SPIRE INC
Form DEF 14A
December 14, 2018
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

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 under §240.14a-12

(Name of Registrant as Specified In Its Charter)

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Spire Inc.

2018 Proxy Statement

Notice of Annual Meeting of Shareholders

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What's new ? This year, we've updated our proxy statement to further explain Spire's governance and compensation practices. We believe that providing a broader and deeper understanding of Spire and a transparent look at our perspective on governance and compensation will be beneficial as you vote this year. Inside, you'll find updates, including:

• Reorganized content and the addition of several charts and graphics to make information more accessible;

• The ratio of the annual total compensation of Ms. Sitherwood, president and chief executive officer of Spire, to the annual total compensation of the median employee of the company, together with an explanation of how this ratio was calculated; and

• A robust description of the qualifications necessary to serve as a member of our Board and the process by which the directors evaluate the annual performance for the Board as a whole, each committee and each Board member.

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Dear fellow shareholders and employees,

Thank you for your investment in Spire and for the confidence you have placed in the Board to oversee your interests in the Company.

Strategy

The Board considers it a privilege to be stewards of this Company, playing an essential role in overseeing Spire's long-term growth strategy. At our annual Board strategy session and at meetings throughout the year, we leverage our diverse backgrounds, broad-based experience and unique insights into strategy development and execution to guide Spire's strategic imperatives, key priorities and long-range plans. We are steadfastly focused on achieving results and delivering on our promises.

Diversity of thought, experience and background

As Spire's long-term strategy evolves, so do the skills, qualifications and experience our Board looks for in its director nominees. We regularly review the mix of skills, qualifications and experience of our current directors and seek to identify individuals who can help us shape Spire's long-term growth strategy.

As part of this effort, we strive to maintain an appropriate balance of experience, tenure and diversity on the Board. Refreshing the Board is a priority, because new directors bring new perspectives and ideas. At the same time, the Board believes it is equally important to benefit from the valuable experience and continuity that longer-serving directors bring.

"We strive to maintain an appropriate balance of experience, tenure and diversity on the Board."

Commitment to strong corporate governance

Our Board has adopted comprehensive corporate governance standards and policies to govern our activities and practices and to facilitate accountability for our actions. We believe strong corporate governance and an ethical culture are important drivers of financial integrity and sustainable performance that, in turn, lead to investor confidence. As directors, we are fully accountable to you, the shareholders, and ultimately, we believe that this accountability is integral to our success.

On behalf of our Board of Directors, thank you again for your investment and for your continued support.

Sincerely,

Edward L. Glotzbach

Chairman of the Board
Spire Inc.

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Notice of
Annual Meeting
of Shareholders

January 31, 2019

10 a.m. Central Standard Time

700 Market Street

St. Louis, MO 63101

Important notice

Your vote is important. To assure your representation at the annual meeting, please vote your shares as promptly as possible over the internet at www.ProxyVote.com or by telephone at 800-690-6903. Alternatively, you may request a paper proxy card, which you may complete, sign and return by mail.

Admission to meeting

Admission to the annual meeting is limited to those who were shareholders of record on November 30, 2018 or who bring documentation to the meeting that shows their beneficial ownership of our common stock through a broker, bank or other nominee as of November 30, 2018.

To the shareholders of Spire Inc.:

The annual meeting of shareholders of Spire Inc. (“Spire” or the “Company”) will be held on Thursday, January 31, 2019, at 10 a.m. Central Standard Time, at 700 Market Street, St. Louis, MO 63101, for the following purposes:

1. To elect three members of the Board of Directors each to serve for a three-year term and one member of the Board of Directors to serve for a two-year term.

2. To provide an advisory vote to approve the compensation of our named executive officers.

3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accountant for the 2019 fiscal year.

4. To transact such other business as may properly come before the meeting and any adjournment or postponement.

You can vote if you were a common shareholder of record on November 30, 2018.

To assure your representation at the annual meeting, you are urged to cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials, via the internet or by telephone. You also may request a paper proxy card to submit your vote by mail, if you prefer.

If your shares are held by a broker, bank or nominee, please follow their voting instructions for your vote to count.

By Order of the Board of Directors,

Ellen L. Theroff

Corporate Secretary

December 14, 2018

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Proxy statement summary

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

Spire at a glance

Our company	Our mission	Our strategy
		We are committed to transforming our business and pursuing growth through:
Fifth largest publicly traded natural gas company in the country serving customers in Alabama, Mississippi and Missouri. Our gas-related businesses include gas marketing and gas storage services.	Answer every challenge, advance every community and enrich every life through the strength of our energy.	• Growing organically • Investing in infrastructure • Acquiring and integrating • Innovation and technology

About Spire

Spire (NYSE: SR) serves 1.7 million customers every day making us the fifth largest publicly traded natural gas company in the country. We help families and business owners fuel their daily lives through our gas utilities serving Alabama, Mississippi and Missouri. Our other gas-related businesses include Spire Marketing, which provides natural gas marketing and related services, Spire STL Pipeline and Spire Storage. We are transforming our business and pursuing growth through 1) growing organically, 2) investing in infrastructure, 3) acquiring and integrating, and 4) innovation and technology.

Our energy

At Spire, we believe energy exists to help people. To warm their homes, grow their businesses and advance their communities. It's a simple idea, but it's at the heart of what we do.

It's this belief that guides us as we explore new and better ways to serve our customers. From how we upgrade infrastructure to how we answer a customer's call, we're using our energy to move our industry forward and redefine what it means to serve.

Transforming our business

In 2018, we continued to grow our business, adding value for customers and shareholders.

- We continued to focus on organic growth, adding customers and increasing our margins
- We further refined our approach to economic development and increased our investment in new business by more than 40 percent
- We invested nearly $500 million in capital during 2018 to further grow and advance our businesses
- We upgraded our utility infrastructure to enhance the safety, reliability and efficiency of our distribution system
- We made enhancements to our information technology platforms to improve customer service and operations and to further integrate our utility businesses
- We invested in pipeline and storage assets to build a foundation for future growth
- We are poised to invest $2.6 billion in capital in our businesses for the five-year period 2018-2022 to support our targeted long-term annual net economic earnings per share growth of 4 to 7 percent

Spire's fiscal year 2018 corporate performance

The following table provides information on the Company's performance in the last two fiscal years, which was a critical consideration in the Company's determination of appropriate executive compensation. For the fiscal year ended September 30, 2018, the Company reported an increase in consolidated net income to $214.2 million from $161.6

million for fiscal year 2017. Net income and earnings per share are determined in accordance with accounting principles generally accepted in the United

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States of America (“GAAP”). Management also uses the non-GAAP measures of net economic earnings and net economic earnings per share when internally evaluating and reporting results of operations as discussed on pages 29 and 30 in the Company’s Annual Report on Form 10-K for the year ended September 30, 2018 (the “2018 10-K”). Net economic earnings for 2018 were $183.7 million, up from $167.6 million for 2017.

