



DISCLOSURE POLICY

1.0 OBJECTIVE

- 1.1 Fortis Inc. ("**Fortis**" or the "**Corporation**") is committed to providing timely, factual and accurate disclosure of all material information about the Corporation. The objectives of this Disclosure Policy (the "**Policy**") are to ensure that material information about Fortis is disclosed in a timely, consistent and appropriate manner, in accordance with applicable law and to protect and prevent the improper use or disclosure of such material information.

2.0 APPLICATION

- 2.1 This Policy covers all directors, officers and employees of Fortis, including those authorized to speak on its behalf. It applies to all methods of communication to the public, including written, oral and electronic communications.
- 2.2 Fortis requires each of its significant operating subsidiaries to adopt a disclosure or equivalent policy that is generally consistent with this Policy and complies with applicable law.

3.0 PRIMARY PRINCIPLES OF DISCLOSURE POLICY

- 3.1 Material information will be publicly disclosed promptly by news-wire release. The only exceptions occur in restricted circumstances where regulation allows for the maintenance of confidentiality for a period of time and regulatory filings to be made on a confidential basis.
- 3.2 Disclosure must include any information the omission of which would render the rest of the disclosure misleading. Unfavourable information will be disclosed as promptly as favourable information.
- 3.3 Directors, officers and employees of Fortis will work to ensure that confidential information is kept confidential until released.
- 3.4 If Fortis subsequently learns that a disclosure document contained a material error, the error will be promptly corrected by news-wire release or other appropriate corrective action.

- 3.5 The Corporation's website will be used to enhance dissemination of information, by posting information contemporaneously with the issuance of news-wire releases, regulatory or financial statements or other disclosure documents of the Corporation, and presentations by senior officers.
- 3.6 It is the duty of all directors, officers and employees of Fortis to inform the Disclosure Committee of material developments. Disclosure Committee members will also monitor material developments in the Corporation's businesses and affairs.
- 3.7 The only permitted disclosure of non-public material information will be to parties with a signed confidentiality agreement with Fortis or parties subject to professional conduct obligations of confidentiality such as lawyers, accountants, rating agencies and regulators.

4.0 DEFINITIONS

- 4.1 "**Audit Committee**" means the audit committee of the Board.
- 4.2 "**authorized spokesperson**" has the meaning ascribed in Section 7.1.
- 4.3 "**Board**" means the Board of Directors of Fortis.
- 4.4 "**CEO**" means the President and Chief Executive Officer of Fortis.
- 4.5 "**CFO**" means the Executive Vice President, Chief Financial Officer of Fortis.
- 4.6 "**CLO**" means the Executive Vice President, Chief Legal Officer of Fortis.
- 4.7 "**Disclosure Committee**" means the Corporation's disclosure committee as more fully described in Section 6.0.
- 4.8 "**EDGAR**" means the Electronic Data Gathering, Analysis, and Retrieval system of the U.S. Securities and Exchange Commission.
- 4.9 "**Legal Department**" means, collectively, the CLO, the Vice President, General Counsel of Fortis and such other individuals as may be designated members of the Legal Department by the CLO from time to time.
- 4.10 "**material information**" has the meaning ascribed in Section 5.1.
- 4.11 "**NYSE**" means the New York Stock Exchange.
- 4.12 "**SEDAR**" means the Canadian Securities Administrator's System for Electronic Document Analysis and Retrieval.
- 4.13 "**selective disclosure**" has the meaning ascribed in Section 8.1.
- 4.14 "**TSX**" means the Toronto Stock Exchange.

4.15 "**VP Communications**" means Vice President, Communications and Corporate Affairs of Fortis.

4.16 "**VP Investor Relations**" means Vice President, Investor Relations of Fortis.

