

**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").

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

AND WHEREAS Section 3.05(iv) of the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the "USD") requires the Corporation to provide written notice to the Sole Shareholder in relation to each request for an approval received by the Corporation as a shareholder of Alectra pursuant to the Alectra USA (as hereinafter defined).

AND WHEREAS Section 2.21(1)(j) of Alectra's Unanimous Shareholders' Agreement (the "Alectra USA") requires special shareholder approval to appoint the auditor for Alectra.

AND WHEREAS the Corporation has provided written notice to the Sole Shareholder (attached hereto as Schedule "A") to request the Sole Shareholder's approval in relation to the appointment of KPMG as the auditor for Alectra (the "Request").

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. APPROVAL OF KPMG AS AUDITOR FOR ALECTRA**

**BE IT RESOLVED:**

- (i) that the Request be and the same is hereby received by the Sole Shareholder; and
- (ii) that the Request is hereby approved by the Sole Shareholder and KPMG is hereby approved by the Sole Shareholder to serve as the auditor for Alectra until the close of the next annual meeting of the shareholders of Alectra; and
- (iii) that the Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver any agreements, documents, notices, articles and/or certificates to be signed and/or dispatched or delivered to give effect to the foregoing 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 15th day of April 2024.

**CITY OF HAMILTON**

Per: \_\_\_\_\_  
A. Horwath, Mayor

Per: \_\_\_\_\_  
City Clerk