

Hamilton Utilities Corporation

March 21, 2024

City of Hamilton
Hamilton City Hall
2nd floor - 71 Main Street West
Hamilton, Ontario L8P 4Y5

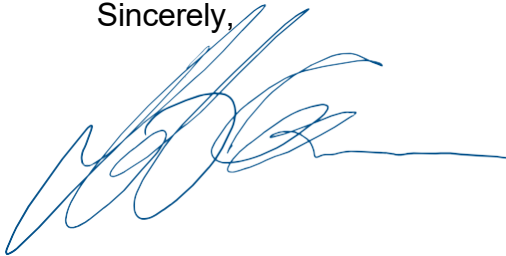
Attention: Office of the City Clerk

RE: Shareholder Approval of KPMG as Auditor for Alectra

We respectfully submit the accompanying materials for consideration by the Shareholders of Hamilton Utilities Corporation at their meeting, April 15, 2024.

- Written notice to the Sole Shareholder to request the Sole Shareholder's Approval in relation to the Appointment of KPMG as the auditor for Alectra Inc.
- HUC Board of Directors Resolution, approved at the HUC Board of Directors meeting held March 21, 2024

Sincerely,



Jeffrey Cowan
President & CEO
Hamilton Utilities Corporation



Sent on behalf of Vinay Mehta, EVP Legal, Strategy and Corporate Secretary

Dear Shareholders and Principals,

As previously notified, Alectra will be holding its Annual General Meeting (“AGM”) on Friday, April 26, 2024 (invitation attached). While this meeting is not open to the public, we encourage all Shareholders, Principals and senior staff that have responsibilities related to your ownership in Alectra to attend. Please advise Anna Bartolomeo at [REDACTED] at your earliest convenience of who will be in attendance from your respective organizations.

This meeting will be held virtually using [Zoom](#).

Please also find attached the Agenda, and the Resolution regarding the appointment of the Auditors. Once again, the only Shareholder approval needed for the AGM on an annual basis is the approval of the appointment of the Auditors of the Corporation (which requires approval of Shareholders holding at least 66.66% of the voting shares). Please return to me the approved Resolution appointing the Auditors prior the AGM.

The Alectra Shareholders who must reappoint their representatives to the Alectra Board in advance of the AGM have been notified under separate cover.

If you have any questions, please contact me at [REDACTED]

Kind regards,
Vinay



Vinay Mehta
Executive Vice President
Legal, Strategy and Corporate Secretary



Confidentiality Warning: This message and any attachments are intended only for the use of the intended recipient(s), and may be confidential and/or privileged. If you are not the intended recipient, you are hereby notified that any review, retransmission, conversion to hard copy, copying, circulation or other use of this message and any attachments is strictly prohibited. If you are not the intended recipient, please notify the sender immediately by return e-mail, and delete this message and any attachments from your system. Thank you.



**RESOLUTION OF THE SHAREHOLDERS
OF
ALECTRA INC.
(the “Corporation”)**

Appointment of Auditors

RESOLVED AS A SPECIAL RESOLUTION THAT:

In accordance with Subsection 2.21(1)(j) of the USA:

1. KPMG LLP are appointed auditors of the Corporation, to hold office until the close of the next annual meeting of the shareholders or until their successors are appointed, subject to the provisions of the Business Corporations Act; and,
2. The remuneration of the auditors shall be fixed by the directors of the Corporation.

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE BOARD OF DIRECTORS 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 received a request for Sole Shareholder approval from Alectra in relation to the appointment of KPMG as the auditor for Alectra (the "Request") and the President of the Corporation has provided the Request (attached hereto as Schedule "A") to the Board of Directors of the Corporation in order for the Board of Directors of the Corporation to refer the Request to the Sole Shareholder for approval pursuant to Section 3.05(iv) of the USD and Section 2.21(1)(j) of the Alectra USA.

NOW THEREFORE BE IT RESOLVED THAT:

- (i) the Request be and the same is hereby received by the Board of Directors of the Corporation; and
- (ii) the President of the Corporation is hereby authorized and directed to forthwith refer the Request to the Sole Shareholder for the Sole Shareholder's consideration and approval pursuant to Section 3.05(iv) of the USD and Section 2.21(1)(j) of the Alectra USA; and
- (iii) the President of the Corporation is hereby authorized to liaise with the Sole Shareholder in relation to meetings of the Sole Shareholder and/or the Council of the City of Hamilton with respect to the Request and to represent the Corporation at any such meetings.

UPON MOTION, DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THE FOREGOING RESOLUTIONS are hereby consented to by all of the Directors of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario),
(moved: Kamula / seconded: Hwang)

DATED this 21st day of March 2024.