5.0 THE DETERMINATION OF MATERIALITY

5.1 In this Policy "**material information**" means information relating to the business and affairs of Fortis that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of the Corporation's securities, and includes any information that a reasonable investor would consider important in making an investment decision. Examples of such information include:

- (a) annual or quarterly financial results;
- (b) significant shifts in operating or financial circumstances such as major write-offs, changes in earnings projections, the entering into of a significant new contract or the loss of a significant contract;
- (c) significant changes in management;
- (d) significant litigation;
- (e) a major labour dispute or a dispute with a major contractor or supplier;
- (f) the commencement of, or developments in, material regulatory matters;
- (g) waivers of corporate ethics and conduct rules for officers, directors and other key employees;
- (h) a change in capital investment plans or corporate objectives;
- (i) significant changes in the value or composition of the Corporation's assets;
- (j) any material change in the Corporation's accounting policies;
- (k) any notice that reliance on a prior audit is no longer permissible;
- (l) any development that affects the Corporation's resources, technology, products or markets;
- (m) a change in capital structure, including the public or private sale of securities of the Corporation, planned repurchases or redemptions or share consolidations, share exchanges or stock dividends;
- (n) changes in the Corporation's dividend payments or policies;
- (o) borrowing of a significant amount of funds;

- (p) a major corporate acquisition or disposition, including any take-over bid;
- (q) changes in corporate structure or ownership of securities that affects control of the Corporation;
- (r) an event of default under a financing or other agreement.;
- (s) de-listing of Securities or their movement from one quotation system or exchange to another;
- (t) changes in ratings; and
- (u) significant new credit arrangements.

This list is not intended to be exhaustive. Other information may also constitute material information.

- 5.2 It is important that the Disclosure Committee be informed about events and developments that may be material. Employees who become aware of information that may constitute material information should promptly contact the CFO or the CLO who will liaise with members of the Disclosure Committee, as appropriate.
- 5.3 Developments within Fortis that constitute material information are generally required to be publicly disclosed. The disclosure of material information may be delayed in circumstances in which the release of the material information would be unduly detrimental to the interests of Fortis, provided that complete confidentiality is maintained. However, material information that constitutes a "material change" must be disclosed immediately by press release and, within 10 days thereafter through the filing of a material change report. In limited circumstances prescribed by applicable law, a material change report may be filed on a confidential basis.
- 5.4 Determinations regarding materiality and public disclosure will be made by the CFO or his or her designate in consultation with at least one other member of the Disclosure Committee. In situations where such determinations are not clear, the CFO or his or her designate will discuss the matter with as many members of the Disclosure Committee as is deemed practical and advisable in the circumstances and guidance may also be sought from the Corporation's external legal and financial advisors. In the event that a development is determined to constitute material information, the CFO together with at least one other member of the Disclosure Committee will ensure that the information is publicly released in accordance with this Policy.

In making materiality judgments, Fortis will consider the nature of the information itself, the potential impact on the market price of the Corporation's securities and prevailing market conditions. These factors will be reviewed and considered with other applicable factors as required on a case-by-case basis.

6.0 ROLE OF DISCLOSURE COMMITTEE

- 6.1 The Disclosure Committee is responsible for assisting the CEO, CFO and CLO in (a) determining whether information is material information, (b) determining whether material information may constitute a material change; (c) ensuring the timely disclosure of material information as required under securities laws and stock exchange rules; and (d) overseeing the establishment and maintenance of effective systems of internal control over financial reporting and disclosure controls and procedures as required under applicable securities laws and stock exchange rules.
- 6.2 The Disclosure Committee mandate is set forth in Appendix A.

7.0 AUTHORIZED SPOKESPERSONS

- 7.1 The CEO, CFO, CLO, VP Investor Relations and VP Communications are the authorized spokespersons for Fortis. These spokespersons may, from time to time, designate others to speak on behalf of Fortis or to respond to specific inquiries from the investment community or the media.

