



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

CAPITAL POWER CORPORATION

Corporate name / Dénomination sociale

716657-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices désignant une série d'actions.

Hantz Prosper

Director / Directeur

2022-09-07

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

- 1 Corporate name
Dénomination sociale
CAPITAL POWER CORPORATION
- 2 Corporation number
Numéro de la société
716657-5
- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

See attached schedule / Voir l'annexe ci-jointe

- 4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par

Colleen Legge

Colleen Legge

4037363300

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

**CAPITAL POWER CORPORATION
(THE "CORPORATION")**

**SCHEDULE / ANNEXE
DESCRIPTION OF SHARES IN SERIES**

Pursuant to section 27 of the *Canada Business Corporations Act*, the articles of the Corporation are amended to create the thirteenth series of Preference Shares consisting of 350,000 Preference Shares, which shares are designated as Cumulative Redeemable Fixed-to-Fixed Rate Preference Shares, Series 2022-A.

Cumulative Redeemable Fixed-to-Fixed Rate Preference Shares, Series 2022-A

The thirteenth series of Preference Shares of the Corporation consists of 350,000 shares designated as Cumulative Redeemable Fixed-to-Fixed Rate Preference Shares, Series 2022-A (the "**Series 2022-A Shares**") which, in addition to the rights, privileges, restrictions and conditions attached to the Preference Shares as a class, have attached thereto the following rights, privileges, restrictions and conditions:

**ARTICLE 1
ISSUE PRICE**

- 1.1 The issue price of each of the Series 2022-A Shares is \$1,000.00.

**ARTICLE 2
DIVIDENDS**

- 2.1 The holders of the Series 2022-A Shares are not entitled to receive any dividends, and no dividends accumulate or accrue, on the Series 2022-A Shares prior to the Delivery Time.
- 2.2 The holders of the Series 2022-A Shares are entitled to receive (less any tax required to be deducted or withheld by the Corporation) and the Corporation shall pay, if, as and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends, a cumulative preferential cash dividend, payable at the Delivery Time, in the amount per Series 2022-A Share equal to the Make-Whole Amount (the "**Make-Whole Dividend**").
- 2.3 During the Initial Fixed Rate Period but only after the Delivery Time has occurred, the holders of the Series 2022-A Shares are entitled to receive (less any tax required to be deducted or withheld by the Corporation) and the Corporation shall pay, if, as and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends: (a) fixed semi-annual cumulative preferential cash dividends, payable semi-annually on each Dividend Payment Date during the Initial Fixed Rate Period, in the amount per Series 2022-A Share equal to one-half of the Initial Fixed Dividend Rate multiplied by the sum of \$1,000.00; and (b) the amount of any Make-Whole Dividend that has not been paid.

- 2.4 During each Subsequent Fixed Dividend Rate Period but only after the Delivery Time has occurred, the holders of the Series 2022-A Shares are entitled to receive (less any tax required to be deducted or withheld by the Corporation) and the Corporation shall pay, if, as and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends: (a) fixed semi-annual cumulative preferential cash dividends, payable semi-annually on each Dividend Payment Date during such Subsequent Fixed Dividend Rate Period, in the amount per Series 2022-A Share equal to one-half of the Annual Fixed Dividend Rate applicable to such Subsequent Fixed Dividend Rate Period multiplied by the sum of \$1,000.00; and (b) the amount of any Make-Whole Dividend that has not been paid.
- 2.5 Notwithstanding the foregoing, if the Delivery Time occurs on a date other than a Dividend Payment Date, the semi-annual cumulative preferential cash dividend payable on the first Dividend Payment Date following the Delivery Time, if, as and when declared by the Board of Directors, out of the monies of the Corporation properly applicable to the payment of dividends, shall be equal to the amount per Series 2022-A Share of the Pro Rated First Dividend.
- 2.6 On each Dividend Rate Reset Determination Date, the Corporation shall determine the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Dividend Rate Period. Each such determination is, in the absence of manifest error, final and binding upon the Corporation and upon all holders of the Series 2022-A Shares. The Corporation shall, on each Dividend Rate Reset Determination Date, give written notice of the Annual Fixed Dividend Rate for the ensuing Subsequent Fixed Dividend Rate Period to the registered holder(s) of the then outstanding Series 2022-A Shares. To be valid for the purposes hereof, each such notice must be given by electronic transmission, by facsimile transmission or by ordinary unregistered first class prepaid mail addressed to each registered holder of Series 2022-A Shares at the last address of such holder as it appears on the securities register or other applicable records of the Corporation maintained by the Corporation or the transfer agent and registrar for the Series 2022-A Shares. Notwithstanding the foregoing, the Corporation is not required to give notice of the Annual Fixed Dividend Rate for any Subsequent Fixed Dividend Rate Period prior to the Delivery Time.
- 2.7 If a dividend has been declared for a semi-annual period and a date is fixed for a Liquidation or redemption that is prior to the Dividend Payment Date for such semi-annual period, a Pro Rated Liquidation Dividend is payable on the date fixed for such Liquidation or redemption instead of the full cumulative preferential cash dividend declared for the semi-annual period, provided that if such Liquidation or redemption does not occur, then the full amount of the dividend declared for the semi-annual period is payable on the originally scheduled Dividend Payment Date.
- 2.8 If any dividend (including, for greater certainty and without limitation, any amount of the Make-Whole Dividend that has not been paid) payable on any Dividend Payment Date is not paid in full on all of the Series 2022-A Shares then outstanding, such dividend or the unpaid part thereof accumulates and accrues and is to be paid on a subsequent date or dates to be determined by the Board of Directors on which the Corporation has sufficient monies properly applicable, under any applicable law and under any trust indenture securing

bonds, debentures or other securities of the Corporation, to the payment of such dividend. Any payment of any dividend, or any accumulation and accrual of any unpaid dividends may be waived, in whole or in part, by the holder(s) of the Series 2022-A Shares.