The increase in net income was primarily due to the effects of the Tax Cuts and Jobs Act and much stronger results from the Gas Marketing segment. The net economic earnings improvement reflects increases for both the Gas Marketing segment and the Gas Utility segment. The results are discussed further beginning on page 32 of the 2018 10-K.

In millions, except per share amounts	Gas Utility	Gas Marketing	Other	Consolidated	Per diluted share
Year ended September 30, 2018					
Net income [GAAP]	$144.4	$24.9	$44.9	$214.2	$4.33
Adjustments, pre-tax:					
Missouri regulatory adjustments	30.6	—	—	30.6	0.62
Unrealized gain on energy-related derivatives	—	(4.0)	—	(4.0)	(0.08)
Realized gain on economic hedges prior to the sale of the physical commodity	—	(0.3)	—	(0.3)	(0.01)
Acquisition, divestiture and restructuring activities	0.2	—	13.4	13.6	0.28
Income tax effect of adjustments*	(9.1)	1.2	(2.4)	(10.3)	(0.21)
Effect of the Tax Cuts and Jobs Act	17.0	1.1	(78.2)	(60.1)	(1.21)
Net economic earnings (loss) [non-GAAP]	$183.1	$22.9	$(22.3)	$183.7	$3.72
Year ended September 30, 2017					
Net income (loss) [GAAP]	$180.5	$3.4	$(22.3)	$161.6	$3.43
Adjustments, pre-tax:					
Unrealized loss on energy-related derivatives	0.1	5.9	—	6.0	0.13
Realized gain on economic hedges prior to the sale of the physical commodity	—	(0.3)	—	(0.3)	(0.01)
Acquisition, divestiture and restructuring activities	1.5	—	2.5	4.0	0.09
Income tax effect of adjustments*	(0.6)	(2.2)	(0.9)	(3.7)	(0.08)
Net economic earnings (loss) [non-GAAP]	$181.5	$6.8	$(20.7)	$167.6	$3.56

* Income tax effect is calculated by applying federal, state and local income tax rates applicable to ordinary income to the amounts of the pre-tax reconciling items and then adding any estimated effects of enacted state or local income tax laws for periods before the related effective date.

Our 2018 results

Consolidated Net Income	Diluted Earnings per Share		Declared Dividends per Share
$214.2M	$4.33	$3.72	$2.25

GAAP	GAAP	NON-GAAP	Up from $2.10 for FY17
Up from $161.6 million for FY17	Up from $3.43 for FY17	Up from $3.56 for FY17	

Executive compensation

The Company is committed to its pay-for-performance philosophy. Basic net economic earnings per share is the key metric used to determine funding under our Annual Incentive Plan (“AIP”) in 2018. The Company also emphasizes pay-for-performance by placing most of the executives’ target total direct compensation (“TTDC”) at risk through the annual and equity incentive plans. TTDC includes the current base salary, the 2018 target AIP opportunity and the market value of the equity awards made during fiscal year 2018. Further, the largest portion of incentive pay, which is represented by the equity incentive award, focuses on long-term performance.

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Corporate social responsibility	During fiscal year 2017, we established our Corporate Social Responsibility ("CSR") Council, which supports the implementation of the Company's promise to answer every challenge, advance every community and enrich every life through the strength of our energy. In last year's proxy statement, we noted that we planned to issue our first-ever CSR report in 2018 and that our report would summarize our activities and performance in the area of sustainability, including how we are operating responsibly from an environmental, social and governance perspective. So that we may issue a report that includes fiscal 2018 information, we have pushed back our planned issuance to the third quarter of fiscal 2019.

Annual meeting of shareholders

Time and date	Place	Record date
10 a.m., Central Standard Time, on Thursday, January 31, 2019	700 Market Street St. Louis, MO 63101	November 30, 2018

How to vote

Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals.

By internet	By telephone	By mail	In person
www.proxyvote.com	800-690-6903	Mark your proxy card or voting instruction card, date and sign it, and return it in the postage-paid envelope provided.	If you decide to attend the meeting in person, you will need to register upon your arrival.

Voting matters

Proposal	Board vote recommendation	Page reference (for more detail)
Election of four directors	FOR	9

Provide advisory vote to approve the compensation of our named executive officers	FOR	24
Ratification of Deloitte & Touche LLP ("Deloitte") as our independent registered public accounting firm for fiscal year 2019	FOR	51

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Nominees for election (page 9)

The following chart includes summary bios and key aspects of our Board of Directors, including directors who are nominees this year. We believe the competencies currently possessed by our directors represent a solid mix of backgrounds and experiences for the Company.

Mark A. Borer	**Maria V. Fogarty**	**Edward L. Glotzbach**
Retired Chief Executive Officer and Board Member DCP Midstream Partners LP	Retired Senior Vice President, Internal Audit and Compliance NextEra Energy, Inc.	Retired Vice Chairman, Mergers and Acquisitions Information Services Group
Age: 64 Director since: 2014 Committees:	Age: 59 Director since: 2014 Committees:	Age: 70 Director since: 2005 Committees:
	Nominee	Nominee
Rob L. Jones	**Brenda D. Newberry**	**Stephen S. Schwartz**
Retired Co-Head Bank of America Merrill Lynch Commodities, Inc.	Retired Chairman of the Board The Newberry Group	President and Chief Executive Officer Brooks Automation, Inc.
Age: 60	Age: 65	Age: 59

Director since: 2016	Director since: 2007	Director since: 2018
Committees:	Committees:	Committees: None

Nominee		Nominee
Suzanne Sitherwood	**John P. Stupp Jr.**	**Mary Ann Van Lokeren**
President and Chief Executive Officer Spire Inc.	Chairman, President and Chief Executive Officer Stupp Bros., Inc.	Retired Chairman and Chief Executive Officer Krey Distributing Co.
Age: 58	Age: 68	Age: 71
Director since: 2011	Director since: 2005	Director since: 2000
Committees:	Committees:	Committees:

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Advisory vote to approve the compensation of our named executive officers (page 24)

As we do every year, we are again seeking shareholder advisory approval of the Company's compensation of our named executive officers as disclosed in this proxy statement. Although the vote on this proposal is advisory and nonbinding, the compensation committee and Board will review the results of the vote and consider the collective views of our shareholders in future determinations concerning our executive compensation program.

Independent registered public accountant (page 51)

We are asking shareholders to ratify the selection of Deloitte as our independent registered public accountant for fiscal year 2019. The table contains summary information with respect to Deloitte's fees for services provided in fiscal years 2018 and 2017.

