

## MAJORITY VOTING – ALTAGAS LTD. DIRECTOR ELECTIONS

**Effective Date:** December 9, 2009

**Last Amended:** February 28, 2018

**Policy Accountability:** Board of Directors

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### Policy:

This policy applies only to uncontested elections, meaning elections where the number of nominees for directors of the board of directors (the “Board”) of AltaGas Ltd. (“AltaGas”) is equal to the number of directors to be elected.

Pursuant to this policy, the forms of proxy for the election of directors will permit the shareholders of AltaGas to separately vote in favour of, or to separately withhold from voting, each director nominee. The Chair of the Board will ensure that the number of shares voted in favour of, or withheld from voting, for each director nominee is recorded and promptly made public after the applicable meeting. If the vote was by a show of hands, AltaGas will disclose the number of shares voted by proxy in favour of, or withheld for, each director.

Any nominee for director of AltaGas who receives a greater or equal number of votes withheld than for his or her election will be considered not to have received the support of shareholders, notwithstanding he or she has been duly elected as a matter of corporate law, and shall tender his or her resignation to the Chair of the Board following the applicable shareholder meeting, effective upon acceptance by the Board. The Board will refer any resignations to the Governance Committee.

The Governance Committee shall consider the resignation and whether or not it should be accepted, based on whether accepting the resignation would be in the best interest of AltaGas and its shareholders, and all other factors deemed relevant by its members, including, without limitation and without implication as to the significance of any one or more of such factors:

- the stated reasons, if any, why shareholders withheld votes from the election of that nominee;
- the length of service of the director whose resignation has been submitted;
- the director’s knowledge, experience and contributions at Board meetings;
- the impact that the director’s resignation would have on AltaGas;
- whether AltaGas would be in compliance with corporate and securities law requirements, the policies of any exchange on which the securities of AltaGas are then listed, applicable regulations or commercial agreements, if any, regarding the composition of the Board, if the resignation is accepted;
- whether the director whose resignation has been submitted is a key member of an established, active special committee of the Board which has a defined term or mandate and accepting the resignation would jeopardize the achievement of the special committee’s mandate; and
- AltaGas’ governance guidelines.

The Governance Committee will then make a recommendation to the Board as to the action to be taken with respect to the resignation. In considering the recommendation, the Board will consider the factors considered by the Governance Committee and such additional information and factors as the Board considers relevant. The Board shall make its decision within 90 days following the applicable shareholder meeting. Resignations are expected to be accepted except in exceptional situations where circumstances warrant the applicable director continuing to serve as a member of the Board.

The Board shall promptly disclose its decision via press release and provide a copy of the press release to the exchange(s) upon which the securities of AltaGas are then listed. If a resignation is not accepted, the press release will fully state the reasons for that decision. If a resignation is accepted, the board of directors may, subject to applicable law, (a) appoint a new director to fill the vacancy created by the resignation, (b) leave a vacancy in the Board unfilled until the next annual meeting, or (c) call a special meeting of shareholders to consider the new Board nominee(s) to fill the vacancy(ies).

The nominee shall not attend at or participate in any Governance Committee or Board meeting or deliberations on, respectively, the resignation offer. In the event that a sufficient number of Governance Committee members receive a greater or equal number of votes withheld than for their respective elections such that the Governance Committee no longer has quorum, then the remaining members of the Governance Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Governance Committee.

In the event that a sufficient number of Board members receive a greater or equal number of votes withheld than for their respective elections such that the Board no longer has quorum, then no such directors shall be permitted to participate or vote in any meeting of the Board at which his or her resignation is to be considered, however he or she will be counted for the purpose of determining whether the Board has quorum.