UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934
OR
☒ ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2023
Commission file number: 001-37915

FORTIS INC.

(Exact name of Registrant as specified in its charter)

Newfoundland and Labrador, Canada	**4911**	**98-0352146**
(Province of other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

Fortis Place, Suite 1100
5 Springdale Street
St. John's, Newfoundland and Labrador
Canada A1E 0E4

(709) 737-2800
(Address and telephone number of Registrant's principal executive offices)

CT Corporation System
28 Liberty Street
New York, New York 10015
(212) 894-8940
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Common Shares, without par value	**FTS**	**New York Stock Exchange**
(Title of each class)	*(Trading Symbol(s))*	*(Name of exchange on which registered)*

Securities registered or to be registered pursuant to Section 12(g) of the Act:
None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
None
(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

☒ Annual information form ☒ Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

490,588,502 Common Shares as of December 31, 2023

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

EXPLANATORY NOTE

Fortis Inc. (the "Corporation" or "Fortis") is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Corporation is a "foreign private issuer" as defined in Rule 405 under the Securities Act of 1933, as amended. Equity securities of the Corporation are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

FORWARD LOOKING INFORMATION

The Corporation includes forward-looking information in this Annual Report on Form 40-F and the exhibits attached hereto (the "Form 40-F") 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 the Corporation's 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 expressions have been used to identify the forward-looking information, which includes, without limitation: forecast capital expenditures for 2024-2028, including cleaner energy investments; annual dividend growth guidance through 2028; the expected funding sources for the capital plan; the expected sources of common equity proceeds; the 2030 and 2035 direct GHG emissions reduction targets; TEP's 2023 Integrated Resource Plan and its plan to exit from coal generation by 2032; the 2050 net-zero direct GHG emissions target; forecast rate base and rate base growth rate for 2024 and through 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 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 of the

finalization of fuel supply contracts at Caribbean Utilities; the expected timing, outcome and impact of legal and regulatory proceedings and decisions; TEP's estimated mine reclamation costs; the expectation that the Corporation is well-positioned for future investment opportunities that will drive significant investment; the recovery of the GCOC decision in customer rates and the collection of the associated revenue deficiency deferral; the nature, timing, benefits and expected costs of certain capital projects, including ITC's transmission projects associated with the MISO LRTP, the Roadrunner Reserve Battery Storage Project, the Vail-to-Tortolita Transmission Project, IRP Energy Resources, the Eagle Mountain Woodfibre Gas Line Project, the Tilbury LNG Storage Expansion, the AMI Project; the Tilbury 1B Project, the Okanagan Capacity Upgrade, the Wataynikaneyap Transmission Power Project, and additional opportunities beyond the capital plan, including investments associated with the IRA, the MISO LRTP, UNS Energy's 2023 IRPs, FortisBC Energy's LNG infrastructure, the Propel New York Energy Project, climate adaptation and grid resiliency, further gas infrastructure opportunities in British Columbia, and other cleaner energy infrastructure; the expectation that advancements in the use of hydrogen and renewable natural gas will further contribute to carbon reduction; how GHG emissions targets are expected to be achieved, including TEP's plan to exit coal and the expectation that reliability and affordability will remain key priorities; the release of the 2024 climate report and expected contents thereof; the targeted capital structure; the expected or potential funding sources for operating expenses, interest costs and capital expenditures; the expected consolidated fixed-term debt maturities and repayments over the next five years; the expectation that maintaining the targeted capital structure of the regulated operating subsidiaries will not have an impact on the Corporation's ability to pay dividends in the foreseeable future; the expectation that the Corporation and its subsidiaries will continue to have access to long-term capital and will remain compliant with debt covenants in 2024; the expected uses of proceeds from debt financings; the performance of contractual obligations to provide equity capital to the Wataynikaneyap Partnership; the potential impact of the recognition of goodwill impairment losses; and the potential and expected impacts of income tax compliance examinations, the U.S. corporate alternative minimum income tax and the enactment of draft Canadian legislation with respect to interest deductibility limitations and global minimum tax.

Certain material factors or assumptions have been applied in drawing the conclusions contained in the forward-looking information, including, without limitation: reasonable legal and 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 Corporation's board of directors (the "Board") exercising its discretion to declare dividends, taking into account the financial performance and 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.

Forward-looking information involves significant risks, uncertainties and assumptions. The Corporation cautions readers that a number of factors could cause actual results, performance or achievements to differ materially from the results 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. For additional information with respect to certain of these risks or factors, reference should be made to the information detailed under the heading "Business Risks" on page 25 of the Annual MD&A (as defined below), and to continuous disclosure materials filed from time to time by the Corporation with Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission (the "SEC"). Key risk factors for 2024 include, but are not limited to:

- risks associated with changes in utility regulation, including the outcome of regulatory proceedings at the Corporation's utilities;
- physical risks related to the provision of electric and gas service, which can be exacerbated by the impacts of climate change;
- risks related to environmental laws and regulations;
- risks associated with capital projects and the impact on the Corporation's continued growth;
- risks associated with cybersecurity and information and operations technology, including disruption to electric and gas service, consumption and load settlement systems, and financial or general operations, as well as the risk of misappropriation and/or disclosure of confidential or proprietary information;

- the impact of weather variability and seasonality on heating and cooling loads, gas distribution volumes and hydroelectric generation;
- risks associated with commodity price volatility and supply of purchased power; and,
- risks related to general economic conditions, including inflation, interest rate and foreign exchange risks.

All forward-looking information in this Form 40-F is given as of the date of this Form 40-F and the Corporation disclaims any intention or obligation to revise or update any forward-looking information as a result of new information, future events or otherwise.

CURRENCY

The Corporation presents its consolidated financial statements in Canadian dollars unless otherwise specified. All dollar amounts in this Form 40-F are stated in Canadian dollars ("$" or "C$"), except where otherwise indicated. On February 8, 2024, the daily average exchange rate (as reported by the Bank of Canada) of United States dollars ("US$") into Canadian dollars was US$1.00 equals C$1.35.

CANADIAN ANNUAL DISCLOSURE DOCUMENTS

The following documents are filed as exhibits to this Form 40-F:

1. The Annual Information Form for the fiscal year ended December 31, 2023, which is filed as Exhibit 99.1 to this Form 40-F and incorporated by reference herein (the "AIF");

2. Audited Consolidated Financial Statements for the fiscal year ended December 31, 2023, which are filed as Exhibit 99.2 to this Form 40-F and incorporated by reference herein (the "Annual Financial Statements"); and

3. Management's Discussion and Analysis for the fiscal year ended December 31, 2023, which is filed as Exhibit 99.3 to this Form 40-F and incorporated by reference herein (the "Annual MD&A").

CERTIFICATIONS

See Exhibits 99.4, 99.5, 99.6 and 99.7 to this Form 40-F.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports filed with, or submitted to, securities regulatory authorities is recorded, processed, summarized and reported within the time periods specified under Canadian and United States securities laws. As of December 31, 2023, an evaluation was carried out under the supervision of, and with the participation of, the Corporation's management, including the President and Chief Executive Officer and the Executive Vice President, Chief Financial Officer, of the effectiveness of the Corporation's disclosure controls and procedures, as defined in the applicable Canadian and United States securities laws. Based on that evaluation, the President and Chief Executive Officer and the Executive Vice President, Chief Financial Officer concluded that such disclosure controls and procedures are effective as of December 31, 2023.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is designed by, or under the supervision of, the Corporation's President and Chief Executive Officer and the Executive Vice President, Chief Financial Officer and effected by the Corporation's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Corporation's management, including the Corporation's President and Chief Executive Officer and the Executive Vice President, Chief Financial Officer, assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2023, based on the criteria set forth in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that, as of December 31, 2023, the Corporation's internal control over financial reporting was effective.

Deloitte LLP, an independent registered public accounting firm, has audited the Annual Financial Statements, and has included its attestation report on management's assessment of the Corporation's internal control over financial reporting, which is found on page 2 of the Annual Financial Statements.

ATTESTATION REPORT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Deloitte LLP's attestation report on management's assessment of the Corporation's internal control over financial reporting is found on page 5 of the Annual Financial Statements.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

Management regularly reviews its system of internal control over financial reporting and makes changes to the Corporation's processes and systems to improve controls and increase efficiency, while ensuring that the Corporation maintains an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

During the year ended December 31, 2023, there have been no changes in the Corporation's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

NOTICES PURSUANT TO REGULATION BTR

The Corporation did not send any notices required by Rule 104 of Regulation BTR during the year ended December 31, 2023 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Corporation has a separately designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The Audit Committee is composed of Maura J. Clark (Chair), Tracey C. Ball, Lawrence T. Borgard, Margarita K. Dilley, Lisa L. Durocher, Donald R. Marchand and Jo Mark Zurel, as described under "Audit Committee - Members" on page 27 of the AIF.

AUDIT COMMITTEE FINANCIAL EXPERT

The Board has determined that the Corporation has at least one "audit committee financial expert" (as defined in paragraph (8) of General Instruction B to Form 40-F) and that Tracey C. Ball, Maura J. Clark, Margarita K. Dilley, Donald R. Marchand and Jo Mark Zurel are the Corporation's "audit committee financial experts" serving on the Audit Committee of the Board. Each of the audit committee financial experts is "independent" under applicable listing standards.

CODE OF ETHICS

The Corporation has a "code of ethics" (as defined in paragraph (9)(b) of General Instruction B to Form 40-F) that applies to all the Corporation’s employees, officers and directors, including the Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller, and persons performing similar functions. The Corporation's code of ethics (referred to as the "Code of Conduct") is available on the Corporation's website at https://www.fortisinc.com/ or, without charge, upon request from the Corporate Secretary, Fortis Inc., Fortis Place, Suite 1100, 5 Springdale Street, St. John's, Newfoundland and Labrador, Canada A1E 0E4 (telephone (709) 737-2800).

On December 6, 2023, the Code of Conduct was amended with effect from January 1, 2024 to:

- describe the Corporation's commitment to human rights, including international labour conventions;
- emphasize the Corporation's expectation of ethical conduct by the Corporation's vendors;
- add a section regarding periodic internal audits to monitor employee compliance with the Code of Conduct and other policies of the Corporation;
- add references to the Corporation's newly adopted Human Rights Statement and Vendor Code of Conduct;
- refer to the Corporation's greenhouse gas emission reduction goals;
- add content on objectives, process and disclosure regarding support of trade associations and political advocacy activities;
- update best practices for protecting confidential information;
- add sections on cybersecurity and the use of artificial intelligence; and
- reflect certain other editorial, organizational and administrative changes.

An amended version of the Code of Conduct was furnished as an exhibit to a report on Form 6-K filed by the Corporation on January 12, 2024.

An amended version of the Code of Conduct, which reflects the revisions described above, is filed as an exhibit to this Form 40-F.

Except as described above, during the fiscal year ended December 31, 2023 there have not been any amendments to, or waivers of, including implicit waivers of, any provision of the Code of Conduct which is applicable to the Corporation's Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller, or persons performing similar functions and that relates to any element of the code of ethics definition enumerated in paragraph (9)(b) of General Instruction B to Form 40-F.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Deloitte LLP served as the Corporation's independent public accountant for the fiscal years ended December 31, 2023 and 2022. For a description of the total amount billed to the Corporation by Deloitte LLP for services performed in the last two fiscal years by category of service (audit fees, audit-related fees, tax fees and all other fees), see "Audit Committee - External Auditor Service Fees" on page 28 of the AIF.

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

For a description of the pre-approval policies and procedures of the Corporation's Audit Committee, see "Audit Committee - Pre-Approval Policies and Procedures" on page 27 of the AIF.

No audit-related fees, tax fees or other non-audit fees were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET ARRANGEMENTS

Except for letters of credit outstanding of $101 million as at December 31, 2023 and certain unrecorded commitments disclosed under the heading "Liquidity and Capital Resources - Contractual Obligations" on page 20 of the Annual MD&A, the Corporation has not entered into any "off-balance sheet arrangements", as defined in General Instruction B(11) to Form 40-F, that have or are reasonably likely to have a current or future effect on the Corporation's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

The Corporation has adopted a compensation recovery policy effective October 2, 2023 (referred to as the “Executive Compensation Clawback Policy”) as required by NYSE listing standards and pursuant to Rule 10D-1 of the Exchange Act. The Executive Compensation Clawback Policy is filed as Exhibit 97 to this Form 40-F. At no time during or after the fiscal year ended December 31, 2023 (as of the date of this Annual Report), was the Corporation required to prepare an accounting restatement that required recovery of erroneously awarded compensation pursuant to the Executive Compensation Clawback Policy and, as of December 31, 2023, there was no outstanding balance of erroneously awarded compensation to be recovered from the application of the Executive Compensation Clawback Policy to a prior restatement.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

For tabular disclosure of the Corporation's contractual obligations, see page 20 of the Annual MD&A, under the heading "Liquidity and Capital Resources - Contractual Obligations".

COMPARISON OF NYSE CORPORATE GOVERNANCE RULES

The Corporation is subject to a variety of corporate governance guidelines and requirements enacted by the Toronto Stock Exchange (the "TSX"), the Canadian securities regulatory authorities, the New York Stock Exchange (the "NYSE") and the SEC. The Corporation is listed on the NYSE and, although the Corporation is not required to comply with most of the NYSE corporate governance requirements to which the Corporation would be subject if it were a U.S. corporation, the Corporation's governance practices differ from those required of U.S. domestic issuers only as described herein. The NYSE rules for U.S. domestic issuers require shareholder approval of all equity compensation plans (as defined in the NYSE rules) regardless of whether new issuances, treasury shares or shares that the Corporation has purchased in the open market are used. The TSX rules require shareholder approval of share compensation arrangements involving new issuances of shares, and of certain amendments to such arrangements, but do not require such approval if the compensation arrangements involve only shares purchased in the open market. The NYSE rules for U.S. domestic issuers also require shareholder approval of certain transactions or series of related transactions that result in the issuance of common shares, or securities convertible into or exercisable for common shares, that have, or will have upon issuance, voting power equal to or in excess of 20% of the voting power outstanding prior to the transaction or if the issuance of common shares, or securities convertible into or exercisable for common shares, are, or will be upon issuance, equal to or in excess of 20% of the number of common shares outstanding prior to the transaction. The TSX rules require shareholder approval of acquisition transactions resulting in dilution in excess of 25%. The TSX also has broad general discretion to require shareholder approval in connection with any issuances of listed securities. The Corporation complies with the TSX rules described in this paragraph.

UNDERTAKING

The Corporation undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

DISCLOSURE PURSUANT TO SECTION 13(r) OF THE EXCHANGE ACT

In accordance with Section 13(r) of the Exchange Act, the Corporation is required to include certain disclosures in its periodic reports if it or any of its affiliates knowingly engaged in certain specified activities during the period covered by the report. Neither the Corporation nor its affiliates have knowingly engaged in any transaction or dealing reportable under Section 13(r) of the Exchange Act during the year ended December 31, 2023.

INCORPORATION BY REFERENCE

The Corporation's Annual Report on Form 40-F (other than the section entitled "Credit Ratings" in Exhibit 99.1 to this Form 40-F) is incorporated by reference into the Corporation's Registration Statements on Form S-8 (File No. 333-226663), Form S-8 (File No. 333-236213), Form F-3 (File No. 333-249039), Form F-10 (File No. 333-268493), Form S-8 (File No. 333-264838), Form S-8 (File No. 333-276111) and Form S-8 (File No. 333-276112).

EXHIBIT INDEX

Exhibit	Description
97	Executive Compensation Clawback Policy effective October 2, 2023
99.1	Annual Information Form of the Corporation dated February 8, 2024
99.2	Audited Consolidated Financial Statements for the fiscal year ended December 31, 2023
99.3	Management's Discussion and Analysis for the fiscal year ended December 31, 2023
99.4	Chief Executive Officer certification required by Rule 13a-14(a)
99.5	Chief Financial Officer certification required by Rule 13a-14(a)
99.6	Chief Executive Officer certification required by Rule 13a-14(b)
99.7	Chief Financial Officer certification required by Rule 13a-14(b)
99.8	Consent of Deloitte LLP
99.9	Code of Conduct dated January 1, 2024
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Corporation certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

FORTIS INC.

/s/ Jocelyn H. Perry
Jocelyn H. Perry
Executive Vice President, Chief Financial Officer
Date: February 9, 2024

Exhibit 97

Fortis Inc.
Executive Compensation Clawback Policy

I. INTRODUCTION

The board of directors (the "**Board**") of Fortis Inc. ("**Fortis**" or the "**Corporation**") believes that it is in the best interests of the Corporation to adopt this executive compensation clawback policy (the "**Policy**"). The Policy is divided into two parts and is intended to comply with (i) Section 304 of the United States *Sarbanes-Oxley Act of 2002* (see Part II below) and (ii) Section 10D of the United States *Securities Exchange Act of 1934*, as amended (the "**Exchange Act**"), Rule 10D-1 promulgated under the Exchange Act ("**Rule 10D-1**") and Section 303A.14 of the New York Stock Exchange Listed Corporation Manual (the "**NYSE Listing Standards**") (see Part III below).

1. Authority

Except as specifically set forth herein, the Policy shall be administered by the Board or, if so designated by the Board, a committee of the Board (the Board or such committee designated by the Board to administer the Policy, the "**Administrator**"). The Administrator is authorized to interpret and construe the Policy and to make all determinations necessary, appropriate or advisable for the administration of the Policy. Any determinations made by the Administrator shall be final and binding on all affected individuals.

In the administration of the Policy, the Administrator is authorized and directed to consult with the full Board or such other committees of the Board, as may be necessary or appropriate as to matters within the scope of such other committee's responsibility and authority. Subject to any limitation at applicable law, the Administrator may authorize and empower any officer or employee of the Corporation to take any and all actions necessary or appropriate to carry out the purpose and intent of the Policy (other than with respect to any recovery under the Policy involving such officer or employee).

2. Indemnification

Any members of the Administrator, and any other members of the Board who assist in the administration of the Policy, shall not be personally liable for any action, determination or interpretation made in good faith with respect to the Policy and such persons shall be indemnified by the Corporation with respect to any such action, determination or interpretation to the fullest extent permitted under applicable law and the policies of the Corporation in effect from time to time. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or the policies of the Corporation in effect from time to time.

3. Amendment; Termination

The Board may amend, modify, supplement, rescind or replace all or any portion of the Policy at any time and from time to time in its discretion, and shall amend the Policy as it deems necessary to comply with applicable law or any rules or standards adopted by a securities exchange on which the Corporation's securities are listed.

4. Severability

If any provision of the Policy or its application shall be adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of the Policy, and the invalid, illegal or unenforceable provisions shall be deemed amended to the minimum extent necessary to render any such provision or application enforceable.

5. Other Recoupment Rights

The Board intends that the Policy shall be applied to the fullest extent permitted by law. Any right of recoupment under the Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Corporation under applicable law, rules or regulations with respect to the claw back or recoupment of erroneously awarded compensation or pursuant to the terms of any employment agreement, equity award agreement, or similar agreement. To the extent that Fortis, the Board, or any committee of the Board is required to comply with any such laws, rules or regulations, the Policy shall be read to incorporate such requirements to the extent applicable.

6. Other Claims

Nothing contained in the Policy, and no recoupment or recovery as contemplated by the Policy, shall limit any claims, damages or other legal remedies the Corporation or any of its affiliates may have against any person arising out of or resulting from any actions or omissions by such person.

7. Absence of Conflicts

Subject to Section 5b) of Part III of the Policy, the application of the Policy by the Administrator may result in recoupment of compensation pursuant to Part II or Part III of the Policy or both Part II and Part III of the Policy, as determined to be necessary, appropriate and advisable.

8. Successors

The Policy shall be binding and enforceable against all persons subject thereto and their beneficiaries, heirs, executors, administrators or other legal representatives.

9. Disclosure Requirements

The Corporation shall file all disclosures with respect to the Policy required by applicable laws and regulations, including applicable rules of the United States Securities and Exchange Commission ("**SEC**").

II. [Intentionally Omitted]

III. DODD-FRANK CLAWBACK

Part III of the Policy is intended to comply with, and shall be interpreted to be consistent with, Section 10D of the Exchange Act, Rule 10D-1 and Section 303A.14 of the NYSE Listing Standards.

1. Definitions

As used in this Part III of the Policy, the following terms shall have the meanings ascribed to them below:

"**Accounting Restatement**" means an accounting restatement due to the material noncompliance of Fortis with any financial reporting requirement under securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a “Big R” restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a “little r” restatement).

"**Applicable Period**" means the three completed fiscal years immediately preceding the date on which Fortis is required to prepare an Accounting Restatement, as well as any transition period (that results from a change in the Corporation's fiscal year) within or immediately following those three completed fiscal years (except that a transition period that comprises a period of at least nine months shall count as a completed fiscal year).

The "**date on which the Corporation is required to prepare an Accounting Restatement** " is the earlier to occur of (a) the date the Board, a committee of the Board (*e.g.,* the Audit Committee), or the officer or officers of the Corporation authorized to take such action (if Board action is not required) concludes, or reasonably should have concluded, that the Corporation is required to prepare an Accounting Restatement or (b) the date a court, regulator or other legally authorized body directs the Corporation to prepare an Accounting Restatement, in each case regardless of if or when the restated financial statements are filed.

"**Erroneously Awarded Compensation**" has the meaning set forth in Section 4 of this Part III of the Policy.

"**Executives**" means the Corporation's current and former president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the Corporation in charge of a principal business unit, division or function (such as sales, administration or finance), any other executive who performs a policy-making function, or any other person who performs similar policy-making functions for the Corporation, as determined by the Administrator in accordance with the definition of executive officer set forth in Rule 10D-1 and the NYSE Listing Standards.

"**Financial Reporting Measure**" means measures that are determined and presented in accordance with the accounting principles used by Fortis in preparing its financial statements, and all other measures that are derived wholly or in part from such measures. Share price and total shareholder return (and any measures that are derived wholly or in part from share price or total shareholder return) shall, for purposes of this Part III of the Policy, be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented within Fortis financial statements or included in a filing with any securities regulatory authority, including the SEC.

"**Incentive-Based Compensation**" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

Incentive-Based Compensation is "**received**", for purposes of this Part III of the Policy, in the Corporation's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of such Incentive-Based Compensation occurs after the end of that period.

2. Covered Executives; Incentive-Based Compensation

Part III of the Policy applies to Incentive-Based Compensation received by an Executive (i) after beginning services as an Executive; (ii) if the Executive served as an Executive at any time during the performance period for such Incentive-Based Compensation; and (iii) while the Corporation has (or had) a class of securities listed on the New York Stock Exchange ("**NYSE**") or any other U.S. national securities exchange.

3. Recoupment of Erroneously Awarded Compensation in the Event of an Accounting Restatement

If the Corporation is required to prepare an Accounting Restatement, the Corporation shall promptly recoup the amount of any Erroneously Awarded Compensation received by any Executive during the Applicable Period as calculated pursuant to Section 4 of this Part III of the Policy.

4. Erroneously Awarded Compensation: Amount Subject to Recovery

The amount of "**Erroneously Awarded Compensation**" subject to recovery under this Part III of the Policy, as determined by the Administrator, is the amount of Incentive-Based Compensation received by the Executive that exceeds the amount of Incentive-Based Compensation that would have been received by the Executive had the Incentive-Based Compensation been determined based on the restated financial statements.

Erroneously Awarded Compensation shall be computed by the Administrator without regard to any taxes paid by the Executive in respect of the Erroneously Awarded Compensation.
For Incentive-Based Compensation based on share price or total shareholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable accounting restatement:

a) the Administrator shall determine the amount of Erroneously Awarded Compensation based on a reasonable estimate of the effect of the Accounting Restatement on the share price or total shareholder return upon which the Incentive-Based Compensation was received; and

b) Fortis shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the NYSE.

5. Method of Recoupment

a) The Administrator shall have discretion to determine the appropriate means of recouping Erroneously Awarded Compensation based on the particular facts and circumstances. Notwithstanding the foregoing, except as set forth in Section 6 of this Part III of the Policy, in no event may Fortis accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of an Executive's obligations hereunder.

b) To the extent that the Executive reimburses Fortis for any Incentive-Based Compensation received that constitutes Erroneously Awarded Compensation under any duplicative recovery obligation established by the Corporation in the Policy or otherwise, or pursuant to applicable law, any such reimbursed amount may be credited to the amount of Erroneously Awarded Compensation that is subject to recovery under this Part III of the Policy.

c) To the extent that an Executive fails to repay all Erroneously Awarded Compensation to Fortis when due, the Corporation shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive. The applicable Executive shall be required to reimburse the Corporation for any and all expenses reasonably incurred (including legal fees) by the Corporation in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

6. Exceptions to Recovery

Fortis will recover Erroneously Awarded Compensation in compliance with this Part III of the Policy unless any of the following conditions are met and the Administrator determines that recovery would be impracticable:

a) The direct expense paid to a third party to assist in enforcing this Part III of the Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on the expense of enforcement, the Corporation must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the NYSE.

b) Recovery would violate applicable Canadian federal or provincial law (provided that law was adopted prior to November 28, 2022). Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of Canadian federal or provincial law, the Corporation shall obtain an opinion of Canadian counsel, acceptable to the NYSE, that recovery would result in such a violation, and must provide such opinion to the NYSE.

c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Corporation, to fail to meet the requirements of Section 401(a)(13) or 411(a) of the United States Internal Revenue Code and the regulations thereunder.

7. No indemnification of Executives

Fortis shall not insure or indemnify any Executive against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Part III of the Policy, or (ii) any claims relating to the Corporation's enforcement of its rights under this Part III of the Policy. Fortis shall not enter into any agreement that exempts any Incentive-Based Compensation that is granted, paid or awarded to an Executive from the application of this Part III of the Policy or that waives the Corporation's right to recovery of any Erroneously Awarded Compensation, and this Part III of the Policy shall supersede any such agreement (whether entered into before, on or after the Effective Date of this Part III of the Policy).

8. Part III Effective Date; Retroactive Application

Part III of the Policy shall be effective as of October 2, 2023 (the " **Part III Effective Date**"). The terms of Part III of the Policy shall apply to any Incentive-Based Compensation that is received by Executives on or after the Part III Effective Date, even if such Incentive-Based Compensation was approved, awarded, granted or paid to Executives prior to the Part III Effective Date. Without limiting the generality of Section 5 of this Part III of the Policy, and subject to applicable law, the Administrator may affect recovery under this Part III of the Policy from any amount of compensation approved, awarded, granted, payable or paid to the Executive prior to, on or after the Part III Effective Date.

[TO BE SIGNED BY FORTIS EXECUTIVES:]

Acknowledgment of the Fortis Inc. Executive Compensation Clawback Policy

I, the undersigned, agree and acknowledge that I have read, and that I am fully bound by, and subject to, all of the terms and conditions of the Fortis Inc. Executive Compensation Clawback Policy (as such policy may be amended, restated, supplemented or otherwise modified from time to time, the "**Policy**"). Any capitalized terms used in this Acknowledgment without definition shall have the meaning set forth in the Policy.

If there is any inconsistency between the Policy and the terms of any employment agreement to which I am a party, or the terms of any compensation plan, program or agreement under which any compensation has been granted, awarded, earned or paid, the terms of the Policy shall govern. If it is determined by the Administrator that any amounts granted, awarded, earned or paid to me must be forfeited or reimbursed to the Corporation, I will promptly take any action necessary to effectuate such forfeiture and/or reimbursement.

By: _____
[Name]
[Title]

Date: _____

Exhibit 99.1

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.

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.

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.

FortisTCI: collectively, FortisTCI 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

IESO: Independent Electricity System Operator of Ontario

IPL: Interstate Power and Light Company

ITC: ITC Holdings together with all of its subsidiaries

ITC Great Plains: ITC Great Plains, LLC

ITC Holdings: ITC Holdings Corp.

ITC Interconnection: ITC Interconnection LLC

ITC Investment Holdings: ITC Investment Holdings Inc.

ITC Midwest: ITC Midwest LLC

ITC's MISO Regulated Operating Subsidiaries: collectively ITCTransmission, METC and ITC Midwest

ITC's Regulated Operating Subsidiaries: collectively, ITCTransmission, METC, ITC Midwest, ITC Great Plains and ITC Interconnection

ITCTransmission: International Transmission Company

LNG: liquefied natural gas

LRTP: long-range transmission Plan

Maritime Electric: Maritime Electric Company, Limited

MD&A: the Corporation's Management Discussion and Analysis in respect of the year ended December 31, 2023

METC: Michigan Electric Transmission Company

MISO: Midcontinent Independent System Operator, Inc.

Moody's: Moody's Investors Service, Inc.

MoveUP: Movement of United Professionals

NB Power: New Brunswick Power Corporation

NERC: North American Electric Reliability Corporation

Newfoundland Power: Newfoundland Power Inc.

NL Hydro: Newfoundland and Labrador Hydro Corporation

NYSE: New York Stock Exchange

PEI: Prince Edward Island, Canada

PNM: Public Service Company of New Mexico

PPA: power purchase agreement

PUB: Newfoundland and Labrador Board of Commissioners of Public Utilities

PWU: Power Workers' Union

ROFR: right of first refusal

S&P: Standard & Poor's Financial Services LLC

SEC: United States Securities and Exchange Commission

SEDAR+: the System for Electronic Document Analysis and Retrieval + of the Canadian Securities Administrators available at www.sedarplus.ca

SPP: Southwest Power Pool, Inc.

SRP: Salt River Project Agricultural Improvement and Power District

T&D: transmission and distribution

TC Energy: TC Energy Corporation

TCFD: Task Force for Climate-Related Financial Disclosures

TEP: Tucson Electric Power Company

TSX: Toronto Stock Exchange

UNS Electric and **UNSE:** UNS Electric, Inc.

UNS Energy: UNS Energy Corporation

UNS Gas: UNS Gas, Inc.

U.S.: United States of America

U.S. GAAP: accounting principles generally accepted in the U.S.

UUWA: United Utility Workers' Association of Canada

Waneta Expansion: Waneta Expansion hydroelectric generating facility

Wataynikaneyap Partnership: Wataynikaneyap Power Limited Partnership

Measurements:
GW Gigawatt(s)
GWh Gigawatt hour(s)
km Kilometer(s)
MW Megawatt(s)
TJ Terajoule(s)
PJ Petajoule(s)

Conversions:
1 litre = 0.22 imperial gallons
1 kilometer = 0.62 miles

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

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, ITCTransmission 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.

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 billionof 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.

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.

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 115 TJ	23,200	5,100	3,408	3,006	16,173	17	2,061
Central Hudson	405,000	1,046 MW 150 TJ	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
FortisTCI	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 1,599 TJ	185,300	59,100	4,243	11,517	51,465	254	9,598

[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.

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.

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 approximating 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.

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 Engine [(3)]	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.

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.

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.

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.

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**	

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; FortisTCI; 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. FortisTCI 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
FortisTCI	**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.

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 Maritime 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. Maritime 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, Maritime 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.

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.*

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.

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, FortisTCI 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.

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.

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.

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

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.

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.

		Committees [1]		
Name, Residence, Principal Occupation Within Five Preceding Years	**Director Since**	**AC**	**GS**	**HR**
TRACEY C. BALL, British Columbia, Canada Corporate Director.	2014	I	I	
PIERRE J. BLOUIN, Quebec, Canada Corporate Director.	2015		**C**	I
LAWRENCE T. BORGARD, Florida, United States of America Corporate Director.	2017	I		I
MAURA J. CLARK, New York, United States of America Corporate Director.	2015	**C**		I
LISA CRUTCHFIELD, Pennsylvania, United States of America Corporate Director. Managing Principal of Hudson Strategic Advisors, LLC since 2012.	2022		I	I
MARGARITA K. DILLEY, District of Columbia, United States of America Corporate Director.	2016	I		I
JULIE A. DOBSON, Maryland, United States of America Corporate Director.	2018		I	**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	I	I	
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		I	I
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	I	I	
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	I	I	I

[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.

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.

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.

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.

		Deloitte LLP	
($ thousands)	**Description of Fee Category**	**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).

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 ratabasis 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.

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.

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.

	2023 Trading Prices and Volumes – Common Shares					
	TSX			NYSE		
Month	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.

	2023 Trading Prices and Volumes – First Preference Shares					
	First Preference Shares, Series F			First Preference Shares, Series G		
Month	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

	First Preference Shares, Series H			First Preference Shares, Series I		
Month	**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**

	First Preference Shares, Series J			First Preference Shares, Series K		
Month	**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**

	First Preference Shares, Series M		
Month	**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**

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 breath 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;

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.

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:

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;

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.

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.

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.

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.

Consolidated Financial Statements

FORTIS INC.

Audited Consolidated Financial Statements
As at and for the years ended December 31, 2023 and 2022

Consolidated Financial Statements

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Fortis Inc. and its subsidiaries (the "Corporation") is responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR"). The Corporation's ICFR is designed by, or under the supervision of, the Corporation's President and Chief Executive Officer ("CEO") and Executive Vice President, Chief Financial Officer ("CFO") and effected by the Corporation's board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, ICFR may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Corporation's management, including its CEO and CFO, assessed the effectiveness of the Corporation's ICFR as of December 31, 2023, based on the criteria set forth in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that, as of December 31, 2023, the Corporation's ICFR was effective.

The Corporation's ICFR as of December 31, 2023 has been audited by Deloitte LLP, an Independent Registered Public Accounting Firm, which also audited the Corporation's consolidated financial statements for the year ended December 31, 2023. Deloitte LLP issued an unqualified opinion for both audits.

February 8, 2024

/s/ David G. Hutchens
David G. Hutchens
President and Chief Executive Officer, Fortis Inc.
St. John's, Canada

/s/ Jocelyn H. Perry
Jocelyn H. Perry
Executive Vice President, Chief Financial Officer, Fortis Inc.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Fortis Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Fortis Inc. and subsidiaries (the "Corporation") as of December 31, 2023 and 2022, the related consolidated statements of earnings, comprehensive income, cash flows, and changes in equity, for each of the two years in the period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Corporation's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 8, 2024, expressed an unqualified opinion on the Corporation's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the Corporation's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Assessment for Impairment of Goodwill - Refer to Notes 3 and 12 to the financial statements

Critical Audit Matter Description
The Corporation assesses goodwill for impairment annually as well as whenever any event or other change indicates that the fair value of a reporting unit may be below its carrying value. Management has determined that there is no impairment based on its current annual assessment.

Management's assessment primarily utilizes the income approach which is based on underlying estimates and assumptions with varying degrees of uncertainty. Those with the highest degree of subjectivity and impact are the assumed terminal growth rates and discount rates. Auditing these estimates and assumptions required a high degree of audit judgment and effort, including the need to involve a fair value specialist.

How the Critical Audit Matter Was Addressed in the Audit
Our audit procedures related to the terminal growth rate and discount rate used by management to estimate the fair value of more recently acquired reporting units included the following, among others:

- Evaluating the effectiveness of controls over the estimated fair value of the reporting units, including the review and approval of the terminal growth rate and discount rate selected by management.
- Evaluating management's ability to accurately forecast the terminal growth rate by:
  - Assessing the methodology used in management's determination of the terminal growth rate; and
  - Comparing management's assumptions to historical data and available market projection data.
- With the assistance of a fair value specialist, evaluating the reasonableness of the discount rate by:
  - Testing the source information underlying the determination of the discount rate; and
  - Developing a range of independent estimates and comparing those to the discount rate selected by management.

Impact of Rate Regulation on the financial statements - Refer to Notes 2, 3 and 8 to the financial statements

Critical Audit Matter Description
The Corporation's regulated utilities are subject to rate regulation and annual earnings oversight by various federal, state and provincial regulatory authorities who have jurisdiction in the United States and Canada. Rates and resultant earnings of the Corporation's regulated utilities are determined under cost of service regulation, with some using performance-based rate-setting mechanisms. The regulation of rates is premised on the full recovery of prudently incurred costs and a reasonable rate of return on asset value ("ROA") or common shareholders' equity ("ROE"). Regulatory decisions can have an impact on the timely recovery of costs and the regulator-approved ROE and/or ROA. Accounting for the economics of rate regulation impacts multiple financial statement line items and disclosures, such as property, plant, and equipment; regulatory assets and liabilities; operating revenues and expenses; income taxes; and depreciation expense.

We identified the impact of rate regulation as a critical audit matter due to the significant judgments made by management to support its assertions about impacted account balances and disclosures and the high degree of subjectivity involved in assessing the potential impact of future regulatory orders on the financial statements. Management judgments include assessing the likelihood of recovery of costs incurred or a refund to customers through the rate-setting process. While the Corporation's regulated utilities have indicated they expect to recover costs from customers through regulated rates, there is a risk that the respective regulatory authority will not approve full recovery of the costs incurred and a reasonable ROE and/or ROA. Auditing these matters required especially subjective judgment and specialized knowledge of accounting for rate regulation due to its inherent complexities across different jurisdictions.

How the Critical Audit Matter Was Addressed in the Audit
Our audit procedures related to the likelihood of recovery of costs incurred or a refund to customers through the rate-setting process, included the following, among others:

- Evaluating the effectiveness of controls over the monitoring and evaluation of regulatory developments that may affect the likelihood of recovering costs in future rates or of a future reduction in rates.
- Assessing relevant regulatory orders, regulatory statutes and interpretations as well as procedural memorandums, utility and intervener filings, and other publicly available information to evaluate the likelihood of recovery in future rates or of a future reduction in rates and the ability to earn a reasonable ROA or ROE.
- For regulatory matters in progress, inspecting the regulated utilities' filings for any evidence that might contradict management's assertions. We obtained an analysis from management and letters from internal and external legal counsel, as appropriate, regarding cost recoveries or a future reduction in rates.
- Evaluating the Corporation's disclosures related to the impacts of rate regulation, including the balances recorded and regulatory developments.

/s/ Deloitte LLP

Chartered Professional Accountants

St. John's, Canada
February 8, 2024

We have served as the Corporation's auditor since 2017.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Fortis Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Fortis Inc. and subsidiaries (the "Corporation") as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements as of and for the year ended December 31, 2023, of the Corporation and our report dated February 8, 2024, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Corporation's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte LLP

Chartered Professional Accountants

St. John's, Canada
February 8, 2024

CONSOLIDATED BALANCE SHEETS

FORTIS INC.

As at December 31 (in millions of Canadian dollars)	2023	2022
ASSETS		
Current assets		
Cash and cash equivalents	**$ 625**	$ 209
Accounts receivable and other current assets (Note 6)	**1,818**	2,339
Prepaid expenses	**150**	146
Inventories (Note 7)	**566**	661
Regulatory assets (Note 8)	**866**	914
Total current assets	**4,025**	4,269
Other assets (Note 9)	**1,298**	1,213
Regulatory assets (Note 8)	**3,518**	3,095
Property, plant and equipment, net (Note 10)	**43,385**	41,663
Intangible assets, net (Note 11)	**1,510**	1,548
Goodwill (Note 12)	**12,184**	12,464
Total assets	**$ 65,920**	$ 64,252
LIABILITIES AND EQUITY		
Current liabilities		
Short-term borrowings (Note 14)	**$ 119**	$ 253
Accounts payable and other current liabilities (Note 13)	**2,972**	3,288
Regulatory liabilities (Note 8)	**577**	595
Current installments of long-term debt (Note 14)	**2,296**	2,481
Total current liabilities	**5,964**	6,617
Regulatory liabilities (Note 8)	**3,381**	3,320
Deferred income taxes (Note 23)	**4,399**	4,060
Long-term debt (Note 14)	**27,235**	25,931
Finance leases (Note 15)	**339**	336
Other liabilities (Note 16)	**1,270**	1,146
Total liabilities	**42,588**	41,410
Commitments and contingencies (Note 27)		
Equity		
Common shares [(1)]	**15,108**	14,656
Preference shares (Note 18)	**1,623**	1,623
Additional paid-in capital	**9**	10
Accumulated other comprehensive income (Note 19)	**653**	1,008
Retained earnings	**4,112**	3,733
Shareholders' equity	**21,505**	21,030
Non-controlling interests	**1,827**	1,812
Total equity	**23,332**	22,842
Total liabilities and equity	**$ 65,920**	$ 64,252

(1) No par value. Unlimited authorized shares. 490.6 million and 482.2 million issued and outstanding as at December 31, 2023 and 2022, respectively

Approved on Behalf of the Board

/s/ Jo Mark Zurel
Jo Mark Zurel,
Director

/s/ Maura J. Clark
Maura J. Clark,
Director

See accompanying Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF EARNINGS

FORTIS INC.

For the years ended December 31 (in millions of Canadian dollars, except per share amounts)		**2023**		2022
Revenue (Note 5)	**$**	**11,517**	$	11,043
Expenses				
Energy supply costs		**3,771**		3,952
Operating expenses		**2,889**		2,683
Depreciation and amortization		**1,773**		1,668
Total expenses		**8,433**		8,303
Operating income		**3,084**		2,740
Other income, net (Note 22)		**291**		165
Finance charges		**1,305**		1,102
Earnings before income tax expense		**2,070**		1,803
Income tax expense (Note 23)		**360**		289
Net earnings	**$**	**1,710**	$	1,514
Net earnings attributable to:				
Non-controlling interests	**$**	**137**	$	120
Preference equity shareholders		**67**		64
Common equity shareholders		**1,506**		1,330
	$	**1,710**	$	1,514
Earnings per common share (Note 17)				
Basic	**$**	**3.10**	$	2.78
Diluted	**$**	**3.10**	$	2.78

See accompanying Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31 (in millions of Canadian dollars)		**2023**		2022
Net earnings	**$**	**1,710**	$	1,514
Other comprehensive (loss) income				
Unrealized foreign currency translation (losses) gains, net of hedging activities and income tax (expense) recovery of $(3) million and $15 million, respectively		**(402)**		1,100
Other, net of income tax expense of $4 million and $21 million, respectively		**6**		73
		(396)		1,173
Comprehensive income	**$**	**1,314**	$	2,687
Comprehensive income attributable to:				
Non-controlling interests	**$**	**96**	$	245
Preference equity shareholders		**67**		64
Common equity shareholders		**1,151**		2,378
	$	**1,314**	$	2,687

See accompanying Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

FORTIS INC.

For the years ended December 31 (in millions of Canadian dollars)	**2023**	2022
Operating activities		
Net earnings	**$ 1,710**	$ 1,514
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation - property, plant and equipment	**1,542**	1,460
Amortization - intangible assets	**150**	145
Amortization - other	**81**	63
Deferred income tax expense (Note 23)	**272**	182
Equity component, allowance for funds used during construction (Note 22)	**(101)**	(78)
Other	**72**	105
Change in long-term regulatory assets and liabilities	**(100)**	162
Change in working capital (Note 25)	**(81)**	(479)
Cash from operating activities	**3,545**	3,074
Investing activities		
Additions to property, plant and equipment	**(3,986)**	(3,587)
Additions to intangible assets	**(183)**	(278)
Contributions in aid of construction	**216**	111
Proceeds on disposition, net (Note 21)	**454**	—
Contributions to equity-accounted investees	**(24)**	(100)
Other	**(219)**	(205)
Cash used in investing activities	**(3,742)**	(4,059)
Financing activities		
Proceeds from long-term debt, net of issuance costs (Note 14)	**2,810**	3,067
Repayments of long-term debt and finance leases	**(1,210)**	(1,526)
Borrowings under committed credit facilities	**7,217**	6,651
Repayments under committed credit facilities	**(7,276)**	(6,381)
Net change in short-term borrowings	**(126)**	(21)
Issue of common shares, net of costs, and dividends reinvested	**43**	53
Dividends		
Common shares, net of dividends reinvested	**(701)**	(673)
Preference shares	**(67)**	(64)
Subsidiary dividends paid to non-controlling interests	**(83)**	(66)
Other	**6**	(5)
Cash from financing activities	**613**	1,035
Effect of exchange rate changes on cash and cash equivalents	**—**	28
Change in cash and cash equivalents	**416**	78
Cash and cash equivalents, beginning of year	**209**	131
Cash and cash equivalents, end of year	**$ 625**	$ 209

Supplementary Cash Flow Information (Note 25)

See accompanying Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FORTIS INC.

For the years ended December 31 (in millions of Canadian dollars, except share numbers)	**Common Shares** *(# millions)*	**Common Shares**	**Preference Shares** (Note 18)	**Additional Paid-In Capital**	**Accumulated Other Comprehensive Income (Loss)** (Note 19)	**Retained Earnings**	**Non-Controlling Interests**	**Total Equity**
As at December 31, 2022	**482.2**	**$ 14,656**	**$ 1,623**	**$ 10**	**$ 1,008**	**$ 3,733**	**$ 1,812**	**$ 22,842**
Net earnings	**—**	**—**	**—**	**—**	**—**	**1,573**	**137**	**1,710**
Other comprehensive loss	**—**	**—**	**—**	**—**	**(355)**	**—**	**(41)**	**(396)**
Common shares issued	**8.4**	**452**	**—**	**—**	**—**	**—**	**—**	**452**
Subsidiary dividends paid to non-controlling interests	**—**	**—**	**—**	**—**	**—**	**—**	**(83)**	**(83)**
Dividends declared on common shares ($2.31 per share)	**—**	**—**	**—**	**—**	**—**	**(1,127)**	**—**	**(1,127)**
Dividends on preference shares	**—**	**—**	**—**	**—**	**—**	**(67)**	**—**	**(67)**
Other	**—**	**—**	**—**	**(1)**	**—**	**—**	**2**	**1**
As at December 31, 2023	**490.6**	**$ 15,108**	**$ 1,623**	**$ 9**	**$ 653**	**$ 4,112**	**$ 1,827**	**$ 23,332**
As at December 31, 2021	474.8	$ 14,237	$ 1,623	$ 10	$ (40)	$ 3,458	$ 1,628	$ 20,916
Net earnings	—	—	—	—	—	1,394	120	1,514
Other comprehensive income	—	—	—	—	1,048	—	125	1,173
Common shares issued	7.4	419	—	(2)	—	—	—	417
Subsidiary dividends paid to non-controlling interests	—	—	—	—	—	—	(66)	(66)
Dividends declared on common shares ($2.20 per share)	—	—	—	—	—	(1,055)	—	(1,055)
Dividends on preference shares	—	—	—	—	—	(64)	—	(64)
Other	—	—	—	2	—	—	5	7
As at December 31, 2022	482.2	$ 14,656	$ 1,623	$ 10	$ 1,008	$ 3,733	$ 1,812	$ 22,842

See accompanying Notes to Consolidated Financial Statements

1. DESCRIPTION OF BUSINESS

Fortis Inc. ("Fortis" or the "Corporation") is a well-diversified North American regulated electric and gas utility holding company. Entities within the reporting segments that follow operate with substantial autonomy.

