

WEC ENERGY GROUP, INC.
Form DEF 14A
March 24, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 - Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12
- WEC Energy Group, Inc.**

(Name of Registrant as Specified In Its Charter)

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Table of Contents

**NOTICE OF 2016 ANNUAL MEETING
AND PROXY STATEMENT**

WEC Energy Group, Inc. P-1 2016 Proxy Statement

Table of Contents

TABLE OF CONTENTS

	Page
<u>NOTICE OF ANNUAL MEETING OF STOCKHOLDERS</u>	P-3
<u>PROXY SUMMARY</u>	P-5
<u>PROXY STATEMENT</u>	P-11
<u>Acquisition of Integrys Energy Group</u>	P-11
<u>Questions and Answers about the Annual Meeting</u>	P-11
<u>Business of the Annual Meeting</u>	P-11
<u>Voting Information and Annual Meeting Attendance</u>	P-12
<u>Electronic Access to Information – Environmental and Financial Stewardship</u>	P-14
<u>Corporate Governance</u>	P-15
<u>Stockholder Outreach and Engagement</u>	P-17
<u>Board Leadership</u>	P-17
<u>Board Independence</u>	P-18
<u>Board Committees</u>	P-19
<u>Performance Evaluations</u>	P-20
<u>Risk Oversight</u>	P-21
<u>Stockholder Nominees and Proposals</u>	P-21
<u>Communications with the Board</u>	P-22
<u>Proposal 1: Election of Directors – Terms Expiring in 2017</u>	P-22
<u>Director Nominees</u>	P-23
<u>Committees of the Board of Directors</u>	P-31
<u>Director Compensation</u>	P-32
<u>Proposal 2: Ratification of Deloitte & Touche LLP as Independent Auditors for 2016</u>	P-33
<u>Independent Auditors’ Fees and Services</u>	P-33
<u>Audit and Oversight Committee Report</u>	P-35
<u>Compensation of Named Executive Officers</u>	P-36
<u>Proposal 3: Advisory Vote on Compensation of the Named Executive Officers</u>	P-68
<u>Proposal 4: Stockholder Proposal Regarding Proxy Access</u>	P-69
<u>WEC Energy Group Common Stock Ownership</u>	P-73
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	P-74
<u>Certain Relationships and Related Transactions</u>	P-74
<u>Availability of Form 10-K</u>	P-74
<u>Information About Attending the Annual Meeting</u>	P-75
<u>Registration Process and Attendance Guidelines</u>	P-75
<u>Map to the Annual Meeting</u>	P-75
<u>Appendix A – Executive Compensation Market Data</u>	P-76
<u>Appendix B – 2015 Earnings Per Share GAAP Reconciliation</u>	P-79

WEC Energy Group, Inc. P-22016 Proxy Statement

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

March 24, 2016

To the Stockholders of WEC Energy Group, Inc.:

On behalf of the Board of Directors, you are cordially invited to attend WEC Energy Group's 2016 Annual Meeting of Stockholders to be held at Concordia University Wisconsin in Mequon, just north of Milwaukee. **To attend, you must pre-register and present photo identification at the door.** Instructions on how to pre-register are provided on page P-13. If you are not able to attend, you may listen to a live webcast available on our Website at: www.wecenergygroup.com/invest/annualmtg.htm. An archive of the webcast will be available on our Website for approximately 12 months following the meeting. **Regardless of whether you plan to attend, please take a moment to vote your proxy.**

WEC Energy Group's Annual Meeting will be held as follows:

WHEN: Thursday, May 5, 2016
10:00 a.m., Central time

WHERE: Concordia University Wisconsin
R. John Buuck Field House
12800 North Lake Shore Drive
Mequon, Wisconsin 53097

ITEMS OF BUSINESS:

- Elect thirteen directors for terms expiring in 2017.
- Ratify Deloitte & Touche LLP as independent auditors for 2016.
- Advisory vote on compensation of the named executive officers.
- Consider a stockholder proposal regarding proxy access, if properly presented.
- Consider any other matters that may properly come before the meeting.

RECORD DATE: February 25, 2016

VOTING BY PROXY: Your vote is important. You may vote:

- using the Internet;
- by telephone; or
- by returning the proxy card in the envelope provided.

This year we will again be following the Securities and Exchange Commission rule that allows companies to deliver proxy materials to their stockholders through the Internet. On or about March 24, 2016, we began mailing stockholders a Notice Regarding the Availability of Proxy Materials instead of a paper copy of the proxy statement and 2015 Annual Report. This Notice contains instructions on how to access our proxy materials and vote online. If you receive paper copies of the materials, consider signing up to receive them electronically in the future by following the instructions contained on page P-15. By delivering our proxy materials electronically, we can provide our stockholders with the information they need in a more cost-effective manner.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 5, 2016 – The Proxy Statement and 2015 Annual Report are available at: www.envisionreports.com/wec.

By Order of the Board of Directors,

Susan H. Martin

Executive Vice President, General Counsel and Corporate Secretary

WEC Energy Group, Inc. P-32016 Proxy Statement

Table of Contents

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WEC Energy Group, Inc. P-42016 Proxy Statement

Table of Contents

PROXY SUMMARY

This summary highlights the information contained elsewhere in these proxy materials. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

INFORMATION ABOUT THE ANNUAL MEETING OF STOCKHOLDERS

Provided below are important details regarding WEC Energy Group, Inc.'s ("WEC Energy Group" or the "Company") upcoming Annual Meeting.

•Date and Time: Thursday, May 5, 2016; check-in begins at 9:00 a.m., Central time; meeting begins promptly at 10:00 a.m., Central time.

•Place: Concordia University Wisconsin in the R. John Buuck Field House
12800 North Lake Shore Drive, Mequon, WI 53097

•Live Webcast: Listen to a live webcast at: www.wecenergygroup.com/invest/annualmtg.htm.

•Record Date: February 25, 2016

•Identification: **Pre-registration is required. In addition, for entry into the meeting each stockholder will be required to present a government-issued photo identification**, such as a driver's license, state identification card, or passport. Information on how to pre-register can be found on page P-13.

•Voting: Stockholders of record as of the record date are entitled to vote using one of the following options. Stockholders who hold shares in street name through an intermediary must obtain a legal proxy from their broker, bank or other nominee granting the right to vote.

Internet at	Call toll-free	Mail	In person at
www.investorvote.com/wec	at 800-652-8683	signed proxy card	the Annual Meeting

MATTERS REQUIRING A VOTE OF STOCKHOLDERS

There are four items of business for which the Company is soliciting a stockholder vote in conjunction with the Annual Meeting:

Proposal Item	Board Vote Recommendation	Page
1. Election of Directors – Terms Expiring in 2017	FOR each Nominee	P-22
2. Ratification of Deloitte & Touche LLP as Independent Auditors for 2016	FOR	P-33
3. Advisory Vote on Compensation of the Named Executive Officers	FOR	P-68
4. Stockholder Proposal Regarding Proxy Access	AGAINST	P-69

QUESTIONS AND ANSWERS (Page P-11)

Beginning on page P-11, please see the section entitled “Questions and Answers About the Annual Meeting” for information about the business of the annual meeting, voting, and attendance.

A discussion of the Company’s Corporate Governance practices starts on page P-15. We have also included information with respect to the deadlines to submit stockholder proposals for the 2017 Annual Meeting as well as how to communicate with members of the Board of Directors (the “Board”).

WEC Energy Group, Inc. P-52016 Proxy Statement

Table of Contents

CORPORATE GOVERNANCE PRACTICES (Page P-15)

Since 1996, the Board has maintained Corporate Governance Guidelines that provide a framework under which it conducts business. WEC Energy Group was one of the earliest adopters of a formal set of Corporate Governance Guidelines. The Corporate Governance Committee annually reviews the Guidelines. Highlights of our corporate governance practices include:

- Annual election of directors
- Majority voting
- Eleven of thirteen independent director nominees
- Diverse representation on Board
- Independent presiding director
- Regular executive sessions of independent directors
- Annual Board performance self-evaluation
- Annual committee performance self-evaluation
- Stockholder outreach and engagement program
- Risk oversight by full Board and committees
- Anti-hedging and anti-pledging policies
- Stock ownership requirements for directors and executives
- Independent Audit and Oversight, Compensation, Finance, and Governance committees

2015 BUSINESS HIGHLIGHTS

WEC Energy Group (formerly known as Wisconsin Energy Corporation) had another exceptional year in 2015, highlighted by the completion of its acquisition of Integrys Energy Group, Inc. (“Integrys”) on June 29, 2015. WEC Energy Group now delivers electricity and natural gas to approximately 4.4 million customers in four states – Wisconsin, Illinois, Michigan, and Minnesota. We believe this transaction will benefit our customers, and our stockholders, for years to come.

2015 Financial and Operational Performance

WEC Energy Group again delivered solid earnings growth, generated strong cash flow, and increased the dividend for the 12th consecutive year. In two steps, WEC Energy Group’s Board of Directors raised the quarterly dividend by 17.3% in 2015. First, in January 2015, the Board of Directors increased the quarterly dividend to \$0.4225 per share, raising the annual dividend to \$1.69 per share. Then, effective at the closing of the Integrys acquisition, the Board of

Directors increased the quarterly dividend to \$0.4575 per share, which is equivalent to an annual rate of \$1.83 per share. And, in January 2016, the Board again raised the quarterly dividend to \$0.4950 per share, which is equivalent to an annual rate of \$1.98 per share.

More specifically, the Company's achievements in 2015 included:

Completed the acquisition of Integrys Energy Group approximately 53 weeks from the date the transaction was announced (June 22, 2014).

- **Returned more than \$455 million to WEC Energy Group stockholders** during 2015 through dividends.

Legacy Wisconsin Energy Corporation achieved fully diluted adjusted **earnings per share** of \$2.73, **highest in the Company's history.**^{(2) (3)}

- **Common stock** reached a then **all-time high** of \$58.01 per share on January 28, 2015.
- We Energies named the **most reliable utility in the Midwest** for the fifth year in a row.
- We Energies set **new records for customer satisfaction** in 2015.⁽³⁾
- Achieved **best overall employee safety results in legacy Wisconsin Energy Corporation history.**⁽³⁾
- **We Energies exceeded workforce and supplier diversity targets** for 2015.⁽³⁾

WEC Energy Group, Inc. P-62016 Proxy Statement

Table of Contents

- (1) *Excludes costs of \$0.06 per share related to our acquisition of Integrys.
Excludes the net \$0.39 per share impact of the Integrys acquisition. See Appendix B on P-79 for a full GAAP*
- (2) *reconciliation and an explanation of why we believe the presentation of adjusted earnings is relevant and useful to investors.*
- (3) *This measure is a component of our short-term incentive compensation program.*

Long-Term Stockholder Returns

In 2015, WEC Energy Group again delivered industry-leading total stockholder returns, and with respect to a one-, three-, five-, and ten-year look back, continued to deliver long-term results for stockholders.

