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August 27, 2024

VIA E-MAIL: registrar@oeb.ca

Reference: 00075681/000117

Ontario Energy Board
2300 Yonge Street, Suite 2601
Toronto, Ontario M4P 1E4

Ontario Energy Board
2300 Yonge Street, 27th floor Reception
Toronto, ON M4P 1E4

Attention: Ms. Nancy Marconi, Registrar

RE: Section 81 Notice of Proposed Transaction

Dear Ms. Marconi:

We are the lawyers for Algonquin Power & Utilities Corp. ("**APUC**") and its wholly owned subsidiary Algonquin Power Co. ("**APCo**"), a trust organized under the laws of Ontario (collectively, the "**Applicants**"). This letter, together with the attached documentation, constitutes a notice from the Applicant of a proposed transaction (the "**Notice**") under Section 81 of the *Ontario Energy Board Act, 1998* (the "**Act**").

Description of the Transaction

A subsidiary of APCo, namely Windlectric Inc., owns and operates the Amherst Island Wind Project, a 74.112-MW wind farm located on Amherst Island, Stella, Ontario, and associated transmission and distribution systems further described in the Notice (the "**Facility**"). Windlectric Inc. is wholly owned by Amherst Island Partnership and holds Electricity Generation Licence EG-2017-0120. Amherst Island Partnership is, in turn, owned by APCo, which holds 60% of voting rights in the Partnership, and Atlantica Yield Energy Solutions Canada Inc. ("**Atlantica Canada**"), which holds 40% of voting rights. APCo directly owns 2,835,967 Class II common shares in Atlantica Canada, each of which entitle it to one vote, and 419,463 Class C common shares, which carry no votes. The vendor in the proposed transaction, AYES International UK Limited ("**AYES UK**"), owns 230,735 Class A common shares in Atlantica Canada, each of which entitle it to 33 votes. In other words, APCo holds 27.14% of voting rights in Atlantica Canada, while AYES UK holds 72.86% of voting rights.

The proposed transaction will, once completed, result in the APCo acquiring all Class A common shares of Atlantica Canada from AYES UK, making APCo the owner of 100% of the equity of Atlantica Canada.



Since the Applicants are affiliates of three Ontario electricity generators,¹ and the proposed transaction will result in the Applicants acquiring a further indirect interest in the transmission and distribution systems that are owned by Windlectric Inc., the Applicants are filing this Notice pursuant to section 81 of the *Act*.

The Applicants submits, however, that the proposed transaction will not substantively change the status quo, nor will it affect the development and maintenance of a competitive market, because the relevant transmission and distribution systems owned by Windlectric Inc. are already controlled by the Applicants. Further, the proposed transaction will not result in the Applicants acquiring an interest in any additional transmission and distribution systems beyond those already owned by Windlectric Inc. Rather, it will simply result in the Applicants increasing their ownership percentage in the Facility.

Pursuant to section 4.0.1 and 4.0.2 of Ont. Reg. 161/99, the Applicants are not required to file a notice pursuant to Section 80 of the *Act*.

The Applicants therefore request that the OEB issue a letter of no review.

Current Ownership Structure

A corporate structure chart showing the current relationship between the entities with a direct or indirect ownership interest in the Facility and associated transmission and distribution systems is attached as Appendix 1 to this letter.

Post-Transfer Ownership Structure Chart

Appendix 2 to this letter is a chart showing the expected ownership structure of the Facility if the proposed transaction is completed as expected.

Transaction Timeline

The parties to the proposed transaction would like to close this share sale by September 20, 2024. We therefore respectfully request that the OEB make its determination regarding this notice on an expedited basis.

¹ Namely, Algonquin Power (Long Sault) Partnership (OEB Electricity Generation Licence EG-2022-0215), Windlectric Inc. (OEB Electricity Generation Licence EG-2017-0120), and Cornwall Solar Inc. (OEB Electricity Generation Licence EG-2013-0265).

Blakes

Please contact the undersigned if you have any questions with respect to this matter.