Regulated Utilities

ITC: ITC Investment Holdings Inc., ITC Holdings Corp. and the electric transmission operations of its regulated operating subsidiaries, which include International Transmission Company ("ITCTransmission"), Michigan Electric Transmission Company, LLC ("METC"), ITC Midwest LLC ("ITC Midwest"), and ITC Great Plains, LLC. Fortis owns 80.1% of ITC and an affiliate of GIC Private Limited owns a 19.9% minority interest.

ITC owns and operates high-voltage transmission lines in Michigan's lower peninsula and portions of Iowa, Minnesota, Illinois, Missouri, Kansas, Oklahoma and Wisconsin.

UNS Energy: UNS Energy Corporation, which primarily includes Tucson Electric Power Company ("TEP"), UNS Electric, Inc. ("UNS Electric") and UNS Gas, Inc. ("UNS Gas").

UNS Energy's largest operating subsidiary, TEP, and UNS Electric are vertically integrated regulated electric utilities. They generate, transmit and distribute electricity to retail customers in southeastern Arizona, including the greater Tucson metropolitan area in Pima County and parts of Cochise County, as well as in Santa Cruz and Mohave counties. TEP also sells wholesale electricity to other entities in the western United States. Together they own generating capacity of 3,408 megawatts ("MW"), including 68 MW of solar capacity and 250 MW of wind capacity. Several generating assets in which they have an interest are jointly owned.

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

Central Hudson: CH Energy Group, Inc., which primarily includes Central Hudson Gas & Electric Corporation. Central Hudson is a regulated electric and gas transmission and distribution utility that serves portions of New York State's Mid-Hudson River Valley and owns gas-fired and hydroelectric generating capacity totalling 65 MW.

FortisBC Energy: FortisBC Energy Inc., which is the largest regulated distributor of natural gas in British Columbia, providing transmission and distribution services. FortisBC Energy sources natural gas supplies primarily from northeastern British Columbia and Alberta on behalf of most customers.

FortisAlberta: FortisAlberta Inc. is a regulated electricity distribution utility operating in a substantial portion of southern and central Alberta. FortisAlberta is not involved in the direct sale of electricity.

FortisBC Electric: FortisBC Inc. is an integrated regulated electric utility operating in the southern interior of British Columbia. It owns four hydroelectric generating facilities with a combined capacity of 225 MW. It also provides operating, maintenance and management services relating to five hydroelectric generating facilities in British Columbia that are owned by third parties.

Other Electric: Eastern Canadian and Caribbean utilities, as follows: Newfoundland Power Inc. ("Newfoundland Power"); Maritime Electric Company, Limited ("Maritime Electric"); FortisOntario Inc. ("FortisOntario"); a 39% equity investment in Wataynikaneyap Power Limited Partnership ("Wataynikaneyap Partnership"); an approximate 60% controlling interest in Caribbean Utilities Company, Ltd. ("Caribbean Utilities"); FortisTCI Limited and Turks and Caicos Utilities Limited (collectively, "FortisTCI"); and a 33% equity investment in Belize Electricity Limited ("Belize Electricity").

Newfoundland Power is an integrated regulated electric utility and the principal distributor of electricity on the island portion of Newfoundland and Labrador with a generating capacity of 145 MW, of which 98 MW is hydroelectric. Maritime Electric is an integrated regulated electric utility and the principal distributor of electricity on Prince Edward Island ("PEI") with on-Island generating capacity of 90 MW. FortisOntario consists of three regulated electric utilities that provide service to customers in Fort Erie, Cornwall, Gananoque, Port Colborne and the District of Algoma in Ontario with a generating capacity of 5 MW. Wataynikaneyap Partnership is a partnership between 24 First Nations communities, Fortis and Algonquin Power & Utilities Corp. with a mandate to connect remote First Nations communities to the electricity grid in Ontario through the development of new transmission lines.

Caribbean Utilities is an integrated regulated electric utility and the sole electricity provider on Grand Cayman with a diesel-powered generating capacity of 166 MW. FortisTCI consists of two integrated regulated electric utilities that provide electricity to certain Turks and Caicos Islands and has a generating capacity of 88 MW, including 85 MW of diesel-powered generating capacity and 3 MW of solar capacity. Belize Electricity is an integrated electric utility and the principal distributor of electricity in Belize.

Non-Regulated

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. 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 the Corporation's indirectly wholly owned subsidiary Fortis Belize Limited, the output of which is sold to Belize Electricity under 50-year power purchase agreements ("PPAs"). Also includes results for the Aitken Creek natural gas storage facility ("Aitken Creek") until the November 1, 2023 date of disposition (Note 21).

2. REGULATION

General

The earnings of the Corporation's regulated utilities are determined under cost of service ("COS") regulation, with some using performance-based rate setting ("PBR") mechanisms.

Under COS regulation, the regulator sets customer rates to permit a reasonable opportunity for the timely recovery of the estimated costs of providing service, including a fair rate of return on a deemed or targeted capital structure applied to an approved regulatory asset value ("rate base"). PBR mechanisms generally apply a formula that incorporates inflation and assumed productivity improvements for a set term.

The ability to recover prudently incurred costs of providing service and earn the regulator-approved rate of return on common shareholders' equity ("ROE") and/or rate of return on rate base assets ("ROA") may depend on achieving the forecasts established in the rate-setting process. As well, the Corporation's regulated utilities, where applicable, are permitted by their respective regulators to flow through to customers, without markup, the cost of natural gas, fuel and/or purchased power through base customer rates and/or the use of rate stabilization and other mechanisms (Note 8). There can be varying degrees of regulatory lag between when costs are incurred and when they are reflected in customer rates.

Nature of Regulation		**Allowed Common Equity** *(%)*	**Allowed ROE** [1] *(%)*		
Regulated Utility	**Regulatory Authority**		**2023**	2022	**Significant Features**
ITC	Federal Energy Regulatory Commission ("FERC")	60.0	**10.77** [2]	10.77	Cost-based formula rates, with annual true-up mechanism [3] Incentive adders
TEP	Arizona Corporation Commission ("ACC")	54.3	**9.55** [4]	9.15	COS regulation Historical test year
	FERC	[5]	**9.79**	9.79	Formula transmission rates
UNS Electric	ACC	52.8	**9.50** [6]	9.50	
UNS Gas	ACC	50.8	**9.75**	9.75	
Central Hudson	New York State Public Service Commission ("PSC")	48.0 [7]	**9.00**	9.00	COS regulation Future test year
FortisBC Energy	British Columbia Utilities Commission ("BCUC")	45.0	**9.65** [8]	8.75	COS regulation with formula components and incentives [8]
FortisBC Electric	BCUC	41.0	**9.65** [8]	9.15	Future test year
FortisAlberta	Alberta Utilities Commission ("AUC")	37.0	**8.50**	8.50	PBR [9]
Newfoundland Power	Newfoundland and Labrador Board of Commissioners of Public Utilities	45.0	**8.50**	8.50	COS regulation Future test year
Maritime Electric	Island Regulatory and Appeals Commission	40.0	**9.35**	9.35	COS regulation Future test year
FortisOntario [10]	Ontario Energy Board	40.0	**8.52-9.30**	8.52-9.30	COS regulation with incentive mechanisms
Caribbean Utilities [11]	Utility Regulation and Competition Office	N/A	**7.50-9.50**	6.25-8.25	COS regulation Rate-cap adjustment mechanism based on published consumer price indices
FortisTCI [12]	Government of the Turks and Caicos Islands	N/A	**15.00-17.50**	15.00-17.50	COS regulation Historical test year

[1] ROA for Caribbean Utilities and FortisTCI
[2] Includes the allowed common equity and base ROE plus incentive adders for ITCTransmission, METC, and ITC Midwest. See "Significant Regulatory Matters" below
[3] Annual true-up collected or refunded in rates within a two-year period
[4] Allowed common equity of 54.3% and ROE of 9.55% effective September 1, 2023. See "Significant Regulatory Matters" below
[5] The allowed common equity component for FERC transmission rates is formulaic, and is updated annually based on TEP's actual equity ratio
[6] Allowed common equity of 53.7% and ROE of 9.75% effective February 1, 2024. See "Significant Regulatory Matters" below
[7] Effective July 1, 2021 Central Hudson's approved common equity component of capital structure was 50%, declining by 1% annually to 48% in the third rate year. A general rate application requesting new customer rates effective July 1, 2024 is ongoing. See "Significant Regulatory Matters" below
[8] See "Significant Regulatory Matters" below. Formula and incentives have been set through 2024
[9] FortisAlberta was subject to a COS revenue requirement in 2023. In 2022, FortisAlberta was subject to PBR, including mechanisms for flow-through costs and capital expenditures not otherwise recovered in customer rates. See "Significant Regulatory Matters" below
[10] Two of FortisOntario's utilities follow COS regulation with incentive mechanisms, while the remaining utility is subject to a 35-year franchise agreement expiring in 2033
[11] Operates under licences from the Government of the Cayman Islands. Its exclusive transmission and distribution licence is for an initial 20-year period, expiring in April 2028, with a provision for automatic renewal. Its non-exclusive generation licence is for a 25-year term, expiring in November 2039
[12] Operates under 50-year licences from the Government of the Turks and Caicos Islands, which expire in 2036 and 2037

2. REGULATION (cont'd)

Significant Regulatory Matters

ITC

MISO Base ROE: In 2022, the U.S. Court of Appeals for the District of Columbia Circuit issued a decision vacating certain FERC orders that had established the methodology for setting the base ROE for transmission owners operating in the Midcontinent Independent System Operator, Inc. ("MISO") region, including ITC. This matter dates back to complaints filed at FERC in 2013 and 2015 challenging the MISO base ROE then in effect. The court has remanded the matter to FERC for further process, the timing and outcome of which remain unknown.

Transmission Incentives: In 2021, FERC issued a supplemental notice of proposed rulemaking ("NOPR") on transmission incentives modifying the proposal in the initial NOPR released by FERC in 2020. The supplemental NOPR proposes to eliminate the 50-basis point regional transmission organization ("RTO") ROE incentive adder for RTO members that have been members for longer than three years. The timing and outcome of this proceeding remain unknown.

Transmission Right of First Refusal ("ROFR"): In December 2023, the Iowa District Court ruled that the manner in which Iowa's ROFR statute was passed is unconstitutional. The statute grants incumbent electric transmission owners, including ITC, a ROFR to construct, own and maintain certain electric transmission assets in the state. The District Court did not make any determination on the merits of the ROFR itself, but did issue a permanent injunction preventing ITC and others from taking further action to construct the MISO long range transmission plan ("LRTP") tranche one Iowa projects in reliance on the ROFR. ITC has filed for reconsideration of the District Court's decision with respect to the scope of the injunction.

UNS Energy

TEP General Rate Application: In August 2023, the ACC issued a decision on TEP's general rate application approving, among other things, an increase in non-fuel revenue of US$100 million, a 9.55% ROE and a 54.32% common equity component of capital structure. The decision reflects an increase from TEP's previous ROE and common equity component of capital structure of 9.15% and 53%, respectively. New customer rates became effective on September 1, 2023.

UNS Electric General Rate Application: In January 2024, the ACC issued a decision on UNS Electric's general rate application approving, among other things, an increase in the ROE and common equity component of capital structure from 9.50% and 52.8% to 9.75% and 53.7%, respectively. The decision also approved the System Reliability Benefit mechanism which allows UNS Electric to recover qualifying generation and energy storage investments between rate cases subject to an annual cap and earnings test. New customer rates became effective on February 1, 2024.

Central Hudson

General Rate Application: In July 2023, Central Hudson filed a rate application with the PSC requesting an increase in electric and natural gas delivery rates effective July 1, 2024. The application includes a request to set Central Hudson's ROE at 9.8% and a 50% common equity component of capital structure. The timing and outcome of this proceeding remain unknown.

Customer Information System ("CIS") Implementation: In January 2023, Central Hudson filed a response to the PSC's Order to Commence Proceeding and Show Cause, which had directed Central Hudson to explain why the PSC should not pursue civil or administrative penalties or initiate a proceeding to review the prudence of implementation costs associated with its new CIS. In July 2023, an interim agreement was reached with the PSC, in which Central Hudson agreed to independent third-party verification of recent system improvements related to its billing system, and to accelerate the implementation of its monthly meter reading plan. The independent third-party review remains ongoing and an initial report is expected in the first quarter of 2024. The timing and outcome of this proceeding remain unknown.

FortisBC Energy and FortisBC Electric

Generic Cost of Capital ("GCOC") Proceeding: In September 2023, the BCUC issued a decision on the GCOC proceeding approving new cost of capital parameters for FortisBC Energy and FortisBC Electric retroactive to January 1, 2023. For FortisBC Energy, the decision increased the ROE and common equity component of capital structure from 8.75% and 38.5% to 9.65% and 45%, respectively. For FortisBC Electric, the decision increased the ROE and common equity component of capital structure from 9.15% and 40% to 9.65% and 41%, respectively. Recovery of the GCOC decision in customer rates will begin in 2024, and the associated revenue deficiency deferral is expected to be fully collected by the end of 2029.

FortisAlberta

2024 GCOC Proceeding: In October 2023, the AUC issued a decision on the 2024 GCOC proceeding. The decision, which is effective January 1, 2024, adopts a formulaic approach in determining the ROE on an annual basis, which will adjust the notional ROE of 9.0% with reference to forecast long-term Government of Canada bond and utility bond yields. The ROE for 2024 has been set at 9.28%, an increase from FortisAlberta's previous ROE of 8.50%. The decision also concluded that there will be no change in the common equity component of capital structure of 37%.

In November 2023, FortisAlberta sought permission to appeal the GCOC decision to the Court of Appeal of Alberta on the basis that the AUC erred in its decision to not adjust FortisAlberta's ROE and common equity component of capital structure to address incremental business risk associated with competition from Rural Electrification Associations ("REAs") located in FortisAlberta's service area, as well as heightened regulatory risk due to the non-recovery of costs attributable to REAs (see "REA Cost Recovery" below). The decision on the request for appeal is expected by the end of 2024.

2. REGULATION (cont'd)

FortisAlberta (cont'd)

Third PBR Term: In October 2023, the AUC issued a decision establishing the parameters for the third PBR term for the period of 2024-2028. FortisAlberta's base distribution rates for the third PBR term are based on the 2023 COS revenue requirement previously approved by the AUC. The third PBR plan incorporates new inputs for the calculation of the inflation and productivity factors, the introduction of an earnings sharing mechanism that will allocate achieved earnings above the approved ROE between the utility and its customers, and the removal of the efficiency carry-over incentive mechanism. Capital funding mechanisms are preserved with modifications including: (i) base capital funding established on the approved 2023 COS Rate Base and a level of annual capital additions premised on 2018-2022 historical averages that are escalated as prescribed by the AUC; and (ii) criteria to meet eligibility for incremental capital funding on extraordinary expenditures is expanded to provide potential eligibility for net-zero plan related expenditures.

In November 2023, FortisAlberta sought permission to appeal the Third PBR decision to the Court of Appeal of Alberta on the basis that the AUC erred in its decision to determine capital funding using 2018-2022 historical capital investments without consideration for funding of new capital programs included in the company's 2023 COS revenue requirement as approved by the AUC. The decision on the request for appeal is expected by the end of 2024.

REA Cost Recovery: In 2021, the AUC determined that costs attributable to REAs, approximating $10 million annually, can no longer be recovered from FortisAlberta's rate payers, effective January 1, 2023. FortisAlberta continues to assess other means, including legislative amendments, to recover these costs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These consolidated financial statements have been prepared and presented in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for rate-regulated entities, and are in Canadian dollars unless otherwise indicated.

These consolidated financial statements include the accounts of the Corporation and its subsidiaries. They reflect the equity method of accounting for entities in which Fortis has significant influence, but not control, and proportionate consolidation for assets that are jointly owned with non-affiliated entities. Intercompany transactions have been eliminated, except for transactions between non-regulated and regulated entities in accordance with U.S. GAAP for rate-regulated entities.

Cash and Cash Equivalents

Cash and cash equivalents include cash, cash held in margin accounts, and short-term deposits with initial maturities of three months or less from the date of deposit.

Allowance for Credit Losses

Fortis and its subsidiaries recognize an allowance for credit losses to reduce accounts receivable for amounts estimated to be uncollectible. The allowance for credit losses is estimated based on historical collection patterns, sales, and current and forecast economic and other conditions. Accounts receivable are written off in the period in which they are deemed uncollectible.

Inventories

Inventories, consisting of materials and supplies, gas, fuel and coal in storage, are measured at the lower of weighted average cost and net realizable value.

Regulatory Assets and Liabilities

Regulatory assets and liabilities arise as a result of the utility rate-setting process and are subject to regulatory approval. Regulatory assets represent future revenues and/or receivables associated with certain costs incurred that will be, or are expected to be, recovered from customers in future periods through the rate-setting process. Regulatory liabilities represent: (i) future reductions or limitations of increases in revenue associated with amounts that will be, or are expected to be, refunded to customers through the rate-setting process; or (ii) obligations to provide future service that customers have paid for in advance.

Certain remaining recovery and settlement periods are those expected by management and the actual periods could differ based on regulatory approval.

Investments

Investments are reviewed annually for potential impairment in value. Impairments are recognized when identified.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, Plant and Equipment

Property, plant and equipment ("PPE") are recognized at cost less accumulated depreciation. Contributions in aid of construction by customers and governments are recognized as a reduction in the cost of, and are amortized in a manner consistent with, the related PPE.

Depreciation rates of the Corporation's regulated utilities include a provision for estimated future removal costs not identified as a legal obligation. The provision is recognized as a long-term regulatory liability (Note 8) against which actual removal costs are netted when incurred.

The Corporation's regulated utilities derecognize PPE on disposal or when no future economic benefits are expected from their use. Upon derecognition, any difference between cost and accumulated depreciation, net of salvage proceeds, is charged to accumulated depreciation. No gain or loss is recognized.

Through methodologies established by their respective regulators, the Corporation's regulated utilities capitalize: (i) overhead costs that are not directly attributable to specific PPE but relate to the overall capital expenditure plan; and (ii) an allowance for funds used during construction ("AFUDC"). The debt component of AFUDC for 2023 totalled $56 million (2022 - $45 million) and is reported as a reduction of finance charges and the equity component is reported as other income (Note 22). Both components are recorded to earnings through depreciation expense over the estimated service lives of the applicable PPE.

Excluding UNS Energy and Central Hudson, PPE includes inventory held for the development, construction and betterment of other assets. As required by its regulators, UNS Energy and Central Hudson recognize such items as inventory until used and reclassifies them to PPE once put into service.

Repairs and maintenance costs are charged to earnings in the period incurred. Replacements and betterments that extend the useful lives of PPE are capitalized.

PPE is depreciated using the straight-line method based on the estimated service lives of the assets. Depreciation rates for regulated PPE are approved by the respective regulators and ranged from 0.5% to 35.0% for 2023 (2022 - 0.5% to 39.8%). The weighted average composite rate of depreciation, before reduction for amortization of contributions in aid of construction, was 2.6% for 2023 (2022 – 2.7%).

The service life ranges and weighted average remaining service life of PPE as at December 31 were as follows.

	2023		2022	
(years)	**Service Life Ranges**	**Weighted Average Remaining Service Life**	Service Life Ranges	Weighted Average Remaining Service Life
Distribution				
Electric	**5-80**	**31**	5-80	31
Gas	**18-95**	**38**	18-95	39
Transmission				
Electric	**20-90**	**41**	20-90	41
Gas	**10-85**	**36**	10-85	35
Generation	**2-95**	**23**	5-95	22
Other	**3-80**	**10**	3-80	11

Intangible Assets

Intangible assets are recorded at cost less accumulated amortization. Their useful lives are assessed to be either indefinite or finite.

Intangible assets with indefinite useful lives are not amortized and are tested for impairment annually, either individually or, where the particular entity also has goodwill, at the reporting unit level in conjunction with goodwill impairment testing. An annual review is completed to determine whether the indefinite life assessment continues to be supportable. If not, the resultant changes are made prospectively.

Intangible assets with finite lives are amortized using the straight-line method based on the estimated service lives of the assets. Amortization rates for regulated intangible assets are approved by the respective regulators and ranged from 1.0% to 33.0% for 2023 (2022 – 1.0% to 33.0%).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The service life ranges and weighted average remaining service life of finite-life intangible assets as at December 31 were as follows.

	2023		2022	
(years)	**Service Life Ranges**	**Weighted Average Remaining Service Life**	Service Life Ranges	Weighted Average Remaining Service Life
Computer software	**3-18**	**5**	3-15	5
Land, transmission and water rights	**30-90**	**52**	34-90	53
Other	**10-100**	**14**	10-100	14

The Corporation's regulated utilities derecognize intangible assets on disposal or when no future economic benefits are expected from their use. Upon derecognition any difference between the cost and accumulated amortization of the asset, net of salvage proceeds, is charged to accumulated amortization. No gain or loss is recognized.

Impairment of Long-Lived Assets

The Corporation reviews the valuation of PPE, intangible assets with finite lives, and other long-term assets when events or changes in circumstances indicate that the total undiscounted cash flows expected to be generated by the asset may be below carrying value. If that is determined to be the case, the asset is written down to estimated fair value and an impairment loss is recognized.

Goodwill

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets related to business acquisitions.

Goodwill at each of the Corporation's reporting units is tested for impairment annually and whenever an event or change in circumstances indicates that fair value may be below carrying value. If so determined, goodwill is written down to estimated fair value and an impairment loss is recognized.

The Corporation performs a qualitative assessment on each reporting unit, and if it is determined that it is not likely that fair value is less than carrying value, then a quantitative estimate of fair value is not required. When a quantitative assessment is performed, the primary method for estimating fair value of the reporting units is the income approach, whereby net cash flow projections are discounted. Underlying estimates and assumptions, with varying degrees of uncertainty, include the amount and timing of expected future cash flows, growth rates, and discount rates. A secondary valuation, the market approach along with a reconciliation of the total estimated fair value of all the reporting units to the Corporation's market capitalization, is also performed and evaluated.

Deferred Financing Costs

Issue costs, discounts and premiums are recognized against, and amortized over the life of, the related long-term debt.

Employee Future Benefits

Fortis and each subsidiary maintain one or a combination of defined benefit pension plans and defined contribution pension plans, as well as other post-employment benefit ("OPEB") plans, including certain health and dental coverage and life insurance benefits, for qualifying members. The costs of defined contribution pension plans are expensed as incurred.

For defined benefit pension and OPEB plans, the projected or accumulated benefit obligation and net benefit costs are actuarially determined using the projected benefits method prorated on service and management's best estimate of expected plan investment performance, salary escalation, retirement ages of employees and, for OPEB plans, expected health care costs. Discount rates reflect market interest rates on high-quality bonds with cash flows that match the timing and amount of expected pension or OPEB payments.

Defined benefit pension and OPEB plan assets are recognized at fair value. For the purpose of determining defined benefit pension cost, FortisBC Energy and Newfoundland Power use the market-related value whereby investment returns in excess of, or below, expected returns are recognized in the asset value over a period of three years.

The excess of any cumulative net actuarial gain or loss over 10% of the greater of: (i) the projected or accumulated benefit obligation; and (ii) the fair value or market-related value, as applicable, of plan assets at the beginning of the fiscal year, along with unamortized past service costs, are deferred and amortized over the average remaining service period of active employees.

The net funded or unfunded status of defined benefit pension and OPEB plans, measured as the difference between the fair value of the plan assets and the projected or accumulated benefit obligation, is recognized on the Corporation's consolidated balance sheets.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

For most of the Corporation's regulated utilities, any difference between defined benefit pension or OPEB plan costs ordinarily recognized under U.S. GAAP and those recovered from customers in current rates is subject to deferral account treatment and is expected to be recovered from, or refunded to, customers in future rates. In addition, any unamortized balances related to net actuarial gains and losses, past service costs and transitional obligations associated with defined benefit pension or OPEB plans, as applicable, which would otherwise be recognized in accumulated other comprehensive income, are subject to deferral account treatment (Note 8).

Leases

A right-of-use asset and lease liability is recognized for leases with a lease term greater than 12 months. The right-of-use asset and liability are both measured at the present value of future lease payments, excluding variable payments that are based on usage or performance. Future lease payments include both lease components (e.g., rent, real estate taxes and insurance costs) and non-lease components (e.g., common area maintenance costs), which Fortis accounts for as a single lease component. The present value is calculated using the rate implicit in the lease or a lease-specific secured interest rate based on the remaining lease term. Renewal options are included in the lease term when it is reasonably certain that the option will be exercised.

Finance leases are depreciated over the lease term, except where: (i) ownership of the asset is transferred at the end of the lease term, in which case depreciation is over the estimated service life of the underlying asset; and (ii) the regulator has approved a different recovery methodology for rate-setting purposes, in which case the timing of the expense recognition will conform to the regulator's requirements.

Revenue Recognition

Most revenue is derived from energy sales and the provision of transmission services to customers based on regulator-approved tariff rates. Most contracts have a single performance obligation, being the delivery of energy or the provision of transmission services. No component of the transaction price is allocated to unsatisfied performance obligations. Energy sales are generally measured in kilowatt hours, gigajoules or transmission load delivered. The billing of energy sales is based on customer meter readings, which occur systematically throughout each month. The billing of transmission services at ITC is based on peak monthly load.

FortisAlberta is a distribution company and is required by its regulator to arrange and pay for transmission services with the Alberta Electric System Operator ("AESO"). This includes the collection of transmission revenue from its customers, which occurs through the transmission component of its regulator-approved rates. FortisAlberta reports transmission revenue and expenses on a net basis.

Electricity, gas and transmission service revenue includes an estimate for unbilled energy consumed or service provided since the last meter reading that has not been billed at the end of the reporting period. Sales estimates generally reflect an analysis of historical consumption in relation to key inputs, such as current energy prices, population growth, economic activity, weather conditions and system losses. Unbilled revenue accruals are adjusted in the periods actual consumption becomes known.

Generation revenue from non-regulated operations is recognized on delivery at contracted fixed or market rates.

Variable consideration is estimated at the most likely amount and reassessed at each reporting date until the amount is known. Variable consideration, including amounts subject to a future regulatory decision, is recognized as a refund liability until entitlement is probable.

Revenue excludes sales and municipal taxes collected from customers.

The Corporation has elected not to assess or account for any significant financing components associated with revenue billed in accordance with equal payment plans as the period between the transfer of energy to customers and the customers' payment is less than one year.

Revenue is disaggregated by geography, regulatory status, and substantially autonomous utility operations (Note 5). This represents the level of disaggregation used by the Corporation's President and Chief Executive Officer ("CEO") to allocate resources and evaluate performance.

Stock-Based Compensation

Fortis recognizes liabilities associated with its directors' Deferred Share Unit ("DSU"), Performance Share Unit ("PSU") and Restricted Share Unit ("RSU") Plans. DSUs and PSUs represent cash-settled awards whereas RSUs represent cash or share-settled awards, depending on settlement elections and the share ownership requirements of the executive. The fair value of these liabilities is based on the five-day volume weighted average price ("VWAP") of the Corporation's common shares at the end of each reporting period. The VWAP as at December 31, 2023 was $54.11 (2022 - $54.65). The fair value of the PSU liability is also based on the expected payout probability, based on historical performance in accordance with the defined metrics of each grant and management's best estimate.

Compensation expense is recognized on a straight-line basis over the vesting period, which for the PSU and RSU Plans is over the lesser of three years or the period to retirement eligibility and for the DSU Plan is at the time of grant. Forfeitures are accounted for as they occur.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign Currency Translation

Assets and liabilities of the Corporation's foreign operations, all of which have a U.S. dollar functional currency, are translated at the exchange rate in effect at the balance sheet date and the resultant unrealized translation gains and losses are recognized in accumulated other comprehensive income. The exchange rate as at December 31, 2023 was US$1.00=CA$1.32 (2022 – US$1.00=CA$1.36).

Revenue and expenses of the Corporation's foreign operations are translated at the average exchange rate for the reporting period, which was US$1.00=CA$1.35 for 2023 (2022 - US$1.00=CA$1.30).

Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate prevailing at the balance sheet date. Revenue and expenses denominated in foreign currencies are translated at the exchange rate prevailing at the transaction date. Translation gains and losses are recognized in earnings.

Translation gains and losses on foreign currency-denominated debt that is designated as an effective hedge of foreign net investments are recognized in other comprehensive income.

Derivatives and Hedging

Derivatives Not Designated as Hedges

Derivatives not designated as hedges are used by: (i) Fortis, to manage cash flow risk associated with forecast U.S. dollar cash inflows and forecast future cash settlements of DSU, PSU and RSU obligations; (ii) UNS Energy, to meet forecast load and reserve requirements; and (iii) Aitken Creek, to its date of disposition, to manage commodity price risk, capture natural gas price spreads, and manage the financial risk of physical transactions (Note 21). These derivatives are measured at fair value with changes thereto recognized in earnings.

Derivatives not designated as hedges are also used by UNS Energy, Central Hudson and FortisBC Energy to reduce energy price risk associated with purchased power and gas requirements. The settled amounts of these derivatives are generally included in regulated rates, as permitted by the respective regulators. These derivatives are measured at fair value with changes recognized as regulatory assets or liabilities for recovery from, or refund to, customers in future rates (Note 8).

Derivatives that meet the normal purchase or normal sale scope exception are not measured at fair value and settled amounts are recognized in earnings as energy supply costs.

Derivatives Designated as Hedges

Fortis, ITC and Central Hudson use cash flow hedges, from time to time, to manage interest rate risk. Unrealized gains and losses are initially recognized in accumulated other comprehensive income and reclassified to earnings when the underlying hedged transaction affects earnings.

The Corporation's earnings from, and net investments in, foreign subsidiaries and certain equity-accounted investments are exposed to fluctuations in the U.S. dollar-to-Canadian dollar exchange rate. The Corporation has hedged a portion of this exposure through U.S. dollar-denominated debt at the corporate level. Exchange rate fluctuations associated with the translation of this debt and the foreign net investments are recognized in accumulated other comprehensive income.

Presentation of Derivatives

The fair value of derivatives is recognized as current or long-term assets and liabilities depending on the timing of settlements and resulting cash flows. Derivatives under master netting agreements and collateral positions are presented on a gross basis. Cash flows associated with the settlement of all derivatives are presented in operating activities in the consolidated statements of cash flows.

Income Taxes

The Corporation and its taxable subsidiaries follow the asset and liability method of accounting for income taxes. Current income tax expense or recovery is recognized for the estimated income taxes payable or receivable in the current year.

Deferred income tax assets and liabilities are recognized for temporary differences between the tax and accounting basis of assets and liabilities, as well as for the benefit of losses available to be carried forward to future years for tax purposes that are "more likely than not" to be realized. They are measured using enacted income tax rates and laws in effect when the temporary differences are expected to be recovered or settled. The effect of a change in income tax rates on deferred income tax assets and liabilities is recognized in earnings in the period when the change occurs. Valuation allowances are recognized when it is "more likely than not" that all of, or a portion of, a deferred income tax asset will not be realized.

Customer rates at ITC, UNS Energy, Central Hudson and Maritime Electric reflect current and deferred income tax. Customer rates at FortisAlberta reflect current income tax. Customer rates at FortisBC Energy, FortisBC Electric, Newfoundland Power and FortisOntario reflect current income tax and, for certain regulatory balances, deferred income tax. Caribbean Utilities, FortisTCI and Fortis Belize are not subject to income tax.

Differences between the income tax expense or recovery recognized under U.S. GAAP and reflected in current customer rates, which is expected to be recovered from, or refunded to, customers in future rates, are recognized as regulatory assets or liabilities (Note 8).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income Taxes (cont'd)

Fortis does not recognize deferred income taxes on temporary differences related to investments in foreign subsidiaries where it intends to indefinitely reinvest earnings. The difference between the carrying values of these foreign investments and their tax bases, resulting from unrepatriated earnings and currency translation adjustments, is approximately $6.3 billion as at December 31, 2023 (2022 - $5.3 billion). If such earnings are repatriated, the Corporation may be subject to income taxes and foreign withholding taxes. The determination of the amount of unrecognized deferred income tax liabilities on such amounts is impractical.

Tax benefits associated with actual or expected income tax positions are recognized when the "more likely than not" recognition threshold is met. The tax benefits are measured at the largest amount of benefit that is greater than 50% likely to be realized upon settlement.

Income tax interest and penalties are recognized as income tax expense when incurred.

Asset Retirement Obligations

The Corporation's subsidiaries have asset retirement obligations ("AROs") associated with certain generation, transmission, distribution and interconnection assets, including land and environmental remediation and/or asset removal. These assets and related licences, permits, rights-of-way and agreements are reasonably expected to effectively exist and operate in perpetuity due to their nature. Consequently, where the final date and cost of remediation and/or removal of the noted assets cannot be reasonably determined, AROs have not been recognized.

Otherwise, AROs are recognized at fair value in the period incurred as an increase in PPE and long-term other liabilities (Note 16) if a reasonable estimate of fair value can be determined. Fair value is estimated as the present value of expected future cash outlays, discounted at a credit-adjusted risk-free interest rate. The increase in the liability due to the passage of time is recognized through accretion and the capitalized cost is depreciated over the useful life of the asset. Accretion and depreciation expense are deferred as a regulatory asset or liability based on regulatory recovery of these costs. Actual settlement costs are recognized as a reduction in the accrued liability.

Contingencies

Fortis and its subsidiaries are subject to various legal proceedings and claims that arise in the normal course of business. Management makes judgments regarding the future outcome of contingent events and recognizes a loss based on its best estimate when it is determined that such loss, or range of loss, is probable and can be reasonably estimated. Legal fees are expensed as incurred. When a loss is recoverable in future rates, a regulatory asset is also recognized.

Management regularly reviews current information to determine whether recognized provisions should be adjusted and new provisions are required. However, estimating probable losses requires considerable judgment about potential actions by third parties and matters are often resolved over long periods of time. Actual outcomes may differ materially from the amounts recognized.

Use of Accounting Estimates

The preparation of these consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and judgments, including those arising from matters dependent upon the finalization of regulatory proceedings, that affect the reported amounts of assets, liabilities, revenues, expenses, gains and losses. Management evaluates these estimates on an ongoing basis based upon historical experience, current conditions, and assumptions believed to be reasonable at the time they are made, with any adjustments being recognized in the period they become known. Actual results may differ significantly from these estimates.

Future Accounting Pronouncements

The Corporation considers the applicability and impact of all Accounting Standards Updates ("ASUs") issued by the Financial Accounting Standards Board. Any ASUs not included in these consolidated financial statements were assessed and determined to be either not applicable to the Corporation or are not expected to have a material impact on the consolidated financial statements.

Segment Reporting: ASU No. 2023-07, *Improvements to Reportable Segment Disclosures*, issued in November 2023, is effective for Fortis on January 1, 2024 for annual periods and on January 1, 2025 for interim periods, both on a retrospective basis. The ASU requires disclosure of incremental segment information on an annual and interim basis, including significant segment expenses and other segment items that are included in segment profit or loss. Fortis is assessing the impact of adoption on its disclosures.

Income Taxes: ASU No. 2023-09, *Improvements to Income Tax Disclosures*, issued in December 2023, is effective for Fortis on January 1, 2025 on a prospective basis, with retrospective application and early adoption permitted. The ASU requires additional disclosure of income tax information by jurisdiction to reflect an entity's exposure to potential changes in tax legislation, and associated risks and opportunities. Fortis is assessing the impact of adoption on its disclosures.

4. SEGMENTED INFORMATION

General

Fortis segments its business based on regulatory jurisdiction and service territory, as well as the information used by its CEO in deciding how to allocate resources. Segment performance is evaluated principally on net earnings attributable to common equity shareholders.

With the disposition of Aitken Creek in 2023 (Note 21), the Corporation's non-regulated business is now reported in the Corporate and Other segment. Comparative figures were reclassified to conform with the revised presentation.

Related-Party and Inter-Company Transactions

Related-party transactions are in the normal course of operations and are measured at the amount of consideration agreed to by the related parties. There were no material related-party transactions in 2023 or 2022.

The lease of gas storage capacity and gas sales from Aitken Creek to FortisBC Energy of $25 million in 2023 (2022 - $37 million) are inter-company transactions between non-regulated and regulated entities, which were not eliminated on consolidation.

Fortis periodically provides short-term financing to subsidiaries to support capital expenditures and seasonal working capital requirements, the impacts of which are eliminated on consolidation. As at December 31, 2023 and 2022, there were no inter-segment loans outstanding. Interest charged on inter-segment loans was not material in 2023 and 2022.

4. SEGMENTED INFORMATION (cont'd)

	Regulated								Non-Regulated	Inter-segment	
($ millions)	ITC	UNS Energy	Central Hudson	FortisBC Energy	Fortis Alberta	FortisBC Electric	Other Electric	**Sub-total**	**Corporate and Other**	**eliminations**	**Total**
Year ended December 31, 2023											
Revenue	2,085	3,006	1,360	1,955	738	528	1,761	**11,433**	**84**	**—**	**11,517**
Energy supply costs	—	1,290	499	760	—	153	1,069	**3,771**	**—**	**—**	**3,771**
Operating expenses	494	776	601	408	180	127	231	**2,817**	**72**	**—**	**2,889**
Depreciation and amortization	416	361	113	309	265	96	204	**1,764**	**9**	**—**	**1,773**
Operating income	1,175	579	147	478	293	152	257	**3,081**	**3**	**—**	**3,084**
Other income, net	82	49	54	34	6	4	23	**252**	**39**	**—**	**291**
Finance charges	427	145	67	163	125	79	86	**1,092**	**213**	**—**	**1,305**
Income tax expense	208	83	29	74	12	9	26	**441**	**(81)**	**—**	**360**
Net earnings	622	400	105	275	162	68	168	**1,800**	**(90)**	**—**	**1,710**
Non-controlling interests	114	—	—	1	—	—	22	**137**	**—**	**—**	**137**
Preference share dividends	—	—	—	—	—	—	—	**—**	**67**	**—**	**67**
Net earnings attributable to common equity shareholders	508	400	105	274	162	68	146	**1,663**	**(157)**	**—**	**1,506**
Additions to property, plant and equipment and intangible assets	1,103	916	341	593	608	126	466	**4,153**	**16**	**—**	**4,169**
As at December 31, 2023											
Goodwill	8,127	1,830	597	913	228	235	254	**12,184**	**—**	**—**	**12,184**
Total assets	24,269	12,784	5,371	9,225	5,962	2,715	5,227	**65,553**	**401**	**(34)**	**65,920**
Year ended December 31, 2022											
Revenue	1,906	2,758	1,325	2,084	680	487	1,652	10,892	151	—	11,043
Energy supply costs	—	1,213	525	1,055	—	141	1,013	3,947	5	—	3,952
Operating expenses	481	691	571	364	166	133	217	2,623	60	—	2,683
Depreciation and amortization	385	365	104	298	243	67	187	1,649	19	—	1,668
Operating income	1,040	489	125	367	271	146	235	2,673	67	—	2,740
Other income, net	48	22	59	22	5	6	14	176	(11)	—	165
Finance charges	349	127	53	146	110	76	75	936	166	—	1,102
Income tax expense	184	56	28	39	15	12	22	356	(67)	—	289
Net earnings	555	328	103	204	151	64	152	1,557	(43)	—	1,514
Non-controlling interests	101	—	—	1	—	—	18	120	—	—	120
Preference share dividends	—	—	—	—	—	—	—	—	64	—	64
Net earnings attributable to common equity shareholders	454	328	103	203	151	64	134	1,437	(107)	—	1,330
Additions to property, plant and equipment and intangible assets	1,212	709	293	589	510	130	393	3,836	29	—	3,865
As at December 31, 2022											
Goodwill	8,318	1,873	612	913	228	235	258	12,437	27	—	12,464
Total assets	23,478	12,678	5,131	8,875	5,547	2,596	4,916	63,221	1,043	(12)	64,252

5. REVENUE

($ millions)	**2023**	2022
Electric and gas revenue		
United States		
ITC	**2,098**	1,911
UNS Energy	**2,707**	2,498
Central Hudson	**1,329**	1,307
Canada		
FortisBC Energy	**1,766**	2,080
FortisAlberta	**699**	655
FortisBC Electric	**460**	429
Newfoundland Power	**759**	722
Maritime Electric	**258**	234
FortisOntario	**217**	220
Caribbean		
Caribbean Utilities	**388**	349
FortisTCI	**108**	98
Total electric and gas revenue	**10,789**	10,503
Other services revenue [(1)]	**374**	409
Revenue from contracts with customers	**11,163**	10,912
Alternative revenue	**150**	(28)
Other revenue	**204**	159
Total revenue	**11,517**	11,043

[(1)] *Includes $308 million and $266 million from regulated operations for 2023 and 2022, respectively*

Revenue from Contracts with Customers

Electric and gas revenue includes revenue from the sale and/or delivery of electricity and gas, transmission revenue, and wholesale electric revenue, all based on regulator-approved tariff rates including the flow through of commodity costs.

Other services revenue includes: (i) management fee revenue at UNS Energy for the operation of Springerville Units 3 and 4; (ii) revenue from storage optimization activities at Aitken Creek (Note 21); and (iii) revenue from other services that reflect the ordinary business activities of Fortis' utilities.

Alternative Revenue

Alternative revenue programs allow utilities to adjust future rates in response to past activities or completed events if certain criteria are met. Alternative revenue is recognized on an accrual basis with a corresponding regulatory asset or liability until the revenue is settled. Upon settlement, revenue is not recognized as revenue from contracts with customers but rather as settlement of the regulatory asset or liability. The significant alternative revenue programs of Fortis' utilities are summarized as follows.

ITC's formula rates include an annual true-up mechanism that compares actual revenue requirements to billed revenue, and any under- or over-collections are accrued as a regulatory asset or liability and reflected in future rates within a two-year period (Note 8). The formula rates do not require annual regulatory approvals, although inputs remain subject to legal challenge.

UNS Energy's lost fixed-cost recovery mechanism ("LFCR") surcharge recovers lost fixed costs, as measured by a reduction in non-fuel revenue, associated with energy efficiency savings and distributed generation. To recover the LFCR regulatory asset, UNS Energy is required to file an annual LFCR adjustment request with the ACC for the LFCR revenue recognized in the prior year. The recovery is subject to a year-over-year cap of 2% of total retail revenue.

FortisBC Energy and FortisBC Electric have an earnings sharing mechanism that provides for a 50/50 sharing of variances from the allowed ROE. This mechanism is in place until the expiry of the current multi-year rate plan in 2024. Additionally, variances between forecast and actual customer-use rates and industrial and other customer revenue are captured in a revenue stabilization account and a flow-through deferral account, respectively, to be refunded to, or received from, customers in rates within two years.

Other Revenue

Other revenue primarily includes gains or losses on energy contract derivatives, as well as regulatory deferrals at FortisBC Energy and FortisBC Electric reflecting cost recovery variances from forecast and the GCOC revenue deficiency deferral (Note 2).

6. ACCOUNTS RECEIVABLE AND OTHER CURRENT ASSETS

($ millions)	**2023**	2022
Trade accounts receivable	**890**	930
Unbilled accounts receivable	**727**	887
Allowance for credit losses	**(68)**	(58)
	1,549	1,759
Income tax receivable	**78**	—
Other [(1)]	**191**	580
	1,818	2,339

[(1)] *Consists mainly of customer billings for non-core services, gas mitigation costs and collateral deposits for gas purchases, and the fair value of derivative instruments (Note 26)*

Allowance for Credit Losses

The allowance for credit losses changed as follows.

($ millions)	**2023**	2022
Balance, beginning of year	**(58)**	(53)
Credit loss expensed	**(33)**	(27)
Credit loss deferral	**(13)**	(6)
Write-offs, net of recoveries	**35**	30
Foreign exchange	**1**	(2)
Balance, end of year	**(68)**	(58)

See Note 26 for disclosure on the Corporation's credit risk.