Source: Bloomberg; assumes all dividends are reinvested and returns are compounded daily.

WEC Energy Group, Inc. P-72016 Proxy Statement

Table of Contents

How Does This Performance Affect Compensation?

The Company's compensation program provides for short-term and long-term incentive awards that are tied to Company performance.

Short-term performance targets are based upon the achievement of pre-established stockholder, customer, and employee-focused objectives, which include:

- Financial performance, measured by earnings per share from continuing operations and cash flow; and

Operational performance, measured in the areas of customer satisfaction, safety, and supplier and workforce diversity.

Long-term incentives are designed to link the interests of our executives and other key employees to creating long-term stockholder value. For 2015, our total stockholder return outperformed our custom peer group and the broader utility indices.

2015 EXECUTIVE COMPENSATION HIGHLIGHTS (Page P-37)

Executive Compensation Overview

Compensation awarded to, earned by, or paid to the Company's Named Executive Officers ("NEOs") during 2015 is set forth in the Summary Compensation Table on page P-52 and described in the Compensation Discussion and Analysis beginning on page P-37 in this proxy statement.

Components of Our Executive Compensation Program (Page P-39)

The primary objective of the executive compensation program is to provide a competitive, performance-based plan that enables the Company to attract and retain key individuals. The 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 the Company's 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.

The three primary elements of total direct compensation include:

Component	Terms/Conditions
<i>Annual Base Salary</i>	Annual evaluation takes into consideration level of experience, performance, responsibility, and contribution to the results of the Company's operations.
<i>Annual Cash Incentive Awards</i>	
• Short-Term Performance Plan	Award is based upon level of achievement of pre-established financial and operational targets aligned with stockholder, customer, and employee-focused objectives; all payments are at risk.
• Short-Term Dividend Equivalents	During 2015, payout was contingent on the Company meeting pre-established performance targets tied to earnings per share from continuing operations. Beginning with awards granted in 2016, 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 three year performance period, rather than paid out annually on unearned performance units.

WEC Energy Group, Inc. P-82016 Proxy Statement

Table of Contents

Long-Term Equity Incentive Awards

- Performance Units Award is contingent on Company's "total stockholder return" in comparison to a peer group of companies over a three-year period; exceptional performance versus peers results in higher payouts; substantially lower performance than peers results in no payout.
- Stock Options Long-term value is tied to Company performance and stock price appreciation following the grant date.
- Restricted Stock Long-term value is tied to stock price appreciation.

With respect to these components of total direct compensation, 88 percent of Mr. Klappa's compensation as CEO and an average of 82 percent of the other NEOs' compensation is tied to Company performance and is not guaranteed, demonstrating the significance of incentive compensation relative to base salary.

CEO 2015 Total Direct Compensation Mix Other NEOs 2015 Total Direct Compensation Mix

ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS (Page P-68)

Stockholders are again being asked to cast a non-binding advisory vote on the Company's NEOs' compensation. In evaluating this proposal, we recommend that you review the entire Compensation Discussion and Analysis, which describes in greater detail the Company's compensation philosophy and programs, and describes how and why the Compensation Committee arrived at the 2015 executive compensation levels. As part of our ongoing stockholder outreach program, the most recent changes incorporated into our programs include an additional performance measure in the Short-Term Performance Plan, the adoption of a formal clawback policy, the adoption of a formal policy regarding tax gross-ups, an amendment of the Performance Unit Plan to provide for a double trigger for vesting upon a change in control, an enhancement to our disclosure with respect to our anti-hedging and anti-pledging policy, and an amendment to the Performance Unit Plan to provide for the payout of short-term dividend equivalents at the end of a three year performance period rather than annually.

The Company believes that the compensation paid to its NEOs in 2015 was well-tailored to achieve its objectives, tying a significant portion of total pay to performance and aligning the interests of the NEOs with those of stockholders and customers.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS (Page P-22)

Each Director is elected annually to serve a one-year term. The Board met nine times during 2015 with an average board and committee meeting attendance during the year of 98.9%. The Corporate Governance Committee has evaluated each individual director nominee listed under Proposal 1 on page P-22 and confirmed that he or she has the skills, education, experience and qualifications required to help further the success of the Company's business and represent stockholder interests.

WEC Energy Group, Inc. P-92016 Proxy Statement

Table of Contents**DIRECTOR NOMINEES**

Name and Primary Occupation	Director Since	Age	COMMITTEE MEMBERSHIP				
			A	C	G	E	F
John F. Bergstrom Chairman and Chief Executive Officer, Bergstrom Corporation	1987	69	1	«		1	
Barbara L. Bowles (Presiding Director) Retired Vice Chair, Profit Investment Management	1998	68	1		«	1	
William J. Brodsky Chairman, CBOE Holdings, Inc., and the Chicago Board Options Exchange	2015	71					1
Albert J. Budney, Jr. Retired President, Niagara Mohawk Holdings Inc.	2015	68			1		
Patricia W. Chadwick President, Ravengate Partners, LLC	2006	67	1				1
Curt S. Culver Non-Executive Chairman, MGIC Investment Corporation	2004	63			1		«
Thomas J. Fischer Principal, Fischer Financial Consulting LLC	2005	68	«	1		1	
Paul W. Jones Retired Executive Chairman and Chief Executive Officer, A.O. Smith Corp.	2015	67	1				
Gale E. Klappa Chairman of the Board and Chief Executive Officer, WEC Energy Group, Inc.	2003	65					«
Henry W. Kneuppel Retired Chairman and Chief Executive Officer, Regal Beloit Corporation	2013	67	1		1		
Allen L. Leverett President, WEC Energy Group, Inc.	2016	49					
Ulice Payne, Jr. Managing Member, Addison-Clifton, LLC	2003	60		1		1	1
Mary Ellen Stanek Managing Director & Director of Asset Management, Baird Financial Group	2012	59					1

« Committee Chair **Board Committees:** A = Audit and Oversight Committee; C = Compensation Committee;

G = Corporate Governance Committee; E = Executive Committee; F = Finance Committee

Table of Contents

STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS (Page P-69)

The Company received a proposal asking stockholders to request the Board to take the steps necessary to adopt a “proxy access” bylaw.

In evaluating this proposal, we recommend that you review the Board’s statement of opposition response beginning on page P-70. The Board strongly believes that the current corporate governance measures employed by the Company for the nomination and election of directors have led to a Board that is responsive to stockholder input and that promotes a strategy of long-term value creation. The Board believes that this proxy access proposal is unnecessary and is not in the best interests of our stockholders.

WEC Energy Group fully supports the right of stockholders to nominate individuals to the Board. ***However, the Board of Directors has carefully considered the specific proxy access stockholder proposal submitted and recommends that stockholders vote AGAINST it.***

PROXY STATEMENT

This proxy statement is being furnished to stockholders beginning on or about March 24, 2016, in connection with the solicitation of proxies by the WEC Energy Group, Inc. (“WEC Energy Group” or the “Company”) Board of Directors (the “Board”) to be used at the Annual Meeting of Stockholders on Thursday, May 5, 2016 (the “Meeting”) at 10:00 a.m., Central time, at Concordia University Wisconsin in the R. John Buuck Field House located at 12800 North Lake Shore Drive, Mequon, Wisconsin 53097, and at all adjournments or postponements of the Meeting, for the purposes listed in the Notice of Annual Meeting of Stockholders.

ACQUISITION OF INTEGRYS ENERGY GROUP

On June 29, 2015, Wisconsin Energy Corporation (“Wisconsin Energy”) acquired Integrys Energy Group, Inc. (“Integrys”) and changed its name to WEC Energy Group, Inc. The transaction was approved by the stockholders of both Wisconsin Energy and Integrys at each company’s special meeting of stockholders held on November 21, 2014. The acquisition was completed approximately 53 weeks from the date the transaction was announced (June 22, 2014). Integrys’ stockholders received 1.128 shares of Wisconsin Energy common stock and \$18.58 in cash per Integrys share of common stock, with the total consideration valued at approximately \$5.6 billion. WEC Energy Group is now

providing electricity and natural gas to 4.4 million customers in four states – Wisconsin, Illinois, Michigan, and Minnesota.

Effective as of the date of the transaction, three former Integrys board members, William J. Brodsky, Albert J. Budney, Jr. and Paul W. Jones, were elected to the WEC Energy Group Board.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

BUSINESS OF THE ANNUAL MEETING

On what proposals am I voting?

Proposal 1: Election of Thirteen Directors for Terms Expiring in 2017. The Board recommends a vote **FOR** each of the nominees. The thirteen individuals will be elected as directors if the number of votes cast in person or by proxy at the Meeting 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 2016. The Board recommends a vote **FOR** this proposal. Ratification of the 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 broker non-vote, abstention or otherwise, have no effect on the outcome of this matter.

WEC Energy Group, Inc. P-112016 Proxy Statement

Table of Contents

Proposal 3: Advisory Vote on 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 in person or by proxy at the Meeting. 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.

Proposal 4: Stockholder Proposal on Proxy Access. The Board recommends a vote **AGAINST** this proposal. The stockholder proposal requires the affirmative vote of the majority of votes cast in person or by proxy to pass. 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.

The Company is not aware of any other matters that will be voted on. If a matter does properly come before the Meeting, the persons named as the proxies in the form of proxy will vote the proxy at their discretion.

VOTING INFORMATION AND ANNUAL MEETING ATTENDANCE

Who can vote?

Common stockholders as of the close of business on the Record Date, February 25, 2016, 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 will be available for inspection by stockholders at WEC Energy Group’s principal business office, 231 West Michigan Street, Milwaukee, Wisconsin 53203, prior to the Meeting. The list will also be available at the Meeting.

How do I vote?

There are several ways to vote:

- By Internet. The Company encourages you to vote this way.
- By toll-free, touch-tone telephone.
- By completing and mailing your proxy card.
- By written ballot at the Meeting.

If you wish to vote through the Internet or by telephone, please follow the instructions on your Notice Regarding the Availability of Proxy Materials (“Notice”), proxy card, or the information forwarded to you by your bank or broker, as applicable. The Internet and telephone voting facilities will close at 10:59 p.m., Central time, on Wednesday, May 4, 2016.

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 WEC Energy Group’s 401(k) plan, 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) plan 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) plan, the trustee will vote those shares in the same proportion that all shares in the WEC Energy Group Common Stock ESOP Fund, for which voting instructions have been received, are voted.