	2018	2017
Audit fees	$2,200,000	$2,200,000
Audit-related fees	147,800	142,000
Tax fees	29,256	31,484
All other fees	1,895	1,895
Total	$2,378,951	$2,375,379

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Proposal 1: Election of directors

The Board of Directors is divided into three classes. Directors Newberry, Sitherwood and Van Lokeren, whose terms will expire upon the election of directors at the meeting on January 31, 2019, have been nominated to stand for reelection for terms expiring upon the election of their successors in January 2022 or their earlier removal or resignation from office. In November, the Board appointed Stephen S. Schwartz to serve as a director until the annual meeting on January 31, 2019 and nominated him to stand for reelection for a term expiring upon the election of his successor in January 2021 or his earlier removal or resignation from office. The persons named as proxies intend to vote FOR the election of the four nominees.

If any nominee becomes unavailable to serve for any reason before the meeting, which is not anticipated, the proxies will vote the shares indicated for that nominee for a person to be selected by our Board of Directors.

Information about the nominees and directors

Nominees for terms expiring in 2022

Brenda D. Newberry

Ms. Newberry retired in May 2010 as chairman of the board of The Newberry Group, a provider of information technology consulting services on a global basis, specializing in information systems, technology infrastructure, data and network security and project management services. Ms. Newberry founded The Newberry Group in 1996 with her husband. Between 2007 and 2014, she also served as a director of Enterprise Financial Services Corp.

Age: 65
Director since: 2007

Skills relevant to Spire:

Independent

Ms. Newberry provides insight into the Company’s information technology strategy and related risks and exposures. Further, her experience in creating and building her own businesses assists the Company as it considers growth opportunities, and her government contractor experience provides insight into conducting business in a highly regulated industry.

Committees:

Other public directorships: None

Suzanne Sitherwood

Ms. Sitherwood has served as the Company's president since September 1, 2011 and chief executive officer since February 1, 2012.

Age: 58
Director since: 2011

Skills relevant to Spire:

Ms. Sitherwood has more than 37 years' experience in the natural gas industry. Over the course of her career, Ms. Sitherwood has gained extensive management and operational experience and has demonstrated a strong track record of leadership, strategic vision and business acumen. Under Ms. Sitherwood's leadership, the Company's natural gas utility business has grown from 625,000 customers to nearly 1.7 million customers, and the Company's enterprise value has grown from $1.3 billion in 2012 to $6.3 billion as of November 1, 2018.

Management

Committee:

Other public directorships: Alcoa Corporation, where she sits on the Audit Committee and Safety, Sustainability and Public Issues Committee, and the Federal Reserve Bank of St. Louis, where she serves as deputy chair of the board.

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Mary Ann Van Lokeren

Ms. Van Lokeren retired as chairman and chief executive officer of Krey Distributing Co., an Anheuser-Busch wholesaler, in October 2006. She served in that capacity from December 1986.

Age: 71
Director since: 2000

Skills relevant to Spire:

With her prior experience as CEO of one of the largest Anheuser-Busch wholesalers in Missouri, Ms. Van Lokeren has business and leadership expertise that assists the Board as it evaluates the Company's financial and operational risks, controls and strategy. Further, her prior experience on other public company boards provides insight as to the Board's role in oversight of management as well as corporate governance.

Independent

Committees:

Other public directorships: Retired from the board of Masco Corporation in May 2018.

Nominee for term expiring in 2021

Stephen S. Schwartz

Dr. Schwartz joined Brooks Automation, Inc. in April 2010 as president and continued to serve in that role until August 2013. He was re-appointed president in May 2016. On October 1, 2010, he became chief executive officer and continues to serve in that role. Dr. Schwartz had previously served, from August 2002 until April 20, 2009, as chief executive officer and a director of Asyst Technologies, Inc., a manufacturer of integrated hardware and software automation systems primarily directed at the semiconductor manufacturing industry. He was elected chairman of Asyst in January 2003. Asyst filed for bankruptcy protection under Chapter 11 of the United States bankruptcy act on April 24, 2009, and Asyst's assets have since been liquidated.

Age: 59
Director since: 2018

Independent

Skills relevant to Spire:

Dr. Schwartz has extensive leadership, operational, strategic, and financial management and reporting experience as chief executive officer of a successful public company and brings to the Board a unique perspective with regard to innovation and technology based on his experience in the automation manufacturing space.

Committees:

None

Other public directorships: Brooks Automation, Inc.

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Your Board of Directors recommends a vote "FOR" election of the above nominees as directors.

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Directors with terms expiring in 2020

Edward L. Glotzbach

Mr. Glotzbach served as vice chairman, mergers and acquisitions, of Information Services Group from November 2007, when it acquired Technology Partners International, Inc., until his retirement in March 2012. From December 2004 to November 2007, he served as president and chief executive officer of Technology Partners International, Inc., an organization that assists clients with the evaluation, negotiation, implementation and management of information technology and business process sourcing initiatives. From October 2003 to December 2004, he served as vice president and chief financial officer of the firm. From 1970 to September 2003, he served in many positions with SBC Communications, with his most recent position there being executive vice president and chief information officer for six years.

Age: 70
Director since: 2005

Skills relevant to Spire:

Independent

Mr. Glotzbach brings to the Board business and leadership experience as an executive of a public company, regulated utility experience as a former executive of a telephone utility regulated by the Missouri Public Service Commission, financial expertise having served as a chief financial officer at other companies, and information technology expertise given his experience at Information Services Group and his chief information officer experience at a major telephone company. He also provides insight to the Company as to potential exposures and risks in those areas.

Committees:

Other public directorships: None

Rob L. Jones

Mr. Jones is currently an executive in residence at the McCombs School of Business at the University of Texas. He served as co-head of Bank of America Merrill Lynch Commodities, Inc. (MLC) from 2007 until his retirement in March 2012. MLC is a global commodities trading business and a wholly owned subsidiary of Bank of America Merrill Lynch. Prior to taking leadership of MLC, he served as head of Merrill Lynch's Global Energy and Power Investment Banking Group. An investment banker with Merrill Lynch and The First Boston Corporation for over 20 years, Mr. Jones worked extensively with a variety of energy and power clients, with a particular focus on the natural gas and utility sectors.

Age: 60
Director since: 2016

Independent

Skills relevant to Spire:

Committees:

Mr. Jones' experience in financial roles in the energy banking industry, with a particular focus on the natural gas and utility sectors, as well as his experience as a lead independent director of a publicly traded partnership, add a unique dimension to the Board and provide insight into the capital markets and financial risks and strategies.

Other public directorships: Served as lead independent director for Susser Petroleum Partners, L.P. (SUSP), a publicly traded partnership, from 2012 to 2014, and since 2014 he has served on the board of directors of Shell Midstream Partners GP LLC, which is the general partner of Shell Midstream Partners, L.P. He also chairs its audit committee and serves on its conflicts committee.

John P. Stupp Jr.

