

Annual Information Form

For the year ended December 31, 2023



FORTIS INC.

Annual Information Form

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Dated February 8, 2024

Financial information in this AIF has been prepared in accordance with U.S. GAAP and is presented in Canadian dollars (\$) based, as applicable, on the following U.S.-to-Canadian dollar exchange rates: (i) average of 1.35 and 1.30 for the years ended December 31, 2023 and 2022, respectively; (ii) 1.32 and 1.36 as at December 31, 2023 and 2022, respectively; and (iii) 1.30 for all forecast periods.

Except as otherwise expressly noted, the information in this AIF is given as of December 31, 2023.

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FORWARD-LOOKING INFORMATION

Fortis includes forward-looking information in this AIF within the meaning of applicable Canadian securities laws and forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 (collectively referred to as "forward-looking information"). Forward-looking information reflects expectations of Fortis management regarding future growth, results of operations, performance, business prospects and opportunities. Wherever possible, words such as anticipates, believes, budgets, could, estimates, expects, forecasts, intends, may, might, plans, projects, schedule, should, target, will, would, and the negative of these terms, and other similar terminology or expressions, have been used to identify the forward-looking information, which includes, without limitation: forecast Capital Expenditures for 2024-2028, including Cleaner Energy Investments; TEP's planned exit from coal generation; the expected funding sources for the Capital Plan; the expected sources of common equity proceeds; the 2030 and 2035 direct GHG emissions reduction targets and how these targets are expected to be achieved; TEP's 2023 Integrated Resource Plan; the 2050 net-zero direct GHG emissions target; the expected nature, timing and benefits of additional opportunities beyond the Capital Plan, including further expansion of the electric transmission grid in the U.S. to facilitate the interconnection of cleaner energy, climate adaptation and grid resiliency investments, renewable gas solutions and LNG infrastructure in British Columbia, and the acceleration of cleaner energy infrastructure investments; forecast rate base and rate base growth rate to 2028; the expectation that long-term growth in rate base will drive earnings that support dividend growth guidance of 4-6% annually through 2028; the expectation that Fortis is positioned well for future investment opportunities; the potential impact of government policies to address climate change and the resultant impact on the competitiveness of natural gas relative to other energy sources; the expected in-service dates for certain projects; the expected output of FortisBC Electric's Kootenay River system plants in the event of the termination of the CPA; the expected timing and benefits of the Wataynikaneyap transmission power project; the expected timing of the finalization of fuel supply contracts at Caribbean Utilities; the expected timing, outcome and impact of regulatory proceedings and decisions; and TEP's estimated mine reclamation costs.

Forward-looking information involves significant risks, uncertainties and assumptions. Certain material factors or assumptions have been applied in drawing the conclusions contained in the forward-looking information, including, without limitation: reasonable regulatory decisions and the expectation of regulatory stability; the successful execution of the Capital Plan; no material capital project or financing cost overrun; sufficient human resources to deliver service and execute the Capital Plan; the realization of additional opportunities beyond the Capital Plan; no significant variability in interest rates; the Board exercising its discretion to declare dividends, taking into account the business performance and financial condition of the Corporation; no significant operational disruptions or environmental liability or upset; the continued ability to maintain the performance of the electricity and gas systems; no severe and prolonged economic downturn; sufficient liquidity and capital resources; the ability to hedge exposures to fluctuations in foreign exchange rates, natural gas prices and electricity prices; the continued availability of natural gas, fuel, coal and electricity supply; continuation of power supply and capacity purchase contracts; no significant changes in government energy plans, environmental laws and regulations that could have a material negative impact; maintenance of adequate insurance coverage; the ability to obtain and maintain licences and permits; retention of existing service areas; no significant changes in tax laws and the continued tax deferred treatment of earnings from the Corporation's foreign operations; continued maintenance of information technology infrastructure and no material breach of cybersecurity; continued favourable relations with Indigenous Peoples; and favourable labour relations.

Fortis cautions readers that a number of factors could cause actual results, performance or achievements to differ materially from those discussed or implied in the forward-looking information. These factors should be considered carefully and undue reliance should not be placed on the forward-looking information. Risk factors which could cause results or events to differ from current expectations are detailed in the MD&A under the heading "Business Risks" and in other continuous disclosure materials filed from time to time with Canadian securities regulatory authorities and the Securities and Exchange Commission.

All forward-looking information in this AIF is given as of the date of this AIF. Fortis disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

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GLOSSARY

Certain terms used in this 2023 Annual Information Form are defined below:

2023 Annual Information Form or AIF: this annual information form of the Corporation in respect of the year ended December 31, 2023

AECO/NIT: Alberta Energy Company/Nova Inventory Transfer

Aitken Creek: Aitken Creek natural gas storage facility

Algoma Power: Algoma Power Inc.

APS: Arizona Public Service Company

ATM Program: At-the-market equity program

AUC: Alberta Utilities Commission

BC Hydro: BC Hydro and Power Authority

BCUC: British Columbia Utilities Commission

Belize Electricity: Belize Electricity Limited

BESS: battery energy storage system

Board: Board of Directors of the Corporation

CAGR: compound annual growth rate. Calculated on a constant U.S. dollar to Canadian dollar exchange rate

Canadian Niagara Power: Canadian Niagara Power Inc.

Capital Expenditures: cash outlay for additions to property, plant and equipment and intangible assets as shown in the Financial Statements, as well as the Corporation's 39% share of capital spending for the Wataynikaneyap Transmission Power Project. See the "Non-U.S. GAAP Financial Measures" section of the MD&A

Capital Plan: forecast Capital Expenditures. Represents a non-U.S. GAAP financial measure calculated in the same manner as Capital Expenditures

Caribbean Utilities: Caribbean Utilities Company, Ltd.

Central Hudson: Central Hudson Gas & Electric Corporation

CIO: Chief Information Officer

Cleaner Energy Investments: Capital Expenditures that support reductions in air emissions, water usage and/or increases customer energy efficiency

CMS: Consumers Energy Company

Common Equity Earnings: Net earnings attributable to common equity shareholders

Cornwall Electric: Cornwall Street Railway, Light and Power Company, Limited

Corporation: Fortis Inc.

CPA: Canal Plant Agreement

CRMP: Cybersecurity Risk Management Program

CUPE: Canadian Union of Public Employees

DBRS Morningstar: DBRS Limited

DRIP: Dividend reinvestment plan

DTE: DTE Electric Company

EDGAR: SEC's system for Electronic Data Gathering, Analysis and Retrieval available at www.sec.gov

Eiffel Investment: Eiffel Investment Pte Ltd.

EPS: earnings per common share

FHI: FortisBC Holdings Inc.

Financial Statements: the Corporation's Audited Consolidated Financial Statements in respect of the year ended December 31, 2023

Fitch: Fitch Ratings Inc.

Fortis: Fortis Inc.

FortisAlberta: FortisAlberta Inc.

FortisBC Electric: collectively, the operations of FortisBC Inc. and its parent company, FortisBC Pacific Holdings Inc.

FortisBC Energy: FortisBC Energy Inc.

FortisCanada: FortisCanada Inc.

FortisOntario: FortisOntario Inc.

FortisTCL: collectively, FortisTCL Limited and Turks and Caicos Utilities Limited

FortisUS: FortisUS Inc.

FortisUS Holdings: FortisUS Holdings Nova Scotia Limited

Fortis Belize: Fortis Belize Limited, an indirect wholly owned subsidiary of Fortis

GHG: greenhouse gas

GIC: GIC Private Limited

IBEW: International Brotherhood of Electrical Workers

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IESO: Independent Electricity System Operator of Ontario	PWU: Power Workers' Union	
IPL: Interstate Power and Light Company	ROFR: right of first refusal	
ITC: ITC Holdings together with all of its subsidiaries	S&P: Standard & Poor's Financial Services LLC	
ITC Great Plains: ITC Great Plains, LLC	SEC: United States Securities and Exchange Commission	
ITC Holdings: ITC Holdings Corp.	SEDAR+: the System for Electronic Document Analysis and Retrieval + of the Canadian Securities Administrators available at www.sedarplus.ca	
ITC Interconnection: ITC Interconnection LLC	SPP: Southwest Power Pool, Inc.	
ITC Investment Holdings: ITC Investment Holdings Inc.	SRP: Salt River Project Agricultural Improvement and Power District	
ITC Midwest: ITC Midwest LLC	T&D: transmission and distribution	
ITC's MISO Regulated Operating Subsidiaries: collectively ITC Transmission, METC and ITC Midwest	TC Energy: TC Energy Corporation	
ITC's Regulated Operating Subsidiaries: collectively, ITC Transmission, METC, ITC Midwest, ITC Great Plains and ITC Interconnection	TCFD: Task Force for Climate-Related Financial Disclosures	
ITC Transmission: International Transmission Company	TEP: Tucson Electric Power Company	
LNG: liquefied natural gas	TSX: Toronto Stock Exchange	
LRTP: long-range transmission Plan	UNS Electric and UNSE: UNS Electric, Inc.	
Maritime Electric: Maritime Electric Company, Limited	UNS Energy: UNS Energy Corporation	
MD&A: the Corporation's Management Discussion and Analysis in respect of the year ended December 31, 2023	UNS Gas: UNS Gas, Inc.	
METC: Michigan Electric Transmission Company	U.S.: United States of America	
MISO: Midcontinent Independent System Operator, Inc.	U.S. GAAP: accounting principles generally accepted in the U.S.	
Moody's: Moody's Investors Service, Inc.	UUWA: United Utility Workers' Association of Canada	
MoveUP: Movement of United Professionals	Waneta Expansion: Waneta Expansion hydroelectric generating facility	
NB Power: New Brunswick Power Corporation	Wataynikaneyap Partnership: Wataynikaneyap Power Limited Partnership	
NERC: North American Electric Reliability Corporation	Measurements:	
Newfoundland Power: Newfoundland Power Inc.	GW Gigawatt(s)	Conversions:
NL Hydro: Newfoundland and Labrador Hydro Corporation	GWh Gigawatt hour(s)	1 litre = 0.22 imperial gallons
NYSE: New York Stock Exchange	km Kilometer(s)	1 kilometer = 0.62 miles
PEI: Prince Edward Island, Canada	MW Megawatt(s)	
PNM: Public Service Company of New Mexico	TJ Terajoule(s)	
PPA: power purchase agreement	PJ Petajoule(s)	
PUB: Newfoundland and Labrador Board of Commissioners of Public Utilities		

Conversion using the above factors on rounded numbers appearing in this AIF may produce small differences from reported amounts as a result.

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CORPORATE STRUCTURE

Name and Incorporation

Fortis Inc. is a holding company that was incorporated as 81800 Canada Ltd. under the *Canada Business Corporations Act* on June 28, 1977 and continued under the *Corporations Act* (Newfoundland and Labrador) on August 28, 1987. The corporate head office and registered office of Fortis is located at Fortis Place, Suite 1100, 5 Springdale Street, P.O. Box 8837, St. John's, Newfoundland and Labrador, Canada, A1B 3T2.

The articles of continuance of the Corporation were amended to: (i) change its name to Fortis on October 13, 1987; (ii) set out the rights, privileges, restrictions and conditions attached to the common shares on October 15, 1987; (iii) designate 2,000,000 First Preference Shares, Series A on September 11, 1990; (iv) replace the class rights, privileges, restrictions and conditions attaching to the First Preference Shares and the Second Preference Shares on July 22, 1991; (v) designate 2,000,000 First Preference Shares, Series B on December 13, 1995; (vi) designate 5,000,000 First Preference Shares, Series C on May 27, 2003; (vii) designate 8,000,000 First Preference Shares, Series D and First Preference Shares, Series E on January 23, 2004; (viii) amend the redemption provisions attaching to the First Preference Shares, Series D on July 15, 2005; (ix) designate 5,000,000 First Preference Shares, Series F on September 22, 2006; (x) designate 9,200,000 First Preference Shares, Series G on May 20, 2008; (xi) designate 10,000,000 First Preference Shares, Series H and 10,000,000 First Preference Shares, Series I on January 20, 2010; (xii) designate 8,000,000 First Preference Shares, Series J on November 8, 2012; (xiii) designate 12,000,000 First Preference Shares, Series K and 12,000,000 First Preference Shares, Series L on July 11, 2013; and (xiv) designate 24,000,000 First Preference Shares, Series M and 24,000,000 First Preference Shares, Series N on September 16, 2014.

Inter-Corporate Relationships

The following table lists the principal subsidiaries of the Corporation, their jurisdictions of incorporation and the percentage of votes attaching to voting securities held directly or indirectly by the Corporation as at February 8, 2024. The principal subsidiaries together comprise approximately 90% of the Corporation's consolidated assets as at December 31, 2023 and approximately 86% of the Corporation's 2023 consolidated revenue. This table excludes certain subsidiaries, the assets and revenues of which did not individually exceed 10% or, in the aggregate exceed 20%, of the total consolidated assets or total consolidated revenues of the Corporation as at December 31, 2023.

Subsidiary	Jurisdiction of Incorporation	Votes attaching to voting securities beneficially owned, controlled or directed by the Corporation (%)
ITC ⁽¹⁾	Michigan, United States	80.1
UNS Energy ⁽²⁾	Arizona, United States	100
Central Hudson ⁽³⁾	New York, United States	100
FortisBC Energy ⁽⁴⁾	British Columbia, Canada	100
FortisAlberta ⁽⁵⁾	Alberta, Canada	100
Newfoundland Power ⁽⁶⁾	Newfoundland and Labrador, Canada	100

⁽¹⁾ ITC Holdings, a Michigan corporation, owns all of the shares of ITC Great Plains, ITC Interconnection, ITC Midwest, ITC Transmission and METC. ITC Investment Holdings, a Michigan corporation, owns all of the shares of ITC Holdings. FortisUS, a Delaware corporation, holds an 80.1% interest in ITC Investment Holdings. FortisUS Holdings, a Canadian corporation, owns all of the shares of FortisUS. Fortis owns all of the shares of FortisUS Holdings. 19.9% of the securities of ITC Investment Holdings are owned by an affiliate of GIC, but are held as a passive investment, retaining only those rights necessary to protect its passive minority investment.

⁽²⁾ UNS Energy, an Arizona corporation, owns all of the shares of TEP, UNS Electric and UNS Gas. FortisUS owns all of the shares of UNS Energy.

⁽³⁾ CH Energy Group, Inc., a New York corporation, owns all of the shares of Central Hudson. FortisUS owns all of the shares of CH Energy Group, Inc.

⁽⁴⁾ FHI, a British Columbia corporation, owns all of the shares of FortisBC Energy. Fortis owns all of the shares of FHI.

⁽⁵⁾ FortisAlberta Holdings Inc., an Alberta corporation, owns all of the shares of FortisAlberta. FortisCanada, a Canadian corporation, owns all of the shares of FortisAlberta Holdings Inc. Fortis owns all of the shares of FortisCanada.

⁽⁶⁾ Fortis owns all the shares of Newfoundland Power.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

Fortis is a well-diversified leader in the North American regulated electric and gas utility industry, with 2023 revenue of \$12 billion and total assets of \$66 billion as at December 31, 2023.

Regulated utilities account for 99% of the Corporation's assets. The Corporation's 9,600 employees serve 3.5 million utility customers in five Canadian provinces, ten U.S. states and three Caribbean countries. As at December 31, 2023, 67% of the Corporation's assets were located outside Canada and 61% of 2023 revenue was derived from foreign operations.

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Three-Year History

Over the past three years, Fortis has continued to experience significant growth. Total assets have increased from \$55.5 billion at the start of 2021 to \$65.9 billion as at December 31, 2023. Consolidated Capital Expenditures totalled \$11.9 billion from 2021 through 2023, resulting in a three-year midyear rate base CAGR of 6.5%. The Corporation's shareholders' equity has also grown from \$18.7 billion at the start of 2021 to \$21.5 billion as at December 31, 2023. Common Equity Earnings for 2021 totalled \$1,231 million compared to \$1,506 million in 2023. The growth in earnings over the three-year period reflects the Corporation's organic growth strategy for its regulated utilities, and is also impacted by the higher average U.S.-to-Canadian dollar exchange rate in 2023 of 1.35 compared to 1.25 in 2021.

An overview of the Corporation's performance for the past three years follows:

2021

The Corporation's utilities reliably and safely delivered essential service in 2021. The COVID-19 pandemic did not have a significant impact on the Corporation's financial performance in 2021.

In July 2021, the Corporation's sustainability update was released and included information on the Corporation's progress on reducing carbon emissions and support of TCFD, among other things.

In September 2021, Fortis announced its 2022-2026 Capital Plan of \$20 billion. The Capital Plan included \$1 billion of additional capital investment at the Corporation's regulated utilities in comparison to the five-year Capital Plan released in 2020. The increase largely reflected customer growth, enhancements to transmission reliability and capacity, and Cleaner Energy Investments. This growth was tempered by \$600 million associated with a lower assumed foreign exchange rate from that assumed in the Corporation's previous five-year Capital Plan.

2022

The Corporation's utilities continued to deliver reliable and safe service in 2022. In March 2022, the Corporation made progress on its commitment as a TCFD supporter with the release of its first TCFD and Climate Assessment Report, which included an analysis of four climate-related scenarios and associated risks and opportunities. The report provided information on the Corporation's strategy and actions to combat climate change, identified new opportunities associated with decarbonization, and provided a guide for investment in resilient and adaptable infrastructure. In July 2022, Fortis released its 2022 Sustainability Report, highlighting progress on a number of sustainability priorities, including the addition of more renewable energy, a further reduction in GHG emissions and advances in diversity.