7. INVENTORIES

($ millions)	**2023**	2022
Materials and supplies	**431**	394
Gas and fuel in storage	**96**	235
Coal inventory	**39**	32
	566	661

8. REGULATORY ASSETS AND LIABILITIES

($ millions)	**2023**	2022
Regulatory assets		
Deferred income taxes (Note 3)	**2,058**	1,874
Rate stabilization and related accounts [(1)]	**521**	557
Deferred energy management costs [(2)]	**521**	445
Employee future benefits (Notes 3 and 24)	**254**	207
Derivatives (Notes 3 and 26)	**197**	84
Deferred lease costs [(3)]	**137**	132
Deferred restoration costs [(4)]	**115**	91
Manufactured gas plant site remediation deferral (Note 16)	**81**	97
Generation early retirement costs [(5)]	**64**	78
Other regulatory assets [(6)]	**436**	444
Total regulatory assets	**4,384**	4,009
Less: Current portion	**(866)**	(914)
Long-term regulatory assets	**3,518**	3,095

8. REGULATORY ASSETS AND LIABILITIES (cont'd)

($ millions)	2023	2022
Regulatory liabilities		
Future cost of removal (Note 3)	**1,547**	1,306
Deferred income taxes (Note 3)	**1,280**	1,364
Employee future benefits (Notes 3 and 24)	**294**	306
Rate stabilization and related accounts [(1)]	**292**	297
Renewable energy surcharge [(7)]	**129**	126
AESO Charges Deferral [(8)]	**121**	21
Energy efficiency liability [(9)]	**78**	89
Derivatives (Notes 3 and 26)	**37**	224
Other regulatory liabilities [(6)]	**180**	182
Total regulatory liabilities	**3,958**	3,915
Less: Current portion	**(577)**	(595)
Long-term regulatory liabilities	**3,381**	3,320

(1) *Rate Stabilization and Related Accounts:* Rate stabilization accounts mitigate the earnings volatility otherwise caused by variability in the cost of fuel, purchased power and natural gas above or below a forecast or predetermined level, and by weather-driven volume variability. At certain utilities, revenue decoupling mechanisms minimize the earnings impact of reduced energy consumption as energy efficiency programs are implemented. Resultant deferrals are recovered from, or refunded to, customers in future rates as approved by the respective regulators.

Related accounts include the annual true-up mechanism at ITC (Note 5).

(2) *Deferred Energy Management Costs:* Certain regulated subsidiaries provide energy management services to facilitate customer energy efficiency programs where the related expenditures have been deferred as a regulatory asset and are being amortized, and recovered from customers through rates, on a straight-line basis over periods ranging from one to 10 years.

(3) *Deferred Lease Costs:* Deferred lease costs at FortisBC Electric primarily relate to the Brilliant Power Purchase Agreement ("BPPA") (Note 15). The depreciation of the asset under finance lease and interest expense on the finance lease obligation are not being fully recovered in current customer rates since these rates only reflect the cash payments required under the BPPA. The annual differences are being deferred as a regulatory asset, which is expected to be recovered from customers in future rates over the term of the lease, which expires in 2056.

(4) *Deferred Restoration Costs:* Incremental costs incurred at Central Hudson and Maritime Electric associated with restoration activities due to significant weather events. Incremental costs incurred in excess of that collected in customer rates at Central Hudson are recovered through rate stabilization accounts. The form and recovery period for Maritime Electric will be determined by the regulator.

(5) *Generation Early Retirement Costs:* Includes costs at TEP associated with the retirement of the Navajo Generating Station ("Navajo"), Sundt Generating Facility Units 1 and 2, and the San Juan Generating Station ("San Juan"), as approved for recovery by its regulator.

(6) *Other Regulatory Assets and Liabilities:* Comprised of regulatory assets and liabilities individually less than $50 million.

(7) *Renewable Energy Surcharge:* Under the ACC's Renewable Energy Standard ("RES"), UNS Energy is required to increase its use of renewable energy each year until it represents at least 15% of its total annual retail energy requirements by 2025. The cost of carrying out the plan is recovered from retail customers through a RES surcharge. Any RES surcharge collections above or below the costs incurred to implement the plans are deferred as a regulatory liability or asset.

The ACC measures RES compliance through Renewable Energy Credits ("RECs"). Each REC represents one kilowatt hour generated from renewable resources. When UNS Energy purchases renewable energy, the premium paid above the market cost of conventional power equals the REC recoverable through the RES surcharge. When RECs are purchased, UNS Energy records their cost as long-term other assets (Note 9) with a corresponding regulatory liability to reflect the obligation to use the RECs for future RES compliance. When RECs are utilized for RES compliance, energy supply costs and revenue are recognized in an equal amount.

(8) *AESO Charges Deferral:* Relates to differences in revenue collected and expenses incurred for transmission-related items at FortisAlberta that are expected to be collected or refunded in customer rates.

(9) *Energy Efficiency Liability:* The energy efficiency liability primarily relates to Central Hudson's Energy Efficiency Program, established to fund environmental policies associated with energy conservation programs as approved by its regulator.

Regulatory assets not earning a return: (i) totalled $1,995 million and $1,980 million as at December 31, 2023 and 2022, respectively; (ii) are primarily related to deferred income taxes and employee future benefits; and (iii) generally do not represent a past cash outlay as they are offset by related liabilities that, likewise, do not incur a carrying cost for rate-making purposes. Recovery periods vary or are yet to be determined by the respective regulators.

9. OTHER ASSETS

($ millions)	2023	2022
Employee future benefits (Note 24)	**355**	274
Equity investments [1]	**237**	201
RECs (Note 8)	**155**	142
Other investments	**133**	115
Supplemental Executive Retirement Plan ("SERP")	**117**	155
Operating leases (Note 15)	**51**	43
Derivatives	**43**	118
Deferred compensation plan	**22**	40
Other	**185**	125
	1,298	1,213

[1] *Includes investments in Belize Electricity and Wataynikaneyap Partnership*

ITC, UNS Energy and Central Hudson provide additional post-employment benefits through SERPs and deferred compensation plans for directors and officers. The assets held to support these plans are reported separately from the related liabilities (Note 16). Most plan assets are held in trust and funded mainly through life insurance policies and mutual funds. Assets in mutual and money market funds are recorded at fair value on a recurring basis (Note 26).

10. PROPERTY, PLANT AND EQUIPMENT

($ millions)	Cost	Accumulated Depreciation	Net Book Value
2023			
Distribution			
Electric	**14,352**	**(3,708)**	**10,644**
Gas	**6,682**	**(1,736)**	**4,946**
Transmission			
Electric	**19,886**	**(4,267)**	**15,619**
Gas	**2,751**	**(843)**	**1,908**
Generation	**7,192**	**(2,739)**	**4,453**
Other	**4,444**	**(1,645)**	**2,799**
Assets under construction	**2,581**	**—**	**2,581**
Land	**435**	**—**	**435**
	58,323	**(14,938)**	**43,385**
2022			
Distribution			
Electric	13,650	(3,715)	9,935
Gas	6,396	(1,626)	4,770
Transmission			
Electric	19,056	(4,074)	14,982
Gas	2,600	(800)	1,800
Generation	7,173	(2,679)	4,494
Other	4,803	(1,610)	3,193
Assets under construction	2,094	—	2,094
Land	395	—	395
	56,167	(14,504)	41,663

10. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Electric distribution assets are those used to distribute electricity at lower voltages (generally below 69 kilovolts ("kV")). These assets include poles, towers and fixtures, low-voltage wires, transformers, overhead and underground conductors, street lighting, meters, metering equipment and other related equipment. Gas distribution assets are those used to transport natural gas at low pressures (generally below 2,070 kilopascals ("kPa")). These assets include distribution stations, telemetry, distribution pipe for mains and services, meter sets and other related equipment.

Electric transmission assets are those used to transmit electricity at higher voltages (generally at 69 kV and higher). These assets include poles, wires, switching equipment, transformers, support structures and other related equipment. Gas transmission assets are those used to transport natural gas at higher pressures (generally at 2,070 kPa and higher). These assets include transmission stations, telemetry, transmission pipe and other related equipment.

Generation assets are those used to generate electricity. These assets include hydroelectric and thermal generation stations, gas and combustion turbines, coal-fired generating stations, dams, reservoirs, photovoltaic systems, wind resources and other related equipment.

Other assets include buildings, equipment, vehicles, inventory, and information technology assets.

As at December 31, 2023, assets under construction largely reflect ongoing transmission projects at ITC and UNS Energy.

The cost of PPE under finance lease as at December 31, 2023 was $318 million (2022 - $323 million) and related accumulated depreciation was $113 million (2022 - $117 million) (Note 15).

Jointly Owned Facilities

UNS Energy and ITC hold undivided interests in jointly owned generating facilities and transmission systems, are entitled to their pro rata share of the PPE, and are proportionately liable for the associated operating costs and liabilities. As at December 31, 2023, interests in jointly owned facilities consisted of the following.

($ millions, except as indicated)	Ownership *(%)*	Cost	Accumulated Depreciation	Net Book Value
Transmission Facilities	Various	**1,485**	**(432)**	**1,053**
Springerville Common Facilities	86.0	**530**	**(302)**	**228**
Springerville Coal Handling Facilities	83.0	**275**	**(136)**	**139**
Four Corners Units 4 and 5 ("Four Corners")	7.0	**271**	**(128)**	**143**
Gila River Common Facilities	50.0	**119**	**(45)**	**74**
Luna Energy Facility ("Luna")	33.3	**81**	**—**	**81**
		2,761	**(1,043)**	**1,718**

11. INTANGIBLE ASSETS

($ millions)	Cost	Accumulated Amortization	Net Book Value
2023			
Computer software	**1,040**	**(528)**	**512**
Land, transmission and water rights	**1,071**	**(182)**	**889**
Other	**132**	**(81)**	**51**
Assets under construction	**58**	**—**	**58**
	2,301	**(791)**	**1,510**
2022			
Computer software	985	(497)	488
Land, transmission and water rights	1,064	(171)	893
Other	135	(78)	57
Assets under construction	110	—	110
	2,294	(746)	1,548

Included in the cost of land, transmission and water rights as at December 31, 2023 was $113 million (2022 - $117 million) not subject to amortization. Amortization expense was $150 million for 2023 (2022 - $145 million). Amortization is estimated to average approximately $88 million for each of the next five years.

12. GOODWILL

($ millions)	**2023**	2022
Balance, beginning of year	**12,464**	11,720
Disposition of Aitken Creek (Note 21)	**(27)**	—
Foreign currency translation impacts [(1)]	**(253)**	744
Balance, end of year	**12,184**	12,464

[(1)] *Relates to the translation of goodwill associated with the acquisitions of ITC, UNS Energy, Central Hudson, Caribbean Utilities and FortisTCI, whose functional currency is the U.S. dollar*

No goodwill impairment was recognized by the Corporation in 2023 or 2022.

13. ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

($ millions)	**2023**	2022
Trade accounts payable	**990**	886
Dividends payable	**295**	278
Employee compensation and benefits payable	**275**	270
Interest payable	**274**	254
Accrued taxes other than income taxes	**268**	282
Customer and other deposits	**263**	401
Gas and fuel cost payable	**232**	512
Derivatives (Note 26)	**170**	127
Employee future benefits (Note 24)	**28**	28
Income taxes payable	**—**	88
Other	**177**	162
	2,972	3,288

14. LONG-TERM DEBT

($ millions)	Maturity Date	**2023**	2022
ITC			
Secured U.S. First Mortgage Bonds -			
4.22% weighted average fixed rate (2022 - 4.22%)	2024-2055	**3,268**	3,344
Secured U.S. Senior Notes -			
4.00% weighted average fixed rate (2022 - 3.83%)	2028-2055	**1,278**	1,186
Unsecured U.S. Senior Notes -			
4.16% weighted average fixed rate (2022 - 3.98%)	2024-2043	**5,165**	4,541
Unsecured U.S. Shareholder Note -			
6.00% fixed rate (2022 - 6.00%)	2028	**263**	270
UNS Energy			
Unsecured U.S. Tax-Exempt Bond - 4.00% weighted			
average fixed rate (2022 - 4.00%)	n/a	**—**	123
Unsecured U.S. Fixed Rate Notes -			
3.80% weighted average fixed rate (2022 - 3.58%)	2025-2053	**3,668**	3,450
Central Hudson			
Unsecured U.S. Promissory Notes - 4.27% weighted			
average fixed and variable rate (2022 - 4.14%)	2024-2060	**1,687**	1,526
FortisBC Energy			
Unsecured Debentures -			
4.61% weighted average fixed rate (2022 - 4.61%)	2026-2052	**3,295**	3,295
FortisAlberta			
Unsecured Debentures -			
4.52% weighted average fixed rate (2022 - 4.49%)	2024-2053	**2,685**	2,485
FortisBC Electric			
Secured Debentures -			
8.80% fixed rate (2022 - 8.80%)	n/a	**—**	25
Unsecured Debentures -			
4.70% weighted average fixed rate (2022 - 4.70%)	2035-2052	**860**	860
Other Electric			
Secured First Mortgage Sinking Fund Bonds -			
5.24% weighted average fixed rate (2022 - 5.26%)	2026-2060	**748**	666
Secured First Mortgage Bonds -			
5.29% weighted average fixed rate (2022 - 5.31%)	2025-2061	**320**	260
Unsecured Senior Notes -			
4.45% weighted average fixed rate (2022 - 4.45%)	2041-2048	**152**	152
Unsecured U.S. Senior Loan Notes and Bonds -			
4.89% weighted average fixed and variable rate (2022 - 4.71%)	2025-2052	**702**	745
Corporate and Other			
Unsecured U.S. Senior Notes and Promissory Notes -			
3.82% weighted average fixed rate (2022 - 3.82%)	2024-2044	**2,251**	2,691
Unsecured Debentures -			
6.51% fixed rate (2022 - 6.51%)	2039	**200**	200
Unsecured Senior Notes -			
4.10% weighted average fixed rate (2022 - 3.31%)	2028-2033	**1,500**	1,000
Long-term classification of credit facility borrowings		**1,572**	1,657
Fair value adjustment - ITC acquisition		**89**	102
Total long-term debt (Note 26)		**29,703**	28,578
Less: Deferred financing costs and debt discounts		**(172)**	(166)
Less: Current installments of long-term debt		**(2,296)**	(2,481)
		27,235	25,931

Most long-term debt at the Corporation's regulated utilities is redeemable at the option of the respective utility at the greater of par or a specified price, together with accrued and unpaid interest. Security, if provided, is typically through a fixed or floating first charge on specific assets of the utility.

14. LONG-TERM DEBT (cont'd)

The Corporation's unsecured debentures and senior notes are redeemable at the option of Fortis at the greater of par or a specified price together with accrued and unpaid interest.

Certain long-term debt agreements have covenants that provide that the Corporation shall not 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%.

Significant Long-Term Debt Issuances in 2023	Month Issued	Interest Rate (%)		Maturity		Amount ($ millions)	Use of Proceeds
ITC							
Unsecured senior notes	June	5.40	(1)	2033	US	500	(2) (3) (4)
Unsecured senior notes	June	4.95	(5)	2027	US	300	(2) (3) (4)
Secured senior notes	November	5.65		2028	US	90	(3) (4) (6)
UNS Energy							
Unsecured senior notes	February	5.50		2053	US	375	(2) (3)
Unsecured senior notes	August	5.65		2038	US	50	(2)
Central Hudson							
Unsecured senior notes	March	5.68		2033	US	40	(3) (4)
Unsecured senior notes	March	5.78		2035	US	15	(3) (4)
Unsecured senior notes	March	5.88		2038	US	35	(3) (4)
Unsecured senior notes	November	6.17		2028	US	60	(3) (4)
FortisAlberta							
Unsecured senior debentures	May	4.86		2053		200	(3) (4)
Newfoundland Power							
First mortgage sinking fund bonds	August	5.12		2053		90	(3) (4)
Maritime Electric							
First mortgage bonds	September	5.20		2053		60	(3) (4)
Fortis							
Unsecured senior notes	November	5.68	(7)	2033		500	(3) (4)

(1) *ITC entered into interest rate locks which reduced the effective interest rate to 5.32% (Note 26)*
(2) *Repay maturing long-term debt*
(3) *General corporate purposes*
(4) *Repay short-term and/or credit facility borrowings*
(5) *Represents a second tranche of ITC's existing 4.95% senior notes, originally issued in 2022*
(6) *Fund capital expenditures*
(7) *Fortis entered into an interest rate lock which reduced the effective interest rate to 5.52% (Note 26)*

In January 2024, ITC issued US$85 million of 10-year, 5.98% secured senior notes, US$75 million of 5-year, 5.11% first mortgage bonds, and US$75 million of 10-year, 5.38% first mortgage bonds. Proceeds will be used to repay credit facility borrowings, fund capital expenditures, and for general corporate purposes.

Long-Term Debt Repayments

The consolidated requirements to meet principal repayments and maturities in each of the next five years and thereafter are as follows.

($ millions)	Total
2024	2,296
2025	511
2026	2,388
2027	2,334
2028	1,501
Thereafter	20,673
	29,703

In November 2022, Fortis filed a short-form base shelf prospectus with a 25-month life under which it may issue common or preference shares, subscription receipts, or debt securities in an aggregate principal amount of up to $2.0 billion. In September 2023, Fortis established an at-the-market equity program ("ATM program") pursuant to the short-form base shelf prospectus, that allows the Corporation to issue up to $500 million of common shares from treasury to the public from time to time, at the Corporation's discretion, effective until December 22, 2024. As at December 31, 2023, $500 million remained available under the ATM program and $1.5 billion remained available under the short-form base shelf prospectus.

14. LONG-TERM DEBT (cont'd)

Credit Facilities

($ millions)	Regulated Utilities	Corporate and Other	**2023**	2022
Total credit facilities	3,943	2,233	**6,176**	5,850
Credit facilities utilized:				
Short-term borrowings [1]	(119)	—	**(119)**	(253)
Long-term debt (including current portion) [2]	(910)	(662)	**(1,572)**	(1,657)
Letters of credit outstanding	(78)	(23)	**(101)**	(128)
Credit facilities unutilized	2,836	1,548	**4,384**	3,812

[1] *The weighted average interest rate was approximately 6.9% (2022 - 4.9%).*
[2] *The weighted average interest rate was approximately 6.2% (2022 - 5.1%). The current portion was $ 1,160 million (2022 - $ 1,376 million).*

Credit facilities are syndicated primarily with large banks in Canada and the U.S., with no one bank holding more than approximately 20% of the Corporation's total revolving credit facilities. Approximately $5.7 billion of the total credit facilities are committed with maturities ranging from 2024 through 2028.

In April 2023, ITC increased its total credit facilities available from US$900 million to US$1 billion and extended the maturity to April 2028.

In May 2023, the Corporation amended its $1.3 billion revolving term committed credit facility agreement to extend the maturity to July 2028. Also in May 2023, the Corporation extended the maturity on its unsecured US$500 million non-revolving term credit facility to May 2024. The facility is repayable at any time without penalty.

In October 2023, FortisUS Inc., a holding company subsidiary of Fortis, entered into a US$150 million uncommitted revolving credit facility. The facility matures in October 2025 and will provide funding flexibility for short-term liquidity needs.

Consolidated credit facilities of approximately $6.2 billion as at December 31, 2023 are itemized below.

($ millions)		**Amount**	**Maturity**
Unsecured committed revolving credit facilities			
Regulated utilities			
ITC [1]	**US**	**1,000**	2028
UNS Energy	**US**	**405**	2026
Central Hudson	**US**	**250**	2025
FortisBC Energy		**700**	2027
FortisAlberta		**250**	2028
FortisBC Electric		**150**	2027
Other Electric		**240**	[2]
Other Electric	**US**	**83**	2025
Corporate and Other		**1,350**	[3]
Other facilities			
Regulated utilities			
Central Hudson - uncommitted credit facility	**US**	**70**	n/a
FortisBC Energy - uncommitted credit facility		**55**	2024
FortisBC Electric - unsecured demand overdraft facility		**10**	n/a
Other Electric - unsecured demand facilities		**20**	n/a
Other Electric - unsecured demand facility and emergency standby loan	**US**	**94**	2024
Corporate and Other			
Unsecured non-revolving facility	**US**	**500**	2024
Unsecured revolving facility	**US**	**150**	2025
Unsecured non-revolving facility		**22**	n/a

[1] *ITC also has a US$400 million commercial paper program, under which $ nil was outstanding as at December 31, 2023 (2022 - US$ 134 million), as reported in short-term borrowings.*
[2] *$50 million in 2025, $ 90 million in 2026, and $ 100 million in 2028*
[3] *$50 million in 2025 and $ 1.3 billion in 2028*

15. LEASES

The Corporation and its subsidiaries lease office facilities, utility equipment, land, and communication tower space with remaining terms of up to24 years, with optional renewal terms. Certain lease agreements include rental payments adjusted periodically for inflation or require the payment of real estate taxes, insurance, maintenance, or other operating expenses associated with the leased premises.

The Corporation's subsidiaries also have finance leases related to generating facilities with remaining terms of up to 32 years.

Leases were presented on the consolidated balance sheets as follows.

($ millions)	**2023**	2022
Operating leases		
Other assets	**51**	43
Accounts payable and other current liabilities	**(12)**	(9)
Other liabilities	**(39)**	(34)
Finance leases *(1)*		
Regulatory assets	**137**	132
PPE, net	**205**	206
Accounts payable and other current liabilities	**(3)**	(2)
Finance leases	**(339)**	(336)

(1) FortisBC Electric has a finance lease for the BPPA (Note 8), which relates to the sale of the output of the Brilliant hydroelectric plant, and for the Brilliant Terminal Station ("BTS"), which relates to the use of the station. Both agreements expire in 2056. In exchange for the specified take-or-pay amounts of power, the BPPA requires semi-annual payments based on a return on capital, which includes the original and ongoing capital cost, and related variable power purchase costs. The BTS requires semi-annual payments based on a charge related to the recovery of the capital cost of the BTS, and related variable operating costs.

The components of lease expense were as follows.

illions)	**2023**	2022
erating lease cost	**12**	9
ance lease cost:		
mortization	**3**	1
terest	**33**	33
iable lease cost	**23**	21
tal lease cost	**71**	64

As at December 31, 2023, the present value of minimum lease payments was as follows.

($ millions)	Operating Leases	Finance Leases	**Total**
2024	14	36	**50**
2025	11	36	**47**
2026	10	36	**46**
2027	6	36	**42**
2028	3	36	**39**
Thereafter	16	978	**994**
	60	1,158	**1,218**
Less: Imputed interest	(9)	(816)	**(825)**
Total lease obligations	51	342	**393**
Less: Current installments	(12)	(3)	**(15)**
	39	339	**378**

15. LEASES (cont'd)

Supplemental lease information follows.

($ millions, except as indicated)	**2023**	2022
Weighted average remaining lease term *(years)*		
Operating leases	**7**	9
Finance leases	**32**	33
Weighted average discount rate *(%)*		
Operating leases	**4.5**	4.1
Finance leases	**5.0**	5.0

16. OTHER LIABILITIES

($ millions)	**2023**	2022
Employee future benefits (Note 24)	**527**	423
Customer and other deposits	**168**	107
AROs (Note 3)	**163**	174
Manufactured gas plant site remediation [(1)]	**94**	95
Stock-based compensation plans (Note 20)	**82**	79
Deferred compensation plan (Note 9)	**54**	48
Derivatives (Note 26)	**48**	72
Operating leases (Note 15)	**39**	34
Mine reclamation obligations [(2)]	**30**	39
Retail energy contract [(3)]	**27**	33
Other	**38**	42
	1,270	1,146

[(1)] Environmental regulations require Central Hudson to investigate sites at which it or its predecessors once owned and/or operated manufactured gas plants and, if necessary, remediate those sites. Costs are accrued based on the amounts that can be reasonably estimated. Central Hudson has notified its insurers that it intends to seek reimbursement where insurance coverage exists. Differences between actual costs and the associated rate allowances are deferred as a regulatory asset for future recovery (Note 8).

[(2)] TEP pays ongoing reclamation costs related to two coal mines that supply generating facilities in which it has an ownership interest but does not operate. Costs are deferred as a regulatory asset and recovered from customers as permitted by the regulator. TEP's share of the reclamation costs is estimated to be $41 million. The present value of the estimated future liability is shown in the table above.

[(3)] FortisAlberta has an agreement with a retail energy provider to act as its default retailer to eligible customers under the regulated retail option. As part of this agreement FortisAlberta received an upfront payment which is being amortized to revenue over the eight-year agreement.

17. EARNINGS PER COMMON SHARE

Diluted earnings per share ("EPS") was calculated using the treasury stock method for stock options.

	2023			2022		
	Net Earnings to Common Shareholders *($ millions)*	**Weighted Average Shares** *(# millions)*	**EPS** *($)*	Net Earnings to Common Shareholders *($ millions)*	Weighted Average Shares *(# millions)*	EPS *($)*
Basic EPS	**1,506**	**486.3**	**3.10**	1,330	478.6	2.78
Potential dilutive effect of stock options (Note 20)	**—**	**0.2**	**—**	—	0.4	—
Diluted EPS	**1,506**	**486.5**	**3.10**	1,330	479.0	2.78

18. PREFERENCE SHARES

Authorized

An unlimited number of first preference shares and second preference shares, without nominal or par value.

Issued and Outstanding First Preference Shares	**2023**		2022	
	Number of Shares *(thousands)*	**Amount** *($ millions)*	Number of Shares *(thousands)*	Amount *($ millions)*
Series F	**5,000**	**122**	5,000	122
Series G	**9,200**	**225**	9,200	225
Series H	**7,665**	**188**	7,665	188
Series I	**2,335**	**57**	2,335	57
Series J	**8,000**	**196**	8,000	196
Series K	**10,000**	**244**	10,000	244
Series M	**24,000**	**591**	24,000	591
	66,200	**1,623**	66,200	1,623

Characteristics of the first preference shares are as follows.

First Preference Shares [(1)] [(2)]	**Initial Yield** *(%)*	**Annual Dividend** *($)*	**Reset Dividend Yield** *(%)*	**Redemption and/or Conversion Option Date**	**Redemption Value** *($)*	**Right to Convert on a One-For-One Basis**
Perpetual fixed rate						
Series F	4.90	1.2250	—	Currently Redeemable	25.00	—
Series J	4.75	1.1875	—	Currently Redeemable	25.00	—
Fixed rate reset [(3)] [(4)]						
Series G	5.25	1.5308	2.13	September 1, 2028	25.00	—
Series H	4.25	0.4588	1.45	June 1, 2025	25.00	Series I
Series K	4.00	0.9823	2.05	March 1, 2024	25.00	Series L
Series M	4.10	0.9783	2.48	December 1, 2024	25.00	Series N
Floating rate reset [(4)] [(5)]						
Series I	2.10	—	1.45	June 1, 2025	25.00	Series H
Series L	—	—	—	—	—	Series K
Series N	—	—	—	—	—	Series M

[(1)] Holders are entitled to receive a fixed or floating cumulative quarterly cash dividend as and when declared by the Board of Directors of the Corporation, 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 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.

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 and second preference shares, and any other class 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.

19. ACCUMULATED OTHER COMPREHENSIVE INCOME

($ millions)	Opening Balance	Net Change	Ending Balance
2023			
Unrealized foreign currency translation gains (losses)			
Net investments in foreign operations	**1,495**	**(436)**	**1,059**
Hedges of net investments in foreign operations	**(530)**	**78**	**(452)**
Income tax recovery (expense)	**7**	**(3)**	**4**
	972	**(361)**	**611**
Other			
Interest rate hedges (Note 26)	**49**	**13**	**62**
Unrealized employee future benefits losses (Note 24)	**(6)**	**(3)**	**(9)**
Income tax expense	**(7)**	**(4)**	**(11)**
	36	**6**	**42**
Accumulated other comprehensive income	**1,008**	**(355)**	**653**
2022			
Unrealized foreign currency translation gains (losses)			
Net investments in foreign operations	273	1,222	1,495
Hedges of net investments in foreign operations	(276)	(254)	(530)
Income tax (expense) recovery	(8)	15	7
	(11)	983	972
Other			
Interest rate hedges (Note 26)	(5)	54	49
Unrealized employee future benefits (losses) gains (Note 24)	(36)	30	(6)
Income tax recovery (expense)	12	(19)	(7)
	(29)	65	36
Accumulated other comprehensive income	(40)	1,048	1,008

20. STOCK-BASED COMPENSATION PLANS

Stock Options

Beginning January 1, 2022, the Corporation no longer grants stock options. Existing options to purchase common shares of the Corporation are exercisable for a period of 10 years from the grant date, expire no later than three years after the death or retirement of the optionee, and vest evenly over a four-year period on each anniversary of the grant date. Compensation expense related to stock options was measured at the grant date using the Black-Scholes fair value option-pricing model with each grant amortized to compensation expense evenly over the four-year vesting period, with the offsetting entry to additional paid-in capital. Fortis satisfies stock option exercises by issuing common shares from treasury. Upon exercise, proceeds are credited to capital stock at the option prices and the fair value of the options, as previously recognized, is reclassified from additional paid-in capital to capital stock.

As at December 31, 2023, the Corporation had 1.9 million stock options outstanding (2022 - 2.3 million) with a weighted average exercise price of $48.12 (2022 - $47.72). There were 1.6 million options vested as of December 31, 2023 (2022 – 1.5 million) with a weighted average exercise price of $47.19 (2022 - $44.86).

In 2023, 0.3 million stock options were exercised (2022 - 1 million) for cash proceeds of $13 million (2022 - $26 million) and an intrinsic value realized by employees of $6 million (2022 - $9 million).

DSU Plan

Directors of the Corporation who are not officers are eligible for grants of DSUs representing the equity portion of their annual compensation. Directors can further elect to receive credit for their quarterly cash retainer in a notional account of DSUs in lieu of cash. The Corporation may also determine that special circumstances justify the grant of additional DSUs to a director.

Each DSU vests at the grant date, has an underlying value equivalent to that of one common share of the Corporation, is entitled to commensurate notional common share dividends, and is settled in cash.

20. STOCK-BASED COMPENSATION PLANS (cont'd)

DSU Plan (cont'd)

The following table summarizes information related to DSUs.

	2023	2022
Number of units *(thousands)*		
Beginning of year	**224**	183
Granted	**40**	33
Notional dividends reinvested	**10**	8
Paid out	**(33)**	—
End of year	**241**	224

The accrued liability has been recognized at the respective December 31st VWAP (Note 3) and included in other liabilities (Note 16). The accrued liability, compensation expense and cash payout were not material for 2023 or 2022.

PSU Plans

Senior management of the Corporation and its subsidiaries, and all ITC employees, are eligible for grants of PSUs representing a component of their long-term compensation.

Each PSU vests over a three-year period, has an underlying value equivalent to that of one common share of the Corporation, is entitled to commensurate notional common share dividends, and is settled in cash. At the end of the three-year vesting period, cash payouts are the product of: (i) the number of units vested; (ii) the VWAP of the Corporation's common shares for the five trading days prior to the vesting date; and (iii) a payout percentage that may range from 0% to 200%.

The payout percentage is based on the Corporation's performance over the three-year vesting period, mainly determined by: (i) the Corporation's total shareholder return as compared to a predefined peer group of companies; and (ii) the Corporation's cumulative EPS, or for subsidiaries the company's cumulative net income, as compared to the target established at the time of the grant. Beginning with the 2022 PSU grant, the Corporation's Scope 1 carbon reduction performance as compared to target has been included in the payout percentage, and the 2023 PSU grant included a payout modifier based on the achievement of diversity, equity and inclusion goals.

The following table summarizes information related to PSUs.

	2023	2022
Number of units *(thousands)*		
Beginning of year	**1,790**	1,898
Granted	**722**	580
Notional dividends reinvested	**66**	58
Paid out	**(606)**	(712)
Cancelled/forfeited	**(30)**	(34)
End of year	**1,942**	1,790
Additional information *($ millions)*		
Compensation expense recognized	**45**	25
Compensation expense unrecognized [(1)]	**28**	24
Cash payout	**46**	66
Accrued liability as at December 31 [(2)]	**90**	90
Aggregate intrinsic value as at December 31 [(3)]	**118**	114

(1) Relates to unvested PSUs and is expected to be recognized over a weighted average period of two years
(2) Recognized at the respective December 31st VWAP and included in accounts payable and other current liabilities and in other liabilities (Notes 13 and 16)
(3) Relates to outstanding PSUs and reflects a weighted average contractual life of one year

20. STOCK-BASED COMPENSATION PLANS (cont'd)

RSU Plans

Senior management of the Corporation and its subsidiaries, and all ITC employees, are eligible for grants of RSUs representing a component of their long-term compensation.

Each RSU vests over a three-year period, has an underlying value equivalent to that of one common share of the Corporation, is entitled to commensurate notional common share dividends, and is settled in cash or common shares of the Corporation.

The following table summarizes information related to RSUs.

	2023	2022
Number of units *(thousands)*		
Beginning of year	**977**	1,060
Granted	**416**	331
Notional dividends reinvested	**35**	29
Paid out	**(323)**	(410)
Cancelled/forfeited	**(26)**	(33)
End of year	**1,079**	977
Additional information *($ millions)*		
Compensation expense recognized	**21**	16
Compensation expense unrecognized [(1)]	**17**	16
Cash payout	**17**	25
Accrued liability as at December 31 [(2)]	**42**	40
Aggregate intrinsic value as at December 31 [(3)]	**59**	56

[(1)] *Relates to unvested RSUs and is expected to be recognized over a weighted average period of two years*
[(2)] *Recognized at the respective December 31 st VWAP and included in accounts payable and other current liabilities and in long-term other liabilities (Notes 13 and 16)*
[(3)] *Relates to outstanding RSUs and reflects a weighted average contractual life of one year*

21. DISPOSITION

On November 1, 2023, FortisBC Holdings Inc. ("FHI") completed the sale of its Aitken Creek business to a subsidiary of Enbridge Inc. for approximately $470 million including working capital and closing adjustments, following the satisfaction of all regulatory requirements. The transaction reflected a March 31, 2023 effective date. A gain on disposition of $23 million ($10 million after tax), net of transaction costs, was recognized in the Corporate and Other segment.

For the seven-month period between the March 31, 2023 effective date and the November 1, 2023 disposition date, Aitken Creek recognized net earnings, excluding the gain as noted above, of $5 million.

From January 1, 2023 through to the November 1, 2023 disposition date, excluding the gain, Aitken Creek recognized net earnings of $20 million (twelve month period in 2022 - $45 million).

22. OTHER INCOME, NET

($ millions)	2023	2022
Equity component of AFUDC	**101**	78
Interest income [(1)]	**76**	11
Non-service component of net periodic benefit cost	**62**	92
Gain on disposal of Aitken Creek, pre-tax (Note 21)	**23**	—
Gain (loss) on derivatives, net	**9**	(17)
Gain (loss) on retirement investments, net	**7**	(18)
Other	**13**	19
	291	165

[(1)] *Includes interest on short-term deposits, as well as interest on regulatory deferrals*

23. INCOME TAXES

Deferred Income Tax Assets and Liabilities

The significant components of deferred income tax assets and liabilities consisted of the following.

($ millions)	**2023**	2022
Gross deferred income tax assets		
Regulatory liabilities	**636**	674
Tax loss and credit carryforwards	**600**	658
Employee future benefits	**136**	161
Other	**144**	160
	1,516	1,653
Valuation allowance	**(23)**	(32)
Net deferred income tax asset	**1,493**	1,621
Gross deferred income tax liabilities		
PPE	**(5,355)**	(5,146)
Regulatory assets	**(372)**	(388)
Intangible assets	**(165)**	(147)
	(5,892)	(5,681)
Net deferred income tax liability	**(4,399)**	(4,060)

Income Tax Expense

($ millions)	**2023**	2022
Canadian		
Earnings before income tax expense	**526**	447
Current income tax	**71**	93
Deferred income tax	**17**	(41)
Total Canadian	**88**	52
Foreign		
Earnings before income tax expense	**1,544**	1,356
Current income tax	**17**	14
Deferred income tax	**255**	223
Total Foreign	**272**	237
Income tax expense	**360**	289

Income tax expense differs from the amount that would be expected to be generated by applying the enacted combined Canadian federal and provincial statutory income tax rate to earnings before income tax expense.

23. INCOME TAXES (cont'd)

The following is a reconciliation of consolidated statutory taxes to consolidated effective taxes.

($ millions, except as indicated)	**2023**	2022
Earnings before income tax expense	**2,070**	1,803
Combined Canadian federal and provincial statutory income tax rate *(%)*	**30.0**	30.0
Expected federal and provincial taxes at statutory rate	**621**	541
Decrease resulting from:		
Foreign and other statutory rate differentials	**(166)**	(162)
AFUDC	**(22)**	(18)
Effects of rate-regulated accounting:		
Difference between depreciation claimed for income tax and accounting purposes	**(61)**	(74)
Items capitalized for accounting purposes but expensed for income tax purposes	**(16)**	(7)
Other	**4**	9
Income tax expense	**360**	289
Effective tax rate *(%)*	**17.4**	16.0

Income Tax Carryforwards[1]

($ millions)	Expiring Year	**2023**
Canadian		
Non-capital loss	2028-2043	**130**
Foreign		
Federal and state net operating loss[2]	2024-2043	**345**
Other tax credits	2024-2043	**125**
		470
Total income tax carryforwards recognized		**600**

[1] *Income tax carryforwards presented on an after-tax basis*
[2] *Indefinite carryforward for Federal net operating losses, and for states that have adopted the Federal provisions, effective for tax years beginning after December 31, 2017*

The Corporation and certain of its subsidiaries are subject to taxation in Canada, the United States and other foreign jurisdictions. The material jurisdictions in which the Corporation is subject to potential income tax compliance examinations include the United States (Federal, Arizona, Kansas, Iowa, Michigan, Minnesota and New York) and Canada (Federal, British Columbia and Alberta). The Corporation's 2018 to 2023 taxation years are still open for audit in Canadian jurisdictions, and its 2019 to 2023 taxation years are still open for audit in United States jurisdictions.

24. EMPLOYEE FUTURE BENEFITS

For defined benefit pension and OPEB plans, the benefit obligation and fair value of plan assets are measured as at December 31.

For the Corporation's Canadian and Caribbean subsidiaries, actuarial valuations to determine funding contributions for pension plans are required at least every three years. The most recent valuations were as of December 31, 2020 for the Corporation; December 31, 2021 for certain FortisBC Energy and FortisBC Electric plans; December 31, 2022 for the remaining FortisBC Energy and FortisBC Electric plans, Newfoundland Power, FortisAlberta and FortisOntario; and December 31, 2023 for Caribbean Utilities.

ITC, UNS Energy and Central Hudson perform annual actuarial valuations as their funding requirements are based on maintaining minimum annual targets, all of which have been met.

The Corporation's investment policy is to ensure that the defined benefit pension and OPEB plan assets, together with expected contributions, are invested in a prudent and cost-effective manner to optimally meet the liabilities of the plans. The investment objective is to maximize returns in order to manage the funded status of the plans and minimize the Corporation's cost over the long term, as measured by both cash contributions and recognized expense.

24. EMPLOYEE FUTURE BENEFITS (cont'd)

Allocation of Plan Assets *(weighted average %)*	**2023 Target Allocation**	**2023**	2022
Equities	**47**	**46**	48
Fixed income	**46**	**45**	43
Real estate	**6**	**8**	8
Cash and other	**1**	**1**	1
	100	**100**	100

Fair Value of Plan Assets

($ millions)	**Level 1** [(1)]	**Level 2** [(1)]	**Level 3** [(1)]	**Total**
2023				
Equities	**666**	**1,059**	**—**	**1,725**
Fixed income	**232**	**1,447**	**—**	**1,679**
Real estate	**—**	**—**	**291**	**291**
Cash and other	**34**	**14**	**—**	**48**
	932	**2,520**	**291**	**3,743**
2022				
Equities	666	1,005	—	1,671
Fixed income	199	1,289	—	1,488
Real estate	—	—	282	282
Cash and other	5	22	—	27
	870	2,316	282	3,468

[(1)] *See Note 26 for a description of the fair value hierarchy.*

The following table reconciles the changes in the fair value of plan assets that have been measured using Level 3 inputs.

($ millions)	**2023**	2022
Balance, beginning of year	**282**	256
Return on plan assets	**(9)**	28
Foreign currency translation	**(1)**	3
Purchases, sales and settlements	**19**	(5)
Balance, end of year	**291**	282

24. EMPLOYEE FUTURE BENEFITS (cont'd)

Funded Status

	Defined Benefit Pension Plans		OPEB Plans	
($ millions)	**2023**	2022	**2023**	2022
Change in benefit obligation [1]				
Balance, beginning of year	**3,063**	3,922	**582**	747
Service costs	**62**	106	**22**	35
Employee contributions	**17**	18	**3**	3
Interest costs	**159**	114	**30**	21
Benefits paid	**(169)**	(195)	**(31)**	(29)
Actuarial losses (gains)	**255**	(1,026)	**(1)**	(225)
Foreign currency translation	**(40)**	124	**(9)**	30
Balance, end of year [2]	**3,347**	3,063	**596**	582
Change in value of plan assets				
Balance, beginning of year	**3,079**	3,722	**389**	440
Actual return on plan assets	**373**	(651)	**61**	(77)
Benefits paid	**(162)**	(187)	**(26)**	(24)
Employee contributions	**17**	18	**3**	3
Employer contributions	**46**	54	**13**	19
Foreign currency translation	**(40)**	123	**(10)**	28
Balance, end of year	**3,313**	3,079	**430**	389
Funded status	**(34)**	16	**(166)**	(193)
Balance sheet presentation				
Other assets (Note 9)	**236**	188	**119**	86
Other current liabilities (Note 13)	**(15)**	(15)	**(13)**	(13)
Other liabilities (Note 16)	**(255)**	(157)	**(272)**	(266)
	(34)	16	**(166)**	(193)

[1] *Amounts reflect projected benefit obligation for defined benefit pension plans and accumulated benefit obligation for OPEB plans.*
[2] *The accumulated benefit obligation, which excludes assumptions about future salary levels, for defined benefit pension plans was $ 2,983 million as at December 31, 2023 (2022 - $ 2,818 million).*

For those defined benefit pension plans for which the projected benefit obligation exceeded the fair value of plan assets as at December 31, 2023, the obligation was $1,940 million compared to plan assets of $1,681 million (2022 - $978 million and $790 million, respectively).

For those defined benefit pension plans for which the accumulated benefit obligation exceeded the fair value of plan assets as at December 31, 2023, the obligation was $268 million compared to plan assets of $130 million (2022 - $833 million and $790 million, respectively).

For those OPEB plans for which the accumulated benefit obligation exceeded the fair value of plan assets as at December 31, 2023, the obligation was $320 million compared to plan assets of $36 million (2022 - $310 million and $31 million, respectively).

Net Benefit Cost [1]

	Defined Benefit Pension Plans		OPEB Plans	
($ millions)	**2023**	2022	**2023**	2022
Service costs	**62**	106	**22**	35
Interest costs	**159**	114	**30**	21
Expected return on plan assets	**(202)**	(194)	**(22)**	(23)
Amortization of actuarial (gains) losses	**(9)**	4	**(19)**	(10)
Amortization of past service credits/plan amendments	**(1)**	(1)	**(1)**	(1)
Regulatory adjustments	**12**	(10)	**5**	4
	21	19	**15**	26

[1] *The non-service benefit cost components of net periodic benefit cost are included in other income, net in the consolidated statements of earnings.*

24. EMPLOYEE FUTURE BENEFITS (cont'd)

The following table summarizes the accumulated amounts of net benefit cost that have not yet been recognized in earnings or comprehensive income and shows their classification on the consolidated balance sheets.

	Defined Benefit Pension Plans		OPEB Plans	
($ millions)	**2023**	2022	**2023**	2022
Unamortized net actuarial losses (gains)	**12**	9	**(10)**	(11)
Unamortized past service costs	**1**	1	**6**	7
Income tax (recovery) expense	**(3)**	(2)	**1**	1
Accumulated other comprehensive income	**10**	8	**(3)**	(3)
Net actuarial losses (gains)	**189**	103	**(215)**	(195)
Past service credits	**(2)**	(4)	**(3)**	(4)
Other regulatory deferrals	**(11)**	(6)	**2**	7
	176	93	**(216)**	(192)
Regulatory assets (Note 8)	**254**	207	**—**	—
Regulatory liabilities (Note 8)	**(78)**	(114)	**(216)**	(192)
Net regulatory assets (liabilities)	**176**	93	**(216)**	(192)

The following table summarizes the components of net benefit cost recognized in comprehensive income or as regulatory assets (liabilities).

	Defined Benefit Pension Plans		OPEB Plans	
($ millions)	**2023**	2022	**2023**	2022
Current year net actuarial losses (gains)	**4**	(23)	**1**	(6)
Past service cost/plan amendments	**—**	—	**(1)**	—
Amortization of actuarial losses	**—**	1	**—**	—
Foreign currency translation	**(1)**	(2)	**—**	—
Income tax (recovery) expense	**(1)**	6	**—**	1
Total recognized in comprehensive income	**2**	(18)	**—**	(5)
Current year net actuarial losses (gains)	**78**	(155)	**(40)**	(118)
Past service cost/plan amendments	**—**	—	**—**	1
Amortization of actuarial gains (losses)	**9**	(6)	**18**	10
Amortization of past service credits	**2**	1	**1**	1
Foreign currency translation	**(1)**	4	**2**	(6)
Regulatory adjustments	**(5)**	(16)	**(5)**	(7)
Total recognized in regulatory assets (liabilities)	**83**	(172)	**(24)**	(119)

Significant Assumptions	Defined Benefit Pension Plans		OPEB Plans	
(weighted average %)	**2023**	2022	**2023**	2022
Discount rate as at December 31 *(1)*	**4.84**	5.27	**4.94**	5.36
Expected long-term rate of return on plan assets *(2)*	**6.58**	5.87	**5.92**	5.00
Rate of compensation increase	**3.37**	3.33	**—**	—
Health care cost trend increase as at December 31 *(3)*	**—**	—	**4.52**	4.48

(1) The discount rate used during the year was 5.36% for defined benefit pension plans (2022 - 2.97%) and 5.39% for OPEB Plans (2022 - 2.97%). ITC and UNS Energy use the split discount rate methodology for determining current service and interest costs. All other subsidiaries use the single discount rate approach.