- 2.9 The holders of the Series 2022-A Shares are not entitled to any dividend other than or in excess of the cumulative preferential dividends (including, for greater certainty and without limitation, the Make-Whole Dividend) provided herein.
- 2.10 Any dividends declared on the Series 2022-A Shares (except in case of redemption of Series 2022-A Shares, in which case payment of dividends, if any, in connection with payment of the applicable Redemption Price will be made upon surrender of the certificate(s) representing the Series 2022-A Shares, if any, to be redeemed or except as otherwise provided with the consent of a registered holder of Series 2022-A Shares) will be paid, subject to Article 12 and Article 13, by forwarding, by prepaid post, addressed to each registered holder of the Series 2022-A Shares, at the address of such holder as it appears on the securities register or other applicable records of the Corporation maintained by the Corporation or the transfer agent and registrar for the Series 2022-A Shares, or delivery to such registered holder at such registered holder's address, a cheque for such dividends (less any tax required to be deducted or withheld by the Corporation) payable to the order of such registered holder. The forwarding or delivery of such cheque satisfies such dividends to the extent of the amount represented thereby (plus the amount of any tax required to be deducted or withheld by the Corporation) and is deemed to be payment to the applicable holder(s) of Series 2022-A Shares and discharge of all obligation and liability for the dividends payable, unless such cheque is not paid on presentation. Each dividend on the Series 2022-A Shares shall be paid to the registered holder(s) appearing on the applicable securities register at the close of business on such day as may be determined from time to time by the Board of Directors.
- 2.11 For clarity, subject to Article 11, any tax required to be deducted or withheld by the Corporation in connection with this Article 2 will be treated as having been paid to holders of such Series 2022-A Shares.

ARTICLE 3 PURCHASE FOR CANCELLATION

- 3.1 Following the Delivery Time, subject to the *Canada Business Corporations Act* and Article 7 herein, as applicable, the Corporation may, at any time and from time to time, purchase for cancellation all or any part of the Series 2022-A Shares outstanding at any price by tender to all registered holder(s) of Series 2022-A Shares or in the open market at the lowest price or prices at which, in the opinion of the Board of Directors, such Series 2022-A Shares are obtainable, by private agreement or in any other manner.
- 3.2 If, upon any tender to registered holder(s) of Series 2022-A Shares under this Article 3, more Series 2022-A Shares are tendered at a price or prices acceptable to the Corporation than the Corporation is willing to purchase, the Corporation shall accept, to the extent

required, the tenders submitted at the lowest price and then, if and as required, the tenders submitted at the next progressively higher price or prices, and if more Series 2022-A Shares are tendered at any such price than the Corporation is prepared to purchase, then the Corporation shall purchase the Series 2022-A Shares tendered at such price on a pro rata basis as nearly as may be possible (disregarding fractions) according to the number of Series 2022-A Shares so tendered by each of the holders of Series 2022-A Shares who submitted tenders at that price. From and after the date of purchase of any Series 2022-A Shares under this Article 3, the Series 2022-A Shares so purchased shall be cancelled.

ARTICLE 4 REDEMPTION

- 4.1 If at any time the Corporation (a) redeems Notes in accordance with their terms or purchases Notes, in whole or in part, by tender offer, open market purchases, negotiated transactions or otherwise, for cancellation, or (b) repays the aggregate principal amount of the Notes, together with any accrued and unpaid (including without limitation deferred, as applicable) interest upon the maturity of the Notes, the Corporation shall, subject to the *Canada Business Corporations Act* and Article 7 herein, redeem such number of Series 2022-A Shares with an aggregate issue price equal to the aggregate principal amount of Notes redeemed, purchased for cancellation or repaid upon maturity by the Corporation, as applicable, without any action on the part of, or the consent of, the holder(s) of such Series 2022-A Shares, for the applicable Redemption Price (each, a "**Mandatory Redemption**"). For clarity, subject to Article 11, any tax required to be deducted or withheld by the Corporation in connection with a Mandatory Redemption will be treated as having been paid to holders of such Series 2022-A Shares.
- 4.2 Except to the extent there is a Special Event Redemption, the Series 2022-A Shares are not redeemable by the Corporation prior to June 9, 2032. The Corporation may, at its option, redeem all or any part of the outstanding Series 2022-A Shares, upon such conditions as may be specified in the applicable notice of redemption, without any action on the part of, or the consent of, the holders of such Series 2022-A Shares, during the period (i) from June 9, 2032 to September 9, 2032 and (ii) thereafter, on any Dividend Payment Date or any Dividend Rate Reset Date, as applicable, for the applicable Redemption Price (each, an "**Optional Redemption**"). For clarity, subject to Article 11, any tax required to be deducted or withheld by the Corporation in connection with an Optional Redemption will be treated as having been paid to holders of such Series 2022-A Shares.
- 4.3 If the Corporation, on or within 90 days following the occurrence of a Rating Event or Tax Event, as applicable, redeems the Notes, in whole but not in part, the Corporation may redeem such number of Series 2022-A Shares with an aggregate issue price equal to the aggregate principal amount of Notes redeemed, without any action on the part of, or the consent of, the holders of such Series 2022-A Shares, for the applicable Redemption Price (a "**Special Event Redemption**"). For clarity, subject to Article 11, any tax required to be deducted or withheld by the Corporation in connection with a Special Event Redemption will be treated as having been paid to holders of such Series 2022-A Shares.