In October 2022, Fortis announced its 2023-2027 Capital Plan of \$22.3 billion. The Capital Plan included \$2.3 billion of additional capital investment at the Corporation's regulated utilities in comparison to the previous five-year Capital Plan. The increase was driven by organic growth, largely reflecting regional transmission projects associated with the MISO LRTP at ITC, additional Cleaner Energy Investments in Arizona, and enhancements to distribution infrastructure reliability and capacity, as well as investments to support customer growth, across the Corporation's regulated utilities. Approximately \$500 million of the increase was driven by a higher assumed U.S.-to-Canadian dollar exchange rate over the five-year period. The five-year Capital Plan reflected \$5.9 billion in Cleaner Energy Investments primarily focused on connecting renewables to the grid, renewable and storage investments and cleaner fuel solutions.

2023

The Corporation continued to reliably and safely deliver electricity and gas service, outperforming industry averages in Canada and the U.S. for reliability and safety.

In September 2023, Fortis released its 2024-2028 Capital Plan of \$25 billion, reflecting incremental capital investment of \$2.7 billion over the prior year five-year plan. The increase is driven by organic growth, largely reflecting regional transmission projects at ITC associated with tranche one of the MISO LRTP (see "Competition" on page 8), as well as investments in Arizona to support TEP's exit from coal. Investments supporting system adaptation and resiliency, customer growth and economic development are also driving capital growth across the Corporation's regulated utilities.

Cleaner Energy Investments of approximately \$7 billion are expected over the five-year planning period, with capital expenditures focused on connecting renewables to the grid, renewable and storage investments in Arizona and the Caribbean, and cleaner natural gas solutions in British Columbia. Fortis remains focused on maintaining customer affordability by controlling costs, investing in cleaner energy resulting in fuel savings for customers, utilizing available tax credits, and implementing innovative practices, among other initiatives.

The five-year Capital Plan is expected to be funded primarily by cash from operations and regulated utility debt. Common equity proceeds are expected to be sourced from the Corporation's DRIP and ATM Program.

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The Corporation reported Common Equity Earnings of \$1.5 billion in 2023, or \$3.10 per common share, compared to \$1.3 billion, or \$2.78 per common share in 2022. The increase was primarily driven by rate base growth across Fortis' utilities and the new cost of capital parameters approved for FortisBC effective January 1, 2023. Higher earnings in Arizona also contributed to earnings growth, reflecting higher retail electricity sales, new customer rates at TEP effective September 1, 2023, and lower depreciation expense associated with retirement of the San Juan generating station in 2022. An increase in the market value of certain investments that support retirement benefits, and the higher U.S.-to-Canadian dollar exchange rate, also favourably impacted earnings. The increase was partially offset by higher corporate finance costs and lower earnings from Aitken Creek. An increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP, also impacted earnings per common share.

Capital Expenditures of \$4.3 billion in 2023 were in-line with the 2023 Capital Plan, with over \$700 million of capital investment related to delivering cleaner energy to customers. Capital Expenditures were \$0.3 billion higher than 2022, primarily due to construction of the Roadrunner Reserve battery energy storage project in Arizona and investment in various smaller distribution projects across the Corporation's regulated utilities, as well as the impact of the higher average foreign exchange rate.

Outlook

Fortis is transitioning to a cleaner energy future and is on track to achieve its corporate-wide targets to reduce direct GHG emissions by 50% by 2030 and 75% by 2035 from a 2019 base year. The Corporation's 2050 net-zero direct GHG emissions target reinforces Fortis' commitment to further decarbonize over the long-term, while continuing our focus on reliability and affordability.

Fortis continues to enhance shareholder value through the execution of its Capital Plan, the balance and strength of its diversified portfolio of regulated utility businesses, and growth opportunities within and proximate to its service territories. The Corporation's \$25 billion five-year Capital Plan is expected to increase midyear rate base from \$37.0 billion in 2023 to \$49.4 billion by 2028, translating into a five-year CAGR of 6.3%.

Beyond the five-year Capital Plan, additional opportunities to expand and extend growth include: further expansion of the electric transmission grid in the U.S. to facilitate the interconnection of cleaner energy, including infrastructure investments associated with the IRA and the MISO LRTP; climate adaptation and grid resiliency investments; renewable natural gas solutions and LNG infrastructure in British Columbia; and the acceleration of cleaner energy infrastructure investments across our jurisdictions.

Fortis expects its long-term growth in rate base will drive earnings that support dividend growth guidance of 4-6% annually through 2028, and is premised on the assumptions and material factors listed under "Forward-Looking Information".

DESCRIPTION OF THE BUSINESS

Fortis is principally an energy delivery company, with 93% of its assets related to transmission and distribution. The business is characterized by low-risk, stable and predictable earnings and cash flows.

The Corporation's regulated utility businesses are: ITC (electric transmission - Michigan, Iowa, Minnesota, Illinois, Missouri, Kansas, Oklahoma and Wisconsin); UNS Energy (integrated electric and natural gas distribution - Arizona); Central Hudson (electric transmission and distribution, and natural gas distribution - New York State); FortisBC Energy (natural gas transmission and distribution - British Columbia); FortisAlberta (electric distribution - Alberta); FortisBC Electric (integrated electric - British Columbia); Newfoundland Power (integrated electric - Newfoundland and Labrador); Maritime Electric (integrated electric - Prince Edward Island); FortisOntario (integrated electric - Ontario); Caribbean Utilities (integrated electric - Grand Cayman); and FortisTCI (integrated electric - Turks and Caicos Islands). Fortis also holds equity investments in the Wataynikaneyap Partnership (electric transmission - Ontario) and Belize Electricity (integrated electric - Belize).

The Corporation's non-regulated business is limited to Fortis Belize (three hydroelectric generation facilities - Belize). Aitken Creek was sold on November 1, 2023.

Fortis has a unique operating model with a small corporate office in St. John's, Newfoundland and Labrador and business units that operate on a substantially autonomous basis. Each utility has its own management team and board of directors, with most having a majority of independent board members, which provides effective oversight within the broad parameters of Fortis policies and best practices. Subsidiary autonomy supports constructive relationships with regulators, policy makers, customers and communities. Fortis believes this model enhances accountability, opportunity and performance across the Corporation's businesses, and positions Fortis well for future investment opportunities.

Fortis is focused on providing safe, reliable and cost-effective energy service to customers. Delivering a cleaner energy future is the Corporation's core purpose. In addition, management is focused on delivering long-term profitable growth for shareholders through the execution of its Capital Plan and the pursuit of investment opportunities within and proximate to its service territories.

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Competition

Most of the Corporation's regulated utilities operate as the sole supplier of electricity and/or gas within their respective service territories. Competition in the regulated electric business is primarily from alternative energy sources and on-site generation by customers, particularly solar. The Corporation faces competition in its transmission business which may restrict its ability to grow this business outside of its established service territories. Challenges to existing ROFR statutes applicable to the transmission business may also restrict future growth. For more information related to an ongoing challenge with respect to a ROFR statute in Iowa, refer to the "Regulatory Highlights - Significant Regulatory Matters" section of the MD&A which is incorporated by reference in this AIF and available on SEDAR+ and EDGAR.

At the Corporation's regulated gas utilities, natural gas primarily competes with electricity for space and hot water heating load. In addition to other price comparisons, upfront capital cost differences between electric and natural gas equipment for hot water and space heating applications continue to present challenges for the competitiveness of natural gas on a fully costed basis. As governments develop policies to address climate change, any resultant changes to energy policy may impact the competitiveness of natural gas relative to other energy sources. Specifically, government policy could impact the competitiveness of natural gas in British Columbia, which accounts for 80% of the Corporation's natural gas revenue.

Seasonality

As the Corporation's subsidiaries operate in various jurisdictions throughout North America, seasonality impacts each utility differently. Most of the annual earnings of the Corporation's gas utilities are realized in the first and fourth quarters due to space-heating requirements. Earnings for the electric distribution utilities in the U.S. are generally highest in the second and third quarters due to the use of air conditioning and other cooling equipment.

Summary of Operations

The following table and sections describe the Corporation's operations and reportable segments.

	Customers	Peak Demand ⁽¹⁾	Electric T&D Lines (circuit km)	Gas T&D Lines (km)	Generating Capacity (MW)	Revenue (\$ millions)	GWh Sales	Gas Volumes (PJ)	Employees
Regulated Utilities									
ITC	—	22,102 MW	26,100	—	—	2,085	—	—	747
UNS Energy	719,000	3,314 MW	23,200	5,100	3,408	3,006	16,173	17	2,061
Central Hudson	405,000	1,046 MW	15,200	2,400	65	1,360	4,921	24	1,193
FortisBC Energy	1,087,000	1,334 TJ	—	51,600	—	1,955	—	213	2,143
FortisAlberta	592,000	2,643 MW	90,500	—	—	738	16,976	—	1,234
FortisBC Electric	191,000	689 MW	7,300	—	225	528	3,478	—	571
Other Electric									
Newfoundland Power	275,000	1,474 MW	11,500	—	145	770	5,928	—	680
Maritime Electric	89,000	359 MW	6,700	—	90	261	1,479	—	224
FortisOntario	69,000	261 MW	3,400	—	5	223	1,324	—	220
Caribbean Utilities	34,000	124 MW	700	—	166	394	727	—	263
FortisTCl	17,000	50 MW	700	—	88	113	295	—	163
Non-Regulated									
Corporate and Other	—	—	—	—	51	84	164	—	99
Total	3,478,000	32,062 MW	185,300	59,100	4,243	11,517	51,465	254	9,598
		1,599 TJ							

⁽¹⁾ Electric (MW) or gas (TJ)

Regulated Utilities

ITC

ITC's business consists mainly of electric transmission operations. ITC's Regulated Operating Subsidiaries own and operate high-voltage electric transmission systems in Michigan's Lower Peninsula and portions of Iowa, Minnesota, Illinois, Missouri, Kansas, Oklahoma and Wisconsin that transmit electricity from generating stations to local distribution facilities connected to ITC's transmission systems.

The primary operating responsibilities of ITC's Regulated Operating Subsidiaries include maintaining, improving and expanding transmission systems to meet their customers' ongoing needs, managing and scheduling maintenance and construction, maintaining appropriate system voltages and monitoring flows over transmission lines and other facilities to ensure physical limits are not exceeded. ITC owns and operates approximately 26,100 circuit km of transmission lines.

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ITC's Regulated Operating Subsidiaries earn revenues from the use of their transmission systems by customers, including investor-owned utilities, municipalities, cooperatives, power marketers and alternative energy suppliers. As independent transmission companies, ITC's Regulated Operating Subsidiaries are subject to rate regulation by the Federal Energy Regulatory Commission. The rates charged are established using cost-based formula rates.

ITC's principal transmission service customers are DTE, CMS and IPL. These customers, individually and together, have consistently represented a significant percentage of ITC's operating revenues. Nearly all of ITC's revenues are from transmission customers in the U.S.

Market and Sales

Revenues

Revenue was \$2,085 million in 2023 compared to \$1,906 million in 2022.

ITC derives nearly all of its revenues from transmission, scheduling, control and dispatch services and other related services over ITC's Regulated Operating Subsidiaries' transmission systems to DTE, CMS, IPL and other entities, such as alternative energy suppliers, power marketers and other wholesale customers that provide electricity to end-use customers, as well as from transaction-based capacity reservations on ITC's transmission systems. MISO and SPP are responsible for billing and collecting the majority of transmission service revenues. As the billing agents for ITC's MISO Regulated Operating Subsidiaries and ITC Great Plains, MISO and SPP collect fees for the use of ITC's transmission systems, invoicing DTE, CMS, IPL and other customers on a monthly basis.

The following table compares the composition of ITC's 2023 and 2022 revenue by customer class.

	Revenue (%)	
	2023	2022
Network revenues	70.7	69.7
Regional cost-sharing revenues	24.8	25.6
Point-to-point	1.2	1.4
Scheduling, control and dispatch	1.3	1.3
Other	2.0	2.0
Total	100.0	100.0

Network revenues are generated from network customers for their use of ITC's electric transmission systems and are based on the actual revenue requirements under its cost-based formula rates that contain a true-up mechanism.

Network revenues from ITC Great Plains include the annual revenue requirements specific to projects that are charged exclusively within one pricing zone within SPP or are classified as direct assigned network upgrades under the SPP tariff and contain a true-up mechanism.

Regional cost-sharing revenues are generated from transmission customers for their use of ITC's MISO Regulated Operating Subsidiaries' network upgrade projects that are eligible for regional cost-sharing under provisions of the MISO tariff. Additionally, certain projects at ITC Great Plains are eligible for recovery through a region-wide charge under provisions of the SPP tariff. Regional cost-sharing revenues are treated as a reduction to the net network revenue requirement under ITC's cost-based formula rates.

Point-to-point revenues consist of revenues generated from a type of transmission service for which the customer pays for transmission capacity reserved along a specified path between two points on an hourly, daily, weekly or monthly basis. Point-to-point revenues also include other components pursuant to schedules under the MISO and SPP transmission tariffs. Point-to-point revenues are treated as a revenue credit to network or regional customers and are a reduction to the gross revenue requirement when calculating the net revenue requirement under ITC's cost-based formula rates.

Scheduling, control and dispatch revenues are allocated to ITC's MISO Regulated Operating Subsidiaries by MISO as compensation for the services performed in operating the transmission system. Such services include monitoring of reliability data, current and next-day analysis, implementation of emergency procedures and outage coordination and switching.

Other revenues consist of rental revenues, easement revenues, revenues relating to use of jointly-owned assets under ITC's transmission ownership and operating agreements and revenues from providing ancillary services to customers. The majority of other revenues are treated as a revenue credit and taken as a reduction to the gross revenue requirement when calculating the net revenue requirement under ITC's cost-based formula rates.

Contracts

ITCTransmission

DTE operates an electric distribution system that is interconnected with ITCTransmission's transmission system. A set of three operating contracts sets forth the terms and conditions related to DTE's and ITCTransmission's ongoing working relationship. These contracts include:

Master Operating Agreement - governs the primary day-to-day operational responsibilities of ITCTransmission and DTE. It identifies the control area coordination services that ITCTransmission is obligated to provide to DTE and certain generation-based support services that DTE is required to provide to ITCTransmission.

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Generator Interconnection and Operation Agreement - established and maintains the direct electricity interconnection of DTE's electricity generating assets with ITCTransmission's transmission system for the purposes of transmitting electric power from and to the electricity generating facilities.

Coordination and Interconnection Agreement - governs the rights, obligations and responsibilities of ITCTransmission and DTE regarding, among other things, the operation and interconnection of DTE's distribution system and ITCTransmission's transmission system, and the construction of new facilities or modification of existing facilities. Additionally, this agreement allocates costs for operation of supervisory, communications and metering equipment.

METC

CMS operates an electric distribution system that interconnects with METC's transmission system. METC is a party to a number of operating contracts with CMS that govern the operations and maintenance of its transmission system. These contracts include:

Amended and Restated Easement Agreement - CMS provides METC with an easement to the land on which a majority of METC's transmission towers, poles, lines and other transmission facilities used to transmit electricity for CMS and others, are located. METC pays CMS a nominal annual rent for the easement and also pays for any rentals, property taxes and other fees related to the property covered by the agreement.

Amended and Restated Operating Agreement - METC is responsible for maintaining and operating its transmission system, providing CMS with information and access to its transmission system and related books and records, administering and performing the duties of control area operator (that is, the entity exercising operational control over the transmission system) and, if requested by CMS, building connection facilities necessary to permit interaction with new distribution facilities built by CMS.

Amended and Restated Purchase and Sale Agreement for Ancillary Services - Since METC does not own any generating facilities, it must procure ancillary services from third-party suppliers, such as CMS. Currently, under this agreement, METC pays CMS for providing certain generation-based services necessary to support the reliable operation of the bulk power grid, such as voltage support and generation capability and capacity to balance loads and generation.

Amended and Restated Distribution-Transmission Interconnection Agreement - provides for the interconnection of CMS's distribution system with METC's transmission system and defines the continuing rights, responsibilities and obligations of the parties with respect to the use of certain of their own and the other parties' property, assets and facilities.

Amended and Restated Generator Interconnection Agreement - specifies the terms and conditions under which CMS and METC maintain the interconnection of CMS's generation resources and METC's transmission assets.

ITC Midwest

IPL operates an electric distribution system that interconnects with ITC Midwest's transmission system. ITC Midwest is a party to a number of operating contracts with IPL that govern the operations and maintenance of its transmission system. These contracts include:

Distribution-Transmission Interconnection Agreement - governs the rights, responsibilities and obligations of ITC Midwest and IPL with respect to the use of certain of their own and the other party's property, assets and facilities and the construction of new facilities or modification of existing facilities.

Large Generator Interconnection Agreement - ITC Midwest, IPL and MISO entered into this agreement in order to establish and maintain the direct electricity interconnection of IPL's electricity generating assets with ITC Midwest's transmission system for the purposes of transmitting electric power from and to the electricity generating facilities.

UNS Energy

UNS Energy is a vertically integrated utility services holding company, headquartered in Tucson, Arizona. It is engaged through its subsidiaries in the regulated electric generation and energy delivery business, primarily in the State of Arizona, serving approximately 719,000 retail electricity and gas customers. UNS Energy primarily consists of three wholly-owned regulated utilities: TEP, UNS Electric and UNS Gas.

TEP, UNS Energy's largest operating subsidiary, is a vertically integrated regulated electric utility that generates, transmits and distributes electricity. TEP serves approximately 447,000 retail customers in a territory comprising approximately 2,991 square km in southeastern Arizona, including the greater Tucson metropolitan area in Pima County, as well as parts of Cochise County. TEP's service area covers a population of over one million people. TEP also sells wholesale electricity to other entities in the western U.S.

UNS Electric is a vertically integrated regulated electric utility that generates, transmits and distributes electricity to approximately 103,000 retail customers in Arizona's Mohave and Santa Cruz counties.

TEP and UNS Electric own generation resources with an aggregate capacity of 3,408 MW, including 318 MW of renewable resources. Several of the generating assets in which TEP and UNS Electric have an interest are jointly owned. As at December 31, 2023, approximately 26% of the generating capacity was fueled by coal.