(2) Developed by management using best estimates of expected returns, volatilities and correlations for each class of asset. Best estimates are based on historical performance, future expectations and periodic portfolio rebalancing among the diversified asset classes.

(3) The projected 2024 health care cost trend rate is 5.95% and is assumed to decrease over the next 10 years to the ultimate health care cost trend rate of 4.52% in 2033 and thereafter.

24. EMPLOYEE FUTURE BENEFITS (cont'd)

Expected Benefit Payments *($ millions)*	Defined Benefit Pension Payments	OPEB Payments
2024	$ 184	$ 30
2025	188	31
2026	195	32
2027	200	33
2028	206	34
2029-2033	1,113	187

During 2024, the Corporation expects to contribute $47 million for defined benefit pension plans and $17 million for OPEB plans.

In 2023, the Corporation expensed $53 million (2022 - $47 million) related to defined contribution pension plans.

25. SUPPLEMENTARY CASH FLOW INFORMATION

($ millions)	2023	2022
Cash paid for		
Interest	**1,255**	1,057
Income taxes	**129**	79
Change in working capital		
Accounts receivable and other current assets	**142**	(479)
Prepaid expenses	**(7)**	(22)
Inventories	**(1)**	(153)
Regulatory assets - current portion	**104**	(307)
Accounts payable and other current liabilities	**(390)**	449
Regulatory liabilities - current portion	**71**	33
	(81)	(479)
Non-cash investing and financing activities		
Accrued capital expenditures	**516**	411
Common share dividends reinvested	**408**	364
Contributions in aid of construction	**15**	13

26. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Derivatives

The Corporation generally limits the use of derivatives to those that qualify as accounting, economic or cash flow hedges, or those that are approved for regulatory recovery.

Derivatives are recorded at fair value, with certain exceptions, including those derivatives that qualify for the normal purchase and normal sale exception. Fair values reflect estimates based on current market information about the derivatives as at the balance sheet dates. The estimates cannot be determined with precision as they involve uncertainties and matters of judgment and, therefore, may not be relevant in predicting the Corporation's future consolidated earnings or cash flow.

Energy Contracts Subject to Regulatory Deferral

UNS Energy holds electricity power purchase contracts, customer supply contracts and gas swap contracts to reduce its exposure to energy price risk. Fair values are measured primarily under the market approach using independent third-party information, where possible. When published prices are not available, adjustments are applied based on historical price curve relationships, transmission costs and line losses.

26. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

Central Hudson holds swap contracts for electricity and natural gas to minimize price volatility by fixing the effective purchase price. Fair values are measured using forward pricing provided by independent third-party information.

FortisBC Energy holds gas supply contracts to fix the effective purchase price of natural gas. Fair values reflect the present value of future cash flows based on published market prices and forward natural gas curves.

Unrealized gains or losses associated with changes in the fair value of these energy contracts are deferred as a regulatory asset or liability for recovery from, or refund to, customers in future rates, as permitted by the regulators. As at December 31, 2023, unrealized losses of $197 million (2022 - $84 million) were recognized as regulatory assets and unrealized gains of $37 million (2022 - $224 million) were recognized as regulatory liabilities.

Energy Contracts Not Subject to Regulatory Deferral
UNS Energy holds wholesale trading contracts to fix power prices and realize potential margin, of which 10% of any realized gains is shared with customers through rate stabilization accounts. Fair values are measured using a market approach incorporating, where possible, independent third-party information.

Aitken Creek, which was sold on November 1, 2023 (Note 21), held gas swap contracts to manage exposure to changes in natural gas prices, capture natural gas price spreads, and manage the financial risk posed by physical transactions. Fair values were measured using forward pricing from published market sources.

Unrealized gains or losses associated with changes in the fair value of these energy contracts are recognized in revenue. In 2023, unrealized losses of $28 million (2022 - gains of $34 million) were recognized in revenue.

Total Return Swaps
The Corporation holds total return swaps to manage the cash flow risk associated with forecast future cash settlements of certain stock-based compensation obligations. The swaps have a combined notional amount of $118 million and terms of one to three years expiring at varying dates through January 2026. Fair value is measured using an income valuation approach based on forward pricing curves. Unrealized gains and losses associated with changes in fair value are recognized in other income, net. In 2023, unrealized losses of less than $1 million (2022 - $22 million) were recognized in other income, net.

Foreign Exchange Contracts
The Corporation holds U.S. dollar-denominated foreign exchange contracts to help mitigate exposure to foreign exchange rate volatility. The contracts expire at varying dates through September 2025 and have a combined notional amount of $467 million. Fair value was measured using independent third-party information. Unrealized gains and losses associated with changes in fair value are recognized in other income, net. In 2023, unrealized gains of $10 million (2022 - losses of $9 million) were recognized in other income, net.

Interest Rate Locks
During 2023, the Corporation entered into and settled an interest rate lock with a notional value of $100 million. The contract was used to manage interest rate risk associated with the issuance of $500 million unsecured senior notes in November 2023. A realized gain of $8 million was recognized in other comprehensive income, which will be reclassified to earnings as a component of interest expense over 10 years.

ITC also entered into and settled interest rate locks in 2023 with a combined notional value of US$500 million. The contracts were used to manage interest rate risk associated with the issuance of US$500 million unsecured senior notes in June 2023. Realized gains of US$4 million were recognized in other comprehensive income, which will be reclassified to earnings as a component of interest expense over 10 years.

Cross-Currency Interest Rate Swaps
The Corporation holds cross-currency interest rate swaps, maturing in 2029, to effectively convert its $500 million, 4.43% unsecured senior notes to US$391 million, 4.34% debt. The Corporation has designated this notional U.S. debt as an effective hedge of its foreign net investments and unrealized gains and losses associated with exchange rate fluctuations on the notional U.S. debt are recognized in other comprehensive income, consistent with the translation adjustment related to the foreign net investments. Other changes in the fair value of the swaps are also recognized in other comprehensive income but are excluded from the assessment of hedge effectiveness. Fair value is measured using a discounted cash flow method based on secured overnight financing rates. In 2023, unrealized gains of $15 million (2022 - unrealized losses of $17 million) were recorded in other comprehensive income.

Other Investments
UNS Energy holds investments in money market accounts, and ITC and Central Hudson hold investments in trust associated with supplemental retirement benefit plans for select employees, which include mutual funds and money market accounts. These investments are recorded at fair value based on quoted market prices in active markets. Gains and losses are recognized in other income, net. In 2023, unrealized gains of $8 million (2022 - unrealized losses of $11 million) were recognized in other income, net.

26. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

Recurring Fair Value Measures

The following table presents derivative assets and liabilities that are accounted for at fair value on a recurring basis.

($ millions)	**Level 1** [1]	**Level 2** [1]	**Level 3** [1]	**Total**
As at December 31, 2023				
Assets				
Energy contracts subject to regulatory deferral [2] [3]	**—**	**49**	**—**	**49**
Energy contracts not subject to regulatory deferral [2]	**—**	**6**	**—**	**6**
Foreign exchange contracts [2]	**—**	**5**	**—**	**5**
Other investments [4]	**145**	**—**	**—**	**145**
	145	**60**	**—**	**205**
Liabilities				
Energy contracts subject to regulatory deferral [3] [5]	**—**	**(209)**	**—**	**(209)**
Energy contracts not subject to regulatory deferral [5]	**—**	**(3)**	**—**	**(3)**
Total return and cross-currency interest rate swaps [5]	**—**	**(6)**	**—**	**(6)**
	—	**(218)**	**—**	**(218)**
As at December 31, 2022				
Assets				
Energy contracts subject to regulatory deferral [2] [3]	—	304	—	304
Energy contracts not subject to regulatory deferral [2]	—	49	—	49
Other investments [4]	150	—	—	150
	150	353	—	503
Liabilities				
Energy contracts subject to regulatory deferral [3] [5]	—	(164)	—	(164)
Energy contracts not subject to regulatory deferral [5]	—	(8)	—	(8)
Foreign exchange contracts, total return and cross-currency interest rate swaps [5]	—	(26)	—	(26)
	—	(198)	—	(198)

[1] *Under the hierarchy, fair value is determined using: (i) Level 1 - unadjusted quoted prices in active markets; (ii) Level 2 - other pricing inputs directly or indirectly observable in the marketplace; and (iii) Level 3 - unobservable inputs, used when observable inputs are not available. Classifications reflect the lowest level of input that is significant to the fair value measurement.*
[2] *Included in accounts receivable and other current assets or other assets*
[3] *Unrealized gains and losses arising from changes in fair value of these contracts are deferred as a regulatory asset or liability for recovery from, or refund to, customers in future rates as permitted by the regulators, with the exception of long-term wholesale trading contracts and certain gas swap contracts.*
[4] *Included in cash and cash equivalents and other assets*
[5] *Included in accounts payable and other current liabilities or other liabilities*

Energy Contracts

The Corporation has elected gross presentation for its derivative contracts under master netting agreements and collateral positions, which apply only to its energy contracts. The following table presents the potential offset of counterparty netting.

($ millions)	**Gross Amount Recognized In Balance Sheet**	**Counterparty Netting of Energy Contracts**	**Cash Collateral Posted/(Received)**	**Net Amount**
As at December 31, 2023				
Derivative assets	**55**	**(24)**	**28**	**59**
Derivative liabilities	**(212)**	**24**	**(1)**	**(189)**
As at December 31, 2022				
Derivative assets	353	(54)	(7)	292
Derivative liabilities	(172)	54	—	(118)

26. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

Volume of Derivative Activity

As at December 31, 2023, the Corporation had various energy contracts that will settle on various dates through 2029. The volumes related to electricity and natural gas derivatives are outlined below.

	2023	2022
Energy contracts subject to regulatory deferral [(1)]		
Electricity swap contracts *(GWh)*	**628**	586
Electricity power purchase contracts *(GWh)*	**588**	224
Gas swap contracts *(PJ)*	**228**	185
Gas supply contracts *(PJ)*	**134**	148
Energy contracts not subject to regulatory deferral [(1)]		
Wholesale trading contracts *(GWh)*	**1,310**	1,886
Gas swap contracts *(PJ)*	**3**	34

[(1)] *GWh means gigawatt hours and PJ means petajoules*

Credit Risk

For cash equivalents, accounts receivable and other current assets, and long-term other receivables, credit risk is generally limited to the carrying value on the consolidated balance sheets. The Corporation's subsidiaries generally have a large and diversified customer base, which minimizes the concentration of credit risk. Policies in place to minimize credit risk include requiring customer deposits, prepayments and/or credit checks for certain customers, performing disconnections and/or using third-party collection agencies for overdue accounts.

ITC has a concentration of credit risk as approximately 70% of its revenue is derived from three customers. The customers have investment-grade credit ratings and credit risk is further managed by MISO by requiring a letter of credit or cash deposit equal to the credit exposure, which is determined by a credit-scoring model and other factors.

FortisAlberta has a concentration of credit risk as distribution service billings are to a relatively small group of retailers. Credit risk is managed by obtaining from the retailers either a cash deposit, letter of credit, an investment-grade credit rating, or a financial guarantee from an entity with an investment-grade credit rating.

Central Hudson has seen an increase in accounts receivable due to the suspension of collection efforts in response to the COVID-19 pandemic, as well as higher commodity prices. Central Hudson continues to proactively contact customers regarding past-due balances to advise them of financial assistance available through state programs, and collection efforts continue to expand. Under its regulatory framework, Central Hudson can defer uncollectible write-offs that exceed 10 basis points above the amounts collected in customer rates for future recovery.

UNS Energy, Central Hudson, FortisBC Energy, and the Corporation may be exposed to credit risk in the event of non-performance by counterparties to derivatives. Credit risk is managed by net settling payments, when possible, and dealing only with counterparties that have investment-grade credit ratings. At UNS Energy, Central Hudson and FortisBC Energy, certain contractual arrangements require counterparties to post collateral.

The value of derivatives in net liability positions under contracts with credit risk-related contingent features that, if triggered, could require the posting of a like amount of collateral was $117 million as at December 31, 2023 (2022 - $178 million).

Hedge of Foreign Net Investments

The reporting currency of ITC, UNS Energy, Central Hudson, Caribbean Utilities, FortisTCI, Fortis Belize Limited and Belize Electricity is, or is pegged to, the U.S. dollar. The earnings and cash flow from, and net investments in, these entities are exposed to fluctuations in the U.S. dollar-to-Canadian dollar exchange rate. The Corporation has limited this exposure through hedging.

As at December 31, 2023, US$2.6 billion (2022 - US$2.9 billion) of corporately issued U.S. dollar-denominated long-term debt has been designated as an effective hedge of net investments, leaving approximately US$11.5 billion (2022 - US$10.6 billion) unhedged. Exchange rate fluctuations associated with the hedged net investment in foreign subsidiaries and the debt serving as the hedge are recognized in accumulated other comprehensive income.

Financial Instruments Not Carried at Fair Value

Excluding long-term debt, the consolidated carrying value of the Corporation's remaining financial instruments approximates fair value, reflecting their short-term maturity, normal trade credit terms and/or nature.

As at December 31, 2023, the carrying value of long-term debt, including the current portion, was $29.7 billion (2022 - $28.6 billion) compared to an estimated fair value of $27.9 billion (2022 - $25.8 billion).

27. COMMITMENTS AND CONTINGENCIES

As at December 31, 2023, unconditional minimum purchase obligations were as follows.

($ millions)	**Total**	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Gas and fuel purchase obligations [(1)]	**6,073**	697	592	490	439	339	3,516
Waneta Expansion capacity agreement [(2)]	**2,418**	55	56	58	59	60	2,130
Renewable PPAs [(3)]	**1,754**	128	128	128	127	127	1,116
Power purchase obligations [(4)]	**1,534**	336	253	199	120	114	512
ITC easement agreement [(5)]	**354**	13	13	13	13	13	289
TEP EPC agreement [(6)]	**270**	266	4	—	—	—	—
Debt collection agreement [(7)]	**102**	3	3	3	3	3	87
Renewable energy credit purchase agreements [(8)]	**63**	19	7	6	6	6	19
Other [(9)]	**139**	30	24	8	5	4	68
	12,707	**1,547**	**1,080**	**905**	**772**	**666**	**7,737**

(1) *FortisBC Energy ($4,772 million):* includes contracts of $2,770 million for the purchase of renewable natural gas expiring in 2045 and contracts of $2,002 million for the purchase of gas, renewable gas, gas transportation and storage services, expiring in 2062. FortisBC Energy's gas purchase obligations are based on gas commodity indices that vary with market prices and the obligations are based on index prices as at December 31, 2023. The renewable gas supply obligations disclosed reflect the contracted price per gigajoule between the Corporation and the suppliers.

UNS Energy ($1,191 million): includes long-term contracts for the purchase and delivery of coal to fuel generating facilities, the purchase of gas transportation services to meet load requirements, the purchase of transmission services for purchased power, as well as natural gas commodity agreements based on projected market prices as of December 31, 2023. Amounts paid for coal depend on actual quantities purchased and delivered. Certain contracts have price adjustment clauses that will affect future costs. These contracts have various expiry dates through 2048.

(2) *FortisBC Electric* is a party to an agreement to purchase capacity from the Waneta Expansion hydroelectric generating facility forforty-years, beginning April 2015.

(3) *TEP and UNS Electric* are party to renewable PPAs, with expiry dates from 2027 through 2051, that require TEP and UNS Electric to purchase 100% of the output of certain renewable energy generating facilities and RECs associated with the output delivered once commercial operation is achieved. Amounts are the estimated future payments.

(4) *Maritime Electric ($642 million):* includes an energy purchase agreement and transmission capacity contract for 30 MW of capacity to PEI with New Brunswick Power, expiring December 2026 and November 2032, respectively. The agreements entitle Maritime Electric to approximately 4.55% of the output of New Brunswick Power's Point Lepreau nuclear generating station and require Maritime Electric to pay its share of the station's capital operating costs for the life of the unit.

FortisOntario ($432 million): an agreement with Hydro-Québec for the supply of up to 145 MW of capacity and a minimum of 537 GWh of associated energy annually through December 2030.

FortisBC Electric ($277 million): an agreement with BC Hydro to purchase up to 200 MW of capacity and 1,752 GWh of associated energy annually for a 20-year term beginning October 1, 2013.

(5) ITC is party to an agreement with Consumers Energy, the primary customer of METC, which provides METC with an easement for transmission purposes and rights-of-way, leasehold interests, fee interests and licenses associated with the land over which its transmission lines cross. The agreement expires in December 2050, subject to 10 potential 50-year renewals thereafter unless METC gives notice of non-renewal at least one year in advance.

(6) TEP has entered into an engineering, procurement and construction ("EPC") agreement associated with the development of the Roadrunner Reserve Project.

(7) Maritime Electric is party to a debt collection agreement with PEI Energy Corporation for the initial capital cost of the submarine cables and associated parts of the New Brunswick transmission system interconnection. Payments under the agreement, which expires in February 2056, are collected in customer rates.

(8) UNS Energy and Central Hudson are party to REC purchase agreements, mainly for the purchase of environmental attributions from retail customers with solar installations or other renewable generation. Payments are primarily made at contractually agreed-upon intervals based on metered energy production.

(9) Includes AROs and joint-use asset and shared service agreements.

27. COMMITMENTS AND CONTINGENCIES (cont'd)

Other Commitments

Under a funding framework with the Governments of Ontario and Canada, Fortis will contribute a minimum of approximately $155 million of equity capital to the Wataynikaneyap Partnership, based on Fortis' proportionate 39% ownership interest and the final regulatory-approved capital cost of the related project. The Wataynikaneyap Partnership has loan agreements in place to finance the project during construction. In the event a lender under the loan agreements realizes security on the loans, Fortis may be required to accelerate its equity capital contributions, which may be in excess of the amount otherwise required of Fortis under the funding framework, to a maximum total funding of $235 million. Equity of $137 million has been contributed as of December 31, 2023.

UNS Energy has joint generation performance guarantees with participants at Four Corners and Luna, with agreements expiring in 2041 and 2046 respectively, and at San Juan and Navajo through decommissioning. The participants have guaranteed that in the event of payment default, each non-defaulting participant will bear its proportionate share of expenses otherwise payable by the defaulting participant. In exchange, the non-defaulting participants are entitled to receive their proportionate share of the generation capacity of the defaulting participant. In the case of San Juan and Navajo, participants would seek financial recovery from the defaulting party. There is no maximum amount under these guarantees, except for a maximum of $331 million for Four Corners. As at December 31, 2023, there was no obligation under these guarantees.

Contingency

In April 2013, FHI and Fortis were named as defendants in an action in the British Columbia Supreme Court by the Coldwater Indian Band ("Band") regarding interests in a pipeline across reserve lands. The Band seeks cancellation of the right-of-way and damages for wrongful interference with the Band's use and enjoyment of reserve lands. In 2016, the Federal Court dismissed the Band's application for judicial review of the ministerial consent. In 2017, the Federal Court of Appeal set aside the minister's consent and returned the matter to the minister for redetermination. No amount has been accrued as the outcome cannot yet be reasonably determined.

Management Discussion and Analysis

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Dated February 8, 2024

This MD&A has been prepared in accordance with National Instrument 51-102 -*Continuous Disclosure Obligations*. It should be read in conjunction with the 2023 Annual Financial Statements and is subject to the cautionary statement and disclaimer provided under "Forward-Looking Information" on page 42. Further information about Fortis, including its Annual Information Form filed on SEDAR+, can be accessed at www.fortisinc.com, www.sedarplus.ca, or www.sec.gov.

Financial information herein has been prepared in accordance with U.S. GAAP (except for indicated Non-U.S. GAAP Financial Measures) and, unless otherwise specified, is presented in Canadian dollars based, as applicable, on the following U.S. dollar-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; (iii) average of 1.36 for the quarters ended December 31, 2023 and 2022; and (iv) 1.30 for all forecast periods. Certain terms used in this MD&A are defined in the "Glossary" on page 44.

ABOUT FORTIS

Fortis (TSX/NYSE: FTS) is a well-diversified leader in the North American regulated electric and gas utility industry, with revenue of $12 billion in 2023 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, 64% of the Corporation's assets were located in the U.S., 33% in Canada and the remaining 3% in the Caribbean. Operations in the U.S. accounted for 56% of the Corporation's 2023 revenue, with the remaining 39% in Canada, and 5% in the Caribbean.

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. Earnings, EPS and TSR are the primary measures of financial performance.

Fortis' 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). The Aitken Creek natural gas storage facility in British Columbia was sold on November 1, 2023 with a March 31, 2023 effective date (see "Key Developments" below). With the disposition of Aitken Creek, the Corporation's non-regulated business is now reported in the Corporate and Other segment.

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.

Additional information about the Corporation's business and reporting units is provided in Note 1 in the 2023 Annual Financial Statements.

KEY DEVELOPMENTS

Regulatory Updates

See "Regulatory Highlights - Significant Regulatory Matters" on page 14.

Sale of Aitken Creek

On November 1, 2023, FortisBC Holdings Inc. completed the sale of its Aitken Creek business to a subsidiary of Enbridge Inc. for approximately $470 million including working capital and closing adjustments, following the satisfaction of all regulatory requirements. The transaction reflected a March 31, 2023 effective date. Net proceeds from the transaction further strengthened the Corporation's balance sheet and provided additional funding flexibility in support of our regulated utility growth strategy.

In accordance with U.S. GAAP, Common Equity Earnings includes the results for Aitken Creek until the November 1, 2023 date of disposition. Management has excluded Aitken Creek's earnings recognized from the March 31st effective date through to the November 1st disposition date, as well as the gain recorded on the sale, in arriving at Adjusted Common Equity Earnings and Adjusted Basic EPS (see "Non-U.S. GAAP Financial Measures" on page 13).

PERFORMANCE AT A GLANCE

Key Financial Metrics

($ millions, except as indicated)	**2023**	2022	Variance
Common Equity Earnings			
Actual	**1,506**	1,330	176
Adjusted *(1)*	**1,502**	1,329	173
Basic EPS *($)*			
Actual	**3.10**	2.78	0.32
Adjusted *(1)*	**3.09**	2.78	0.31
Dividends			
Paid per common share *($)*	**2.29**	2.17	0.12
Actual Payout Ratio *(%)*	**73.7**	78.1	(4.4)
Adjusted Payout Ratio *(%)* *(1)*	**73.9**	78.1	(4.2)
Weighted average number of common shares outstanding *(# millions)*	**486.3**	478.6	7.7
Operating Cash Flow	**3,545**	3,074	471
Capital Expenditures *(1)*	**4,329**	4,034	295

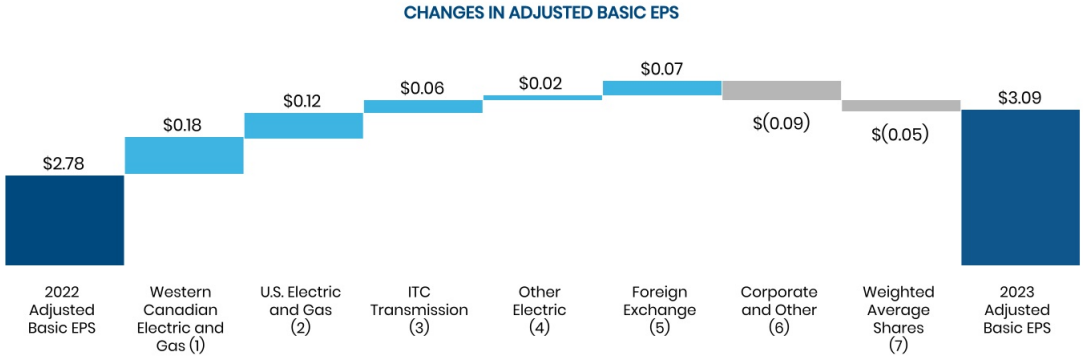
(1) See "Non-U.S. GAAP Financial Measures" on page 13

Earnings and EPS

Common Equity Earnings increased by $176 million in comparison to 2022. The increase was primarily driven by Rate Base growth across our 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 year over year. The increase was partially offset by higher corporate finance costs and lower earnings from Aitken Creek.

In addition to the above-noted items impacting earnings, the change in EPS also reflected an increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP.

Adjusted Common Equity Earnings and Adjusted Basic EPS increased by $173 million and $0.31, respectively. Refer to "Non-U.S. GAAP Financial Measures" on page 13 for a reconciliation of these measures. The changes in Adjusted Basic EPS are illustrated in the chart below.



(1) Includes FortisBC Energy, FortisAlberta and FortisBC Electric. Primarily reflects the impact of the new cost of capital parameters approved for FortisBC effective January 1, 2023 and Rate Base growth

(2) Includes UNS Energy and Central Hudson. Reflects higher earnings at UNS Energy due to: (i) new customer rates at TEP effective September 1, 2023; (ii) higher retail electricity sales, including the impact of warmer weather and customer additions; (iii) lower depreciation expense associated with the retirement of the San Juan generating station in 2022; and (iv) an increase in the market value of investments that support retirement benefits, partially offset by higher operating costs due to inflationary increases and higher income tax expense. Earnings at Central Hudson were consistent with 2022.

(3) Reflects Rate Base growth and an increase in the market value of investments that support retirement benefits, partially offset by higher non-recoverable finance and stock-based compensation costs

(4) Primarily reflects Rate Base growth and higher electricity sales, as well as equity income from Wataynikaneyap Power

(5) Average foreign exchange rate of 1.35 in 2023 compared to 1.30 in 2022

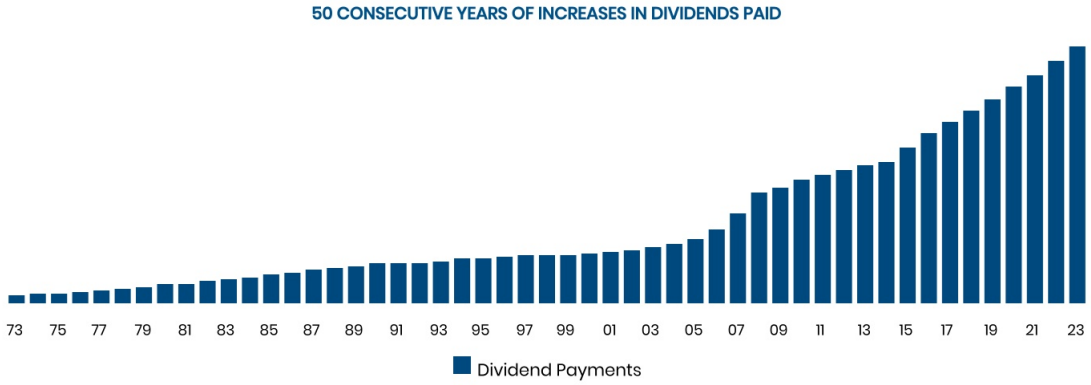
(6) Reflects higher holding company finance costs, lower hydroelectric production in Belize, and lower earnings from Aitken Creek due to the March 31, 2023 effective date of disposition

(7) Weighted average shares of 486.3 million in 2023 compared to 478.6 million in 2022

Dividends

Fortis paid a dividend of $0.59 per common share in the fourth quarter of 2023, up 4.4% from $0.565 paid in each of the previous four quarters. This marked the Corporation's 50th consecutive year of increases in dividends paid. The Actual Payout Ratio was 74% in 2023 and an average of 71% over the five-year period of 2019 through 2023.

Fortis is targeting annual dividend growth of approximately 4-6% through 2028. See "Outlook" on page 42.



Growth in dividends and changes in the market price of the Corporation's common shares have yielded the following TSRs.

TSR [1] (%)	1-Year	5-Year	10-Year	20-Year
Fortis	4.8	7.6	10.1	10.7

[1] *Annualized TSR per Bloomberg, as at December 31, 2023*

Operating Cash Flow

The $471 million increase in Operating Cash Flow was due to: (i) higher cash earnings, reflecting Rate Base growth as well as higher retail electricity sales and new customer rates at TEP; (ii) the timing of flow-through costs in customer rates, reflecting fluctuations in commodity costs, as well as transmission-related amounts in Alberta; and (iii) the higher U.S.-to-Canadian dollar exchange rate. The increase in Operating Cash Flow was partially offset by higher development expenditures, net of deposits received, associated with the Eagle Mountain Woodfibre Gas Line project, as well as proceeds received in 2022 at ITC related to the settlement of interest rate swaps. Higher interest and income tax payments also tempered the increase in Operating Cash Flow for the year.

Capital Expenditures

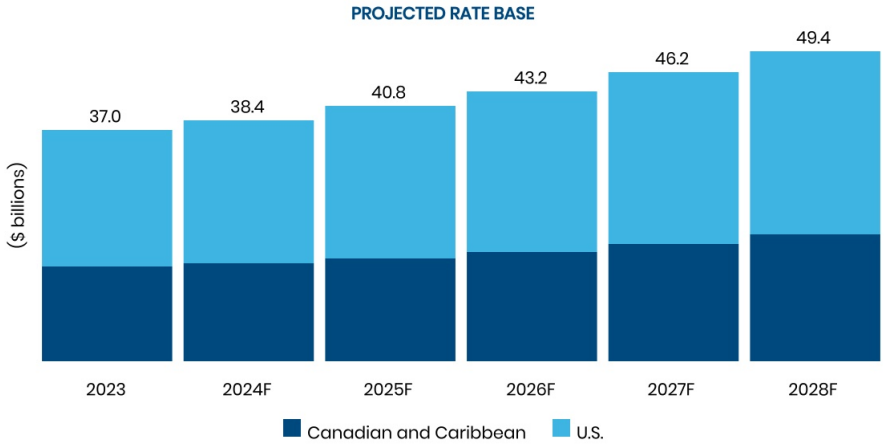
Capital Expenditures in 2023 were $4.3 billion, consistent with the annual Capital Plan. For a detailed discussion of the Corporation's Capital Expenditure program, see "Capital Plan" on page 21. Capital Expenditures in 2023 were $0.3 billion higher than in 2022, primarily due to construction of the Roadrunner Reserve battery energy storage project in Arizona and investments in various smaller distribution projects across the Corporation's regulated utilities, as well as the impact of the higher average foreign exchange rate.

The Corporation's 2024-2028 Capital Plan of $25 billion is the largest in the Corporation’s history and is $2.7 billion higher than the previous 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, 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.

Funding of the Capital Plan is expected to be primarily through Operating Cash Flow, debt issued at the regulated utilities and common equity proceeds expected to be sourced from the Corporation's DRIP and ATM Program.

The 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%.

Capital Expenditures and Capital Plan reflect Non-U.S. GAAP financial measures. Refer to "Non-U.S. GAAP Financial Measures" on page 13 and "Capital Plan" on page 21.



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; RNG solutions and LNG infrastructure in British Columbia; and the acceleration of cleaner energy infrastructure investments across our jurisdictions.

THE INDUSTRY

The North American energy transformation is accelerating rapidly, driven by the impacts of climate change and the growing need for the development of cleaner energy sources and the deployment of energy conservation measures. The goal of carbon emissions reduction, including associated advancements in technology, has attracted interest from investors and customers. Electric transmission is seen as a critical enabler of large-scale renewable generation. Natural gas continues to be an important part of the energy mix, providing resiliency, a supplemental source of generation to support the intermittent nature of renewables, and a cost-effective heating source. Longer term, advancements in the use of hydrogen and RNG will further contribute to carbon reduction. These factors are driving significant investment opportunities in the utility sector.

Meaningful customer engagement is important for utilities as customer expectations change. Customers want to make informed energy choices and become active participants in the delivery of their energy. They also expect personalized service, customized self-service offerings, and more real-time, digital communication. Fortis' utilities are enhancing customer information systems and digital technologies to improve customer service.

Energy policies at the federal, state, and provincial levels reflect the rising focus on climate change, with clean energy and carbon reduction at the forefront. In the U.S., the IRA has been passed into law and includes, among other items, incentives and tax credits to encourage investment in clean energy, energy storage, electric vehicles and manufacturing, all to support a targeted 40% reduction in carbon emissions by 2030. With states and provinces also setting ambitious carbon reduction targets, the regulatory and compliance environment continues to evolve. These changes are creating opportunities to expand investment in new, renewable generation sources, as well as transmission infrastructure to connect renewable energy sources to the grid. Investment opportunities in energy storage technology are also being created. Electrification of the transportation sector continues to grow rapidly and represents a significant opportunity to reduce carbon emissions while increasing the output and efficiency of the grid. The Corporation's utilities are well positioned and actively involved in pursuing these opportunities, which will drive significant investment.

New technology is stimulating change across all of the Corporation's service territories. Energy delivery systems are becoming more intelligent, with advanced meters, additional remote sensing and grid automation, and more capable operational technology providing utilities with detailed usage data and predictive maintenance information to improve cost efficiency and safety. Energy management capabilities are expanding through emerging storage and demand response systems, and customers have increasing options to access distributed generation and to manage their energy usage. Grid resilience is growing in importance with the increasing frequency and intensity of weather events such as hurricanes, wildfires, floods and storms. With electricity expected to represent a larger portion of society's energy mix, investments in grid hardening and resiliency are necessary to improve the grid’s ability to withstand and recover from these climate events.

Fortis' culture of innovation underlies a continuous drive to find better ways to safely, reliably and affordably deliver the energy and services that customers need, and the choice and control they increasingly seek. Fortis is a partner in Energy Impact Partners, a strategic private venture fund that invests in emerging technologies, products, services and business models that are transforming the industry. The Corporation is also involved in the Low Carbon Resources Initiative, a collaboration between EPRI and GTI Energy, along with other major utilities, to develop and demonstrate the low- and zero-carbon energy technologies needed to enable pathways to decarbonization. Fortis has also joined EPRI's Climate READi, an initiative involving major North American utilities, regulators, policy makers, and other stakeholders focused on developing an industry-wide best practice framework for managing physical climate risk.

On the security front, with the advent of new and increasing cyber threats to our information and operations technology systems, increased focus and investment on protection and response to these cyber threats is an ongoing priority. Upgrades to the physical security environment are also required to keep pace with evolving challenges. All these technological advancements and challenges offer strategic investment opportunities for improving and expanding customer service and enhancing security.

The Corporation's culture and decentralized structure support the efforts required to meet changing customer expectations. Each of our utilities work constructively with regulators and all stakeholders on policy, energy and service solutions, and are an integral partner in all the communities they serve. Fortis is committed to be an industry leader in the clean energy transition.

FOCUS ON SUSTAINABILITY

Fortis is dedicated to operating in an environmentally and socially responsible manner in the interests of all of its stakeholders. Oversight and accountability for sustainability are established at the most senior levels of the Corporation and its operating subsidiaries. At Fortis, the Board has overall responsibility for sustainability. However, primary oversight of the issues, policies and practices pertaining to sustainability has been delegated to the governance and sustainability committee of the Board, reflecting sustainability's important role in the Corporation's strategy and risk management.

Key aspects of Fortis' sustainability program and practices are outlined below.

Climate Change and Environmental Matters

Fortis is primarily an energy delivery company with 93% of its assets related to transmission and distribution. The focus for Fortis is the delivery of cleaner energy to its customers and this limits the impact of the Corporation's utilities on the environment when compared to more generation-intensive businesses. Fortis has a relatively small amount of fossil-fuel generation in its portfolio and plans to transition to more renewable sources of energy for its customers.

The Corporation's direct GHG emissions come primarily from its generation assets, which largely consist of fossil fuel-based generation at TEP, representing 4% of the Corporation's total assets. Fortis continues to lower its already low emissions profile, and has set a 2050 net-zero direct GHG emissions target. This goal is in addition to the Corporation's interim targets to reduce direct GHG emissions 50% by 2030 and 75% by 2035 from a 2019 base year. Fortis expects to achieve both interim targets primarily through TEP's plan to exit from coal, as well as clean energy initiatives across the Corporation's other utilities.

Fortis has made significant progress on its emissions reduction targets. Through 2023, the Corporation's Scope 1 emissions were 33% lower compared to 2019 levels. The retirement of certain coal generating stations, the commencement of seasonal operations at other generating stations, and the introduction of renewable wind and solar energy in Arizona, have supported our carbon emissions reduction to date.

Beyond 2035, most of the Corporation's Scope 1 emissions are expected to relate to natural gas generation at TEP. To reach net-zero by 2050, TEP will focus on developing and adopting new technologies, improving the efficiency of natural gas units, utilizing lower-carbon fuels and preparing its generating units for future hydrogen injection. Reliability and affordability will remain key priorities as Fortis works to meet its emissions reduction targets.

The Corporation expects to issue its second Climate Report in 2024. This report will provide further information on Fortis' strategy and actions to address climate change, physical and transition risks, and business opportunities including investments in resilient and adaptable infrastructure.

In the development of the Corporation's five-year Capital Plan, each of the utilities considered the investment required to deliver cleaner energy to customers, strengthen infrastructure, and improve network resiliency to deal with the expected impacts of climate change on utility infrastructure. Fortis' 2024-2028 Capital Plan includes Cleaner Energy Investments of approximately $7 billion, with investments focused on connecting renewables to the grid, renewable energy and energy storage, and cleaner natural gas solutions. Additional information can be found in the "Capital Plan" section on page 21. In support of the Capital Plan, Fortis' unsecured $1.3 billion revolving term committed credit facility agreement incorporates a sustainability-linked loan structure based on the Corporation's achievement of targets related to diversity on the Board and reduction of Scope 1 GHG emissions through 2025.

The Corporation's environmental statement sets out its commitment to comply with all applicable laws and regulations relating to the protection of the environment, regularly conduct monitoring and audits of environmental management systems, seek feasible, cost-effective opportunities to decrease GHG emissions and increase renewable energy sources. Each operating subsidiary has extensive environmental compliance programs aligned with the ISO 14001 standard, regularly reviews its environmental management systems and protocols, strives for continual performance improvement and sets and reviews its own environmental objectives, targets and programs.

Safety and Reliability

Fortis is an industry leader in safety and reliability, with the Corporation consistently performing above industry averages. Fortis leverages its unique operating model and utility experience to deliver safe and reliable service to its customers and the communities it serves. Senior operational executives from all Fortis utilities meet regularly to share best practices and identify opportunities for collaboration on a range of operational areas including health and safety.

All contractors are required to share our commitment to conduct work in a safe manner. Contractors must demonstrate a strong safety program with a high level of training centered around risk management. Historical safety performance is a consideration when selecting successful contractors.

Engaging with Stakeholders and Communities

Fortis' utilities work closely with their customers and communities to improve the overall customer service experience. Customer satisfaction targets are established and customer service surveys are completed regularly focusing on customer satisfaction, reliability and accuracy of billing and metering, contact center services and reliability of energy supply.

Customer affordability is a priority for Fortis. Historically, Fortis utilities have managed annual increases in controllable operating costs per customer to below inflation. As we transition to a cleaner energy future, Fortis utilities continue to focus on controlling costs, identifying efficiencies and implementing innovative practices to maintain affordability. In addition, Fortis' utilities work to ensure customers are aware of available bill payment options, external government payment assistance programs, as well as energy efficiency programs and rebates.

Fortis and its utilities work with a number of Indigenous groups, with the goal of developing long-term partnerships and creating economic opportunities. The Wataynikaneyap Power Transmission project is connecting 17 First Nations communities to the Ontario power grid for the first time. These communities have had inefficient and unreliable access to electricity based on diesel generation, compromising their economic and social well-being and limiting opportunities for growth. The project is majority-owned by 24 First Nations, while Fortis has a 39% ownership interest and acts as project manager. Additional information can be found in the "Capital Plan" section on page 21.

In October 2023, FortisBC was awarded silver-level designation in Progressive Aboriginal Relations™ from the Canadian Council of Aboriginal Business. The Progressive Aboriginal Relations certification program is an internationally recognized, Indigenous-led program that confirms corporate performance in Indigenous relations at the bronze, silver or gold level. Earning a Progressive Aboriginal Relations designation marks a significant achievement in FortisBC's long-standing commitment to fostering strong, respectful and mutually beneficial relationships with Indigenous communities.

Regular community engagement includes donations to local charities, partnerships with educational institutions, and participation on local boards, which enables Fortis and its utilities to serve as meaningful contributors to their local communities. In 2023, the Fortis group of companies contributed $11 million to the communities they serve.

Cybersecurity

Fortis' CRMP aims to continually improve information sharing and the culture of security. Fortis has an enterprise-wide CRMP that allows for the identification, measurement, monitoring and management of cybersecurity risks. Further, the Corporation and each of the utilities continually consider investments required in security, in both the corporate and grid environments, during the development of the five-year Capital Plan. Physical and cyber security leaders share best practices in areas such as threat monitoring, protecting customer information and risk management. The group also conducts training exercises to test systems and identify opportunities to improve. Oversight of cybersecurity is the responsibility of Fortis' Vice President, Chief Information Officer as well as the respective boards and executive committees at Fortis and at each utility. The Corporation has not had any material cybersecurity breaches since we began reporting this performance indicator in 2018.

People

Fortis values its 9,600 employees and recognizes that success is dependent on a strong workforce which is safe, supported and empowered. Fortis and its utilities have compensation and benefit programs designed to attract and retain talent. Fortis believes that the foundation for a healthy work environment starts with leadership from the most senior levels of the organization and must be driven by clearly articulated values that are understood and practiced at all levels of the organization.

Fortis has a longstanding corporate-wide talent management strategy that enhances our ability to identify, mentor and develop current executives and employees for more senior positions. The Corporation seeks to continually enhance its talent management strategy. The second cohort of our leadership training program for high-potential employees across the organization was completed in 2023, providing attendees substantive training, mentoring opportunities and exposure to senior management. This program supports talent development and ensures there is a pipeline of qualified talent, preparing the Corporation and its utilities for an orderly succession of critical roles.

Our utilities strive to maintain good employee and labour relations and regular communications and collaboration between union and management leaders. Approximately 50% of the employees across our group of companies are represented by a labour union.

Advancing DEI remains a priority at Fortis. The Corporation has adopted an Inclusion and Diversity Commitment that applies to all employees of Fortis and its operating subsidiaries. The commitment is supported by a framework built upon three pillars - talent, culture and community. A DEI Advisory Council with diverse, senior level representation from across the Fortis organization guides the inclusion and diversity strategy and its implementation.

We are committed to building a diverse, equitable and inclusive workplace. Engagement is key to fostering inclusion and sustainable high performance. In 2023, we partnered with an independent research-based consulting company to conduct a confidential employee engagement survey that provided an enterprise-wide baseline inclusion index.

The Corporation's Board and Executive Diversity Policy describes the principles and objectives for diversity among the Board and executive leadership, including a commitment to maintain a Board where women and men each represent at least 40% of independent directors. As of December 31, 2023, 58% of Board members were women, 50% of Fortis' executives were women and 82% of Fortis utilities had either a female president or female board chair. The Corporation has also achieved its objective of having at least two Board members who identify as a visible minority or Indigenous person.

Ethical Conduct & Executive Compensation

The Fortis Code of Conduct is guided by the Corporation's purpose and values and sets out standards for the ethical conduct of its directors, officers, and employees. The core principles of the Code of Conduct apply across the organization, with each operating subsidiary adopting its own substantially similar Code. Fortis and its utilities hold regular Code of Conduct employee training and all Fortis employees and Board members annually certify compliance.

The Code of Conduct is supported by other policies that outline the actions and behaviours expected from management and employees, including the Anti-Corruption Policy and Respectful Workplace Policy. As of January 1, 2024, the Corporation adopted a Vendor Code of Conduct, which applies to vendors, suppliers, contractors, consultants and other service providers that do business with the Corporation, and a Human Rights Policy which details the Corporation's commitment to respecting and upholding human rights. All Fortis operating subsidiaries have policies in place that uphold the Corporation's values as contained in these policies and demonstrate their commitment to ensuring equal opportunity and providing safe, respectful work environments.

Fortis and each of its operating subsidiaries have a Speak Up Policy to support and facilitate the anonymous reporting of conduct that may breach the Code of Conduct or other workplace policies.

Achieving Fortis' sustainability objectives is a focus for the Board and forms a component of executive compensation. Sustainability-related performance measures relating to climate, carbon reduction, safety and reliability, and people are embedded in the Corporation's executive compensation program.

OPERATING RESULTS

($ millions)	2023	2022	Variance FX	Variance Other
Revenue	**11,517**	11,043	233	241
Energy supply costs	**3,771**	3,952	66	(247)
Operating expenses	**2,889**	2,683	69	137
Depreciation and amortization	**1,773**	1,668	35	70
Other income, net	**291**	165	6	120
Finance charges	**1,305**	1,102	24	179
Income tax expense	**360**	289	8	63
Net earnings	**1,710**	1,514	37	159
Net earnings attributable to:				
Non-controlling interests	**137**	120	4	13
Preference equity shareholders	**67**	64	—	3
Common equity shareholders	**1,506**	1,330	33	143
Net Earnings	**1,710**	1,514	37	159

Revenue

The increase in revenue, net of foreign exchange, was due primarily to: (i) Rate Base growth; (ii) higher retail revenue at UNS Energy driven by new customer rates effective September 1, 2023, customer additions, and warmer weather; and (iii) the recognition of a regulatory deferral at FortisBC associated with the new cost of capital parameters approved by the BCUC effective January 1, 2023 (see "Regulatory Highlights - Significant Regulatory Matters" on page 14). The increase was partially offset by the flow-through of lower commodity costs in customer rates.