- 4.4 For greater certainty, if a Rating Event or Tax Event occurs on or after June 9, 2032, the Corporation may elect an Optional Redemption of the Series 2022-A Shares in accordance with Section 4.2, rather than a Special Event Redemption as a result of such Rating Event or Tax Event, as applicable, in accordance with Section 4.3.
- 4.5 Subject to the *Canada Business Corporations Act*, where only a part of the then outstanding Series 2022-A Shares is, at any time, to be redeemed, the Corporation will redeem or cause the redemption of the Series 2022-A Shares to be redeemed on a pro rata basis as nearly as may be possible (disregarding fractions) or in such other manner as the Board of Directors determines.
- 4.6 The Corporation shall give or cause to be given written notice of any redemption of all or part of the Series 2022-A Shares, including without limitation a Special Event Redemption, to the registered holder(s) of such Series 2022-A Shares not more than 60 days nor less than 10 days prior to the date fixed by the Corporation for the applicable redemption. To be valid for the purposes hereof, the notice of redemption of Series 2022-A Shares is to:
- (a) set out the date fixed by the Corporation for such redemption, the applicable Redemption Price, the place(s) at which the applicable Redemption Price is to be paid and certificates representing the Series 2022-A Shares called for redemption are to be surrendered, and, if less than all of the Series 2022-A Shares are to be redeemed, the number of Series 2022-A Shares to be redeemed;
 - (b) be given by electronic transmission, by facsimile transmission or by ordinary unregistered first class prepaid mail addressed to each registered holder of Series 2022-A Shares at the last address of such holder as it appears on the securities register or other applicable records of the Corporation maintained by the Corporation or the transfer agent and registrar for the Series 2022-A Shares,
- provided, however, that the failure to give any such notice to one or more of such registered holders does not affect the validity of such redemption.
- 4.7 On or after the date fixed by the Corporation for redemption of Series 2022-A Shares, the Corporation shall pay the applicable Redemption Price, or cause the applicable Redemption Price to be paid, without interest, to or to the order of the registered holder(s) of the Series 2022-A Shares to be redeemed, subject to Article 12 and Article 13:
- (a) by cheque payable to the order of such registered holders, upon presentation and surrender at the head office of the Corporation or any other place designated in the notice of redemption of the certificate(s) representing the Series 2022-A Shares called for redemption, and delivery of such cheque(s) satisfies and discharges all liability for the applicable Redemption Price for the Series 2022-A Shares to be redeemed (plus the amount of any tax required to be deducted or withheld by the Corporation), unless such cheque is not paid on presentation. Such Series 2022-A Shares are then and are thereupon deemed to be redeemed and restored to the status of authorized but unissued shares in the capital of the Corporation. From and after the date fixed by the Corporation for redemption specified in the notice of

redemption, the Series 2022-A Shares so redeemed cease to be entitled to dividends and the holder(s) thereof are not entitled to exercise any of the rights of holders in respect thereof, unless payment of the applicable Redemption Price (less any tax required to be deducted or withheld by the Corporation) is not made upon presentation of the certificate(s) representing such Series 2022-A Shares in accordance with the foregoing provisions, in which case the rights of the holders thereof remain unaffected. Any unclaimed cheque in payment of the applicable Redemption Price on the sixth anniversary of the date fixed by the Corporation for redemption shall be returned to the Corporation; or

- (b) by deposit, at any time after the notice of redemption in respect of the Series 2022-A Shares to be redeemed has been sent, of the applicable Redemption Price (less any tax required to be deducted or withheld by the Corporation) of the Series 2022-A Shares to be redeemed with the transfer agent and registrar for the Series 2022-A Shares, to be paid, without interest, to or to the order of the registered holder(s) of such Series 2022-A Shares, upon presentation and surrender to the transfer agent and registrar for the Series 2022-A Shares of the certificate(s) representing the Series 2022-A Shares called for redemption. Such deposit is deemed to be payment to holder(s) of the Series 2022-A Shares called for redemption, and satisfies and discharges all obligation and liability for the applicable Redemption Price for the Series 2022-A Shares to be redeemed (plus the amount of any tax required to be deducted or withheld by the Corporation). Upon such deposit being made, the Series 2022-A Shares to be redeemed are then and are thereupon deemed to be redeemed and restored to the status of authorized but unissued shares. From and after the date fixed by the Corporation for redemption specified in the notice of redemption, such redeemed Series 2022-A Shares cease to be entitled to dividends and the holder(s) thereof are not entitled to exercise any of the rights of a holder in respect thereof, other than the right to receive, without interest, their proportionate part of the aggregate applicable Redemption Price (less any tax required to be deducted or withheld by the Corporation) deposited against presentation and surrender of the certificate(s) representing such Series 2022-A Shares held by them respectively. Any interest on any such deposit belongs to the Corporation and any unclaimed funds remaining on deposit on the sixth anniversary of the date fixed by the Corporation for redemption shall be returned to the Corporation.

- 4.8 If only a part of the Series 2022-A Shares represented by any certificate presented and surrendered are redeemed, the Corporation shall issue, or shall cause to be issued, at its expense, a new certificate for the balance not redeemed.

ARTICLE 5 LIQUIDATION

- 5.1 In the event of a Liquidation, the holders of the Series 2022-A Shares are entitled to receive \$1,000.00 per Series 2022-A Share, together with all accrued and unpaid dividends thereon (less any tax required to be deducted or withheld by the Corporation), which, for these purposes, are to be calculated as if such dividends were accruing for the period from, and including, the last Dividend Payment Date for which dividends thereon were paid in full

to, but excluding, the date of payment, and including, for greater certainty and without limitation, any accrued and unpaid Make-Whole Dividend, before any amount is paid or any property or assets of the Corporation distributed to the holders of any shares of the Corporation ranking junior to the Series 2022-A Shares. Upon payment to the holder(s) of the Series 2022-A Shares of such amount so payable to them, no such holder is thereafter entitled to share in any further distribution of the property or assets of the Corporation. For clarity, subject to Article 11, any tax required to be deducted or withheld by the Corporation in connection with this Article 5 will be treated as having been paid to holders of such Series 2022-A Shares.

