



FORTIS TCI

**POLICY ON REPORTING ALLEGATIONS OF
SUSPECTED IMPROPER CONDUCT AND WRONGDOING
(WHISTLEBLOWER POLICY)**

Policy No. & Version:

FIN-POL-11-002.4

Effective Date: *May 11, 2018*

Approved by:

1. OBJECTIVE

- 1.1 FortisTCI Limited's Code of Business Conduct and Ethics Policy (Ethics Policy) requires directors, officers and employees to observe high standards of ethical behavior, honesty and integrity in the conduct of their duties and responsibilities including financial reporting and record keeping activities. It is the responsibility of all directors, officers and employees to comply with the Ethics Policy and to report violations or suspected violations thereof.
- 1.2 The purpose of this Policy is to set out guidelines and procedures to be employed by all directors, officers and employees for the reporting, investigation and response to violations or suspected violations of the Ethics Policy and/or financial reporting, accounting, internal accounting controls, auditing or other matters.
- 1.3 This Policy is intended to encourage and enable employees to raise serious concerns within the Company rather than seeking resolution outside the Company.

2. DEFINITIONS

- 2.1 "**Board**" means the Board of Directors of the Company.
- 2.2 "**Chairman**" means Chairman of the Board of Directors of the Company.
- 2.3 "**Investigator**" Fortis Inc.'s Director of Internal Audit and FortisTCI's Manager of Internal Audit, who have been designated by the Board with responsibility for investigating and resolving all reported complaints and allegations concerning violations or suspected violations of the Ethics Policy and/or accounting, financial reporting, internal accounting controls, auditing or other matters.
- 2.4 "**Designated Board Director**" shall be the Chairman of the Board.
- 2.5 "**General Counsel**" means the General Counsel of Fortis Inc.
- 2.6 "**Company**" means Fortis Turks and Caicos;
- 2.7 "**Ethics Policy**" means the Code of Business Conduct and Ethics Policy adopted by the Board and, if applicable, an ethics policy adopted by the board of directors of any subsidiary of the Company;
- 2.8 "**Incident**" means one or more violations or suspected violations of the Ethics Policy and/or accounting, financial reporting, internal accounting control, auditing or other matters;
- 2.9 "**Policy**" means this Policy on Reporting Allegations of Suspected Improper Conduct and Wrongdoing (Whistleblower Policy), as may be amended from time to time; and

2.10 **"Reporter"** means a director, officer, employee or other person reporting allegations of suspected improper conduct and wrongdoing in accordance with this Policy.

3. APPLICATION

3.1 This Policy applies to the Company and any subsidiary of the Company that has not adopted a substantially similar policy for such entity.

4. NO RETALIATION

4.1 No director, officer or employee who in good faith reports an Incident, or provides information to the Investigator in respect of an investigation of an Incident, shall suffer harassment, retaliation or adverse employment consequences, including, without limitation, termination, demotion, transfer or other forms of discrimination as a result of such reporting of an Incident.

4.2 Any director, officer or employee who retaliates against a reporter who has, in good faith, submitted a report or assisted in an investigation conducted in accordance with this Policy will be disciplined, up to and including dismissal.

5. REPORTING INCIDENTS

5.1 Any questions, concerns, suggestions or complaints should normally be shared with someone who can address them properly, who, in most cases will be an employee's manager.

5.2 If an employee believes that in a particular situation it would not be appropriate to report such an Incident to their manager, the employee may report the incident to any other officer or member of the Company's management team whom the person believes it would be appropriate to report the Incident.

5.3 Management must report Incidents to the Investigator, who has specific and exclusive responsibility to investigate all Incidents.

5.4 Reporters not comfortable approaching any manager, should contact the Investigator.

5.5 Reporters may contact the Designated Board Director if they are not comfortable approaching the Investigator, or if he is unavailable and the matter is urgent.

5.6 Suspected fraud or securities law violations should be reported directly to the Investigator.

5.7 If a Reporter wishes to remain anonymous when reporting an Incident, the Company has secured the services of EthicsPoint, a third-party provider of confidential, anonymous reporting services to accept these reports.

5.8 Notification of all Incidents reported through EthicsPoint is forwarded to the investigator and the Chairman of the Board unless one of these people has been implicated in the report.