If you are a participant in the Integrys Energy Group Employee Stock Ownership Plan, Peoples Energy Employee Stock Ownership Plan, the Peoples Energy Employee Thrift Plan, or the Integrys Energy Group 401(k) Plan for Administrative Employees, your proxy will serve as voting instructions for your shares held in these plans. The trustee for these plans, Wells Fargo Bank N.A., will vote your shares as you direct. If a proxy is not returned for shares held in the Integrys Energy Group Employee Stock Ownership Plan, the trustee will not vote the participant’s shares in the plan. If a proxy is not returned for shares held in the Peoples Energy Employee Stock Ownership Plan, the Peoples Energy Employee Thrift Plan, or the Integrys Energy Group 401(k) Plan for Administrative Employees, the plans’ trustee will vote shares allocated to the participant’s plan account in the same proportion that all shares in the plans, for which voting instructions have been received, are voted.

If you are a beneficial owner and your bank or broker holds your shares in its name, they are permitted to vote your shares in the ratification of the independent auditors even if the broker does not receive voting instructions from you. However, for matters considered non-routine, which includes proposals 1, 3 and 4, your broker or other record holder of your shares will not be permitted to vote your shares unless you provide voting instructions. If your shares are held in the name of a broker, bank or other holder of record, you are invited to attend the Meeting, but may not vote at the Meeting

WEC Energy Group, Inc. P-122016 Proxy Statement

Table of Contents

unless you have first obtained a legal proxy from your broker, bank or other holder of record. You must bring the legal proxy to the Meeting in order to vote in person at the Meeting.

What does it mean if I get more than one proxy?

It means your shares are held in more than one account. **Please vote all proxies** to ensure all of your shares are counted.

What constitutes a quorum?

As of the February 25, 2016 record date, there were 315,652,119 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 in person or by proxy. This is known as a “quorum.” Abstentions and shares which are the subject of broker non-votes will count toward establishing a quorum.

Can I change my vote?

You may change your vote or revoke your proxy at any time prior to the closing of the polls, by:

- entering a new vote by Internet or phone;
- returning a later-dated proxy card;
- voting in person at the Meeting; or
- notifying WEC Energy Group’s Corporate Secretary by written revocation letter.

The Corporate Secretary is Susan H. Martin. Any revocation should be filed with her at WEC Energy Group’s principal business office, 231 West Michigan Street, PO Box 1331, Milwaukee, Wisconsin 53201.

Attendance at the Meeting will not, in itself, constitute revocation of a proxy. All shares entitled to vote and represented by properly completed proxies timely received and not revoked will be voted as you direct. If no direction is given in a properly completed proxy, the proxy will be voted as the Board recommends.

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 its subsidiaries may solicit proxies by telephone, personally, or by other communications, without compensation apart from their normal salaries. WEC Energy Group has retained Morrow & Co., LLC to assist in the solicitation of proxies for a fee of \$21,000 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?

Computershare, which will also serve as Inspector of Election, will tabulate the vote. Computershare is the Company's transfer agent.

Where can I find the voting results from the Meeting?

The Meeting voting results will be published in a Form 8-K, available no later than May 11, 2016, on the Company's Website, www.wecenergygroup.com, under the "Investors" section.

What must I do to attend the Annual Meeting?

The Meeting is open to all stockholders of WEC Energy Group. **You must pre-register to reserve an admission ticket** and then present your government-issued photo identification at the door in order to attend.

If you would like to attend, please contact Stockholder Services by email at WEC.Stockholder-Services.Contact@wisconsinenergy.com or by telephone at 800-881-5882 to reserve an admission ticket. If you hold your shares in "street name" through an intermediary, such as a bank, brokerage firm, or other nominee, and you would like to attend the Meeting, please send us a written request for an admission ticket either by regular mail, fax, or email, along with proof of share ownership, such as a bank, or brokerage firm account statement, a copy of the voting instruction card provided by your broker, or a letter from the broker, trustee, bank or nominee holding your shares to: Stockholder Services, 231 West Michigan Street, PO Box 1331, Milwaukee, Wisconsin 53201; fax: 414-221-3888; or email: WEC.Stockholder-Services.Contact@wisconsinenergy.com.

Table of Contents

Requests to reserve admission tickets will be processed in the order in which they are received and must be received no later than five business days before the Meeting, or Thursday, April 28, 2016. If we cannot confirm you are a registered stockholder or beneficial owner, we will contact you for further information.

Admission tickets will be available for pick-up at the Meeting. All Meeting attendees will be asked to present a government-issued photo identification card, such as your driver's license, state identification card or passport, before receiving an admission ticket. We will then verify your name against our stockholder list. If you own shares in the name of your broker, bank, or other nominee ("street name"), you should bring your proof of share ownership with you to the Meeting. If we cannot verify that you are a stockholder, you may not be admitted to the Meeting.

The Meeting will begin promptly at 10:00 a.m., Central time. Check-in will begin at 9:00 a.m. Please allow ample time for check-in procedures.

What Attendance Guidelines apply to the Annual Meeting?

If you plan to attend the Meeting, please review the Annual Meeting Attendance Guidelines that appear on page P-77 of this proxy statement. Attendees who fail to comply with these Guidelines risk expulsion from the Meeting. In the event of a disruption, the Chairman may immediately adjourn the Meeting and declare the polls open for such period of time as he may determine to receive votes by proxy or ballot on items of business properly brought before the Meeting.

In order to assure the holding of a fair and orderly meeting and to accommodate as many stockholders as possible who may wish to speak at the Meeting, management will limit the general discussion portion of the Meeting and permit only stockholders or their authorized representatives to address the Meeting. Cameras, cell phones, recording devices, and other electronic devices will not be permitted to be in use during the Meeting. In addition, signs, banners, placards, handouts, and similar materials will not be allowed on Meeting premises. The Company reserves the right to inspect all items, including handbags and briefcases, prior to entering the Meeting room.

Why did I receive a separate Notice Regarding the Availability of Proxy Materials instead of printed Proxy Materials?

Pursuant to rules adopted by the Securities and Exchange Commission ("SEC"), we are providing access to our proxy materials over the Internet. Accordingly, we began mailing the separate Notice with instructions on how to access our proxy materials and vote online to stockholders on or about March 24, 2016, 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.

As more fully described in the Notice, registered stockholders may choose to access our proxy materials over the Internet and vote online. You may also request to receive a printed set by logging on to www.envisionreports.com/wec and following the applicable instructions or by calling 866-641-4276. If your shares are held by a broker, trustee, bank, or other nominee, please refer to the information provided by such record holder for instructions on how to access our proxy materials and vote.

Who do I contact if I have questions about the Annual Meeting?

If you need more information about the Meeting, call us at 800-881-5882, or write to Stockholder Services, 231 West Michigan Street, PO Box 1331, Milwaukee, Wisconsin 53201.

**ELECTRONIC ACCESS TO INFORMATION –
ENVIRONMENTAL AND FINANCIAL STEWARDSHIP**

WEC Energy Group has implemented several practices that are friendly to the environment and have helped us reduce printing and postage costs. Stockholders may wish to participate in the following:

•View the following documents on the Internet at www.envisionreports.com/wec:

- O Notice of Annual Meeting;
- O Proxy Statement;
- O 2015 Annual Report; and
- O Form of Proxy.

•Vote your proxy via the Internet or by telephone. (Page P-5)

WEC Energy Group, Inc. P-142016 Proxy Statement

Table of Contents

•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 this year, you may elect to receive access to future copies of these documents electronically by: (i) following the instructions when voting by Internet or by telephone, or (ii) registering for our eDelivery paperless communication program. You will then be able to receive future proxy materials and other stockholder communications (e.g., investment plan statements, tax documents, and more) electronically until you change your election.

If your shares are held by a broker, trustee, bank or other nominee on your behalf, please refer to the information provided by such record holder for instructions on how to elect to receive access to our future proxy materials and annual reports over the Internet.

By delivering our proxy materials electronically, we can provide you with the information you need quickly, efficiently, and in a more cost-effective manner.

•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 its 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.

•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, rather than receiving multiple copies of the same document.

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, PO Box 30170, College Station, TX 77842-3170. 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 the Company’s transfer agent 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.

CORPORATE GOVERNANCE

Corporate Governance Guidelines. Since 1996, the Board has maintained Corporate Governance Guidelines that provide a framework under which it conducts business. WEC Energy Group was one of the earliest adopters of a formal set of Corporate Governance Guidelines. The guidelines address governance matters including director selection and election, determination of independence, board leadership, board committee structure and evaluation, chief executive officer performance evaluation, and management succession.

To maintain effective Corporate Governance Guidelines, the Corporate Governance Committee annually reviews the Company's governance practices, taking into consideration industry surveys and benchmarking studies, as well as governance guidelines published by proxy advisors. Highlights of our corporate governance practices are provided on the following page.

WEC Energy Group, Inc. P-152016 Proxy Statement

Table of Contents

- Annual election of directors (page P-22)
- Majority voting (page P-22)
- Eleven of thirteen independent director nominees (page P-19)
- Diverse representation on the Board of Directors (page P-23)
- Independent presiding director (page P-17)
- Regular executive sessions of independent directors (page P-18)
- Independent Audit and Oversight, Compensation, Finance, and Governance committees (page P-19)
- Annual Board performance self-evaluation (page P-20)
- Annual committee performance self-evaluation (page P-21)
- Stockholder outreach and engagement program (page P-17)
- Risk oversight by full Board and committees (page P-21)
- Anti-hedging and anti-pledging policies (page P-49)
- Stock ownership requirements for directors and executives (page P-49)

The Company's Website, www.wecenergygroup.com, contains information on the Company's governance activities. The Website, under the "Governance" section, includes the Code of Business Conduct, Corporate Governance Guidelines, Board committee charters, and other useful information.

As policies are continually evolving, the Company encourages you to periodically visit the Website. Copies of these documents may also be requested in writing from the Corporate Secretary.

Below are answers to governance-related questions frequently asked by stockholders.

Does the Company have a written code of ethics?

Yes. All WEC Energy Group directors, executive officers, and employees, including the principal executive, financial, and accounting officers, have a responsibility to comply with WEC Energy Group's Code of Business Conduct, to seek advice in doubtful situations, and to report suspected violations.

WEC Energy Group's Code of Business Conduct addresses, among other things: conflicts of interest; confidentiality; fair dealing; protection and proper use of Company assets; and compliance with laws, rules, and regulations (including insider trading laws). The Company has not provided any waiver to the Code for any director, executive officer, or

other employee.

The Code of Business Conduct is posted in the “Governance” section of the Company’s Website at www.wecenergygroup.com. It is also available in print to any stockholder upon request in writing to the Corporate Secretary.

The Company has several ways employees can raise questions concerning WEC Energy Group’s Code of Business Conduct and other Company policies. As one reporting mechanism, the Company has contracted with an independent service for employees to confidentially and anonymously report suspected violations of the Code of Business Conduct or other concerns, including those regarding accounting, internal accounting controls, or auditing matters.

Does the Company have policies and procedures in place to review and approve related party transactions?