8.0 SELECTIVE DISCLOSURE

- 8.1 The Corporation disseminates material information broadly to market participants in accordance with all applicable legal, regulatory and stock exchange requirements. It does not disclose such information selectively to certain groups or individuals, such as analysts or institutional investors, before it has been disclosed to the public. This type of disclosure, often referred to as "**selective disclosure**", may be improper and illegal. Selective disclosure that is not made in compliance with this Policy constitutes a violation of this Policy.
- 8.2 Notwithstanding Section 8.1, selective disclosure may be made in the necessary course of business. The "necessary course of business" exception is available with respect to communications that are reasonably necessary or required in connection with business activities and may include communications to one or more of the following:
- (a) vendors, suppliers or strategic partners;
 - (b) other employees, officers and directors of Fortis or its subsidiaries;
 - (c) lenders, legal counsel, underwriters, auditors, consultants and financial and other professional advisors;
 - (d) parties to negotiations;
 - (e) labour unions and industry associations;
 - (f) government, governmental agencies and non-governmental regulators;

- (g) credit rating agencies; and
- (h) parties to a private placement.

In the event any person wishes to make selective disclosure in the necessary course of business, the CLO must be contacted in order to assist with such determination and the process for disclosing the information.

- 8.3 Anyone to whom selective disclosure is made pursuant to the necessary course of business exception shall be informed that the information provided by or on behalf of the Corporation is to be kept confidential, and shall confirm their commitment to maintaining the confidentiality of such information in writing in a form acceptable to the CLO, unless such person is subject to professional conduct obligations of confidentiality such as those applicable to lawyers, accountants, credit rating agencies and regulators.

9.0 NEWS RELEASES

- 9.1 Material information will be disclosed in a news release. Should material information inadvertently be made in a selective forum, Fortis will promptly issue a news release in order to fully publicly disclose that information.
- 9.2 If the TSX or the NYSE is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information will be provided to the market surveillance department of such stock exchanges, in accordance with the rules of each stock exchange. If a news release announcing material information is issued outside of trading hours, market surveillance will be notified before the market opens in accordance with the rules of each stock exchange.
- 9.3 News releases will be disseminated through an approved news wire service that provides simultaneous national and/or international distribution. If a news release contains material information, it will be posted under the Corporation's issuer profile on SEDAR and EDGAR and on the Corporation's website promptly after release over the news wire.
- 9.4 News releases issued by a subsidiary of Fortis shall not include the ticker symbol "FTS" without the prior approval of the VP Investor Relations.
- 9.5 In the event of any unintentional disclosure of material information other than in accordance with this Policy, the Disclosure Committee shall take immediate steps to ensure that a news release is issued, and contact the TSX, the NYSE or any other stock exchange on which the Corporation's securities are listed for trading and request that trading be halted pending the issuance of such news release.

10.0 PUBLIC DISCLOSURE DOCUMENTS

- 10.1 When Fortis offers securities to the public, it must issue a prospectus. A prospectus must contain "full true and plain disclosure" of the material facts relating to the

securities issued by Fortis. This means that the prospectus does not contain any untrue statement of a material fact nor does it omit to state a material fact required to be stated or that is necessary to be stated to make a statement not misleading in light of the circumstances in which it was made.

- 10.2 As a public company, Fortis must provide certain information to its security holders, to securities regulators and to the stock exchange(s) on which its securities are listed on a regular basis. The CEO and the CFO are ultimately accountable for the Corporation's public disclosure. They have supervised the design of disclosure controls and procedures in connection with creation of that disclosure. The Disclosure Committee is responsible for the implementation of these controls and procedures.
- 10.3 Directors, officers and employees of Fortis that are tasked with reviewing a prospectus, offering document or any other continuous disclosure document of Fortis must consider all information about Fortis of which they are aware in order to adequately assess whether the disclosure being reviewed is accurate, fails to state material information or is otherwise misleading or inaccurate in any way. Any information that is known to be or is reasonably believed to be misleading or inaccurate in the document must be brought to the attention of a member of the Disclosure Committee. Directors, officers and employees of Fortis should also advise a member of the Disclosure Committee if they believe that the document omits to state a fact or information that may be material to an understanding of the results of operations of Fortis or the performance of Fortis as a whole.
- 10.4 The Disclosure Committee will review all material required to be filed with securities regulatory authorities before it is provided to the Board or any committee of the Board for review or approval. If such material does not require the review or approval of the Board or any committee of the Board, it shall be reviewed by the Disclosure Committee (or such person or persons as the Disclosure Committee may designate) before it is filed. The Disclosure Committee will ensure that, in the event that a report, statement or opinion of any expert is included or summarized in a publicly filed document, the written consent of such expert to the use of the report, statement or opinion or extract thereof has been obtained, if required.
- 10.5 Financial results will be publicly released following approval by the Board or Audit Committee, as applicable, of the annual or quarterly financial statements of the Corporation and management's discussion and analysis thereon.
- 10.6 In the event that the Corporation wishes to give earnings guidance, such guidance and news releases containing financial information based on the Corporation's financial statements will be reviewed and approved by the Audit Committee or the Board, as applicable, prior to issuance.
- 10.7 The Corporation's earnings news release will be issued concurrently with the filing of its annual or quarterly or financial statements.

