



## SHAREHOLDER ENGAGEMENT POLICY

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### 1.0 PURPOSE AND OBJECTIVE

- 1.1 The Board of Directors (the "**Board**") of Fortis Inc. (the "**Corporation**") believes in open and constructive dialogue with our shareholders. The purpose of this *Shareholder Engagement Policy* (the "**Policy**") is to further the Board's commitment to transparency and to facilitate communication and engagement with our shareholders.
- 1.2 To facilitate such engagement, this Policy outlines how the Board may communicate with shareholders, how shareholders can communicate with the Board, and how management interacts with shareholders.
- 1.3 The Board intends to hold discussions, as permitted under the Corporation's *Disclosure Policy* ("**Disclosure Policy**"), to exchange views about governance and disclosure matters relating to the Corporation that are in the public domain.

### 2.0 SHAREHOLDER COMMUNICATIONS WITH THE BOARD

#### *How the Board Communicates with Shareholders*

- 2.1 The Board believes that regular and constructive communication is an important part of creating an open, candid and productive dialogue with shareholders. The Board will communicate information annually about the Board and individual directors and the Corporation's corporate governance and executive compensation practices through the Corporation's management information circular.
- 2.2 The Board encourages shareholder participation at the Corporation's annual shareholders meeting, and through informal meetings which may be held throughout the year. At each annual shareholders meeting, existing directors and new Board nominees will attend, absent a compelling reason. At each such meeting, the Chair of the Board (the "**Chair**") will be available to answer shareholder questions. The Board encourages shareholders to attend the annual shareholders meeting as it provides a valuable opportunity to discuss the Corporation, its governance and other important matters.
- 2.3 The Chair and/or the Chair of the Governance and Nominating Committee ("**GNC**") may, upon request and after consultation with the CEO and Corporate Secretary, meet with significant shareholders throughout the year

to discuss governance, environmental, social and sustainability matters. Also, the Chair of the Human Resources Committee ("**HRC**") may, upon request, meet with significant shareholders to discuss human resources and executive compensation practices. After such meetings, directors who have met with shareholders will report to the Board on the discussions.

### *How Shareholders Can Communicate with the Board*

- 2.4 Between annual shareholder meetings, the Corporation supports an open and transparent process for shareholders to contact the Board, including the chairs of each Board committee, by contacting the Chair.
- 2.5 The topics that are appropriate for the Board to address with shareholders are:
  - (a) Board structure and composition (including diversity, tenure and independence);
  - (b) Board or director performance;
  - (c) Board and executive succession planning processes;
  - (d) the Corporation's and the CEO's performance;
  - (e) corporate governance practices and disclosure;
  - (f) oversight of the Corporation's strategy/material strategic decisions;
  - (g) risk management oversight (including environmental, social and cybersecurity risks);
  - (h) financial oversight (including auditing, audit quality and internal controls);
  - (i) shareholder proposals;
  - (j) committee mandates and oversight; and
  - (k) executive compensation.
- 2.6 The Board has designated the Corporate Secretary (the "**Corporate Secretary**") as its agent to receive and review communications and meeting requests addressed to the Board. The Corporate Secretary will discuss all such meeting requests with the Chair and determine whether they should be addressed by the Board or management. For example, the Corporation's general business operations, financial results, financial position, strategic direction, mergers and acquisitions and similar matters are most appropriately addressed by management and Investor Relations. Similarly,

if management receives enquiries that the Board should be made aware of, the Corporate Secretary will inform the Board accordingly.

- 2.7 The Board will try to respond to all appropriate correspondence in a timely manner. From time to time, the Corporate Secretary will report to the GNC on shareholder communications sent to the Board, and will review and consult with the Board on questions regarding matters listed in section 2.5.
- 2.8 Shareholders or other Corporation stakeholders may communicate with the Board by contacting the Chair as follows:

Mailing address:

Email address & Phone Number:

Chair of the Board  
Fortis Inc.  
Fortis Place, Suite 1100  
5 Springdale Street  
P. O. Box 8837  
St. John's, NL A1B 3T2

Email: [dhaughey@fortisinc.com](mailto:dhaughey@fortisinc.com)  
Tel: 709.737.2800  
Fax: 709.737.5307

If mailing, mark the envelope "confidential".