All employees of WEC Energy Group, including executive officers, and members of the Board are required to comply with the Company’s Code of Business Conduct. The Code of Business Conduct addresses, among other things, what actions are required when potential conflicts of interest may arise, including those from related party transactions. Specifically, executive officers and members of the Board are required to obtain approval of the Audit and Oversight Committee Chair (1) before 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; (2) before participating in any joint venture, partnership, or other business relationship with WEC Energy Group or any of its subsidiaries; and (3) before serving as an officer or member of the board of any substantial outside for-profit organization. Furthermore, before serving as an officer or member of the board of any substantial outside for-profit organization, the Chief Executive Officer must obtain the approval of the full Board before serving in such a position and members of the WEC Energy Group Board must obtain the prior approval of the Corporate Governance Committee before serving in such a position. In addition, executive officers must obtain the prior approval of the Chief Executive Officer before accepting a position with a substantial non-

WEC Energy Group, Inc. P-162016 Proxy Statement

Table of Contents

profit organization; members of the Board must notify the Compliance Officer when joining the board of a substantial non-profit organization, but do not need to obtain prior approval.

WEC Energy Group's Code of Business Conduct also requires employees and directors to notify the Compliance Officer of situations where family members are a supplier or significant customer of WEC Energy Group or employed by one. To the extent the Compliance Officer deems it appropriate, she will consult with the Audit and Oversight Committee Chair in situations involving executive officers and members of the Board.

STOCKHOLDER OUTREACH AND ENGAGEMENT

What is the Company's philosophy on stockholder engagement?

Accountability to stockholders is critical to the Company's long-term success. We have mechanisms in place to ensure that management and the Board hear, understand, and consider the issues that matter most to our stockholders. This ongoing engagement helps provide valuable insight as to how our stockholders view the Company's practices and policies, helps us set goals and expectations, and helps identify emerging issues that may affect our strategy and/or corporate governance and compensation practices.

What steps does the Company take to engage with investors?

The Company's outreach and engagement program takes many forms:

Direct engagement by senior management with the Company's largest stockholders to discuss issues of interest, including corporate governance, executive compensation, and corporate responsibility practices. These conversations are reported to the Board and are taken into consideration when reviewing and modifying governance and compensation practices and policies.

Investor presentations conducted at analyst meetings and investor conferences across the U.S., Canada and Europe. CEO, CFO, and other senior management meetings and conference calls with stockholders to discuss corporate strategy, financial and business performance, and to update stockholders on key developments.

Communications through various media, including our annual report, news releases, SEC filings, and our Website.

Quarterly earnings conference calls are open to the public and archived on our Website for replay.

The ability for stockholders to submit director nominees and stockholder proposals.

The opportunity to attend and voice opinions at our Annual Meeting.

Investors are invited to listen to Webcasts of the annual meeting and analyst calls, and to view SEC filings and significant corporate publications on our Website.

Annual election of directors, who are elected by majority vote in uncontested elections.

• Annual advisory vote on our executive compensation program (“say-on-pay”).

• Consideration of previous stockholder votes on say-on-pay, director elections, and other matters when developing policies and practices.

• Strong Board committee structure which allows the Board to focus on issues that matter most to our stockholders (e.g., the Compensation Committee carefully considers feedback received about executive compensation; the Corporate Governance Committee focuses on governance matters).

• Process for stockholders to directly correspond with individual directors via the Corporate Secretary (page P-22).

BOARD LEADERSHIP

Is the office of CEO combined with the office of Chairman of the Board?

At the date of the mailing of this proxy statement, the office of CEO is combined with the office of Chairman of the Board. However, in connection with the Company’s leadership succession plan, effective May 1, 2016, the office of CEO will be separated from the office of Chairman of the Board. Effective May 1, 2016, Gale Klappa will serve as Non-Executive Chairman and Allen Leverett will serve as CEO. Consistent with WEC Energy Group’s Bylaws and its Corporate Governance Guidelines, the Board retains the right to exercise its discretion in combining or separating the offices of Chief Executive Officer and Chairman of the Board.

Does the Board have an independent lead or presiding director?

Director Bowles, an independent director and Chair of the Corporate Governance Committee, currently serves as presiding director. In that role, Director Bowles:

WEC Energy Group, Inc. P-17 2016 Proxy Statement

Table of Contents

- Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;
- Serves as liaison between the CEO and the independent directors under most circumstances, although each individual director has full access to the CEO;
- Has authority to call meetings of the independent directors;
- Reviews meeting agendas for the Board and its Committees;
- Reviews meeting schedules to assure there is sufficient time for discussion of all agenda items;
- Reviews all proposed changes to committee charters; and
- Leads the annual Board evaluation.

Do the non-management directors meet separately from management?

Yes, at every regularly scheduled Board meeting, the non-management (non-employee) directors meet in executive session without any management present. All non-management directors are independent. As discussed above, Director Bowles presides at these sessions.

Are directors subject to term limits?

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 governance of the Company and the specific issues it faces doing business in a complex industry, as well as fresh and varied perspectives. Therefore, the Board is comprised of members with diverse backgrounds and tenure.

The Corporate Governance Committee annually evaluates each director nominee to confirm that he or she has the skills, education, experience, and qualifications required to help further the success of the Company's business and represent stockholder interests.

BOARD INDEPENDENCE

How are directors determined to be independent?

No director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with the Company. The Corporate Governance Guidelines provide that the Board should consist of at least a two-thirds majority of independent directors.

What are the Board's standards of independence?

The guidelines the Board uses in determining director independence are located in Appendix A of the Corporate Governance Guidelines. These standards of independence, which are summarized below, include those established by the New York Stock Exchange as well as a series of standards that are more comprehensive than New York Stock Exchange requirements. A director will be considered independent by the Board if the director:

- has not been an employee of the Company for the last five years;
- has not received, in the past three years, more than \$120,000 per year in direct compensation from the Company, other than director fees or deferred compensation for prior service;
- is not a current partner or employee of a firm that is the Company's internal or external auditor, was not within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;
- has no immediate family member who is a current partner of such a firm, or has no immediate family member who is a current employee of such a firm and personally works on the Company's audit;
- has not been an executive officer, in the past three years, of another company where any of the Company's present executives at the same time serves or served on that other company's compensation committee;
- in the past three years, has not been an employee of a company that makes payments to, or receives payments from, the Company for property or services in an amount which in any single fiscal year is the greater of \$1 million or 2% of such other company's consolidated gross revenues;
- has not received, during the current calendar year or the immediately preceding calendar year, remuneration, other than *de minimus* remuneration, as a result of services as, or being affiliated with an entity that serves as, an advisor, consultant, or legal counsel to the Company or to a member of the Company's senior management, or a significant supplier of the Company;
- has no personal service contract(s) with the Company or any member of the Company's senior management;
- is not an employee or officer with a not-for-profit entity that receives 5% or more of its total annual charitable awards from the Company;
- is not employed by a public company at which an executive officer of the Company serves as a director; and

WEC Energy Group, Inc. P-182016 Proxy Statement

Table of Contents

does not have any beneficial ownership interest of 5% or more in an entity that has received remuneration, other than *de minimus* remuneration, from the Company, its subsidiaries or affiliates.

The Board also considers whether a director's immediate family members meet the above criteria, as well as whether a director has any relationships with WEC Energy Group's affiliates for certain of the above criteria, when determining the director's independence.

Who are the independent directors?

The Board has affirmatively determined that Directors Bergstrom, Bowles, Brodsky, Budney, Chadwick, Culver, Fischer, Jones, Knueppel, Payne, and Stanek have no relationships described in the Board's standards of independence noted above and otherwise have no material relationships with WEC Energy Group and are independent. This represents 85% of the current Board. Directors Klappa and Leverett are not independent due to their employment with WEC Energy Group.

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. The Board reviewed the terms of this engagement, including the approximately \$483,843 in fees paid to Baird in 2015 (which are less than one-tenth of 1% of Baird's total revenue), and Ms. Stanek's position at Baird, and concluded that such engagement is not material and did not impact Ms. Stanek's independence.

BOARD COMMITTEES

What are the committees of the Board?

The Board of Directors has the following committees: Audit and Oversight, Compensation, Corporate Governance, Finance, and Executive. All committees, except the Executive Committee, operate under a charter approved by the Board. The members and the responsibilities of each committee are listed on page P-31 of this proxy statement under the heading "Committees of the Board of Directors."

Does the Board have a nominating committee?

Yes, the Corporate Governance Committee is responsible for, among other things, identifying and evaluating director nominees. The chair of the Corporate Governance Committee coordinates this effort.

Are the Audit and Oversight, Corporate Governance, and Compensation Committees comprised solely of independent directors?

Yes, these committees are comprised solely of independent directors, as determined under New York Stock Exchange rules and the Board's Corporate Governance Guidelines.

In addition, the Board has determined that each member of the Audit and Oversight Committee and of the Compensation Committee is independent under the rules of the New York Stock Exchange applicable to audit committee and compensation committee members, respectively. 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.

Are all the members of the Audit Committee financially literate and does the committee have an "audit committee financial expert?"

Yes, the Board has determined that all of the members of the Audit and Oversight Committee are financially literate as required by New York Stock Exchange rules and qualify as audit committee financial experts within the meaning of SEC rules.

Director Fischer serves on the audit committee of three other public companies. The Board determined that his service on these other audit committees will not impair Director Fischer's ability to effectively serve on the Audit and Oversight Committee. In fact, the Board considers this additional service to be an asset because of the additional knowledge and insight Mr. Fischer brings to his role on WEC Energy Group's Board. No other member of the Audit and Oversight Committee serves as an audit committee member of more than three public companies.

How does the Compensation Committee administer the executive and director compensation programs?

One of the principal responsibilities of the Compensation Committee is to provide competitive, performance-based executive and director compensation programs.

Table of Contents

With respect to the executive compensation program, the Compensation Committee's responsibilities include:

- determining and annually reviewing the Compensation Committee's compensation philosophy;
- determining and reviewing the compensation paid to executive officers (including base salaries, incentive compensation, and benefits);
- overseeing the compensation and benefits to be paid to other officers and key employees;
- establishing and administering the Chief Executive Officer compensation package; and
- reviewing the results of the most recent stockholder advisory vote on compensation of the NEOs.

The Compensation Committee is also charged with administering the compensation package of WEC Energy Group's non-employee directors. The Compensation Committee meets with the Corporate Governance Committee annually to review the compensation package of WEC Energy Group's non-employee directors and to determine the appropriate amount of such compensation.

The Compensation Committee, which has authority to retain advisers, including compensation consultants, at WEC Energy Group's expense, retained Frederic W. Cook & Co. ("Frederic Cook") in January 2015 to analyze the Company's executive compensation program in light of the anticipated acquisition of Integrys Energy Group, and to assess whether the compensation program is competitive and supports the Committee's objectives. The Compensation Committee also engaged Frederic Cook to provide an independent assessment of any management-recommended changes to the executive compensation program.

