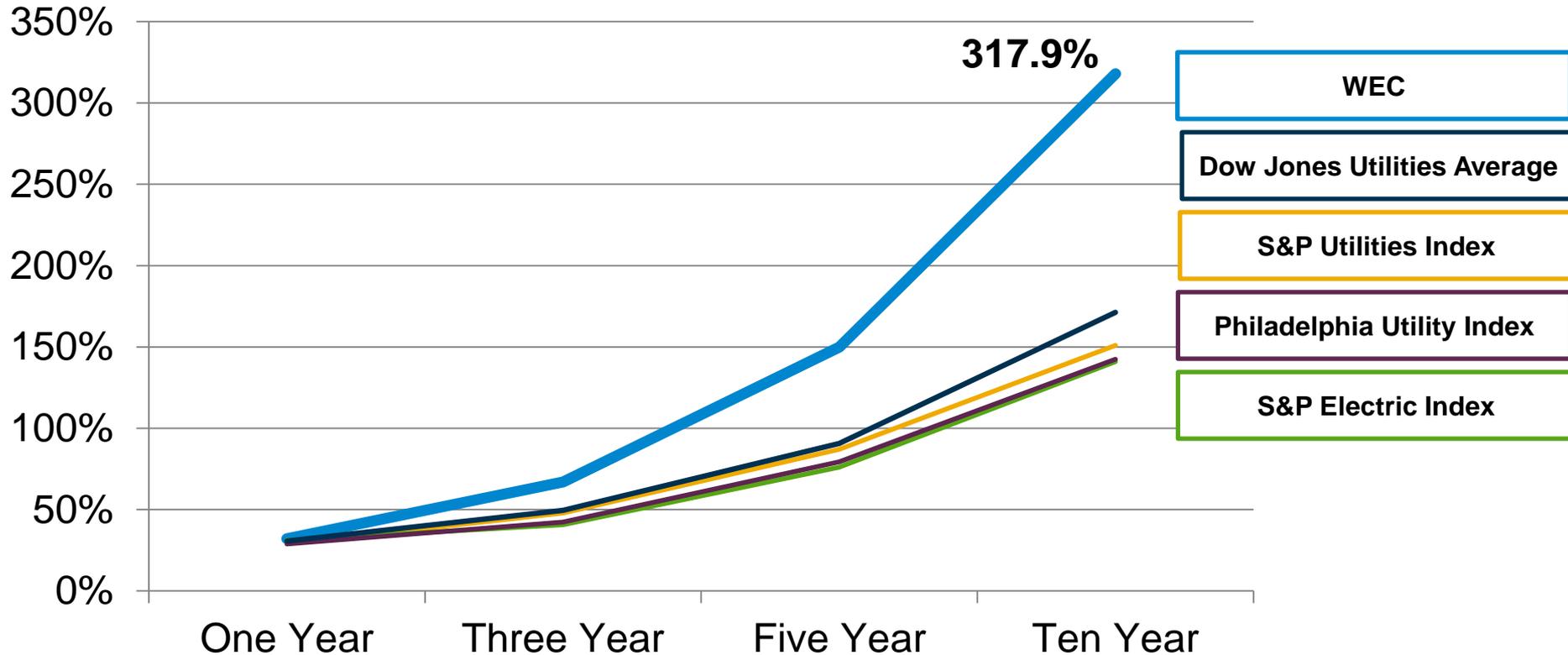
WEC is the only company in the

- S&P Electric Index
- S&P Utilities Index
- Philadelphia Utility Index
- Dow Jones Utilities Average

that has grown earnings per share and dividends per share every year for the past 12 years