***Meeting with Directors of the Corporation***

- 2.9 Shareholders may request to meet with the Chair, the chair of a Board committee or an individual director. The Chair will consider each request, in consultation with the CEO and Corporate Secretary, and having regard to the requirements of the *Disclosure Policy*. Such a request should:
- (a) indicate if the person is a registered or beneficial shareholder of the Corporation or shareholder representative, and the number and type of shares held and the length of time they have held, directed or controlled such shares;
  - (b) identify the name(s) and position(s) of the shareholder representatives that wish to attend the meeting and any non-shareholder or other person who seeks to attend the meeting; and
  - (c) describe the topics the shareholder wishes to discuss.
- 2.10 If a meeting request is approved, the Chair (or the Corporate Secretary) will confirm the meeting details with the person and will ask the appropriate directors to attend the meeting, together with members of management, as necessary. Any such meeting will focus on the pre-determined topics identified in the meeting's agenda and will be subject to compliance with all applicable laws, including applicable selective disclosure rules and the *Disclosure Policy*. Directors who meet with shareholders will report to the Board on their discussions.

- 2.11 The Board reserves the right to decline meeting requests for any reason it deems appropriate, including where topics are better handled by management or Investor Relations or due to the timing of the Corporation's blackout or quiet periods.
- 2.12 For issues concerning the Corporation's *Code of Conduct* or accounting, financial reporting, internal accounting controls or auditing policies and procedures or other matters, shareholders can contact the Corporation's Director, Internal Audit or Audit Committee chair ("**Audit Chair**"). Shareholders can also use the NAVEX Global *EthicsPoint* third-party confidential, anonymous reporting service ("**EthicsPoint**"). Provided that the person making the report is not implicated, notification of reports received through *EthicsPoint* is sent to the Director, Internal Audit, the Audit Chair and the Corporate Secretary.

Contact

Contact Information

**Director, Internal Audit**

Karen Wade  
 Email: karenwade@fortisinc.com.  
 Tel: 709.737.2910

**Audit Chair**

Tracey Ball  
 Email: tball@fortisinc.com.  
 Tel: 709.737.5432

***EthicsPoint***

The *EthicsPoint* system may be accessed via the internet at [www.FortisInc.ethicspoint.com](http://www.FortisInc.ethicspoint.com) or by telephone at 1-866-294-5534.

**3.0 SHAREHOLDER COMMUNICATIONS WITH MANAGEMENT**

- 3.1 Corporation management may communicate with shareholders in many ways. The primary mode of communication is through Investor Relations, which communicates with shareholders on a regular basis. Management also communicate with shareholders through the Corporation's annual and quarterly reports, annual information form, sustainability updates, news releases, the Corporation's website and through presentations at industry and investor conferences. Management also hold conference calls for quarterly earnings releases and major corporate developments as soon as practicable after they are publicly released.
- 3.2 The President and Chief Executive Officer, Executive Vice President, Chief Financial Officer and the Vice President, Investor Relations are the Corporation's primary spokespersons to shareholders and the investment community and they frequently meet with shareholder representatives to

discuss the Corporation's strategy, business operations and financial and business performance, and similar matters.

- 3.3 Shareholders or other Corporation stakeholders may contact the Chief Executive Officer by mail or email through Investor Relations at the address provided below.
- 3.4 Shareholders or other stakeholders of the Corporation may contact Investor Relations with any questions about the Corporation at:

Mailing address:

Email address & Phone Number:

Investor Relations  
Fortis Inc.  
Fortis Place, Suite 1100  
5 Springdale Street  
P. O. Box 8837  
St. John's, NL A1B 3T2

Email: [investorrelations@fortisinc.com](mailto:investorrelations@fortisinc.com)  
Tel: 709.737.2900

#### **4.0 REVIEW OF POLICY**

- 4.1 The GNC oversees this Policy as it relates to Board engagement and communications with shareholders.
- 4.2 Board shareholder engagement is an evolving practice and the GNC will review this Policy regularly to ensure that it is effective in achieving its objectives and continues to be representative of sound corporate governance practices. The GNC will recommend any changes to the Board for approval.