ARTICLE 6 VOTING RIGHTS

- 6.1 Except as otherwise provided by law and except for meetings of the holders of Preference Shares as a class and meetings of the holders of Series 2022-A Shares as a series, holders of the Series 2022-A Shares are not entitled to receive any notice of, to attend or to vote at any meeting of the shareholders of the Corporation, unless and until the Corporation has failed to pay four or more semi-annual dividends on the Series 2022-A Shares, whether or not consecutive (treating for such purpose any unpaid Make-Whole Amount as a failure to pay that number of semi-annual dividends as the number of unpaid semi-annual interest payments represented by such Make-Whole Amount) and whether or not such dividends have been declared and whether or not there are any monies of the Corporation properly applicable to the payment of such dividends. In the event of such aggregate non-payment, the holders of the Series 2022-A Shares are entitled to receive notice of and to attend each meeting of the shareholders of the Corporation at which directors of the Corporation are to be elected which take place more than 60 days after the date (not earlier than the date on which the Delivery Time occurs) on which the aggregate non-payment first occurs (other than separate meetings of holders of another class or series of shares of the Corporation), and such holders of Series 2022-A Shares present in person or represented by proxy at such meeting are entitled, at any poll taken or in respect of any other voting method at any such meeting, voting together with the holders of the Common Shares and all other shares entitled to vote together with the Common Shares on such election of directors, to one vote with respect to resolutions to elect directors of the Corporation being voted on for each Series 2022-A Share held, until all such arrears of dividends on the Series 2022-A Shares have been paid, whereupon such rights shall cease unless and until the same default again arises under the provisions of this Article 6.

ARTICLE 7 RESTRICTIONS ON PAYMENT OF DIVIDENDS AND REDUCTION OF CAPITAL

- 7.1 So long as any of the Series 2022-A Shares are outstanding, the Corporation shall not, without the approval of holders of the Series 2022-A Shares, given in the manner specified in Article 9:
- (a) call for redemption, purchase, reduce the stated capital maintained by the Corporation in respect of, or otherwise pay-off less than all of the Series 2022-A

Shares and all other Preference Shares then outstanding ranking prior to or on a parity with the Series 2022-A Shares with respect to the payment of dividends;

- (b) declare, pay or set apart for payment any dividends (other than stock dividends in shares of the Corporation ranking junior to the Series 2022-A Shares) on the Common Shares or any other shares of the Corporation ranking junior to the Series 2022-A Shares with respect to the payment of dividends; or
- (c) call for redemption of, purchase, reduce the stated capital maintained by the Corporation in respect of or otherwise pay for any shares of the Corporation ranking junior to the Series 2022-A Shares with respect to the repayment of capital or with respect to the payment of dividends,

unless, in each such case, all dividends up to, and including, the dividends payable on the last preceding Dividend Payment Dates for the last completed period for which dividends are payable on the Series 2022-A Shares and all other Preference Shares then outstanding and on all other shares ranking prior to or on a parity with the Preference Shares with respect to the payment of dividends have been declared and paid or set apart for payment as at the date of any such action referred to in paragraphs 7.1(a), 7.1(b) or 7.1(c).

ARTICLE 8 CREATION OR ISSUANCE OF ADDITIONAL SHARES

- 8.1 So long as any Series 2022-A Shares are outstanding, the Corporation shall not, without the prior approval of the holders of the Series 2022-A Shares, given in the manner specified in Article 9, create or issue any shares of the Corporation ranking prior to or on a parity with the Series 2022-A Shares with respect to the repayment of capital or payment of dividends, provided, however, that the Corporation may, without such approval, create or issue additional series of Preference Shares if (a) all dividends then payable on the Series 2022-A Shares have been paid or set apart for payment or (b) for the purposes of making interest payments, repaying indebtedness of the Corporation or converting or exchanging indebtedness of the Corporation pursuant to the terms thereof.

ARTICLE 9 SANCTION BY HOLDERS OF SERIES 2022-A SHARES

- 9.1 The approval of the holders of the Series 2022-A Shares when voting separately as a series with respect to any and all matters referred to herein may be given in writing by all of the holders of Series 2022-A Shares outstanding or by resolution duly passed and carried by not less than two-thirds (66 ⅔%) of the votes cast on a poll at a meeting of the holders of the Series 2022-A Shares duly called and held for the purpose of considering the subject matter of such resolution and at which a quorum of the holders of Series 2022-A Shares then outstanding is present in person or represented by proxy in accordance with the by-laws of the Corporation, provided, however, that if at any such meeting, when originally held, a quorum of the holders of Series 2022-A Shares then outstanding is not present in person or so represented by proxy within 30 minutes after the time fixed for such meeting, the meeting shall be adjourned to such date and to such time and place as may be fixed by

the chairman of such meeting in accordance with the by-laws of the Corporation and at such adjourned meeting, if a quorum of the holders of Series 2022-A Shares is present in person or represented by proxy in accordance with the by-laws of the Corporation, a resolution duly passed and carried by not less than two-thirds (66 ⅔%) of the votes cast on a poll at such adjourned meeting constitutes the approval of the holders of the Series 2022-A Shares. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting, as applicable, and the conduct of such original meeting or adjourned meeting, as applicable, shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at any such original meeting or adjourned meeting, as applicable, each holder of Series 2022-A Shares present in person or represented by proxy is entitled to one vote for each Series 2022-A Share held.

ARTICLE 10 TAX ELECTION

- 10.1 The Corporation shall elect, in the manner and within the time provided under Section 191.2 of the *Income Tax Act* (Canada) (the "**Tax Act**"), or any successor or replacement provision of similar effect, and take all other necessary action under the Tax Act, to pay tax at a rate such that no holder of the Series 2022-A Shares is required to pay tax under Section 187.2 of Part IV.1 of the Tax Act, or any successor or replacement provision of similar effect, on dividends received on the Series 2022-A Shares.