## A Track Record of Performance

# Industry Leading Total Shareholder Returns



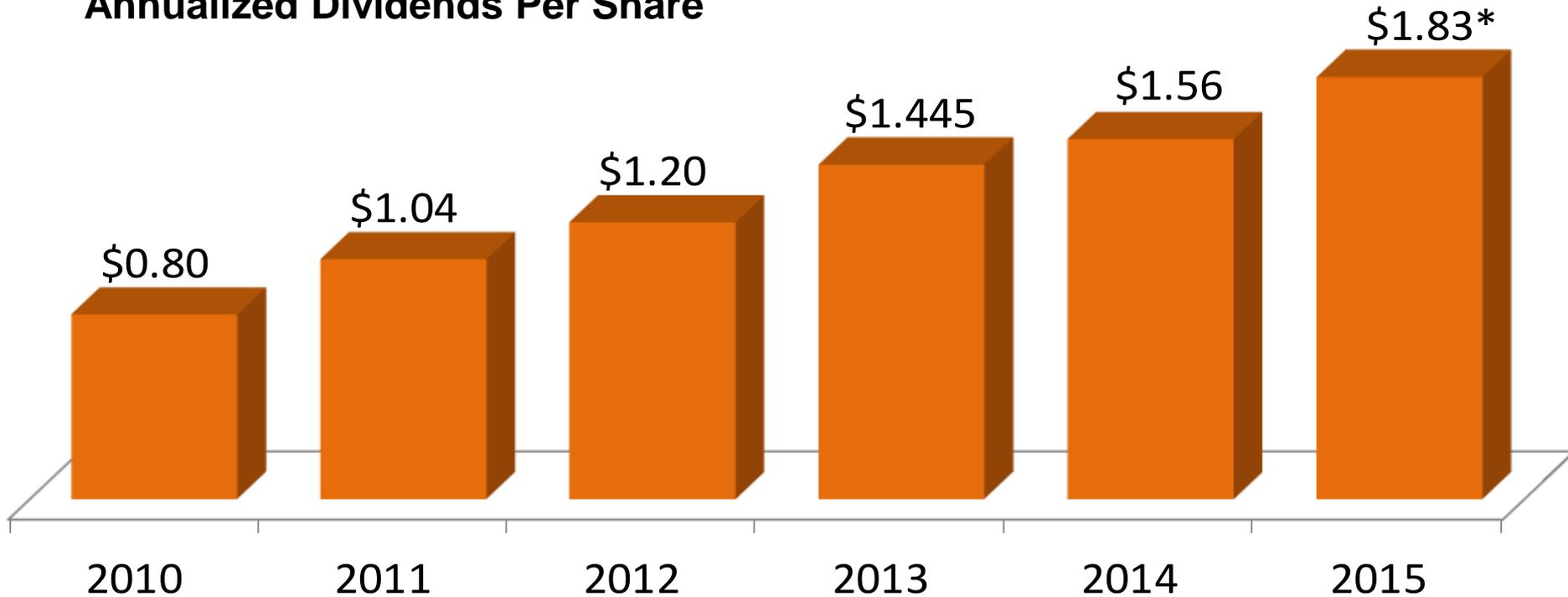
Annualized returns for periods ending 12/31/2014

Source: Bloomberg data, assumes all dividends were reinvested and returns were compounded daily

*A Track Record of Performance*

# Industry Leading Dividend Growth

Annualized Dividends Per Share



- In two steps, raised the dividend by 17.3 percent in 2015

\*Annualized based on new quarterly dividend of \$0.4575

# Leading Reliability and Customer Satisfaction



## We Energies

- Most reliable utility in Midwest for 5th consecutive year
- Top quartile in the Midwest for customer service and power quality<sup>(1)</sup>
- Top quartile nationally for customer service<sup>(2)</sup>

## Wisconsin Public Service

- #2 in the Midwest for overall customer satisfaction<sup>(3)</sup>

(1) Source: 2015 J.D. Power and Associates Electric Residential Customer Satisfaction Study/Large Utilities

(2) Source: 2015 J.D. Power and Associates Gas Business Study

(3) Source: 2015 J.D. Power and Associates Electric Business Customer Satisfaction Study/Midsize Utilities

# Delivering the Future

- Projected capital investment of \$1.4 – \$1.55 billion annually
- Committed to infrastructure investment that will:
  - Renew and modernize our delivery networks
  - Meet new environmental standards
  - Reduce operating costs for customers



# We Energies Major Construction Projects

## West Central Gas Expansion Project

- Largest expansion of gas distribution network in our history
- On time and better than budget at approximately \$130 million
- In-service November 2015



# We Energies Major Construction Projects

## Converting the Valley Power Plant from coal to natural gas

- \$60 to \$62 million of investment
- Projected completion: November 2015
- On time and on budget



# We Power Major Construction Projects

## Fuel flexibility initiative at our new Oak Creek units

- \$21 million projected investment for plant modifications
- \$58 million projected investment for storage, fuel handling
- Significant reduction in fuel costs for our customers



