Adopted September 26, 2007
Amended September 24, 2014
Amended December 8, 2014
Amended July 6, 2018
Amended September 18, 2018

DIRECTOR INDEPENDENCE STANDARDS

WGL Holdings, Inc. ("WGL") and Washington Gas Light Company ("Washington Gas") are required to periodically assess the independence of the directors serving on their Boards of Directors. The Board of Directors of Washington Gas will be composed at all times of a majority of independent directors (individually, a "Director"). To be considered independent under this standard and rules of the New York Stock Exchange (the "NYSE"), a Director must not be an employee of WGL, Washington Gas, WGL's parent company, AltaGas Ltd., or any of their affiliated entities, and the Board must affirmatively determine that the Director has no material relationship with any of the foregoing entities (collectively, the "Company").[1/] For so long as WGL and Washington Gas remain non-listed issuers, Directors serving on the audit or compensation committees, if any, of either entity will not be subject to the additional NYSE independence standards applicable to service on such committees.

1. In accordance with NYSE standards, a Director will not be deemed independent if any of the following conditions are present:[2/]

   i. The Director is, or has been within the last three years, an employee of the Company, or an immediate family member[3/] is, or has been within the last three years, an executive officer[4/] of the Company.

   ii. The Director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than US$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

   iii (A) The Director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the Director has an immediate family member who is a current partner of such a firm; (C) the Director has an immediate family member who is a current employee of such firm and personally works on the Company's audit; or (D) the Director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time.

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ext otherwise requires, the "Company" refers to AltaGas, Ltd., WGL Holdings, Inc., Washington Gas of their consolidated subsidiaries and affiliates.

2/ These are the NYSE Independence Tests stated in NYSE Rule 303A.02.

3/ An immediate family member is defined by the NYSE to include a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's home (other than a tenant or an employee) (NYSE General Commentary to Section 303A.02(b)). The term does not include adult stepchildren who do not share a step-parent's home or the in-laws of such stepchildren. When applying the look-back provisions in NYSE Rule 303A.02(b), the Company need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

4/ "Executive Officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This includes generally every officer in charge of a principal business unit or who performs a policy making function. See footnote 1 to NYSE Rule 303A.02.

iv. The Director, or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; or

v. The Director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of US$1 million or 2% of such other company's consolidated gross revenues.[5]

[5]/ Contributions to tax-exempt organizations shall not be considered "payments" for purposes of this standard, provided that the Company shall disclose in its annual proxy or information statement or Form 10-K any such contributions in any single fiscal year from the Company to any tax exempt organization in which any independent Director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from the Company exceeded the greater of US$1 million or 2% of such tax exempt organization's consolidated gross revenues.