ARTICLE 11 WITHHOLDING TAX

- 11.1 Notwithstanding any other provision herein, the Corporation may deduct or withhold from any payment, distribution, issuance or delivery (whether in cash or other property) to be made pursuant hereto any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and shall remit any such amounts to the relevant tax authority as required. If the cash component of any payment, distribution, issuance or delivery to be made pursuant hereto is less than the amount that the Corporation is required or permitted to deduct or withhold, the Corporation is permitted to deduct and withhold from any non-cash payment, distribution, issuance or delivery to be made pursuant hereto any amounts required or permitted by law to be deducted or withheld from any such payment, distribution, issuance or delivery and to dispose of such property in order to remit any amount required to be remitted to the relevant tax authority. Notwithstanding the foregoing, the amount of any payment, distribution, issuance or delivery made to a holder of Series 2022-A Shares pursuant hereto is considered to be the amount of the payment, distribution, issuance or delivery received by such holder plus any amount deducted or withheld pursuant to this Article 11. Holders of Series 2022-A Shares remain responsible and liable for all withholding taxes under Part XIII of the Tax Act, or any successor or replacement provision of similar effect, in respect of any payment, distribution, issuance or delivery made or credited to them pursuant hereto and shall indemnify and hold harmless the Corporation on an after-tax basis for any such taxes imposed on any payment, distribution, issuance or delivery made or credited to such holders of Series 2022-A Shares pursuant hereto.

ARTICLE 12
BOOK-BASED SYSTEM

- 12.1 The Series 2022-A Shares shall initially be registered in the name of the Holding Trust Trustee, as trustee for the Holding Trust. In the event that the Series 2022-A Shares are required to be delivered in accordance with the Note Indenture and the Holding Trust Declaration of Trust in connection with the extinguishment of the Notes in accordance therewith, including without limitation as of the Delivery Time, each holder of the Series 2022-A Shares at such time is required to surrender to the transfer agent and registrar for the Series 2022-A Shares any Definitive Certificate(s) representing such holder's Series 2022-A Shares, if any, together with such other instruments of transfer necessary to transfer such Series 2022-A Shares to the holders of the Notes through the Book-Based System. Upon such delivery of the Series 2022-A Shares and thereafter, except as provided in subsection 12.3, the Series 2022-A Shares are and are thereupon deemed to be issued and held under the Book-Based System and evidenced by a fully registered Global Certificate representing the aggregate number of Series 2022-A Shares issued by the Corporation that is held by, or on behalf of, the System Operator, as custodian of the Global Certificate for the Participants, or issued to the System Operator in uncertificated form, and in either case registered in the name of "CDS & Co." (or in such other name as the System Operator may use from time to time as its nominee for purposes of the Book-Based System), and registrations of ownership, transfers and surrenders of Series 2022-A Shares shall be made only through the Book-Based System. Beneficial holders of Series 2022-A Shares who wish to purchase, sell or otherwise transfer ownership of or other interests in Series 2022-A Shares may do so only through a Participant.
- 12.2 For so long as the Series 2022-A Shares are held under the Book-Based System:
- (a) Subject to Subsection 12.3, no beneficial holder of Series 2022-A Shares is entitled to receive a certificate or other instrument from the Corporation or the System Operator evidencing such holder's ownership thereof, and no such holder is to be shown on the records maintained by the System Operator except through a book-entry account of a Participant acting on behalf of such beneficial holder.
 - (b) Notwithstanding any other provision herein:
 - (i) the System Operator is considered the sole registered holder of the Series 2022-A Shares for the purposes of receiving notices or payments of dividends or other amounts on or in respect of the Series 2022-A Shares, in each case for the benefit of the beneficial holders of the Series 2022-A Shares; and
 - (ii) the Corporation, pursuant to the exercise of rights of redemption herein, shall deliver or cause to be delivered to the System Operator, for the benefit of the beneficial holders (or former holders) of the Series 2022-A Shares, the applicable Redemption Price (less any tax required to be deducted or withheld by the Corporation) for the Series 2022-A Shares against delivery

to the Corporation's account with the System Operator of such beneficial holders' Series 2022-A Shares; and

- (iii) no person, including without limitation any Participant or beneficial holder of Series 2022-A Shares, has any claim against the Corporation in respect of payments due on the Series 2022-A Shares and the obligations of the Corporation are satisfied and discharged by payment to the System Operator, as registered holder of the Series 2022-A Shares, in respect of each amount so paid. So long as the System Operator is the registered holder of the Series 2022-A Shares, the Corporation is entitled to deliver any notice or payment to the System Operator in accordance with the established rules and procedures of the System Operator for book-entry only securities.

12.3 If at any time the Corporation determines that the System Operator is no longer willing or able to properly discharge its responsibilities as registered holder of the Series 2022-A Shares or with respect to the Book-Based System and the Corporation is unable to locate a qualified successor or the Corporation elects for any reason (including, without limitation, in circumstances where the Corporation considers it impracticable or inefficient to effect any distribution in respect of Series 2022-A Shares through the facilities of the System Operator), or is required by applicable law, to withdraw the Series 2022-A Shares from the Book-Based System, then Subsections 12.1 and 12.2 no longer apply to the Series 2022-A Shares and the Corporation shall notify, as applicable, the System Operator, for and on behalf of the Participants and the beneficial holders of the Series 2022-A Shares, of the occurrence of any such event or election and of the availability of Definitive Certificates in respect of Series 2022-A Shares. Upon such determination and, as applicable, surrender by the System Operator of the Global Certificate to the transfer agent and registrar for the Series 2022-A Shares, together with written instructions with respect to the Participants in whose names the Definitive Certificates are to be registered and delivered and the authorized denominations of the physical certificates to be registered in the name of each such Participant, the Corporation shall execute and deliver Definitive Certificates representing the Series 2022-A Shares. The Corporation is not and shall not be liable for any delay in delivering such instructions and may conclusively act and rely on and is protected in acting and relying on such instructions. Upon the issuance of Definitive Certificates representing the Series 2022-A Shares, the Corporation shall recognize the registered holder(s) of such Series 2022-A Shares represented by Definitive Certificates and, as applicable, any Global Certificate(s) representing the Series 2022-A Shares held under the Book-Based System (or the System Operator's uncertificated interest therein, as the case may be) for which such Definitive Certificates have been substituted is void and of no further effect.

12.4 So long as the System Operator is the registered holder of the Series 2022-A Shares, Article 1 to Article 11 herein, including without limitation the rights of redemption herein, and Article 14 and Article 15 herein, are subject to this Article 12 and, to the extent there is any inconsistency or conflict between such provisions, this Article 12 prevails.