Frederic 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 Frederic Cook, the Compensation Committee reviewed Frederic Cook's independence including: (1) the amount of fees received by Frederic Cook from WEC Energy Group as a percentage of Frederic Cook's total revenue; (2) Frederic 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 Frederic Cook is independent and the engagement did not present any conflicts of interest. Frederic 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 compensation processes and procedures, please refer to the "Compensation Discussion and Analysis" on pages P-37 through P-51.

PERFORMANCE EVALUATIONS

Does the Board evaluate CEO performance?

Yes, the Compensation Committee, on behalf of the Board, annually evaluates the performance of the CEO and reports the results to the Board. As part of this practice, the Compensation Committee obtains from each non-employee director his or her input on the CEO's performance.

The CEO is evaluated in a number of areas including leadership, vision, financial stewardship, strategy development, management development, effective communication with constituencies, demonstrated integrity, and effective representation of the Company in community and industry affairs. The Chair of the Compensation Committee shares the evaluation results with the CEO. The process is also used by the Compensation Committee to determine appropriate compensation for the CEO. This procedure allows the Board to evaluate the CEO and to communicate the Board's expectations.

Does the Board evaluate its own performance?

Yes, the Board annually evaluates its own collective performance. Each director is asked to consider the performance of the Board on such things as: the establishment of appropriate corporate governance practices; providing appropriate oversight for key affairs of the Company (including its strategic plans, long-range goals, financial and operating performance, risks to the enterprise, and customer satisfaction initiatives); communicating the Board's expectations and concerns to the CEO; overseeing opportunities critical to the Company; and operating in a manner that ensures open communication, candid and constructive dialogue, as well as critical questioning. The Corporate Governance Committee uses the results of this process as part of its annual review of the Corporate Governance Guidelines and to foster continuous improvement of the Board's activities.

WEC Energy Group, Inc. P-202016 Proxy Statement

Table of Contents

Is Board committee performance evaluated?

Yes, each committee, except the Executive Committee, conducts an annual performance evaluation of its own activities and reports the results to the Board. The evaluation compares the performance of each committee with the requirements of its charter. The results of the annual evaluations are used by each committee to identify both its strengths and areas where its governance practices can be improved. Each committee may adjust its charter, with Board approval, based on the evaluation results.

RISK OVERSIGHT

What is the Board's role in risk oversight?

The Board oversees the Company's risk environment and has delegated specific risk monitoring responsibilities to the Audit and Oversight Committee and the Finance Committee as described in each committee's charter. Both of these committees routinely report back to the Board. The Board and its committees also periodically receive briefings from management on specific areas of risk as well as emerging risks to the enterprise. The Board's decision to keep the roles of Chairman and CEO combined through May 1, 2016, was consistent with the Board's assessment that this structure was appropriate with respect to the Company's overall risk environment.

Over the course of the year, the Audit and Oversight Committee hears reports from management on the Company's major risk exposures in such areas as compliance, environmental, legal/litigation, cybersecurity, and ethical conduct, as well as steps taken to monitor and control such exposures. The Finance Committee discusses the Company's risk assessment and risk management policies; it also provides oversight of insurance matters to ensure that its risk management program is functioning properly. Both committees have direct access to, and meet as needed with, Company representatives without other management present to discuss matters related to risk management.

The CEO, who is ultimately responsible for managing risk, routinely reports to the Board on risk-related matters. As part of this process, the business unit leaders identify existing, new, or emerging issues or changes within their business areas that could have enterprise implications and report them to senior management. Management is tasked with ensuring that these risks and opportunities are appropriately addressed. In addition, the Company has established an Enterprise Risk Steering Committee, comprised of senior level management employees, whose purpose is to foster an enterprise-wide approach to managing risk and compliance. The results of each of these risk-management efforts are reported to the CEO and to the Board or its appropriate committee.

STOCKHOLDER NOMINEES AND PROPOSALS

What is the process used to identify director nominees and how do I recommend a nominee to the Corporate Governance Committee?

Candidates for director nomination may be proposed by stockholders, the Corporate Governance Committee, and other members of the Board. The Corporate Governance Committee may pay a third party to identify qualified candidates; however, no such firm was engaged with respect to the nominees listed in this proxy statement. No formal stockholder nominations or recommendations for director candidates were received.

Stockholders wishing to propose director candidates for consideration and recommendation by the Corporate Governance Committee for election at the 2017 Annual Meeting of Stockholders must submit the candidates' names and qualifications to the Corporate Governance Committee no later than November 1, 2016, via the Corporate Secretary, Susan H. Martin, at the Company's principal business office, 231 West Michigan Street, PO Box 1331, Milwaukee, Wisconsin 53201.

What is the deadline for stockholders to submit proposals for the 2017 Annual Meeting of Stockholders?

Stockholders who intend to have a proposal considered for inclusion in the Company's proxy materials for presentation at the 2017 Annual Meeting of Stockholders must submit the proposal to the Company no later than November 24, 2016.

Stockholders who intend to present a proposal at the 2017 Annual Meeting of Stockholders without inclusion of such proposal in the Company's proxy materials, or who propose to nominate a person for election as a director at the 2017 Annual Meeting, 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 2017 Annual Meeting of Stockholders. The 2017 Annual Meeting of Stockholders is tentatively scheduled for May 4, 2017.

Correspondence in this regard should be directed to the Corporate Secretary, Susan H. Martin, at the Company's principal business office, 231 West Michigan Street, PO Box 1331, Milwaukee, Wisconsin 53201.

WEC Energy Group, Inc. P-212016 Proxy Statement

Table of Contents

COMMUNICATIONS WITH THE BOARD

How can interested parties contact the members of the Board?

Correspondence may be sent to the directors, including the non-management directors, in care of the Corporate Secretary, Susan H. Martin, at the Company's principal business office, 231 West 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 of Directors, all communication, other than advertising, promotion of a product or service, or patently offensive material, will be forwarded promptly to the addressee.

PROPOSAL 1: ELECTION OF DIRECTORS – TERMS EXPIRING IN 2017

WEC Energy Group's Bylaws require each director to be elected annually to hold office for a one-year term. Because this is an uncontested election, our majority vote standard for election of directors will apply. Under this standard, the director nominees 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 in the election of directors.

Proxies may not be voted for more than 13 persons in the election of directors.

The Board requires its current and potential directors to have a broad range of skills, education, experience, and qualifications that will benefit WEC Energy Group and its stockholders. Information regarding the specific criteria and processes used to evaluate director nominees can be found on page P-23.

Effective January 27, 2016, in accordance with the Company's Bylaws, the WEC Energy Group Board increased the size of the Board to 13 and elected Allen Leverett as a director. As part of its management succession plan, the Board also appointed Mr. Leverett to succeed Gale Klappa as CEO effective May 1, 2016. Mr. Klappa will become Non-Executive Chairman effective May 1.

The Board's nominees for election are:

- **John F. Bergstrom** • **Albert J. Budney, Jr.** • **Thomas J. Fischer** • **Henry W. Kneuppel**
- **Barbara L. Bowles** • **Patricia W. Chadwick** • **Paul W. Jones** • **Allen L. Leverett**
- **William J. Brodsky** • **Curt S. Culver** • **Gale E. Klappa** • **Ulice Payne, Jr.**
• **Mary Ellen Stanek**

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 of the Board. Information regarding each nominee is included on the following pages.

The Board of Directors recommends that you vote “FOR” all of the director nominees.

WEC Energy Group, Inc. P-222016 Proxy Statement

Table of Contents

DIRECTOR NOMINEES

Criteria and Processes Used to Evaluate Nominees

The Corporate Governance Committee evaluates director nominees in the context of the Board as a whole with the goal of recommending nominees with diverse backgrounds and experience that, together, can best perpetuate the success of WEC Energy Group's business and represent stockholder interests. In addition to the specific experiences and skills of the individual director nominees identified below, the Corporate Governance Committee believes that director nominees should generally possess certain characteristics and skills.

Director Candidate Criteria. The Corporate Governance Committee has established criteria for evaluating director candidates, which are reviewed annually. As set forth in the Company's Corporate Governance Guidelines, these include: proven integrity; mature and independent judgment; vision and imagination; ability to objectively appraise problems; ability to evaluate strategic options and risks; sound business experience and acumen; relevant technological, political, economic, or social/cultural expertise; social consciousness; achievement of prominence in career; familiarity with national and international issues affecting the Company's businesses; contribution to the Board's desired diversity and balance; and, in the case of new directors, availability to serve for five years before reaching the directors' retirement age of 72.

Board Diversity. The Corporate Governance Committee does not have a specific policy with regard to the consideration of diversity in identifying director nominees. However, the Corporate Governance Committee strives to recommend candidates who each bring a unique perspective to the Board in order to contribute to the collective diversity of the Board. As part of its process in connection with the nomination of new directors to the Board, the Corporate Governance Committee considers several factors to ensure the entire Board collectively embraces a wide variety of characteristics, including professional background, experience, skills, and knowledge, as well as the criteria listed above. Each candidate will generally exhibit different and varying degrees of these characteristics. With respect to the Company's current slate of director nominees, the Company also benefits from the diversity inherent from differences in board member gender, ethnicity, tenure and maturity, as depicted in the infographic on page P-10.

Director Independence. Prior to nomination, both new and returning directors are evaluated to ensure compliance with the Board's standards of independence, as described in detail on page P-18. Additionally, the Corporate Governance Committee reviews potential conflicts of interest, including 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.

Director Nominee Evaluation Process. Once a person has been identified by the Corporate Governance Committee as a potential candidate, the Corporate Governance Committee may collect and review publicly available information regarding the person to assess whether that person should be considered further. If the Corporate Governance

Committee determines that the candidate warrants further consideration, the chair or another member of the Board of Directors contacts the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Corporate Governance Committee requests additional information from the candidate, reviews the person's accomplishments and qualifications, and conducts one or more interviews with the candidate. In certain instances, Corporate Governance Committee members may contact one or more references provided by the candidate or may contact other members of the business community or other persons who may have greater firsthand knowledge of the candidate's accomplishments.

The Corporate Governance Committee evaluates director candidates, including those proposed by stockholders, using this criteria and process. The process is designed to provide the Board with a diversity of experience and stability to allow it to effectively meet the many challenges WEC Energy Group faces in today's challenging economic environment.

WEC Energy Group, Inc. P-232016 Proxy Statement

Table of Contents

Nominees for Election to the Board of Directors

Biographical information for each director nominee is set forth below. Ages are as of January 21, 2016, the date each person, except Mr. Leverett, was designated as a nominee of the Board for election at the Meeting. Mr. Leverett was designated as a nominee on January 27, 2016.