Mr. Stupp has been president of Stupp Bros., Inc. since March 2004 and chairman and chief executive officer since March 2014 and chief executive officer of Stupp Corporation since August 1995. Through its subsidiaries, Stupp Bros., Inc. fabricates steel highway and railroad bridges, produces pipe for natural gas and oil transmission pipelines, and offers general, steel and industrial construction services.
Mr. Stupp serves as a director of Stupp Bros., Inc.

Age: 68
Director
since: 2005

Skills relevant to Spire:

Independent

As chairman, CEO and president of Stupp Bros., Inc., one of the Company's largest shareholders with a long-term investment relationship with the Company, Mr. Stupp has historic institutional knowledge of the Company and directly represents shareholder interests. Further, his experience with the various subsidiaries and investments of Stupp Bros., Inc. provides insight as to the pipeline and other infrastructure industries on a national basis as well as insight into the regional economy.

Committees:

Other public directorships: Atrion Corp., where he serves on the compensation committee and chairs the audit committee.

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Directors with terms expiring in 2021

Mark A. Borer

Mr. Borer served as chief executive officer as well as a member of the board of directors of DCP Midstream Partners LP from November 2006 through his retirement in December 2012. DCP Midstream Partners LP is a public midstream master limited partnership that is engaged in all stages of the midstream business for both natural gas and natural gas liquids.

Age: 64
Director since: 2014

Independent

Committees:

Skills relevant to Spire:

Mr. Borer's experience in the midstream natural gas business gives him hands-on knowledge of the industry. His service as a CEO and member of the board of a public entity that grew significantly under his leadership provides him with experience in the operations of an energy company and the capital markets, and he possesses business and leadership expertise that assists the Board as it evaluates the Company's financial and operational risks and strategy.

Other public directorships: Altus Midstream Company, formerly known as Kayne Anderson Acquisition Corp., where he serves on the audit committee and conflicts committee.

Maria V. Fogarty

Ms. Fogarty served as the senior vice president of internal audit and compliance at NextEra Energy, Inc. from 2011 through her retirement in June 2014. She previously served as vice president of internal audit at that company from 2005 to 2010 and director of internal audit from April 1993 through 2004. NextEra Energy, Inc. is a leading clean energy company and the parent company of Florida Power & Light, the largest rate-regulated electric utility in Florida.

Age: 59
Director since: 2014

Independent

Committees:

Skills relevant to Spire:

Ms. Fogarty's prior experience leading the audit function at a public energy company provides her knowledge of the audit and Sarbanes-Oxley requirements facing public companies today. Her industry experience at a company that grew significantly during her tenure benefits the Board, as she can provide insights into the risks, opportunities and challenges created by growth.

Other public directorships: None

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Corporate governance at a glance

Board independence	• Eight out of our nine directors are independent • Our CEO is the only management director • Among other duties, our chairman leads executive sessions of the independent directors to discuss certain matters without management present
Board composition and diversity	• Currently, the Board has fixed the number of directors at nine • Currently, the Board consists of four women and five men • The Board regularly assesses its performance through Board and committee self-evaluation, as well as peer reviews of individual directors • The corporate governance committee regularly leads the full Board in considering Board competencies and refreshment in light of Company strategy
Board committees	• We have four Board committees—audit, compensation, corporate governance and strategy • We have a cybersecurity subcommittee that reports to the audit committee • All committees (with the exception of the strategy committee on which our CEO serves) are composed entirely of independent directors
Leadership structure	• Our chairman is an independent director • The Board members elect our chairman annually
Risk oversight	• Our full Board is responsible for risk oversight and has designated specific committees to lead the oversight efforts with regard to certain key risks • Our Board oversees management as it fulfills its responsibilities for the assessment and management of risks
Open communication	• We encourage open communication and strong working relationships among the chairman, the CEO and the other directors • Our directors have access to management and employees
Director stock ownership	• Our directors are required to own shares of our common stock equal in value to at least five times their annual cash retainer, or $425,000
Accountability to shareholders	• We use majority voting in director elections • We actively reach out to our shareholders through our engagement program • Shareholders can contact our Board, chairman or management by regular mail
Management succession planning	• The Board actively monitors our succession planning and people development and receives regular updates on employee engagement matters

Board and committee structure

Our Board currently consists of nine directors, eight of whom are independent. Under our Corporate Governance Guidelines, the chair may be an officer or may be an independent member of the Board, at the discretion of the Board. The Board believes it should be free to use its business judgment to determine what it believes is best for the Company in light of all the circumstances. Mr. Glotzbach is currently chairman of the Board.

Ms. Sitherwood, as chief executive officer, focuses on setting the strategy for the Company, overseeing daily operations, developing our leaders and promoting employee engagement throughout the Company. As chairman, Mr. Glotzbach leads the Board in the performance of its duties by working with the chief executive officer to establish meeting agendas and content, engaging with the leadership team between meetings and providing overall guidance as to the Board's views and perspective.

During the 2018 fiscal year, there were seven meetings of our Board of Directors. All directors attended 75 percent or more of the aggregate number of meetings of the Board and applicable committee meetings, and all directors attended the last annual meeting of shareholders.

The standing committees of the Board of Directors include the audit, compensation, corporate governance and strategy committees.

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Qualifications required of all directors

The Board requires that each director be a person of high integrity with a proven record of success in his or her field and have the ability to devote the time and effort necessary to fulfill his or her responsibilities to the Company. Generally, the Board looks for persons who evidence personal characteristics of the highest personal and professional ethics, integrity and values; an inquiring and independent mind and practical wisdom and mature judgment; and expertise that is useful to the Company and complementary to the background and experience of other Board members.

In addition, the Board conducts interviews of potential director candidates to assess intangible qualities, including the individual's ability to ask difficult questions and to work collegially and collaboratively. The Board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experience in evaluating candidates for Board membership. Diversity is important because the Board believes that a variety of points of view contribute to a more effective decision-making process.

When recommending director nominees for election by shareholders, the Board and the corporate governance committee focus on how the experience and skill set of each director nominee complements those of fellow directors to create a balanced Board with diverse viewpoints and deep expertise.

Board evaluation process

How we evaluate our Board and committee performance

Questionnaire Each director completes and submits a written questionnaire for the Board and each committee on which the director serves, providing numeric ratings and feedback regarding various aspects of the composition and performance of the Board and the committees. Results shared The results are reviewed and assembled into documents for the Board and for each committee by the corporate secretary and included in the Board and committee meeting materials. Feedback incorporated The Board and each committee reviews and discusses its respective results and determines whether it is appropriate to make membership or process changes.

How we evaluate our directors

Each year, the corporate governance committee and Board engages in discussions regarding whether the Board possesses the skills and experiences that it needs to provide oversight and direction to the business. As part of this discussion, the directors are asked to provide specific input regarding the individual directors whose terms expire at the next annual meeting.