# Wisconsin Public Service Major Construction Projects

## System Modernization and Reliability Project

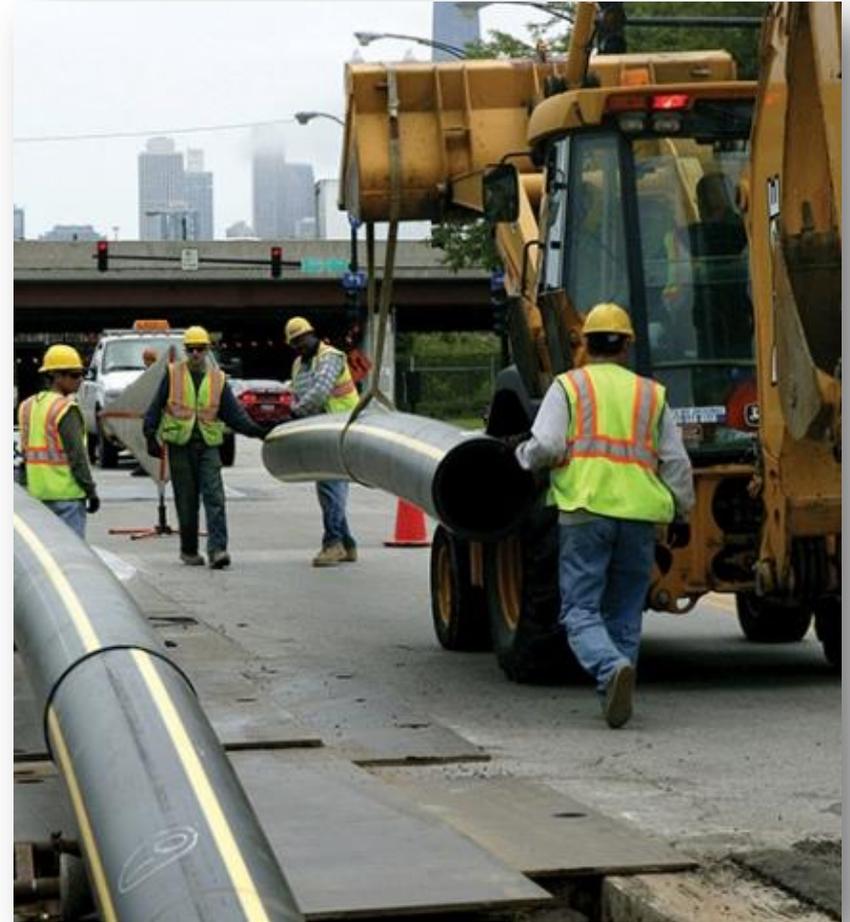
- \$220 million of projected investment from 2014-2018
- Converting more than 1,000 miles of overhead distribution power lines to underground in northern Wisconsin
- Adding distribution automation equipment on 400 miles of lines



# Peoples Gas Major Construction Projects

## Accelerated Main Replacement Project

- Extensive effort to modernize natural gas infrastructure in City of Chicago
- Investment recovery under a monthly bill rider
  - Projecting \$250 million average investment annually
- Enabling legislation in effect from 2014 – 2023



# 2016 Guidance

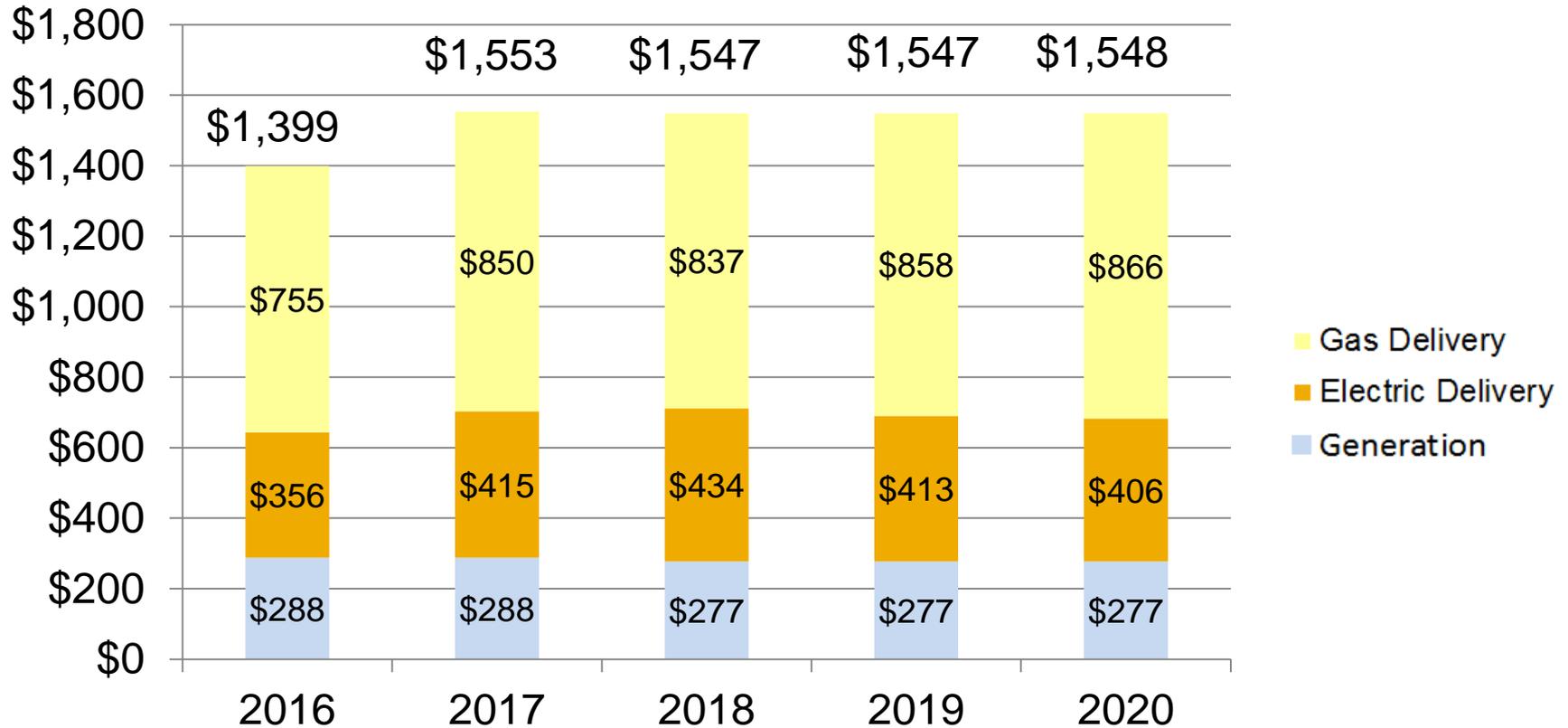
- 2015 projected legacy WEC earnings of \$2.72\* per share
- Targeting 2016 earnings per share growth of 6-8 percent
- Guidance for 2016: \$2.88 to \$2.94 per share\*\*

