

Message

From: KING Catriona -OFFCORPSEC [/O=OH/OU=CENTER/CN=RECIPIENTS/CN=125117]
Sent: 17/04/2017 1:03:55 PM
To: SHUKLA Mamta -OFFCORPSEC [mamta.shukla@opg.com]
CC: HOILETT Rosemarie -PRESIDENT [rosemarie.hoilett@opg.com]; MATHIAS Carlton -OFFCORPSEC [carlton.mathias@opg.com]
Subject: TIME SENSITIVE: GA Financing.Resp to Mstr Request.17apr18
Attachments: GA Financing.Resp to Mstr Request.17apr18.docx; MC-2017-750 Outgoing.pdf

Mamta,

Attached is correspondence that was sent to Bernard late on Thurs. April 13th. Also attached is Bernard's response to the Minister's letter. Bernard has reviewed and approved application of his signature stamp (see below).. Would you please print the response letter (in colour) and work with Rosemarie to apply the signature, first thing Tuesday morning. Then please scan signed copy (in colour please. There is one across from Rita Bonicelli) and send to me and Rosemarie. Pls file a copy of each in the significant shareholder correspondence file.

Rosemarie,

We need to send Bernard's response back to Minister Thibeault first thing Tuesday morning. Pls email to glenn.thibeault@ontario.ca, and cc to: charles.sousa@ontario.ca, scott.thompson@ontario.ca, serge.imbrogno@ontario.ca, gadi.mayman@ofina.on.ca, and Jeff Lyash, Ken Hartwick, Chris Ginther, me and Carlton.

If anyone has any questions, please see me.



MC-2017-750
Outgoing.pdf



GA
Financing.Resp t...

Thx

Catriona King
Vice-President, Corporate Secretary
Ontario Power Generation, 700 University Avenue, Toronto, Ontario, M5G 1X5
Phone: 416-592-4474; Cell: 416-524-4421; Fax: 416-592-4555

From: Bernard Lord [mailto:bernardlord@outlook.com]
Sent: Monday, April 17, 2017 10:28 AM
To: KING Catriona -OFFCORPSEC
Subject: EXTERNAL – Re: Fresponse: Minister's letter/Shareholder Resolution to Amend OPG's Articles of Amalgamation

*** Exercise caution. This is an EXTERNAL email. DO NOT open attachments or click links from unknown senders or unexpected email. ***

Yes, please.
Thank you
Bernard

From: catriona.king@opg.com
Sent: April 17, 2017 8:58 AM
To: bernardlord@outlook.com
Cc: rosemarie.hoilett@opg.com; mamta.shukla@opg.com
Subject: Fresponse: Minister's letter/Shareholder Resolution to Amend OPG's Articles of Amalgamation

Hello Bernard,

Attached is a draft of a proposed response to the Minister's letter, amended as requested at the April 7th Special Committee. May we have your approval to apply your signature stamp and send to the Minister on Tues. April 18th?

Thx

Catriona King
Vice-President, Corporate Secretary
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Phone: 416-592-4474; Cell: 416-524-4421; Fax: 416-592-4555

From: KING Catriona -OFFCORPSEC
Sent: Thursday, April 13, 2017 5:55 PM
To: 'Bernard Lord'; 'George Lewis'
Cc: HARTWICK Ken -FINANCE; LYASH Jeffrey -PRESIDENT; MATHIAS Carlton -OFFCORPSEC
Subject: Minister's letter/Shareholder Resolution to Amend OPG's Articles of Amalgamation

Bernard/George,

I am writing to provide an update on two developments today with respect to the GA financing initiative.

First, the Minister has sent Bernard the attached letter requesting OPG prepare a plan and recommendation on implementation of the GA financing. The letter is very helpful. We will prepare Bernard's response and seek approval to apply his signature on Tuesday.

Second, OPG was requested to sent the Ministry the form of shareholder resolution that would be needed to amend OPG's Articles of Amalgamation to permit us to access capital markets. We have provided the form of that resolution in the email below. Some aspects of this file are moving fairly quickly, and it is possible that the Minister may sign and issue this resolution before OPG has submitted its plan. While a bit out of sequence before we submit our plan to the Board and the Shareholder, if this occurs it will be very helpful to OPG (we have been trying to affect this change for 10 years!) and wanted to let you know. We will provide update at the Special Cttee meeting on Wed. April 19th.

thx

Catriona King | Vice President, Corporate Secretary | Ontario Power Generation Inc.
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| E: catriona.king@opg.com
Good Governance is Good Business

From: KING Catriona -OFFCORPSEC
Sent: Thursday, April 13, 2017 4:07 PM
To: 'Katona, Keley (ENERGY)'
Cc: HARTWICK Ken -FINANCE; MATHIAS Carlton -OFFCORPSEC
Subject: Shareholder Resolution to Amend OPG's Articles of Amalgamation

Keley,

I understand that at this morning's meeting OPG was asked to submit the form of shareholder resolution that would be needed to amend OPG's Articles of Amalgamation. Please see attached. Please let me know if you have any questions or require further information.

thx

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