The feedback is shared with the individual directors and serves as the basis for the Board determining whether to include these directors as a nominee in the proxy statement.

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Board committees and their membership

The following chart shows the fiscal year 2018 membership and chairs of our Board committees, committee meetings and committee member attendance.

	Number of meetings held	Borer	Fogarty	Glotzbach	Jones	Newberry	Sitherwood	Stupp	Van Lokeren
Audit	4		4	3	2 (1)	4		4	
Compensation	5	5		5				5	4
Corporate governance	4		4		4	4			3
Strategy	6	6		6	6		6	6	

Chair

(1) Mr. Jones joined the audit committee in April.

Audit committee

Members

Ms. Fogarty (Chair)

Mr. Glotzbach

Mr. Jones

Ms. Newberry

Mr. Stupp

Meetings in fiscal 2018: 4

Key responsibilities:

The audit committee assists the Board of Directors in fulfilling the Board’s oversight responsibilities with respect to the quality and integrity of the financial statements, financial reporting process and systems of internal controls, and cybersecurity. The audit committee also assists the Board in monitoring the independence and performance of the independent registered public accountant, the internal audit department and the operation of ethics and compliance programs.

All audit committee members were determined by the Board to be independent and financially literate in accordance with New York Stock Exchange requirements. Ms. Fogarty has been determined to be the financial expert for the audit committee.

The audit committee report is included on page 51.

Compensation committee

Members

Mr. Glotzbach (Chair)

Key responsibilities:

The compensation committee assists the Board in the discharge of its responsibility relative to the compensation of the Company’s executives, reviews and makes recommendations to the Board relative to the Company’s incentive compensation and equity-based plans, reviews management’s risk

Mr. Borer Mr. Stupp	assessment of the Company’s compensation practices and programs, and assists the Board in the oversight of succession planning for executive officers. The committee also oversees the investments of the defined benefit qualified pension plans.
Ms. Van Lokeren	All compensation committee members were determined by the Board to be independent in accordance with the New York Stock Exchange requirements. The committee engaged Semler Brossy Consulting Group LLC as its independent compensation consultant for fiscal year 2018.
Meetings in fiscal 2018: 5	Compensation Committee Interlocks and Insider Participation: There are no compensation committee interlocks and no insiders are members of the committee. The compensation committee report is included on page 39.

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Corporate governance committee

Members	Key responsibilities:
Ms. Newberry (Chair) Ms. Fogarty Mr. Jones Ms. Van Lokeren Meetings in fiscal 2018: 4	The corporate governance committee: • Considers and makes recommendations to the Board relative to corporate governance and its Corporate Governance Guidelines; • Assists the Board in annually assessing what skills would be beneficial to the Company for the Board to possess and whether those skills are represented sufficiently by the existing members and identifying individuals qualified to become Board members; • Makes recommendations to the Board regarding director compensation; • Assists the Board in identifying appropriate educational opportunities for Board members and encouraging periodic attendance; • Periodically arranges for Board education sessions addressing timely governance topics; • Reviews and approves any related-party transactions; • Recommends committee chair and member appointments to the full Board; and • Oversees periodic outreach to institutional shareholders regarding governance topics to assist the Board in staying informed. All corporate governance committee members were determined by the Board to be independent in accordance with New York Stock Exchange requirements.

Strategy committee

Members	Key responsibilities:
Mr. Borer (Chair) Mr. Glotzbach Mr. Jones Ms. Sitherwood Mr. Stupp Meetings in fiscal 2018: 6	The strategy committee oversees the Company's long-range plan, investment strategies, capital structure and financial needs, including leverage, liquidity and funding sources and related matters in the context of the corporate strategy.

Risk oversight

Management is responsible for assessing and managing risk exposures on a day-to-day basis, and the Board is responsible for overseeing the Company's risk management. In its oversight role, the Board and its committees ensure that the Company promotes a risk-aware culture and decision-making process. Several of the Board's committees assist the Board in its risk oversight: the audit committee oversees the financial reporting, cybersecurity and related risks; the compensation committee oversees the compensation and pension plan funding risks; and the strategy committee oversees the Company's long-range plan, investment strategies, capital structure and financial needs, including leverage, liquidity and funding sources and related matters in the context of the corporate strategy and the risks related to the Company's corporate development strategies, capital structure and financial needs.

At the management level, the Company has an officer charged with overseeing the implementation of the enterprise risk management process at the Company. Her efforts are supported by a disclosure committee that meets at least quarterly and assists in identifying, prioritizing and monitoring risks. Because of the use of commodity-based derivatives by three of the Company's subsidiaries, there is also a smaller risk committee that focuses on the risks and exposures in the commodity-based derivatives markets.

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Compensation risk assessment

During the past year, management, with oversight by the compensation committee, conducted a risk assessment of its overall compensation program. This risk assessment included consideration of the mix and amount of compensation:

- in cash and equity;
- with short-term and long-term performance goals;
- with individual, business unit and corporate performance objectives; and
- dependent on financial and non-financial performance measurement.

The assessment also considered the risk mitigation impact of stock ownership guidelines and retention requirements, the use of multiple types of metrics, the caps set on incentive compensation, the role of the compensation committee and its independent consultant as well as the use of the internal audit department to assess documentation of performance on the incentive-based metrics. Management regularly assesses risks related to our compensation programs, including our executive compensation programs. At the compensation committee's direction, its independent compensation consultant Semler Brossy Consulting Group LLC and management provide ongoing information regarding compensation factors that could mitigate or encourage excessive risk-taking.

Management determined, and the committee agreed, that the risks relative to the Company's compensation policies and practices would not result in a material adverse effect on the Company.

Director independence

The Board of Directors believes that a majority of the directors should be independent and determined that the following members were independent: Borer, Fogarty, Glotzbach, Jones, Newberry, Schwartz, Stupp and Van Lokeren. Ms. Sitherwood, president and chief executive officer, is the only non-independent member of the Board. In determining the independence of directors, the Board found that none of the directors, other than Ms. Sitherwood, have any material relationship with the Company other than as a director. In making these determinations, the Board considers all facts and circumstances as well as certain prescribed standards of independence, which are included with our Corporate Governance Guidelines at www.SpireEnergy.com in the Investors/Governance section. The Director Independence Standards adopted by the Board largely reflect the New York Stock Exchange standards, except that our adopted standards provide that the Board need not consider material the provision of natural gas service to any director or immediate family member of the director or director-related company pursuant to the tariffed rates of the Company's utilities.

The independent members of the Board meet in executive session at least quarterly, which sessions are led by Mr. Glotzbach, the current chairman of the Board. Each quarter, the chairman solicits from other Board members topics for discussion in those sessions. Topics include, from time to time, the performance of the chief executive officer, executive succession planning, executive compensation matters and the Company's strategy.