\*Please reference last slide for explanation of what is excluded from legacy WEC

\*\* 2016 earnings per share exclude any potential remaining acquisition related costs

# Five Year Capital Projection 2016-2020

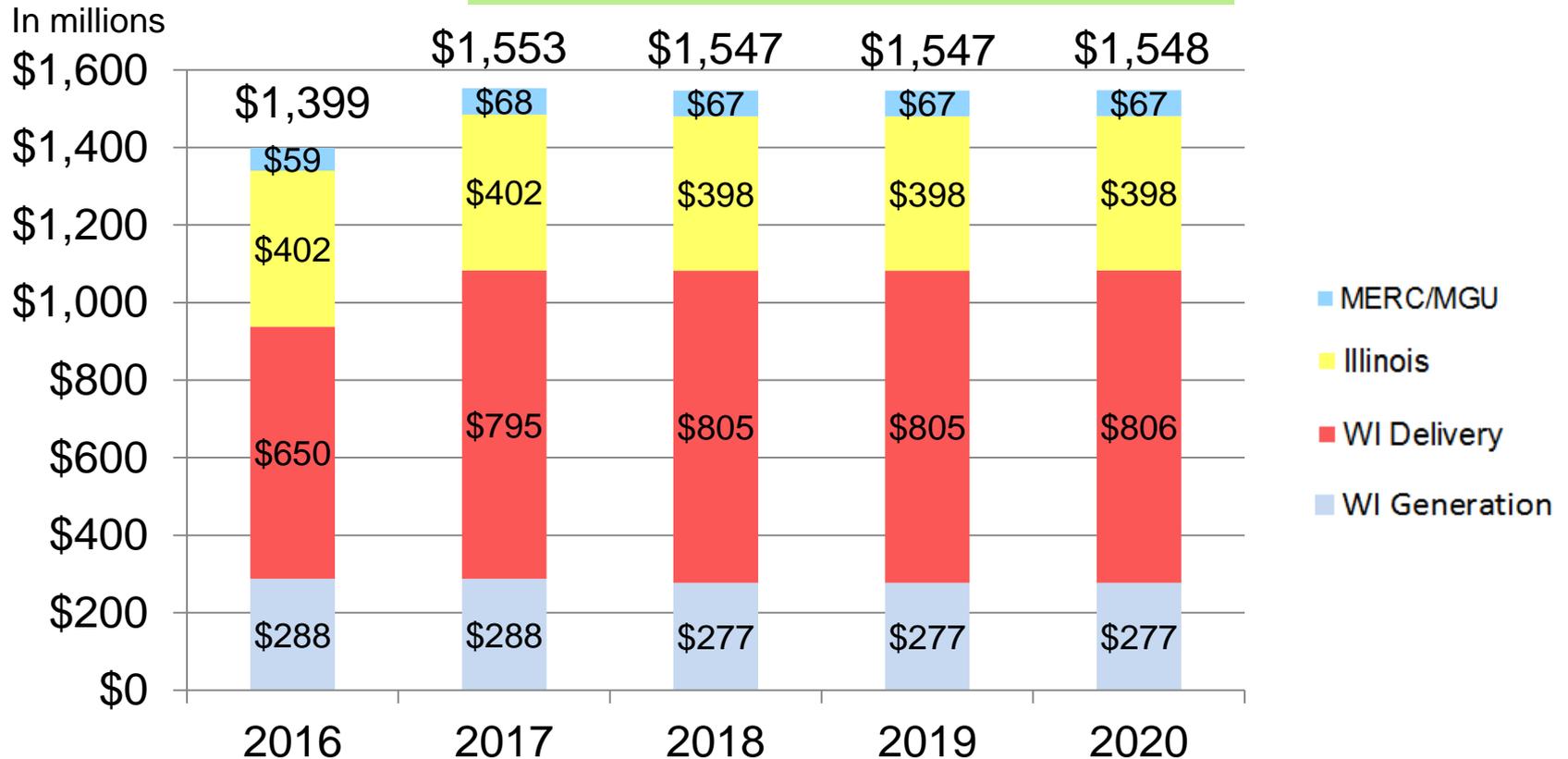
In millions



- Annual capital expenditure of \$1.4 - \$1.55 billion
- Total capital spend over the five-year period of \$7 - \$8 billion