ARTICLE 13
WIRE OR ELECTRONIC TRANSFER OF FUNDS

- 13.1 Notwithstanding any other right, privilege, restriction or condition attaching to the Series 2022-A Shares, the Corporation may, at its option, make any payment due to a registered holder of Series 2022-A Shares hereunder by way of a wire or electronic transfer of funds to such holder of Series 2022-A Shares. In the event that a payment is made by way of a wire or electronic transfer of funds, the Corporation is responsible for any applicable charges or fees relating to the making of such transfer. As soon as practicable following the determination by the Corporation that a payment is to be made by way of a wire or electronic transfer of funds, the Corporation shall notify each registered holder of Series 2022-A Shares at the address of such holder as it appears on the securities register or other applicable records of the Corporation maintained by the Corporation or the transfer agent and registrar for the Series 2022-A Shares. To be valid for the purposes hereof, such notice by the Corporation is to request that each registered holder of Series 2022-A Shares provide the particulars of an account of such holder with a chartered bank in Canada to which the wire or electronic transfer of funds is to be directed. In the event that the Corporation does not receive account particulars from a registered holder of Series 2022-A Shares prior to the date such payment is to be made, the Corporation shall deposit the funds otherwise payable to such holder in a special account or accounts in trust for such holder. The making of a payment by way of a wire or electronic transfer of funds or, in the case where a registered holder of the Series 2022-A Shares has not provided the Corporation with account particulars for a wire or electronic transfer of funds, the deposit by the Corporation of the funds otherwise payable to a registered holder of the Series 2022-A Shares in a special account or accounts in trust for such holder is and is thereupon deemed to constitute payment by the Corporation on the date thereof and satisfies and discharges all obligation and liability of the Corporation for such payment to the extent of the amount represented by such transfer or deposit.

ARTICLE 14
NOTICES & INTERPRETATION

- 14.1 **Notices.** Unless and to the extent otherwise provided herein:
- (a) Any notice, cheque, invitation for tenders or other communication from the Corporation herein provided for is and is deemed to have been sufficiently given, sent or made if delivered or if sent by first class unregistered mail, postage prepaid, to the holders of the Series 2022-A Shares at their respective addresses appearing on the securities register or other applicable records of the Corporation maintained by the Corporation or the transfer agent and registrar for the Series 2022-A Shares, in the case of joint holders, to the address of the holder whose name appears first on the securities register or other applicable records of the Corporation maintained by the Corporation or the transfer agent and registrar for the Series 2022-A Shares as one of such joint holders, or, in the event of the address of any of such holders not so appearing, then at the last address of such holder known to the Corporation. Accidental failure to give such notice, invitation for tenders or other communication to one or more holders of the Series 2022-A Shares does not affect

the validity of the notices, invitations for tenders or other communications properly given or any action taken pursuant to such notice, invitation for tender or other communication but, upon such failure being discovered, the notice, invitation for tenders or other communication, as the case may be, shall be sent forthwith to such holder or holders.

- (b) If any notice, cheque, invitation for tenders or other communication from the Corporation given to a holder of Series 2022-A Shares pursuant to this Section is returned on three consecutive occasions because the holder cannot be found, the Corporation is not required to give or mail any further notices, cheques, invitations for tenders or other communications to such shareholder until the holder informs the Corporation in writing of such holder's new address.
- (c) If the Board of Directors determines that mail service is or is threatened to be interrupted at the time when the Corporation is required or elects to give any notice hereunder by mail, or is required to send any cheque or any share certificate to a holder, whether in connection with the redemption of such share or otherwise, the Corporation may, notwithstanding the provisions hereof:
 - (i) give such notice by publication thereof once in a newspaper having national circulation in Canada or, if there is no newspaper having national circulation in Canada, in an English language newspaper of general circulation published in each of Vancouver, Edmonton, Toronto and Montreal and such notice is deemed to have been validly given on the day next succeeding its publication; and
 - (ii) fulfill the requirement to send such cheque or such share certificate by arranging for the delivery thereof to such holder by the transfer agent and registrar for the Series 2022-A Shares, if any, at its principal offices in the City of Calgary or Toronto, Ontario, and such cheque or share certificate is deemed to have been sent on the date on which notice of such arrangement was given as provided in (a) above, provided that as soon as the Board of Directors determines that mail service is no longer interrupted or threatened to be interrupted, such cheque or share certificate, if not theretofore delivered to such holder, shall be sent as herein provided.

14.2 **Definitions.** In these Series 2022-A Share provisions, the following expressions have the meanings indicated:

- (a) "**Administrative Action**" means any judicial decision, administrative pronouncement, published or private ruling, regulatory procedure, rule, notice, announcement, assessment or reassessment (including without limitation any notice or announcement of intent to adopt or issue such decision, pronouncement, ruling, procedure, rule, notice, announcement, assessment or reassessment);
- (b) "**Annual Fixed Dividend Rate**" means: (i) for any Subsequent Fixed Dividend Rate Period from, and including, September 9, 2032 to, but excluding, September

9, 2052, the annual rate (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% or greater being rounded up)) equal to the Five Year Government of Canada Yield on the most recent Dividend Rate Reset Determination Date plus 5.340%; and (ii) for any Subsequent Fixed Dividend Rate Period commencing on or after September 9, 2052, the annual rate (expressed as a percentage rounded to the nearest one hundred-thousandth of one percent (with 0.000005% or greater being rounded up)) equal to the Five Year Government of Canada Yield on the most recent Dividend Rate Reset Determination Date plus 6.090%;