John F. Bergstrom

Age: 69

Director Since: 1987

Board Committees: Audit and Oversight, Compensation (Chair), Executive

- Bergstrom Corporation – Chairman and Chief Executive Officer since 1982. Bergstrom Corporation owns and operates numerous automobile sales and leasing companies.

- Director of Advance Auto Parts Inc. since 2008; Director of Associated Banc-Corp since 2010; Director of Kimberly-Clark Corporation since 1987.

- Director of WEC Energy Group since 1987; Director of Wisconsin Electric Power Company from 1985 to June 2015.

Specific qualifications and experience

Mr. Bergstrom has over 30 years of experience as CEO of Bergstrom Corporation, one of the top 50 automotive dealership groups in America, with dealerships across eastern Wisconsin, including several in WEC Energy Group utilities' service territories. Therefore, Mr. Bergstrom provides the Board experience and insight with respect to understanding the needs of the Company's retail customers, as well as Wisconsin's business environment. As the CEO of a large retailer and board member of other publicly traded companies, Mr. Bergstrom has a deep understanding of executive compensation matters and related governance practices, and is well qualified to provide perspective on customer focus and satisfaction which continue to be a primary focus of the Company. Mr. Bergstrom also provides the Board with insight gained from his over 30 years of service as a director on WEC Energy Group's and its subsidiaries' Boards, over 50 years of combined experience as a director on the boards of several other publicly traded U.S. corporations, and past or present directorships on the boards of several regional non-profit entities, including the Green Bay Packers, Inc.

Barbara L. Bowles

Age: 68

Director Since: 1998

Board Committees: Audit and Oversight, Corporate Governance (Chair), Executive

WEC Board: Presiding Director

- Profit Investment Management – Retired Vice Chair. Served as Vice Chair from January 2006 until retirement in December 2007. Profit Investment Management is an investment advisory firm.

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The Kenwood Group, Inc. – Retired Chairman. Served as Chairman from 2000 until 2006 when The Kenwood Group, Inc. merged into Profit Investment Management. Chief Executive Officer from 1989 to 2005.

- Director of Hospira, Inc. from 2008 until September 2015.
- Director of WEC Energy Group since 1998; Director of Wisconsin Electric Power Company from 1998 to June 2015.

Specific qualifications and experience

As founder, president, and CEO of The Kenwood Group, Inc., a Chicago-based investment advisory firm that managed pension funds for corporations, public institutions, and endowments, Ms. Bowles has over 20 years of investment advisory experience. Before founding The Kenwood Group, Ms. Bowles, who is a Chartered Financial Analyst, was a chief investor relations officer for two Fortune 50 companies. Prior to that, she served as a portfolio manager and utility analyst for more than 10 years. With this combined experience, Ms. Bowles is well qualified to provide perspective to the Board as to what issues are important to large investors, particularly what is important to analysts covering the Company's industry. Ms. Bowles also served as Chief Compliance Officer for the mid-cap portfolios following The Kenwood Group's merger with Profit Investment Management, through which she gained a deep understanding of corporate governance issues and concerns. This experience is invaluable for Ms. Bowles' positions as Chair of WEC Energy Group's Corporate Governance Committee and presiding independent director. Ms. Bowles' past service as a director of other public companies, including service on several audit and finance committees, provides a resource to the Board in discussions of issues facing the Company.

WEC Energy Group, Inc. P-242016 Proxy Statement

Table of Contents

William J. Brodsky

Age: 71

Director Since: 2015

Board Committee: Finance

CBOE Holdings, Inc. – Chairman of the Board since May 2014. Served as Executive Chairman from 2013 to May 2014 and Chairman and Chief Executive Officer from 2010 to 2013. CBOE Holdings, Inc. is the holding company for the Chicago Board Options Exchange, an exchange that focuses on options contracts for individual equities, indexes, and volatility (VIX), and CBOE Futures Exchange which offers volatility futures.

The Chicago Board Options Exchange – Chairman of the Board since May 2014. Served as Executive Chairman from 2013 to May 2014 and Chairman and Chief Executive Officer from 1997 to 2013.

•Director of WEC Energy Group since June 2015; Director of Integrys Energy Group from 2007 to June 2015.

Specific qualifications and experience

Mr. Brodsky has nearly 40 years of experience with the financial markets and is recognized as a leading industry advocate in options market policy and regulation. Prior to joining the CBOE, he served for over 15 years at the Chicago Mercantile Exchange (CME) where he saw the launch of the CME Globex trading system. He served as Executive Vice President and Chief Operating Officer from 1982 to 1985 and as President and Chief Executive Officer from 1982 to 1997. Earlier in his career, Mr. Brodsky was the head of options trading at the American Stock Exchange (AMEX) where he served as Executive Vice President for operations from 1979 to 1982. He began his career as an attorney with a securities brokerage and investment banking firm. Because of his career and experience, Mr. Brodsky brings significant knowledge and expertise about the financial markets to the Board and Finance Committee. Mr. Brodsky's extensive knowledge of the challenges and issues facing a public company doing business in Illinois is of great value to the Board, as is his experience related to mergers and acquisitions in the utility industry having served as a Director of Peoples Energy Corporation and Integrys Energy Group. Mr. Brodsky's extensive past and present experience serving on the boards of numerous highly visible not-for-profit entities adds to his ability to provide strong oversight of board matters.

Albert J. Budney, Jr.

Age: 68

Director Since: 2015

Board Committee: Corporate Governance

Niagara Mohawk Holdings, Inc. – Retired President and Director. Niagara Mohawk Holdings, Inc. is a holding company which, through its subsidiaries, distributes electricity in areas of New York.

•Director of WEC Energy Group since June 2015; Director of Integrys Energy Group from 2002 to June 2015.

Specific qualifications and experience

Mr. Budney has over 40 years of utility experience having held senior leadership positions at Niagara Mohawk Power Corporation, UtiliCorp United, Inc., and Missouri Public Service Company. He brings experience in mergers and acquisitions in the utility industry having served as a director of Niagara Mohawk Holdings when it was acquired by

National Grid, as well as WPS Resources Corporation, which purchased Peoples Energy Corporation, and became Integrys Energy Group. This experience is of great value to the Board following WEC Energy Group's 2015 acquisition of Integrys Energy Group. Mr. Budney also has an in-depth knowledge of Integrys' operating subsidiaries. Mr. Budney holds both a bachelor of science in engineering from Princeton University and a master of business administration from Harvard Business School which provides a strong foundation for critical analysis and input on strategic matters. Mr. Budney provides the Board with a wide range of knowledge and experience in board governance and corporate management and development matters, having served as Chief Executive Officer of Opinac N.A., the entity which housed Canadian Niagara Power and Plum Street Enterprises, on both of which company boards he also served. In addition, Mr. Budney was a board member of Utilities Mutual Insurance Company, and served as Lead Director of the Integrys Energy Group Board of Directors. Mr. Budney was also Chair of the Corporate Governance Committee at Integrys.

WEC Energy Group, Inc. P-252016 *Proxy Statement*

Table of Contents

Patricia W. Chadwick

Age: 67

Director Since: 2006

Board Committees: Audit and Oversight, Finance

- Ravengate Partners, LLC – President since 1999. Ravengate Partners, LLC provides businesses and not-for-profit institutions with advice about the financial markets, business management, and global economics.

- Director of AMICA Mutual Insurance Company since 1992; Director of VOYA Mutual Funds (previously ING Mutual Funds) since 2006; Director of The Royce Funds since 2009.

- Director of WEC Energy Group since 2006; Director of Wisconsin Electric Power Company from 2006 to June 2015.

Specific qualifications and experience

Ms. Chadwick, who is a Chartered Financial Analyst, was an investment professional/portfolio manager or principal for 30 years, and served as a director of research for four of those years. Since 1999, Ms. Chadwick has been president of Ravengate Partners, LLC, a firm that provides businesses and not-for-profit institutions with advice about the economy and the financial markets. As indicated above, Ms. Chadwick currently serves as a director on the boards of two registered investment companies. She has served as the Chair of multiple committees at AMICA Mutual Insurance Company, including the Audit Committee and the Nominating and Governance Committee. She is also the Chair of the International Balanced Bond Fixed Income Committee at VOYA Mutual Funds and serves on the Audit Committee for The Royce Funds and Finance Committee for AMICA. Ms. Chadwick's career and experience allow her to provide needed advice and insight to the Board on the capital markets. This perspective is valuable to WEC Energy Group and its subsidiaries, which operate in a capital-intensive industry and must consistently access the capital markets. In addition, Ms. Chadwick's service on the Board of AMICA has provided her with experience in dealing with insurance risk management issues.

Curt S. Culver

Age: 63

Director Since: 2004

Board Committees: Corporate Governance, Finance (Chair)

- MGIC Investment Corporation – Non-Executive Chairman of the Board since March 1, 2015. Served as Chairman from 2005 to February 2015, Chief Executive Officer from 2000 to February 2015, and President from 1999 to 2006. MGIC Investment Corporation is the parent of Mortgage Guaranty Insurance Corporation.

- Mortgage Guaranty Insurance Corporation – Non-Executive Chairman of the Board since March 1, 2015. Served as Chairman from 2005 to February 2015, Chief Executive Officer from 1999 to February 2015, and President from 1996 to 2006. Mortgage Guaranty Insurance Corporation is a private mortgage insurance company.

- Director of MGIC Investment Corporation since 1999.

- Director of WEC Energy Group since 2004; Director of Wisconsin Electric Power Company from 2004 to June 2015.

Specific qualifications and experience

Mr. Culver's past and present experience as Chairman and CEO of MGIC, which is headquartered in Milwaukee, Wisconsin, not only provides the Board with expertise in the financial markets and risk assessment and management, but also knowledge of the challenges and issues facing a public company headquartered in the same city as the Company. In addition, with his experience in the insurance industry, Mr. Culver is in a position to advise the Finance Committee on the Company's insurance program and its effect on overall risk management. Mr. Culver's extensive past and present experience serving on the boards of numerous Milwaukee-area non-profit entities and two private, regional for-profit entities adds to his ability to provide strong oversight of board matters.

WEC Energy Group, Inc. P-262016 Proxy Statement

Table of Contents

Thomas J. Fischer

Age: 68

Director Since: 2005

Board Committees: Audit and Oversight (Chair), Compensation, Executive

- Fischer Financial Consulting LLC – Principal since 2002. Fischer Financial Consulting LLC provides consulting on corporate financial, accounting and governance matters.
- Director of Actuant Corporation since 2003; Director of Badger Meter, Inc. since 2003; Director of Regal Beloit Corporation since 2004.
- Director of WEC Energy Group since 2005; Director of Wisconsin Electric Power Company from 2005 to June 2015.