# Five Year Capital Projection 2016-2020

Clean Power Plan Compliance



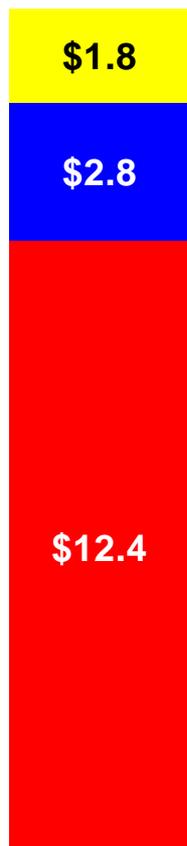
- Depreciation at the utilities expected to average \$770 million annually over the five-year period

# Capital Plan Summary

- Capex more than double stand-alone plan
- Continues to be driven primarily by investments in our delivery infrastructure ... no “big bets”
- Multiple customer-benefitting projects to choose from

# Earnings Growth Drivers

Projected year-end 2015  
rate base (\$ billions)



■ Utilities ■ PTF ■ Transmission

Note: Power the Future value is book value of investment.

## Core Investment

- Rate Base: \$7 - \$8 billion of projected rate base investment from 2016-2020
- ATC – Traditional Footprint
  - \$3.7 to \$4.5 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
- Clean Power Plan investment

