

# 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**") supports open and constructive dialogue with shareholders. This *Shareholder Engagement Policy* (the "**Policy**") is intended to further the Board's commitment to transparency and to facilitate communication and engagement with shareholders.
- 1.2 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 shareholder 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

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

- 2.1.1 The Board believes regular and constructive communication is important in creating an open, candid and productive dialogue with shareholders. The Board communicates information annually about the Board, individual directors and corporate governance and executive compensation practices through the Corporation's management information circular.
- 2.1.2 The Board encourages shareholder participation at the Corporation's annual shareholder meeting and any informal meetings held throughout the year. Existing directors and new Board nominees will attend each annual shareholder meeting, 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 shareholder meeting as it provides a valuable opportunity to discuss the Corporation, its governance and other important matters.

2.1.3 The Chair and/or the Chair of the Governance and Sustainability Committee ("GSC") may, upon request and after consultation with the Corporation's President and Chief Executive Officer ("CEO") and Corporate Secretary (the "Corporate Secretary"), meet with significant shareholders 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.

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

2.2.1 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, through the Chair.

2.2.2 The topics that are appropriate for the Board to address with shareholders are:

2.2.2.1 Board structure and composition (including diversity, tenure and independence);

2.2.2.2 Board or director performance;

2.2.2.3 Board and executive succession planning processes;

2.2.2.4 the Corporation's and the CEO's performance;

2.2.2.5 corporate governance practices and disclosure;

2.2.2.6 oversight of the Corporation's strategy/material strategic decisions;

2.2.2.7 risk management oversight (including environmental, social and cybersecurity risks);

2.2.2.8 financial oversight (including auditing, audit quality and internal controls);

2.2.2.9 shareholder proposals;

2.2.2.10 committee mandates and oversight; and

2.2.2.11 executive compensation.

2.2.3 The Board has designated 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 the Corporation's Investor Relations department ("**Investor Relations**"). Similarly, if management receives enquiries that the Board should be made aware of, the Corporate Secretary will inform the Board accordingly.

2.2.4 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 GSC on shareholder communications sent to the Board, and will review and consult with the Board on questions regarding matters listed in section 2.2.2.

2.2.5 Shareholders or other Corporation stakeholders may communicate with the Board by contacting the Chair as follows:

Mailing address:

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

Email address & Phone Number:

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

If mailing, mark the envelope "confidential".

## 2.3 *Meeting with Directors of the Corporation*

2.3.1 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:

- 2.3.1.1 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;
  - 2.3.1.2 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
  - 2.3.1.3 describe the topics the shareholder wishes to discuss.
- 2.3.2 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.
- 2.3.3 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.
- 2.3.4 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 such persons are not implicated in the report, notification of reports received through *EthicsPoint* is sent to the Director, Internal Audit, the Audit Chair and the Corporate Secretary.

Contact

**Director, Internal Audit**

Contact Information

Karen Wade

Email: karenwade@fortisinc.com.

Tel: 709.737.2910

**Audit Chair**

Maura Clark

Email: mclark@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, website and through presentations at industry and investor conferences. Management also hold conference calls to discuss quarterly earnings and major corporate developments as soon as practicable after they are publicly released.
- 3.2 The CEO, Executive Vice President, Chief Financial Officer and the Vice President, Investor Relations are the Corporation's primary spokespersons for communications with shareholders and the investment community and frequently meet with shareholder representatives to discuss the Corporation's strategy, business operations, financial and business performance, and similar matters.
- 3.3 Shareholders or other Corporation stakeholders may contact the CEO by mail or email through Investor Relations at the address below.
- 3.4 Shareholders or other stakeholders may contact Investor Relations with questions about the Corporation at:

Mailing address:

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

Email address & Phone Number:

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

## 4.0 REVIEW OF POLICY

- 4.1 The GSC oversees this Policy as it relates to Board engagement and shareholder communications.
- 4.2 Board shareholder engagement is an evolving practice. The GSC regularly reviews this Policy to ensure that it is achieving its objectives and continues to reflect sound corporate governance practices, and will bring any recommended changes to the Board for approval.