Specific qualifications and experience

As Principal of Fischer Financial Consulting LLC, Mr. Fischer has provided consulting services to companies in the areas of corporate financial, accounting and governance matters since 2002. Prior to this, Mr. Fischer, who is a Certified Public Accountant, worked for Arthur Andersen, a large, international independent public accounting firm, for 33 years, the last 22 as a partner responsible for services provided to large, complex public and private companies and several public utility audits. Combined with Mr. Fischer's service as a director and member of the audit committees of three other Wisconsin-based public companies, Mr. Fischer provides the Board with a deep understanding of corporate governance issues, accounting and auditing matters, including financial reporting and regulatory compliance, and risk assessment and management. In light of this extensive experience, he is Chair of the Audit and Oversight Committee.

Paul W. Jones

Age: 67

Director Since: 2015

Board Committee: Audit and Oversight

- A.O. Smith Corporation – Retired Executive Chairman and Chief Executive Officer. A.O. Smith Corporation is a leading manufacturer of residential and commercial water heaters and boilers.
- Rexnord Corporation – Non-Executive Chairman since 2015. Director since 2014.
- Director of Federal Signal Corporation since 1998; Director of A.O. Smith Corporation since 2004.
- Director of Bucyrus Corporation from 2006 to 2011.
- Director of WEC Energy Group since June 2015; Director of Integrys Energy Group from 2011 to June 2015.

Specific qualifications and experience

Mr. Jones has extensive executive experience having served in leadership roles at A.O. Smith Corporation, including Executive Chairman from 2013 through April 2014, Chairman of the Board and Chief Executive Officer from 2011 to

2012, Chairman of the Board, President and Chief Executive Officer from 2005 to 2011, and President and Chief Operating Officer from 2004 to 2005. Mr. Jones also serves as Non-Executive Chairman of Rexnord Corporation, a leading worldwide industrial company with strategic businesses in process and motion control and in water management. His experience and insights with respect to retail and large industrial customers make him well qualified to provide perspective on customer satisfaction, a key performance metric of the Company. A.O. Smith Corporation and Rexnord are headquartered in Milwaukee, Wisconsin, providing Mr. Jones with a deep knowledge of the challenges and issues facing a public company headquartered in the same city as WEC Energy Group. Mr. Jones currently serves as the chairman of the Nominating and Governance Committee at Federal Signal Corporation, and previously served as the chairman of the Finance Committee and as a member of the Audit Committee of the Integrys Energy Group Board, committee experience that provides added perspectives on governance and financial initiatives following WEC Energy Group's acquisition of Integrys in June 2015. Mr. Jones also has an in-depth knowledge of Integrys' operating subsidiaries. Mr. Jones' extensive experience serving on the boards of several regionally located non-profit entities adds to his ability to provide appropriate oversight of board matters and to understand local issues and concerns.

WEC Energy Group, Inc. P-272016 Proxy Statement

Table of Contents

Gale E. Klappa

Age: 65

Director Since: 2003

Board Committee: Executive (Chair)

- WEC Energy Group, Inc. – Chairman of the Board and Chief Executive Officer since 2004; President from 2003 to August 2013.

- Wisconsin Electric Power Company – Chairman of the Board since 2004; Chief Executive Officer since 2003; President from 2003 to June 2015.

- Director of Badger Meter, Inc. since 2010; Director of Joy Global Inc. since 2006.

- Director of WEC Energy Group since 2003; Director of Wisconsin Electric Power Company since 2003.

- Mr. Klappa also serves as a Director of several other major subsidiaries of WEC Energy Group.

Specific qualifications and experience

As Chief Executive Officer (CEO) of WEC Energy Group and CEO and/or Chairman of several of its principal utility subsidiaries, Mr. Klappa represents and communicates management's perspective to the Board. Mr. Klappa provides the Board with an understanding of the day-to-day operations of the Company, and in turn, communicates the Board's vision and direction for the Company to the other officers and management. Mr. Klappa has more than 40 years of experience working in the public utility industry, the last 23 at a senior executive level. Immediately prior to joining WEC Energy Group in 2003, Mr. Klappa served as Executive Vice President and Chief Financial Officer of The Southern Company, a public utility holding company serving the southeastern United States. Mr. Klappa also served in various other leadership positions during his tenure at Southern, including Chief Strategic Officer and Chief Executive of the company's subsidiary in the United Kingdom. Mr. Klappa currently serves on the board of Edison Electric Institute, an association of U.S. shareholder-owned electric companies.

Henry W. Kneuppel

Age: 67

Director Since: 2013

Board Committees: Audit and Oversight, Corporate Governance

- Regal Beloit Corporation – Retired Chairman of the Board and Chief Executive Officer. Served as Chief Executive Officer from 2005 to 2011 and as Chairman from 2006 to 2011. Regal Beloit Corporation is a leading manufacturer of electric motors, mechanical and electrical motion controls, and power generation products.

- Harsco Corporation – Independent, Non-Executive Chairman of the Board from September 2012 until September 2014. Served as Interim Chairman and Chief Executive Officer from February 2012 to September 2012. Harsco Corporation is a diversified, worldwide industrial services company.

- Director of Regal Beloit Corporation since 1985; Director of Harsco Corporation since 2008; Director of Snap-on Incorporated since 2011.

- Director of WEC Energy Group since 2013; Director of Wisconsin Electric Power Company from 2013 to June 2015.

Specific qualifications and experience

Prior to serving as Chief Executive Officer and Chairman of the Board, Mr. Kneueppel held several leadership positions at Regal Beloit Corporation and had more than 30 years of senior management experience at the company. Mr. Kneueppel's years of service with Regal Beloit Corporation, a Wisconsin-based manufacturer of electrical motors, mechanical and electrical motion controls, and power generation products, provides him with knowledge of equipment used in the Company's business. Mr. Kneueppel serves on the Boards of Directors of large publicly-traded industrial companies. With his combined experience, Mr. Kneueppel is well qualified to provide perspective on the issues facing the Company's large commercial and industrial customers. In addition, Mr. Kneueppel's service on Harsco's audit committee has provided him with experience to advise our Audit Committee on accounting and auditing oversight matters, and his service on Snap-on's corporate governance committee provides our Corporate Governance Committee with a wide range of knowledge and experience in board governance and corporate management matters.

WEC Energy Group, Inc. P-282016 Proxy Statement

Table of Contents

Allen L. Leverett

Age: 49

Director Since: 2016

WEC Energy Group, Inc. – President since August 2013; Executive Vice President from 2004 to July 2013; Chief Financial Officer from 2003 until 2011. Mr. Leverett has also been serving as the principal executive officer of WEC Energy Group’s generation operations since 2011.

Wisconsin Electric Power Company – President since June 2015; Executive Vice President from 2004 until June 2015; Chief Financial Officer from 2003 until 2011.

Director of WEC Energy Group since January 2016; Director of Wisconsin Electric Power Company since June 2015.

•Mr. Leverett also serves as a Director of several other major subsidiaries of WEC Energy Group.

Specific qualifications and experience

As President of WEC Energy Group, Mr. Leverett has responsibility for the business operations of the Company’s utilities located in Wisconsin, Michigan, and Minnesota. The Board has appointed him to become the Company’s Chief Executive Officer effective May 1, 2016. Since joining the Company in 2003 as Chief Financial Officer, Mr. Leverett has also served as Executive Vice President and Chief Financial Officer of Wisconsin Electric Power Company and Wisconsin Gas LLC, as well as President and Chief Executive Officer of the Company’s power generation group, with overall responsibility for the Company’s electric generation portfolio, fuel procurement, environmental compliance, and renewable energy development strategy. Prior to joining the Company, Mr. Leverett served as Chief Financial Officer and Executive Vice President of Georgia Power, and as Vice President and Treasurer of Southern Company Services, where he held overall responsibility for financial planning and analysis, capital markets and leasing, treasury and investor relations. Having worked in the public utility industry for nearly 25 years, Mr. Leverett has developed a deep understanding of the complexities of the Company’s industry, operations, and regulatory environment. Mr. Leverett’s experience and insights are especially invaluable to the Board as it carries out its oversight of the Company’s risk environment.

Ulice Payne, Jr.

Age: 60

Director Since: 2003

Board Committees: Compensation, Executive, Finance

•Addison-Clifton, LLC – Managing Member since 2004. Addison-Clifton, LLC provides global trade compliance advisory services.

•Director of Manpower Group since 2007; Trustee of The Northwestern Mutual Life Insurance Company since 2005.

•Director of Badger Meter, Inc. from 2000 to 2010.

•Director of WEC Energy Group since 2003; Director of Wisconsin Electric Power Company from 2003 to June 2015.

Specific qualifications and experience

Mr. Payne has extensive leadership experience within the local community and the state of Wisconsin, previously serving as president and CEO of the Milwaukee Brewers Baseball Club, Inc., as managing partner of the Milwaukee office of Foley & Lardner, a Milwaukee-based law firm, and as Securities Commissioner for the state of Wisconsin. In addition, Mr. Payne is and has been involved in numerous Milwaukee-area non-profit entities, including serving as past chair of the Bradley Center Sports and Entertainment Corporation. Therefore, Mr. Payne is well positioned to provide the Board with perspective on the issues and challenges affecting the Milwaukee region as well as a broad spectrum of the Company's customers. Mr. Payne presently advises on global trade compliance as Managing Member of Addison-Clifton, LLC, where Mr. Payne consistently deals with public policy and compliance matters, experience he brings to the Board. In addition, Mr. Payne's past and present directorship experience on the boards of several public corporations includes service as a member of either the audit or finance committee at each of these companies, which is beneficial to the Board.

WEC Energy Group, Inc. P-292016 Proxy Statement

Table of Contents

Mary Ellen Stanek

Age: 59

Director Since: 2012

Board Committee: Finance

- 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.
- Director of Journal Media Group and its predecessor companies since 2002; Trustee of The Northwestern Mutual Life Insurance Company since 2009.
- Director of WEC Energy Group since 2012; Director of Wisconsin Electric Power Company from 2012 to June 2015.

Specific qualifications and experience

Ms. Stanek, who is a Chartered Financial Analyst, has over 35 years of investment management experience and is currently responsible for the development and portfolio management of all fixed income proprietary asset management services for Baird Financial Group. Ms. Stanek co-manages several fixed income mutual funds as well as a number of taxable and tax-exempt portfolios. In addition, Ms. Stanek is also a director of Baird Financial Group. Because of her career and experience, Ms. Stanek brings significant knowledge and financial expertise about the financial markets to the Board and Finance Committee. In particular, Ms. Stanek's focus on fixed income investments is valuable because WEC Energy Group and its subsidiaries customarily issue debt securities as a means of raising capital. In addition, Ms. Stanek brings experience in dealing with insurance risk management issues through her service as a director of West Bend Mutual Insurance Company from 1999 until 2014. Ms. Stanek's past and present experience serving on the boards of numerous Milwaukee-area non-profit institutions provides her with a good understanding of the issues and challenges that impact the Milwaukee region.