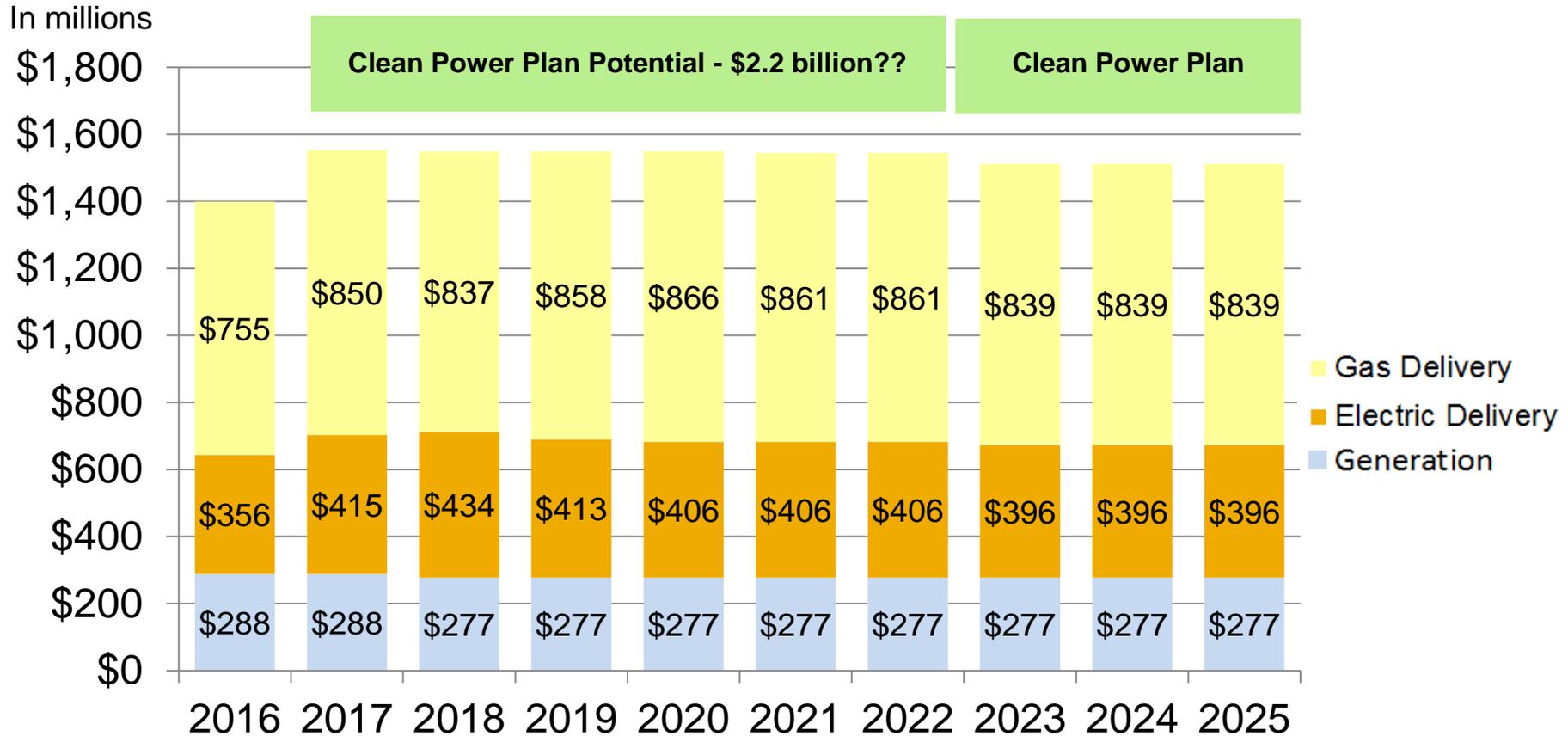
# Concluding Remarks



## **EPA's Clean Power Plan**

- Plan calls for Wisconsin to reduce CO<sub>2</sub> emissions by 41%
- First compliance deadline is 2022
- Approximately two-thirds of the reductions must be achieved by 2022
- EPA rule envisions natural gas combined cycle plants operating at a 75% capacity factor. Technically feasible. But ...
- Transition from historic practice of economic dispatch to environmental dispatch?

# Ten Year Capital Projection 2016-2025



- Annual capital expenditure of \$1.4 - \$1.55 billion
- Total capital spend over the 10-year period of \$14 - \$15.5 billion

# Key Takeaways for WEC Energy Group

- Leading electric and natural gas utility in the Midwest
- One of the top ten natural gas distribution companies in the nation
- Long-term earnings per share growth of 5-7% projected annually – driven by multi-year infrastructure projects
- 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**