All of the members of the audit, compensation and corporate governance committees are independent under our Director Independence Standards as well as under the standards of the New York Stock Exchange.

Corporate governance documents

Our key corporate governance documents include:

- Corporate Governance Guidelines;
- Charters of each of the audit, compensation and corporate governance committees;
- Code of Business Conduct;
- Financial Code of Ethics;
- Related Party Transaction Policy and Procedures;
- Policy Regarding the Approval of Independent Registered Public Accountant Provision of Audit and Non-Audit Services; and
- Director Independence Standards.

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All of these documents, other than the Policy Regarding the Approval of Independent Registered Public Accountant Provision of Audit and Non-Audit Services, are available at www.SpireEnergy.com in the Investors/ Governance section, and a copy of any of these documents will be sent to any shareholder upon request.

Corporate Governance Guidelines

The Board generally conducts itself in accordance with its Corporate Governance Guidelines. The guidelines, among other matters, provide:

- the independent directors may elect a lead director if there is no independent chair;
- the corporate governance committee will review with the Board, on an annual basis, the requisite skills, characteristics and qualifications to be sought in new Board members as well as the composition of the Board as a whole, including assessments of members' qualification as independent and consideration of diversity, age, skills and experience in the context of the needs of the Board;
- a director who retires, changes employment or has any other significant change in his or her professional roles and responsibilities must submit a written offer to resign from the Board; the corporate governance committee will then make a recommendation to the Board regarding appropriate action, taking into account the circumstances at that point in time;
- directors must limit their service to a total of three boards of publicly traded companies (including our Company) and should advise the chairman of the Board and the corporate governance committee chair before accepting an invitation to serve on another public company board;
- directors are expected to attend the annual meeting of shareholders and meetings of the Board and the committees on which they serve, and to spend the time needed, and to meet as frequently as necessary, to properly discharge their responsibilities;
- the Board and its committees conduct annual assessments of their performance as well as assessments of the performance of each individual director whose term expires at the next annual shareholder meeting who desires to stand for reelection;
- directors have access to executives of the Company;
- the Board and each committee have the ability to hire independent legal, financial or other advisors as they may deem necessary, at the Company's expense, without consulting or obtaining the approval of any officer of the Company; and
- all new directors participate in the Company's orientation for new directors, and directors are encouraged to attend educational programs.

Related Party Transaction Policy and Procedures

We have adopted a written Related Party Transaction Policy and Procedures, which is used by our corporate governance committee to determine whether to pre-approve transactions involving more than $100,000 with our directors, executive officers, five percent or greater shareholders, and their immediate family members. Based on its consideration of all of the relevant facts and circumstances, the committee will decide whether or not to approve the transaction and will approve only those transactions that it determines to be in the best interest of the Company. If the

Company becomes aware of an existing transaction with a related party that has not been approved under the policy, the matter will be referred to the committee. The committee will evaluate all options available including ratification, revision or termination of such transaction. While the committee generally reviews and considers approval or ratification of related party transactions, the Board has delegated to the corporate governance committee chair the authority to pre-approve or ratify, as applicable, any related party transaction involving an aggregate amount of less than $100,000. The policy also includes certain transactions that are deemed pre-approved because they do not pose a significant risk of a conflict of interest. Such pre-approved transactions include the provision of natural gas service to any of the related parties by our utility subsidiaries in accordance with their respective tariffed rates and those transactions at such a level as not to be material to the Company or the related party. There were no related party transactions in fiscal year 2018 requiring committee action.

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Policy regarding the approval of independent registered public accountant provision of audit and non-audit services

Consistent with Securities and Exchange Commission (“SEC”) requirements regarding accountant independence, the audit committee recognizes the importance of maintaining the independence, in fact and appearance, of our independent registered public accountant. To this end, the audit committee adopted a policy to pre-approve all audit and permissible non-audit services provided by the independent accountant. Under the policy, the committee or its designated member must pre-approve services prior to commencement of the specified service. Any pre-approvals by the designated member between meetings will be reported to the audit committee at its next meeting. The requests for pre-approval are submitted to the audit committee or its designated member, as applicable, by both the independent accountant and the Company’s chief financial officer or designee and must include (a) a written description of the services to be provided in detail sufficient to enable the audit committee to make an informed decision with regard to each proposed service and (b) a joint statement as to whether, in their view, the request or application is consistent with the SEC’s and Public Company Accounting Oversight Board’s (“PCAOB”) rules on auditor independence. The pre-approval fee levels are established and reviewed by the audit committee periodically, primarily through a quarterly report provided to the audit committee by management. Any proposed services exceeding these levels require specific pre-approval by the audit committee. Generally, after review of the pre-approved services incurred each quarter, the audit committee resets the pre-approval dollar level. At each regularly scheduled audit committee meeting, the audit committee shall review the following:

- A report provided by management summarizing the pre-approved services, or grouping of related services, including fees; and
- A listing of newly pre-approved services since its last regularly scheduled meeting.

Shareholder nominee recommendations and nominee qualifications

Shareholders who wish to recommend nominees to the corporate governance committee should make their submission to the committee by October 2 preceding the annual meeting by submitting it to:

Corporate Governance Committee Chair
c/o Spire Inc.
700 Market Street
St. Louis, MO 63101
Attn: Corporate Secretary

Candidates properly recommended by shareholders will be evaluated by the committee using the same criteria as applied to other candidates as described on page 14.

Correspondence with the Board

Those who desire to communicate with the independent directors should send correspondence addressed to:

Chairman of the Board
c/o Spire Inc.
700 Market Street
St. Louis, MO 63101
Attn: Corporate Secretary

All appropriate correspondence is forwarded directly to the chairman of the Board. The Company does not, however, forward spam, sales, marketing or mass mailing materials; product or service complaints or inquiries; new product or service suggestions; resumes and other forms of job inquiries; or surveys. However, any filtered information is available to any director upon request.

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Directors' compensation

The corporate governance committee periodically reviews director compensation relative to data of the Company's comparator group provided by the compensation committee's independent consultant, which was Semler Brossy Consulting Group LLC during fiscal year 2018. The basic retainers and fees payable in fiscal year 2018 are set forth below. No retainers or fees are paid to directors who are executives or employees of the Company and its subsidiaries.

