



CODE OF BUSINESS CONDUCT AND ETHICS

1. OBJECTIVE

- 1.1. FortisAlberta Inc. (“**FortisAlberta**” or the “**Company**”) is committed to the highest standards of ethical business practice and conduct. This is a commitment that the Company makes to its shareholder, employees, customers, partners, and to the communities it serves.
- 1.2. The objective of the FortisAlberta Code of Business Conduct and Ethics (the “**Code of Ethics**”) is the promotion of honest, ethical and lawful conduct of all employees, officers, directors, contractors, suppliers, agents and representatives of FortisAlberta by helping such people to understand FortisAlberta’s standards of ethical business practices and conduct.

2. APPLICATION

- 2.1. The Code of Ethics applies to all employees, officers, directors, and to the extent feasible also to consultants, contractors, suppliers, agents and representatives of FortisAlberta. For the purpose of this document the term “employee” or “employees” shall be used to mean all employees, officers, directors, consultants contractors, suppliers, agents and representatives of FortisAlberta.
- 2.2. The Code of Ethics describes the specific standards of ethical business practice and conduct expected of FortisAlberta employees. The Code of Ethics does not cover every situation or action that an employee may encounter. Should an employee have any doubt about the correct legal or ethical action in a given situation, such employee should seek guidance from their supervisor, a member of senior management or the Compliance Officer. Any questions with respect to the application of the Code of Ethics should be directed to the Compliance Officer.
- 2.3. Waivers of the Code of Ethics may be granted from time to time in limited circumstances where the person seeking waiver makes written application to the Governance and Human Resources Committee of the Board of Directors of FortisAlberta. Any such waivers will be publicly disclosed in accordance with applicable laws, rules and regulations.
- 2.4. FortisAlberta may, in its sole discretion and without prior notice, amend or modify any provisions of this Code of Ethics. Employees will be fully informed of any material revisions to the Code of Ethics. A copy of the Code of Ethics and the Code

of Business Conduct and Ethics Enforcement Policy will be available to employees and contractors on the Company's internal website.

3.0 COMPLIANCE WITH LAWS AND STANDARDS OF BUSINESS CONDUCT

- 3.1 Employees are required to conduct the business of FortisAlberta in accordance with all applicable laws, rules and regulations and in accordance with the terms of the Code of Ethics.
- 3.2 All relationships with customers, business partners, potential business partners, suppliers, public or government officials, regulators, the general public and other stakeholders must be honest, fair, courteous, respectful, conducted with integrity and with due regard for the protection of the interests involved. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.
- 3.3 Employees shall not, directly or indirectly, offer bribes or kickbacks, nor promise any other improper benefit for the purpose of influencing any customer, supplier, public or government official or any other person, nor shall they, directly or indirectly, accept bribes, kickbacks or any other improper benefit which could influence or appear to influence them in the performance of their duties.

4.0 CORPORATE PROPERTY AND CORPORATE OPPORTUNITIES

- 4.1 Every employee has a personal responsibility to protect the assets of the Company, including, without limitation, tangible assets (such as equipment and facilities) and intangible assets (corporate opportunities, intellectual property, trade secrets and business information) from misuse or misappropriation. No employee shall obtain, use or divert FortisAlberta property for personal use or benefit or use the Company's name or purchasing power to obtain personal benefits. All assets of FortisAlberta must be used lawfully in furtherance of corporate objectives.
- 4.2 Contracts to which FortisAlberta is a party shall be in writing. Any "side" or "comfort" letters which are not attachments to the main contract should not be accepted without the prior advice and approval of the Compliance Officer.
- 4.3 Employees are prohibited from (i) taking for themselves personally, corporate opportunities that are discovered through the use of the Company's property, information or position; (ii) using the Company's property, information or position for personal gain; and (iii) competing with the Company. Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