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6. INVESTIGATION AND OVERSIGHT

- 6.1 The Investigator will investigate Incidents in an independent, expeditious and confidential manner, taking care to protect the identity of the persons involved and to ensure that the investigation is not impaired in any manner.
- 6.2 The Investigator will notify the Reporter and acknowledge receipt of the report of the Incident within five (5) business days.
- 6.3 A Reporter who reports an Incident on the EthicsPoint system should return to the EthicsPoint system website at least five (5) business days after reporting an Incident to see the response to his or her report and to respond to any follow-up questions.
- 6.4 All Incidents will be promptly _ and appropriate corrective action will be taken if warranted by the investigation.
- 6.5 The Investigator may involve other management of the Company in his investigation, as deemed appropriate. The Investigator may agree to authorize an independent investigation or to engage consultants to assist in the investigation.
- 6.6 The Investigator has direct access to the Chairman of the Board and shall report to the Board, at least annually, on compliance activity other than Incidents involving financial reporting, accounting, internal accounting controls, auditing or other matters deemed appropriate by the Investigator.
- 6.7 The Investigator shall report any Incidents involving financial reporting, accounting, internal accounting controls, auditing or other matters deemed appropriate by the Investigator, immediately to the Chairman of the Board and work with the Board until the matter is resolved.
- 6.8 The Board shall provide oversight over the activities of the Investigator and the investigation and resolution of Incidents.
- 6.9 The status and outcome of an investigation of an Incident will be communicated to the Reporter in a timely manner either through direct communication if the Reporter provided his or her name, or via the EthicsPoint web site if the Reporter wishes to remain anonymous. Responses to anonymous complaints made via telephone may be accessed via the website or by calling using the unique case identifier and password provided to the Reporter upon reporting the incident.

7. ACTING IN GOOD FAITH

- 7.1 A Reporter must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a violation of the Ethics Policy and/or financial reporting, accounting, internal accounting controls, auditing or other matters.
- 7.2 Incidents found to be unsubstantiated following investigation in accordance with this Policy, and that prove to have been made in bad faith, maliciously or knowingly to be false will be viewed as

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a serious offence which could give rise to disciplinary action up to and including termination of employment.

8. CONFIDENTIALITY

- 8.1 Reports of Incidents may be submitted on a confidential or anonymous basis and the identity of the Reporter will be kept confidential to the extent permissible by law and feasible to permit a proper investigation.
- 8.2 Anonymous reports of Incidents must be supported by sufficient information or evidence to enable a proper investigation since the Investigator will not be able to seek further particulars from the Reporter.

9. RETENTION OF RECORDS OF INCIDENTS

- 9.1 Records pertaining to an Incident are the property of the Company and shall be retained: (i) in compliance with applicable laws and the Company's document retention policies; (ii) subject to safeguards that ensure their confidentiality and, when applicable, the anonymity of the Reporter; and (iii) in such a manner as to maximize their usefulness to the Company's overall compliance program.

10. CONTACTS

- 10.1 The Investigators designated by the Board are Karen Wade, Director of Internal Audit of Fortis Inc. who may be contacted at 709-737-2910 or by email at karenwade@fortisinc.com, and Shatel Wilson, Manager of Internal Audit who may be contacted at 649-946-2563 or by e-mail at swilson@fortistci.com.
- 10.2 The Executive Vice President, Chief Legal Officer and Corporate Secretary at Fortis Inc. is James R. Reid who may be contacted at 709-737-5322 or by email at jreid@fortisinc.com.
- 10.3 The Chairman of the Board of Directors of FortisTCI Limited is Gary Smith who may be contacted at 709-737-5304 or by e-mail at gsmith@newfoundlandpower.com.
- 10.4 EthicsPoint may be accessed via the internet at www.Fortistci.ethicspoint.com or by telephone at 1-866-294-5534 or from an outside line 1-800-225-5288.

- 11. POLICY REVIEW** – The Board of Directors shall review the provisions of this policy periodically.

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Version History and Control Record

Name of Document: Whistleblower Policy

Author: Ruth Forbes

Date of next review: [Date 1 year from last approval]

Version Number	Action	Action Date	Approval Authority
1	Creation of a new policy	May 23, 2011	Board of Directors (c/o President & CEO)
2	Rebranded	August 15, 2011	Board of Directors (c/o President & CEO)
3	Policy Title, Changes in Designated Investigator, Chairman of the Board and Chief Legal Counsel	August 26, 2015	Board of Directors (c/o President & CEO)
4	<ol style="list-style-type: none"> 1. Change of the word "Corporation" to "Company". 2. Inclusion of no retaliation clause which stipulates that anyone found to be retaliating against a good-faith reporter, will be disciplined. 3. Change in Designated Local Investigator and Chairman of the Board of Directors. 4. Update of website to FortisTCI's Ethics Point page www.Fortistci.ethicspoint.com. 	March 2, 2018	Board of Directors (c/o President & CEO)

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