An “Earn and Return” Company with a Low Risk Profile

## Well Positioned for the Future

Broadened  
transmission and gas  
business



- Diversified across 5 (including FERC) regulatory jurisdictions

Low near-term  
rate case risk



- Strong financial condition

No required equity  
issuances



- \$16.4 billion market cap enhances liquidity\*

Attractive EPS  
growth potential



- Top-tier record of producing shareholder value

Continued strong  
dividend growth  
potential



- Strong, experienced management

\*As of 9/30/15

A Track Record of Performance

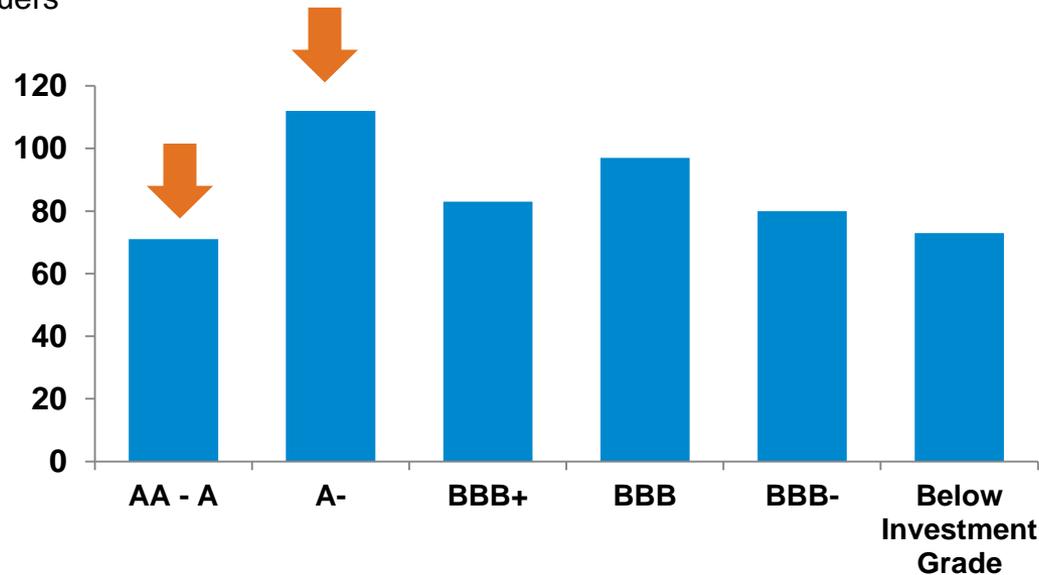
# Strong Financial Condition

## Electric and Gas Utilities Credit Ratings Distribution\*



Number of Issuers

Utilities

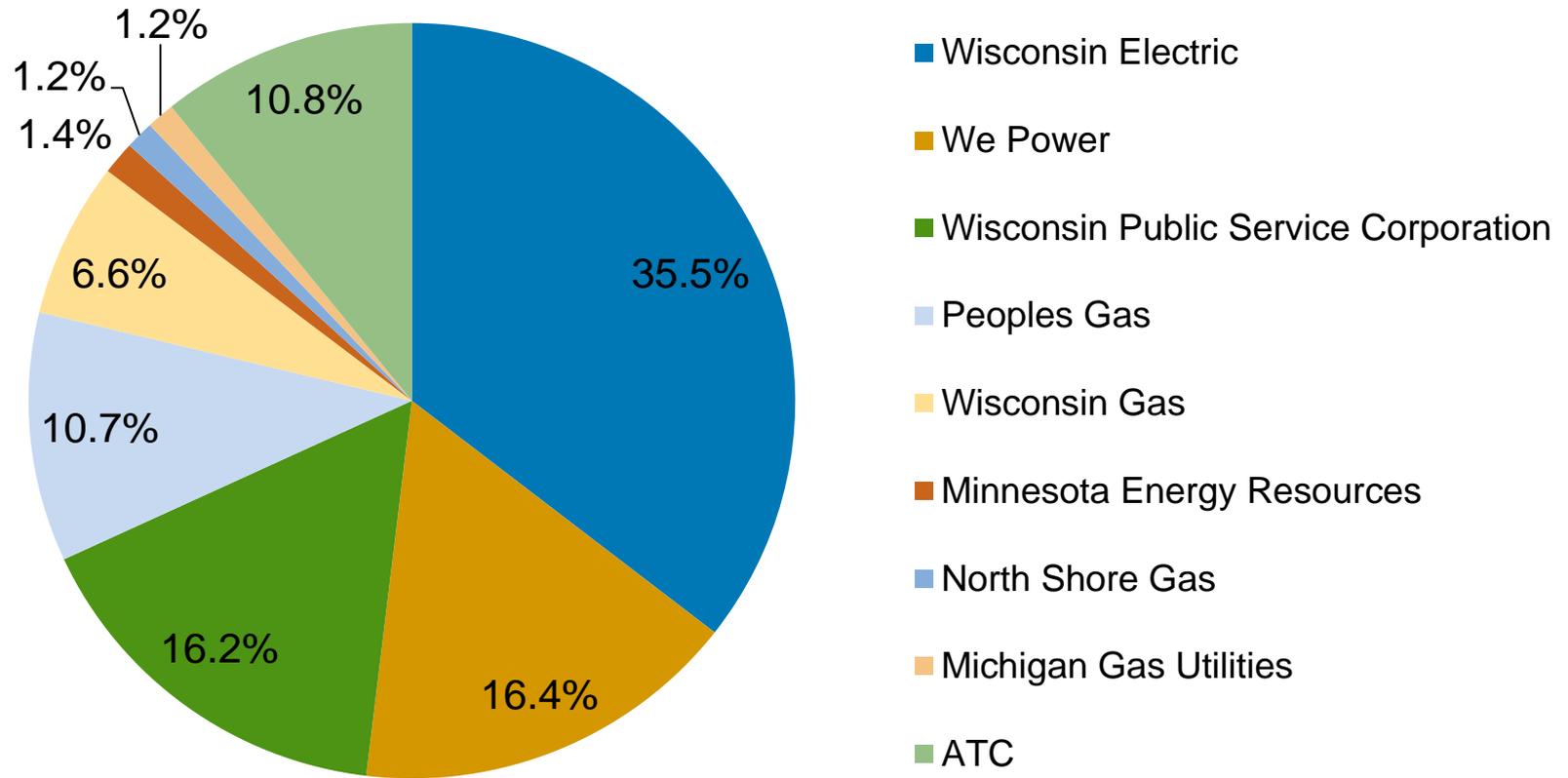


Utility	Rating
Wisconsin Electric	A-
Wisconsin Gas	A
Wisconsin Public Service	A-
Peoples Gas	A-
North Shore Gas	A-

\*Source: 2015 Standard & Poor's Financial Services LLC.

# Composition of Rate Base

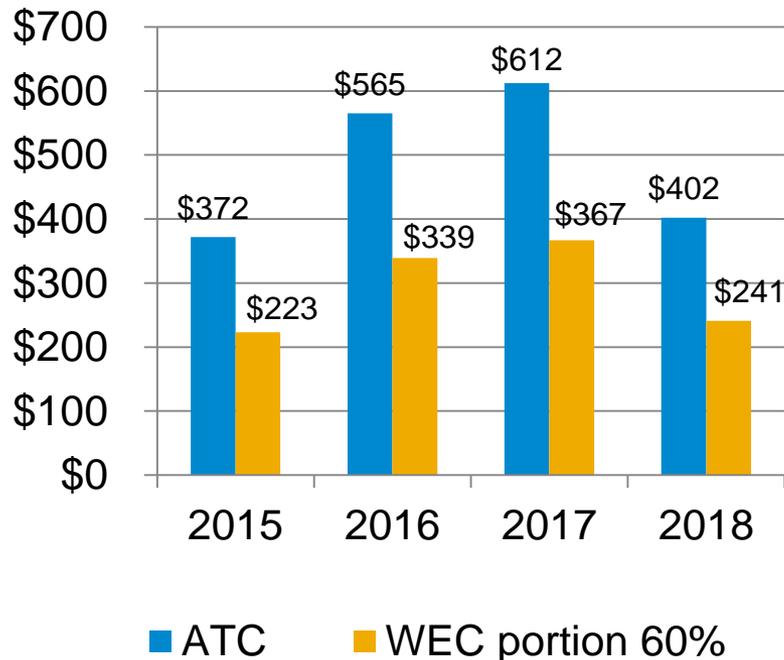
Total Projected 2015 Rate Base of \$17.0 billion