Energy Supply Costs

The decrease in energy supply costs, net of foreign exchange, was due primarily to lower commodity costs, mainly at FortisBC Energy, reflecting reduced pricing and volumes.

Operating Expenses

The increase in operating expenses, net of foreign exchange, was due primarily to general inflationary and employee-related cost increases.

Depreciation and Amortization

The increase in depreciation and amortization, net of foreign exchange, was due to continued investment in energy infrastructure at the Corporation's regulated utilities, partially offset by lower depreciation expense at UNS Energy associated with the retirement of the San Juan generating station in 2022.

Other Income, Net

The increase in other income, net of foreign exchange, was due primarily to: (i) gains on total return swaps and foreign exchange contracts, as compared to losses in 2022, as well as the pre-tax gain recognized on the sale of Aitken Creek, included in the Corporate and Other segment; (ii) an increase in the market value of certain investments that support retirement benefits at UNS Energy and ITC; and (iii) higher interest income, mainly at UNS Energy and ITC, largely reflecting interest on short-term deposits and regulatory deferrals.

Finance Charges

The increase in finance charges, net of foreign exchange, was due to higher debt levels to support the Corporation's Capital Plan, as well as higher interest rates impacting the Corporation's credit facilities and new debt issuances.

Income Tax Expense

The increase in income tax expense, net of foreign exchange, was driven by higher earnings before taxes.

Net Earnings

See "Performance at a Glance - Earnings and EPS" on page 3.

BUSINESS UNIT PERFORMANCE

Common Equity Earnings

($ millions)	2023	2022	Variance FX [1]	Variance Other
Regulated Utilities				
ITC	**508**	454	17	37
UNS Energy	**400**	328	11	61
Central Hudson	**105**	103	3	(1)
FortisBC Energy	**274**	203	—	71
FortisAlberta	**162**	151	—	11
FortisBC Electric	**68**	64	—	4
Other Electric [2]	**146**	134	2	10
	1,663	1,437	33	193
Non-Regulated				
Corporate and Other [3]	**(157)**	(107)	—	(50)
Common Equity Earnings	**1,506**	1,330	33	143

[1] *The reporting currency of ITC, UNS Energy, Central Hudson, Caribbean Utilities, FortisTCI and Fortis Belize is the U.S. dollar. The reporting currency of Belize Electricity is the Belizean dollar, which is pegged to the U.S. dollar at BZ$2.00=US$1.00. Certain corporate and non-regulated holding company transactions, included in the Corporate and Other segment, are denominated in U.S. dollars*

[2] *Consists of the utility operations in eastern Canada and the Caribbean: Newfoundland Power; Maritime Electric; FortisOntario; Wataynikaneyap Partnership; Caribbean Utilities; FortisTCI; and Belize Electricity*

[3] *Consists of non-regulated holding company expenses, as well as long-term contracted generation assets in Belize. Also includes Aitken Creek up to the November 1, 2023 date of disposition*

ITC

($ millions)	2023	2022	Variance FX	Variance Other
Revenue [1]	**2,085**	1,906	72	107
Earnings [1]	**508**	454	17	37

[1] *Revenue represents 100% of ITC. Earnings represent the Corporation's 80.1% controlling ownership interest in ITC and reflect consolidated purchase price accounting adjustments.*

Revenue

The increase in revenue, net of foreign exchange, was due primarily to Rate Base growth and higher flow-through costs in customer rates.

Earnings

The increase in earnings, net of foreign exchange, mainly reflected Rate Base growth, an increase in the market value of certain investments that support retirement benefits, and costs incurred in 2022 related to the suspension of the Lake Erie Connector project. The increase was partially offset by higher non-recoverable finance and stock-based compensation costs.

In 2023, the state of Iowa reduced its corporate income tax rate from 8.4% to 7.1%, effective January 1, 2024. As a result, ITC revalued the related deferred income tax assets, resulting in a $9 million unfavourable impact to earnings. A similar corporate income tax rate reduction was implemented by the state of Iowa in 2022.

UNS Energy

($ millions, except as indicated)	2023	2022	Variance FX	Variance Other
Retail electricity sales *(GWh)*	**10,786**	10,658	—	128
Wholesale electricity sales *(GWh)* [1]	**5,387**	5,401	—	(14)
Gas sales *(PJ)*	**17**	16	—	1
Revenue	**3,006**	2,758	96	152
Earnings	**400**	328	11	61

[1] *Primarily short-term wholesale sales*

Sales

The increase in retail electricity sales was due primarily to warmer weather and customer additions.

The decrease in wholesale electricity sales was driven by lower long-term wholesale sales, partially offset by an increase in short-term wholesale sales. Revenue from short-term wholesale sales, which relate to contracts that are less than one-year in duration, is primarily credited to customers through the PPFAC mechanism and, therefore, does not materially impact earnings.

Gas sales were consistent with 2022.

Revenue

The increase in revenue, net of foreign exchange, was due primarily to: (i) the recovery of overall higher fuel and non-fuel costs through the normal operation of regulatory mechanisms; (ii) new customer rates effective September 1, 2023 at TEP; and (iii) higher retail electricity sales, discussed above. The increase was partially offset by lower wholesale electricity sales.

Earnings

The increase in earnings, net of foreign exchange, was due primarily to: (i) new customer rates effective September 1, 2023 at TEP; (ii) higher retail electricity sales, discussed above; (iii) lower depreciation expense associated with the retirement of the San Juan generating station in 2022; and (iv) an increase in the market value of certain investments that support retirement benefits. The increase was partially offset by higher operating costs and income tax expense.

Central Hudson

($ millions, except as indicated)	**2023**	2022	Variance FX	Variance Other
Electricity sales *(GWh)*	**4,921**	5,002	—	(81)
Gas sales *(PJ)*	**24**	25	—	(1)
Revenue	**1,360**	1,325	49	(14)
Earnings	**105**	103	3	(1)

Sales

The decrease in electricity and gas sales was due primarily to lower average consumption by residential customers due to milder weather.

Changes in electricity and gas sales at Central Hudson are subject to regulatory revenue decoupling mechanisms and, therefore, do not materially impact earnings.

Revenue

The decrease in revenue, net of foreign exchange, was due primarily to the flow-through of lower energy supply costs driven by commodity prices, partially offset by an increase in gas and electricity delivery rates effective July 1, 2023.

Earnings

The decrease in earnings, net of foreign exchange, was due to higher operating expenses related to an increase in labour costs, as well as finance costs in excess of amounts collected in customer rates, partially offset by Rate Base growth.

FortisBC Energy

($ millions, except as indicated)	**2023**	2022	Variance
Gas sales *(PJ)*	**213**	231	(18)
Revenue	**1,955**	2,084	(129)
Earnings	**274**	203	71

Sales

The decrease in gas sales was due primarily to lower average consumption by residential, commercial and transportation customers, largely due to milder weather, partially offset by customer additions.

Revenue

The decrease in revenue was due to a lower cost of natural gas recovered from customers. The decrease was partially offset by revenue associated with the new cost of capital parameters approved by the BCUC effective January 1, 2023, which has been recognized through a regulatory deferral to be collected in future customer rates (see "Regulatory Highlights - Significant Regulatory Matters" on page 14), and Rate Base growth.

Earnings

The increase in earnings was due primarily to the new cost of capital parameters, discussed above, which resulted in $46 million of earnings in 2023. Rate Base growth also contributed to the increase in earnings.

FortisBC Energy earns approximately the same margin regardless of whether a customer contracts for the purchase and delivery of natural gas or only for delivery. Due to regulatory deferral mechanisms, changes in consumption levels and commodity costs do not materially impact earnings.

FortisAlberta

($ millions, except as indicated)	**2023**	2022	Variance
Electricity deliveries *(GWh)*	**16,976**	16,923	53
Revenue	**738**	680	58
Earnings	**162**	151	11

Deliveries

The increase in electricity deliveries was due to higher average consumption by residential customers due to colder weather, as well as customer additions.

As approximately 85% of FortisAlberta's revenue is derived from fixed or largely fixed billing determinants, changes in quantities of energy delivered are not entirely correlated with changes in revenue. Revenue is a function of numerous variables, many of which are independent of actual energy deliveries. Significant variations in weather conditions, however, can impact revenue and earnings.

Revenue and Earnings

The increase in revenue and earnings was due to: (i) Rate Base growth; (ii) higher revenue associated with an increase in demand charges, as well as higher energy deliveries due to colder weather and customer additions, as discussed above; and, (iii) the operation of the PBR efficiency carry-over mechanism, which was earned in the second term of PBR and recognized in 2023. The increases were partially offset by the lower recovery of costs attributable to REAs (see "Regulatory Highlights - Significant Regulatory Matters" on page 14).

FortisBC Electric

($ millions, except as indicated)	**2023**	2022	Variance
Electricity sales *(GWh)*	**3,478**	3,542	(64)
Revenue	**528**	487	41
Earnings	**68**	64	4

Sales

The decrease in electricity sales was due primarily to lower average consumption by residential customers due to milder weather.

Revenue

The increase in revenue was due primarily to the normal operation of regulatory mechanisms, including the regulatory deferral associated with the new cost of capital parameters approved by the BCUC effective January 1, 2023 (see "Regulatory Highlights - Significant Regulatory Matters" on page 14). Higher energy supply costs recovered from customers and Rate Base growth also contributed to the increase in revenue, partially offset by lower electricity sales and a decrease in third party contract work.

Earnings

The increase in earnings was primarily due to the new cost of capital parameters, discussed above. Rate Base growth also contributed to the increase in earnings, partially offset by higher operating costs reflecting inflationary increases.

Due to regulatory deferral mechanisms, changes in consumption levels do not materially impact earnings.

Other Electric

			Variance	
($ millions, except as indicated)	**2023**	2022	FX	Other
Electricity sales *(GWh)*	**9,753**	9,470	—	283
Revenue	**1,761**	1,652	16	93
Earnings	**146**	134	2	10

Sales

The increase in electricity sales was due primarily to higher average consumption by residential and commercial customers, as well as customer additions. Higher average consumption was largely due to the conversion of home heating systems from oil to electric in Eastern Canada.

Revenue

The increase in revenue, net of foreign exchange, was due to higher electricity sales, discussed above, and the normal operation of regulatory mechanisms at Newfoundland Power.

Earnings

The increase in earnings, net of foreign exchange, was**due to Rate Base growth and higher electricity sales, partially offset by higher operating and finance costs. Equity income from Wataynikaneyap Power also contributed to the increase in earnings.**

Corporate and Other

($ millions)	**2023**	2022	Variance
Electricity sales *(GWh)* [1]	**164**	225	(61)
Revenue [2]	**84**	151	(67)
Net loss [3]	**(157)**	(107)	(50)

[1] *Reflects electricity sales at Fortis Belize*
[2] *Includes revenue for Fortis Belize as well as revenue for Aitken Creek up to the November 1, 2023 date of disposition*
[3] *Includes non-regulated holding company expenses, earnings for Fortis Belize, as well as earnings for Aitken Creek up to the November 1, 2023 date of disposition*

Sales

The decrease in electricity sales reflected a decrease in hydroelectric production in Belize associated with lower rainfall levels.

Revenue

The decrease in revenue reflected: (i)the disposition of Aitken Creek, including the unfavourable impact of mark-to-market accounting of natural gas derivatives at Aitken Creek, which resulted in unrealized losses of $22 million through November 1, 2023 compared to unrealized gains of $20 million in 2022; and (ii) lower hydroelectric production in Belize.

Net Loss

The increase in net loss includes lower earnings at Aitken Creek of $25 million. The decrease in earnings at Aitken Creek reflects the November 1, 2023 disposition date and the unfavourable impact of mark-to-market accounting of natural gas derivatives, partially offset by higher margins on gas sold. The impact of lower earnings at Aitken Creek was partially offset by the $10 million gain on disposition of Aitken Creek recognized by FortisBC Holdings Inc., also included in the Corporate and Other segment.

Excluding the impacts associated with Aitken Creek, the net loss in the Corporate and Other segment increased by $35 million year over year. The increase reflected: (i) higher holding company finance costs, reflecting higher interest rates and borrowings outstanding under the Corporation's credit facilities, as well as the refinancing of long-term debt; and (ii) lower hydroelectric production in Belize. The increase was partially offset by unrealized gains on foreign exchange contracts, reflecting market conditions.

NON-U.S. GAAP FINANCIAL MEASURES

Adjusted Common Equity Earnings, Adjusted Basic EPS, Adjusted Payout Ratio and Capital Expenditures are Non-U.S. GAAP Financial Measures and may not be comparable with similar measures used by other entities. They are presented because management and external stakeholders use them in evaluating the Corporation's financial performance and prospects.

Net earnings attributable to common equity shareholders (i.e., Common Equity Earnings) and basic EPS are the most directly comparable U.S. GAAP measures to Adjusted Common Equity Earnings and Adjusted Basic EPS, respectively. The Actual Payout Ratio calculated using Common Equity Earnings is the most comparable U.S. GAAP measure to the Adjusted Payout Ratio. These adjusted measures reflect the removal of items that management excludes in its key decision-making processes and evaluation of operating results.

Capital Expenditures include additions to property, plant and equipment and additions to intangible assets, as shown on the consolidated statements of cash flows. It also includes Fortis' 39% share of capital spending for the Wataynikaneyap Transmission Power Project, consistent with Fortis' evaluation of operating results and its role as project manager during the construction of this MCP.

Non-U.S. GAAP Reconciliation

($ millions, except as indicated)	**2023**	2022	Variance
Adjusted Common Equity Earnings, Adjusted Basic EPS and Adjusted Payout Ratio			
Common Equity Earnings	**1,506**	1,330	176
Adjusting items:			
Disposition of Aitken Creek [1]	**(15)**	—	(15)
Unrealized loss (gain) on mark-to-market of derivatives [2]	**2**	(20)	22
Revaluation of deferred income tax assets [3]	**9**	9	—
Lake Erie Connector project suspension costs [4]	**—**	10	(10)
Adjusted Common Equity Earnings	**1,502**	1,329	173
Adjusted Basic EPS [5] *($)*	**3.09**	2.78	0.31
Adjusted Payout Ratio [6] *(%)*	**73.9**	78.1	(4.2)
Capital Expenditures			
Additions to property, plant and equipment	**3,986**	3,587	399
Additions to intangible assets	**183**	278	(95)
Adjusting item:			
Wataynikaneyap Transmission Power Project [7]	**160**	169	(9)
Capital Expenditures	**4,329**	4,034	295

[1] Aitken Creek was sold on November 1, 2023, with a March 31, 2023 effective date. The adjustment represents: (i) the $10 million gain on disposition, net of income tax expense of $13 million; and (ii) $5 million of net earnings at Aitken Creek, recognized in accordance with U.S. GAAP, during the March 31, 2023 to November 1, 2023 stub period, net of income tax expense of $2 million, included in the Corporate and Other segment

[2] Represents the impact of mark-to-market accounting of natural gas derivatives at Aitken Creek through the March 31, 2023 effective date of disposition, net of income tax recovery of $1 million in 2023 (2022 - net of income tax expense of $7 million), included in the Corporate and Other segment

[3] Represents the revaluation of deferred income tax assets resulting from the reduction in the corporate income tax rate in the state of Iowa, included in the ITC segment

[4] Represents costs incurred upon the suspension of the Lake Erie Connector project, net of income tax recovery of $4 million, included in the ITC segment

[5] Calculated using Adjusted Common Equity Earnings divided by weighted average common shares of 486.3 million in 2023 (2022 - 478.6 million)

[6] Calculated using dividends paid per common share of $2.29 in 2023 (2022 - $2.17) divided by Adjusted Basic EPS

[7] Represents Fortis' 39% share of capital spending for the Wataynikaneyap Transmission Power Project, included in the Other Electric segment

REGULATORY HIGHLIGHTS

General

The earnings of the Corporation's regulated utilities are determined under COS regulation, with some using PBR mechanisms.

Under COS regulation, the regulator sets customer rates to permit a reasonable opportunity for the timely recovery of the estimated costs of providing service, including a fair rate of return on a deemed or targeted capital structure applied to an approved Rate Base. PBR mechanisms generally apply a formula that incorporates inflation and assumed productivity improvements for a set term.

The ability to recover prudently incurred costs of providing service and earn the regulator-approved ROE or ROA may depend on achieving the forecasts established in the rate-setting process. There can be varying degrees of regulatory lag between when costs are incurred and when they are recovered in customer rates.

Transmission operations in the U.S. are regulated federally by FERC. Remaining utility operations in the U.S. and Canada are regulated by state or provincial regulators. Utility operations in the Caribbean are regulated by regulatory and governmental authorities.

Additional information about regulation and the regulatory matters discussed below is provided in Note 2 in the 2023 Annual Financial Statements. Also refer to "Business Risks - Utility Regulation" on page 25.

Significant Regulatory Matters

ITC

MISO Base ROE: In 2022, the D.C. Circuit Court issued a decision vacating certain FERC orders that had established the methodology for setting the base ROE for transmission owners operating in the MISO region, including ITC. This matter dates back to complaints filed at FERC in 2013 and 2015 challenging the MISO base ROE then in effect. The court has remanded the matter to FERC for further process, the timing and outcome of which remain unknown.

Transmission Incentives: In 2021, FERC issued a supplemental NOPR on transmission incentives modifying the proposal in the initial NOPR released by FERC in 2020. The supplemental NOPR proposes to eliminate the 50-basis point RTO ROE incentive adder for RTO members that have been members for longer than three years. The timing and outcome of this proceeding remain unknown.

Although any potential impact to Fortis is uncertain, every 10-basis point change in ROE at ITC impacts Fortis' annual EPS by approximately $0.01.

Transmission ROFR: In December 2023, the Iowa District Court ruled that the manner in which Iowa's ROFR statute was passed is unconstitutional. The statute grants incumbent electric transmission owners, including ITC, a ROFR to construct, own and maintain certain electric transmission assets in the state. The District Court did not make any determination on the merits of the ROFR itself, but did issue a permanent injunction preventing ITC and others from taking further action to construct the MISO LRTP tranche one Iowa projects in reliance on the ROFR. ITC has filed for reconsideration of the District Court's decision with respect to the scope of the injunction.

MISO's decision with respect to the assignment of the tranche one LRTP projects was finalized on July 25, 2022. MISO is the only entity charged with determining what projects are to be competitively bid pursuant to its tariff, and we believe it is unlikely that MISO will change the designation of the tranche one LRTP projects. Further, under the MISO tariff, approximately 70% of the Iowa tranche one projects are upgrades to ITC facilities along existing rights-of-way, which under MISO's tariff grants ITC the option to construct the upgrades regardless of the outcome of the ROFR legislation. For any portion of the first tranche of MISO's LRTP projects in Iowa to be competitively bid, we believe it would require a federal decision that significantly departs from existing rules under the MISO tariff.

Forecast capital expenditures for 2024 associated with the first tranche of MISO's LRTP in Iowa is US$40 million, and approximately US$900 million is reflected in the 2024-2028 Capital Plan. The timing and outcome of the filing for reconsideration, and any other subsequent legal proceedings, as well as the impact on the five-year Capital Plan and the potential for future projects, is unknown.

UNS Energy

TEP General Rate Application: In August 2023, the ACC issued a decision on TEP's general rate application approving, among other things, an increase in non-fuel revenue of US$100 million, a 9.55% ROE and a 54.32% common equity component of capital structure. The decision reflects an increase from TEP's previous ROE and common equity component of capital structure of 9.15% and 53%, respectively. New customer rates became effective on September 1, 2023.

UNS Electric General Rate Application: In January 2024, the ACC issued a decision on UNS Electric's general rate application approving, among other things, an increase in the ROE and common equity component of capital structure from 9.50% and 52.8% to 9.75% and 53.7%, respectively. The decision also approved the System Reliability Benefit mechanism which allows UNS Electric to recover qualifying generation and energy storage investments between rate cases subject to an annual cap and earnings test. New customer rates became effective on February 1, 2024.

Central Hudson

General Rate Application: In July 2023, Central Hudson filed a rate application with the PSC requesting an increase in electric and natural gas delivery rates effective July 1, 2024. The application includes a request to set Central Hudson's ROE at 9.8% and a 50% common equity component of capital structure. The timing and outcome of this proceeding remain unknown.

CIS Implementation: In January 2023, Central Hudson filed a response to the PSC's Order to Commence Proceeding and Show Cause, which had directed Central Hudson to explain why the PSC should not pursue civil or administrative penalties or initiate a proceeding to review the prudence of implementation costs associated with its new CIS. In July 2023, an interim agreement was reached with the PSC, in which Central Hudson agreed to independent third-party verification of recent system improvements related to its billing system, and to accelerate the implementation of its monthly meter reading plan. The independent third-party review remains ongoing and an initial report is expected in the first quarter of 2024. The timing and outcome of this proceeding remain unknown.

FortisBC Energy and FortisBC Electric

GCOC Proceeding: In September 2023, the BCUC issued a decision on the GCOC proceeding approving new cost of capital parameters for FortisBC Energy and FortisBC Electric retroactive to January 1, 2023. For FortisBC Energy, the decision increased the ROE and common equity component of capital structure from 8.75% and 38.5% to 9.65% and 45%, respectively. For FortisBC Electric, the decision increased the ROE and common equity component of capital structure from 9.15% and 40% to 9.65% and 41%, respectively. Recovery of the GCOC decision in customer rates will begin in 2024, and the associated revenue deficiency deferral is expected to be fully collected by the end of 2029.

FortisAlberta

2024 GCOC Proceeding: In October 2023, the AUC issued a decision on the 2024 GCOC proceeding. The decision, which is effective January 1, 2024, adopts a formulaic approach in determining the ROE on an annual basis, which will adjust the notional ROE of 9.0% with reference to forecast long-term Government of Canada bond and utility bond yields. The ROE for 2024 has been set at 9.28%, an increase from FortisAlberta's previous ROE of 8.50%. The decision also concluded that there will be no change in the common equity component of capital structure of 37%.

In November 2023, FortisAlberta sought permission to appeal the GCOC decision to the Court of Appeal of Alberta on the basis that the AUC erred in its decision to not adjust FortisAlberta's ROE and common equity component of capital structure to address incremental business risk associated with competition from REAs located in FortisAlberta's service area, as well as heightened regulatory risk due to the non-recovery of costs attributable to REAs (see "REA Cost Recovery" below). The decision on the request for appeal is expected by the end of 2024.

Third PBR Term: In October 2023, the AUC issued a decision establishing the parameters for the third PBR term for the period of 2024-2028. FortisAlberta's base distribution rates for the third PBR term are based on the 2023 COS revenue requirement previously approved by the AUC. The third PBR plan incorporates new inputs for the calculation of the inflation and productivity factors, the introduction of an earnings sharing mechanism that will allocate achieved earnings above the approved ROE between the utility and its customers, and the removal of the efficiency carry-over incentive mechanism. Capital funding mechanisms are preserved with modifications including: (i) base capital funding established on the approved 2023 COS Rate Base and a level of annual capital additions premised on 2018-2022 historical averages that are escalated as prescribed by the AUC; and (ii) criteria to meet eligibility for incremental capital funding on extraordinary expenditures is expanded to provide potential eligibility for net-zero plan related expenditures.

In November 2023, FortisAlberta sought permission to appeal the Third PBR decision to the Court of Appeal of Alberta on the basis that the AUC erred in its decision to determine capital funding using 2018-2022 historical capital investments without consideration for funding of new capital programs included in the company's 2023 COS revenue requirement as approved by the AUC. The decision on the request for appeal is expected by the end of 2024.

REA Cost Recovery: In 2021, the AUC determined that costs attributable to REAs, approximating $10 million annually, can no longer be recovered from FortisAlberta's rate payers, effective January 1, 2023. FortisAlberta continues to assess other means, including legislative amendments, to recover these costs.

FINANCIAL POSITION

Significant Changes between December 31, 2023 and 2022

Balance Sheet Account	**Variance**		
($ millions)	**FX**	**Other**	**Explanation**
Cash and cash equivalents	**(3)**	**419**	Primarily due to the issuance of US$800 million in unsecured senior notes at ITC in June 2023. ITC expects to utilize the unused net proceeds from this issuance to fund short-term capital requirements. Balances on hand have been largely invested in interest-bearing accounts.
Accounts receivable and other current assets	**(30)**	**(491)**	Due to: (i) a decrease in the fair value of energy contracts at UNS Energy and FortisBC Energy; and (ii) lower gas sales in the fourth quarter of 2023, as compared to the fourth quarter of 2022, at FortisBC Energy due to milder weather, partially offset by an increase in income taxes receivable.
Regulatory assets (current and long-term)	**(32)**	**407**	Due primarily to: (i) an increase in deferred income taxes; (ii) unrealized losses on energy derivatives at UNS Energy and FortisBC Energy; and (iii) higher energy management costs to be recovered in customer rates.
Property, plant and equipment, net	**(615)**	**2,337**	Due to capital expenditures, partially offset by depreciation.
Goodwill	**(253)**	**(27)**	Reflects the disposition of Aitken Creek.
Short-term borrowings	**(6)**	**(128)**	Reflects the repayment of commercial paper at ITC.
Accounts payable & other current liabilities	**(36)**	**(280)**	Due to: (i) lower energy supply costs, primarily at UNS Energy and FortisBC Energy; and (ii) lower customer deposits, largely related to the Eagle Mountain Woodfibre Gas Line project, partially offset by an increase in trade accounts payable due to the timing of payments.
Other liabilities	**(16)**	**140**	Reflects an increase in employee future benefit liabilities driven by lower discount rates.
Deferred income taxes	**(59)**	**398**	Due to higher temporary differences associated with ongoing capital investment as well as lower deferred tax assets associated with the utilization of tax losses.

Significant Changes between December 31, 2023 and 2022

Balance Sheet Account	Variance		
($ millions)	FX	Other	Explanation
Long-term debt (including current portion)	**(428)**	**1,547**	Reflects debt issuances, partially offset by debt repayments, and higher borrowings under committed credit facilities, in support of the Corporation's Capital Plan.
Shareholders' equity	**(361)**	**836**	Due primarily to: (i) Common Equity Earnings for 2023, less dividends declared on common shares; and (ii) the issuance of common shares, largely under the DRIP.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow Requirements

At the subsidiary level, it is expected that operating expenses and interest costs will be paid from Operating Cash Flow, with varying levels of residual cash flow available for capital expenditures and/or dividend payments to Fortis. Remaining capital expenditures are expected to be financed primarily from borrowings under credit facilities, long-term debt offerings and equity injections from Fortis. Borrowings under credit facilities may be required periodically to support seasonal working capital requirements.

Cash required of Fortis to support subsidiary growth is generally derived from borrowings under the Corporation's committed credit facility, the operation of the DRIP, as well as issuances of long-term debt, preference equity, and common shares including those issued through the ATM Program discussed below. The subsidiaries pay dividends to Fortis and receive equity injections from Fortis when required. Both Fortis and its subsidiaries initially borrow through their committed credit facilities and periodically replace these borrowings with long-term financing. Financing needs also arise to refinance maturing debt.

Credit facilities are syndicated primarily with large banks in Canada and the U.S., with no one bank holding more than approximately 20% of the Corporation's total revolving credit facilities. Approximately $5.7 billion of the total credit facilities are committed with maturities ranging from 2024 through 2028. Available credit facilities are summarized in the following table.

Credit Facilities

As at December 31	Regulated	Corporate		
($ millions)	Utilities	and Other	**2023**	2022
Total credit facilities [(1)]	3,943	2,233	**6,176**	5,850
Credit facilities utilized:				
Short-term borrowings	(119)	—	**(119)**	(253)
Long-term debt (including current portion)	(910)	(662)	**(1,572)**	(1,657)
Letters of credit outstanding	(78)	(23)	**(101)**	(128)
Credit facilities unutilized	2,836	1,548	**4,384**	3,812

[(1)] *Additional information about the Corporation's credit facilities is provided in Note 14 in the 2023 Annual Financial Statements*

In April 2023, ITC increased its total credit facilities available from US$900 million to US$1 billion and extended the maturity to April 2028.

In May 2023, the Corporation amended its $1.3 billion revolving term committed credit facility agreement to extend the maturity to July 2028. Also in May 2023, the Corporation extended the maturity on its unsecured US$500 million non-revolving term credit facility to May 2024. The facility is repayable at any time without penalty.

In October 2023, FortisUS Inc., a holding company subsidiary of Fortis, entered into a US$150 million uncommitted revolving credit facility. The facility matures in October 2025 and will provide funding flexibility for short-term liquidity needs.

The Corporation's ability to service debt and pay dividends is dependent on the financial results of, and the related cash payments from, its subsidiaries. Certain regulated subsidiaries are subject to restrictions that limit their ability to distribute cash to Fortis, including restrictions by certain regulators limiting annual dividends and restrictions by certain lenders limiting debt to total capitalization. There are also practical limitations on using the net assets of the regulated subsidiaries to pay dividends, based on management's intent to maintain the subsidiaries' regulator-approved capital structures. Fortis does not expect that maintaining such capital structures will impact its ability to pay dividends in the foreseeable future.

As at December 31, 2023, consolidated fixed-term debt maturities/repayments are expected to average $1,492 million annually over the next five years and approximately 73% of the Corporation's consolidated long-term debt, excluding credit facility borrowings, had maturities beyond five years.

In November 2022, Fortis filed a short-form base shelf prospectus with a 25-month life under which it may issue common or preference shares, subscription receipts, or debt securities in an aggregate principal amount of up to $2.0 billion. In September 2023, Fortis established an ATM Program pursuant to the short-form base shelf prospectus, that allows the Corporation to issue up to $500 million of common shares from treasury to the public from time to time, at the Corporation's discretion. As at December 31, 2023, $500 million remained available under the ATM Program and $1.5 billion remained available under the short-form base shelf prospectus.

Fortis is well positioned with strong liquidity. This combination of available credit facilities and manageable annual debt maturities/repayments provides flexibility in the timing of access to capital markets. Given current credit ratings and capital structures, the Corporation and its subsidiaries currently expect to continue to have reasonable access to long-term capital in 2024.

Fortis and its subsidiaries were in compliance with debt covenants as at December 31, 2023 and are expected to remain compliant in 2024.

Cash Flow Summary

Summary of Cash Flows

Years ended December 31

($ millions)	**2023**	2022	Variance
Cash and cash equivalents, beginning of year	**209**	131	78
Cash from (used in):			
Operating activities	**3,545**	3,074	471
Investing activities	**(3,742)**	(4,059)	317
Financing activities	**613**	1,035	(422)
Effect of exchange rate changes on cash and cash equivalents	**—**	28	(28)
Cash and cash equivalents, end of year	**625**	209	416

Operating Activities

See "Performance at a Glance - Operating Cash Flow" on page 4.

Investing Activities

The decrease in cash used in investing activities was due to proceeds received on the disposition of Aitken Creek, lower planned equity contributions associated with the Wataynikaneyap Transmission Power Project, and higher customer contributions in aid of construction. The decrease was partially offset by higher capital expenditures in 2023, as well as the higher U.S.-to-Canadian dollar exchange rate. See "Performance at a Glance - Capital Expenditures" on page 4 and "Capital Plan" on page 21.

Financing Activities

Cash flow related to financing activities will fluctuate as a result of changes in the subsidiaries' capital expenditures and the amount of Operating Cash Flow available to fund those capital expenditures, which together impact the amount of funding required from debt and common equity issuances. See "Cash Flow Requirements" on page 17. The decrease in cash from financing activities in 2023 also reflected the repayment of credit facility borrowings with the proceeds received from the sale of Aitken Creek.

Debt Financing

Significant Long-Term Debt Issuances

Year ended December 31, 2023

	Month Issued	Interest Rate (%)		Maturity		Amount ($ millions)	Use of Proceeds
ITC							
Unsecured senior notes	June	5.40	(1)	2033	**US**	**500**	(2) (3) (4)
Unsecured senior notes	June	4.95	(5)	2027	**US**	**300**	(2) (3) (4)
Secured senior notes	November	5.65		2028	**US**	**90**	(3) (4) (6)
UNS Energy							
Unsecured senior notes	February	5.50		2053	**US**	**375**	(2) (3)
Unsecured senior notes	August	5.65		2038	**US**	**50**	(2)
Central Hudson							
Unsecured senior notes	March	5.68		2033	**US**	**40**	(3) (4)
Unsecured senior notes	March	5.78		2035	**US**	**15**	(3) (4)
Unsecured senior notes	March	5.88		2038	**US**	**35**	(3) (4)
Unsecured senior notes	November	6.17		2028	**US**	**60**	(3) (4)
FortisAlberta							
Unsecured senior debentures	May	4.86		2053		**200**	(3) (4)
Newfoundland Power							
First mortgage sinking fund bonds	August	5.12		2053		**90**	(3) (4)
Maritime Electric							
First mortgage bonds	September	5.20		2053		**60**	(3) (4)
Fortis							
Unsecured senior notes	November	5.68	(7)	2033		**500**	(3) (4)

(1) *ITC entered into interest rate locks which reduced the effective interest rate to 5.32%. See Note 26 to the 2023 Annual Financial Statements*
(2) *Repay maturing long-term debt*
(3) *General corporate purposes*
(4) *Repay short-term and/or credit facility borrowings*
(5) *Represents a second tranche of ITC's existing 4.95% senior notes, originally issued in 2022*
(6) *Fund capital expenditures*
(7) *Fortis entered into an interest rate lock which reduced the effective interest rate to 5.52%. See Note 26 to the 2023 Annual Financial Statements*

In January 2024, ITC issued US$85 million of 10-year, 5.98% secured senior notes, US$75 million of 5-year, 5.11% first mortgage bonds, and US$75 million of 10-year, 5.38% first mortgage bonds. Proceeds will be used to repay credit facility borrowings, fund capital expenditures, and for general corporate purposes.

Common Equity Financing

Common Equity Issuances and Dividends Paid

Years ended December 31

($ millions, except as indicated)	**2023**	2022	Variance
Common shares issued:			
Cash (1)	**43**	53	(10)
Non-cash (2)	**409**	366	43
Total common shares issued	**452**	419	33
Number of common shares issued *(# millions)*	**8.4**	7.4	1.0
Common share dividends paid:			
Cash	**(701)**	(673)	(28)
Non-cash (3)	**(408)**	(364)	(44)
Total common share dividends paid	**(1,109)**	(1,037)	(72)
Dividends paid per common share *($)*	**2.29**	2.17	0.12

(1) *Includes common shares issued under stock option and employee share purchase plans*
(2) *Common shares issued under the DRIP and stock option plan*
(3) *Common share dividends reinvested under the DRIP*

On December 6, 2023 and February 8, 2024, Fortis declared a dividend of $0.59 per common share payable on March 1, 2024 and June 1, 2024, respectively. The payment of dividends is at the discretion of the Board and depends on the Corporation's financial condition and other factors.

On September 1, 2023, the annual fixed dividend per share for the First Preference Shares, Series G was reset from $1.0983 to $1.5308 for the five-year period up to but excluding September 1, 2028.

Contractual Obligations

Contractual Obligations

As at December 31, 2023

($ millions)	**Total**	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter
Long-term debt:							
Principal [1]	**29,703**	2,296	511	2,388	2,334	1,501	20,673
Interest	**18,007**	1,189	1,154	1,123	1,038	955	12,548
Finance leases [2]	**1,158**	36	36	36	36	36	978
Other obligations [3]	**435**	127	82	91	28	26	81
Other commitments: [4]							
Gas and fuel purchase obligations	**6,073**	697	592	490	439	339	3,516
Waneta Expansion capacity agreement	**2,418**	55	56	58	59	60	2,130
Renewable power purchase agreements	**1,754**	128	128	128	127	127	1,116
Power purchase obligations	**1,534**	336	253	199	120	114	512
ITC easement agreement	**354**	13	13	13	13	13	289
TEP EPC Agreement for Roadrunner Reserve Project	**270**	266	4	—	—	—	—
Debt collection agreement	**102**	3	3	3	3	3	87
Renewable energy credit purchase agreements	**63**	19	7	6	6	6	19
Other	**139**	30	24	8	5	4	68
	62,010	5,195	2,863	4,543	4,208	3,184	42,017

[1] *Amounts not reduced by unamortized deferred financing and discount costs of $172 million. Additional information is provided in Note 14 of the 2023 Annual Financial Statements*
[2] *Additional information is provided in Note 15 of the 2023 Annual Financial Statements*
[3] *Primarily includes commitments with respect to long-term compensation and employee future benefit arrangements*
[4] *Represents unrecorded commitments. Additional information is provided in Note 27 of the 2023 Annual Financial Statements*

Other Contractual Obligations

The Corporation's regulated utilities are obligated to provide service to customers within their respective service territories. Capital Expenditures are forecast to be approximately $4.8 billion for 2024 and approximately $25 billion over the five-year 2024-2028 Capital Plan. See "Capital Plan" on page 21.

Under a funding framework with the Governments of Ontario and Canada, Fortis will contribute a minimum of approximately $155 million of equity capital to the Wataynikaneyap Partnership, based on Fortis' proportionate 39% ownership interest and the final regulatory-approved capital cost of the related project. The Wataynikaneyap Partnership has loan agreements in place to finance the project during construction. In the event a lender under the loan agreements realizes security on the loans, Fortis may be required to accelerate its equity capital contributions, which may be in excess of the amount otherwise required of Fortis under the funding framework, to a maximum total funding of $235 million. Equity of $137 million has been contributed as of December 31, 2023.

UNS Energy has joint generation performance guarantees with participants at Four Corners and Luna, with agreements expiring in 2041 and 2046, respectively, and at San Juan and Navajo through decommissioning. The participants have guaranteed that in the event of payment default, each non-defaulting participant will bear its proportionate share of expenses otherwise payable by the defaulting participant. In exchange, the non-defaulting participants are entitled to receive their proportionate share of the generation capacity of the defaulting participant. In the case of San Juan and Navajo, participants would seek financial recovery from the defaulting party. There is no maximum amount under these guarantees, except for a maximum of $331 million for Four Corners. As at December 31, 2023, there was no obligation under these guarantees.

Off-Balance Sheet Arrangements

With the exception of letters of credit outstanding of $101 million as at December 31, 2023 and the unrecorded commitments in the table above, the Corporation had no off-balance sheet arrangements.

Capital Structure and Credit Ratings

Fortis requires ongoing access to capital and, therefore, targets a consolidated long-term capital structure that will enable it to maintain investment-grade credit ratings. The regulated utilities maintain their own capital structures in line with those reflected in customer rates.

Consolidated Capital Structure	**2023**		2022	
As at December 31	*($ millions)*	*(%)*	*($ millions)*	*(%)*
Debt [1]	**29,364**	**55.7**	28,792	55.8
Preference shares	**1,623**	**3.1**	1,623	3.1
Common shareholders' equity and non-controlling interests [2]	**21,709**	**41.2**	21,219	41.1
	52,696	**100.0**	51,634	100.0

[1] *Includes long-term debt and finance leases, including current portion, and short-term borrowings, net of cash*
[2] *Includes shareholders equity, excluding preference shares, and non-controlling interests. Non-controlling interests represented 3.5% as at December 31, 2023 (December 31, 2022 - 3.5%)*

Outstanding Share Data

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

Only the common shares of the Corporation have voting rights. The Corporation's first preference shares do not have voting rights unless and until Fortis fails to pay eight quarterly dividends, whether or not consecutive or declared.

If all outstanding stock options were exercised as at February 8, 2024, an additional 1.9 million common shares would be issued and outstanding.

Credit Ratings

The Corporation's credit ratings shown below reflect its low business risk profile, diversity of operations, the stand-alone nature and financial separation of each regulated subsidiary, and the level of holding company debt.

As at December 31, 2023	**Rating**	**Type**	**Outlook**
S&P	A-	Issuer	Negative
	BBB+	Unsecured debt	
DBRS Morningstar	A (low)	Issuer	Stable
	A (low)	Unsecured debt	Stable
Moody's	Baa3	Issuer	Stable
	Baa3	Unsecured debt	

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%.

Capital Plan

Capital investment in energy infrastructure is required to ensure the continued and enhanced performance, reliability and safety of the electricity and gas systems, to meet customer growth, and to deliver cleaner energy.

Capital Expenditures of $4.3 billion were in-line with the 2023 Capital Plan. During 2023, over $700 million of capital investment related to delivering cleaner energy to customers.

2023 Capital Expenditures [1]

	Regulated Utilities									
($ millions, except as indicated)	ITC	UNS Energy	Central Hudson	FortisBC Energy	Fortis Alberta	FortisBC Electric	Other Electric	**Total Regulated Utilities**	**Non-Regulated Corporate and Other**	**Total**
Total	1,103	916	341	593	608	126	626	**4,313**	**16**	**4,329**

Forecast 2024 Capital Expenditures [2][3]

	Regulated Utilities									
$ millions, except as indicated)	ITC	UNS Energy	Central Hudson	FortisBC Energy	Fortis Alberta	FortisBC Electric	Other Electric	**Total Regulated Utilities**	**Non-Regulated Corporate and Other**	**Total** [4]
Total	1,252	1,111	408	764	586	134	507	**4,762**	**7**	**4,769**

2024-2028 Capital Plan [2][3]

($ billions)	2024	2025	2026	2027	2028	**Total** [4]
Five-year capital plan	4.8	4.8	4.8	5.6	5.0	**25.0**

[1] *See "Non-U.S. GAAP Financial Measures" on page 13*
[2] *Represents a forward-looking non-U.S. GAAP financial measure calculated in the same manner as Capital Expenditures. See "Non-U.S. GAAP Financial Measures" on page 13*
[3] *Excludes the non-cash equity component of AFUDC*
[4] *Reflects an assumed U.S. dollar-to-Canadian dollar exchange rate of 1.30. On average, Fortis estimates that a five-cent increase or decrease in the U.S. dollar relative to the Canadian dollar would increase or decrease Capital Expenditures by approximately $600 million over the five-year planning period*

The Corporation's 2024-2028 Capital Plan of $25 billion is $2.7 billion higher than the previous 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, 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, and are largely related to 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 low risk and highly executable, with nearly 100% of planned expenditures to occur at the regulated utilities and approximately 20% of investments relating to major capital projects. Geographically, 58% of planned expenditures are expected in the U.S., including 29% at ITC, with 38% in Canada and the remaining 4% in the Caribbean.

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.

Planned Capital Expenditures are based on detailed forecasts of energy demand as well as labour and material costs, including inflation, supply chain availability, general economic conditions, foreign exchange rates and other factors. These could change and cause actual expenditures to differ from forecast.

Midyear Rate Base [1]

($ billions)	**2023**	2024	2028
ITC	**11.5**	12.0	15.6
UNS Energy	**7.3**	7.6	9.5
Central Hudson	**3.0**	3.1	4.1
FortisBC Energy	**5.9**	5.9	8.4
FortisAlberta	**4.2**	4.4	5.2
FortisBC Electric	**1.7**	1.7	2.0
Other Electric	**3.4**	3.7	4.6
Total	**37.0**	38.4	49.4

[1] *Simple average of Rate Base at beginning and end of the year*

Total midyear Rate Base is forecast to grow to $49.4 billion by 2028 underpinned by the five-year Capital Plan, translating to a CAGR of 6.3%.

Major Capital Projects in 2024-2028 Capital Plan

($ millions)	Pre-2023	Actual 2023	Forecast 2024	Forecast 2025-2028	Expected Completion
ITC					
MISO LRTP	—	**25**	106	1,371	Post-2028
UNS Energy					
Roadrunner Reserve Battery Storage Project	—	**137**	300	45	2025
Vail-to-Tortolita Transmission Project	65	**87**	76	210	2026
IRP Energy Resources	—	**—**	110	307	2027
FortisBC Energy					
Eagle Mountain Woodfibre Gas Line Project [1] [2]	—	**—**	250	500	2027
Tilbury LNG Storage Expansion	20	**9**	18	519	Post-2028
AMI Project	2	**5**	20	495	2028
Tilbury 1B Project	36	**8**	30	348	Post-2028
Okanagan Capacity Upgrade	15	**2**	14	199	2026
Other Electric					
Wataynikaneyap Transmission Power Project [3]	524	**160**	65	—	2024
Total		**433**	989	3,994	

[1] *Capital expenditures of $71 million in 2023 were fully funded by customer contributions*
[2] *2024 through 2028 is net of customer contributions*
[3] *Fortis' share of estimated capital spending. Under the funding framework, Fortis will be funding its equity component only.*

MISO LRTP
In 2022, the MISO board approved the first tranche of projects associated with the LRTP, representing 18 transmission projects across the MISO Midwest subregion with total associated costs estimated at US$10 billion. Six of these projects run through ITC's MISO operating companies' service territories, including Michigan and Iowa, where ROFR provisions have existed for incumbent transmission owners (see "Regulatory Highlights - Significant Regulatory Matters" on page 14). ITC estimates transmission investments of US$1.4 billion to US$1.8 billion through 2030 associated with six of the 18 projects, with capital expenditures of approximately $1.5 billion (US$1.2 billion) included in the Corporation's 2024-2028 Capital Plan. Other projects within ITC's MISO service territory may be subject to competitive bidding, depending on the state in which they are located.

