

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

WHEREAS the Corporation owns 17.31% of the issued and outstanding share capital of Alectra Inc. ("Alectra").

AND WHEREAS Alectra's Unanimous Shareholders' Agreement entitles the Corporation to appoint one (1) independent and one (1) non-independent director to the board of directors of Alectra.

AND WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder") and has previously selected Mayor Andrea Horwath to serve as the non-independent director to the board of directors of Alectra.

AND WHEREAS the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the "USD") states in Section 3.02 that, in relation to the Corporation's appointees to the board of directors of Alectra, the Corporation's Nominating Committee shall make a report and recommendation to the Sole Shareholder regarding qualified candidates for the Sole Shareholder to select as the Corporation's appointees to the board of directors of Alectra.

AND WHEREAS the Corporation's Nominating Committee has prepared a report and recommendation (the "Proposal") which identifies and recommends a candidate to serve as the independent director to the board of directors of Alectra and the Board of Directors of the Corporation subsequently received and approved the Proposal at a meeting of the Board of Directors of the Corporation.

AND WHEREAS the USD states in Section 3.02 that the Corporation shall not, without the approval of the Sole Shareholder, place forward or nominate any appointee or nominee of the Corporation to the board of directors of Alectra.

AND WHEREAS the President of the Corporation has provided the Proposal to the Sole Shareholder, attached hereto as Schedule "A", for the consideration and approval of the Sole Shareholder pursuant to Section 3.02 of the USD.

AND WHEREAS it is desirable for the Sole Shareholder to amend the USD by adding certain clarifying language in relation to the re-appointment of incumbent independent directors to the board of directors of Alectra.

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Sole Shareholder of the Corporation, RESOLVES AS FOLLOWS:

1. RE-APPOINTMENT OF SEAN DONNELLY AS THE CORPORATION'S INDEPENDENT DIRECTOR TO THE BOARD OF DIRECTORS OF ALECTRA.

BE IT RESOLVED:

- (i) that the Proposal be and the same is hereby received by the Sole Shareholder; and
- (ii) that the recommendation in the Proposal is hereby approved by the Sole Shareholder and Sean Donnelly is hereby re-appointed as the Corporation's independent director to the board of directors of Alectra for a three-year term commencing on April 28, 2023; and
- (iii) that the Sole Shareholder approves the preparation of all necessary documents and/or agreements to give effect to the foregoing and the Corporation's President (or designate) is hereby authorized and directed to execute, on behalf of the Corporation, all such necessary documents and/or agreements or to take any action deemed necessary in respect of any of the foregoing.

2. AMENDMENT TO THE USD

BE IT RESOLVED:

- (i) that the USD is hereby amended by the Sole Shareholder to add the following language as a new paragraph to Section 3.02 of the USD:

“For greater certainty and notwithstanding anything to the contrary herein, with respect to the Corporation's appointees to the board of directors of Alectra, on or about the conclusion of an appointee's term and upon receipt of a report and recommendation from the Nominating Committee advising such action, the Shareholder may elect to re-appoint such appointee for another term.”
- (ii) that the Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver all other agreements, documents, notices, articles and/or certificates to be signed and/or dispatched or delivered under or in connection with the USD or to take any action deemed necessary in respect of any of the foregoing.

THE FOREGOING RESOLUTIONS are hereby consented to by the Sole Shareholder of the Corporation entitled to vote on such resolutions and are hereby passed as resolutions of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED this 5th day of April 2023.

CITY OF HAMILTON

Per: _____
A. Horwath, Mayor

Per: _____
A. Holland, City Clerk