TEP also owns transmission-related assets representing approximately 14% of UNS Energy's total assets.

UNS Gas is a regulated gas distribution utility that serves approximately 169,000 retail customers in Arizona's Mohave, Yavapai, Coconino, Navajo and Santa Cruz counties.

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Market and Sales

UNS Energy's electricity sales were 16,173 GWh in 2023 compared to 16,059 GWh in 2022. Gas volumes were 17 PJ in 2023, compared to 16 PJ in 2022. Revenue was \$3,006 million in 2023 compared to \$2,758 million in 2022.

The following table provides the composition of UNS Energy's 2023 and 2022 revenue, electricity sales, and gas volumes by customer class.

	Revenue (%)		GWh Sales (%)		PJ Volumes (%)	
	2023	2022	2023	2022	2023	2022
Residential	37.1	35.3	30.8	30.6	55.5	57.5
Commercial	18.8	17.8	16.4	16.4	22.3	23.0
Industrial	13.7	12.8	19.4	19.3	1.4	1.7
Wholesale	12.8	18.2	33.3	33.6	—	—
Other ⁽¹⁾	17.6	15.9	0.1	0.1	20.8	17.8
Total	100.0	100.0	100.0	100.0	100.0	100.0

⁽¹⁾ Electricity sales include transmission, participant billings, alternative revenue and revenue from sources other than from the sale of electricity. Gas volumes include negotiated sales program customers.

Power Supply

TEP meets the electricity supply requirements of its retail and wholesale customers with its owned electrical generating capacity of 3,101 MW and its transmission and distribution system consisting of approximately 16,000 circuit km of line. In 2023, TEP met a peak demand of 2,784 MW, which includes firm sales to wholesale customers. TEP is a member of a regional reserve-sharing organization and has reliability and power sharing relationships with other utilities.

TEP's generating capacity is set forth in the following table.

Generation Source	Unit No.	Location	Date in Service	Total Capacity (MW)	Operating Agent	TEP's Share (%)	TEP's Share (MW)
Coal							
Springerville Station	1	Springerville, AZ	1985	387	TEP	100.0	387
Springerville Station ⁽¹⁾	2	Springerville, AZ	1990	406	TEP	100.0	406
Four Corners Station	4	Farmington, NM	1969	785	APS	7.0	55
Four Corners Station	5	Farmington, NM	1970	785	APS	7.0	55
Natural Gas							
Gila River Power Station ⁽²⁾	2	Gila Bend, AZ	2003	607	SRP	100.0	607
Gila River Power Station ⁽²⁾⁽³⁾	3	Gila Bend, AZ	2003	573	SRP	75.0	430
Luna Generating Station	1	Deming, NM	2006	555	PNM	33.3	185
Sundt Station	3	Tucson, AZ	1962	104	TEP	100.0	104
Sundt Station	4	Tucson, AZ	1967	156	TEP	100.0	156
Sundt Internal Combustion Turbines		Tucson, AZ	1972-1973	50	TEP	100.0	50
Sundt Reciprocating Internal Combustion	1-10	Tucson, AZ	2019-2020	188	TEP	100.0	188
DeMoss Petrie ⁽⁴⁾	N/A	Tucson, AZ	2001	75	TEP	100.0	75
North Loop	N/A	Tucson, AZ	2001	96	TEP	100.0	96
Renewable							
Utility-Owned Renewables		Various	2002-2023	307	TEP	100.0	307
Total Capacity							3,101

⁽¹⁾ Springerville Generating Station Unit 2 is owned by San Carlos Resources Inc., a wholly owned subsidiary of TEP.

⁽²⁾ In 2023, Gila River Unit 2 and Unit 3 turbine upgrades increased capacity by 57 MW and 23 MW for a total nominal capacity of 607 MW and 573 MW, respectively

⁽³⁾ TEP owns 75% of Gila River Unit 3 and UNS Electric owns 25%.

⁽⁴⁾ Demoss Petrie is accompanied by 10 MW of battery storage

UNS Electric meets the electricity supply requirements of its retail customers with its owned electrical generating capacity of 307 MW and purchasing power on the wholesale market, and its transmission and distribution system consisting of approximately 7,000 circuit km of line. In 2023, UNS Electric met a peak demand of 530 MW.

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UNS Electric's generating capacity is set forth in the following table.

Generation Source	Unit No.	Location	Date In Service	Resource Type	Total Capacity (MW)	Operating Agent	UNSE's Share (%)	UNSE's Share (MW)
Black Mountain	1	Kingman, AZ	2011	Gas	45	UNSE	100.0	45
Black Mountain	2	Kingman, AZ	2011	Gas	45	UNSE	100.0	45
Valencia	1	Nogales, AZ	1989	Gas/Oil	14	UNSE	100.0	14
Valencia	2	Nogales, AZ	1989	Gas/Oil	14	UNSE	100.0	14
Valencia	3	Nogales, AZ	1989	Gas/Oil	14	UNSE	100.0	14
Valencia	4	Nogales, AZ	2006	Gas/Oil	21	UNSE	100.0	21
Gila River Power Station ⁽¹⁾	3	Gila Bend, AZ	2003	Gas	573	SRP	25.0	143
Utility-Owned Renewables	N/A	Various	2011-2017	Solar	11	UNSE	100.0	11
Total Capacity								307

⁽¹⁾ In 2023, Gila River Unit 3 turbine upgrades increased capacity by 23 MW for a total nominal capacity of 573 MW

Utility-Owned Renewable Resources

TEP owns 307 MW of renewable generation resources, has 3 MW of solar generation resources under development, and 200 MW of battery storage resources under development at its BESS Facility which is expected to be put into service the second half of 2025. UNS Electric owns 11 MW of solar generation capacity.

Renewable Power Purchase Agreements

TEP has renewable PPAs of 256 MW from solar resources and 179 MW from wind resources. The solar PPAs contain options that allow TEP to purchase all or part of the related facilities at a future date. In October 2023, TEP executed an amended and restated PPA for the Babacomari North solar facility, which is expected to be placed into service in 2025 and add 160 MW to TEP's renewable capacity. UNS Electric has renewable PPAs of 83 MW from solar resources and 10 MW from wind resources.

Gas Purchases

TEP and UNS Gas directly manage their gas supply and transportation contracts. The price for gas varies based on market conditions, which include weather, supply balance, economic growth rates and other factors. TEP and UNS Gas hedge their gas supply prices by entering into fixed-price forward contracts, collars, and financial swaps from time to time, up to three years in advance, with a view to hedging 70-90% of expected monthly energy volumes prior to the beginning of each month.

UNS Gas met peak demand of 115 TJ in 2023.

Central Hudson

Central Hudson is a regulated electric and gas transmission and distribution utility serving approximately 315,000 electricity customers and 90,000 natural gas customers in portions of New York State's Mid-Hudson River Valley. Central Hudson serves a territory comprising approximately 6,700 square km. Electric service is available throughout the territory, and natural gas service is provided in and around the cities of Poughkeepsie, Beacon, Newburgh, and Kingston, New York, and in certain outlying and intervening territories.

Central Hudson's electric transmission and distribution system consists of approximately 15,200 circuit km of line and met a peak demand of 1,046 MW in 2023.

Central Hudson's natural gas system consists of approximately 2,400 km of transmission and distribution pipelines and met a peak demand of 150 TJ in 2023.

Market and Sales

Central Hudson's electricity sales were 4,921 GWh in 2023 compared to 5,002 GWh in 2022. Natural gas sales volumes were 24 PJ in 2023 compared to 25 PJ in 2022. Revenue was \$1,360 million in 2023 compared to \$1,325 million in 2022.

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The following table compares the composition of Central Hudson's 2023 and 2022 revenue, electricity sales and natural gas volumes by customer class.

	Revenue (%)		GWh Sales (%)		PJ Volumes (%)	
	2023	2022	2023	2022	2023	2022
Residential	61.9	62.2	42.6	43.8	22.1	24.3
Commercial	29.4	28.5	39.4	37.8	28.3	31.5
Industrial	3.8	3.3	17.5	17.5	42.6	37.1
Wholesale ⁽¹⁾	1.2	1.6	0.5	0.9	7.0	7.1
Other ⁽²⁾	3.7	4.4	—	—	—	—
Total	100.0	100.0	100.0	100.0	100.0	100.0

⁽¹⁾ Includes sales for resale.

⁽²⁾ Other includes regulatory deferrals and revenue from sources other than from the sale of gas and electricity.

Power Supply

Central Hudson relies on purchased capacity and energy from third-party providers, together with its own minimal generating capacity, to meet the demands of its full-service customers.

Costs of electric and natural gas commodity purchases are recovered from customers, without earning a profit on these costs. Rates are reset monthly based on Central Hudson's actual costs to purchase the electricity and natural gas needed to serve its full-service customers.

FortisBC Energy

FortisBC Energy is the largest distributor of natural gas in British Columbia, serving approximately 1,087,000 residential, commercial, industrial, and transportation customers. FortisBC Energy provides transmission and distribution services to customers, and obtains natural gas and renewable gas supplies on behalf of most of its residential, commercial and industrial customers. Gas supplies are sourced primarily from northeastern BC and, through FortisBC Energy's Southern Crossing Pipeline, from Alberta. FortisBC Energy owns and operates approximately 51,600 km of natural gas pipelines and met a peak demand of 1,334 TJ in 2023.

Market and Sales

FortisBC Energy's natural gas sales volumes were 213 PJ in 2023 compared to 231 PJ in 2022. Revenue was \$1,955 million in 2023 compared to \$2,084 million in 2022.

The following table compares the composition of FortisBC Energy's 2023 and 2022 revenue and natural gas volumes by customer class.

	Revenue (%)		PJ Volumes (%)	
	2023	2022	2023	2022
Residential	56.2	56.9	36.2	37.7
Commercial	32.3	32.1	26.3	26.4
Industrial	7.4	7.1	9.4	8.2
Other ⁽¹⁾	4.1	3.9	28.1	27.7
Total	100.0	100.0	100.0	100.0

⁽¹⁾ Includes revenue and gas volumes from transportation customers. Due to the nature of transportation contracts, the percentage of revenue by customer category may not correlate with associated volumes.

Gas Purchase Agreements

To ensure supply of adequate resources for reliable natural gas deliveries to its customers, FortisBC Energy purchases natural gas supply from counterparties, including producers, aggregators and marketers. FortisBC Energy contracts for approximately 180 PJ of baseload and seasonal supply, of which the majority is sourced in northeastern British Columbia and transported on Westcoast Energy Inc.'s T-South pipeline system. The remainder is sourced in Alberta and transported on TC Energy's pipeline transportation system. FortisBC Energy purchased approximately 2.9 PJs of Renewable Natural Gas in 2023.

FortisBC Energy procures and delivers natural gas directly to core market customers. Transportation customers are responsible to procure and deliver their own natural gas to the FortisBC Energy system and FortisBC Energy then delivers the gas to the operating premises of these customers. FortisBC Energy contracts for transportation capacity on third-party pipelines, such as the T-South pipeline and the TC Energy pipeline, to transport gas supply from various market hubs to FortisBC Energy's system. These third-party pipelines are regulated by the Canada Energy Regulator. FortisBC Energy pays both fixed and variable charges for the use of transportation capacity on these pipelines, which are recovered through rates paid by FortisBC Energy's core market customers. FortisBC Energy contracts for firm transportation capacity to ensure it is able to meet its obligation to supply customers within its broad operating region under all reasonable demand scenarios.

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Gas Storage and Peak Shaving Arrangements

FortisBC Energy incorporates peak shaving and gas storage facilities into its portfolio to: (i) supplement contracted baseload and seasonal gas supply in the winter months, while injecting excess baseload supply to refill storage in the summer months; (ii) mitigate the risk of supply shortages during cooler weather and peak demand; (iii) manage the cost of gas during the winter months; and (iv) balance daily supply and demand on the distribution system during periods of peak use that occur during the winter months.

FortisBC Energy holds approximately 36 PJs of total storage capacity. FortisBC Energy owns Tilbury and Mount Hayes LNG peak shaving facilities, which provide on-system storage capacity and deliverability. FortisBC Energy also contracts for underground storage capacity and deliverability from parties in northeast British Columbia, Alberta and the Pacific Northwest of the U.S. On a combined basis, FortisBC Energy's Tilbury and Mount Hayes facilities, the contracted storage facilities and other peaking arrangements can deliver up to 0.83 PJs per day of supply to FortisBC Energy on the coldest days of the heating season. The heating season typically occurs during the period from December to February.

Mitigation Activities

FortisBC Energy engages in off-system sales activities that allow for the recovery or mitigation of costs of any unutilized supply and/or pipeline and storage capacity that is available once customers' daily load requirements are met.

Under the Gas Supply Mitigation Incentive Plan revenue sharing model approved by the BCUC, FortisBC Energy can earn an incentive payment for mitigation activities. Subject to the BCUC's approval, FortisBC Energy earned an incentive payment of approximately \$7.4 million for the gas contract year ending October 31, 2023.

The BCUC has approved extensions of the program through October 31, 2025.

Price-Risk Management Plan

FortisBC Energy engages in price-risk management activities to mitigate the impact on customer rates of fluctuations in natural gas prices. These activities include: (i) physical gas purchasing and storage strategies; (ii) quarterly commodity rate-setting and a deferral account mechanism; and (iii) the use of derivative instruments, which were implemented pursuant to a price-risk management plan approved by the BCUC, as discussed below.

In May 2023, FortisBC Energy filed its 2023 AECO/NIT Price Risk Mitigation Application to implement fixed price AECO/NIT hedges for the hedging term beginning in April 2024 and ending in March 2028 to mitigate the impact of rising prices at the AECO/NIT market hub and provide increased pricing diversity to the commodity supply portfolio. The BCUC approved the application in June 2023, and FortisBC Energy began implementing the fixed price AECO/NIT hedges in July 2023.

Unbundling

A Customer Choice program at FortisBC Energy allows eligible commercial and residential customers to buy their natural gas commodity supply from FortisBC Energy or from third-party marketers. FortisBC Energy continues to provide the delivery service of the natural gas to all its customers. For the year ended December 31, 2023, approximately 9% of eligible commercial customers and 4% of eligible residential customers purchased their commodity supply from alternate providers.

FortisAlberta

FortisAlberta is a regulated electricity distribution utility operating in Alberta. Its business is the ownership and operation of electric distribution facilities that distribute electricity, generated by other market participants, from high-voltage transmission substations to end-use customers. FortisAlberta is not involved in the generation, transmission or direct retail sale of electricity. FortisAlberta operates the electricity distribution system in a substantial portion of southern and central Alberta around and between the cities of Edmonton and Calgary, totalling approximately 90,500 circuit km of distribution lines. FortisAlberta's distribution network serves approximately 592,000 customers and met a peak demand of 2,643 MW in 2023.

Market and Sales

FortisAlberta's energy deliveries were 16,976 GWh in 2023 compared to 16,923 GWh in 2022. Revenue was \$738 million in 2023 compared to \$680 million in 2022.

The following table compares the composition of FortisAlberta's 2023 and 2022 revenue and energy deliveries by customer class.

	Revenue (%)		GWh Deliveries (%) ⁽¹⁾	
	2023	2022	2023	2022
Residential	43.7	44.3	28.6	28.5
Commercial	25.4	25.1	13.6	13.6
Industrial	18.3	18.3	57.8	57.9
Other ⁽²⁾	12.6	12.3	—	—
Total	100.0	100.0	100.0	100.0

⁽¹⁾ GWh percentages exclude FortisAlberta's GWh deliveries to "transmission-connected" customers. These deliveries were 6,571 GWh in 2023 and 6,695 GWh in 2022, based on an interim settlement that is expected to be finalized in May 2024, and consisted primarily of energy deliveries to large-scale industrial customers directly connected to the transmission grid.

⁽²⁾ Includes rate riders, deferrals and adjustments.

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Franchise Agreements

FortisAlberta customers located within a city, town, village or summer village boundary are served under franchise agreements between FortisAlberta and the respective customers' municipality of residence. FortisAlberta maintains standard franchise agreements with many municipalities throughout Alberta. Any franchise agreement that is not renewed at the expiry of the term continues in effect until either FortisAlberta or the municipality terminates it with the approval of the AUC. The *Municipal Government Act* (Alberta) provides municipalities an option to purchase FortisAlberta assets located within their municipal boundaries upon termination of a franchise agreement. FortisAlberta must be compensated if a franchise agreement is terminated, and the municipality subsequently exercises its option to purchase FortisAlberta distribution assets. In such a case, compensation would likely be determined based on a methodology approved by the AUC.

FortisAlberta holds franchise agreements with 163 municipalities within its service area. The franchise agreements include 10-year terms with an option to renew for up to two subsequent five-year terms. Notices to extend the franchise agreements expiring in 2024 have been or will be provided to affected municipalities prior to expiration.

FortisBC Electric

FortisBC Electric is an integrated regulated electric utility that owns hydroelectric generating plants, high voltage transmission lines and a large network of distribution assets located in the southern interior of British Columbia. FortisBC Electric serves approximately 191,000 customers and met a peak demand of 689 MW in 2023. FortisBC Electric's transmission and distribution assets include approximately 7,300 circuit km of transmission and distribution lines.

FortisBC Electric is also responsible for operation, maintenance and management services at the 493-MW Waneta hydroelectric generating facility owned by BC Hydro and the 340-MW Waneta Expansion, the 149-MW Brilliant hydroelectric plant, the 120-MW Brilliant hydroelectric expansion plant and the 185-MW Arrow Lakes generating station, all ultimately owned by Columbia Basin Trust and Columbia Power Corporation.

Market and Sales

Electricity sales were 3,478 GWh in 2023 compared to 3,542 GWh in 2022. Revenue was \$528 million in 2023 compared to \$487 million in 2022.

