

MAJORITY VOTING POLICY

1.0 OBJECTIVE

- 1.1 The Board of Directors (the "**Board**") of Fortis Inc. (the "**Corporation**") believes that each director should have the confidence and support of shareholders. By allowing shareholders to vote for or withhold from voting for each nominee director, this Majority Voting Policy ("**Policy**") enables shareholders to express their support for individual directors.

2.0 APPLICATION OF POLICY

- 2.1 This Policy applies to all elections of the Corporation's directors. Future nominee directors will be required to subscribe to this Policy before their nominations.

3.0 FORMS OF PROXY

- 3.1 Forms of proxy or voting instruction forms for the election of directors at a shareholder meeting will enable each shareholder to separately vote "for", or "withhold" from voting, in respect of each director nominee.

4.0 BALLOTS FOR ELECTION OF DIRECTORS

- 4.1 At the shareholder meeting, the Chair of the Board (the "**Chair**") will call for a vote by ballot. The scrutineers will record the number of votes cast "for" each nominee director and the number of votes "withheld". Prior to receiving the scrutineers' report on the ballot, the Chair may announce the vote results based on the number of proxies received by the Corporation. Forthwith following the meeting, the Corporation shall issue a press release disclosing the detailed voting results for the election of each director and, if any nominee is not elected by at least a majority of the votes cast with respect to their election, provide a copy of that press release to the Toronto Stock Exchange (the "**TSX**").

5.0 REQUIREMENT FOR ELECTION

- 5.1 Each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholder meeting holding a vote for the election of directors.

6.0 PROCEDURE IF MAJORITY WITHHELD VOTE

- 6.1 If any nominee director receives a greater number of votes "withheld" than votes "for" their election (a "**Majority Withheld Vote**"), for the purposes of this Policy, the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law, and that nominee shall immediately submit their resignation to the Board for consideration following the meeting. The Board will refer the resignation to the Governance and Sustainability Committee (the "**Committee**") to expeditiously consider the director's offer to resign and make a recommendation to the Board whether to accept such resignation. In considering whether or not to recommend acceptance of the resignation, the Committee will consider all factors deemed relevant. The Committee shall recommend acceptance of the resignation unless there are exceptional circumstances that would warrant rejecting or delaying the acceptance of the offer of resignation.
- 6.2 Any director who tenders their resignation shall not attend or participate in any Committee or Board meeting at which such director's resignation is considered. If other Committee members receive a Majority Withheld Vote in the same election such that the Committee no longer has a quorum, then the remaining directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and make a recommendation to the Board. If the directors who did not receive a Majority Withheld Vote in the same election do not constitute a quorum for a Board meeting, then each director who received a Majority Withheld Vote may: (a) attend a Board meeting if their attendance is needed to constitute quorum, in which case such director(s) shall not speak or otherwise participate in any part of such meeting where their resignation is discussed or considered or a related resolution is voted upon; and (b) participate in any such Board meeting to determine whether or not to accept each resignation offer other than such director's own resignation offer.
- 6.3 The Board shall review, consider and act on the Committee's recommendation within ninety (90) days following the applicable shareholder meeting, after considering and evaluating the factors considered by the Committee and any other factors the Board considers relevant. The Board shall accept the offer of resignation absent exceptional circumstances that would warrant

rejecting or delaying acceptance of the resignation offer, as determined by the Board in accordance with its fiduciary duties to the Corporation and its shareholders. The resignation shall be effective immediately upon its acceptance by the Board.

- 6.4 The Corporation shall promptly (and, in any event, within ninety (90) days of the shareholder meeting) issue a press release announcing the Board's decision with respect to each director resignation tendered pursuant to this Policy and provide a copy of such press release to the TSX. If the Board declines to accept any such resignation, the press release shall fully state the reasons for such decision.
- 6.5 If a resignation is accepted, subject to any restrictions in applicable corporate law, the Corporation's constating documents and any previously passed shareholder resolutions, the Board shall not be limited in any action it may take and the Board may (i) fill the vacancy created by the resignation by appointing a new director, (ii) leave the vacancy unfilled until the next annual shareholder meeting, (iii) reduce the Board's size as permitted under the Corporation's constating documents, or (iv) call a special shareholder meeting to elect a new director to fill the vacant position. If any director who received a Majority Withheld Vote fails to tender their resignation in accordance with this Policy, the Board will not renominate the director.
- 6.6 The Committee and/or Board may adopt such procedures as it sees fit to assist in its determinations under this Policy.

7.0 EXEMPTION FOR CONTESTED ELECTION OF DIRECTORS

- 7.1 This Policy does not apply to a contested election of directors, that is, where the number of nominees exceeds the number of directors to be elected or where proxy materials have been circulated in support of the election of one or more nominees who are not included among the nominees supported by the Board.

8.0 POLICY REVIEW

- 8.1 This Policy shall be reviewed periodically.