11.0 EXTERNAL SPEECHES AND PRESENTATIONS

11.1 Invitations to give external speeches or other presentations relating to the Corporation's business or operations at conferences or other public venues at which stakeholders, industry counterparts, government representatives or media may be present, or which are expected to become available to any of the above, must be pre-approved by an authorized spokesperson before acceptance and the content of any such speeches or presentations must be reviewed and approved by an authorized spokesperson or his or her designee. Any such speeches or other presentations that may contain material information that has not previously been publicly disclosed by Fortis must be referred to the Disclosure Committee for prior review and comment.

12.0 QUIET PERIODS

12.1 Fortis observes regular quiet periods, during which it will not provide guidance or comment on expected earnings or operating or financial performance relating to the preceding interim or annual period, as applicable, to analysts, investors or the media, other than pursuant to a news release issued in accordance with this Policy. During any such quiet period, external speeches or other presentations relating to the Corporation's business or operations should only be given after consulting with the Legal Department and, if deemed necessary after consulting with the Legal Department or otherwise required under the Policy, with the prior consent of the Disclosure Committee.

12.2 The quiet period in respect of an interim period will commence on the first day of the month following the end of an interim period and end with the issuance of a news release disclosing such quarterly earnings.

12.3 The quiet period in respect of an annual period will commence on January 15th of the year following the end of the annual period with the issuance of a news release disclosing such annual earnings.

12.4 Other quiet periods will be instituted from time to time in appropriate circumstances, such as during public distributions of securities and prior to the announcement of significant transactions.

13.0 COMMUNICATION WITH THE INVESTMENT COMMUNITY AND THE MEDIA

13.1 Employees, officers and directors of Fortis who are not authorized spokespersons must not communicate information, material or otherwise, relating to Fortis to the investment community or the media unless specifically asked to do so by an authorized spokesperson. All such inquiries must be referred to an authorized spokesperson.

13.2 In particular, all contact with the investment community is the responsibility of the CFO and the VP Investor Relations.

- 13.3 The VP Investor Relations (or such other person as the VP Investor Relations may designate) shall keep records of any conference call, meeting or industry conference involving analysts, investors or other members of the public and one or more representatives of the Corporation.
- 13.4 Fortis recognizes that meetings with analysts and investors are an element of its investor relations program. In addition to the above noted meetings, the Corporation will continue to discuss its operations with the investing community throughout the year via conferences, phone calls, meetings, etc. The Corporation will not disclose any material changes to its operations or future prospects in any such meeting without prior public disclosure. The Corporation recognizes that analysts are important conduits for disseminating information to the investment community and that analysts play a key role in interpreting and clarifying existing public data relating to the Corporation. The Corporation will meet with analysts and investors on an individual or small group basis as needed and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this Policy. Where practicable, more than one representative of the Corporation will be present at all individual and group meetings with analysts or investors.
- 13.5 The Corporation recognizes that disclosure to analysts does not constitute adequate disclosure of material non-public information. If material information is to be announced at an analyst or shareholder meeting or a press conference, its announcement must be coordinated with a general public announcement via news release.
- 13.6 Except for communication expressly authorized by and made in accordance with this Policy, the Corporation shall not disclose or otherwise communicate earnings guidance.
- 13.7 Conference calls held by Fortis for quarterly earnings or other major corporate developments will be accessible simultaneously to all interested parties by telephone or by webcast over the Internet and will be preceded by a news release containing all relevant material information.
- 13.8 Fortis will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties, including analysts and investors, may access the call and webcast. In addition, Fortis may send invitations to analysts, institutional investors, the media and others invited to listen and participate. Any supplemental written material made available in connection with any such call or webcast will concurrently be posted on the Corporation's website. A recording of the conference call and/or an archived audio webcast on the Internet will be made available on the Corporation's website following the call for a minimum of 30 days.