The following table compares the composition of FortisBC Electric's 2023 and 2022 revenue and electricity sales by customer class.

	Revenue (%)		GWh Sales (%)	
	2023	2022	2023	2022
Residential	48.9	50.0	37.9	39.5
Commercial	27.0	26.4	29.2	28.6
Industrial	11.3	11.0	16.0	15.3
Wholesale	12.8	12.6	16.9	16.6
Total	100.0	100.0	100.0	100.0

Generation and Power Supply

FortisBC Electric meets the electricity supply requirements of its customers through a mix of its own generation and PPAs. FortisBC Electric owns four regulated hydroelectric generating plants on the Kootenay River with an aggregate capacity of 225 MW, which provide approximately 41% of its energy needs and 27% of its peak capacity needs. FortisBC Electric meets the balance of its requirements through a portfolio of long-term and short-term PPAs.

FortisBC Electric's four hydroelectric generating facilities are governed by the multiparty CPA that enables the five separate owners of nine major hydroelectric generating plants, with a combined capacity of approximately 1,900 MW and located in relatively close proximity to each other, to coordinate the operation and dispatch of their generating plants.

The following table lists the plants and their respective capacity and owner.

Plant	Capacity (MW)	Owners
Canal Plant	580	BC Hydro
Waneta Dam	493	BC Hydro
Waneta Expansion	340	Waneta Expansion Power Corporation
Kootenay River System	225	FortisBC Electric
Brilliant Dam	149	Brilliant Power Corporation
Brilliant Expansion	120	Brilliant Expansion Power Corporation
Total	1,907	

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Brilliant Power Corporation, Brilliant Expansion Power Corporation, Teck Metals Ltd., Waneta Expansion Power Corporation and FortisBC Electric are collectively defined in the CPA as the entitlement parties. The CPA enables BC Hydro and the entitlement parties to generate more power from their respective generating plants than they could if they operated independently through coordinated use of water flows, subject to the 1961 *Columbia River Treaty* between Canada and the U.S., and coordinated operation of storage reservoirs and generating plants. Under the CPA, BC Hydro takes into its system all power actually generated by the plants listed in the table above. In exchange for permitting BC Hydro to determine the output of these facilities, each of the entitlement parties is contractually entitled to a fixed annual entitlement of capacity and energy from BC Hydro, which is based on 50-year historical water flows and the plants' generating capabilities. The entitlement parties receive their defined entitlements irrespective of actual water flows to the entitlement parties' generating plants. BC Hydro enjoys the benefits of the additional power generated through coordinated operation and optimal use of water flows. The entitlement parties benefit by knowing years in advance the amount of power that they will receive from their generating plants and, therefore, do not face hydrology variability in generation supply planning. However, FortisBC Electric retains rights to its original water licences and flows in perpetuity. Should the CPA be terminated, the output of FortisBC Electric's Kootenay River system plants would, with the water and storage authorized under its existing licences and on a long-term average, be approximately the same power output as FortisBC Electric receives under the CPA. The CPA does not affect FortisBC Electric's ownership of its physical generation assets. The CPA continues in force until terminated by any of the parties by giving no less than five years' notice at any time on or after December 31, 2030.

FortisBC Electric's remaining electricity supply is acquired primarily through long-term PPAs with a number of counterparties, including the Brilliant PPA, the BC Hydro PPA and the Waneta Expansion Capacity Agreement. Additionally, FortisBC Electric purchases capacity and energy from the market to meet its peak energy requirements and optimize its overall power supply portfolio. These market purchases provided approximately 9% of FortisBC Electric's energy supply requirements in 2023. FortisBC Electric's PPAs and market purchases have been accepted by the BCUC and prudently incurred costs thereunder flow through to customers through FortisBC Electric's electricity rates.

Other Electric

Other Electric consists of utilities in eastern Canada and the Caribbean as follows: Newfoundland Power; Maritime Electric; FortisOntario; a 39% equity investment in Wataynikaneyap Partnership; an approximate 60% controlling interest in Caribbean Utilities; FortisTCl; and a 33% equity investment in Belize Electricity.

Newfoundland Power is an integrated regulated electric utility and the principal distributor of electricity on the island portion of Newfoundland and Labrador. Maritime Electric is an integrated regulated electric utility and the principal distributor of electricity on PEI. FortisOntario primarily provides integrated electric utility service through its three regulated operating utilities primarily in Fort Erie, Cornwall, Gananoque, Port Colborne and the District of Algoma in Ontario.

The Wataynikaneyap Partnership has a mandate of connecting 17 remote First Nations Communities in Northwestern Ontario to the electricity grid. The partnership is equally owned by 24 First Nations communities (51%), in partnership with FortisOntario (39%) and Algonquin Power & Utilities Corp. (10%). FortisOntario, as project manager, is responsible for construction, management and operation of the transmission line. As at December 31, 2023, project construction was 98% complete, with 1,353 kilometers of transmission line and 14 substations energized, and ten First Nation communities connected to the electric grid. The project is on track to be completed in 2024.

Caribbean Utilities is an integrated regulated electric utility and the sole provider of electricity on Grand Cayman, Cayman Islands. FortisTCl is an integrated regulated electric utility on the Turks and Caicos Islands. Belize Electricity is an integrated electric utility and the principal distributor of electricity in Belize.

Both Wataynikaneyap Partnership and Belize Electricity are excluded from the following discussion as Fortis holds minority interests in these entities.

The following table sets out the customers, installed generating capacity, peak demand and kilometers of transmission and distribution lines for the segment.

	Customers	Peak Demand (MW)	T&D Lines (circuit km)	Generating Capacity (MW)	Resource Type(s)
Newfoundland Power	275,000	1,474	11,500	145	Hydroelectric, Gas, Diesel
Maritime Electric	89,000	359	6,700	90	Diesel
FortisOntario ⁽¹⁾	69,000	261	3,400	5	Natural Gas Cogeneration
Caribbean Utilities ⁽²⁾	34,000	124	700	166	Diesel
FortisTCl	17,000	50	700	88	Diesel, Solar
Total	484,000	2,268	23,000	494	

⁽¹⁾ FortisOntario also owns a 10% interest in certain regional electric distribution companies serving approximately 40,000 customers.

⁽²⁾ Includes 24 km of high-voltage submarine cable.

Market and Sales

Electricity sales attributable to Other Electric were 9,753 GWh in 2023 compared to 9,470 GWh in 2022. Revenue was \$1,761 million in 2023 compared to \$1,652 million in 2022.

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The following table compares the composition of revenue and electricity sales by customer class for Other Electric in 2023 and 2022.

	Revenue (%)		GWh Sales (%)	
	2023	2022	2023	2022
Residential	56.4	56.5	56.8	56.4
Commercial	37.6	38.3	39.9	40.3
Industrial	1.8	1.8	2.7	2.7
Other ⁽¹⁾	4.2	3.4	0.6	0.6
Total	100.0	100.0	100.0	100.0

⁽¹⁾ Includes revenue from sources other than from the sale of electricity.

Power Supply

Newfoundland Power

Approximately 93% of Newfoundland Power's energy requirements are purchased from NL Hydro with the remaining 7% generated by Newfoundland Power. The principal terms of the supply arrangements with NL Hydro are regulated by the PUB on a basis similar to that upon which Newfoundland Power's service to its customers is regulated.

NL Hydro charges Newfoundland Power for purchased power and includes charges for both demand and energy purchased. The demand charge is based on applying a rate to the peak-billing demand for the most recent winter season. The energy charge is a two-block charge with a higher second-block charge set to reflect NL Hydro's marginal cost of generating electricity.

Energy from the Muskrat Falls project supplies a significant portion of NL Hydro's electricity requirements, and in turn, Newfoundland Power's electricity requirements. All units of NL Hydro's Muskrat Falls generating facility have been released for service. The Labrador Island Link transmission line from Muskrat Falls in Labrador to Soldiers Pond on Newfoundland's southeast coast was officially commissioned on April 14, 2023.

While it has been commissioned and released for service, the reliability of supply from the Muskrat Falls project remains uncertain and is under review by the PUB as part of its ongoing Reliability and Resource Adequacy Study. In October 2022, NL Hydro filed an updated study with the PUB recommending, among other things, that its 490-megawatt Holyrood Thermal Generating Station remain operational until 2030 as backup generation in the event of an extended outage to the Labrador Island Link. The PUB's review is expected to continue throughout 2024.

Future increases in supply costs from NL Hydro, including costs associated with the Muskrat Falls project, are expected to increase electricity rates that Newfoundland Power charges to its customers. The final impact of the Muskrat Falls project on customer rates and the associated timing will remain unknown until the finalization of the provincial government's rate mitigation plans and NL Hydro's next general rate application. Any additional costs associated with extending the life of existing generating capacity or additional backup generating capacity on the island of Newfoundland could further increase supply costs and, in turn, further increase electricity rates for Newfoundland Power's customers.

Maritime Electric

Maritime Electric is interconnected to the Province of New Brunswick via four provincially owned submarine cables with a total capacity of 560 MW. The company purchases its energy requirements through energy purchase agreements with NB Power, a New Brunswick Crown corporation, and from renewable energy facilities owned by the PEI Energy Corporation. Company-owned on-island generation facilities totalling 90 MW are used primarily for peaking, submarine-cable loading issues and emergency purposes.

Maritime Electric has the following contracts with NB Power: (i) an energy supply agreement covering the period March 1, 2019 to December 31, 2026; (ii) a transmission capacity contract allowing Maritme Electric to reserve 30 MW of capacity to PEI expiring November 2032; and (iii) an entitlement agreement for approximately 4.55% of the output from NB Power's Point Lepreau Nuclear Generating Station for the life of the unit. Maritme Electric also has several renewable energy contracts with the PEI Energy Corporation for the purchase of energy for remaining periods ranging from one to 15 years.

As part of its entitlement agreement relating to the output of the Point Lepreau Nuclear Generating Station, Maritme Electric is required to pay its share of the unit's capital and operating costs.

FortisOntario

The power requirements of FortisOntario's service territories are met through various sources. Canadian Niagara Power purchases all its power requirements for Fort Erie and Port Colborne from the IESO, purchases approximately 83% of energy requirements for the Gananoque region from Hydro One Networks Inc., and purchases the remaining 17% from five hydroelectric generating plants owned by EO Generation LP. Algoma Power purchases its energy requirements primarily from the IESO. Under the Ontario Energy Board's Standard Supply Code, Canadian Niagara Power and Algoma Power must provide standard service supply to all its customers who do not choose to contract with an electricity retailer. This energy is provided to customers at either regulated or market prices.

Cornwall Electric purchases substantially all of its power requirements from Hydro-Québec Energy Marketing under a contract that expires in December 2030, and which provides a minimum of 537 GWh of energy per year and up to 145 MW of capacity at any one time.

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Caribbean Utilities

Caribbean Utilities relies upon in-house diesel-powered generation to produce electricity for its customers. Caribbean Utilities is party to primary and secondary fuel supply contracts with two different suppliers from whom it is committed to purchasing 60% and 40%, respectively, of its diesel fuel requirements for its diesel-powered generating plant. Caribbean Utilities executed two three-month fuel supply contract extensions in October 2023, which expired on January 1, 2024. New contracts are currently under negotiation and are expected to be finalized in February 2024.

FortisTCI

FortisTCI relies upon in-house diesel-powered generation to produce electricity for its customers. The company's generating capacity is expected to increase in 2024 due to the anticipated commissioning of: (i) a new Wartsila engine; and (ii) the Solar Plus BESS Microgrid project which was launched in 2023 and has an expected generation capacity of 1.2 MW. FortisTCI has installed 2.69 MW of rooftop solar in partnership with customers under its Utility Owned Renewable Energy Program.

FortisTCI continues to engage with the Government of the Turks and Caicos Islands on regulatory reform to enable further development of renewable energy resources.

FortisTCI has contracted with a major supplier for all its diesel fuel requirements for electricity generation. The current contract expires in August 2025.

Non-Regulated

Corporate and Other

Corporate and other captures expenses and revenues not specifically related to any reportable segment and those business operations that are below the required threshold for segmented reporting. This segment consists of non-regulated holding company expenses, as well as non-regulated long-term contracted generation assets in Belize. The generation assets include three hydroelectric generating facilities with a combined generating capacity of 51 MW, held through Fortis Belize, the output of which is sold to Belize Electricity under 50-year PPAs expiring in 2055 and 2060. This segment also includes results for Aitken Creek which was sold on November 1, 2023 with a March 31, 2023 effective date.

Market and Sales

Energy sales were 164 GWh in 2023 compared to 225 GWh in 2022. Revenue was \$84 million in 2023 compared to \$151 million in 2022 reflecting the disposition of Aitken Creek in 2023, and differences in mark-to-market accounting for natural gas derivatives held by Aitken Creek.

HUMAN RESOURCES

Fortis and its subsidiaries have 9,598 employees, with 53% in Canada, 42% in the U.S. and 5% in other countries. The following table provides the breakdown of employees by reportable segment.

	Employees	Participation in a Collective Agreement	Union(s)	Collective Agreement(s) Expiry Date(s)
Regulated Utilities				
ITC	747	None	—	—
UNS Energy	2,061	47 %	IBEW	June 2024 – June 2028
Central Hudson	1,193	53 %	IBEW	March 2024 – April 2026
FortisBC Energy ⁽¹⁾	2,143	59 %	IBEW, MoveUP	June 2023 – March 2027 ⁽²⁾
FortisAlberta	1,234	75 %	UUWA	December 2025
FortisBC Electric	571	67 %	IBEW, MoveUP	January 2023 – March 2027 ⁽³⁾
Other Electric	1,550	39 %	CUPE, IBEW, PWU	June 2022 – December 2026 ⁽⁴⁾
Non-Regulated				
Corporate and Other ⁽⁵⁾	99	None	—	—
Total	9,598	50 %		

⁽¹⁾ Includes employees at FHI.

⁽²⁾ The collective agreement with MoveUP, representing employees in administration and operations support, expired on June 30, 2023 and negotiations are ongoing. The collective agreement with MoveUP, representing customer service employees, was ratified in June 2023 and expires on March 31, 2027.

⁽³⁾ The collective agreement with MoveUP, representing employees in administration and operations support, expired on June 30, 2023 and negotiations are ongoing. The collective agreement with MoveUP, representing customer service employees, was ratified in June 2023 and expires on March 31, 2027. The collective agreement with the IBEW expired in January 2023 and negotiations are ongoing.

⁽⁴⁾ The collective agreement between Newfoundland Power and the IBEW expired in June 2022. A tentative collective agreement was reached on September 26, 2023, however, negotiations are ongoing. The collective agreement between Algoma Power and PWU expired in December 2023 and negotiations are ongoing.

⁽⁵⁾ Employees at Fortis Inc. and Fortis Belize.

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The Corporation's culture is built on safety, diversity and integrity. Fortis and its utilities respect their employees' freedom to associate and right to a fair wage, and strive to maintain positive and constructive relationships with labour associations and unions.

The Corporation's subsidiaries are required to develop and retain a skilled workforce for their operations. Many of the employees of the Corporation's utilities possess specialized skills and training and Fortis must compete in the marketplace for these workers. For information with respect to the Corporation's talent management strategy and practices, refer to the "Focus on Sustainability" section of the MD&A, which is incorporated by reference in this AIF and available on SEDAR+ and EDGAR.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that involve a claim for damages exceeding 10% of the Corporation's current assets in respect of which the Corporation is or was a party, or in respect of which any of the Corporation's property is or was the subject during the year ended December 31, 2023, nor are there any such proceedings known to the Corporation to be contemplated.

Information related to the Corporation's legal proceedings can be found in Note 27 of the Financial Statements, which are incorporated by reference in this AIF and available on SEDAR+ and EDGAR.

The Corporation's utilities operate under a cost of service regulation, in combination with performance-based rate-setting mechanisms in certain jurisdictions, and are regulated by the regulatory body in their respective operating jurisdiction.

During the year ended December 31, 2023, there have not been any: (i) penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Corporation that would likely be considered important to a reasonable investor in making an investment decision; or (iii) settlement agreements entered into by the Corporation before a court relating to securities legislation or with a securities regulatory authority.

For information with respect to the nature of regulation and material regulatory decisions and applications associated with each of the Corporation's utilities, refer to the "Regulatory Highlights - Significant Regulatory Matters" section of the MD&A and to Notes 2 and 8 of the Financial Statements, each of which are incorporated by reference in this AIF and available on SEDAR+ and EDGAR.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There were no directors or executive officers of the Corporation, or any associate or affiliate of a director or executive officer of the Corporation, with a material interest in any transaction within the three most recently completed financial years or during the current financial year that has materially affected the Corporation or is reasonably expected to materially affect the Corporation.

RISK FACTORS

For information with respect to the Corporation's business risks, refer to the "Business Risks" section of the MD&A, which is incorporated by reference in this AIF and available on SEDAR+ and EDGAR.

CYBERSECURITY

The Corporation and its utilities are at risk of cybersecurity threats, including cyber attacks, data breaches, cyber extortion or similar compromises, which may target operations, critical infrastructure assets, information systems and/or data. The Board and management of the Corporation oversee the Corporation's cybersecurity strategy, policies and practices, including the Corporation's cybersecurity policy and an enterprise-wide comprehensive CRMP. Similarly, each utility has adopted and implemented a cybersecurity policy and comprehensive CRMP. Each subsidiary board, or a designated committee of a subsidiary board, provides oversight of the subsidiary's information technology and operations technology use and protection, including, but not limited to, cybersecurity, data governance, privacy and compliance.

No risks have arisen from any past or present cybersecurity threats that materially affect, or are reasonably likely to materially affect, the Corporation's business strategy, results of operations or financial condition.