Roadrunner Reserve Battery Storage Project
The largest battery energy storage system in TEP's portfolio. The 200 MW system will store 800 MW hours of energy, enough to serve approximately 42,000 homes for four hours when deployed at full capacity. TEP will own and operate the system which is scheduled for completion in 2025.

Vail-to-Tortolita Transmission Project
Construction and upgrades to connect existing TEP substations to a new 230kV line within TEP's service territory. Construction commenced in late 2023, and is scheduled for completion in 2026.

IRP Energy Resources
Includes capital expenditures for resource requirements, including wind and solar generation and energy storage systems, supporting the transition to cleaner energy as outlined in TEP's 2023 IRP. An All-Source Request for Proposal was issued in late 2023 based on the company's resource requirements. TEP will be reviewing the proposals and determining next steps in 2024.

Eagle Mountain Woodfibre Gas Line Project
Gas line expansion to a proposed LNG site in Squamish, British Columbia. FortisBC Energy commenced construction of the project in the second half of 2023, with costs funded through contributions from Woodfibre LNG. The project is scheduled for completion in 2027.

FortisBC Energy's total anticipated investment in the project has increased to $750 million, net of customer contributions, as compared to $420 million previously expected. The increase was due to amendments to previous development, construction, transportation and other commercial agreements with Woodfibre LNG Limited and other partners, that became effective with the completion of the remaining substantive conditions, including BCUC approval of amended transportation rate schedules. The projected five-year Capital Plan for FortisBC Energy, and the Corporation, remains unchanged in consideration of timing of approvals which may shift certain capital expenditures beyond the five year period.

Tilbury LNG Storage Expansion
This project replaces the original LNG storage tank at the Tilbury site and increases the available regasification capacity to provide backup gas supply for lower mainland customers. The regulatory process was adjourned in early 2023 in order for FortisBC Energy to prepare further information in support of the CPCN application. FortisBC Energy intends to file the additional evidence in mid-2024, with a decision from the BCUC expected by the end of 2024.

AMI Project
The project includes replacement of residential and small commercial meters with advanced meters to support the safety, resiliency, and efficient operation of FortisBC Energy's gas distribution system. The CPCN application was approved by the BCUC in 2023, and installation of the advanced meters is expected to commence in 2024, with construction to be substantially complete in 2028.

Tilbury 1B Project
Construction of additional liquefaction and dispensing, including on-shore piping, in support of marine bunkering and to further optimize the Tilbury Phase 1A Expansion Project. This FortisBC Energy project received an Order in Council from the Government of British Columbia in 2017. An initial project scope has been filed with regulators to support the federal impact assessment and provincial environmental assessment required to further expand the Tilbury site. Engineering design and related studies will continue in 2024.

Okanagan Capacity Upgrade
Construction of a new section of pipeline and associated facilities to address expected load growth in the Okanagan region. In May 2023, FortisBC Energy submitted a supplemental filing with the BCUC to provide updates to key evidence in the proceeding. In December 2023, the BCUC denied the CPCN application, stating that it may not be the optimal solution to address the imminent capacity shortfall, and approved the establishment of a deferral account to capture development costs already incurred.

FortisBC Energy is awaiting a decision from the BCUC on its Revised Renewable Gas Comprehensive Review application, the purpose of which is to enable all new residential connections to receive 100% renewable gas. The outcome of that application, as well as other alternatives being considered, will provide the company an opportunity to rescope the project, if necessary, or resubmit the current CPCN application with certain modifications. FortisBC Energy will be determining the next steps with respect to this project with the BCUC by mid-2024.

Wataynikaneyap Transmission Power Project
Construction of an 1,800 kilometer, regulated transmission line to connect 17 remote First Nations communities in Northwestern Ontario to the main electricity grid, in which Fortis holds a 39% equity interest. FortisOntario 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.

Additional Investment Opportunities

Fortis is pursuing additional investment opportunities within existing service territories that are not yet included in the five-year Capital Plan.

Inflation Reduction Act of 2022
In 2022, the IRA was passed into U.S. law which included, among other items, a focus on energy security and climate change programs. With incentives and clean energy tax credits encouraging investments in clean energy, energy storage, electric vehicles and manufacturing, the IRA aligns with Fortis' cleaner energy goals and provides an opportunity for continued investment in a cleaner energy future.

ITC - MISO LRTP
The MISO LRTP is expected to consist of four tranches. Incremental opportunity associated with the first tranche of projects is outlined above. MISO is expected to identify projects associated with the second tranche of the LRTP in the second half of 2024, which is expected to provide further investment opportunities at ITC.

UNS Energy - 2023 IRPs
The 2023 IRPs for TEP and UNS Electric were filed with the ACC in November 2023 and outlined the resource energy transition required to satisfy customers' increasing energy needs over the next 15 years while reducing carbon emissions and other environmental impacts. This transition is expected to reduce carbon emissions by 80% by 2035. This plan supports reliable and affordable service and is expected to provide incremental capital investment opportunity of approximately US$2.5 billion to US$5.0 billion through 2038. The IRPs may be impacted by various federal and state energy policies, including policies currently under consideration. The ACC review process is expected to conclude in the fall of 2024. Details of specific projects will continue to be defined as the review process evolves and further information becomes available.

FortisBC Energy - LNG
LNG infrastructure opportunities in British Columbia include further expansion of the Tilbury LNG facility, which is uniquely positioned to meet customer demand for clean-burning natural gas. The site is scalable and can accommodate additional storage and liquefaction equipment and is close to international shipping lanes.

With respect to further Tilbury expansion, FortisBC Energy's parent company, FortisBC Holdings Inc., has entered into an agreement with an Indigenous community to provide the ability to participate, through equity ownership, in certain future LNG investments if the parties are able to satisfy certain obligations. Any proposed transaction is subject to regulatory approvals and certain conditions precedent.

Propel New York Energy Project
Central Hudson owns a minority equity interest in Transco, a joint venture with affiliates of other investor-owned utilities in New York State, which was created to develop, own, and operate electric transmission projects in the state. In June 2023, the New York Independent System Operator selected a proposal by Transco, in partnership with the New York Power Authority, to construct transmission infrastructure to deliver at least 3,000 MW from Long Island offshore wind facilities to the rest of the state by 2030. Transco's portion of the project, titled the "Propel New York Energy Project," is estimated to cost approximately US$2.2 billion, of which Central Hudson's share is approximately 10%.

Other Opportunities
Includes incremental regulated transmission investment and grid modernization projects at ITC; energy storage projects, grid modernization, infrastructure resiliency, and transmission investments at UNS Energy; further gas infrastructure opportunities at FortisBC Energy; and cleaner energy infrastructure, as well as climate change adaptation investments across our jurisdictions.

BUSINESS RISKS

Fortis has an ERM program that identifies and evaluates the severity and probability of risks to its business. The Fortis Board, through its audit committee, oversees Fortis' ERM program ensuring that management has an effective risk management system to support strategic planning. The ERM program at the subsidiary level is overseen by each subsidiary's board of directors and any material risks identified form part of Fortis' ERM program. Materiality thresholds are reviewed annually. Systems of internal controls are used by management to monitor and manage identified risks. A summary of the Corporation's significant business risks follows.

Utility Regulation

Regulated utility assets represented approximately 99% of the Corporation's total assets as at December 31, 2023. Regulatory jurisdictions include five Canadian provinces, ten U.S. states and three Caribbean countries, as well FERC regulation for transmission assets in the U.S.

Regulators administer legislation covering material aspects of the utilities' business including: customer rates, allowed ROEs and deemed capital structures; capital expenditures; the terms and conditions for the provision of energy and capacity, ancillary services and affiliate services; securities issuances; and certain accounting matters. Regulatory or legislative changes and decisions, and delays in the recovery of costs in rates due to regulatory lag, could have a Material Adverse Effect. The risk of regulatory lag is particularly significant for UNS Energy given the use of historical test years by its regulator in setting customer rates.

The ability to recover the actual cost of service and earn the approved ROE or ROA typically depends upon achieving the forecasts established in the rate-setting process. For those utilities subject to PBR mechanisms, rates reflect assumed inflation rates and productivity improvement factors, and variances therefrom could adversely affect rates of return. Failure to recover costs and/or earn a return could have a Material Adverse Effect.

For transmission operations, the underlying elements of FERC-established formula rates can be challenged by third parties which could result in rate reductions and customer refunds. These underlying elements include the ROE, ROE adders and deemed capital structure, as well as operating and capital expenditures.

In addition, the U.S. Congress periodically considers enacting energy legislation that could assign new responsibilities to FERC, modify provisions of the U.S. Federal Power Act or the Natural Gas Act, or provide FERC or another entity with increased authority to regulate U.S. federal energy matters.

While Fortis is well-positioned to maintain constructive regulatory relationships through local management teams and subsidiary boards of directors comprised mostly of independent local members, it cannot predict future legislative or regulatory changes, whether caused by economic, political or other factors. The Corporation and its utilities may experience challenges and compliance costs in responding to such regulatory changes in an effective and timely manner. Any such regulatory changes or operational impacts could have a Material Adverse Effect.

Physical Risks

The provision of electric and gas service is subject to physical risks, including impacts from severe weather and natural disasters, wars, terrorism, vandalism, critical equipment failure and other catastrophic events within and outside the Corporation's service territories.

Certain electric utilities operate in remote or mountainous terrain that can be difficult to access for timely repairs and maintenance, or otherwise face risk of loss or damage from wildfires, floods, hurricanes, storm surges, washouts, landslides, earthquakes, avalanches, snow or ice storms, and other acts of nature. Also, the operation of electricity transmission and distribution assets has the potential to cause fires, mainly as a result of equipment failure, falling trees or lightning strikes to lines or equipment.

The gas utilities are exposed to operational risks associated with natural gas, including fires, explosions, pipeline corrosion and leaks, accidental damage to mains and service lines, equipment failure, damage and destruction from earthquakes, fires, floods and other natural disasters.

Accidents or natural disasters affecting any of the Corporation's electricity or gas utilities can lead to service disruption, spills and commensurate environmental or other liability.

Generating equipment and facilities are subject to physical risks, including equipment breakdown or damage from fire, floods or other natural disasters, that may result in the uncontrolled release of water, interruption of fuel supply, lower-than-expected operational efficiency or performance, and service disruption.

The foregoing risks associated with fire damage vary depending on weather, forestation, the proximity of habitation and third-party facilities to utility facilities, and other factors. The utilities may become liable for fire-suppression costs, regeneration and timber value costs, and third-party claims if their facilities are determined to have been responsible for, or contributed to, a fire.

Electricity and gas systems require ongoing maintenance, improvement and replacement. The utilities are responsible for operating and maintaining their assets in a safe manner, including the development and application of appropriate standards, system processes and/or procedures to ensure the safety of employees, contractors and the general public.

Service disruption, other effects and liability, whether caused by the failure to properly implement or complete approved maintenance and capital expenditures, severe weather or other physical risks, if not mitigated through insurance policies or the recovery of such costs in customer rates, could result in loss. Any of the foregoing potential impacts of physical risk could have a Material Adverse Effect.

The foregoing physical risks can be exacerbated by the "Climate Change" risks discussed below.

Climate Change

Climate-Related Physical Risk
Climate change may negatively impact the ability to provide reliable and safe electric and gas service. The changing climate is predicted to lead to higher temperatures and more frequent and severe weather events which may impact or disrupt the reliability of electric or gas systems. The physical risks associated with a changing climate requires the Corporation’s utilities to respond to continue delivering reliable service to customers.

Severe weather and events related to severe weather impact the Corporation's service territories, primarily in the form of thunderstorms, flooding, wildfires, hurricanes, storm surges, atmospheric rivers and snow, or ice storms. Increased frequency of such events could increase the cost of providing service through increased repairs and use of contingency plans. Extreme weather conditions and changes in air temperature require system backup and can result in system stress, including service disruptions, and decreased efficiency of operating facilities over time. Changes in precipitation that impact soil moisture and water levels, or result in droughts, could increase the risk of wildfire caused by the Corporation's electricity assets or may cause water shortages that could adversely affect operations.

Longer-term climate change impacts, such as sustained higher temperatures, higher sea levels, larger storm surges and floods, could result in service disruption, shortened asset life, increased repair and replacement costs, and costs associated with strengthened design standards and systems. The impacts of climate change can intensify the "Physical Risks" (see "Physical Risks" on page 25).

The physical risks posed by the impacts of climate change and resultant damage to assets, service disruption repair and replacement costs, and liability for third party damages could have a Material Adverse Effect if not resolved in a timely and effective manner and/or mitigated through insurance policies or regulatory cost recovery. An increase in business risk associated with climate change can also impact credit ratings, which could affect credit risk spreads on new long-term debt and credit facilities, as well as their availability (see "Access to Capital" on page 31).

Climate-Related Transition Risk
As economies transition toward decarbonization and increase renewable energy use under various national and international commitments, risks arise related to associated policy, legal, technological and market changes, which may have related capital and financial implications for the Corporation and its utilities.

The impacts of the transition to a cleaner energy future will require the Corporation’s utilities to effectively manage, among other things, evolving regulatory and legislative requirements, new resiliency standards, the integration of new technologies and impacts on customer demand and rates. Failure to appropriately respond to climate change and decarbonize may disrupt the ability of the utilities to provide safe and cost-effective service, which could cause reputational harm and other impacts.

Fortis expects the pace of government policy and regulatory changes to accelerate in the coming years (see "Environmental Regulation" on pae 27). Further, the emergence of initiatives designed to reduce GHG emissions, increase renewable energy use, and control or limit the effects of climate change has increased the incentive for the development of new technologies that produce renewable energy, enable more efficient storage of energy and reduce energy consumption. As new technologies become widely available, infrastructure design risks and time delays may emerge. Utility energy delivery systems will require technological changes and updates in order to effectively deliver increasing amounts of renewable energy to customers (see "Technology Developments" on page 28).

The availability of regulatory mechanisms or the ability of the Corporation's utilities to pass related costs on to customers remains uncertain. Regulatory lag in relation to the adoption of climate change initiatives and/or the availability of regulatory recovery mechanisms in certain jurisdictions could contribute to financial harm to Fortis and its utilities (see "Utility Regulation" on page 25).

Fortis has a plan to reduce GHG direct emissions 50% by 2030 and 75% by 2035from a 2019 base year. Technological advancements will be required in order for the Corporation to eliminate the last 25% of its GHG direct emissions by 2050 to achieve its net-zero target while preserving system reliability and customer affordability. In addition to the development and implementation of relevant energy technologies, the Corporation's ability to achieve its climate-related targets depends upon many factors, including the size of the Corporation's service territory, capacity needs remaining in line with current expectations, the impacts of future regulations or legislation, or the adoption of alternative energy products by the public, any of which could cause actual results and the ability to achieve such targets to materially differ from expectations. The ultimate impact of achieving or failing to achieve such targets could cause reputational damage which could result in a Material Adverse Effect.

Cybersecurity and Information and Operations Technology

As operators of critical energy infrastructure, the Corporation's utilities are at risk of cybercrime, including cyber attacks, data breaches, cyber extortion and similar compromises. The ability of the Corporation's utilities to operate effectively is dependent upon using and maintaining complex information systems and infrastructure that: (i) support the operation of generation, transmission and distribution facilities, including electric and gas facilities; (ii) provide customers with billing, consumption and load settlement information, where applicable; and (iii) support financial and general operations. The Corporation also engages third-party service providers to help facilitate the management and monitoring of the Corporation's information security systems, communication tools and data processing.

Information and operations technology systems, including those of the Corporation's third-party service providers, may be vulnerable to unauthorized access or disruption due to cyber- and other attacks, including hacking, malware, acts of war or terrorism, and acts of vandalism, among others. Further, geopolitical conflicts may further increase the sophistication, magnitude or frequency of cyberattacks, some of which may even be initiated by nation state actors. Any such event could result in the disruption of energy service and other business operations, including disruption of internal control processes, property damage, corruption or unavailability of critical data, and the theft, loss, misappropriation and/or disclosure of sensitive, confidential and proprietary business information, intellectual property, or personal information of customers and/or employees. The Corporation's exposure to these risks increases as the Corporation continues to partner with third-party providers (see "Reliance on Supply Chain and Third Parties" on page 30).

A material cybersecurity breach of the Corporation's information security systems or those of a third-party service provider, or any delay or failure in assessing the materiality of such breach and related reporting/disclosure, could adversely affect the financial performance of the Corporation, its reputation and standing with customers, regulators and financial markets, and expose it to claims for third-party damages or regulatory penalties. The resultant financial impacts may not be fully covered by insurance policies or, in the case of utilities, through regulatory cost recovery, and could have a Material Adverse Effect.

Growth

Fortis has a history of both growth through acquisitions and organic growth from capital investment in existing service territories. The Corporation's dividend growth guidance is significantly dependent upon achieving the Rate Base growth expected from the execution of the five-year Capital Plan as described under "Capital Plan" on page 21. Projects, particularly Major Capital Projects, are subject to risks of delay and cost overruns during construction caused by commodity price fluctuations, supply and labour costs, supply chain constraints, supplier non-performance, weather, geologic conditions or other factors beyond the Corporation's control. There is no assurance that regulators will approve: (i) all of the planned projects or their amounts or timing; (ii) permits in a timely manner, or with reasonable terms and conditions; or (iii) the recovery of cost overruns in customer rates, which may have a Material Adverse Effect.

Environmental Regulation

The Corporation's businesses are subject to environmental laws and regulations, including those which concern emissions into the air, discharges into water or soil, use of water, hazardous waste disposal and containment, and the investigation and remediation of contamination, among others.

The risk of contamination of air, soil and water associated with electricity operations primarily relates to: (i) the transportation, handling, storage and combustion of fuel; (ii) the use of petroleum-based products, mainly transformer and lubricating oil; (iii) the management and disposal of coal combustion residuals and other wastes; and (iv) accidents resulting in hazardous release at or from coal mines that supply generating facilities. Contamination risks at gas operations primarily relate to leaks and other accidents involving gas systems. The key environmental risks for hydroelectric generation operations include dam failures and the creation of artificial water flows that may disrupt natural habitats.

Failure to comply with environmental laws and regulations, or to obtain or comply with any necessary environmental permits pursuant to such laws and regulations, could result in injunctions, fines or other penalties. Further, liabilities relating to contamination investigation and remediation, and related claims for personal injury or property damage, may arise at many locations, including formerly and currently owned/operated properties and waste treatment or disposal sites, regardless of whether such contamination was caused by the business at the time it owned the property, whether it resulted from non-compliance with applicable environmental laws and regulations, or whether it resulted from any act or omission of the business. These liabilities could result in substantial monetary judgments for clean-up costs, damages, fines and/or penalties. To the extent not fully covered by insurance or through regulatory mechanisms, these foregoing costs could have a Material Adverse Effect.

Environmental laws and regulations continue to develop and may result in significant additional expense. In particular, the management of GHG emissions and related decarbonization requirements is a major concern due to new and emerging federal, state and provincial GHG laws, regulations and guidelines. Regulation and the pace of regulatory change to address reliability, resiliency, resource planning and safety is expected to increase in response to climate change. Future legislation could impact generation assets, operations, energy supply, operational costs, reporting obligations and other material aspects of the Corporation's business. Increased compliance costs or additional operating restrictions from revised or additional regulation could have a Material Adverse Effect (see "Climate Change" at page 26).

Health and Safety

The operations of the Corporation's utilities inherently involve risk to the health and safety of both employees and the public. Personal injury or loss of life could result from failure to implement or observe appropriate health and safety procedures and gives rise to operational, reputational or financial impacts, any of which could have a Material Adverse Effect. In addition, failure to comply with health and safety regulations could result in fines, penalties, reputational damage, litigation, increased capital and operating costs or adverse regulatory outcomes.

Natural Gas Competitiveness

Approximately 21% of the Corporation's revenue is derived from the delivery of natural gas. In British Columbia, which accounts for 80% of the Corporation's natural gas revenue, natural gas primarily competes with electricity for space and hot water heating load. Upfront capital costs for gas service continue to present competitive challenges for natural gas compared to electricity service. If gas becomes less competitive due to price or other factors, such as government policy or public perception of natural gas or its carbon intensity relative to other energy sources, the ability to add new customers could be impaired. Existing customers could also reduce their consumption or switch to electricity, placing further pressure on rates and, in the extreme, could ultimately lead to an inability to recover the utility's cost of service through customer rates.

Government policy could further impact the competitiveness of natural gas in British Columbia. 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.

Additionally, there are other competitive challenges that are impacting the penetration of natural gas into new housing stock such as the carbon intensity of the energy source and the type of housing stock being built. As part of their own climate change policy plans, local governments may use various tools at their disposal such as franchise agreements, permits, building codes and zoning bylaws to impose limitations on energy sources permitted in new and existing developments. Municipalities can also provide incentives, such as higher density allowance, to builders to adopt carbon free energy options for their developments. These actions and policies may hinder the Corporation's ability to attract new natural gas customers or retain existing customers.

A decrease in the competitiveness of natural gas due to pricing, government policy or other factors could have a Material Adverse Effect.

Political Environment

The political environment, at the local, national or global level, may impact energy laws, governmental energy policies or regulatory decisions. For example, political pressure or intervention to address energy prices and customer affordability concerns may impact regulatory decisions, as well as the period over which the Corporation’s utilities recover allowed costs.

The business is further exposed to risks associated with international relations and geopolitical events. Political, economic or social instability or events, trade disputes, increased tariffs, changes in laws or the imposition of onerous regulations applicable to existing operations, currency restrictions, and the impacts of changes in political leadership could lead to an increase in commodity prices, impact the availability and cost of energy or generally affect global economic conditions, any of which could have a Material Adverse Effect (see "Environmental Regulation" at page 27 and "General Economic Conditions" at page 29).

Technology Developments

New technology developments in distributed generation, particularly solar, and energy efficiency products and services, as well as the implementation of renewable energy and energy efficiency standards, will continue to impact retail sales. Heightened awareness of energy costs and environmental concerns have increased demand for products that reduce energy consumption. The Corporation's utilities are also promoting demand-side management programs. New technologies available to customers include energy derived from renewable sources, customer-owned generation, energy-efficient appliances, battery storage and control systems. Advances in these or other technologies could have a significant impact on retail sales with a potential Material Adverse Effect.

Further, the implementation of new information technology systems and emerging technologies, such as cloud computing and artificial intelligence, into the business, including those impacting utility operations and customer billing systems, carries risk that any such technology or system will not operate as expected. Failure to maintain, upgrade, replace or properly implement such new technology or systems could result in increased risk of a cybersecurity incident and have an adverse effect on operational efficiency, revenue or reputation (see "Cybersecurity and Information and Operations Technology" on page 27).

Weather Variability and Seasonality

Electricity consumption varies significantly in response to seasonal weather changes which have been and will continue to be impacted by climate change (see "Climate Change" on page 26). Cool summers may reduce the use of air conditioning and other cooling equipment, while less severe winters may reduce heating load. Alternatively, severe weather could unexpectedly increase heating and cooling loads, negatively impacting system reliability. Hydroelectric generation is sensitive to rainfall levels and unexpected variations in seasonal rainfall levels can negatively impact operations.

Weather and seasonality have a significant impact on gas distribution volumes as a major portion of natural gas is used for space heating by residential customers. The earnings of the Corporation's gas utilities are typically highest in the first and fourth quarters. Regulatory deferral and revenue decoupling mechanisms are in place at certain of the Corporation's utilities to minimize the volatility in earnings that would otherwise be caused by variations in weather conditions. The absence or the discontinuance of key regulatory mechanisms could result in significant and prolonged weather variations from seasonal norms having a Material Adverse Effect.

Required Approvals

The acquisition, ownership and operation of electric and gas businesses require numerous licences, permits, agreements, orders, certificates, consultations, and other approvals from various levels of government, regulators, government agencies and/or other third parties. There is no assurance that: (i) such approvals will be obtained, continuously maintained or renewed without delay; and (ii) the terms and conditions thereof will be fully complied with at all times and will not change in a material adverse manner. Significant failures in these regards could prevent the operation of the businesses and have a Material Adverse Effect.

Reliability Standards

The Energy Policy Act of 2005 provides for a regulatory framework which requires owners, operators and users of the bulk electric system in the U.S. to meet mandatory reliability standards developed by the North American Electric Reliability Corporation and its regional entities, which are approved and enforced by FERC. Many of these, or similar, standards have been adopted in certain Canadian provinces including British Columbia and Alberta. The failure to develop, implement and maintain appropriate operating practices/systems and capital plans to address reliability obligations could lead to compliance violations and a Material Adverse Effect, including as a result of the exclusion of related costs from customer rates and other potentially significant penalties.

Indigenous Peoples' Land Claims

In British Columbia, the Corporation's utilities provide service to customers on Indigenous Peoples' lands and maintain facilities on lands that are subject to Indigenous Peoples' land claims. Various treaty negotiation processes involving Indigenous Peoples and the Governments of British Columbia and Canada are underway, but the basis for potential settlements is unclear and not all Indigenous Peoples are participating in such processes. To date, the policy of the Government of British Columbia has been to structure settlements without prejudicing existing third-party rights; however, there is no assurance that the settlement processes will not have a Material Adverse Effect.

FortisAlberta has distribution assets on Indigenous Peoples' lands in Alberta with access permits held by a third party. Some of these permits require approvals from First Nations and Crown-Indigenous Relations and Northern Affairs Canada. FortisAlberta may be unable to obtain such approvals or negotiate land-use agreements with reasonable terms. Significant failures in these regards could have a Material Adverse Effect.

Certain jointly owned facilities and portions of TEP's transmission lines are located on tribal lands pursuant to leases, land easements and other rights-of-way that are effective for specified time periods. The inability to receive future approvals for continued access to the facilities and land could have a Material Adverse Effect.

Joint-Ownership Interests and Third-Party Operators

Certain generating facilities from which TEP receives power are jointly owned with, or are operated by, third parties. TEP may not have sole discretion or any ability to affect the management or operations of such facilities, including how to best address changing economic conditions or environmental requirements. A divergence in the interests of TEP and those of the joint owners or operators could have a Material Adverse Effect.

Wataynikaneyap Partnership, which is owned 51% by 24 First Nations communities and 49% by a partnership between Fortis (80%) and Algonquin Power & Utilities Corp. (20%), is responsible for the Wataynikaneyap Transmission Power Project. Fortis does not have sole discretion on decisions for the project and divergence in the interest of Fortis and the other partners could delay the project's completion, increase its anticipated cost, or adversely affect the reputation of Fortis, any of which could have a Material Adverse Effect.

General Economic Conditions

Fluctuations in general economic conditions, inflation, energy prices, employment levels, personal disposable incomes, housing starts, industrial activity and other factors may lower energy demand and sales and reduce capital spending, particularly to the extent that related customer and Rate Base growth are impacted. A severe and prolonged economic downturn could also impair customers' ability to pay their bills in a timely manner. Each of these factors could lead to the impairment of goodwill or other long-term assets, and could have a Material Adverse Effect. Further, the impact of macroeconomic factors, including, but not limited to, international relations and geopolitical events, could cause weaker economic conditions or increase the volatility of the equity capital markets, which could impact the business and financial condition of the Corporation or adversely impact the Corporation's share price.

Commodity Price Volatility

Purchased power and gas, and generation fuel costs are subject to commodity price volatility, which is managed through regulator-approved: (i) mechanisms that permit the flow through in customer rates of commodity price changes and/or that provide for rate-stabilization and other deferral accounts; and (ii) price-risk management strategies such as the use of derivative contracts that effectively fix costs (see "Financial Instruments - Derivatives" on page 35).

There is no assurance that current regulator-approved mechanisms or strategies will continue to exist in the future. Additionally, despite these mechanisms and strategies, severe and prolonged commodity price increases could result in rates that customers are unable to pay and/or could affect consumption and sales growth, which could have a Material Adverse Effect.

Purchased Power Supply

A significant portion of electricity and gas sold by the Corporation's utilities is purchased through the wholesale energy markets or pursuant to contracts with energy suppliers and is not being produced by the Corporation's utilities. A disruption in the wholesale energy markets, or a failure on the part of energy or fuel suppliers or operators of energy delivery systems that connect to the Corporation's utilities, could result in a loss and/or increase in the cost of purchased power and gas, which could have a Material Adverse Effect. The cost and availability of purchased power and gas may be adversely impacted by factors discussed under "Climate Change" on page 26, "Environmental Regulation" on page 27 and "Commodity Price Volatility" on page 29.

Counterparty Credit Risk

ITC has a concentration of credit risk as approximately 70% of its revenue is derived from three customers. These customers have investment-grade credit ratings and credit risk is further managed by MISO by requiring a letter of credit or cash deposit equal to the credit exposure, which is determined by a credit-scoring model and other factors.

FortisAlberta has a concentration of credit risk as its distribution service billings are to a relatively small group of retailers. Credit risk is managed by obtaining from the retailers either a cash deposit, letter of credit, an investment-grade credit rating, or a financial guarantee from an entity with an investment-grade credit rating.

Central Hudson has seen an increase in accounts receivable due to the suspension of collection efforts in response to the COVID-19 Pandemic, as well as higher commodity prices. Central Hudson continues to proactively contact customers regarding past-due balances to advise them of financial assistance available through state programs, and collection efforts continue to expand. Under its regulatory framework, Central Hudson can defer uncollectible write-offs that exceed 10 basis points above the amounts collected in customer rates for future recovery.

UNS Energy, Central Hudson, FortisBC Energy, and Fortis may be exposed to credit risk from non-performance by counterparties to derivative contracts. Credit risk is managed by net settling payments, when possible, and dealing only with counterparties that have investment-grade credit ratings. At UNS Energy, Central Hudson and FortisBC Energy, certain contractual arrangements require counterparties to post collateral.

There is no assurance that credit risk management strategies will continue to be effective. Significant counterparty defaults could have a Material Adverse Effect.

Reliance on Supply Chain and Third Parties

Domestic and global supply chain disruptions, as a result of either physical or cyber issues, may delay the delivery or result in shortages of certain materials, equipment and other resources that are critical to the operation of the Corporation's utilities. Failure to eliminate or manage constraints in the supply chain may impact the availability of items that are necessary to support operations as well as materials that are required for continued infrastructure growth and could have a Material Adverse Effect. Further, cybersecurity incidents in the Corporation's supply chain or cyber attacks originating from the Corporation's supply chain may further result in disruption of energy service and other business operations which could have a Material Adverse Effect.

Interest Rates

Generally, the market price of the Corporation's common shares is inversely correlated to interest rate changes. Additionally, allowed ROEs are exposed to changes in long-term interest rates. While a rising interest rate environment could result in higher allowed ROEs, such ROE changes tend to lag as a result of regulatory timelines. Borrowings under variable-rate credit facilities and long-term debt, as well as new debt issuances, are also exposed to interest rate changes. Although interest costs at the regulated utilities are generally recovered through customer rates, the discontinuance of regulatory mechanisms that permit the flow-through of actual interest costs, the impact of regulatory lag at UNS Energy, and higher finance costs on holding company debt could have a Material Adverse Effect.

Foreign Exchange Exposure

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. The reporting currency of ITC, UNS Energy, Central Hudson, Caribbean Utilities, FortisTCI, Fortis Belize and Belize Electricity is, or is pegged to, the U.S. dollar. The earnings and cash flow from, and net investments in, these entities are exposed to fluctuations in the U.S. dollar-to-Canadian dollar exchange rate. The Corporation's $25 billion five-year Capital Plan for 2024 through 2028 also includes exposure to foreign exchange.

Fortis has limited its U.S. dollar currency exposure through hedging. The Corporation has issued and designated U.S. dollar-denominated long-term debt as an effective hedge of foreign net investments. Fortis has also entered into foreign exchange contracts and cross-currency swaps to manage a portion of its exposure to foreign currency risk.

Given only partial hedging, earnings and cash flow continue to be impacted by exchange rate fluctuations. In addition, there is no assurance that existing hedging strategies will continue to be effective, and therefore a significant, prolonged decrease in the U.S. dollar-to-Canadian dollar exchange rate could have a Material Adverse Effect.

Access to Capital

The Corporation and certain of its subsidiaries have incurred material amounts of indebtedness. Ongoing access to cost-effective capital is required to fund, among other things, capital expenditures and the repayment of maturing debt.

Operating Cash Flow may not be sufficient to fund the repayment of all outstanding liabilities when due or fund anticipated capital expenditures.

The ability to meet long-term debt repayments is dependent upon obtaining sufficient and cost-effective financing to replace maturing indebtedness. The ability to arrange financing is subject to numerous factors, including the results of operations and financial condition of Fortis and its subsidiaries, the regulatory environments including regulatory decisions regarding capital structure and allowed ROEs, capital market conditions, general economic conditions, credit ratings, and the environmental, social and governance profile of Fortis and its subsidiaries. Changes in credit ratings could affect credit risk spreads on new long-term debt and credit facilities, as well as their availability.

Fortis is a holding company and, as such, has no revenue-generating operations of its own. The Corporation's subsidiaries are separate legal entities and have no independent obligation to pay dividends to Fortis. Prior to paying dividends to the Corporation, the subsidiaries have financial obligations that must be satisfied, including, among others, their operating expenses and obligations to creditors. Furthermore, the Corporation's utilities are required by regulation to maintain a minimum equity-to-total capital ratio that may restrict their ability to pay dividends to the Corporation or may require the Corporation to contribute capital to such subsidiaries. The future enactment of laws or regulations may prohibit or further restrict the ability of the Corporation's subsidiaries to pay dividends or to repay intercorporate indebtedness. In addition, in the event of a subsidiary's liquidation or reorganization, the Corporation's right to participate in a distribution of assets is subject to the prior claims of the subsidiary's creditors. As a result, the Corporation's ability to generate cash flow to service its debt obligations and pay dividends is reliant on the ability of its subsidiaries to generate sustained earnings and cash flows and to pay dividends and repay loans.

There is no assurance that sufficient capital will continue to be available on acceptable terms. For further information see "Liquidity and Capital Resources" on page 17.

Taxation

Earnings at Fortis and its subsidiaries could be impacted by changes in income tax rates and other tax legislation in Canada, the U.S. and other international jurisdictions. The nature, timing or impact of changes in tax laws cannot be predicted and could have a Material Adverse Effect. Although income taxes at the regulated utilities are generally recovered in customer rates, tax-related regulatory lag can result in recovery delays or non-recovery for certain periods. At the non-regulated level, changes in income tax rates and other tax legislation could materially affect the after-tax cost of existing and future debt which is not recoverable in customer rates.

Insurance

Insurance is maintained with reputable industry insurers for property damage, potential liabilities and business interruption for coverage considered appropriate and in accordance with industry practice.

A significant portion of transmission and distribution assets is uninsured, as is customary in North America, as the cost to insure such assets is prohibitive. Insurance is subject to coverage limits and deductibles, as well as time-sensitive claims discovery and reporting provisions. There is no assurance that: (i) the amounts and types of losses from actual damage, liabilities or business interruption will be fully covered by insurance; (ii) regulatory relief would be obtained for coverage shortfalls; (iii) adequate insurance at reasonable rates will continue to be available; or (iv) insurers will fulfill their obligations. Significant actual shortfalls in insurance coverage or claims payment could have a Material Adverse Effect. The availability and cost of certain types of insurance may be adversely impacted by the risks described under "Climate Change" on page 26.

Pandemics and Public Health Crises

The Corporation could be negatively impacted by widespread outbreaks of communicable diseases or other public health crises that cause economic and/or other disruptions. Outbreaks of communicable diseases, as well as efforts to reduce the health impacts and control disease spread, can lead to restrictions on business operations, including business closures and the potential impacts of reduced labour availability and productivity, supply chain disruptions, project construction delays, disruptions to capital markets, governmental and regulatory action, and a prolonged reduction in economic activity. An extended economic slowdown could reduce energy sales and adversely impact the ability of customers, contractors and suppliers to fulfill their obligations and could disrupt operations and capital expenditure programs or cause impairment of goodwill (see "General Economic Conditions" on page 29).

The Corporation's utilities provide essential services and must be operational and maintained throughout any pandemic or public health crisis, though such events can challenge operations and increase operating costs. The duration and severity of a pandemic or public health crisis could have a Material Adverse Effect.

Talent Management

The delivery of safe, reliable and cost-effective service depends on the attraction, development and retention of a skilled workforce as well as filling strategic positions. Like its peers, Fortis faces demographic challenges and competitive markets relating to trades, technical and professional staff, particularly considering its significant Capital Plan. ITC relies heavily on agreements with third parties to provide services for the construction, maintenance and operation of certain aspects of its business. Significant failures in attracting or retaining a skilled workforce or filling strategic positions within the Corporation or its utilities could have a Material Adverse Effect.

Labour Relations

Most of the Corporation's utilities employ members of labour unions or associations under collective bargaining agreements. Fortis considers its labour relationships to be satisfactory, but there is no assurance that this will continue or that existing collective bargaining agreements will be renewed on reasonable terms without work disruption or other job action. Significant failures in these regards could cause service interruptions and/or labour cost increases for which regulators may not allow full recovery in customer rates, and could have a Material Adverse Effect.

Post-Retirement Obligations

Fortis and most of its subsidiaries maintain a combination of defined benefit pension and/or OPEB plans for certain employees and retirees. The most significant cost drivers for these plans are investment performance and interest rates, which are affected by global financial markets. Regulatory deferral mechanisms are in place at many of the Corporation's utilities that permit the flow through in customer rates of certain impacts associated with market fluctuations. Severe and prolonged market disruptions, significant declines in the market values of investments held to meet plan obligations, discount rate changes, participant demographics, changes in laws and regulations, as well as changes in existing regulatory treatment of post-retirement benefit costs, may increase plan expenses or require additional plan funding and could have a Material Adverse Effect.

Reputation, Relationships and Stakeholder Activism

There can be no assurance that internal processes, controls or audits will ensure compliance with the Corporation's internal policies, including its Code of Conduct, or anti-bribery and anti-corruption laws. Employees, affiliates, independent contractors or agents may violate such policies and laws, which may potentially lead to reputational damage, in addition to potential fines, penalties or litigation, any of which could have a Material Adverse Effect.

The Corporation's operations and growth prospects require strong relationships with key stakeholders, including regulators, governments and agencies, Indigenous communities, landowners, and environmental organizations. Inadequately managing expectations and issues important to stakeholders, including those arising during construction of Major Capital Projects, could affect the Corporation's reputation as well as have a significant impact on its operations and infrastructure development. See "Required Approvals" and "Indigenous Land Claims" at page 29.

External stakeholders are increasingly challenging companies regarding climate change, sustainability, diversity, returns (including ROEs and ROAs), executive compensation and other matters. Public opposition to larger infrastructure projects is becoming increasingly common, which can challenge capital plans and resultant organic growth. While the Corporation actively monitors such activism and is committed to developing stronger relationships with its external stakeholders, failure to effectively manage or respond to stakeholder activism could have a Material Adverse Effect.

DCP and ICFR

DCP and ICFR may not prevent or detect all misstatements, and even those controls determined to be effective can only provide reasonable, not absolute, assurance with respect to financial statement preparation and presentation. Failure to adequately prevent, detect and correct misstatements could have a Material Adverse Effect.

Legal, Administrative and Other Proceedings

Legal, administrative and other proceedings arise in the ordinary course of business and may include environmental claims, employment-related claims, securities-based litigation, contractual disputes, personal injury or property damage claims, actions by regulatory or tax authorities, and other matters. Unfavourable outcomes such as judgments or settlements for monetary or other damages, injunctions, denial or revocation of permits, reputational harm, and other results could have a Material Adverse Effect.

ACCOUNTING MATTERS

Future Accounting Pronouncements

Segment Reporting

ASU No. 2023-07, *Improvements to Reportable Segment Disclosures*, issued in November 2023, is effective for Fortis on January 1, 2024 for annual periods and on January 1, 2025 for interim periods, both on a retrospective basis. The ASU requires disclosure of incremental segment information on an annual and interim basis, including significant segment expenses and other segment items that are included in segment profit or loss. Fortis is assessing the impact of adoption on its disclosures.

Income Taxes

ASU No. 2023-09, *Improvements to Income Tax Disclosures*, issued in December 2023, is effective for Fortis on January 1, 2025 on a prospective basis, with retrospective application and early adoption permitted. The ASU requires additional disclosure of income tax information by jurisdiction to reflect an entity's exposure to potential changes in tax legislation, and associated risks and opportunities. Fortis is assessing the impact of adoption on its disclosures.

Additional information about future accounting pronouncements is provided in Note 3 in the 2023 Annual Financial Statements.

Critical Accounting Estimates

General
The preparation of the 2023 Annual Financial Statements required management to make estimates and judgments that affect the reported amounts of, and disclosures related to, assets, liabilities, revenues, expenses, gains, losses and contingencies. Management evaluates these estimates on an ongoing basis based upon historical experience, current conditions, and assumptions believed to be reasonable at the time they are made, with any adjustments recognized in the period they become known. Actual results may differ significantly from these estimates.

Regulatory Assets and Liabilities
As at December 31, 2023, Fortis recognized regulatory assets of $4.4 billion (2022 - $4.0 billion) and regulatory liabilities of $4.0 billion (2022 - $3.9 billion).

Regulatory assets represent future revenues and/or receivables associated with certain costs incurred that will be, or are expected to be, recovered from customers in future periods through the rate-setting process. Regulatory liabilities represent: (i) future reductions or limitations of increases in revenue associated with amounts that will be, or are expected to be, refunded to customers through the rate-setting process; or (ii) obligations to provide future service that customers have paid for in advance.

The recognition of regulatory assets and liabilities and the period(s) of settlement are often estimates based on past, existing or expected regulatory orders in relation to the nature of the underlying amounts, and are subject to regulatory approval. There is no assurance that actual settlement amounts and the related settlement periods will not be materially different from those estimated. Differences arising from the regulator's orders would be recognized in accordance with those orders, whereby any amounts disallowed would be immediately recognized in earnings with the remainder recognized in earnings in accordance with their inclusion in customer rates.

Employee Future Benefits

Key Estimates and Assumptions	**Defined Benefit Pension Plans**		**OPEB Plans**	
Years ended December 31				
($ millions, except as indicated)	**2023**	2022	**2023**	2022
Funded status: [1]				
Benefit obligation [2]	**(3,347)**	(3,063)	**(596)**	(582)
Plan assets	**3,313**	3,079	**430**	389
	(34)	16	**(166)**	(193)
Net benefit cost [2]	**21**	19	**15**	26
Key assumptions: *(weighted average %)*				
Discount rate as at December 31 [3]	**4.84**	5.27	**4.94**	5.36
Expected long-term rate of return on plan assets [4]	**6.58**	5.87	**5.92**	5.00
Rate of compensation increase	**3.37**	3.33	**—**	—
Health care cost trend increase rate [5]	**—**	—	**4.52**	4.48

[1] *Periodic actuarial valuations determine funding contributions for the pension plans and U.S. OPEB plans, while Canadian OPEB plans are unfunded*
[2] *Actuarially determined using the projected benefits method prorated on service and management's best estimate of expected plan investment performance, salary escalation, average remaining service life of employees, mortality rates and, for OPEB plans, expected health care costs*
[3] *Reflects market interest rates on high-quality bonds with cash flows that match the timing and amount of expected pension payments. The discount rate used during the year for defined benefit pension plans is 5.36% (2022 - 2.97%) and 5.39% (2022 - 2.97%) for OPEB Plans*
[4] *Developed using best estimates of expected returns, volatilities and correlations for each class of asset. Estimates are based on historical performance, future expectations and periodic portfolio rebalancing among the diversified asset classes*
[5] *Actuarially determined, the projected 2024 rate is 5.95% and is assumed to decrease over the next 10 years to the ultimate rate of 4.52% in 2033 and thereafter*

Sensitivity Analysis	**Rate of Return**		**Discount Rate**		**Health Care Costs Trend Rate**	
Year ended December 31, 2023	**1% change**		**1% change**		**1% change**	
($ millions)	**Increase**	**Decrease**	**Increase**	**Decrease**	**Increase**	**Decrease**
Defined benefit pension plans:						
Net benefit cost	**(30)**	**26**	**(29)**	**38**	**n/a**	**n/a**
Projected benefit obligation	**8**	**(58)**	**(382)**	**456**	**n/a**	**n/a**
OPEB plans:						
Net benefit cost	**(4)**	**4**	**(9)**	**10**	**13**	**(11)**
Accumulated benefit obligation	**—**	**—**	**(71)**	**87**	**66**	**(63)**

At the regulated utilities, changes in net benefit cost are generally expected to be reflected in customer rates, subject to regulatory lag and forecast risk at certain utilities.

ITC, Central Hudson, FortisBC Energy, FortisBC Electric and Newfoundland Power have regulator-approved mechanisms to defer variations between actual net pension cost and that forecast and reflected in customer rates. There is no assurance that these deferral mechanisms will continue in the future.

Depreciation and Amortization
As at December 31, 2023, Fortis recognized property, plant and equipment and intangible assets of $44.9 billion (2022 - $43.2 billion) representing 68% of total assets (2022 - 67%). Depreciation and amortization of these assets totalled $1.7 billion for 2023 (2022 - $1.6 billion).

Depreciation and amortization reflect the estimated useful lives of the underlying assets, which considers historical experience, manufacturers' ratings and specifications, the past and expected future pattern and nature of usage, and other factors.