14.0 REVIEWING DRAFT ANALYST REPORTS AND MODELS

- 14.1 Occasionally, Fortis may be requested to review financial analysts' draft reports or models. Authorized spokespersons will limit their comments to correcting errors of fact and referring to previously released statements and information in the public domain. All analysts are to be treated equally regardless of their recommendation with respect to the Corporation's securities.
- 14.2 Regular public dissemination of comprehensive quantitative and qualitative information is intended to enable analysts' estimates to be generally in line with the expectations of Fortis. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' financial models and earnings estimates. If Fortis has determined that it shall be reporting results materially below or above publicly held expectations, the Corporation shall disclose this information in a news release in order to enable discussion without risk of selective disclosure.

15.0 FORTIS RESPONSE TO RUMOURS

- 15.1 So long as it is clear that the Corporation is not the source of a market rumour, the Corporation does not comment, affirmatively or negatively, on rumours. This applies to rumours on the Internet. If asked, authorized spokespersons will respond consistently to those rumours saying: "It is our policy not to comment on market rumours or speculation."
- 15.2 If the TSX or any other stock exchange on which the Corporation's securities are listed for trading requests that the Corporation make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Disclosure Committee will consider the matter and decide whether to make a policy exception.
- 15.3 If the rumour is true, in whole or in part, and appears to be affecting trading activity in the Corporation's securities, this may be evidence of a leak, and the Disclosure Committee will issue a news release disclosing the relevant material information, as contemplated in Section 9.0.
- 15.4 Only authorized spokespersons may deal with market rumours relating to the Corporation. All inquiries shall be referred to the VP Investor Relations or a member of the Disclosure Committee.

16.0 FORWARD-LOOKING INFORMATION

- 16.1 The Disclosure Committee shall communicate to the authorized spokespersons the Corporation's policy with respect to voluntary forward-looking information, including the guidelines set out below, and shall monitor compliance with such policy.

- 16.2 Fortis may from time to time provide certain forward-looking information or other disclosure regarding possible events, conditions or results such as financial outlooks (including earnings guidance) that include projections or forecast information such as expected revenues, net income, earnings per share or projected capital expenditures in continuous disclosure documents, speeches, conference calls, investor presentations or other forms of disclosure, provided that the following guidelines relating to all such information will be observed at all times:
- (a) if the forward-looking information is material, it will be disseminated in accordance with the Corporation 's legal, regulatory and stock exchange obligations and the practices described above;
 - (b) the information will be clearly identified as forward-looking;
 - (c) the Corporation will identify, as appropriate, the material assumptions used in the preparation of the forward-looking information;
 - (d) the information will be accompanied by a statement that identifies, in specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement; and
 - (e) the information will be accompanied by a statement to the effect that the information is given as of a particular date and subject to change after such date, and that the Corporation disclaims any intention to update or revise such forward-looking information, whether as a result of new information, future events or otherwise.
- 16.3 All new public disclosures of material forward looking information must be approved by one or more of the following: the CEO, the CFO or the Disclosure Committee.

17.0 USE AND MONITORING OF WEBSITE

- 17.1 The VP Communications in consultation with the VP Investor Relations, will review the Corporation's website frequently and regularly for compliance with applicable rules, clarity and accuracy of content and will delete or archive stale-dated information. Any material changes in information contained on the Corporation's website must be updated immediately.
- 17.2 Although the Corporation views electronic communications as an extension of its formal disclosure record, it recognizes that disclosure on the Corporation's website does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the Corporation's website will be coordinated with a news release. Concurrently with the filing of any documents on SEDAR and EDGAR, the Corporation will post such documents on the Investor Relations section of its website.
- 17.3 All information posted on the Corporation's website, including text and audiovisual material, will indicate the date the material was issued, where applicable. The

website will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosure.