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Governance and Oversight

The Board, through the Governance and Sustainability Committee, oversees the Corporation's strategies and policies relating to Information Technology (IT) and Operations Technology (OT) infrastructure, as well as reviews the Corporation's cybersecurity risks and the measures taken to monitor or mitigate such exposures. The Governance and Sustainability Committee is responsible specifically for overseeing the Corporation's IT and OT infrastructure use and protection policies and practices, including in respect of cybersecurity, system integrity, data protection, privacy and compliance.

The Corporation's Executive Vice President, Operations and Innovation has oversight responsibilities for operations, cybersecurity and technology functions. The Vice President, CIO of the Corporation, who reports to the Executive Vice President, Operations and Innovation, coordinates the CRMP with the leaders of each subsidiary's IT group, including those identified as cybersecurity risk management leads. The Vice President, CIO has overall accountability for the operation of the CRMP. A summary of the relevant expertise of the Executive Vice President, Operations and Innovation and the Vice President, CIO of the Corporation is below:

Executive	Summary of Relevant Experience
Gary J. Smith	Mr. Smith has held a number of senior leadership positions with the Fortis group throughout his 35-year tenure including Executive Vice President, Eastern Canadian and Caribbean Operations of Fortis Inc.; President and Chief Executive Officer of Newfoundland Power; Vice President of Customer Operations and Engineering of Newfoundland Power; and Vice President of Operations and Engineering of FortisAlberta. He holds a Bachelor of Engineering (Electrical) from Memorial University of Newfoundland. Mr. Smith serves on the boards of FortisAlberta, FortisOntario, UNS Energy, Caribbean Utilities, FortisTCL and Fortis Belize. He is also Chair of the board of directors of Wataynikaneyap Power PM Inc. Mr. Smith is a former director of the Canadian Electricity Association and was elected as a Fellow of the Canadian Academy of Engineering in 2021. He is a member of the Association of Professional Engineers and Geoscientists of Newfoundland and the Steering Committee on Power Engineering for the Canadian Standards Association.
Ronald J. Hinsley	Mr. Hinsley has held several Information Technology leadership positions throughout his over 32 years in the utility industry. Key positions include CIO roles for United Energy (Melbourne, Australia), ITC Holdings (Novi, MI) and the Electric Reliability Council of Texas (ERCOT). Other key leadership positions include VP of Information Technology for Aquila Inc.'s U.S. utilities and Division Manager for Wolf Creek Nuclear Operating Corporation. Mr. Hinsley holds a Bachelor's degree from College of St. Mary's, Omaha, Nebraska, and has served on various non-profit boards and the CEO Advisory board for AMPEX Corporation, based in Colorado Springs, CO.

Management reports on matters related to information security, technology and cybersecurity to the Governance and Sustainability Committee at each quarterly meeting of the Committee. At least annually, the Governance and Sustainability Committee reviews, both with the Board and management, the Corporation's IT and OT risk exposures, including cybersecurity, system integrity, data and privacy risks, and the steps the Corporation has taken to monitor or mitigate such exposures around critical Corporation assets, including the Corporation's procedures and any related policies, such as cyber incident response plans, data and privacy risk assessments, security measures, system controls and testing, and cyber insurance coverage.

The Cybersecurity Executive Committee of the Corporation is chaired by the Vice President, CIO and its members include: the Executive Vice President, Chief Financial Officer, the Executive Vice President, Sustainability and Chief Legal Officer, the Executive Vice President, Operations and Innovation and the Senior Vice President, Capital Markets and Business Development. The Cybersecurity Executive Committee meets at least annually to review various cybersecurity matters which may include objectives, policies, risk assessments, metrics, and audits. The Vice President, CIO further ensures the Cybersecurity Executive Committee is updated regarding material changes to the CRMP throughout the year.

The Cybersecurity Policy requires that operating subsidiaries have a cybersecurity steering committee that meets a minimum of twice annually to review cybersecurity projects, objectives, policies, metrics, audits, and other matters that arise pertaining to cybersecurity risk management. Further, the Fortis CRMP requires each operating subsidiary to identify an individual responsible for cybersecurity risk management for that company. The Cybersecurity Policy requires the Corporation and each operating utility's cybersecurity risk management lead to provide updates on key risk items, the company's cybersecurity programs and disclosure of significant incidents or breaches at each regularly scheduled meeting of the committee or board with the applicable oversight.

Risk Management and Strategy

Under the CRMP, there is a Cybersecurity Risk Framework which establishes enterprise-wide cybersecurity risk management practices for the Corporation and its operating utilities that identifies and monitors cybersecurity risks, and provides insights for remediation of any risks that could lead to cybersecurity incidents throughout the company. The framework includes a process by which key cyber threats and vulnerabilities are identified and sorted by threat actors, motives, and potential attack path. Once threats or vulnerabilities are identified, the CRMP assesses and prioritizes them based on the likelihood and potential impact. Under this framework, operating utilities assess cybersecurity threats and set risk targets that are appropriate for their business.

The CRMP is incorporated into, and closely linked with, the overall Fortis Enterprise Risk Management Program. When the CRMP highlights a risk, the teams develop and implement a mitigation roadmap. Monitoring of the mitigation roadmap occurs to ensure the risk is mitigated at an acceptable level. Further, under the Cybersecurity Policy, operating utilities are required to have a cybersecurity incident response plan, which must include processes and escalation levels for classifying the severity and actual or potential impact of cybersecurity incidents.

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We use third parties to manage, monitor and assess cyber activities and cybersecurity risks. The use of third parties supplements the Corporation's internal team and provides unbiased assessments. The Corporation further utilizes a variety of tools and sources to oversee and detect risks from cybersecurity threats associated with our use of third-party service providers. These include external monitoring services and information provided by external information sharing services, such as United States and Canadian intelligence services, reputable cybersecurity raters and the Electricity Information Sharing and Analysis Center (E-ISAC) which is operated by NERC.

The CRMP addresses the requisite technical controls across our critical asset classes for all Fortis companies. The CRMP is aligned with the National Institute of Standards and Technology's (NIST) Cybersecurity Framework, the International Organization for Standardization's Security Standard (ISO 27001), the Standard of Good Practice for Information Security, and NERC's Critical Infrastructure Protection (NERC CIP) reliability standards. Our U.S. operating utilities are required to follow NERC CIP requirements, which include standards targeted at protecting critical information assets that operate the bulk electric system, and are audited on a regular basis by their governing regional transmission organization.

The Corporation employs a team of cybersecurity professionals with certifications in cybersecurity engineering and cybersecurity operational areas. Fortis continues to invest in training for all employees on the specific technologies utilized by the Corporation and professional development for cybersecurity professionals to keep their knowledge current. As the cybersecurity threat landscape continues to evolve, the Corporation continues to adapt its defensive strategy and deploy new technology, continue education of its user community and advance its protections from cybersecurity threats, leveraging threat intelligence and external industry practices for continuous improvement and refinement of the CRMP.

FOCUS ON SUSTAINABILITY

For further information with respect to the Corporation's sustainability program and practices, refer to the "Focus on Sustainability" section of the MD&A, which is incorporated by reference in this AIF and available on SEDAR+ and EDGAR.

Environmental Regulation and Contingencies

As part of the regulatory process, operating subsidiaries engage with stakeholders, including community groups, regulators and customers, to consult on the potential environmental impact of their operations. Fortis and its subsidiaries are subject to various federal, provincial, state and municipal laws, regulations and guidelines relating to the protection of the environment. Environmental compliance involves significant operating and capital costs. At the Corporation's regulated utilities, prudently incurred costs associated with environmental protection and compliance are generally eligible for recovery in customer rates.

The following environmental contingencies have been made as of December 31, 2023:

Mine Reclamation at Generation Facilities Not Operated by TEP. TEP pays ongoing reclamation costs related to coal mines that supply generation facilities in which TEP has an ownership interest but does not operate. TEP is permitted to fully recover these costs from customers and, accordingly, these costs are deferred as a regulatory asset for future recovery.

TEP is liable for a portion of final mine reclamation costs upon closure of the mines servicing the San Juan and Four Corners power stations. TEP's estimated share of final mine reclamation costs at Four Corners is \$8 million upon expiration of the related coal supply agreement, which expires in 2031. At December 31, 2023, TEP's estimated share of final mine reclamation costs at the San Juan generating station, which was retired in June 2022, was \$33 million.

Former Manufactured Gas Plant Facilities. Environmental regulations require Central Hudson to investigate sites at which Central Hudson or its predecessors once owned and/or operated manufactured gas plants and, if necessary, remediate these sites. Central Hudson accrues for remediation costs based on the amounts that can be reasonably estimated. As at December 31, 2023, an obligation of \$96 million was recognized. Central Hudson has notified its insurers and intends to seek reimbursement where insurance coverage exists. Further, as authorized by the New York Public Service Commission, Central Hudson is currently permitted to defer, for future recovery from customers, differences between actual costs for manufactured gas plant site investigation and remediation and the associated rate allowances.

CAPITAL STRUCTURE AND DIVIDENDS

Description of Capital Structure

The authorized share capital of the Corporation consists of an unlimited number of common shares without nominal or par value, an unlimited number of first preference shares without nominal or par value, and an unlimited number of second preference shares without nominal or par value.

As at February 8, 2024, the Corporation had issued and outstanding [490.6 million] common shares; 5.0 million First Preference Shares, Series F; 9.2 million First Preference Shares, Series G; 7.7 million First Preference Shares, Series H; 2.3 million First Preference Shares, Series I; 8.0 million First Preference Shares, Series J; 10.0 million First Preference Shares, Series K; and 24.0 million First Preference Shares, Series M.

For a summary of the terms and conditions of the Corporation's authorized securities, and trading information for the Corporation's publicly listed securities, refer to Exhibit "A" and Exhibit "B" of this AIF.

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Dividends and Distributions

The declaration and payment of dividends on the Corporation's common shares and first preference shares are at the discretion of the Board. Dividends on the common shares are typically paid quarterly, on the first day of March, June, September and December of each year. Dividends on the Corporation's First Preference Shares, Series F, G, H, I, J, K and M are typically also paid quarterly.

In September 2023, Fortis declared an increase in the 2023 fourth quarter dividend per common share of 4.4% to \$0.59 per share, or \$2.36 on an annualized basis. In December 2023 and February 2024, the Board declared first and second quarter 2024 dividends, respectively, on the common shares of \$0.59 per share and on the First Preference Shares, Series F, G, H, I, J, K and M in accordance with the applicable prescribed rate. The first and second quarter 2024 dividends on the common shares and the First Preference Shares, Series F, G, H, I, J, K and M are to be paid on March 1 and June 1, 2024 to holders of record as of February 16 and May 17, 2024, respectively.

The following table summarizes the dividends declared per share for each of the Corporation's class of shares for the past three years.

	2023	2022	2021
Common Shares	2.3100	2.2000	2.0800
First Preference Shares, Series F ⁽¹⁾	1.2250	1.2250	1.2250
First Preference Shares, Series G ⁽²⁾	1.3145	1.0983	1.0983
First Preference Shares, Series H ⁽³⁾	0.4588	0.4588	0.4588
First Preference Shares, Series I ⁽⁴⁾	1.5619	0.9157	0.3926
First Preference Shares, Series J ⁽¹⁾	1.1875	1.1875	1.1875
First Preference Shares, Series K ⁽⁵⁾	0.9823	0.9823	0.9823
First Preference Shares, Series M ⁽⁶⁾	0.9783	0.9783	0.9783

⁽¹⁾ The dividend rate on the First Preference Shares, Series F and First Preference Shares, Series J are fixed and do not reset.

⁽²⁾ The annual dividend per share was reset to \$1.5308 for the five-year period from September 1, 2023 up to but excluding September 1, 2028.

⁽³⁾ The annual dividend per share was reset to \$0.4588 for the five-year period from June 1, 2020 up to but excluding June 1, 2025.

⁽⁴⁾ The First Preference Shares, Series I are entitled to receive floating rate cumulative dividends, which rate will reset every quarter based on the then current three-month Government of Canada Treasury Bill rate plus 1.45%.

⁽⁵⁾ The annual dividend per share was reset to 1.3673 for the five-year period from March 1, 2024 to but excluding March 1, 2029.

⁽⁶⁾ The annual dividend per share was reset to \$0.9783 for the five-year period from December 1, 2019 to but excluding December 1, 2024.

For purposes of the enhanced dividend tax credit rules contained in the *Income Tax Act* (Canada) and any corresponding provincial and territorial tax legislation, all dividends paid on common and preference shares after December 31, 2005 by Fortis to Canadian residents are designated as "eligible dividends". Unless stated otherwise, all dividends paid by Fortis hereafter are designated as "eligible dividends" for the purposes of such rules.

Debt Covenant Restrictions on Dividend Distributions

The Trust Indenture pertaining to the Corporation's \$200 million Unsecured Debentures contains a covenant which provides that Fortis shall not declare or pay any dividends (other than stock dividends or cumulative preferred dividends on preferred shares not issued as stock dividends) or make any other distribution on its shares or redeem any of its shares or prepay subordinated debt if, immediately thereafter, its consolidated funded obligations would be in excess of 75% of its total consolidated capitalization.

The Corporation has a \$1.3 billion unsecured committed revolving corporate credit facility, maturing July 2028, and a US\$500 million non-revolving term credit facility, maturing May 2024, that are available for general corporate purposes. The credit facilities contain a covenant that provides that Fortis shall not: (i) declare, pay or make any ordinary course dividend except that in giving effect to the payment of such ordinary course dividend, it would not result in the Corporation's consolidated debt to consolidated capitalization ratio exceeding 70%; or (ii) declare, pay or make any restricted payments (including special or extraordinary dividends) if, immediately thereafter, its consolidated debt to consolidated capitalization ratio would exceed 65%.

As at December 31, 2023 and 2022, the Corporation was in compliance with its debt covenant restrictions pertaining to dividend distributions, as described above.

Credit Ratings

Credit ratings provide an opinion about the creditworthiness of an issuer and the issuer's capacity and willingness to meet its financial commitments on the obligation in accordance with its terms. Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities and are not recommendations to buy, sell or hold securities. The ratings assigned to securities issued by Fortis and its utilities are reviewed by the agencies on an ongoing basis. Ratings may be subject to revision or withdrawal at any time by the rating organization. The following table summarizes the Corporation's debt credit ratings as at February 8, 2024.

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Company/Security	DBRS Morningstar	S&P	Moody's
<i>Fortis</i>			
Unsecured Debt	A (low), Stable	BBB+	Baa3
Preference Shares	Pfd-2 (low), Stable	P-2	N/A
<i>Caribbean Utilities</i> - Unsecured Debt	A (low), Stable	BBB+	—
<i>Central Hudson</i> - Unsecured Debt ⁽¹⁾	—	BBB+	Baa1
<i>FortisAlberta</i> - Unsecured Debt	A (low), Stable	A-	Baa1
<i>FortisBC Electric</i>			
Secured Debt	A (low), Stable	—	—
Unsecured Debt	A (low), Stable	—	Baa1
Commercial Paper	R-1 (low), Stable	—	—
<i>FortisBC Energy</i>			
Unsecured Debt	A, Stable	—	A3
Commercial Paper	R-1 (low), Stable	—	—
<i>ITC Holdings</i>			
Unsecured Debt	—	BBB+	Baa2
Commercial Paper	—	A-2	Prime-2
<i>ITC Great Plains</i> - First Mortgage Bonds	—	A	A1
<i>ITC Midwest</i> - First Mortgage Bonds	—	A	A1
<i>ITC Transmission</i> - First Mortgage Bonds	—	A	A1
<i>Maritime Electric</i> - Secured Debt	—	A	—
<i>METC</i> - Secured Debt	—	A	A1
<i>Newfoundland Power</i> - First Mortgage Bonds	A, Stable	—	A2
<i>TEP</i>			
Unsecured Debt	—	A-	A3
Unsecured Bank Credit Facility	—	—	A3
<i>UNS Electric</i>			
Unsecured Debt	—	—	A3
Unsecured Bank Credit Facility	—	—	A3
<i>UNS Gas</i> - Unsecured Debt	—	—	A3

⁽¹⁾ *Central Hudson's senior unsecured debt is also rated by Fitch at 'A-'. Fitch rates long-term debt on a rating scale that ranges from AAA to C, which represents the range from highest to lowest quality of such securities. Fitch uses '+' or '-' designations to indicate the relative status of securities within a particular rating category. According to Fitch, a long-term obligation rated A denotes the expectation of low credit risk, with strong capacity for payment of financial commitments. The capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.*

In November 2023, S&P confirmed the Corporation's 'A-' issuer and 'BBB+' senior unsecured debt credit ratings and revised the issuer rating outlook for the Corporation and certain of its subsidiaries from stable to negative. S&P noted that the change reflects rising exposure to physical risks due to climate change. S&P also revised the funds from operations (FFO) to debt downgrade threshold for the Corporation from 10.5% to 12.0%.

The table below highlights rating category ranges from highest to lowest quality of such securities for the issuer's credit rating agencies.

Security	DBRS Morningstar	S&P	Moody's
Long-term debt	AAA to D ⁽¹⁾	AAA to D ⁽²⁾	Aaa to C ⁽⁵⁾
Short-term debt	R-1 to D ⁽¹⁾	A-1 to D ⁽³⁾	Prime-1 to Not Prime ⁽⁶⁾
Preference Shares	Pfd-1 to D	P-1 to D ⁽⁴⁾	N/A

⁽¹⁾ All rating categories contain subcategories of '(high)' or '(low)' other than AAA and D for long-term debt and below R-2 for short-term debt. The absence of either a '(high)' or '(low)' designation indicates the rating is in the middle of a category.

⁽²⁾ S&P uses '+' or '-' designations to indicate the relative standing of securities within a particular rating category. Such modifiers are not added to ratings below CCC or ratings at AAA.

⁽³⁾ Within only the A-1 category may certain obligations be designated with a '+', indicating that the issuer's capacity to meet its financial commitments under these obligations is extremely strong.