- (c) "**Bloomberg Screen GCAN5YR Page**" means the display designated as page "GCAN5YR<INDEX>" on the Bloomberg Financial L.P. service (or such other page as may replace the GCAN5YR page on that service for purposes of displaying Government of Canada bond yields);
- (d) "**Board of Directors**" means the board of directors of the Corporation;
- (e) "**Book-Based System**" means the record entry securities transfer and pledge system administered by the System Operator in accordance with the operating rules and procedures of the System Operator in force from time to time and any successor system thereof;
- (f) "**Business Day**" means a day other than a Saturday, Sunday or other day on which banking institutions in the Province of Alberta or the Province of Ontario are authorized or required by law to close;
- (g) "**CDS**" means CDS Clearing and Depository Services Inc. or any successor thereof;
- (h) "**Common Shares**" means the common shares of the Corporation;
- (i) "**Date of Issue**" means September 9, 2022;
- (j) "**DBRS**" means DBRS Limited or any successor thereof;
- (k) "**Definitive Certificate**" means a fully registered, typewritten, printed, lithographed, engraved or otherwise produced share certificate representing one or more Series 2022-A Shares (for clarity, other than a Global Certificate);
- (l) "**Delivery Time**" means the time upon which the Series 2022-A Shares are delivered in accordance with and subject to the Note Indenture and the Holding Trust Declaration of Trust in connection with the extinguishment of the Notes in accordance therewith;
- (m) "**Dividend Payment Date**" means March 9 and September 9 of each year;
- (n) "**Dividend Rate Reset Date**" means September 9, 2032 and every fifth anniversary of such date thereafter;

- (o) **"Dividend Rate Reset Determination Date"** means, for any Subsequent Fixed Dividend Rate Period, the date that is one Business Day prior to the first day of such Subsequent Fixed Dividend Rate Period;
- (p) **"Five Year Government of Canada Yield"** means, as at any Dividend Rate Reset Determination Date for a Subsequent Fixed Dividend Rate Period, the bid yield to maturity on such date (assuming semi-annual compounding) of a Canadian dollar denominated non-callable Government of Canada bond with a term to maturity of five years as quoted as of 10:00 a.m. (Toronto time) on such date and which appears on the Bloomberg Screen GCAN5YR Page on such date, provided that, if such rate does not appear on the Bloomberg Screen GCAN5YR Page on such date, "Five Year Government of Canada Yield" means the average of the yields determined by two registered Canadian investment dealers (each of which is a member of the Investment Industry Regulatory Organization of Canada), selected by the Corporation, as being the yield to maturity (assuming semi-annual compounding) on such date at or about 10:00 am (Toronto time) which a Canadian dollar denominated non-callable Government of Canada bond would carry if issued in Canadian dollars at 100% of its principal amount on such date with a term to maturity of five years;
- (q) **"Global Certificate"** means the global certificate representing outstanding Series 2022-A Shares held through the Book-Based System;
- (r) **"Holding Trust"** means Capital Power Hybrid Trust, a trust established under the laws of the Province of Manitoba pursuant to the Holding Trust Declaration of Trust;
- (s) **"Holding Trust Declaration of Trust"** means the Declaration of Trust dated on or about September 8, 2022, as may be amended, modified, supplemented or restated from time to time, between the Corporation, as settlor, and Computershare Trust Company of Canada, as trustee, establishing and governing the Holding Trust;
- (t) **"Holding Trust Trustee"** means Computershare Trust Company of Canada, until a successor person is appointed trustee for the Holding Trust pursuant to the applicable provisions of the Holding Trust Declaration of Trust, and thereafter **"Holding Trust Trustee"** means or includes each person who is then a trustee for the Holding Trust thereunder;
- (u) **"Initial Dividend Rate Reset Date"** means September 9, 2032;
- (v) **"Initial Fixed Dividend Rate"** means, for the Initial Fixed Rate Period, the rate equal to the interest rate per annum on the Notes in effect as of the Date of Issue;
- (w) **"Initial Fixed Rate Period"** means the period from, and including, the Date of Issue to, but excluding, September 9, 2032;

- (x) "**Liquidation**" means the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs;
- (y) "**Make-Whole Amount**" means the amount equal to the accrued and unpaid (including without limitation deferred, as applicable) interest per Note, if any, as at the Delivery Time, which, for these purposes, is to be calculated as if such interest was accruing up to, but excluding, the date on which the Delivery Time occurs;
- (z) "**Make-Whole Dividend**" has the meaning specified in Section 2.2;
- (aa) "**Mandatory Redemption**" has the meaning specified in Section 4.1;
- (bb) "**NI 44-101**" means National Instrument 44-101 – *Short-Form Prospectus Distributions* of the Canadian Securities Administrators, as amended or replaced from time to time, and includes any instrument, blanket order, regulation or other determination of the Canadian Securities Administrators that amends, modifies, replaces or supersedes such National Instrument, in whole or in part;
- (cc) "**Note Indenture**" means the indenture dated as of September 9, 2022 between, the Corporation and Computershare Trust Company of Canada, as trustee, as may be amended, modified, supplemented or restated by one or more indentures supplemental thereto from time to time;
- (dd) "**Notes**" means the 7.95% Fixed-to-Fixed Rate Subordinated Notes, Series 1 due September 9, 2082 of the Corporation issued pursuant to the Note Indenture, and "**Note**" means each \$1,000.00 principal amount thereof;
- (ee) "**Optional Redemption**" has the meaning specified in Section 4.2;
- (ff) "**Participants**" means the participants in the Book-Based System who have an interest in Series 2022-A Shares;
- (gg) "**Preference Shares**" means the preference shares of the Corporation;
- (hh) "**Pro Rated First Dividend**" means the amount determined by multiplying the amount of the cumulative preferential cash dividend payable for a semi-annual period in which the Delivery Time occurs by two and multiplying that product by a fraction, the numerator of which is the number of days from, and including, the date on which the Delivery Time occurs to, but excluding, the first Dividend Payment Date following the Delivery Time and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;
- (ii) "**Pro Rated Liquidation Dividend**" means the amount determined by multiplying the amount of the cumulative preferential cash dividend payable for the semi-annual period in which the Liquidation or redemption is to occur by two and multiplying that product by a fraction, the numerator of which is the number of days from, and including, the Dividend Payment Date immediately preceding the

date fixed for Liquidation or redemption to, but excluding, the date fixed for Liquidation or redemption and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;