5.0 PROPRIETARY AND CONFIDENTIAL INFORMATION

- 5.1 Employees shall not disclose any confidential or proprietary information about the Company, or any person or organization with which the Company has a current or potential business relationship, to any person or entity, either during or after service with the Company, except (i) in furtherance of the business of FortisAlberta, (ii) with the written authorization of a member of senior management or (iii) as may be required by law. Employees shall return all proprietary and confidential information in their possession forthwith upon the termination of their employment with FortisAlberta.
- 5.2 Employees must disclose any invention, improvement, concept, trademark or design prepared or developed in connection with their employment with FortisAlberta. Any such invention, improvement, concept, trademark or design prepared or developed by an employee in connection with their employment with FortisAlberta is the exclusive property of the Company.
- 5.3 In addition to the confidentiality obligations contained in the Code of Ethics employees are required to comply with the Company's privacy policies related to the protection of confidential employee or customer information.
- 5.4 For the purposes of this Code of Ethics, the term “**Confidential Information**” means all information which is non-public, confidential or proprietary in nature, in any format (including written, oral, visual, electronic or otherwise) disclosed by the Company or arising from a relationship with the Company, including without limitation:
- (a) all information pertaining to the Company’s customer or employees, including customer address and payment information;
 - (b) all business plans, strategies, financial data, costs, sales information, financial results, legal and contractual matters;
 - (c) and all price lists, marketing and sales plans, operational processes, training and knowledge base materials, internal reports and analyses.

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 from a source other than the Company (provided that the source of such information was not prohibited from disclosing such information). If an employee is unsure whether information is confidential, no disclosure should be made without consulting with their supervisor, a member of senior management or the Compliance Officer.

6.0 REPORTING OF FINANCIAL TRANSACTIONS

- 6.1 FortisAlberta is required to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations and to make full, true and plain disclosure in any report filed with regulatory authorities. All employees are expected to comply with all internal controls related to financial reporting and disclosure, including those related to financial authority. No secret or unrecorded funds or assets shall be established or maintained. Provision of intentionally erroneous documents or invoices is prohibited.
- 6.2 All FortisAlberta books of account, records and other documents must accurately account for and report all assets, liabilities and transactions. Specifically, no employee shall:
- (a) cause the FortisAlberta books or records to be incorrect or misleading in any way;
 - (b) participate in creating a record intended to conceal any improper transaction;
 - (c) delay the prompt or correct recording of disbursements of funds;
 - (d) hinder or fail to cooperate to ensure full disclosure with internal or external auditors, the Vice President, Finance and Chief Financial Officer or other officers of FortisAlberta to ensure that all issues relating to internal and external audit reports are resolved;
 - (e) conceal knowledge of any untruthful, misleading or inaccurate statement or record, whether intentionally or unintentionally made; or
 - (f) conceal or fail to bring to the attention of appropriate supervisor's transactions that do not seem to serve a legitimate commercial purpose.

Employees must report any violation of this Code of Ethics, including any potential or suspected violations of accounting standards or securities laws and regulations in accordance with the Company's *Code of Business Conduct and Ethics Enforcement Policy* (the “**Enforcement Policy**”). Employees are protected from any form of retaliation or punishment when they report concerns honestly. See Section 10.2 of this Code of Ethics for more detail.

7.0 CONFLICTS OF INTEREST

- 7.1 Employees of FortisAlberta are prohibited from engaging in any activity which could give rise, or could be perceived to give rise to, a conflict between their personal interests and the interests of FortisAlberta. The “personal interests” of an employee or representative of FortisAlberta includes the interests of any member of their family. Employees are required to arrange their private affairs in a manner which prevents conflicts or the appearance of conflicts. If an employee believes they may have a conflict such interest should be disclosed and direction sought from their supervisor, a member of senior management or the Compliance Officer.
- 7.2 While it is not possible to describe or anticipate all situations that may give rise to a conflict of interest, the following are examples of interests and activities that will give rise to an actual or perceived conflict of interest and are prohibited under this Code of Ethics. Employees shall not:
- (a) place themselves in a position where any benefit or interest other than employment could be derived from a transaction with FortisAlberta;
 - (b) contract with or render services to FortisAlberta outside of their employment;
 - (c) participate in activities that compete with FortisAlberta or that interfere or appear to interfere with their duties and responsibilities to FortisAlberta;
 - (d) appropriate to themselves any business opportunity in which FortisAlberta may be interested; or
 - (e) have a financial or other interest in any entity doing business with FortisAlberta (other than an interest of 1% or less in a publicly traded entity).