⁽⁴⁾ S&P uses 'high' or 'low' designations to indicate the relative standing of securities within a particular rating category. Such modifiers are not added to ratings below P-5.

⁽⁵⁾ Moody's applies numerical modifiers 1, 2 and 3 to each generic rating classification from Aa to Caa to indicate relative standing within such classification. The modifier 1 indicates that the security ranks at the higher end of its generic rating category, the modifier 2 indicates a mid-range ranking and the modifier 3 indicates a ranking at the lower end of that generic rating category.

⁽⁶⁾ Short-term obligations with a Not Prime rating do not fall within any of the Prime rating categories.

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DBRS

Long-term debt

According to DBRS Morningstar, a rating of A is assigned to a long-term debt instrument that has good credit quality, with the issuer having substantial capacity to pay its financial obligations, but credit quality is less than AA-rated instruments and may be vulnerable to future events, but qualifying negative factors are considered manageable.

Short-term debt

According to DBRS Morningstar, a rating of R-1 (low) means that the short-term debt obligation has good credit quality, with the issuer having substantial capacity to repay short-term debt obligations and may be vulnerable to future events, but qualifying negative factors are considered manageable. The overall strength of R-1 (low) rated instruments is not as favourable as those in higher rated categories.

Preference shares

According to DBRS Morningstar, a rating of Pfd-2 (low) means that the preference shares have good credit quality and although the protection of dividends and principal is substantial, earnings, the balance sheet and coverage ratios of Pfd-2 rated companies are not as strong as Pfd-1 rated companies.

S&P

Long-term debt

According to S&P, a rating of A is assigned to long-term debt instruments that are somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than those in higher-rated categories. However, the issuer's capacity to meet its financial obligations is still strong. Debt instruments rated BBB exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the issuer to meet its financial commitments on the obligation.

Short-term debt

According to S&P, a short-term obligation rated A-2 is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the issuer's capacity to meet its financial commitments on the short-term obligation is satisfactory.

Preference shares

According to S&P, a rating of P-2 means that the preference shares have adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the issuer to meet its financial commitments on the obligation.

Moody's

Long-term debt

According to Moody's, a rating of Baa is assigned to long-term debt instruments considered to be of medium-grade quality. Debt instruments rated Baa are subject to moderate credit risk and may possess certain speculative characteristics. Debt instruments rated A are considered upper-medium grade and are subject to low credit risk.

Short-term debt

According to Moody's, a rating of Prime-2 means that an issuer has a strong ability to repay short-term debt obligations.

The Corporation and/or each of its currently rated utilities pay DBRS Morningstar, S&P, Moody's and/or Fitch an annual monitoring fee and a one-time fee in connection with each rated issuance.

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DIRECTORS AND OFFICERS

The Board has governance guidelines that cover various items, including director tenure. The governance guidelines provide that Directors of the Corporation are to be elected for a term of one year and are eligible for re-election until the annual meeting of shareholders following the date they turn 72 or until they have served on the Board for 12 years, whichever is earlier. Exceptions may be made by the Board if it is in the best interests of the Corporation and the Director has received solid annual performance evaluations, has the necessary skills and experience and meets the other Board policies and legal requirements for Board service.

The following table sets out the name, province or state, and country of residence of each of the Directors of the Corporation and their principal occupations during the five preceding years. Each Director's current term expires at the next annual meeting of shareholders.

Name, Residence, Principal Occupation Within Five Preceding Years	Director Since	Committees ⁽¹⁾		
		AC	GS	HR
TRACEY C. BALL , British Columbia, Canada Corporate Director.	2014	●	●	
PIERRE J. BLOUIN , Quebec, Canada Corporate Director.	2015		C	●
LAWRENCE T. BORGARD , Florida, United States of America Corporate Director.	2017	●		●
MAURA J. CLARK , New York, United States of America Corporate Director.	2015	C		●
LISA CRUTCHFIELD , Pennsylvania, United States of America Corporate Director. Managing Principal of Hudson Strategic Advisors, LLC since 2012.	2022		●	●
MARGARITA K. DILLEY , District of Columbia, United States of America Corporate Director.	2016	●		●
JULIE A. DOBSON , Maryland, United States of America Corporate Director.	2018		●	C
LISA L. DUROCHER , Ontario, Canada Corporate Director. Executive Vice President, Financial and Emerging Services of Rogers Communications Inc. from January 2021 to June, 2023, and prior to that, Chief Digital Officer from June 2017 to January 2021.	2021	●	●	
DAVID G. HUTCHENS , Arizona, United States of America President and Chief Executive Officer of the Corporation.	2021		(2)	
GIANNA M. MANES , South Carolina, United States of America Corporate Director. President and Chief Executive Officer of ENMAX Corporation from 2012 to July 2020.	2021		●	●
DONALD R. MARCHAND , Alberta, Canada Corporate Director. Executive Vice-President of TC Energy from July to November 2021 and Chief Financial Officer of TC Energy and its predecessor TransCanada Corporation from 2010 until July 2021.	2023	●	●	
JO MARK ZUREL (Chair) , Newfoundland and Labrador, Canada Corporate Director. President of Stonebridge Capital Inc., a private investment company, from 2006 to March 2019.	2016	●	●	●

⁽¹⁾ Audit Committee, Governance and Sustainability Committee and Human Resources Committee. "C" represents Chair.

⁽²⁾ Mr. Hutchens does not serve on any of the committees because he is the President and Chief Executive Officer of the Corporation, but is invited to and attends all committee meetings.

Proceedings

From October 2018 until April 2021, Maura J. Clark served on the board of directors of Garrett Motion Inc. (Garrett), a NYSE listed company. On September 20, 2020, Garrett and certain affiliated companies filed petitions in the United States Bankruptcy Court for the Southern District of New York seeking relief under Chapter 11 of the United States Bankruptcy Code. Garrett emerged from the Chapter 11 proceedings in April 2021.

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The following table sets out the name, province or state, and country of residence of each of the executive officers of Fortis and indicates the office held and principal occupations of the executive officers during the five preceding years.

Name, Residence, Principal Occupation During the Five Preceding Years	Office
DAVID G. HUTCHENS , Arizona, United States of America President and Chief Executive Officer since January 2021. Chief Operating Officer from January 2020 to December 2020 and Executive Vice President, Western Utility Operations from January 2018 to January 2020. Chief Executive Officer of UNS Energy from January 2020 to December 2020 and President and Chief Executive Officer of UNS Energy from May 2014 to January 2020.	President and Chief Executive Officer
JOCELYN H. PERRY , Newfoundland and Labrador, Canada Executive Vice President, Chief Financial Officer since June 2018.	Executive Vice President, Chief Financial Officer
JAMES R. REID , Ontario, Canada Executive Vice President, Sustainability and Chief Legal Officer since July 2022. Executive Vice President, Chief Legal Officer and Corporate Secretary from March 2018 to June 2022.	Executive Vice President, Sustainability and Chief Legal Officer
GARY J. SMITH , Newfoundland and Labrador, Canada Executive Vice President, Operations and Innovation since January 2022, and Executive Vice President, Eastern Canadian and Caribbean Operations from June 2017 to December 2021.	Executive Vice President, Operations and Innovation
STUART I. LOCHRAY , Ontario, Canada Senior Vice President, Capital Markets and Business Development since September 2021. Various senior executive roles at Scotiabank in Houston, including Managing Director & Head, US Corporate Investment Banking from September 2019 to September 2021, Managing Director & Head, Power & Utilities, Corporate and Investment Banking from March 2019 to September 2019, and Managing Director & Co-Head, US Corporate Banking from April 2017 to March 2019.	Senior Vice-President, Capital Markets and Business Development
STEPHANIE A. AMAIMO , Michigan, United States of America Vice President, Investor Relations since October 2017.	Vice President, Investor Relations
JULIE M. AVERY , Newfoundland and Labrador, Canada Vice President, Controller since July 2022. Senior Director, Finance from September 2020 to June 2022. Director, Financial Planning & Strategic Initiatives from December 2019 to September 2020. Director, Executive Compensation from October 2017 to December 2019.	Vice President, Controller
TANYA N. FINLAY , Newfoundland and Labrador, Canada Vice President, People and Culture since July 2023. Director, Talent Management and Human Resources from September 2016 to July 2023.	Vice President, People and Culture
KAREN J. GOSSE , Newfoundland and Labrador, Canada Vice President, Finance since July 2022. Vice President, Controller from September 2021 to June 2022. Vice President, Treasury and Planning from April 2018 to September 2021.	Vice President, Finance
RONALD J. HINSLEY , Texas, United States of America Vice President, CIO since May 2019. Vice President, Information Technology and CIO of ITC Holdings from 2013 to December 2021.	Vice President, CIO
KEALEY D. MARTIN , Newfoundland and Labrador, Canada Vice President, Sustainability and Climate Strategy since July 2023. Director, Sustainability from November 2019 to July 2023. Director, Investor Relations from October 2017 to November 2019.	Vice President, Sustainability and Climate Strategy
KAREN M. MCCARTHY , Newfoundland and Labrador, Canada Vice President, Communications and Government Relations since March 2023. Vice President, Communications and Corporate Affairs from May 2018 to March 2023.	Vice President, Communications and Government Relations
REGAN P. O'DEA , Newfoundland and Labrador, Canada Vice President, General Counsel since May 2017.	Vice President, General Counsel
KEVIN D. WOODBURY , Newfoundland and Labrador, Canada Vice President, Innovation & Technology since July 2022. Director, Innovation & Technology from September 2021 to June 2022. Director, Business Development from November 2015 to September 2021.	Vice President, Innovation and Technology

The directors and executive officers of Fortis, as a group, beneficially own, directly or indirectly, or exercise control or direction over 364,236 common shares, representing 0.07% of the issued and outstanding common shares of Fortis. The common shares are the only voting securities of the Corporation.

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AUDIT COMMITTEE

Members

The members of the Corporation's Audit Committee are Maura J. Clark (Chair), Tracey C. Ball, Lawrence T. Borgard, Margarita K. Dilley, Lisa L. Durocher, Donald R. Marchand and Jo Mark Zurel. All members of the Audit Committee are independent and financially literate as those terms are defined by Canadian and U.S. securities laws and TSX and NYSE requirements. In addition, the Board has determined that Tracey C. Ball, Maura J. Clark, Margarita K. Dilley, Donald R. Marchand and Jo Mark Zurel are financial experts and has designated each of them as "audit committee financial experts" under U.S. securities laws.

The Corporation's Audit Committee Mandate, effective as of January 1, 2023 is attached as Exhibit "C" to this AIF.

Education and Experience

The education and experience of each Audit Committee member that is relevant to such member's responsibilities as a member of the Audit Committee are set out below.

Committee Member	Relevant Education and Experience
MAURA J. CLARK (Chair)	Ms. Clark retired from Direct Energy, a subsidiary of Centrica plc, in March 2014 where she was President of Direct Energy Business, a leading energy retailer in Canada and the U.S. Previously Ms. Clark was Executive Vice President of North American Strategy and Mergers and Acquisitions for Direct Energy. Ms. Clark's prior experience includes investment banking and serving as Chief Financial Officer of an independent oil refining and marketing company. Ms. Clark graduated from Queen's University with a Bachelor of Arts in Economics. She is a member of the Association of Chartered Professional Accountants of Ontario.
TRACEY C. BALL	Ms. Ball retired in September 2014 as Executive Vice President and Chief Financial Officer of Canadian Western Bank Group. Ms. Ball has served on several private and public sector boards, including the Province of Alberta Audit Committee and the Financial Executives Institute of Canada. She graduated from Simon Fraser University with a Bachelor of Arts (Commerce). She is a member of the Chartered Professional Accountants of Alberta and the Chartered Professional Accountants of British Columbia. Ms. Ball was elected as a Fellow of the Chartered Professional Accountants of Alberta in 2007. She holds an ICD.D designation from the Institute of Corporate Directors.
LAWRENCE T. BORGARD	Mr. Borgard retired from Integrys Energy Group in 2015 where he was President and Chief Operating Officer and the Chief Executive Officer of each of Integrys' six regulated electric and natural gas utilities. Mr. Borgard graduated from Michigan State University with a Bachelor of Science (Electrical Engineering) and the University of Wisconsin-Oshkosh with an MBA. He also attended the Advanced Management Program at Harvard University Business School.
MARGARITA K. DILLEY	Ms. Dilley retired from ASTROLINK International LLC in 2004, an international wireless broadband telecommunications company, where she was Vice President and Chief Financial Officer. Ms. Dilley's prior experience includes serving as Director, Strategy & Corporate Development as well as Treasurer for Intelsat. Ms. Dilley graduated from Cornell University with a Bachelor of Arts, from Columbia University with a Master of Arts and from Wharton Graduate School, University of Pennsylvania with an MBA.
LISA L. DUROCHER	Ms. Durocher retired in June 2023 from her position leading Financial and Emerging Services at Rogers Communications. Prior to this role, Ms. Durocher was the Chief Digital Officer at Rogers. Prior to joining Rogers 7 years ago, Ms. Durocher held several senior leadership positions over 15 years at American Express in New York City, including leading global product and marketing organizations in digital payments, charge cards and travel. Ms. Durocher is a graduate of Wilfrid Laurier University's Business Administration program and also sits on the board of Rogers Bank.
DONALD R. MARCHAND	Mr. Marchand was Executive Vice President of TC Energy, a leading North American energy infrastructure company, from July 2021 until his retirement in November 2021. He served as Chief Financial Officer of TC Energy and its predecessor, TransCanada Corporation, from 2010 until July 2021, with additional responsibility for Strategy and Corporate Development from 2015 to 2017 and from 2020 to 2021. During his 27-year tenure with the company, Mr. Marchand led many of its financial functions, including treasury, finance, accounting, taxation, risk management and investor relations. Mr. Marchand graduated from the University of Manitoba with a Bachelor of Commerce degree and subsequently qualified as a Chartered Accountant and Chartered Financial Analyst. He is a member of the Institute of Chartered Professional Accountants of Alberta, the CFA Institute and the Calgary Society of Financial Analysts.
JO MARK ZUREL	Mr. Zurel was the president of Stonebridge Capital Inc., a private investment company, from 2006 to March 2019. From 1998 to 2006, Mr. Zurel was Senior Vice-President and Chief Financial Officer of CHC Helicopter Corporation. Mr. Zurel graduated from Dalhousie University with a Bachelor of Commerce and is a Fellow of the Association of Chartered Professional Accountants of Newfoundland and Labrador. He holds an ICD.D designation from the Institute of Corporate Directors.

Pre-Approval Policies and Procedures

The Audit Committee has established a policy that requires pre-approval of all audit and non-audit services provided to the Corporation and its subsidiaries by the Corporation's external auditor. The Pre-Approval Policy for Independent Auditor Services describes the services that may be contracted from the external auditor and the related limitations and authorization procedures. This policy defines prohibited services, including but not limited to bookkeeping, valuations, internal audit and management functions, which may not be contracted from the external auditor and establishes an annual limit for permissible non-audit services not greater than the total fee for audit services. Audit Committee pre-approval is required for all services provided by the external auditor.

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External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors during each of the last two fiscal years are set out in the following table.

(\$ thousands)	Description of Fee Category	Deloitte LLP	
		2023	2022
Audit Fees	Core audit services	10,807	9,837
Audit-Related Fees	Assurance and related services that are reasonably related to the audit or review of the Financial Statements and are not included under Audit Fees	1,582	1,398
Tax Fees	Services related to tax compliance, planning and advice	10	92
All Other Fees	Services which are not Audit Services, Audit-Related Fees or Tax Fees	99	11
Total		12,498	11,338

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar in Canada for the common shares and first preference shares of Fortis is Computershare Trust Company of Canada in Montréal and Toronto.

The co-transfer agent and co-registrar in the U.S. for the common shares is Computershare Trust Company, N.A. in Canton, MA, Jersey City, NJ and Providence, RI.

Computershare Trust Company of Canada
8th Floor, 100 University Avenue
Toronto, ON M5J 2Y1
T: 514.982.7555 or 1.866.586.7638
F: 416.263.9394 or 1.888.453.0330
W: www.investorcentre.com/fortisinc

Computershare Trust Company, N.A.
Attn: Shareholder Services
Overnight Mail Delivery: 4150 Royall Street, Canton, MA 02021
Regular Mail Delivery (U.S. Shareholders): P.O. Box 43078, Providence, RI 02940-3078
Regular Mail Delivery (Shareholders outside the U.S.): P.O. Box 43006, Providence, RI 02940-3006
T: 1.781.575.2000 or 1.877.373.6374
F: 1.781.575.2044
E: service@computershare.com

INTERESTS OF EXPERTS

Deloitte LLP is independent with respect to the Corporation within the meaning of the U.S. Securities Act of 1933 and the applicable rules and regulations thereunder adopted by the SEC and the Public Company Accounting Oversight Board (United States) and within the meaning of the rules of professional conduct of the Chartered Professional Accountants of Newfoundland and Labrador.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on the Corporation's website at www.fortisinc.com, on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov. The information contained on, or accessible through, any of these websites is not incorporated by reference into this document unless otherwise stated.

Additional financial information is provided in the Corporation's MD&A and Financial Statements, which are incorporated by reference in this AIF and can be found on the Corporation's website at www.fortisinc.com, on SEDAR+ and on EDGAR.

Further additional information, including officers' and directors' remuneration and indebtedness, principal holders of the securities of Fortis, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Management Information Circular of Fortis dated March 17, 2023 for the May 4, 2023 annual and special meeting of shareholders.

Requests for additional copies of the above-mentioned documents, as well as this 2023 AIF, should be directed to the Corporate Secretary, Fortis, P.O. Box 8837, St. John's, NL, A1B 3T2 (telephone: 709.737.2800).