WEC Energy Group, Inc. P-302016 Proxy Statement

Table of Contents**COMMITTEES OF THE BOARD OF DIRECTORS**

Members	Principal Responsibilities; Meetings
<i>Audit and Oversight</i>	
Thomas J. Fischer, Chair	•Oversee the integrity of the financial statements.
John F. Bergstrom	•Oversee management compliance with legal and regulatory requirements.
Barbara L. Bowles	•Review, approve, and evaluate the independent auditors' services.
Patricia W. Chadwick	•Oversee the performance of the internal audit function and independent auditors.
Paul W. Jones	•Discuss risk management and major risk exposures and steps taken to monitor and control such exposures.
Henry W. Knuettel	•Prepare the report required by the SEC for inclusion in the proxy statement.
	•Establish procedures for the submission of complaints and concerns regarding WEC Energy Group's accounting or auditing matters.
	•The Audit and Oversight Committee conducted seven meetings in 2015.
<i>Compensation</i>	
John F. Bergstrom, Chair	•Identify through succession planning potential executive officers.
Thomas J. Fischer	•Provide a competitive, performance-based executive and director compensation program.
Ulice Payne, Jr.	•Set goals for the CEO, annually evaluate the CEO's performance against such goals, and determine compensation adjustments based on whether these goals have been achieved.
	•Prepare the report required by the SEC for inclusion in the proxy statement.
	•The Compensation Committee conducted nine meetings in 2015, and executed two signed, written unanimous consents.
<i>Corporate Governance</i>	
Barbara L. Bowles, Chair	•Establish and annually review the Corporate Governance Guidelines to verify that the Board is effectively performing its fiduciary responsibilities to stockholders.
Albert J. Budney, Jr.	•Establish and annually review director candidate selection criteria.
Curt S. Culver	•Identify and recommend candidates to be named as nominees of the Board for election as directors.
Henry W. Knuettel	•Lead the Board in its annual review of the Board's performance.
	•The Corporate Governance Committee conducted four meetings in 2015.
<i>Finance</i>	
Curt S. Culver, Chair	•Review and monitor the Company's current and long-range financial policies and strategies, including its capital structure and dividend policy.
William J. Brodsky	•Authorize the issuance of corporate debt within limits set by the Board.
Patricia W. Chadwick	•Discuss policies with respect to risk assessment and risk management.
Ulice Payne, Jr.	•Approve the Company's financial plan, including the capital budget.
Mary Ellen Stanek	•The Finance Committee conducted three meetings in 2015.

Executive Committee. 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), John F. Bergstrom, Barbara L. Bowles, Thomas J. Fischer, and Ulice Payne, Jr. The Executive Committee did not meet in 2015.

In addition to the number of committee meetings listed in the preceding table, the Board met nine times in 2015 and executed two signed, written unanimous consents. The average meeting attendance during the year was 98.9%. No director attended fewer than 93.8% of the total number of meetings of the Board and Board committees on which he or she served.

Generally, all directors are expected to attend the Company's annual meetings of stockholders. In connection with the Annual Meeting held on May 7, 2015, all legacy Wisconsin Energy Corporation directors attended the meeting.

WEC Energy Group, Inc. P-31 2016 Proxy Statement

Table of Contents**DIRECTOR COMPENSATION**

The following table summarizes total compensation awarded to, earned by, or paid to each of WEC Energy Group's non-employee directors during 2015.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
<u>Name</u>	<u>Fees Earned or Paid In Cash</u>	<u>Stock Awards</u> ⁽¹⁾⁽²⁾	<u>Option Awards</u>	<u>Non-Equity Incentive Plan Compensation</u>	<u>Change in Pension Value and Nonqualified Deferred Compensation Earnings</u>	<u>All Other Compensation</u> ⁽³⁾	<u>Total</u>
John F. Bergstrom	87,000	100,000	--	--	--	26,394	213,394
Barbara L. Bowles	85,000	100,000	--	--	--	24,354	209,354
William J. Brodsky	43,750	--	--	--	--	--	43,750
Albert J. Budney, Jr.	43,750	--	--	--	--	--	43,750
Patricia W. Chadwick	75,000	100,000	--	--	--	26,774	201,774
Curt S. Culver	85,000	100,000	--	--	--	18,931	203,931
Thomas J. Fischer	90,000	100,000	--	--	--	30,578	220,578
Paul W. Jones	43,750	--	--	--	--	--	43,750
Henry W. Knueppel	75,000	100,000	--	--	--	--	175,000
Ulice Payne, Jr.	75,000	100,000	--	--	--	13,757	188,757
Mary Ellen Stanek	75,000	100,000	--	--	--	--	175,000

The amounts reported reflect the aggregate grant date fair value, as computed in accordance with Financial

⁽¹⁾Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 718, of restricted stock awards made to the directors in 2015. Each restricted stock award vests in full on the third anniversary of the grant date.

⁽²⁾Other than Mr. Knueppel (6,654 shares), Mr. Brodsky (0 shares), Mr. Budney (0 shares), and Mr. Jones (0 shares), each current director held 6,683 shares of restricted stock as of December 31, 2015.

⁽³⁾All amounts represent costs for the Directors' Charitable Awards Program. See "Compensation of the Board of Directors" below for additional information regarding this program.

Compensation of the Board of Directors

2015 Compensation. Effective on June 29, 2015, the date of Wisconsin Energy Corporation's acquisition of Integrys, three former Integrys board members, William J. Brodsky, Albert J. Budney, Jr. and Paul W. Jones, were elected to

the WEC Energy Group Board as non-employee directors. During 2015, each legacy Wisconsin Energy non-employee director received an annual retainer fee of \$75,000. Directors Brodsky, Budney, and Jones each received a pro-rated annual retainer fee of \$43,750 following their election to the Board. During 2015, non-employee chairs of the Finance Committee and the Corporate Governance Committee each received an annual retainer of \$10,000, the chair of the Compensation Committee received an annual retainer of \$12,000, and the chair of the Audit and Oversight Committee received an annual retainer of \$15,000. The Company reimbursed non-employee directors for all out-of-pocket travel expenses (which reimbursed amounts are not reflected in the table above). On January 2, 2015, each legacy Wisconsin Energy Corporation non-employee director also received the 2015 annual stock compensation award in the form of restricted stock equal to a value of \$100,000, with all shares vesting three years from the grant date. Employee directors do not receive these fees. 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 above.

Deferred Compensation Plan. Non-employee directors may defer all or a portion of director fees pursuant to the Directors' Deferred Compensation Plan. Deferred amounts can be credited to any of ten measurement funds, including a WEC Energy Group phantom stock account. The value of these accounts will appreciate or depreciate based on market performance, as well as through the accumulation of reinvested dividends. Deferral amounts are credited to accounts in the name of each participating director on the books of WEC Energy Group, are unsecured, and are payable only in cash following termination of the director's service to WEC Energy Group and its subsidiaries. The deferred amounts will be

WEC Energy Group, Inc. P-322016 Proxy Statement

Table of Contents

paid out of general corporate assets or the assets of the Wisconsin Energy Corporation 2014 Rabbi Trust discussed 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 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 mitigates the net cost to the Company. The Directors' Charitable Awards Program has been eliminated for any new directors elected after January 1, 2007. Directors already participating as of that date include Messrs. Bergstrom, Culver, Fischer, Klappa and Payne, and Ms. Bowles and Chadwick.

2016 Compensation. In December 2015, the Compensation Committee conducted its annual review of non-employee director compensation and determined that, in light of the increased size of the Company as a result of the Integrys acquisition, the total directors' compensation package was slightly below the market median. In order to continue to place more emphasis on the stock component of the directors' pay package than the cash retainer, the Compensation Committee determined that it was appropriate to increase the annual restricted stock award by \$25,000. As a result, effective January 1, 2016, upon the recommendation of the Compensation Committee, the Board of Directors increased the annual restricted stock award from \$100,000 to \$125,000.

In addition, in December 2015, based upon market research, the Compensation Committee concluded that it would be appropriate to increase the annual Audit and Oversight Committee chair retainer by \$5,000 and the annual Compensation Committee chair retainer by \$3,000. As a result, effective January 1, 2016, upon the recommendation of the Compensation Committee, the Board of Directors increased the annual Audit and Oversight Committee chair retainer from \$15,000 to \$20,000 and the annual Compensation Committee chair retainer from \$12,000 to \$15,000.

PROPOSAL 2: RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2016

The Audit and Oversight Committee of the Board of Directors has sole authority to select, 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, 2016. The Audit and Oversight Committee believes that stockholder ratification of this matter is important considering 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 selection.

Deloitte & Touche LLP also served as the independent auditors for the Company for the last 14 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.

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.

The Board of Directors recommends that you vote "FOR" the ratification of Deloitte & Touche LLP as independent auditors for 2016.

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. 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

WEC Energy Group, Inc. P-332016 Proxy Statement

Table of Contents

Committee periodically considers whether there should be a regular rotation of the independent external audit firm. In addition, the Audit and Oversight Committee and its chairperson are directly involved in the selection of Deloitte & Touche LLP's lead engagement partner.

Under the pre-approval policy, before engagement of the independent auditors for the next year's audit, the independent auditors will submit (i) 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 (ii) 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's 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 ("SEC") or by the Public Company Accounting Oversight Board (United States) ("PCAOB") to be 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 chair of the Audit and Oversight Committee 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 pre-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 2015 and 2014 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 Securities Exchange Act of 1934, as amended.

	2015 ⁽¹⁾	2014
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Audit Fees ⁽²⁾	\$4,988,090	\$2,030,900
Audit-Related Fees ⁽³⁾	32,940	--
Tax Fees	--	--
All Other Fees ⁽⁴⁾	4,950	2,970
Total	\$5,025,980	\$2,033,870

⁽¹⁾ Includes fees incurred by the legacy Integrys Energy Group family of companies following the acquisition of Integrys on June 29, 2015.

Audit Fees consist of fees for professional services rendered in connection with the audits of: (1) the annual financial statements of the Company and its subsidiaries, (2) the effectiveness of internal control over financial reporting, and (3) with 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.

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." These services include the performance of agreed upon audit procedures.

⁽⁴⁾ *All Other Fees* consist of costs for certain employees to attend accounting/tax seminars hosted by Deloitte & Touche LLP.

WEC Energy Group, Inc. P-342016 Proxy Statement

Table of Contents

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 www.wecenergygroup.com.

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 2016, 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 and its chairperson are directly involved in the selection of Deloitte & Touche LLP’s lead engagement partner in conjunction with a mandated rotation policy and are 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) (“PCAOB”) and issuing a report thereon.

The Audit and Oversight Committee held seven meetings during 2015. 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, we 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.

We have 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, 2015, and the independent auditor's report on those financial statements. Management represented to us 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. 16, *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.

In addition, we received the written disclosures and the letter 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, 2015 and filed with the SEC.