- 17.4 The VP Communications will maintain a log indicating the date that material information is posted and removed from the Investor Relations section of the website. Documents posted on the website that have been filed with securities regulators will be maintained on the website for a minimum of two years.
- 17.5 The VP Communications must approve all links from the Corporation's website to third party websites. The website will include a notice that advises readers that they are leaving the Corporation's website and that the Corporation is not responsible for the contents of the other site.
- 17.6 If the Corporation posts on its website (or otherwise publishes) the names and recommendations of analysts who cover the Corporation, the names and recommendations of all the Corporation's analysts will be similarly posted or published.
- 17.7 The Corporation will not host or link to Internet chat rooms, bulletin boards or newsgroup discussions pertaining to the Corporation's activities or the shares or other securities of the Corporation or any of its subsidiaries.

18.0 ELECTRONIC COMMUNICATIONS AND SOCIAL MEDIA

- 18.1 The VP Investor Relations is responsible for responses to electronic inquiries from security holders and the investment community and Director Communications is responsible for responding to the media. Only public information or information which could otherwise be disclosed in accordance with this Policy shall be utilized in responding to electronic inquiries.
- 18.2 In order to ensure that no material information is inadvertently disclosed, directors, officers and employees of Fortis, other than authorized spokespersons identified in Section 7.1, are prohibited from participating in online communications, including social media sites, Internet chat rooms or newsgroup discussions, or otherwise utilize various social media on matters pertaining to Fortis. Directors, officers and employees of Fortis are also strongly discouraged from participating in social media sites, Internet chat rooms or newsgroup discussions on matters related to the Corporation's competitors or the utility industry.

19.0 MAINTAINING CONFIDENTIALITY

- 19.1 Any director, officer or employee privy to confidential information (regardless of whether such information is also material information) is prohibited from disclosing such information to anyone other than authorized Fortis personnel or authorized Fortis representatives who have a legitimate need to know such information in connection with their duties and who have been advised of the confidential nature of such information. No one in possession of confidential information should disclose that information to any outside party, except to the

extent it is necessary to do so in the course of business. Directors, officers and employees are reminded that disclosure of confidential information may violate applicable securities laws and are reminded of their obligations under the Corporation's *Insider Trading Policy*.

19.2 For purposes of this Policy, the term "**confidential information**" means all information which is non-public, confidential or proprietary in nature, in any format (including in written, oral, visual, electronic or otherwise) disclosed to you by Fortis or as a result of your relationship with Fortis, including without limitation:

- (a) all information pertaining to the Corporation's customers or employees, including customer address and payment information;
- (b) all business plans, strategies, financial data, costs, sales information, financial results, legal and contractual matters; and
- (c) all price lists, marketing and sales plans, operational processes, training and knowledge base materials, internal reports and analyses.

19.3 Confidential information does not include information that is or becomes generally available to the public, other than as a result of an unauthorized disclosure, or is or becomes available to you from a source other than directors, officers or employees of Fortis or its subsidiaries (provided that the source of such information was not prohibited from disclosing such information to you). If a director, officer or employee is unsure whether information is confidential, no disclosure should be made without consulting with their supervisor, a member of senior management or a member of the Disclosure Committee.

20.0 POLICY ON RETENTION OF DRAFT PUBLIC DISCLOSURE DOCUMENTS

20.1 It is the Corporation's policy with respect to the retention of draft public disclosure documents and related internal correspondence that copies of such materials be retained for a reasonable period.

21.0 PERSONAL RESPONSIBILITY

21.1 It is the responsibility of all directors, officers and employees of Fortis to comply with this Policy. Adherence to and respect for the rules and procedures outlined in this Policy is fundamental to the reputation and continued success of Fortis.