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EXHIBIT A: SUMMARY OF TERMS AND CONDITIONS OF AUTHORIZED SECURITIES

Common Shares

Dividends on common shares are declared at the discretion of the Board. Holders of common shares are entitled to dividends on a pro rata basis if, as, and when declared by the Board. Subject to the rights of the holders of the first preference shares and second preference shares and any other classes of shares of the Corporation entitled to receive dividends in priority to or ratably with the holders of the common shares, the Board may declare dividends on the common shares to the exclusion of any other classes of shares of the Corporation.

On the liquidation, dissolution or winding-up of Fortis, holders of common shares are entitled to participate ratably in any distribution of assets of Fortis, subject to the rights of holders of first preference shares and second preference shares and any other classes of shares of the Corporation entitled to receive the assets of the Corporation on such a distribution in priority to or ratably with the holders of the common shares.

Holders of the common shares are entitled to receive notice of and to attend all annual and special meetings of the shareholders of Fortis, other than separate meetings of holders of any other classes or series of shares, and are entitled to one vote in respect of each Common Share held at such meetings.

Preference Shares

First Preference Shares

The following is a summary of the material rights, privileges, conditions and restrictions attached to the first preference shares as a class. The specific terms of the first preference shares, including the currency in which first preference shares may be purchased and redeemed and the currency in which any dividend is payable, if other than Canadian dollars, and the extent to which the general terms described herein apply to those first preference shares, is or will be as set forth in the applicable articles of amendment of Fortis relating to such series.

Issuance in Series

The Board may from time to time issue first preference shares in one or more series. Prior to issuing shares in a series, the Board is required to fix the number of shares in the series and determine the designation, rights, privileges, restrictions and conditions attaching to that series of first preference shares.

Priority

The shares of each series of first preference shares rank on a parity with the first preference shares of every other series and in priority to all other shares of Fortis, including the second preference shares, as to the payment of dividends, return of capital and the distribution of assets in the event of the liquidation, dissolution or winding-up of Fortis, whether voluntary or involuntary, or any other distribution of the assets of Fortis among its shareholders for the purpose of winding-up its affairs.

Each series of first preference shares participates ratably with every other series of first preference shares in respect of accumulated cumulative dividends and returns of capital, if any, cumulative dividends, whether or not declared and any amount payable on the return of capital in respect of a series of first preference shares, if not paid in full.

Voting

The holders of the first preference shares are not entitled to any voting rights as a class except to the extent that voting rights may from time to time be attached to any series of first preference shares, and except as provided by law or as described below under the heading "Modification". At any meeting of the holders of first preference shares, each holder shall have one vote in respect of each first preference share held.

Redemption

Subject to the provisions of the *Corporations Act* (Newfoundland and Labrador) and any provisions relating to any particular series, Fortis, upon giving proper notice, may redeem out of capital or otherwise at any time, or from time to time, the whole or any part of the then outstanding first preference shares of any one or more series on payment for each such first preference share at such price or prices as may be applicable to such series. Subject to the foregoing, if only a part of the then outstanding first preference shares of any particular series is at any time redeemed, the shares to be redeemed will be selected by lot in such manner as the directors or the transfer agent for the first preference shares, if any, decide, or if the directors so determine, may be redeemed pro rata, disregarding fractions.

Modification

The class provisions attached to the first preference shares may only be amended with the prior approval of the holders of the first preference shares, in addition to any other approvals required by the *Corporations Act* (Newfoundland and Labrador) or any other statutory provisions of like or similar effect in force from time to time.

The approval of the holders of the first preference shares with respect to any and all matters may be given by at least two-thirds of the votes cast at a meeting of the holders of the first preference shares duly called for that purpose.

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First Preference Shares Authorized and Outstanding

The following table summarizes the series of first preference shares as of February 8, 2024.

	Authorized	Issued and Outstanding	Initial Yield (%)	Annual Dividend (\$) ⁽¹⁾	Reset Dividend Yield (%)	Redemption and/or Conversion Option Date ⁽²⁾	Redemption Value (\$)	Right to Convert on a One for One Basis
Perpetual Fixed Rate								
Series F	5,000,000	5,000,000	4.90	1.2250	—	Currently Redeemable	25.00	—
Series J	8,000,000	8,000,000	4.75	1.1875	—	Currently Redeemable	25.00	—
Fixed Rate Reset ⁽³⁾								
Series G	9,200,000	9,200,000	5.25	1.5308	2.13	September 1, 2028	25.00	—
Series H ⁽⁴⁾	10,000,000	7,665,082	4.25	0.4588	1.45	June 1, 2025	25.00	Series I
Series K ⁽⁵⁾	12,000,000	10,000,000	4.00	0.9823	2.05	March 1, 2029	25.00	Series L
Series M ⁽⁴⁾	24,000,000	24,000,000	4.10	0.9783	2.48	December 1, 2024	25.00	Series N
Floating Rate Reset ^{(4) (6)}								
Series I	10,000,000	2,334,918	2.10	—	1.45	June 1, 2025	25.00	Series H
Series L	12,000,000	—	—	—	—	—	—	Series K
Series N	24,000,000	—	—	—	—	—	—	Series M

⁽¹⁾ Holders are entitled to receive a fixed or floating cumulative quarterly cash dividend as and when declared by the Board, payable in equal installments on the first day of each quarter.

⁽²⁾ On or after the specified redemption dates, the Corporation has the option to redeem for cash the outstanding first preference shares, in whole or in part, at the specified per share redemption value plus all accrued and unpaid dividends up to but excluding the dates fixed for redemption, and in the case of the first preference shares that reset, on every fifth anniversary date thereafter.

⁽³⁾ On the redemption and/or conversion option date, and on each five-year anniversary thereafter, the reset annual dividend per share will be determined by multiplying \$25.00 per share by the annual fixed dividend rate, which is the sum of the five-year Government of Canada Bond Yield on the applicable reset date, plus the applicable reset dividend yield.

⁽⁴⁾ On each conversion option date, the holders have the option, subject to certain conditions, to convert any or all of their shares into an equal number of Cumulative Redeemable first preference shares of a specified series.

⁽⁵⁾ The annual dividend per share of the First Preference Shares, Series K was reset from 0.9823 to 1.3673 for a five year period from March 1, 2024 up to, but excluding, March 1, 2029.

⁽⁶⁾ The floating quarterly dividend rate will be reset every quarter based on the then current three-month Government of Canada Treasury Bill rate plus the applicable reset dividend yield.

Second Preference Shares

The rights, privileges, conditions and restrictions attaching to the second preference shares are substantially identical to those attaching to the first preference shares, except that the second preference shares are junior to the first preference shares with respect to the payment of dividends, repayment of capital and the distribution of assets of Fortis in the event of a liquidation, dissolution or winding up of Fortis.

The specific terms of the second preference shares, including the currency in which second preference shares may be purchased and redeemed and the currency in which any dividend is payable, if other than Canadian dollars, and the extent to which the general terms described herein apply to those second preference shares, will be as set forth in the applicable articles of amendment of Fortis relating to such series.

As of February 8, 2024, there were no second preference shares issued and outstanding.

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EXHIBIT B: MARKET FOR SECURITIES

Common Shares

The common shares are traded on the TSX in Canada, and on the NYSE in the U.S., in each case under the symbol FTS. The following table sets forth the reported high and low trading prices and trading volumes, on a monthly basis for the year ended December 31, 2023, for the common shares on the TSX and NYSE in Canadian Dollars and U.S. Dollars, respectively.

Month	2023 Trading Prices and Volumes – Common Shares					
	TSX			NYSE		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	56.68	54.24	40,537,884	42.35	39.83	8,732,285
February	56.10	53.48	48,289,215	41.97	39.51	13,178,759
March	58.10	53.04	44,137,382	42.97	38.37	13,905,557
April	60.64	56.58	25,489,960	45.03	42.07	8,645,453
May	62.00	56.49	45,417,587	46.28	41.49	16,688,677
June	58.31	55.31	32,303,625	43.33	41.96	10,944,557
July	57.93	54.96	24,660,441	43.84	41.43	10,086,402
August	56.52	52.72	40,997,838	42.51	39.00	14,157,311
September	56.59	51.26	26,609,688	42.01	37.88	14,780,061
October	55.89	49.82	34,191,233	40.84	36.30	23,108,286
November	57.73	53.45	36,083,014	42.17	39.41	15,672,045
December	56.12	53.47	25,430,555	41.76	39.47	14,080,292

Preference Shares

The First Preference Shares, Series F; First Preference Shares, Series G; First Preference Shares, Series H; First Preference Shares, Series I; First Preference Shares, Series J; First Preference Shares, Series K; and First Preference Shares, Series M of Fortis are listed on the TSX under the symbols FTS.PR.F; FTS.PR.G; FTS.PR.H; FTS.PR.I; FTS.PR.J; FTS.PR.K and FTS.PR.M, respectively.

The following tables set forth the reported high and low trading prices and volumes for the First Preference Shares, Series F; First Preference Shares, Series G; First Preference Shares, Series H; First Preference Shares, Series I; First Preference Shares, Series J; First Preference Shares, Series K; and First Preference Shares, Series M on a monthly basis for the year ended December 31, 2023.

Month	2023 Trading Prices and Volumes – First Preference Shares					
	First Preference Shares, Series F			First Preference Shares, Series G		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	21.45	19.42	60,578	18.48	17.17	139,880
February	21.38	20.00	45,695	19.00	18.16	223,964
March	20.96	19.89	71,422	18.87	17.00	84,073
April	21.10	20.46	39,596	18.48	17.19	49,260
May	20.70	19.75	38,494	18.12	16.70	74,654
June	20.48	19.46	41,843	18.95	16.92	128,759
July	19.77	19.15	51,483	19.47	18.31	239,406
August	20.10	19.15	74,565	19.35	18.50	300,384
September	19.82	19.25	50,426	19.17	18.20	309,955
October	19.47	17.62	52,811	19.12	17.85	374,761
November	19.50	18.00	57,663	20.05	18.40	218,364
December	19.46	18.10	62,723	20.62	19.05	249,249

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Month	First Preference Shares, Series H			First Preference Shares, Series I		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	13.85	12.22	10,148	16.32	15.00	22,096
February	13.84	13.00	41,836	17.30	15.95	22,203
March	13.21	12.07	105,046	17.00	15.35	270,429
April	13.00	12.49	149,134	16.48	15.50	16,802
May	12.90	11.65	58,546	15.60	14.45	13,755
June	12.50	11.89	90,754	15.68	14.55	8,164
July	13.25	12.50	83,265	15.40	14.99	55,405
August	13.20	12.30	97,555	15.95	14.91	56,380
September	12.62	12.01	62,658	15.20	14.75	18,731
October	12.64	12.17	84,358	15.36	14.71	114,395
November	13.72	12.40	50,222	15.50	14.71	162,040
December	13.23	12.53	107,256	15.37	14.66	59,038

Month	First Preference Shares, Series J			First Preference Shares, Series K		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	20.99	18.97	70,426	17.20	15.68	63,542
February	20.85	19.53	38,420	17.58	16.94	100,862
March	20.35	19.20	81,616	16.93	15.29	96,664
April	20.36	19.67	48,777	16.89	15.82	42,765
May	20.01	18.93	67,293	17.05	15.18	51,197
June	19.67	18.90	102,783	16.75	15.33	114,916
July	19.06	18.50	91,480	17.34	16.26	129,420
August	19.28	18.10	97,101	17.50	16.35	168,743
September	18.79	18.25	231,573	17.50	16.35	258,951
October	18.67	17.03	79,273	17.45	16.51	112,263
November	19.00	17.43	162,440	18.39	16.79	141,940
December	18.86	17.61	124,829	18.09	16.71	53,711

Month	First Preference Shares, Series M		
	High (\$)	Low (\$)	Volume
January	18.35	16.53	130,094
February	18.40	17.71	152,728
March	17.78	16.16	176,082
April	17.39	16.41	153,179
May	17.00	15.60	124,912
June	16.90	16.35	436,994
July	17.69	16.58	274,112
August	17.30	16.21	309,295
September	17.00	16.30	304,450
October	17.00	16.25	515,076
November	17.70	16.70	94,093
December	17.67	16.81	226,667

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EXHIBIT C: AUDIT COMMITTEE MANDATE (effective January 1, 2023)

1.0 PURPOSE AND AUTHORITY

- 1.1 The purpose of the Committee is to advise and assist the Board in fulfilling its oversight responsibilities relating to, among other things:
 - a. the integrity of the Corporation's financial statements, financial disclosures and internal controls over financial reporting and disclosure controls and procedures;
 - b. the Corporation's compliance with related legal and regulatory requirements;
 - c. the qualifications, independence and performance of the Independent Auditor and Internal Auditor, together with the compensation of the Independent Auditor;
 - d. the Corporation's ERM Program and the management and mitigation of significant risks identified thereunder;
 - e. the related policies of the Corporation set out herein; and
 - f. other matters set out herein or otherwise delegated to the Committee by the Board.
- 1.2 Consistent with this purpose, the Committee shall encourage continuous improvement of, and foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee shall also provide for open communication among the Independent Auditor, the Internal Auditor, Management and the Board.
- 1.3 To perform its duties and responsibilities, the Committee has the authority to: (i) conduct investigations into any matters within its scope of responsibility; (ii) have unrestricted access to information, management and employees and books and records of the Corporation and its affiliates; and (iii) directly access and communicate with the Independent Auditor and Internal Auditor.

2.0 DEFINITIONS

- 2.1 In this Mandate:
 - a. **"Board"** means the board of directors of the Corporation;
 - b. **"Chair"** means the Chair of the Committee;
 - c. **"Committee"** means the audit committee of the Board;
 - d. **"Core Audit Services"** means services necessary to: (i) audit the Corporation's annual consolidated or non-consolidated financial statements; (ii) review the Corporation's condensed consolidated interim financial statements; and (iii) audit internal controls over financial reporting in accordance with the requirements of all applicable laws, regulations and professional standards;
 - e. **"Corporation"** means Fortis Inc.;
 - f. **"CPAB"** means the Canadian Public Accountability Board or its successor;
 - g. **"Director"** means a member of the Board;
 - h. **"ERM Program"** means the Corporation's Enterprise Risk Management Program that incorporates an effective risk management framework to identify, evaluate, manage, monitor and communicate key corporate risks;
 - i. **"Financial Expert"** means an "audit committee financial expert" as defined in SEC Regulation S-K;
 - j. **"Financially Literate"** means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be present in the Corporation's financial statements;
 - k. **"Governance and Sustainability Committee"** means the governance and sustainability committee of the Board;

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- l. **"Independent"** means, in the context of a Member and in accordance with all applicable laws and stock exchange requirements, being free from any direct or indirect material relationship with the Corporation and its subsidiaries which, in the view of the Board, could reasonably be expected to interfere with the exercise of a Member's independent judgment;
- m. **"Independent Auditor"** means the firm of chartered professional accountants, registered with the CPAB and the PCAOB, and appointed by the shareholders to act as external auditor;
- n. **"Internal Auditor"** means the person(s) employed or engaged by the Corporation to perform the internal audit function of the Corporation;
- o. **"Management"** means the senior officers of the Corporation;
- p. **"Mandate"** means this mandate of the Committee;
- q. **"MD&A"** means the Corporation's management discussion and analysis prepared in accordance with the requirements of National Instrument 51-102 and the SEC in respect of the Corporation's annual consolidated and interim condensed consolidated financial statements;
- r. **"Member"** means a Director appointed to the Committee;
- s. **"NYSE"** means the New York Stock Exchange;
- t. **"PCAOB"** means the Public Company Accounting Oversight Board or its successor;
- u. **"Related Party Transactions"** means those transactions required to be disclosed under Items 404(a) and 404(b) of SEC Regulation S-K and required to be evaluated by an appropriate group within the Corporation pursuant to Section 314.00 of the NYSE Listed Company Manual and all applicable laws and stock exchange requirements which include, without limitation, transactions between: (i) executive officers, directors, principal shareholders or their immediate family members; and (ii) the Corporation or any of its subsidiaries; and
- v. **"SEC"** means the United States Securities and Exchange Commission.

3.0 ESTABLISHMENT AND COMPOSITION OF COMMITTEE

- 3.1 The Committee shall be comprised of three (3) or more Directors, each of whom is Independent and Financially Literate. No Member may be a member of Management or an employee of the Corporation or of any affiliate of the Corporation. The Board shall appoint to the Committee at least one (1) Director who is a Financial Expert.
- 3.2 Members shall be appointed annually by the Board, or as otherwise necessary, provided, however, that each Director serving as a Member shall continue to serve until such Member resigns, is removed or has a successor appointed.
- 3.3 The Board may appoint a Member to fill a vacancy which occurs on the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining Members shall exercise all of the powers of the Committee so long as at least three (3) Members remain in office.
- 3.4 Any Member may be removed from the Committee or replaced by a resolution of the Board.
- 3.5 No Member shall serve on more than three (3) public company audit committees (inclusive of the Corporation) without the prior approval of the Board.
- 3.6 The Board shall appoint a Chair on the recommendation of the Corporation's Governance and Sustainability Committee, or such other committee as the Board may authorize. The Chair shall continue in that role until a successor is appointed. The Board shall periodically rotate the Chair and shall make reasonable efforts to rotate the Chair every four (4) years.

4.0 COMMITTEE MEETINGS

- 4.1 The Committee shall meet at least quarterly and at such other times as it deems appropriate. Meetings of the Committee shall be held at the call of: (i) the Chair; (ii) any two Members; or (iii) the Independent Auditor.