- (jj) **"Rating Event"** means the amount of equity credit assigned to the Notes by DBRS, S&P or any other designated rating organization (as defined in NI 44-101), as applicable, has been reduced due to an amendment to, clarification of or change in the methodology or criteria employed by DBRS, S&P or any other designated rating organization (as defined in NI 44-101), as applicable, for the purposes of assigning equity credit to securities such as the Notes that was effective on the date on which such equity credit was initially assigned to the Notes;
- (kk) **"Redemption Price"** means:
 - (i) in the case of an Optional Redemption, a redemption price per Series 2022-A Share equal to \$1,000.00, together with accrued and unpaid dividends (including, for greater certainty and without limitation, any accrued and unpaid Make-Whole Dividend), if any, on such Series 2022-A Share to, but excluding, the date fixed by the Corporation for such redemption;
 - (ii) in the case of a Mandatory Redemption, a redemption price per Series 2022-A Share equal to \$1,000.00, together with accrued and unpaid dividends, if any, on such Series 2022-A Share to, but excluding, the date fixed by the Corporation for such redemption;
 - (iii) in the case of a Special Event Redemption as a result of a Rating Event, a redemption price per Series 2022-A Share equal to \$1,020.00, together with accrued and unpaid dividends (including, for greater certainty and without limitation, any accrued and unpaid Make-Whole Dividend), if any, on such Series 2022-A Share to, but excluding, the date fixed by the Corporation for such redemption; or
 - (iv) in the case of Special Event Redemption as a result of a Tax Event, a redemption price per Series 2022-A Share equal to \$1,000.00, together with accrued and unpaid dividends (including, for greater certainty and without limitation, any accrued and unpaid Make-Whole Dividend), if any, on such Series 2022-A Share to, but excluding, the date fixed by the Corporation for such redemption;
- (ll) **"S&P"** means S&P Global Ratings or any successor thereof;
- (mm) **"Special Event Redemption"** has the meaning specified in Section 4.3;
- (nn) **"Subsequent Fixed Dividend Rate Period"** means the period from, and including, the Initial Dividend Rate Reset Date to, but excluding, the next Dividend Rate Reset Date and each five-year period thereafter from, and including, the most recent Dividend Rate Reset Date to, but excluding, the next Dividend Rate Reset Date;

- (oo) "**System Operator**" means CDS or its nominee or any successor thereof; and
- (pp) "**Tax Event**" means the Corporation or the Holding Trust Trustee, as the case may be, has received an opinion of independent counsel of a nationally recognized law firm in Canada or the United States experienced in such matters (who may be counsel to the Corporation) to the effect that, as a result of:
 - (i) any amendment to, clarification of or change (including without limitation any announced prospective change) in the laws, or any regulations thereunder, or any application or interpretation thereof, of Canada or the United States, or any political subdivision or taxing authority thereof or therein, affecting taxation;
 - (ii) any Administrative Action; or
 - (iii) any amendment to, clarification of or change (including without limitation any announced prospective change) in the official position with respect to or the interpretation of any Administrative Action or any interpretation or pronouncement that provides for a position with respect to such Administrative Action that differs from the theretofore generally accepted position,

in each case, by any legislative body, court, governmental authority or agency, regulatory body or taxing authority, irrespective of the manner in which such amendment, clarification, change, Administrative Action, interpretation or pronouncement is made known, which amendment, clarification, change or Administrative Action is effective or which interpretation, pronouncement or Administrative Action is announced on or after the Date of Issue, there is more than an insubstantial risk (assuming any proposed or announced amendment, clarification, change, interpretation, pronouncement or Administrative Action is effective and applicable) that (A) the Corporation or the Holding Trust is, or may be, subject to more than a *de minimis* amount of additional taxes, duties or other governmental charges or civil liabilities because the treatment of any of its items of income, taxable income, expense, deduction of expense, taxable capital or taxable paid-up capital with respect to the Notes (including without limitation the treatment by the Corporation of interest on the Notes and the deductibility of such interest) or the Series 2022-A Shares (including without limitation dividends thereon) or other assets of the Holding Trust or the Holding Trust Trustee, as or as would be reflected in any tax return or form filed, to be filed, or otherwise could have been filed, will not be respected by a taxing authority or (B) the Holding Trust is, or will be, subject to more than a *de minimis* amount of taxes, duties or other governmental charges or civil liabilities.

- 14.3 **Ranking.** The expressions "ranking prior to", "ranking on a parity with", "ranking junior to" and similar expressions refer to the order of priority in the payment of dividends, the return of capital or the distribution of assets of the Corporation in the event of any Liquidation.

- 14.4 **Holders.** All references herein to a holder of Series 2022-A Shares is to be interpreted as referring to a registered holder of the Series 2022-A Shares, unless explicitly specified otherwise.
- 14.5 **Currency.** All references herein to dollars and \$ mean Canadian dollars.
- 14.6 **Non-Business Day Occurrences.** If any day on or by which:
- (a) any dividend is payable by the Corporation on the Series 2022-A Shares, including without limitation, a Dividend Payment Date, or any date for payment of any Make-Whole Dividend, Pro Rated First Dividend or Pro Rated Liquidation Dividend;
 - (b) any Redemption Price is payable by the Corporation for Series 2022-A Shares called for redemption or otherwise required to be redeemed;
 - (c) any payment is to be made by the Corporation on the Series 2022-A Shares in connection with a Liquidation; or
 - (d) any other action is required or permitted to be taken by the Corporation,
- is not a Business Day, then such dividend, Redemption Price, Liquidation payment or other payment is payable, and such other action may be taken, on or by the next succeeding day that is a Business Day.

ARTICLE 15 MODIFICATION

- 15.1 The rights, privileges, restrictions and conditions attaching to the Series 2022-A Shares may be deleted, varied, modified, amended or amplified by articles of amendment with such approval as may be required by the *Canada Business Corporations Act*, with any such approval to be given in the manner specified in Article 9 and with any required approvals of any stock exchange on which the Series 2022-A Shares may be listed.