At the regulated utilities, depreciation rates require regulatory approval and include a provision for estimated future removal costs, not identified as a legal obligation. Estimates primarily reflect historical experience and expected cost trends. The provision is recognized as a long-term regulatory liability against which actual removal costs are netted when incurred. As at December 31, 2023, this regulatory liability was $1.5 billion (2022 - $1.3 billion).

Depreciation rates at the regulated utilities are typically determined through periodic depreciation studies performed by external experts. Where actual experience differs from previous estimates, resultant differences are generally reflected in future depreciation rates and thereby recovered or refunded through customer rates in the manner prescribed by the regulator.

Goodwill Impairment
As at December 31, 2023, Fortis recognized goodwill of $12.2 billion (2022 - $12.5 billion), representing 18% of total assets (2022 - 19%). The decrease in goodwill was due to a lower U.S.-to-Canadian dollar exchange rate at December 31, 2023 in comparison to December 31, 2022, and the associated impact on the translation of U.S. dollar-denominated goodwill. Goodwill was also reduced by $27 million in 2023 due to the disposition of Aitken Creek.

Goodwill at each of the Corporation's reporting units is tested for impairment annually and whenever an event or change in circumstances indicates that fair value may be below carrying value. If so determined, goodwill is written down to estimated fair value and an impairment loss is recognized.

The Corporation performs a qualitative assessment on each reporting unit and if it is determined that it is not likely that fair value is less than carrying value, then a quantitative estimate of fair value is not required. When a quantitative assessment is performed, the primary method for estimating fair value of the reporting units is the income approach, whereby net cash flow projections are discounted. Underlying estimates and assumptions, with varying degrees of uncertainty, include the amount and timing of expected future cash flows, growth rates, and discount rates. A secondary valuation, the market approach along with a reconciliation of the total estimated fair value of all the reporting units to the Corporation's market capitalization, is also performed and evaluated.

The recognition of impairment losses could have a Material Adverse Effect. Such losses are not recoverable in regulated utility rates. To the extent impairment losses signal lower expected future cash flows to support interest payments on unregulated holding company debt and dividends on common shares, they could adversely affect the future cost of such capital, expressed as higher interest rates on such debt, which is not recoverable in regulated utility rates, and lower common share market prices.

Income Tax
As at December 31, 2023, deferred income tax liabilities, income tax receivable included in accounts receivable and other current assets, deferred income taxes included in regulatory assets, and deferred income taxes included in regulatory liabilities totalled $4.4 billion, $78 million, $2.1 billion and $1.3 billion, respectively (2022 - $4.1 billion, income tax payable in accounts payable and other current liabilities of $88 million, $1.9 billion and $1.4 billion, respectively). Income tax expense was $360 million in 2023 (2022 - $289 million).

Current income taxes reflect the estimated taxes payable/receivable in the current year based on enacted tax rates and laws, and the estimated proportion of taxable earnings/loss attributable to various jurisdictions.

Deferred income tax assets and liabilities reflect temporary differences between the tax and accounting basis of assets and liabilities. A deferred income tax asset or liability is determined for each temporary difference based on enacted income tax rates and laws in effect when the temporary differences are expected to be recovered or settled. A valuation allowance is recognized in earnings to the extent that future tax recovery is not assessed as "more likely than not".

At the regulated utilities, differences between the income tax expense or recovery recognized under U.S. GAAP and reflected in customer rates, which is expected to be recovered from, or refunded to, customers in future rates, are recognized as regulatory assets or liabilities. These are subsequently amortized to earnings in accordance with their inclusion in customer rates pursuant to the regulator's orders. Otherwise, changes in expectations and resultant estimates arising from changes in tax rates, tax laws, jurisdictional earnings allocations and other factors are recognized in earnings upon occurrence.

The Corporation and certain of its subsidiaries are subject to taxation in Canada, the United States and other foreign jurisdictions. The material jurisdictions in which the Corporation is subject to potential income tax compliance examinations include the United States (Federal, Arizona, Kansas, Iowa, Michigan, Minnesota and New York) and Canada (Federal, British Columbia and Alberta). The Corporation's 2018 to 2023 taxation years are still open for audit in Canadian jurisdictions, and its 2019 to 2023 taxation years are still open for audit in U.S. jurisdictions. The impact of such income tax compliance examinations could be material to the Corporation (see "Business Risks - Taxation" on page 31).

In 2023, the U.S. introduced a 15% corporate alternative minimum income tax. There was no material impact to Fortis in 2023 and the Corporation does not currently expect it to have a material impact on its financial results, Operating Cash Flow or credit ratings over the five-year planning period.

In November 2023, the Canadian Department of Finance updated its draft legislation with respect to interest deductibility limitations and global minimum tax. Legislation is expected to be enacted in 2024 with an effective date of January 1, 2024. While this limitation and tax are expected to be applicable to Fortis, the Corporation does not currently expect it to have a material impact on its financial results, Operating Cash Flow or credit ratings.

Derivatives
The fair values of derivatives are based on estimates that cannot be determined with precision as they involve uncertainties and matters of judgment and, therefore, may not be relevant in predicting future earnings or cash flows.

Contingencies
The Corporation and its subsidiaries are subject to various legal proceedings and claims arising in the ordinary course of business, including those generally described under "Business Risks - Legal, Administrative and Other Proceedings" on page 32, for which no amounts have been accrued because the outcomes currently cannot be reasonably determined. Further information is provided in Note 27 in the 2023 Annual Financial Statements.

FINANCIAL INSTRUMENTS

Long-Term Debt and Other

As at December 31, 2023, the carrying value of long-term debt, including the current portion, was $29.7 billion (2022 - $28.6 billion) compared to an estimated fair value of $27.9 billion (2022 - $25.8 billion).

The consolidated carrying value of the remaining financial instruments, other than derivatives, approximates fair value, reflecting their short-term maturity, normal trade credit terms and/or nature.

Derivatives

The Corporation generally limits the use of derivatives to those that qualify as accounting, economic or cash flow hedges, or those that are approved for regulatory recovery. Derivatives are recorded at fair value, with certain exceptions, including those derivatives that qualify for the normal purchase and normal sale exception.

Energy contracts subject to regulatory deferral
UNS Energy holds electricity power purchase contracts, customer supply contracts and gas swap contracts to reduce its exposure to energy price risk. Fair values are measured primarily under the market approach using independent third-party information, where possible. When published prices are not available, adjustments are applied based on historical price curve relationships, transmission costs and line losses.

Central Hudson holds swap contracts for electricity and natural gas to minimize price volatility by fixing the effective purchase price. Fair values are measured using forward pricing provided by independent third-party information.

FortisBC Energy holds gas supply contracts to fix the effective purchase price of natural gas. Fair values reflect the present value of future cash flows based on published market prices and forward natural gas curves.

Unrealized gains or losses associated with changes in the fair value of these energy contracts are deferred as a regulatory asset or liability for recovery from, or refund to, customers in future rates, as permitted by the regulators. As at December 31, 2023, unrealized losses of $197 million (2022 - $84 million) were recognized as regulatory assets and unrealized gains of $37 million (2022 - $224 million) were recognized as regulatory liabilities.

Energy contracts not subject to regulatory deferral
UNS Energy holds wholesale trading contracts to fix power prices and realize potential margin, of which 10% of any realized gains is shared with customers through rate stabilization accounts. Fair values are measured using a market approach incorporating, where possible, independent third-party information.

Aitken Creek, which was sold on November 1, 2023, held gas swap contracts to manage exposure to changes in natural gas prices, capture natural gas price spreads, and manage the financial risk posed by physical transactions. Fair values were measured using forward pricing from published market sources.

Unrealized gains or losses associated with changes in the fair value of these energy contracts are recognized in revenue. In 2023, unrealized losses of $28 million (2022 - gains of $34 million) were recognized in revenue.

Total return swaps
The Corporation holds total return swaps to manage the cash flow risk associated with forecast future cash settlements of certain stock-based compensation obligations. The swaps have a combined notional amount of $118 million and terms of one to three years expiring at varying dates through January 2026. Fair value is measured using an income valuation approach based on forward pricing curves. Unrealized gains and losses associated with changes in fair value are recognized in other income, net. In 2023, unrealized losses of less than $1 million (2022 - $22 million) were recognized in other income, net.

Foreign exchange contracts
The Corporation holds U.S. dollar-denominated foreign exchange contracts to help mitigate exposure to foreign exchange rate volatility. The contracts expire at varying dates through September 2025 and have a combined notional amount of $467 million. Fair value was measured using independent third-party information. Unrealized gains and losses associated with changes in fair value are recognized in other income, net. In 2023, unrealized gains of $10 million (2022 - losses of $9 million) were recognized in other income, net.

Interest rate locks
During 2023, the Corporation entered into and settled an interest rate lock with a notional value of $100 million. The contract was used to manage interest rate risk associated with the issuance of $500 million unsecured senior notes in November 2023. A realized gain of $8 million was recognized in other comprehensive income, which will be reclassified to earnings as a component of interest expense over 10 years.

ITC also entered into and settled interest rate locks in 2023 with a combined notional value of US$500 million. The contracts were used to manage interest rate risk associated with the issuance of US$500 million unsecured senior notes in June 2023. Realized gains of US$4 million were recognized in other comprehensive income, which will be reclassified to earnings as a component of interest expense over 10 years.

Cross-Currency interest rate swaps
The Corporation holds cross-currency interest rate swaps, maturing in 2029, to effectively convert its $500 million, 4.43% unsecured senior notes to US$391 million, 4.34% debt. The Corporation has designated this notional U.S. debt as an effective hedge of its foreign net investments and unrealized gains and losses associated with exchange rate fluctuations on the notional U.S. debt are recognized in other comprehensive income, consistent with the translation adjustment related to the foreign net investments. Other changes in the fair value of the swaps are also recognized in other comprehensive income but are excluded from the assessment of hedge effectiveness. Fair value is measured using a discounted cash flow method based on secured overnight financing rates. In 2023, unrealized gains of $15 million (2022 - unrealized losses of $17 million) were recorded in other comprehensive income.

Other investments
UNS Energy holds investments in money market accounts, and ITC and Central Hudson hold investments in trust associated with supplemental retirement benefit plans for select employees, which include mutual funds and money market accounts. These investments are recorded at fair value based on quoted market prices in active markets. Gains and losses are recognized in other income, net. In 2023, unrealized gains of $8 million (2022 - unrealized losses of $11 million) were recognized in other income, net.

Derivative Fair Values

The following table presents derivative assets and liabilities that are accounted for at fair value on a recurring basis.

($ millions)	**Level 1** [1]	**Level 2** [1]	**Level 3** [1]	**Total**
As at December 31, 2023				
Assets [2]				
Energy contracts subject to regulatory deferral	**—**	**49**	**—**	**49**
Energy contracts not subject to regulatory deferral	**—**	**6**	**—**	**6**
Foreign exchange contracts	**—**	**5**	**—**	**5**
Other investments	**145**	**—**	**—**	**145**
	145	**60**	**—**	**205**
Liabilities [3]				
Energy contracts subject to regulatory deferral	**—**	**(209)**	**—**	**(209)**
Energy contracts not subject to regulatory deferral	**—**	**(3)**	**—**	**(3)**
Total return and cross-currency interest rate swaps	**—**	**(6)**	**—**	**(6)**
	—	**(218)**	**—**	**(218)**
As at December 31, 2022				
Assets [2]				
Energy contracts subject to regulatory deferral	—	304	—	304
Energy contracts not subject to regulatory deferral	—	49	—	49
Other investments	150	—	—	150
	150	353	—	503
Liabilities [3]				
Energy contracts subject to regulatory deferral	—	(164)	—	(164)
Energy contracts not subject to regulatory deferral	—	(8)	—	(8)
Foreign exchange contracts, total return and cross-currency interest rate swaps	—	(26)	—	(26)
	—	(198)	—	(198)

[1] *Under the hierarchy, fair value is determined using: (i) Level 1 - unadjusted quoted prices in active markets; (ii) Level 2 - other pricing inputs directly or indirectly observable in the marketplace; and (iii) Level 3 - unobservable inputs, used when observable inputs are not available. Classifications reflect the lowest level of input that is significant to the fair value measurement.*

[2] *Included in cash and cash equivalents, accounts receivable and other current assets or other assets*

[3] *Included in accounts payable and other current liabilities or other liabilities*

Derivative Volumes

As at December 31	**2023**	2022
Energy contracts subject to regulatory deferral [1]		
Electricity swap contracts *(GWh)*	**628**	586
Electricity power purchase contracts *(GWh)*	**588**	224
Gas swap contracts *(PJ)*	**228**	185
Gas supply contracts *(PJ)*	**134**	148
Energy contracts not subject to regulatory deferral [1]		
Wholesale trading contracts *(GWh)*	**1,310**	1,886
Gas swap contracts *(PJ)*	**3**	34

[1] *Energy contracts settle on various dates through 2029*

SELECTED ANNUAL FINANCIAL INFORMATION

Years ended December 31 *($ millions, except as indicated)*	**2023**	2022	2021
Revenue	**11,517**	11,043	9,448
Net earnings	**1,710**	1,514	1,405
Common Equity Earnings	**1,506**	1,330	1,231
EPS: *($)*			
Basic	**3.10**	2.78	2.61
Diluted	**3.10**	2.78	2.61
Total assets	**65,920**	64,252	57,659
Long-term debt (excluding current portion)	**27,235**	25,931	23,707
Dividends declared: *($)*			
Per common share	**2.31**	2.20	2.08
Per first preference share:			
Series F	**1.2250**	1.2250	1.2250
Series G *(1)*	**1.3145**	1.0983	1.0983
Series H	**0.4588**	0.4588	0.4588
Series I *(2)*	**1.5619**	0.9157	0.3926
Series J	**1.1875**	1.1875	1.1875
Series K	**0.9823**	0.9823	0.9823
Series M	**0.9783**	0.9783	0.9783

(1) 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

(2) Floating quarterly dividend rate is reset every quarter based on the then current three-month Government of Canada Treasury Bill rate plus the applicable reset dividend yield

2023/2022

For a discussion of the changes in revenue, net earnings, Common Equity Earnings, EPS, total assets and long-term debt see "Performance at a Glance" on page 2, "Operating Results" on page 9, and "Financial Position" on page 16.

2022/2021

The increase in revenue was due to: (i) higher flow-through costs in customer rates, driven by higher commodity prices; (ii) Rate Base growth; and (iii) higher retail and wholesale electricity sales, as well as transmission revenue, at UNS Energy, partially offset by the normal operation of regulatory deferrals at FortisBC Energy. The increase in revenue was also due to a higher U.S.-to-Canadian dollar exchange rate.

Common Equity Earnings increased by $99 million compared to 2021. The increase was primarily driven by Rate Base growth across our utilities. The increase in earnings was also due to: (i) higher retail and wholesale electricity sales, as well as transmission revenue in Arizona; (ii) higher margins on gas sold and the mark-to-market accounting of natural gas derivatives at Aitken Creek; and (iii) the impact of new customer rates at Central Hudson. The translation of U.S. dollar-denominated subsidiary earnings at the higher U.S.-to-Canadian dollar foreign exchange rate and lower stock based compensation costs also contributed to results, with these impacts exceeding the related losses on derivatives associated with hedging activities.

Growth in Common Equity Earnings was tempered by certain discrete items at ITC including: (i) costs associated with the suspension of the Lake Erie Connector project; (ii) the revaluation of deferred income tax assets due to a reduction in the corporate income tax rate in the state of Iowa; and (iii) a favourable adjustment recognized in 2021 related to interest rate swaps. Losses on investments that support retirement benefits at UNS Energy and ITC, higher operating costs at Central Hudson related to the implementation of a new CIS, and higher corporate costs also tempered results.

In addition to the above-noted items impacting earnings, the change in EPS reflected an increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP.

The increase in total assets was primarily due to: (i) the translation of U.S. dollar-denominated assets at a higher U.S.-to-Canadian dollar exchange rate; (ii) capital expenditures in 2022; and (iii) an increase in accounts receivable and other current assets, largely due to the flow through of higher energy supply costs.

FOURTH QUARTER RESULTS

Sales

(GWh, except as indicated)	**2023**	2022	Variance
Regulated Utilities			
UNS Energy			
Retail Electricity	**2,302**	2,264	38
Wholesale Electricity	**1,349**	1,247	102
Gas *(PJ)*	**5**	5	—
Central Hudson			
Electricity	**1,196**	1,158	38
Gas *(PJ)*	**6**	8	(2)
FortisBC Energy *(PJ)*	**66**	75	(9)
FortisAlberta	**4,273**	4,200	73
FortisBC Electric	**901**	967	(66)
Other Electric	**2,525**	2,443	82
Non-Regulated			
Corporate and Other	**58**	83	(25)

The increase in electricity sales was driven by: (i) UNS Energy, due to higher short-term wholesale electricity sales, as well as higher retail electricity sales due to customer additions; (ii) FortisAlberta, reflecting customer additions and higher average consumption from commercial and industrial customers; and (iii) the Other Electric segment, due to higher average consumption by residential and commercial customers. The increase was partially offset by FortisBC Electric, reflecting lower average consumption by residential customers due to milder weather.

The decrease in gas sales was driven by FortisBC Energy due to lower average consumption by residential, commercial and transportation customers due to milder weather.

Revenue and Common Equity Earnings	**Revenue**			**Earnings**		
($ millions, except as indicated)	**2023**	2022	Variance	**2023**	2022	Variance
Regulated Utilities						
ITC	**527**	500	27	**136**	126	10
UNS Energy	**706**	716	(10)	**62**	45	17
Central Hudson	**311**	396	(85)	**36**	37	(1)
FortisBC Energy	**544**	725	(181)	**105**	84	21
FortisAlberta	**188**	169	19	**36**	34	2
FortisBC Electric	**145**	136	9	**15**	14	1
Other Electric	**457**	448	9	**35**	40	(5)
Non-regulated						
Corporate and Other	**7**	78	(71)	**(44)**	(10)	(34)
Total	**2,885**	3,168	(283)	**381**	370	11
Weighted average number of common shares outstanding *(# millions)*				**489.4**	481.1	8.3
Basic EPS *($)*				**0.78**	0.77	0.01

The decrease in revenue was due primarily to: (i) lower flow-through costs in customer rates, driven by lower commodity prices at FortisBC Energy and Central Hudson; (ii) lower wholesale electricity sales revenue at UNS Energy due to market prices; and (iii) the disposition of Aitken Creek on November 1, 2023, including the impact of mark-to-market accounting of natural gas derivatives, reflected in the Corporate and Other segment. The decrease was partially offset by Rate Base growth, higher retail electricity revenue at TEP due to new customer rates effective September 1, 2023 and customer additions, and the new cost of capital parameters approved for FortisBC in 2023.

The increase in Common Equity Earnings was driven by: (i) Rate Base growth; (ii) higher retail revenue in Arizona, due to new customer rates at TEP; and (iii) the new cost of capital parameters approved for FortisBC effective January 1, 2023. The increase was partially offset by lower earnings at Aitken Creek, due to the November 1, 2023 disposition, as well as the recognition of mark-to-market accounting gains on natural gas derivatives and margins on gas sold in the fourth quarter of 2022.

The increase in basic EPS reflects higher Common Equity Earnings, as discussed above, partially offset by an increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP.

Cash Flows

($ millions)	**2023**	2022	Variance
Cash and cash equivalents, beginning of period	**765**	395	370
Cash from (used in):			
Operating activities	**746**	869	(123)
Investing activities	**(748)**	(1,152)	404
Financing activities	**(134)**	103	(237)
Effect of exchange rate changes on cash and cash equivalents	**(13)**	(6)	(7)
Change in cash associated with assets held for sale	**9**	—	9
Cash and cash equivalents, end of period	**625**	209	416

Operating Activities

The decrease in Operating Cash Flow was largely driven by FortisBC Energy, reflecting: (i) the timing of flow-through costs in customer rates, due to fluctuations in commodity costs; and (ii) higher development expenditures, net of deposits received, associated with the Eagle Mountain Woodfibre Gas Line project. Higher interest and income tax payments also impacted Operating Cash Flow for the quarter. The decrease was partially offset by higher cash earnings, reflecting Rate Base growth, as well as new customer rates at TEP, and the timing of flow-through of transmission-related amounts in Alberta.

Investing Activities

The decrease in cash used in investing activities was due to proceeds received on the disposition of Aitken Creek and higher customer contributions in aid of construction, partially offset by higher capital expenditures.

Financing Activities

See "Cash Flow Summary" on page 18.

SUMMARY OF QUARTERLY RESULTS

Quarter ended	**Revenue** *($ millions)*	**Common Equity Earnings** *($ millions)*	**Basic EPS** *($)*	**Diluted EPS** *($)*
December 31, 2023	**2,885**	**381**	**0.78**	**0.78**
September 30, 2023	**2,719**	**394**	**0.81**	**0.81**
June 30, 2023	**2,594**	**294**	**0.61**	**0.61**
March 31, 2023	**3,319**	**437**	**0.90**	**0.90**
December 31, 2022	3,168	370	0.77	0.77
September 30, 2022	2,553	326	0.68	0.68
June 30, 2022	2,487	284	0.59	0.59
March 31, 2022	2,835	350	0.74	0.74

Generally, within each calendar year, quarterly results fluctuate in accordance with seasonality. Given the diversified nature of the Corporation's subsidiaries, seasonality varies. Most of the annual earnings of the 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.

Generally, from one calendar year to the next, quarterly results reflect: (i) continued organic growth driven by the Corporation's Capital Plan; (ii) any significant temperature fluctuations from seasonal norms; (iii) the impact of market conditions, particularly with respect to long-term wholesale sales and transmission revenue at UNS Energy; (iv) the timing and significance of any regulatory decisions; (v) changes in the U.S.-to-Canadian dollar exchange rate; (vi) for revenue, the flow through in customer rates of commodity costs; and (vii) for EPS, increases in the weighted average number of common shares outstanding.

December 2023/December 2022

See "Fourth Quarter Results" on page 39.

September 2023/September 2022

Common Equity Earnings increased by $68 million and basic EPS increased by $0.13 in comparison to the third quarter of 2022. The increase was primarily due to the new cost of capital parameters approved for FortisBC by the BCUC in September 2023, which resulted in $38 million of earnings in the quarter, including $26 million associated with the retroactive impact to January 1, 2023. The increase in earnings was also driven by higher retail revenue in Arizona, due to warmer weather and new customer rates at TEP effective September 1, 2023, as well as Rate Base growth across our utilities. A higher U.S.-to-Canadian dollar exchange rate and higher earnings at Aitken Creek, reflecting market conditions, also favourably impacted earnings. Earnings were tempered by: (i) lower long-term wholesale and transmission revenue, as well as higher operating costs and income tax expense at UNS Energy; (ii) higher corporate finance costs; and (iii) higher operating expenses at Central Hudson and FortisAlberta, as expected, due to the timing of costs in the first half of the year. The change in basic EPS also reflected an increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP.

June 2023/June 2022

Common Equity Earnings increased by $10 million and basic EPS increased by $0.02 in comparison to the second quarter of 2022 primarily due to Rate Base growth, largely at ITC and the western Canadian utilities. Also contributing to growth was the timing of operating expenses at Central Hudson and FortisAlberta, an increase in the market value of certain investments that support retirement benefits, and a higher U.S.-to-Canadian dollar exchange rate. Growth was tempered by lower earnings in Arizona, driven by a decrease in retail electricity sales due to milder weather, the timing of wholesale sales, and higher operating costs, partially offset by lower depreciation expense associated with the retirement of the San Juan generating station in June 2022. Lower earnings from Aitken Creek due to the mark-to-market accounting of natural gas derivatives, as well as higher corporate finance costs, also impacted results as compared to the second quarter of 2022. The change in basic EPS also reflected an increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP.

March 2023/March 2022

Common Equity Earnings increased by $87 million and basic EPS increased by $0.16 in comparison to the first quarter of 2022 due to Rate Base growth, mainly at ITC and the western Canadian utilities, as well as higher earnings at UNS Energy. Market conditions resulted in wholesale electricity sales with favourable margins and higher transmission revenue at UNS Energy in the first quarter of 2023 compared to later quarters in 2022. Higher retail electricity sales, including the impact of favourable weather, and lower depreciation expense associated with the retirement of the San Juan generating station in June 2022, also contributed to results in Arizona. Results for the quarter also reflected higher earnings at Aitken Creek, an increase in the market value of investments that support retirement benefits at UNS Energy and ITC, and a higher U.S.-to-Canadian dollar exchange rate, partially offset by higher corporate finance costs. The change in basic EPS also reflected an increase in the weighted average number of common shares outstanding, largely associated with the Corporation's DRIP.

RELATED-PARTY AND INTER-COMPANY TRANSACTIONS

Related-party transactions are in the normal course of operations and are measured at the amount of consideration agreed to by the related parties. There were no material related-party transactions in 2023 or 2022.

The lease of gas storage capacity and gas sales from Aitken Creek to FortisBC Energy, from January 1, 2023 through to the November 1, 2023 disposition of Aitken Creek, of $25 million (twelve month period in 2022 - $37 million) are inter-company transactions between non-regulated and regulated entities, which were not eliminated on consolidation.

Fortis periodically provides short-term financing to subsidiaries to support capital expenditures and seasonal working capital requirements, the impacts of which are eliminated on consolidation. As at December 31, 2023 and 2022, there were no inter-segment loans outstanding. Interest charged on inter-segment loans was not material in 2023 and 2022.

MANAGEMENT'S EVALUATION OF CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

DCP are designed to provide reasonable assurance that information required to be disclosed in reports filed with, or submitted to, securities regulatory authorities is recorded, processed, summarized and reported within the time periods specified under Canadian and U.S. securities laws. As of December 31, 2023, an evaluation was carried out under the supervision of, and with the participation of, the Corporation's management, including the CEO and CFO, of the effectiveness of the Corporation's DCP, as defined in the applicable Canadian and U.S. securities laws. Based on that evaluation, the CEO and CFO concluded that such DCP are effective as of December 31, 2023.

Internal Control over Financial Reporting

ICFR is designed by, or under the supervision of, the Corporation's CEO and CFO and effected by the Corporation's Board, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Because of its inherent limitations, ICFR may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Corporation's management, including the Corporation's CEO and CFO, assessed the effectiveness of the Corporation's ICFR as of December 31, 2023, based on the criteria set forth in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that, as of December 31, 2023, the Corporation's ICFR was effective.

During the year ended December 31, 2023, there have been no changes in the Corporation's ICFR that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

OUTLOOK

Fortis is executing on the transition 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 additional 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; RNG 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".

FORWARD-LOOKING INFORMATION

Fortis includes forward-looking information in the MD&A 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: the expectation that Fortis is well-positioned for future investment opportunities that will drive significant investment; forecast capital expenditures for 2024 and 2024 through 2028, including Cleaner Energy Investments; the expected timing, outcome and impact of legal and regulatory proceedings and decisions; the recovery of the GCOC decision in customer rates and the collection of the associated revenue deficiency deferral; annual dividend growth guidance through 2028; the expected sources of funding for the Capital Plan; the expected sources of common equity proceeds; forecast Rate Base and Rate Base growth for 2024 and through 2028; the expectation that advancements in the use of hydrogen and RNG will further contribute to carbon reduction; the 2050 net-zero direct GHG emissions target; the 2030 and 2035 direct GHG emissions reduction targets; how GHG emissions targets are expected to be achieved, including TEP's plan to exit coal by 2032; the release of the 2024 climate report and expected contents thereof; the nature, timing, benefits and expected costs of certain capital projects, including ITC's transmission projects associated with the MISO LRTP, the Roadrunner Reserve Battery Storage Project, the Vail-to-Tortolita Transmission Project, IRP Energy Resources, the Eagle Mountain Woodfibre Gas Line Project, the Tilbury LNG Storage Expansion, the AMI Project; the Tilbury 1B Project, the Okanagan Capacity Upgrade, the Wataynikaneyap Transmission Power Project, and additional opportunities beyond the capital plan, including investments associated with the IRA, the MISO LRTP, UNS Energy's 2023 IRPs, FortisBC Energy's LNG infrastructure, the Propel New York Energy Project, climate adaptation and grid resiliency, further gas infrastructure opportunities in British Columbia, and other cleaner energy infrastructure; the targeted capital structure; the expected or potential funding sources for operating expenses, interest costs and capital expenditures; the expected consolidated fixed-term debt maturities and repayments over the next five years; the expectation that maintaining the targeted capital structure of the regulated operating subsidiaries will not have an impact on the Corporation's ability to pay dividends in the foreseeable future; the expectation that the Corporation and its subsidiaries will continue to have access to long-term capital and will remain compliant with debt covenants in 2024; the expected uses of proceeds from debt financings; the performance of contractual obligations to provide equity capital to the Wataynikaneyap Partnership; the potential and expected impacts of income tax compliance examinations, the U.S. corporate alternative minimum income tax and the enactment of draft Canadian legislation with respect to interest deductibility limitations and global minimum tax; and the expectation that long-term growth in Rate Base will drive earnings that support dividend growth guidance of 4-6% annually through 2028.

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 legal and 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 financial performance and 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 under the heading "Business Risks" in this MD&A and in other continuous disclosure materials filed from time to time with Canadian securities regulatory authorities and the Securities and Exchange Commission. Key risk factors for 2024 include, but are not limited to: uncertainty regarding changes in utility regulation, including the outcome of regulatory proceedings at the Corporation's utilities; the physical risks associated with the provision of electric and gas service, which are exacerbated by the impacts of climate change; risks related to environmental laws and regulations; risks associated with capital projects and the impact on the Corporation's continued growth; risks associated with cybersecurity and information and operations technology; the impact of weather variability and seasonality on heating and cooling loads, gas distribution volumes and hydroelectric generation; risks associated with commodity price volatility and supply of purchased power; and risks related to general economic conditions, including inflation, interest rate and foreign exchange risks.

All forward-looking information herein is given as of February 8, 2024. 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.

GLOSSARY

2023 Annual Financial Statements: the Corporation's audited consolidated financial statements and notes thereto for the year ended December 31, 2023

Actual Payout Ratio: dividends paid per common share divided by basic EPS

Adjusted Basic EPS: Adjusted Common Equity Earnings divided by the basic weighted average number of common shares outstanding

Adjusted Common Equity Earnings: net earnings attributable to common equity shareholders adjusted as shown under "Non-U.S. GAAP Financial Measures" on page 13

Adjusted Payout Ratio: dividends paid per common share divided by Adjusted Basic EPS as shown under "Non-U.S. GAAP Financial Measures" on page 13

AFUDC: allowance for funds used during construction

Aitken Creek: Aitken Creek Gas Storage ULC, a 93.8%-owned subsidiary of FortisBC Holdings Inc., sold on November 1, 2023

AMI: Advanced Metering Infrastructure

ATM Program: at-the-market equity program

ACC: Arizona Corporation Commission

ASU: accounting standards update

AUC: Alberta Utilities Commission

BCUC: British Columbia Utilities Commission

Belize Electricity: Belize Electricity Limited, in which Fortis indirectly holds a 33% equity interest

Board: Board of Directors of the Corporation

CAGR(s): compound annual growth rate of a particular item CAGR=$(EV/BV)^{(1/n)}$-1, where: (i) EV is the ending value of the item; (ii) BV is the beginning value of the item; and (iii) n is the number of periods. Calculated on a constant U.S. dollar-to-Canadian dollar exchange rate

Capital Expenditures: cash outlay for additions to property, plant and equipment and intangible assets as shown in the Annual Financial Statements, as well as Fortis' 39% share of capital spending for the Wataynikaneyap Transmission Power Project. See "Non-U.S. GAAP Financial Measures" on page 13

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., an indirect approximately 60%-owned (as at December 31, 2023) subsidiary of Fortis, together with its subsidiary

Central Hudson: CH Energy Group, Inc., an indirect wholly owned subsidiary of Fortis, together with its subsidiaries, including Central Hudson Gas & Electric Corporation

CEO: Chief Executive Officer of Fortis

CFO: Chief Financial Officer of Fortis

CIS: customer information system

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

Common Equity Earnings: net earnings attributable to common equity shareholders

Corporation: Fortis Inc.

COS: cost of service

CPCN: Certificate of Public Convenience and Necessity

CRMP: Cybersecurity Risk Management Program

DBRS Morningstar: DBRS Limited

D.C. Circuit Court: U.S. Court of Appeals for the District of Columbia Circuit

DCP: disclosure controls and procedures

DEI: diversity, equity and inclusion

DRIP: dividend reinvestment plan

EPC: engineering, procurement and construction

EPRI: Electric Power Research Institute

EPS: earnings per common share

ERM: enterprise risk management

ESG: environmental, social and corporate governance

FERC: Federal Energy Regulatory Commission

Fortis: Fortis Inc.

FortisAlberta: FortisAlberta Inc., an indirect wholly owned subsidiary of Fortis

FortisBC Electric: FortisBC Inc., an indirect wholly owned subsidiary of Fortis, together with its subsidiaries

FortisBC Energy: FortisBC Energy Inc., an indirect wholly owned subsidiary of Fortis, together with its subsidiaries

FortisOntario: FortisOntario Inc., a direct wholly owned subsidiary of Fortis, together with its subsidiaries

FortisTCI: FortisTCI Limited, an indirect wholly owned subsidiary of Fortis, together with its subsidiary

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

Four Corners: Four Corners Generating Station, Units 4 and 5

FX: foreign exchange associated with the translation of U.S. dollar-denominated amounts. Calculated by applying the change in the U.S.-to-Canadian dollar FX rates to the prior period U.S. dollar balance.

GCOC: generic cost of capital

GHG: greenhouse gas

GWh: gigawatt hour(s)

ICFR: internal control over financial reporting

IRA: Inflation Reduction Act of 2022

IRP: Integrated Resource Plan

ITC: ITC Investment Holdings Inc., an indirect 80.1%-owned subsidiary of Fortis, together with its subsidiaries, including International Transmission Company, Michigan Electric Transmission Company, LLC, ITC Midwest LLC, and ITC Great Plains, LLC

LNG: liquefied natural gas

LRTP: long range transmission plan

Luna: Luna Energy Facility

kV: kilovolt

Major Capital Projects: projects, other than ongoing maintenance projects, individually costing $200 million or more

Maritime Electric: Maritime Electric Company, Limited, an indirect wholly owned subsidiary of Fortis

Material Adverse Effect: a material adverse effect on the Corporation's business, results of operations, financial position or liquidity, on a consolidated basis

MD&A: the Corporation's management discussion and analysis for the year ended December 31, 2023

MISO: Midcontinent Independent System Operator, Inc.

Moody's: Moody's Investor Services, Inc.

MW: megawatt(s)

Navajo: Navajo Generating Station

Newfoundland Power: Newfoundland Power Inc., a direct wholly owned subsidiary of Fortis

Non-U.S. GAAP Financial Measures: financial measures that do not have a standardized meaning prescribed by U.S. GAAP

NOPR: notice of proposed rulemaking

NYSE: New York Stock Exchange

OPEB: other post-employment benefits

Operating Cash Flow: cash from operating activities

PBR: performance-based rate-setting

PJ: petajoule(s)

PPFAC: purchased power and fuel adjustment clause

PSC: New York State Public Service Commission

Rate Base: the stated value of property on which a regulated utility is permitted to earn a specified return in accordance with its regulatory construct

REA: Rural Electrification Association

RNG: renewable natural gas

ROA: rate of return on Rate Base

ROE: rate of return on common equity

ROFR: right of first refusal

RTO: regional transmission organization

S&P: Standard & Poor's Financial Services LLC

SEDAR+: Canadian System for Electronic Document Analysis and Retrieval

TEP: Tucson Electric Power Company, a direct wholly owned subsidiary of UNS Energy

Transco: New York Transco LLC

TSR: total shareholder return, which is a measure of the return to common equity shareholders in the form of share price appreciation and dividends (assuming reinvestment) over a specified time period in relation to the share price at the beginning of the period.

TSX: Toronto Stock Exchange

UNS Electric: UNS Electric, Inc.

UNS Energy: UNS Energy Corporation, an indirect wholly owned subsidiary of Fortis, together with its subsidiaries, including TEP, UNS Electric and UNS Gas, Inc.

U.S.: United States of America

U.S. GAAP: accounting principles generally accepted in the U.S.

Waneta Expansion: Waneta Expansion hydroelectric generation facility

Wataynikaneyap Partnership: Wataynikaneyap Power Limited Partnership

Exhibit 99.4

Rule 13a-14(a) or Rule 15d-14(a) Certification - Chief Executive Officer

I, David G. Hutchens, certify that:

1. I have reviewed this annual report on Form 40-F of Fortis Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

/s/ David G. Hutchens
David G. Hutchens
President and Chief Executive Officer

St. John's, Canada
February 9, 2024

Exhibit 99.5

Rule 13a-14(a) or Rule 15d-14(a) Certification - Chief Financial Officer

I, Jocelyn H. Perry, certify that:

1. I have reviewed this annual report on Form 40-F of Fortis Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

/s/ Jocelyn H. Perry
Jocelyn H. Perry
Executive Vice President, Chief Financial Officer

St. John's, Canada
February 9, 2024

Exhibit 99.6

Rule 13a-14(b) Certification Chief Executive Officer

In connection with the annual report of Fortis Inc. (the "Company") on Form 40-F for the fiscal year ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David G. Hutchens, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David G. Hutchens
David G. Hutchens
President and Chief Executive Officer

St. John's, Canada
February 9, 2024

Exhibit 99.7

Rule 13a-14(b) Certification Chief Financial Officer

In connection with the annual report of Fortis Inc. (the "Company") on Form 40-F for the fiscal year ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jocelyn H. Perry, Executive Vice President, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jocelyn H. Perry
Jocelyn H. Perry
Executive Vice President, Chief Financial Officer

St. John's, Canada
February 9, 2024

Exhibit 99.8

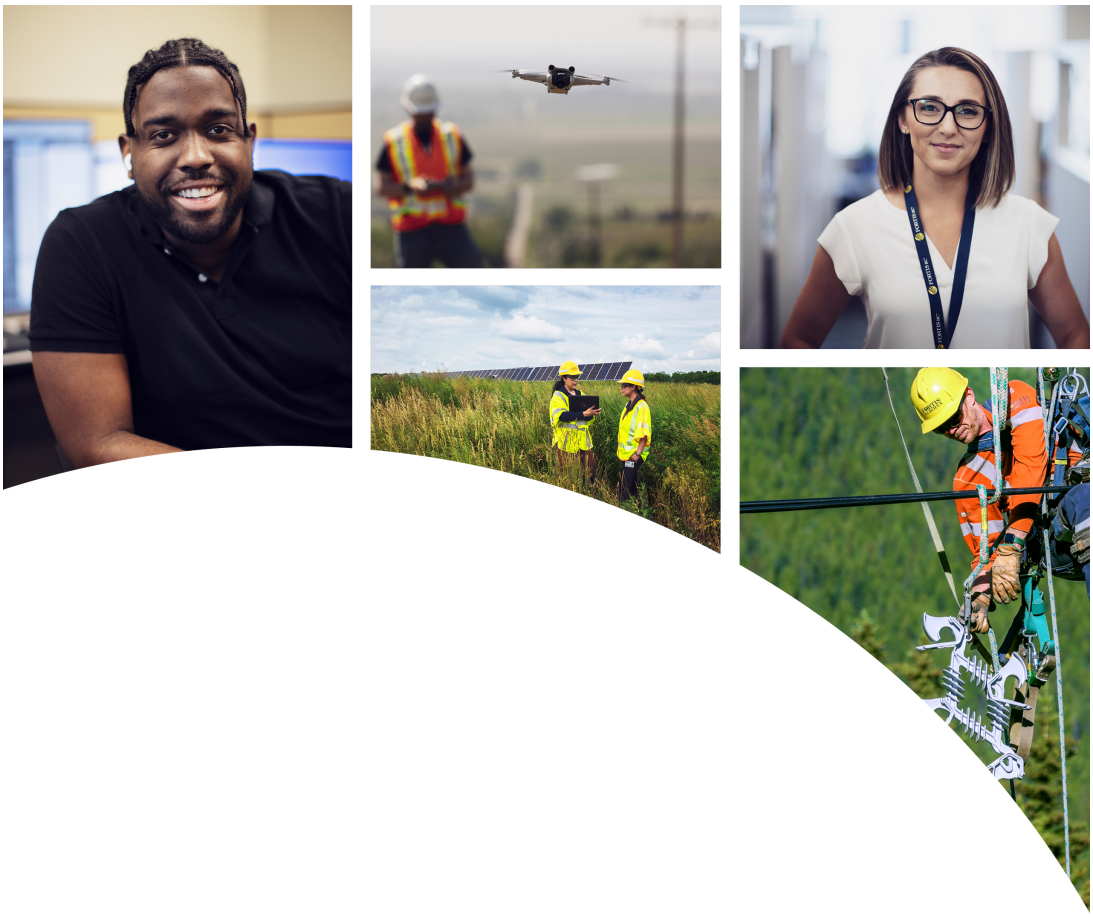
Consent of Report of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement No. 333-264838, 333-276111 and 333-276112 on Form S-8, Registration Statement No. 333-226663 and its Post-Effective Amendment No. 1 on Form S-8, Registration Statement No. 333-236213 and its Post-Effective Amendment No. 2 on Form S-8, Registration Statement No. 333-268493 on Form F-10EF, and Registration Statement No. 333-249039 on Form F-3 and to the use of our reports dated February 8, 2024 relating to the consolidated financial statements of Fortis Inc. and the effectiveness of Fortis Inc.'s internal control over financial reporting appearing in this Annual Report on Form 40-F for the year ended December 31, 2023.

/s/ Deloitte LLP
Chartered Professional Accountants

St. John's, Canada
February 9, 2024

Exhibit 99.9



CODE OF CONDUCT

FORTIS

JANUARY 1, 2024

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MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

With more than a century in the utility business, Fortis has deep roots. We also have an exciting future as part of the clean energy transition.

Our customers rely on us to be there for them every day. We've earned their trust by always demonstrating strong purpose and values while maintaining an unwavering focus on safe, reliable and dedicated service.

We always strive to do the right thing and to act with honesty, integrity and professionalism in everything we do. We are also committed to respecting the principles of social justice and treating all people fairly and equally.

Whether we're interacting with work colleagues, industry partners, advisors, regulators, customers or casual acquaintances, how we conduct ourselves leaves an impression of who we are as individuals and as a company. I'm always impressed by the integrity and dedication of our people, not just in our own daily work, but also in our commitment to the communities we serve. We must remain vigilant in protecting our good name and reputation.

Respecting Our Code of Conduct

Our code of conduct is our primary reference guide for ethical and professional behaviour at Fortis. All of us must respect the code and live by its standards. Please take the time to read this important document.

I encourage you to be mindful and aware of what you observe in your workplace, and to speak up if you see things that cause you to be uneasy, uncomfortable or concerned. Our code is robust but it's merely a written document. What really matters is doing the right thing, and living by the principles expressed in our code each and every day.

Every year you must acknowledge that you have read, understand and agree to abide by the code (you can read more about this on page 6). I thank everyone throughout the Fortis organization for your continuing commitment to the company and the communities we serve, and to high ethical standards in everything we do.

Sincerely,



David G. Hutchens
President and Chief Executive Officer



INTRODUCTION

Integrity and sound policies and procedures are core to the way we do things and are critical to our success.

This code of conduct (the code) sets out the high standard of conduct we expect of everyone at Fortis, and the principles and concepts in this code apply across the entire Fortis organization.

The code applies to Fortis employees, officers and directors in every country where we do business. We also expect our vendors, suppliers, contractors, consultants and other service providers (vendors) to follow the standards contained in the Fortis *vendor code of conduct*.

Everyone in our organization is expected to comply with the law, rules and regulations that apply to us, and the requirements and spirit of the code. We hold ourselves to high standards and have zero tolerance for unethical conduct or breaches of integrity..

Always doing the right thing and conducting yourself with integrity is key. Any interactions you have with others — our customers, investors, business partners, potential business partners, vendors, competitors, government officials, regulators, the public, fellow employees and other stakeholders — must be honest, fair, courteous, respectful and professional.

This code describes appropriate behaviour, but it doesn't cover every situation or action you may encounter. Use the code as a guide and speak to an internal resource if you have any questions or aren't sure about something.

OUR BUSINESS MODEL

Fortis follows a *standalone business model* where our subsidiaries operate with substantial autonomy.

The general principles and spirit of this code apply universally across the entire Fortis organization. Each subsidiary adopts its own code which includes core elements of this code, while tailored as required to the subsidiary's unique operations and jurisdiction.

IN THIS DOCUMENT

- *Code* means this *code of conduct*
- *We, us, our, Fortis* and *the company* mean Fortis Inc.
- *You* and *your* mean everyone who is governed by the code: Fortis employees, officers and directors
- *Board* means our board of directors
- *Executive officer* means an executive officer as defined in applicable Canadian and U.S. securities laws — and includes our Chair of the board, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Legal Officer (CLO), Vice Presidents in charge of principal business divisions or functions, or someone performing a policy-making function
- *Internal resource* means your supervisor, a member of senior management, the CLO or the Director, Regulatory and Compliance *(Compliance Director)*

This code refers to other Fortis policies. These are available on our intranet.

Following the Code

Following the code and all other Fortis policies, procedures and guidelines is mandatory. If you don't comply, you may face disciplinary action, which could include losing your job.

You will be asked annually to acknowledge that you have read the code and understand and agree to follow it.

We periodically conduct internal audits to monitor employee compliance with the code and other policies.

Reporting a Concern

If you have a concern or suspect that someone is not following the code, you must report it promptly to an internal resource.