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- 4.2 The Chief Executive Officer, the Chief Financial Officer, the Independent Auditor and the Internal Auditor shall receive notice of and, unless otherwise determined by the Chair, shall be entitled to attend all meetings of the Committee. For clarity, the Independent Auditor must attend the Committee meetings at which the Corporation's annual audited consolidated and non-consolidated financial statements and unaudited condensed consolidated interim financial statements are reviewed.
- 4.3 A quorum at any meeting of the Committee shall be three (3) Members.
- 4.4 Each Member shall have the right to vote on matters that come before the Committee.
- 4.5 Matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee where such matter is considered. Actions of the Committee may also be taken by instruments in writing signed by all of the Members.
- 4.6 The Chair shall act as chair of all meetings of the Committee at which the Chair attends, otherwise the Members present at the meeting shall appoint one of their number to act as chair of the meeting.
- 4.7 Unless otherwise determined by the Chair, the Corporate Secretary of the Corporation shall act as secretary of all meetings of the Committee.
- 4.8 The Committee shall periodically meet separately with Management, the Internal Auditor and the Independent Auditor to discuss any matters that the Committee or any of these persons or firms believes should be discussed privately. The Committee shall conduct *in camera* sessions without Management present at each meeting of the Committee.
- 4.9 The Committee may invite any Directors, officers or employees of the Corporation or any other person to attend the meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.
- 4.10 Subject to section 5.4, the Committee may delegate authority to individual Members or subcommittees, if deemed appropriate.

5.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Independent Auditor

- 5.1 In consultation and coordination with the subsidiary audit committees, the Committee shall be directly responsible for the selection and appointment (through a recommendation to the Board for the appointment by the shareholders), compensation and retention of the Independent Auditor.
- 5.2 The Committee shall oversee the work of the Independent Auditor in connection with the Core Audit Services and any other services performed for the Corporation. The Independent Auditor shall report directly to the Committee and the Committee has the authority to communicate directly with the Independent Auditor.
- 5.3 The Committee shall oversee the resolution of any disagreements between Management and the Independent Auditor. The Committee shall discuss with the Independent Auditor the matters required to be discussed under PCAOB Auditing Standard No. 1301 relating to the conduct of the audit, including any problems or difficulties encountered and Management's responses thereto and any restrictions on the scope of activities or access to requested information.
- 5.4 The Committee shall pre-approve all services performed by the Independent Auditor in accordance with the Corporation's Pre-Approval Policy for Independent Auditor Services. For any service, other than Core Audit Services, requiring specific pre-approval in accordance with such policy, the Committee may delegate pre-approval authority to one or more of its Members. Currently, pre-approval authority in this regard has been delegated to the Chair or, in that person's absence, the Chair of the Board who is a Member. Delegates must report all pre-approval decisions to the Committee at the next scheduled meeting.
- 5.5 The Committee shall annually obtain and review a report from the Independent Auditor delineating all relationships between the Independent Auditor and the Corporation and its subsidiaries in accordance with Item 407(d) of SEC Regulation S-K and Section 303A.07 of the NYSE Listed Company Manual and addressing the matters set forth in PCAOB Rule 3526 and all applicable laws and stock exchange requirements and any other applicable regulations and professional standards. The Committee shall use reasonable efforts, including discussion with the Independent Auditor, to satisfy itself as to the Independent Auditor's independence in accordance with Canadian generally accepted auditing standards and PCAOB standards, the applicable requirements and interpretative guidance of SEC Regulation S-X and any other applicable regulations and professional standards. The Committee shall discuss any potential independence issues with the Board and recommend any action that the Committee deems appropriate.
- 5.6 The Committee shall review and evaluate the qualifications, independence and performance of the Independent Auditor and its lead engagement partner. Without limiting the foregoing, the Committee shall:

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- a. review and discuss with Management and separately with the Independent Auditor the results of the Corporation's annual Independent Auditor assessment process; and
- b. at least annually, obtain and review a report from the Independent Auditor describing the firm's internal quality control processes and procedures, including any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities (including without limitation the PCAOB and the CPAB) within the preceding five (5) years with respect to independent audits carried out by the Independent Auditor, and any steps taken to address such issues.

The Committee shall discuss any material issues identified with the Board and recommend any action that the Committee deems appropriate.

- 5.7 The Committee shall ensure the rotation of the audit partner(s) as required by applicable law and consider the need for rotation of the Independent Auditor.
- 5.8 The Committee shall meet with the Independent Auditor prior to the audit to discuss the planning and staffing of the audit, including the general approach, scope, areas subject to significant risk of material misstatement, estimated fees and other terms of engagement.

B. Financial Reporting

- 5.9 In consultation with Management, the Independent Auditor and the Internal Auditor, the Committee shall review and satisfy itself as to: (i) the integrity of the Corporation's internal and external financial reporting processes; (ii) the adequacy and effectiveness of the Corporation's disclosure controls and procedures (including those pertaining to the review of disclosure containing financial information extracted or derived from the Corporation's financial statements) and internal controls over financial reporting; and (iii) the competence of the Corporation's personnel responsible for accounting and financial reporting. Without limiting the generality of the foregoing, the Committee shall receive and review:
 - a. reports regarding: (i) critical accounting estimates, policies and practices; (ii) goodwill impairment testing; (iii) derivatives and hedges; (iv) any reserves, accruals, provisions and estimates that may have a material effect on the Corporation's financial statements; (v) any *pro forma*, adjusted or restated financial information, forecasts, or projections; and (vii) the effect of regulatory and accounting initiatives, as well as off-balance sheet arrangements, on the Corporation's financial statements;
 - b. analyses by Management and the Independent Auditor regarding significant financial reporting issues and judgments made in connection with the preparation of the Corporation's consolidated financial statements including: (i) alternative treatments of financial information within generally accepted accounting principles related to material matters that have been discussed with Management, their ramifications and the treatment preferred by the Independent Auditor; (ii) major issues regarding auditing and accounting principles and presentations, including significant changes in the selection or application of auditing and accounting principles; and (iii) major issues regarding the adequacy of the Corporation's internal controls over financial reporting and disclosure controls and procedures and any specific audit steps adopted in light of material weaknesses or significant deficiencies in such controls; and
 - c. other material written communication between Management and the Independent Auditor.
- 5.10 The Committee shall, prior to external release, if applicable, review and discuss with Management and the Independent Auditor, and with others as it deems appropriate:
 - a. the Corporation's annual audited consolidated and non-consolidated financial statements and unaudited condensed consolidated interim financial statements and the Independent Auditor's related attestation reports, as well as any related MD&As;
 - b. Management's report and the Independent Auditor's audit report on internal controls over financial reporting;
 - c. significant reports or summaries thereof pertaining to the Corporation's processes for compliance with the requirements of the Sarbanes Oxley Act of 2002 with respect to internal controls over financial reporting;

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- d. the Independent Auditor's quarterly review reports and annual audit results report summarizing the scope, status, results and recommendations of the quarterly reviews of the Corporation's condensed consolidated interim financial statements and of the audit of the Corporation's annual consolidated financial statements and related audit of internal controls over financial reporting, and also containing at least: (i) the communications with respect thereto between the Independent Auditor and the Committee required by PCAOB Auditing Standard No. 1301 and any other applicable regulations and professional standards, including without limitation schedules of corrected and uncorrected account and disclosure misstatements and significant deficiencies and material weaknesses in internal controls; (ii) the (at least) annual independence communication required by PCAOB Rule 3526; (iii) the Management representation letter; and (iv) the documentation and communication required quarterly from the Independent Auditor under the Corporation's Pre-Approval Policy for Independent Auditor Services;
 - e. the report to shareholders contained in the Corporation's annual report; and
 - f. any other document that the Committee determines should be reviewed and discussed with Management and the Independent Auditor or for which a legal or regulatory requirement in that regard exists.
- 5.11 The Committee shall, prior to external release, review and discuss with Management and with others as it deems appropriate, the financial information to be disclosed in the Corporation's interim and annual earnings releases or other news releases.
- 5.12 The Committee shall recommend the Corporation's annual audited consolidated financial statements together with the Independent Auditor's audit report thereon and on internal controls over financial reporting, Management's report on internal controls over financial reporting and disclosure controls and procedures, MD&As, earnings releases, and reports to shareholders for approval by the Board and subsequent external release, as well as inclusion of the noted financial statements in the Corporation's annual reports on Form 40-F. The Committee shall approve the external release of the Corporation's unaudited condensed consolidated interim financial statements and related interim MD&As and earnings releases on behalf of the Board.
- 5.13 The Committee shall, prior to external release, review and discuss with Management and with others as it deems appropriate, and recommend for approval by the Board:
- a. any future oriented financial information, financial outlooks, and earnings or dividend guidance to be provided by the Corporation;
 - b. the Annual Information Form and Management Information Circular to be filed by the Corporation;
 - c. any prospectus or other offering documents and documents related thereto for the issuance of securities by the Corporation; and
 - d. other disclosure documents to be released publicly by the Corporation containing or derived from financial information.
- 5.14 The Committee shall review, discuss with Management and with others as it deems appropriate, the disclosures made by the Chief Executive Officer and Chief Financial Officer of the Corporation pursuant to their certification of the Corporation's annual and quarterly reports regarding significant deficiencies or material weaknesses in the design or operation of internal controls over financial reporting and any alleged fraud involving Management or other employees.
- 5.15 The Committee shall use reasonable efforts to satisfy itself as to the appropriateness of the Corporation's material financing, capital and tax structures.
- 5.16 The Committee shall review, discuss with Management and with others as it deems appropriate, financial information provided to analysts and ratings agencies. Such discussions may be in general terms (i.e. discussion of the types of information to be disclosed and the types of presentations to be made) and need not occur in advance of each release of information.
- 5.17 The Committee shall prepare, or cause to be prepared, any reports of the Committee required to be included in the Corporation's public disclosures or otherwise required by applicable laws.
- 5.18 The Committee shall review, discuss with Management and with others as it deems appropriate, and approve all Related Party Transactions and the disclosure thereof.

C. Internal Audit

- 5.19 The Committee shall be responsible for the appointment and oversight of the Internal Auditor in accordance with the Policy on the Role of the Internal Audit Function and has the authority to communicate directly with the Internal Auditor.
- 5.20 The Committee shall review and discuss with the Internal Auditor and others as it deems appropriate, and approve the annual internal audit plan.

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- 5.21 The Committee shall review and discuss with Management, the Internal Auditor and others as it deems appropriate, the quarterly internal audit reports prepared for the Committee (which shall incorporate all significant activities of the internal audit function for the quarter) and any Management responses thereto.
- 5.22 The Committee shall periodically discuss with the Internal Auditor any significant difficulties, disagreements with Management, or scope restrictions encountered in the course of carrying out the work of the internal audit function.
- 5.23 The Committee shall periodically discuss with the Internal Auditor the internal audit function's responsibility, budget, staffing and compensation.
- 5.24 The Committee shall satisfy itself as to the performance of the internal audit function and the integrity and qualifications of its staff.

D. Risk Management and Other

- 5.25 The Committee shall be responsible for the oversight of the ERM Program and shall report any actions or findings of the ERM Program to the Board.
- 5.26 The Committee shall review and discuss with Management, the Internal Auditor and others as it deems appropriate Management's report regarding identifying, assessing, managing and mitigating significant risks and related matters identified pursuant to the ERM Program.
- 5.27 The Committee shall satisfy itself as to the appropriateness of the Corporation's internal controls and processes associated with the release of any sustainability disclosures.
- 5.28 The Committee shall review and discuss with Management and others as it deems appropriate the quarterly report prepared by Management regarding significant litigation and other material legal matters that could have a significant impact on the Corporation or its financial statements.
- 5.29 The Committee shall be responsible for the oversight of the Corporation's insurance programs, any renewals or replacements thereof, including in respect of directors' and officers' insurance and indemnification of Directors.

E. Policies and Mandate

- 5.30 The Committee is responsible for the oversight of the following policies:
 - a. Policy on Reporting Allegations of Suspected Improper Conduct and Wrongdoing (Speak Up Policy), including overseeing procedures for the receipt, retention, and treatment of complaints regarding accounting, internal controls, or auditing matters as well as procedures for confidential, anonymous submissions by employees regarding questionable accounting or auditing matters as required by applicable law;
 - b. Derivative Instruments and Hedging Policy;
 - c. Pre-Approval Policy for Independent Auditor Services;
 - d. Guidelines for Hiring Employees or Former Employees of the Independent Auditor;
 - e. Policy on the Role of the Internal Audit Function;
 - f. Disclosure Policy; and
 - g. other policies that may be established from time-to-time regarding accounting, financial reporting, disclosure controls and procedures, internal controls over financial reporting, oversight of the external audit of the Corporation's financial statements, and oversight of the internal audit function.
- 5.31 The Committee shall periodically review this Mandate and the policies in Section 5.30 and recommend any necessary amendments to the Governance and Sustainability Committee for consideration and recommendation to the Board for approval, as deemed appropriate.

6.0 REPORTING

- 6.1 The Chair, or another designated Member, shall report to the Board at each regular meeting on those matters that were dealt with by the Committee since the last regular meeting of the Board.

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7.0 REMUNERATION OF MEMBERS

- 7.1 Members and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time, having considered the recommendation of the Governance and Sustainability Committee.

8.0 GENERAL

- 8.1 This Mandate shall be posted on the Corporation's corporate website at www.fortisinc.com.
- 8.2 The Committee shall annually review its own effectiveness and performance.
- 8.3 The Committee shall perform any other activities consistent with this Mandate, the Corporation's by-laws and applicable laws, that the Board or Committee determines are necessary or appropriate.
- 8.4 The Committee may, in its discretion and in circumstances that it considers appropriate, obtain advice and assistance from outside legal, accounting and other advisors and approve the engagement by the Committee or any Member of outside advisors or persons having special expertise, all at the expense of the Corporation. The Corporation shall provide appropriate compensation, as determined by the Committee, for the Independent Auditor, to any independent counsel or other advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties and responsibilities.
- 8.5 The Committee is not responsible for certifying the accuracy or completeness of the Corporation's financial statements or their presentation in accordance with generally accepted accounting principles, or for guaranteeing the accuracy of the attestation reports of the Independent Auditor. The fundamental responsibility for the Corporation's financial statements and reporting, internal controls over financial reporting and disclosure controls and processes rests with Management and, in accordance with its professional responsibilities, the Independent Auditor. Nothing in this Mandate is intended to modify or augment the obligations of the Corporation or the fiduciary duties of the members of the Committee or the Board under applicable laws.

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EXHIBIT D: MATERIAL CONTRACTS

The following are the material contracts of Fortis filed on SEDAR+ and EDGAR during 2023 or which were entered into prior to 2023 and are still in effect. Requests for additional copies of these material contracts should be directed to the Corporate Secretary, Fortis, P.O. Box 8837, St. John's, NL, A1B 3T2 (telephone: 709.737.2800). All such contracts are also available under the Corporation's profile at www.sedarplus.ca and www.sec.gov.

Revolving Credit Facility

Fortis is a party to a Fourth Amended and Restated Credit Facility dated May 4, 2022, with The Bank of Nova Scotia as underwriter, sole lead arranger, book runner, sustainability structuring agent and administrative agent and Canadian Imperial Bank of Commerce and Royal Bank of Canada as co-syndication agents, and the lenders party thereto from time to time, as amended by the First Amending Agreement dated May 4, 2023 between Fortis, The Bank of Nova Scotia and the lenders named therein. The Fourth Amended and Restated Credit Facility is a \$1.3 billion unsecured committed revolving credit facility and contains the terms and conditions upon which such credit is available to Fortis during the duration of the facility. The Fourth Amended and Restated Credit Facility contains customary representations and warranties, affirmative and negative covenants and events of default. Customary fees are payable by Fortis in respect of the facility and amounts outstanding under the facility bear interest at market rates.

Amended and Restated Shareholders' Agreement

On January 28, 2021, ITC Investment Holdings, ITC Holdings, FortisUS and Eiffel Investment, an affiliate of GIC, entered into an Amended and Restated Shareholders' Agreement, amending the shareholders' agreement among the parties originally entered into on October 14, 2016. The Amended and Restated Shareholders' Agreement governs the rights of the parties in their respective capacities as direct or indirect shareholders of ITC Holdings.

Under the terms of the Amended and Restated Shareholders' Agreement, Eiffel Investment has certain minority approval rights relating to ITC Investment Holdings and ITC Holdings which depend on: (x) whether Eiffel Investment is a holder of Class A common stock or Class B non-voting common stock at the relevant time and (y) the satisfaction by Eiffel Investment of certain ownership thresholds with respect to ITC Investment Holdings. The minority approval rights available to Eiffel Investment contingent on its ITC Investment Holdings share class and percentage ownership include rights with respect to: (i) amendments to charter documents; (ii) changes in board size; (iii) issuances of equity; (iv) business combinations that would impact Eiffel Investment differently than other shareholders; (v) insolvency; (vi) certain acquisitions of, investments in, or joint ventures relating to non-core assets, or certain material sales or dispositions of core assets; (vii) in limited circumstances, the incurrence of indebtedness by ITC Investment Holdings, ITC Holdings or its subsidiaries or the taking of certain actions that would reasonably be expected to result in the long-term unsecured indebtedness of ITC Investment Holdings, ITC Holdings and its subsidiaries being rated below investment grade; (viii) actions that would cause a ratio of ITC Holding's cash flow to debt to exceed an agreed targeted threshold; (ix) limitations on corporate overhead costs paid by ITC Holdings to Fortis; and (x) expansion of the core business outside ITC Holdings' current regulatory jurisdictions. The Amended and Restated Shareholders' Agreement also provides for a dividend policy, which can be amended only with the approval of all the independent directors of ITC Investment Holdings.

Indenture and First Supplemental Indenture

On October 4, 2016, Fortis entered into an Indenture and a First Supplement thereto with The Bank of New York Mellon, as U.S. trustee, and BNY Trust Company of Canada, as Canadian co-trustee. The Indenture and the First Supplement set forth the terms of the Corporation's currently outstanding US\$1.1 billion aggregate principal amount of 3.055% Unsecured Notes due 2026. The Indenture contains customary covenants, events of default and rights for the benefit of security holders and the trustees. An unlimited amount of debt securities may be issued under the Indenture, which is governed by the laws of the State of New York.