

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, 2023

BE IT RESOLVED that the Audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2023 (attached hereto as Appendix "A"), as approved by the Board of Directors of the Corporation, be received and approved by the Sole Shareholder.

2. ALECTRA INC. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND SHAREHOLDER REPORT – YEAR ENDED DECEMBER 31, 2023

BE IT RESOLVED that the Audited Consolidated Financial Statements of Alectra Inc. and Shareholder Report for the year ended December 31, 2023, as approved by the Board of Directors of Alectra Inc. (attached hereto as Appendix "B"), be received by the Sole 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 2024 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. DIRECTORS OF THE CORPORATION

WHEREAS it has heretofore been resolved that the Corporation shall have five (5) Directors;

AND WHEREAS at the 2021 Annual General Meeting of the Corporation Greg McCamus was elected as a Private Director of the Corporation for a three (3) year term expiring on June 30, 2024;

AND WEHREAS it is desirable to re-elect Greg McCamus as a Private Director of the Corporation for a three (3) year term commencing on July 1, 2024 and expiring on June 30, 2027 and the Nominating Committee of the Corporation has prepared a written recommendation in support of such action, attached hereto as Appendix "C" ("Recommendation A");

BE IT RESOLVED:

- (i) that Recommendations A be and the same is hereby received by the Sole Shareholder;
- (ii) that the recommendation in Recommendation A is hereby approved and Greg McCamus, being a resident Canadian and having previously consented to act as a Private Director of the Corporation, is re-elected as a Private Director of the Corporation to hold office for a three (3) year term commencing on July 1, 2024 and expiring on June 30, 2027 and thereafter until their successor is duly elected or appointed; 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.

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 24th day of June 2024.

CITY OF HAMILTON

By: _____
A. Horwath
Mayor

By: _____
J. Pilon
Acting City Clerk