# American Transmission Company

## Projected Capital Expenditures

(Millions of Dollars)



## Key Assumptions

- ATC rate base at year end 2015: \$3.1 billion
- ATC projected capital program 2015 – 2024: \$3.7-\$4.5 billion
- Implies average \$171 million effective annual (FERC) rate base growth for WEC from 2015 to 2017
- 12.2% ROE\* (with true-ups); 50% equity

\*Currently under FERC review

# 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.

# 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
- 80% of generation equipped with latest emission control technology



## Renewables – 483 megawatts

- Wisconsin's two largest wind farms



## Hydro – 169 megawatts

*Positioned for the Future*

## Supporting a Clean Energy Future

**Over the past decade, 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 the state’s two largest wind energy sites
- Invested more than \$1.5 billion in air quality systems



# Rate Case Update

- Wisconsin
  - Filed a Wisconsin Public Service case in April for rates effective January 2016
- Michigan
  - Filed a Michigan Gas Utilities case in June for interim rates effective January 2016\*
- Minnesota
  - Filed a Minnesota Energy Resources case in September for interim rates effective January 2016\*

# Rate-Making Parameters By Company

Utility	Equity Layer*	Allowed ROE
Wisconsin Electric	51%	10.2%
WPS	51%	10.2%
Wisconsin Gas	49.5%	10.3%
Peoples Gas	50.33%	9.05%
North Shore Gas	50.48%	9.05%
Minnesota Energy Resources	50.31%	9.35%
Michigan Gas Utilities	48.62%	10.25%

\*Represents equity layer in rates

# 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	Partial			
Fuel Cost Recovery	1 for 1 PGA 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

# Regulatory Environment

- Wisconsin Commission
  - 3 Commissioners
  - Gubernatorial appointment, Senate confirmation
  - Chairman: Gubernatorial appointment
  - 6-year staggered terms

- Michigan Commission
  - 3 Commissioners
  - 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>John D. Quackenbush</b> Chair	R	10/2011	07/2017
<b>Norm Saari</b>	R	08/2015	07/2021
<b>Sally Talberg</b>	I	07/2013	07/2019

# Regulatory Environment

## ■ Illinois Commission

- 5 Commissioners
- Gubernatorial appointment, Senate confirmation
- Chairman: Gubernatorial appointment
- 5-year staggered terms

## ■ Minnesota Commission

- 5 Commissioners
- 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>Betsy Wergin</b>	R	08/2008	01/2016

## Balanced Regulatory Environment

# Key Merger Provisions

### 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)
- Expect to 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
10/26/15	Pending	PNY	DUK	42%	29.8x	28.0x	\$6,700	\$4,916	3.5x	n/a
9/4/15	Pending	TE	EMA.CN	48% <sup>(1)</sup>	23.3x	21.5x	\$10,361	\$6,480	2.5x	1.60x <sup>(2)</sup>
8/24/15	Pending	GAS	SO	38%	21.5x	20.6x	\$11,978	\$7,926	2.0x	n/a
02/25/2015	Pending	UIL	Iberdrola	25% <sup>(2)</sup>	21.7x	20.4x	\$4,674	\$2,983	2.2x	1.95x
12/03/2014	Pending	HE	NEE	19%	21.3x	18.1x	\$4,300 <sup>(3)</sup>	\$2,615 <sup>(3)</sup>	1.7x <sup>(3)</sup>	1.53x <sup>(3)</sup>
10/20/2014	Pending	CNL	Multiple	n/a <sup>(4)</sup>	20.5x	18.7x	\$4,700	\$3,343	2.1x	1.68x
06/23/2014	06/29/2015	TEG	WEC	17%	20.0x	18.5x	\$9,020	\$5,758	1.7x	1.55x
04/30/2014	Pending	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	29%	21.7x	20.2x			2.1x	1.61x
			Median	25%	21.4x	19.5x			2.1x	1.57x

Source: Barclays

1. Based on unaffected date.
2. Based on press releases.
3. Assumes \$8/share of equity value for the American Savings Bank. Book equity value based on Hawaiian Electric Company, Inc. (regulated subsidiary) balance sheet.
4. Company disclosed engagement in strategic transaction discussions prior to announcement of transactions.

# Reconciliation of 2015 EPS from WEC Energy Group (GAAP) to Wisconsin Energy Stand Alone

## Adjustments:

1. Remove Integrys earnings for the last six months of 2015
2. Remove acquisition debt interest expense
  - \$1.5 billion of funding: \$1.2 billion in long-term debt, \$300 million of commercial paper
3. Remove external and other acquisition costs
4. Modify effective tax rates to remove the impact of one-time adjustments
5. Remove incremental shares issued as part of the acquisition