

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder");

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

1. AUDITED CONSOLIDATED FINANCIAL STATEMENTS – YEAR ENDED DECEMBER 31, 2022

BE IT RESOLVED that the Audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2022 (attached hereto as Appendix "A"), as approved by the Board of Directors of the Corporation, be received and approved by the Shareholder.

2. ALECTRA INC. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND SHAREHOLDER REPORT – YEAR ENDED DECEMBER 31, 2022

BE IT RESOLVED that the Audited Consolidated Financial Statements of Alectra Inc. and Shareholder Report for the year ended December 31, 2022, as approved by the Board of Directors of Alectra Inc. (attached hereto as Appendix "B"), be received by the Shareholder.

3. APPOINTMENT AND REMUNERATION OF AUDITOR

BE IT RESOLVED that the present auditor of the Corporation, KPMG LLP, be appointed as the auditor of the Corporation for the 2023 fiscal year of the Corporation at a remuneration to be fixed by the Directors of the Corporation, the Directors of the Corporation being hereby authorized to fix such remuneration.

4. CONFIRMATION OF ALECTRA INC. DIRECTORS

BE IT RESOLVED that the following persons are confirmed as Directors of Alectra Inc. ("Alectra") as nominees of the Corporation, subject to their respective terms as determined by the process set out in Subsection 2.6(6) of Alectra's Unanimous Shareholders' Agreement dated January 1, 2019 (the "USA") or until their successors are elected or their resignations are received by Alectra, as provided for in the USA:

- (i) Sean Donnelly; and,
- (ii) Andrea Horwath.

5. NUMBER OF DIRECTORS OF THE CORPORATION

WHEREAS the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the “USD”) states in Section 6.04 that the Board of Directors of the Corporation shall be composed of six (6) Directors;

AND WHEREAS the term of Christa Wessel as a Director of the Corporation will expire on June 30, 2023 resulting in the Corporation having five (5) Directors as opposed to six (6);

AND WHEREAS following the retirement of Christa Wessel as a Director of the Corporation, it is proposed that the Corporation hereinafter have and proceed with five (5) Directors;

AND WHEREAS in order to give effect to the foregoing it is desirable to decrease the number of Directors that the Corporation may have to five (5) and to waive the requirement that the Corporation have six (6) Directors.

BE IT RESOLVED:

- (i) that the number of Directors that the Corporation shall have is decreased to five (5); and
- (ii) that the requirement in the USD stipulating that the Board of Directors of the Corporation be composed of six (6) Directors is waived so as to allow the Corporation to have five (5) Directors.

THE FOREGOING RESOLUTIONS are hereby consented to by the Sole Shareholder of the Corporation pursuant to the provision of the *Business Corporation Act* (Ontario).

DATED the 8th day of June 2023.

CITY OF HAMILTON

By: _____
A. Horwath
Mayor

By: _____
A. Holland
City Clerk