Employees must obtain prior approval from a Vice President of the Company before agreeing to serve on the board of directors or similar body of a for profit enterprise or government agency. Officers or directors of the Company must obtain prior approval from the President and Chief Executive Officer. Serving on a board of directors of a not-for-profit organization does not require prior approval, provided such appointment does not pose a conflict of interest with the Company in respect of contributions or supply of services.

- 7.3 Outside interests must not adversely affect employee performance or objectivity at work. A consulting or employment relationship in any capacity with any person or entity with which the Company has a current or potential

business relationship may give rise to a conflict of interest. While FortisAlberta encourages community contribution and charitable service, the contribution of corporate time or resources for such activities should only be provided with the approval of senior management.

8.0 POLITICAL MATTERS

- 8.1 No donation, contribution, gift or asset of FortisAlberta shall be given or offered to any political party or organization, or any candidate for public office, except where it is permitted by applicable law and is in compliance with the Company's *Political Contributions Policy*.
- 8.2 No employee shall, directly or indirectly, exert influence or attempt to exert influence on another employee to support any political cause, political party or candidate for public office. Any attempt at such exertion of influence must be reported.

9.0 GIFTS, PAYMENTS AND ENTERTAINMENT

- 9.1 No gift or benefit of any kind shall be given or received by an employee conducting business on behalf of FortisAlberta where it might be perceived that an obligation is created or a favour is expected of the recipient. This requirement is not intended to impair or prohibit business or social exchanges that occur in the ordinary course of business relations and are of modest value. The giving or receiving of gifts or promotional items of modest value in the context of appropriate business conduct is permissible.
- 9.2 The offer, receipt or acceptance of excessive hospitality or entertainment by an employee is prohibited. Employees are permitted to accept hospitality or entertainment provided it is reasonably within the limits of responsible and generally accepted business practice.
- 9.3 In circumstances where an employee is unclear as to the propriety of accepting a gift or offer of hospitality or entertainment, the employee must seek advice and direction of senior management or of the Compliance Officer.

10.0 COMPLIANCE AND ENFORCEMENT

Compliance

- 10.1 Strict adherence to this Code of Ethics and FortisAlberta's corporate policies is mandatory. Failure to comply with this Code of Ethics or any other FortisAlberta corporate policy may result in disciplinary action up to and including termination. In interpreting this Code of Ethics, the spirit as well as the literal meaning of the language shall be observed. Employees should seek

guidance from their supervisor, management or the Compliance Officer if they have any questions regarding the interpretation or application of this Code.

Reporting Violations and Non-Retaliation

10.2 Any violation of this Code or any other FortisAlberta corporate policy shall be reported promptly and in accordance with the Enforcement Policy. Reports, discussions or inquiries will be kept in strict confidence to the extent appropriate or permitted by policy or law. Under the Enforcement Policy reports of suspected violations of the Code can be made anonymously and such requests will be respected in accordance with applicable laws. No retaliatory action will be taken against an employee for providing good faith information, either internally or to a government authority, or for participating in any proceeding concerning alleged violations of any laws or policies. Disciplinary measures may be taken against an employee if he or she participated in prohibited activity, even if he or she reported it. In accordance with such policies, FortisAlberta has retained the services of EthicsPoint, a third-party provider of confidential, anonymous reporting services, available by telephone from Canada and the United States at 1-866-294-5534 or through the internet at www.ethicspoint.com.

11.0 EFFECTIVE DATE

11.1 This policy is dated and effective as of July 24, 2007 and last revised on May 11, 2018.

12.0 CODE REVIEW

12.1 This Code shall be reviewed periodically.