Where other Fortis policies contain their own specialized reporting procedures, such as under our *respectful workplace policy*, those procedures should be followed first whenever possible. If you feel more comfortable reporting anonymously, you can use our *EthicsPoint* hotline, which is available through the web and by phone 24 hours a day, seven days a week (see page 34 for details).

We investigate every report we receive and keep all information confidential following our *speak up policy*. There will be no retaliation against anyone for reporting a concern in good faith. The audit committee oversees the reporting process set out in our *speak up policy*. The committee is also responsible for making sure we have appropriate procedures for receiving, retaining and dealing with all reports related to accounting, internal controls and auditing matters.

ETHICAL DECISION-MAKING FRAMEWORK

If you encounter an ethical issue, ask:

1. Is it legal?
2. Is it consistent with the code?
3. Does it align with Fortis values?
4. Is it in the interests of Fortis?
5. Would I be comfortable if it became public?

If the answer to all five questions is "yes", it is likely okay. If an answer is unclear, or if you answered "no" or "maybe" to any question, seek advice from an internal resource.



Making Changes to the Code

We periodically update our code, with input from external governance and sustainability experts. We'll let you know when we make a material change to the code.

The code is also reviewed regularly by our governance and sustainability committee and changes are approved by the board. This version of the code was approved in December 2023 and went into effect on January 1, 2024. You can find an electronic copy on our intranet and our website (www.fortisinc.com).

Waiving an Aspect of the Code

The board may waive an aspect of the code in certain circumstances. A request must be made in writing to the board's governance and sustainability committee who will review the request and make a recommendation to the board.

We'll publicly disclose a waiver granted by the board as required by the laws, rules and regulations that apply.

REPORTING CHANNELS

Our values reflect that we act with courage and integrity and hold ourselves to the highest ethical standards. If you have concerns about a possible code infringement you should report the matter through one of the following:

- your supervisor
- an executive officer
- a member of senior management
- the Compliance Director
- the CLO
- our *EthicsPoint* hotline (see page 34 for details)

ETHICSPOINT HOTLINE

Go online at *www.fortisInc.ethicspoint.com*. Or call 1-866-294-5534. See page 34 if you're calling from outside Canada or the United States.

QUESTIONS?

Don't hesitate to ask if you're not sure about something. Speak to an internal resource.



BEING YOUR BEST

Being your best means exhibiting your best qualities as you perform your day-to-day responsibilities and interact with others.

At Fortis, we expect you to treat others as you would like to be treated. Maintaining a high standard of conduct creates a strong, positive culture that benefits everyone. We have zero tolerance for bullying, harassment, discrimination, violence, or any form of derogatory treatment of others.

As you go about your daily activities at work and in our communities, you're expected to:

- follow the rules and do the right thing
- act with honesty and integrity
- look out for the safety and wellbeing of others
- speak up if you see something that doesn't seem right, or otherwise concerns you or makes you feel uncomfortable
- show respect to everyone that you deal with and treat others in a cooperative and inclusive manner
- avoid conflicts of interest or other situations that could compromise your loyalty, objectivity and judgment
- protect the reputation, assets and interests of Fortis
- minimize impacts on the environment and support sustainability in our operations, and
- support communities where we live and operate



QUESTION

I am a new employee and still learning some of the complexities of my job. I don't yet entirely understand everything that my department does, but there are aspects that I just can't follow, and I am starting to wonder if it's all by the book. What should I do?

ANSWER

If you find yourself in a situation where you have concerns about a work-related matter, you must speak up. While it's often human nature to be reluctant to say anything, you should never ignore things that make you uncomfortable. At first instance, you should bring any such concerns to your supervisor, who has broad and detailed knowledge about your department's work and can answer any questions you may have. However, if you would feel uncomfortable doing that, you can also speak to a member of senior management, the Compliance Director or the CLO. All employees should feel free to speak up about any concerns. There will be no retaliation or repercussions for reporting a concern in good faith.

Setting the Right Tone

Leaders at every level have a responsibility to set the right tone, maintain our culture of integrity and always model ethical behaviour.

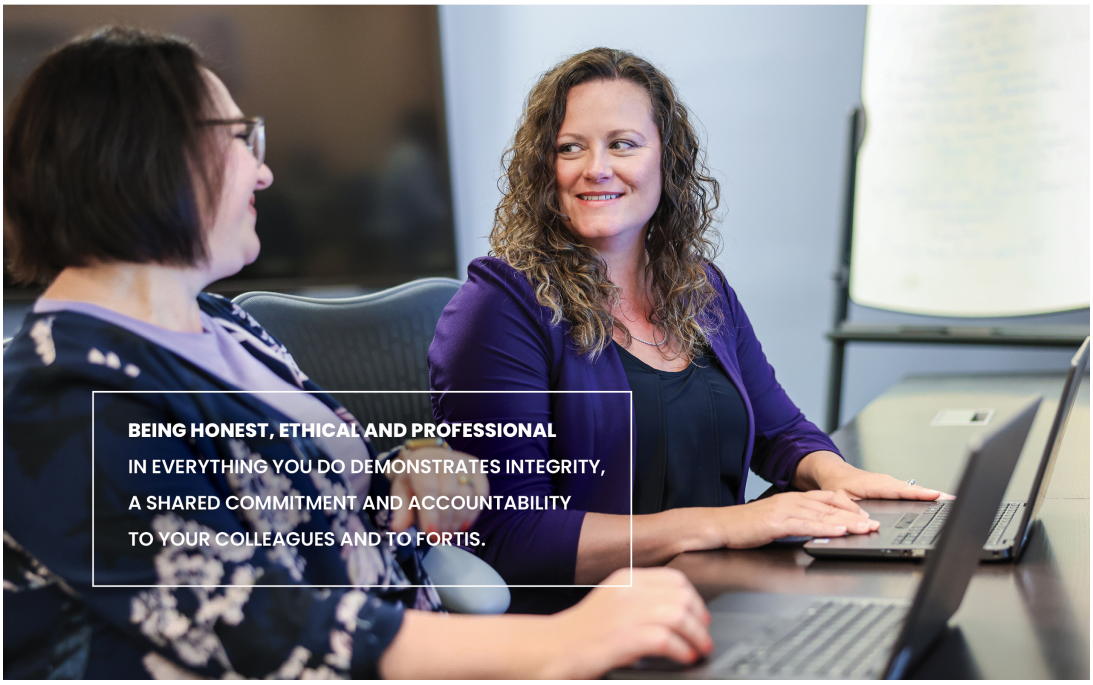
If you're a leader, four basic principles must always guide your decisions and actions regardless of your specific role:

Engage
Create an open and welcoming environment for employees to speak up.

Identify
Understand what misconduct may look like and watch out for it.

Escalate
Connect quickly with the right resource if there is a concern or report of potential misconduct.

Ensure
Watch for any signs of retaliation against an employee who has voiced a good faith concern.





PROTECTING HEALTH, SAFETY AND THE ENVIRONMENT

You have the right to work in a professional, respectful, inclusive and safe environment — a place without discrimination, inappropriate behaviour or unethical conduct.

Physical Safety

We're committed to maintaining safe working conditions for our employees and contractors that comply with occupational health and safety laws, meet industry standards and are consistent with best practices.

There is a risk of injury and harm in every workplace. The utility business is somewhat unique because the products we deliver to our customers — electricity and natural gas— are inherently dangerous if they're not handled properly. Also, many employees and contractors work in remote locations and in extreme weather, all to make sure that customers receive reliable service. Employees and contractors are exposed to these and other dangers every day, and safety must be "job one" at Fortis. We must be diligent in following our *occupational health and safety policies* and safety protocols to ensure that we always remain safe.

All safety issues should be reported to your supervisor or health and safety committee representative. There will be no retaliation against anyone for reporting a safety concern in good faith.

SAFE, RESPECTFUL AND DIVERSE

Our *occupational health and safety policies* set out our standards and protocols for maintaining safe and healthy working conditions.

We believe our workplace should foster inclusion and diversity. This commitment is reinforced in our *inclusion and diversity commitment statement* and *board and executive diversity policy*.

Our *respectful workplace policy* sets out our expectations for a workplace that is professional and respectful, free of harassment, bullying, discrimination, violence, or derogatory treatment of others.

Respect, Inclusion and Diversity

We value and support inclusion and diversity in the workplace. Our *inclusion and diversity commitment statement* confirms our organization-wide pledge to create a workplace where all feel welcomed, valued, respected and empowered to bring their authentic selves to work. Our *board and executive diversity policy* details our philosophy and goals regarding leadership diversity.

We respect all equal opportunity, human rights and non-discrimination laws, as well as occupational health and safety and labour standards laws.

We have zero tolerance for any kind of harassment, sexual harassment, physical and verbal violence, discrimination, retaliation, or any other form of abusive or inappropriate behaviour in the workplace.

Anyone who faces inappropriate behaviour can report it and have it investigated and resolved under our *respectful workplace policy*.

Human Rights

Our human rights statement sets out our expectations regarding the avoidance of all forms of slavery, forced labour and child labour in our operations.

We respect workers' freedom of association, right to collectively bargain, and right to a fair wage. We also support the spirit and intent of international human rights conventions such as the United Nations' Universal *Declaration of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, Freedom of Association and Protection of the Right to Organize Convention* (CO87) and *Right to Organize and Collectively Bargain Convention* (CO98).

Our expectation of respect for human rights applies equally to employees and our vendors. In this regard, our *vendor code of conduct* sets out our expectations of our vendors, and provides guidance to our subsidiaries, which are required to adopt substantially similar policy measures.





A CULTURE OF EQUALITY

Hiring practices should be non-discriminatory and people should be treated fairly, compensated appropriately and promoted without discrimination. We strive to treat people equally, without differentiating based on race, nationality, ethnic origin, Indigenous status, colour, religion, age, gender, marital status, family status, sexual orientation, identity or expression, political belief, source of income, disability or disfigurement in our employment practices or hiring of third-party providers.

Respecting Social Justice Principles

We oppose social injustice in all its forms. Creating meaningful change requires work and focus. We are committed to doing the work, driving change and acting with intention.

We have established a diversity, equity and inclusion framework and an enterprise-wide advisory council to guide our efforts. We are listening, learning and identifying barriers to equity. We have the ability to make a difference, so we must.



QUESTION

I heard that a new role is being created within Fortis for which I am qualified and have relevant experience. I'm concerned my age might prevent me from being considered.

ANSWER

If you are interested in a new position for which you are fully qualified, you have a right to be considered for the role. Candidates will be evaluated based on merit against objective criteria. Discrimination in relation to employment, including in hiring and promotions, based on age or any other protected characteristics is prohibited. Our commitment to fair hiring and promotion practices requires that all such decisions be free of bias and discrimination.

Health and Wellness

We support employee health and wellness. You should do your best to stay healthy and to be "fit for duty" during the entire workday so you're effective on the job and can avoid anything that can put your safety, or the safety of others, at risk.

You must advise your supervisor or Human Resources if you're taking prescription medication that could cause impairment, compromise safety or negatively affect your work performance.

BE FIT FOR DUTY

Our *employee guide* sets out our expectations for people at work and attending corporate functions. It includes the general expectation that employees will come to work "fit for duty" — being reasonably capable of safely performing the requirements of their job. The guide also confirms our duty as an employer to reasonably accommodate people who have legitimate medical conditions.



QUESTION

A co-worker of mine has asked me out on a date. Although I declined, this person has repeatedly asked me. What do I do?

ANSWER

Ideally, such situations can be handled in a respectful and professional manner directly between the individuals, without the need to escalate the matter further. You should be firm and tell the co-worker that you are not interested. Once you've said no, your co-worker should respect that. If the unwelcome or harassing behaviour persists you should speak with a supervisor or file a complaint. Our *respectful workplace policy* describes the company's expectations regarding respecting our fellow employees and sets out complaint procedures for the investigation and resolution of policy violations.



Social Responsibility, the Environment and Sustainability

We consider the impact of our actions on society, the environment and the communities where we operate. We seek to make positive contributions to our communities.

We have established a corporate net-zero direct greenhouse gas emissions target by 2050, with incremental direct emission reduction goals of 50% and 75% by 2030 and 2035, respectively, as compared to 2019 levels. We are committed to supporting the transition to cleaner energy, taking action to address climate change, and maintaining resilient infrastructure. As the energy transition unfolds, customer affordability and system reliability will remain key pillars of our values and long-term business strategy.

We invest in resilient infrastructure and promote energy efficiency. As an organization, we seek to use all resources as efficiently as possible. We act responsibly to protect our neighbours and the public, and to promote sustainability in everything we do.

We're committed to environmental compliance, stewardship, leadership and accountability. Whether you work in the field or an office, you must comply with all environmental requirements and related corporate policies that apply to you. Our vendors are also expected to adhere to this standard. We track, investigate and report on environmental and other hazards and incidents and strive for continuous improvement.

Looking Out for Each Other

While we have different roles and responsibilities, we're all members of the Fortis organization and each of us plays an important part in our success.

It's important to always show mutual respect and to look out for one another to keep us all healthy and safe, whether you're facing physical or emotional challenges or noticing that one of your colleagues may be going through a difficult time.

Be there for your colleagues and remember to treat others as you would like to be treated.



QUESTION

I thought I would plan an informal social gathering for my department after work on Friday, but I'm pretty sure that our new hire can't make it because they usually pick up their child from day care at 5:30. I guess it's OK to leave them off the invitation?

ANSWER

No, it's best to invite everyone to your group activities, even if some might not be able to make it. All employees are part of the Fortis team and appreciate being thought of and included. Always treat others as you would like to be treated and be considerate of how others might misinterpret an innocent oversight. The company's *inclusion and diversity commitment statement* affirms the importance of our inclusive culture and fostering a workplace where everybody feels valued and respected.



ACTING RESPONSIBLY

You're responsible for your behaviour and actions while you're at work and when you're out in the community.

Obeying the Law

You must conduct Fortis business according to the law, rules and regulations where we work and operate. You must never assist anyone to circumvent the law, evade taxes or commit fraud.

You cannot take unfair advantage of someone, whether it's by manipulating them, concealing information, abusing privileged information, misrepresenting material facts, or any other unfair dealing practice. Offering or accepting a bribe or kickback, or promising or receiving any other improper benefit to influence a customer, vendor, public official or any other person, is a serious offence. All such activity is prohibited, whether carried out, directly or indirectly. Refer to our *anti-corruption policy* and *anti-corruption procedures* for more information.

Complying with Regulations

Regulators perform a vital role in safeguarding the public interest, and we all have a role to play in meeting our commitments and demonstrating to regulators that Fortis is a responsible owner of public utilities. Most aspects of our business are regulated. This legal framework covers a wide range of topics, including public utility regulation, the environment, occupational health and safety, human rights and non-discrimination, bribery and corruption, government lobbying and political contributions, privacy and fair competition practices.

We have almost continuous interaction with regulators across our operating jurisdictions. Maintaining respectful, constructive and cooperative relationships builds trust, is good for all our stakeholders and is simply the right way to conduct business.

FERC

The Federal Energy Regulatory Commission (FERC) in the United States is a common regulator of our U.S. subsidiaries. Our *FERC compliance manual* describes our expectation of strict compliance with FERC regulation. Under the Fortis standalone business model, each U.S. subsidiary is responsible for designing and operating a robust FERC compliance program for its operations.

Our *insider trading policy* and *disclosure policy* cover specific aspects of securities regulation.

Securities Regulation

As a public company, we're also subject to securities regulations and stock exchange rules that govern things like offering, selling and buying securities, and financial reporting.

Securities regulations and stock exchange rules also govern the disclosure of material information by public companies and insiders (see page 18).

Avoiding Conflicts of Interest

It's your responsibility to always protect our corporate interests.

That means you must not engage in activity that could, or could be perceived to, give rise to a potential conflict between your personal interests and the interests of Fortis, or that appears to compromise your ability to act in an unbiased way. This extends to situations that involve or relate to the interests of family members, friends or acquaintances.

You're required to tell us about any conflict or perceived conflict of interest. You should inform an internal resource.





Red Flags to Avoid

Conflicts of interest can take different forms. Make sure you don't put yourself in one of these red flag situations, either directly or indirectly through family, friends or otherwise.

You must not:

- put yourself in a position where a transaction with Fortis or a subsidiary could result in a benefit or interest to you beyond the normal benefits of your employment relationship with us
- put yourself in a position or relationship with a co-worker which could, or could reasonably be perceived to, compromise your objectivity, business judgment or impartiality
- contract with or provide services to Fortis or a subsidiary outside of your employment with us
- participate in activities or ventures that compete with Fortis or a subsidiary or that interfere or appear to interfere with your duties and responsibilities to our company
- use confidential or material information about Fortis that is not publicly available for your benefit or the benefit of others
- have a financial or other interest in any entity doing business with Fortis (other than an interest of 1% or less in a publicly traded entity or an interest held through a mutual or similar fund where investment decisions are made at arms length by others)
- approve a loan to an employee, executive officer or director of Fortis or a subsidiary. Executive officers and members of the board are also subject to special conflict rules under corporate and securities laws. Specifically, directors and executive officers are prohibited from accepting, directly or indirectly, personal loans from Fortis or any of our subsidiaries
- select, manage or influence a relationship with a vendor or other business partner if they employ or are controlled by someone you have a personal or family connection with

This list does not include every kind of conflict situation. If you're not sure about something, speak to an internal resource.

ABOUT MATERIAL INFORMATION

Material information is any 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 our securities, and includes any information that a reasonable investor would consider important in making a decision about investing in Fortis securities. Our *insider trading policy* and *disclosure policy* contain examples of *material information*.

Insider Trading

The value of any public company's securities can rise or fall with the release of information — whether it's good or bad. Securities laws prohibit anyone from:

- trading on *material information* about a public company before it has been generally disclosed (called *insider trading*)
- intentionally or unintentionally passing material information to someone before it has been generally disclosed (called *tipping*)

Insider trading and tipping give an investor an unfair advantage over other investors because the material information has not yet been shared publicly and the market has not had time to absorb it. Insider trading and tipping are both serious offenses. You are not allowed to trade in Fortis securities if you:

- have material information about Fortis that hasn't been publicly disclosed and absorbed by the market
- are an *insider* (see below) and are subject to a *trading blackout period*
- have been notified by the Legal Department that you cannot trade in Fortis securities or securities of any other public company

You are also not allowed to trade another public company's securities if you acquire material information about that other company that hasn't been generally disclosed.

Note that if you have material information about Fortis that has not been generally disclosed, you may still be permitted to buy Fortis shares under our Employee Share Purchase Plan as share purchases occur at pre-arranged times and you have no direct control over discrete trading transactions.

As a general rule, you should always refer to our *insider trading policy* before trading in Fortis securities and consult the CLO if you have any questions.

ABOUT INSIDERS

Directors and officers of Fortis and our subsidiaries, and others depending on their role and responsibilities in the organization or their ownership of or control or direction over Fortis securities, are designated *insiders* by the Legal Department according to securities regulations. If you're an insider, you will receive information from the Legal Department about when you can trade and the pre-approval process for trading Fortis securities. Certain directors and officers in the Fortis organization are also deemed *reporting insiders* under securities regulations and must publicly report their trades. If you have questions about the *insider trading policy*, what constitutes material information, insider reporting or insider trading generally, speak to the CLO.



QUESTION

I usually buy some Fortis shares with my annual bonus. I am currently helping with a major disclosure filing that contains significant new information about Fortis. Can I go ahead and buy the shares anyway?

ANSWER

You must not trade in Fortis securities if you have material information about Fortis that has not been generally disclosed. Even if you're not normally considered an "insider" under our *insider trading policy*, the very fact that you possess material information precludes you from trading. If you have questions about when you can or cannot trade, speak to the CLO. You may also refer to our *insider trading policy* for more guidance on this topic.

Our *insider trading policy* supplements the terms of this code and applicable laws and provides more details about trading restrictions that apply to you and your family members.

Our *disclosure policy* describes procedures for approving and publicly disclosing material information about Fortis. Public communications regarding Fortis, including responding to inquiries from external parties, may only occur through our designated spokespersons.

Anti-Corruption

Many countries have legislation to combat corruption. Generally, these laws prohibit the offering of any kind of benefit or inducement to public officials (or private counterparties) to obtain an improper business advantage or concession and require the keeping of complete and accurate business records.

Our international operations must be conducted according to applicable anti-corruption legislation, including where carried out by third party representatives. Any breaches of these laws can result in severe penalties, including fines and imprisonment. Employees most likely to encounter corruption risk receive anti-corruption training. If you have questions about this topic, please consult our *anti-corruption policy* and *anti-corruption procedures* or speak to an internal resource

Anti-Bribery

Any form of bribery or similar unethical business practices are strictly prohibited. We have administrative procedures and controls that help us manage and record transactions that are susceptible to fraud or abuse, and to mitigate the risk of corruption generally.

You must conduct due diligence before you hire a new third-party agent to act for us in a new jurisdiction, and make sure that the agent is familiar with, and will comply with, local law as well as our anti-corruption policies, or their own if they're substantially similar to ours.



PROPER RECORD KEEPING

We keep accurate business records of our transactions and activities as a good business practice and to satisfy anti-corruption laws. Our Communications Department is responsible for maintaining written records of corporate gifts, charitable donations, political contributions and lobbying activities.

QUESTION

A third-party service provider invited me to attend a virtual session to introduce me to their service offerings in exchange for a bundle of expensive swag. I'm not yet sure if we will engage the third party for any services. Can I accept the gift?

ANSWER

The best course of action would be to decline this gift. While accepting it would not bind Fortis to any commitment, this party is offering you this substantial gift to try to obtain business from Fortis. Ask yourself whether accepting the gift could be seen as compromising our impartiality in evaluating this service provider? Our good corporate reputation is supported by our unwavering commitment to integrity and ethical business conduct and could be jeopardized by even the mere perception of inappropriate behaviour. You must always be conscious of how your actions may be perceived by others, and act accordingly. When in doubt, consult the Compliance Director or CLO.

NO CORRUPT PRACTICES

Our *anti-corruption policy* governs dealings with foreign and domestic public officials as well as individuals and non-governmental and commercial entities that Fortis does or proposes to do business with. The policy contains guiding principles covering such things as:

- bribery and improper payments
- facilitation payments
- lobbying
- gifts (including meals & entertainment)
- books, records and internal controls

Our *anti-corruption procedures* also provide practical advice on how to be vigilant in spotting potential issues that could arise while performing your duties.

ANTI-MONEY LAUNDERING

Many jurisdictions have anti-money laundering laws which primarily seek to intercept the movement of proceeds of crime. These laws create obligations regarding tracking and reporting certain financial transactions, such as large cash or virtual currency payments. Any unusual transactions of this nature should be flagged and reported to the Director, Internal Audit.

Commissions, Fees and Other Payments

All commissions, fees or other payments you make to third parties acting for Fortis must reflect sound business practices and the reasonable value of the services or products provided. Invoices must be reviewed and approved by employees who are knowledgeable of, and responsible for, the services or products being provided.

Gifts and Entertainment

You cannot give or receive a gift or benefit of any kind when conducting business on behalf of Fortis if it might be perceived that an obligation has been created or a favour or special treatment is expected. Lavish gifts and entertainment and gifts of cash and cash equivalents are strictly prohibited.

You can give gifts or promotional items if they're reasonable and have modest value and are given infrequently and in an open and transparent way.

For guidance regarding gifts and entertainment, you should consult the Communications Department and our *anti-corruption procedures*.

CONTRACTS, EMPLOYMENT AND INTERNSHIP OFFERS

The hiring of a contractor, or an offer of employment or internship should never be made to exert influence or in exchange for a benefit or concession.

If you're considering hiring someone who is known to be related to a public official or a party that we do or propose to do business with, it's especially important to follow our review and approval process. If you have questions about contracting, employment or internship offers, speak to the Compliance Director or the CLO.

Our *political engagement policy* governs our involvement in and disclosure of political advocacy activities, as well as our political contributions in the province of Newfoundland and Labrador according to local law. The Communications Department coordinates all political contributions made by or on behalf of Fortis.

Political Engagement and Lobbying

People who live in places that value and protect democratic rights are fortunate.

We support organizations that advocate on a variety of subjects, ranging from national trade associations to small community groups. While advocacy and lobbying are core activities for some of these organizations, others only have infrequent and casual involvement. Generally, the objectives of these activities are to advance the interests of our company, the utility sector or the communities we serve. When contributing to such organizations, we try to ensure alignment with our corporate values and policies, including acting ethically, with honesty and integrity, and supporting our local communities and the clean energy transition. We annually disclose our contributions to trade and political organizations and other groups that may engage in lobbying. Fortis does not knowingly support any organizations whose views are materially misaligned with our values and policies.

While we recognize the importance of supporting the democratic process, no contribution to a political party, organization or candidate for public office on behalf of Fortis is permitted unless it is allowed by law, authorized by the CEO or CFO, and coordinated through the Communications Department.

Most jurisdictions have laws that regulate lobbying activity directed towards public officials. If you or a third party you hire engages in lobbying, you or they may be required to register under a public lobbyist registry and file periodic reports detailing the lobbying activities. The Communications Department monitors lobbying activity by Fortis, and together with the Compliance Director, manages compliance with lobbying laws.



QUESTION

I've been preparing materials for an upcoming meeting with a government minister. Is there anything I should be doing to make sure this is all by the book?

ANSWER

Yes. Even preparing for a meeting with a government official could count as "lobbying", so you should report this activity to the Communications Department. Most jurisdictions require registration and filing of periodic reports when an organization's lobbying activities meet prescribed thresholds. Therefore, all lobbying-related activities must be immediately reported to the Communications Department, which monitors and keeps records of our lobbying activity to ensure compliance. Questions regarding lobbying regulation should be directed to the Communications Department or the Compliance Director.

EMPLOYEE POLITICAL ACTIVITY

You aren't allowed to campaign for or promote any political party or candidate in the workplace or try to directly or indirectly influence co-workers to support a political cause, party or candidate. You must not use your Fortis position, office or property for any political activity or donation, or in any way where such an association could be reasonably inferred. If you know of any such activities, you should report it (see page 34).

If you plan to seek an elected or appointed government position, you must first advise the CLO. If you engage in political activities, you must make clear that your views are your own, and not those of Fortis.

Competition and Anti-Trust Legislation

You must comply with all applicable Canadian and foreign competition laws to ensure fairness, transparency and fair play in our commercial activities. This includes "antitrust" legislation in the United States.

Actions such as entering agreements with others to allocate markets or customers, or to control or manipulate prices or rates, the boycotting of certain suppliers or customers or exclusive dealing, bid-rigging, misleading advertising, price discrimination and the abuse of dominant market position, are prohibited. We must be vigilant to avoid such activities, including when participating in trade associations.

If you're not sure if there's a potential issue with competition law related to a specific business activity, speak to the CLO.



QUESTION

I dread eating my lunch in the lunchroom because one of my co-workers is always badmouthing the government and trying to get others to back her favourite political party. I used to look forward to a relaxing lunch break, but this is taking the joy out of my quiet time. Is this allowed?

ANSWER

No. Our *code* and *political engagement policy* prohibit the politicization of the workplace. Employees may not engage in promoting any political party or candidate in the workplace or seek to pressure or influence co-workers to vote for any political party or candidate. If any such behaviour is observed in the workplace, you should contact an internal resource.

Privacy

Fortis and its subsidiaries may possess personal information relating to employees, customers and other individuals. This information may include their name, home address, phone number, email address, date of birth, social insurance number, credit card information, etc. Privacy laws generally set out rules regarding the purposes for which personal information can be collected, how personal information must be managed, individuals' rights to know how their personal information is used, and when this information must be deleted. Some jurisdictions also have mandatory breach notification requirements that may apply in instances of unauthorized access to personal information. Our *privacy policy* provides guidance on the proper handling of personal information.

To the extent that consent to collecting, using or disclosing personal information is required by law, we will assume, unless we are advised otherwise, that you have consented to Fortis collecting, using and disclosing personal information in the way and for the purposes stated in our *privacy policy* and as allowed under privacy laws.

Business Travel and Expenses

Depending on your role, you may need to travel or incur expenses on behalf of Fortis. Generally, business travel should be arranged through our designated travel management agency, and business expenses should be paid using a Fortis corporate credit card. These cards are generally issued to designated employees who travel frequently or otherwise regularly incur corporate expenses in connection with their work. Corporate credit cards should not be used for cash advances or personal, family or household expenses. You're responsible for making sure your expenses are appropriate and in keeping with our policies. Your supervisor is responsible for approving your expenses.

TRAVEL POLICY

Our *travel policy* sets out guidelines for business travel, including air travel, accommodations, ground transportation, meals and other expenses, and provides that business travel expenses should be paid using a corporate credit card.



Outside Employment and Volunteering

Volunteering and supporting the communities we serve is one of our core values, and we encourage everyone to volunteer in the community. However, your outside interests must not adversely affect your performance or objectivity at work.

You can pursue outside interests, like working in a part-time or off-hours job. However, consulting with, working for, or volunteering with a person or entity that Fortis has a current or potential business relationship with can give rise to a real or perceived conflict of interest, and must be avoided.

Contributing corporate time or resources to community or charitable service must be approved by a member of senior management and coordinated through the Communications Department.

Serving on Outside Boards

If you want to serve on the board of directors or governing body of a for-profit enterprise or government agency, you need approval before you accept the position:

Employees
Must receive approval from the CEO.

Executive Officers
Must consult with the CEO and the Chair of the board and receive approval from the Chair.

Directors
Must consult with the CEO and the Chair of the board and receive approval from the Chair.

Chair of the Board
Must consult with the CEO and the chair of the governance and sustainability committee and receive approval from the committee chair. See also the *board of directors governance guidelines* for information about directors serving on other public company boards.

You can serve on the board or governing body of a non-profit organization without receiving prior approval from a member of senior management if the appointment does not create an actual or perceived conflict of interest with Fortis.

COMMUNITY SUPPORT

Fortis contributes to different charitable organizations as part of our commitment to communities.

Donation requests must be approved by the Communications Department, even if the donation is to an organization you're not associated with. This makes sure we're objective in evaluating, authorizing, processing and documenting all donation requests, and that we can avoid potential for fraud, abuse or a perceived conflict of interest.

The Communications Department administers this program and records all requests. See our *anti-corruption policy* and *anti-corruption procedures* on our intranet for more information.



PROTECTING OUR ASSETS

You must always protect our assets, including corporate property, information and hardware.

Corporate Assets and Opportunities

You have a personal responsibility to protect our tangible assets (like our equipment and facilities), and intangible assets (such as corporate opportunities, intellectual property, trade secrets and business information, including information assets such as emails, memos, accounting records, invoices and contracts) from misuse or theft. You must comply with internal policies and procedures concerning information security.

You cannot obtain, use or divert Fortis property for personal use or benefit, or use the Fortis name or purchasing power for personal benefit. For example, you can't:

- use our property, information or position for personal gain
- take corporate opportunities for yourself that you discover through your position with the company or through the use of corporate property or information
- compete with Fortis. You owe a duty to Fortis to advance our interests if an opportunity arises

All contracts involving Fortis must be in writing and approved by the Legal Department. You should not accept a side or comfort letter if it's not attached to the main contract, unless you've received advice or approval from the Legal Department.

Proprietary and Confidential Information

You may handle information that's confidential to Fortis or create a work product that belongs to us. You must not share this information, or any other confidential or proprietary information about Fortis or a person or organization that we have a current or potential business relationship with any person or entity, during or after your service with Fortis.

The only exceptions are if:

- it's in the necessary course of Fortis business
- it's authorized under a non-disclosure agreement that's been approved by the Legal Department
- you've received written authorization from a member of senior management
- it's required by law, as determined after consulting with the Legal Department

You must tell us about any invention, improvement, concept, trademark or design you've prepared or developed during your employment or association with Fortis and agree that we're the exclusive owner of the property.

When your employment or association with Fortis ends, you must return all proprietary and confidential information to us.

All Fortis assets must be used lawfully in furthering our corporate objectives.

ABOUT CONFIDENTIAL INFORMATION

Confidential information means all information that's confidential, proprietary and not public, in any format (including written, oral, visual, electronic or otherwise), that belongs to Fortis or arises from a relationship with Fortis.

It includes the following, among other things:

- information about employees, customers and vendors
- business plans, budgets, strategies, projections, reports and analyses
- operational data and reports (including materials relating to operating performance measures, processes and training activities)
- financial and tax data and analyses
- legal and contractual matters, including privileged information that is prepared by or shared with counsel in providing legal advice or preparing for actual or possible litigation, and draft regulatory filings

Confidential information does not include information that is or becomes:

- generally available to the public (unless through unauthorized disclosure)
- available from a source other than Fortis (if the source was not prohibited from disclosing the information)

If you're not sure if something is confidential, do not disclose it without speaking to an internal resource.

PROTECTING CONFIDENTIALITY

You must comply with the confidentiality provisions of our *disclosure policy* and any similar policy established by a Fortis subsidiary to the extent it applies to your activities.

Follow these best practices:

- Keep confidential information in a safe place with access limited to those who "need to know"
- Use code names for confidential projects
- Don't discuss confidential information where it may be overheard, such as in elevators, hallways, restaurants, cafes, bars, airports, airplanes, trains, buses or taxis
- Don't print unnecessary copies and retrieve confidential information from printers immediately after printing
- Only transmit confidential information electronically where it can be done securely (e.g., not over public Wi-Fi)
- Promptly remove confidential information from the room after meetings and destroy if no longer required

Cybersecurity

Many of our operations, assets and communications are controlled electronically or are in electronic form. This raises cybersecurity threats that must be mitigated through sound data security policies and practices. Our IT Department (and the IT and operating technology (OT) departments of our subsidiaries) provides guidance on identifying and avoiding cybersecurity threats that can occur in our daily work. Security is a shared responsibility and we all must remain attentive and vigilant at all times to safeguard our organization.

Our c*ybersecurity policy* and *technology acceptable use policy* provide guidance on cybersecurity best practices and how to identify and minimize potential risks.

Artificial Intelligence

The availability and use of generative artificial intelligence (Generative AI) platforms have grown rapidly. Such products can benefit our business, but also bring risk. Our *cybersecurity policy* and *technology acceptable use policy* set out our expectations for managing the use of Generative AI, including considerations regarding appropriate uses, protecting confidentiality and intellectual property rights, and vetting and clearly identifying content produced using Generative AI.



QUESTION

When I ask ChatGPT to write a Scope of Work for me for a new contract with a service provider, it does a great job and all I have to do is input is some basic information about the service being provided, payment terms and party contact information. Is this OK?

ANSWER

No. Generative AI platforms like ChatGPT generally take the information that you upload, add it to the tool's data base and generate new content through machine learning. However, you may lose rights to or control over the information that you upload. Therefore, one should not upload confidential, proprietary, or personal information, or company-specific or identifying information into an AI platform without first consulting the IT Department, as recommended in the *technology acceptable use policy*. Furthermore, where this activity involves Fortis potentially entering into a new service contract, the Legal Department must be engaged to oversee the drafting and approval process.

Communication Devices

Communication resources like phone systems, computers, fax machines and mobile devices are owned by Fortis and are to be used for business purposes only.

Take appropriate security precautions when using these resources to transmit or receive confidential, sensitive or proprietary information. The *technology acceptable use policy* provides helpful advice about how to safeguard electronic communication devices and maintain security over confidential information while traveling.

Personal devices and third-party messaging apps must not be used for work-related communications – all such communications must be conducted using company-issued communication devices.

You must not use our communication devices for improper or illegal activities, such as the communication of defamatory, pornographic, obscene or demeaning material, hate literature, inappropriate blogging, gambling, copyright infringement, harassment or obtaining illegal software or files.

We monitor our communication resources for improper use and security purposes and audit them as part of our network management. Therefore, you should have no expectation of privacy where company-issued communication devices, such as smart phones, are used for incidental personal use. See our *technology acceptable use policy* for more information.



QUESTION

My friends use SnapChat to communicate all the time, and we really like it. I know that some of my co-workers are familiar with the app as well. Is it OK to use this app to communicate with my co-workers?

ANSWER

While messaging apps such as SnapChat are fine to use when chatting with your friends outside of work, they should never be used for business purposes. Any communications that pertain to work or contain information that may be relevant to our business should be conducted using official corporate communications channels. The use of "ephemeral" messaging apps, which erase communications immediately or after a short period of time, could expose our company to risk, both from a records management and e-discovery perspective, and must not be used for official business purposes. The IT Department should be consulted if you have questions about which apps are permitted to be installed on corporate devices.



QUESTION

I travel and work from home quite a lot and rely on my ability to work remotely using my laptop or tablet. Are there any things I should do to ensure confidential information is protected?

ANSWER

Yes. Our Information Technology department has developed a *technology acceptable use policy* which provides advice on how best to secure your Fortis-issued communication and computing devices and the confidential information that is stored on them. Cyber risks are a growing and evolving security threat, with bad actors constantly seeking ways to access personal and business-sensitive information and disrupt business operations. Our IT Department monitors and takes active measures to counter these threats. You should follow all security directives and recommendations issued by the IT Department, including reviewing the *technology acceptable use policy* and following its recommendations. Some best practices for remote work include ensuring that your work location is secure for company-owned technology resources, confidential materials are not left where others could read them, discussions during virtual meetings cannot be overheard by others, and Wi-Fi networks are secure.

EXTERNAL COMMUNICATIONS

Our *disclosure policy* designates authorized spokespersons to address inquiries from financial analysts, investors and the media. You must direct any inquiry you receive from the financial and investment communities or the media to an authorized spokesperson, which includes our CEO, CFO, CLO, Vice President, Investor Relations or Vice President, Communications.

SOCIAL MEDIA

Social media includes websites and services where users can share information, ideas and opinions online. The Communications Department oversees Fortis-owned social media sites. While it is perfectly fine for employees to "like" or "share" social media postings by Fortis, employees must use personal social media sites responsibly, with special attention to postings that could reflect negatively upon or be attributed to Fortis. You should follow these guidelines when using social media:

- don't engage in discussions about Fortis, competitors or the utility industry
- don't disclose confidential or material information about Fortis
- don't speak for Fortis unless you're an authorized spokesperson acting in that capacity
- don't include the Fortis name, logo or brand in your social media or content, except for example in your bio information on professional networking sites
- respect others and avoid disparaging, harassing, "trolling" or illicit language
- if your post could be seen as speaking for Fortis, add a disclaimer that it is your personal view only

See our *disclosure policy* for more information.



QUESTION

Some of my friends are quite active on social media and go so far as to post comments about their employer and its competitors. Does that seem appropriate?

ANSWER

It depends. "Liking" or "sharing" Fortis postings or celebrating Fortis or co-worker achievements is perfectly fine. However, as a publicly traded company, we are subject to strict rules that govern how information about the company is shared with the public, and we have designated spokespersons whose job it is to speak for our company. Therefore, employees should avoid discussion of work-related matters in their online activities. Employees are also strongly discouraged from publicly commenting on competitors or the utility industry as such comments could be attributed to Fortis. Our *disclosure policy* provides more information on our designated spokespersons and employee use of social media and other modes of electronic communications. Additional guidance may be sought from the Compliance Director.





Keeping Accurate Financial Records

We always expect compliance with generally accepted accounting principles and internal controls. All Fortis books of account, records and other documents must accurately account for and report all assets, liabilities and transactions.

You must not:

- cause our accounting and financial books or records to be incorrect or misleading in any way
- participate or assist in concealing an improper transaction
- delay the prompt or correct recording of disbursements
- hinder or fail to cooperate in resolving issues identified in internal or external audit reports
- conceal knowledge of any untrue, misleading or inaccurate statement or record, whether it was made intentionally or unintentionally
- conceal a transaction that does not seem to serve a legitimate commercial purpose or fail to bring it to the attention of appropriate supervisors.

If you have any concerns or complaints regarding questionable accounting or auditing matters, you should follow the guidelines in our *speak up policy*, including promptly reporting the concern or complaint according to the procedures set out in that policy (see page 34).

Records Management

Effective records management facilitates operational efficiencies and business continuity while mitigating litigation and other risks. Legislation also prescribes minimum retention periods for certain business records. Our *records management policy* and *records retention schedule* set out best practices for managing our business records and set minimum retention periods for certain records. Our business records must be managed consistent with these policies.



WHERE TO GO FOR HELP

Following the code is mandatory. It's your responsibility to speak up or ask for help if you're not sure about something.

It's also your responsibility to report a concern if you believe someone is not following the code, any other Fortis policy or applicable laws, or if you observe what appears to be accounting or auditing irregularities.

Filing a Report

You can report an incident personally or file a report anonymously by using our *EthicsPoint* hotline. The service is available 24 hours a day, seven days a week (see page 34).

We investigate all reports and keep all information confidential to the extent permitted by law and feasible in connection with the investigation and resolution of the matter. Make sure you provide enough information or evidence to substantiate your report and allow for a proper investigation.

Where other Fortis policies contain their own specialized reporting procedures, such as under the *respectful workplace policy*, those procedures should first be followed whenever possible. Incidents reported through the *EthicsPoint* hotline may also be re-directed through the specialized reporting procedures under other Fortis policies if it is more appropriate.

ALWAYS ACT IN GOOD FAITH

There are no repercussions for filing a report or assisting with an investigation if you have reasonable grounds and you act in good faith.

Filing a report in bad faith — with malicious intent, or when you know it's not true — is a serious matter and will lead to disciplinary action, which could include losing your job.

Nothing in this code restricts your ability to make a good faith report to a government or regulatory authority with respect to unlawful conduct.

Fortis will also not permit any form of retaliation against individuals for assisting with an investigation by providing information or otherwise.

For more information on reporting misconduct, see our *speak up policy*.

FILE A REPORT PERSONALLY

Go to your supervisor or speak to an executive officer, a member of senior management or the CLO to report an actual, potential or suspected violation.

If you do not feel comfortable reporting the incident to your supervisor, or any other member of senior management, you may report the incident to the Director, Internal Audit (who the board has designated as the *Administrator* and an *Investigator* under the *speak up policy*) or the chair of the audit committee.

Karen Wade
Director, Internal Audit
709-737-2910
kwade@fortisinc.com

Maura Clark
Chair, Audit Committee
709-737-5432
mclark@fortisinc.com

FILE A REPORT ANONYMOUSLY

If you do not feel comfortable reporting the incident personally, you can use our *EthicsPoint* hotline to file a report anonymously. Although you can submit an anonymous report through *EthicsPoint*, anyone making an anonymous report should be aware that maintaining anonymity could hinder an effective investigation of the incident. As a practical matter, it is also possible that the anonymity of a person who makes an anonymous report may become known during the investigation or resolution of the incident or may become subject to legal disclosure requirements. We therefore encourage you to only report on an anonymous basis where absolutely necessary due to the inherent difficulty in properly investigating, following up on and resolving anonymously reported incidents.

We use NAVEX, a third party that provides confidential, anonymous reporting services 24 hours a day, seven days a week:

ONLINE
Go to **FortisInc.ethicspoint.com**

PHONE
Canada and the United States
Toll Free — 1-866-294-5534

All other countries
Cayman Islands — 1-800-225-5288
Turks and Caicos — 1-800-225-5288
Belize — From an outside line, place an operator-assisted collect call to the United States to 866-294-5534

What Happens Next

Reports are forwarded to the Director, Internal Audit, chair of the audit committee and CLO, and you will receive an acknowledgment within five business days.

The acknowledgment will contain a unique code called a *report key*. Write down your report key and password and keep them in a safe place. Be sure to check frequently on the status of your report through *EthicsPoint* because there may be follow-up questions or information requests that require your response.

An Investigator will be assigned based on the nature of the report and the skills required to investigate each incident promptly and independently. Information will be kept confidential to the extent permissible by law and feasible to allow a proper investigation and resolution, and the Investigator will always try to protect the identity of the persons involved. All incidents relating to questionable accounting or auditing matters will be investigated under the supervision of the audit committee.

An Investigator may involve management in the investigation as deemed appropriate. An Investigator may also authorize an independent investigation or engage external consultants or advisors to assist in the investigation. The process can also lead to an external investigation or proceedings with a government or regulatory authority. Employees are expected to cooperate with and render assistance to investigators in a forthright and timely manner.

We'll communicate the status and, where possible, outcome of an investigation as timely as possible and will contact you directly if you identified yourself when filing the report.

If you filed the report anonymously, you can receive an update using the method you used to make the report. Go on the *EthicsPoint* website or call the toll-free number in your area (see page 34) and use your report key and password to receive the update.

We Retain Records

All records relating to an incident are the property of Fortis. We retain records:

- to comply with applicable laws and our document retention policies
- subject to safeguards that ensure confidentiality and, when applicable, the anonymity of the report
- to maximize their usefulness to our compliance program





OTHER FORTIS POLICIES AND RELATED MATERIALS

This code references other important governance policies at Fortis. You can find this code and the following policies and documents on our intranet or you can ask the Legal Department for a copy:

- Anti-corruption policy
- Anti-corruption procedures
- Authorizations policy
- Board and executive diversity policy
- Compliance and ethics program manual
- Cybersecurity policy
- Disclosure policy
- Employee guide
- FERC compliance manual
- Human rights statement
- Inclusion and diversity commitment statement
- Insider trading policy
- Occupational health and safety policies
- Policy on reporting allegations of suspected improper conduct and wrongdoing (speak up policy)
- Political engagement policy
- Privacy policy
- Records management policy
- Records retention schedule
- Respectful workplace policy
- Technology acceptable use policy
- Travel policy
- Vendor code of conduct

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