Annual cash Board retainer	$ 85,000
Chair of the Board annual retainer	75,000
Audit committee chair annual retainer	15,000
Compensation committee chair annual retainer	10,000
Corporate Governance committee chair annual retainer	10,000
Other committee chair annual retainer	10,000
Annual stock Board retainer	100,000

Board and committee fees and retainers

The amount and form of the annual Board retainer are fixed from time to time by vote of the Board. For 2018, the annual retainer was $185,000, of which $85,000 was payable in cash and $100,000 was payable in shares of our common stock. The number of shares is determined by dividing $100,000 by the average closing stock price of our common stock during the 30-day period preceding the grant date and rounding to the nearest ten shares. There are no additional per-meeting fees. Beginning February 1, 2019, the annual Board retainer will be $205,000, of which $95,000 will be payable in cash and $110,000 will be payable in shares of our common stock; the Board chair annual retainer will be $100,000; and the compensation committee chair retainer will be $12,500. The Board has imposed a limit of $400,000 per director on the annual amount of the restricted stock retainer that could be approved by the Board for payment to independent directors. The table below discloses the compensation paid or earned by all those who served as Company directors in fiscal year 2018. Not included in the table is the Retirement Plan for Non-Employee Directors in which participation and benefits have been frozen since November 1, 2002. Under that plan, a non-employee director who had at least five years of service as a director as of November 1, 2002 qualified for an annual payment after retirement in an amount equal to the Board retainer at November 1, 2002 ($18,000), with such payments being made for the longer of 10 years or life. The only current director eligible for benefits under the plan is Ms. Van Lokeren.

Name	Fees earned or paid in cash	Stock awards (1)	Nonqualified deferred compensation earnings (2)	Total
Borer	$ 95,000	$88,480	$ 13,329	$196,809
Fogarty	100,000	88,480	6,116	194,596
Glotzbach	170,000	88,480	100,037	358,517
Jones	85,000	88,480	–	173,480
Newberry	95,000	88,480	7,376	190,856
Stupp Jr.	85,000	88,480	–	173,480

Van Lokeren	85,000	88,480	115,922	289,402

(1) Amounts calculated are the grant date fair value of awards granted during the fiscal year using the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718, "Compensation-Stock Compensation" (FASB ASC Topic 718). See Note 2, Stock-Based Compensation of the Notes to Consolidated Financial Statements in the 2018 10-K for a discussion regarding the manner in which the fair value of these awards is calculated, including assumptions used.

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The table below provides more details relative to the restricted stock awards made under the Restricted Stock Plan for Non-Employee Directors and the 2015 Equity Incentive Plan that have not yet vested:

Name	No. of shares awarded in fiscal year 2018	Aggregate no. of shares awarded and not vested at 2018 fiscal year end
Borer	1,400	–
Fogarty	1,400	–
Glotzbach	1,400	–
Jones	1,400	–
Newberry	1,400	8,950
Stupp Jr.	1,400	–
Van Lokeren	1,400	–

The February 2018 grants of 1,400 restricted shares under the 2015 Equity Incentive Plan had a six-month vesting requirement and vested on August 1, 2018 for all directors.

(2) Represents above-market earnings in fiscal year 2018 on deferrals of fees and retainers by participating directors in the Deferred Income Plans.

Stock awards to directors were made under the Company's Restricted Stock Plan for Non-Employee Directors, amended and approved by shareholders in January 2009, until February 1, 2012. Under these awards, participants receive cash dividends on the Company's common stock and may vote the shares awarded even while the shares are restricted, but the restricted shares may not be sold, pledged or otherwise transferred, except in accordance with the terms of the plan. Directors Glotzbach, Stupp and Van Lokeren are fully vested in their awards under the plan. The table below shows the vesting schedule for Director Newberry's shares.

Name	Half of plan shares vested	All of plan shares vest
Newberry	On 65th birthday in October 2018	Annual meeting January 2019

The directors are eligible to participate under the 2015 Equity Incentive Plan, and no further grants have been or will be made under the Restricted Stock Plan for Non-Employee Directors. As noted above, currently each non-employee director is awarded an annual fixed-value stock grant in the amount of $100,000. This amount will increase to $110,000 in 2019.

Beneficial ownership of Spire common stock

The following table shows, as of November 1, 2018, the number of shares of our common stock beneficially owned by (i) each person known to the Company to be the beneficial owner of more than five percent of the Company's common stock, (ii) each current director and director nominee, (iii) each named executive officer listed in the "Summary compensation table" and (iv) all directors, nominees and executive officers as a group.

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Amount and nature of ownership

Name	Shares beneficially owned [1]		Percent of class
M. A. Borer	8,440		*
M. C. Darrell	49,998	(2)	*
M. V. Fogarty	8,440		*
M. C. Geiselhart	23,522		*
E. L. Glotzbach	25,124		*
R. L. Jones	4,640		*
S. L. Lindsey	36,183	(2)	*
B. D. Newberry	19,290	(3)	*
S. P. Rasche	27,099	(2)	*
S. S. Schwartz	–		*
S. Sitherwood	102,787	(2)	*
J. P. Stupp Jr.	1,119,690	(4)	2.2 %
M. A. Van Lokeren	25,025		*
BlackRock, Inc.	6,273,333	(5)	13.0 %
American Century Companies, Inc.	3,429,663	(6)	7.1 %
The Vanguard Group, Inc.	4,643,836	(7)	9.61 %
All directors and executive officers as a group (13)	1,450,238		2.9 %

*Less than one percent.

(1) Except as otherwise indicated, each person has sole voting and investment power with respect to all of the shares listed.

(2) Includes restricted non-vested shares granted under the 2015 Equity Incentive Plan, as to which a recipient has sole voting power and no current investment power as follows: M. C. Darrell – 4,730; M. C. Geiselhart – 3,450; S. L. Lindsey – 6,530; S. P. Rasche – 5,510; S. Sitherwood – 18,840. Includes 2,106 shares held by Mr. Rasche's account in the 401(k) plan.

(3) Includes 4,475 restricted, non-vested shares granted under the Restricted Stock Plan for Non-Employee Directors, as to which Ms. Newberry has sole voting power and no current investment power.

(4) Includes 1,104,000 shares owned by Stupp Bros., Inc. Mr. Stupp is a director and executive officer of Stupp Bros., Inc. and has an interest in a voting trust that controls 100 percent of the stock of Stupp Bros., Inc., which is located at 3800 Weber Road, St. Louis, MO 63125. The Stupp Bros., Inc. shares are subject to a negative pledge.

(5) Information provided as of December 31, 2017 in Schedule 13G filed on January 23, 2018 by BlackRock, Inc., whose address is 55 East 52nd Street, New York, NY 10055. The report indicates that it has 6,169,364 shares with sole voting power, 6,273,333 shares with sole investment power, and no shares with shared voting power or shared investment power. The subsidiaries included in the report were as follows:

BlackRock (Netherlands) B.V.	BlackRock Fund Advisors†
BlackRock Advisors, LLC	BlackRock Institutional Trust Company, N.A.
BlackRock Asset Management Canada Limited	BlackRock Investment Management (Australia) Limited
BlackRock Asset Management Ireland Limited	BlackRock Investment Management (UK) Limited
BlackRock Asset Management Schweiz AG	BlackRock Investment Management, LLC
BlackRock Financial Management, Inc.	BlackRock Life Limited

†

BlackRock Fund Advisors is a subsidiary of BlackRock, Inc. and beneficially owns 5 percent or greater of the outstanding shares of the Company's stock according to the report. No other subsidiary included in the report owns 5 percent or greater of the outstanding shares of the Company's stock according to the report.