21.2 Any officer or employee of Fortis who violates this Policy may face disciplinary action up to and including termination of his or her employment with the Corporation without notice. Violation of this Policy may also violate certain securities laws.

22.0 POLICY REVIEW AND DISSEMINATION

This Policy will be reviewed on a periodic basis and disseminated to directors, officers and employees of the Corporation and its subsidiaries following any modifications to the Policy.

APPENDIX A



DISCLOSURE COMMITTEE MANDATE

A. Objective

In discharging its responsibility to assist the President and Chief Executive Officer ("CEO"), the Executive Vice President, Chief Financial Officer ("CFO") and the Executive Vice President, Chief Legal Officer ("CLO") with certain materiality and disclosure determinations, the Disclosure Committee (the "Committee") shall have the responsibilities and duties as outlined below and will fulfill such responsibilities and duties in accordance with the *Disclosure Policy*.

B. Definitions

Capitalized terms not defined in this Mandate shall have the meanings given to them in the *Disclosure Policy*.

C. Composition

The Disclosure Committee shall consist of the following Fortis personnel:

- the CEO;
- the CFO;
- the CLO;
- the General Counsel;
- the Vice President, Investor Relations;
- the Vice President, Controller;
- the Vice President, Treasury and Planning;
- the Vice President, Communications and Corporate Affairs; and
- the Senior Director, Finance.

D. Responsibilities

The Committee shall:

1. implement the *Disclosure Policy* and ensure an appropriate framework is in place to educate directors, officers and employees about the *Disclosure Policy* and disclosure issues generally;
2. determine when events, developments, changes or other facts constitute material information or a material change in the affairs of Fortis. In making such a determination, the Committee will assess the anticipated impact of any such event, development or change on (i) the assets, liabilities and earnings of

the Corporation on a consolidated annual basis (with the presumption that any impact of 10% or more will be considered material unless the facts suggest otherwise), (ii) the reputation or overall operation of Fortis, (iii) the strategic direction of Fortis, and (iv) the market price or value of any of the Corporation's securities;

3. annually review disclosure practices and procedures for effectiveness and possible changes;
4. review annual timetable for preparation of the Corporation's (and its subsidiaries') filings with specific review of dates for due diligence review procedures;
5. confirm individuals responsible for preparation of filings;
6. review and confirm that risk factor and forward-looking statement language in disclosure documents is appropriate;
7. confirm immediately before the filing of the quarterly and annual reports and any news releases containing financial information, earnings guidance or forward-looking information, that established procedures were followed to verify the data in such reports and the effectiveness of disclosure controls;
8. provide oversight of the Corporation's on-going program and activities related to the design, maintenance, evaluation and testing of internal control over financial reporting, and disclosure controls and procedures, to ensure compliance with the related requirements under the National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* in Canada and the *Sarbanes Oxley Act of 2002* in the United States.
9. review policies and procedures for briefings with analysts or institutional investors;
10. review analyst reports;
11. review institutional investor presentations; and
12. oversee compliance with all disclosure requirements under applicable securities laws and the rules of each stock exchange on which securities of the Corporation trade and report to the Chair of the board of directors or the board of directors, as appropriate, on any material determination respecting such compliance.

E. Meetings

1. Meetings of the Committee shall be chaired by the CFO and, in his or her absence, the CLO. If neither the CFO nor CLO is present, an alternate chair may be designated with the approval of a majority of the members present.
2. The Vice President, Controller will act as secretary at meetings for the purpose of recording minutes. If the Vice President, Controller is not present an alternate secretary may be designated with the approval of a majority of the members present. Minutes will be circulated to all members of the Committee for review prior to the next meeting and in any event within thirty days following the meeting to which they relate.
3. Meetings of the Committee shall be held in person, by teleconference or through other electronic means as frequently as may be required.
4. Quorum shall consist of not less than three members, one of whom shall be the CEO, the CFO or the CLO.
5. The Director, Internal Audit of Fortis shall be invited to attend any meetings of the Disclosure Committee where matters related to internal control over financial reporting or disclosure controls and procedures are to be discussed.