(6) Information provided as of December 31, 2017 in Schedule 13G filed on February 9, 2018 by American Century Companies, Inc. ("ACC"), whose address is 4500 Main Street, 9th Floor, Kansas City, MO 64111. The report indicates that it has 3,292,690 shares with sole voting power and 3,429,663 shares with sole investment power, and no shares with shared voting power or shared investment power. ACC is controlled by Stowers Institute for Medical Research, which is a beneficial owner of securities that are the subject of the report. American Century Investment Management, Inc. is a wholly owned subsidiary of ACC and an investment adviser registered under §203 of the Investment Advisers Act of 1940. American Century Capital Portfolios, Inc. is a subsidiary of ACC and an investment company registered under §8 of the Investment Company Act of 1940.

(7) Information provided as of December 31, 2017 in Schedule 13G filed on February 12, 2018 by The Vanguard Group, Inc., whose address is 100 Vanguard Blvd., Malvern, PA 19355. The report indicates that it has 58,268 shares with sole voting power, 4,579,116 shares with sole investment power, 16,644 shares with shared voting power and 64,720 shares with shared investment power. The subsidiaries in the report, none of which owns 5 percent or greater of the Company's shares, were:

Vanguard Fiduciary Trust Company Vanguard Investments Australia, Ltd.

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The following table sets forth aggregate information regarding the Company's equity compensation plan as of September 30, 2018.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders[1]	635,764	$ –	315,209
Equity compensation plans not approved by security holders	–	–	–
Total	635,764	$ –	315,209

(1) Reflects the Company's 2015 Equity Incentive Plan.

Information on the above-referenced equity incentive plan is set forth in Note 2, Stock-based Compensation, of the Notes to Consolidated Financial Statements in the 2018 10-K.

Stock ownership guidelines and holding requirements for non-employee directors and executive officers

To provide a direct link between director, executive officer and shareholder interests, the Company adopted a stock ownership policy. The table below indicates the number of shares directors and executive officers are expected to own under the policy.

Directors must retain 90 percent and executive officers must retain 75 percent of the net shares awarded to them under Company plans until they meet the stock ownership requirements. All directors and executive officers are currently in compliance with the stock ownership policy.

Stock ownership guidelines

Directors	5x annual cash retainer
Chief executive officer	4x base salary
Executive vice presidents	3x base salary
Senior vice presidents	2x base salary
All other officers	1x base salary

Section 16(a) beneficial ownership reporting compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers to file reports of holdings and transactions in Spire shares with the SEC and the New York Stock Exchange. Based on our records and information, in fiscal year 2018, our directors and executive officers met all applicable SEC reporting requirements.

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Proposal 2: Advisory vote to approve the compensation of our named executive officers

As required pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are seeking your approval of the Company's compensation of the named executive officers as disclosed in this proxy statement. Although the vote on this proposal is advisory and nonbinding, the compensation committee and Board will review the results of the vote and consider the collective views of our shareholders in future determinations concerning our executive compensation program generally and the compensation of our named executive officers in particular.

As noted in the following Compensation Discussion and Analysis ("CD&A"), the Company's philosophy is to pay for performance by making compensation decisions based on what promotes our corporate strategy, creates shareholder value and remains equitable for the Company, its employees and its shareholders. In the process of making these decisions, we also consider the types and levels of compensation in the marketplace. We urge you to read the Compensation Discussion and Analysis section of this proxy statement, which discusses in more detail our compensation policies and procedures. Throughout the year, our compensation committee assesses our compensation programs to ensure they are consistent with our pay philosophy. In determining how to vote on this proposal, please consider our compensation governance and pay structure:

- Recoupment: Our policy addresses recoupment of amounts from employees' performance-based awards under the annual and equity incentive plans to the extent that they would have been materially less due to inaccurate financial statements, fraud or intentional, willful or gross misconduct.
- Prohibition of hedging/pledging of stock: Our policy on the purchase and sale of securities generally prohibits our executive officers and directors pledging or hedging their positions in our stock so that their interests are similarly aligned with that of our shareholders. Any exceptions for an executive officer to this pledging prohibition must be approved by the chief executive officer and chairman of the Board or lead director as applicable.
- Stock ownership requirements: Our stock ownership requirements, which are outlined on page 23, further strengthen the alignment of our executives with our shareholders.
- Compensation balance: Most of the compensation to the named executive officers is aligned with corporate performance in areas related to our customers, our shareholders and our employees. The Company seeks to balance short-term and longer-term compensation opportunities to ensure that the Company meets short-term objectives while continuing to produce value for its shareholders over the long term.
- Independent compensation consultant: The compensation committee's consultant is independent.
- Modest perquisites: The Company's use of perquisites is modest.
- Caps on incentive awards: We have limits on incentive compensation, which cap all potential annual incentive plan awards at 150 percent of target and all equity incentive plan awards at 200 percent of target.
- No employment agreements or excise tax gross-up: The Company does not enter into employment agreements or provide excise tax gross-up protections.
- No additional years of service credited: The supplemental pension plans are traditional plans that cover the compensation not included in the qualified pension plan due solely to tax limitations, and do not otherwise factor in additional compensation or additional years of service.

The Board of Directors is asking shareholders to support the Company's named executive officer compensation as disclosed in this proxy statement. The compensation committee and the Board of Directors believe the compensation program effectively implements the Company's compensation principles and policies, achieves the Company's compensation objectives, and aligns the interests of the executives and shareholders. Accordingly, the Board asks shareholders to cast a nonbinding vote “FOR” the following resolution:

“RESOLVED, that the shareholders approve the compensation of the Company’s named executive officers as disclosed in this proxy statement for the annual meeting of shareholders, including the Compensation Discussion and Analysis, compensation tables and other related disclosures.”

Your Board of Directors recommends a vote “FOR” advisory approval of the compensation of our named executive officers.

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Compensation Discussion and Analysis

This CD&A contains a detailed description of the Company's executive compensation program, including our compensation philosophy, the elements of compensation that we provide to our named executive officers ("NEOs"), the process that is undertaken to determine awards of compensation, and the actual compensation provided to our NEOs in fiscal year 2018.

Our named executive officers

The Company's NEOs for fiscal year 2018 were:

Suzanne Sitherwood	**Steven P. Rasche**	**Steven L. Lindsey**	**Mark C. Darrell**	**Michael C. Geiselhart**
President and Chief Executive Officer	Executive Vice President, Chief Financial Officer	Executive Vice President, Chief Operating Officer of Distribution Operations	Senior Vice President, General Counsel and Chief Compliance Officer	Senior Vice President, Strategic Planning and Corporate Development

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