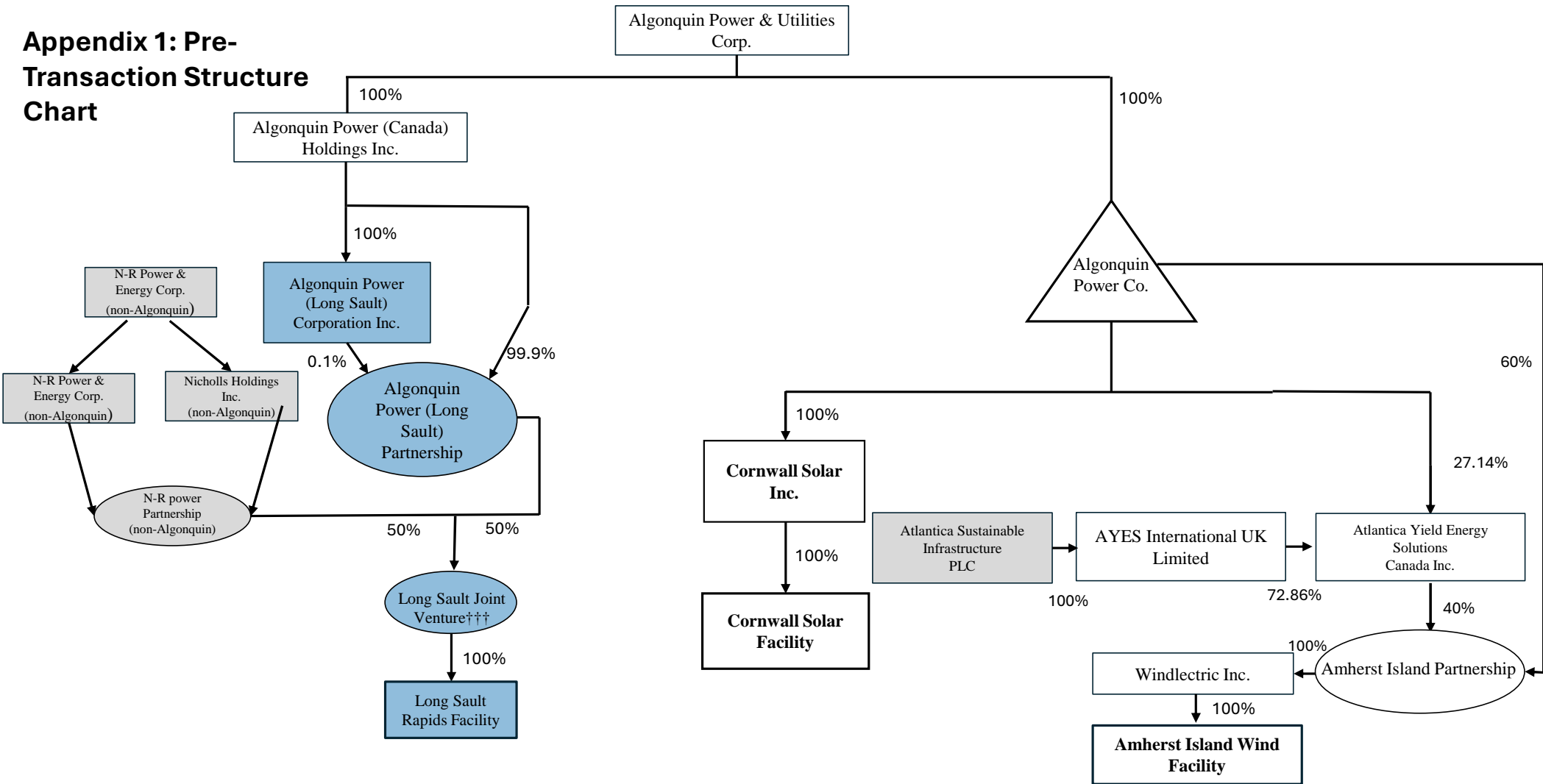
Yours truly,

A handwritten signature in blue ink that reads "Ryan McNamara". The signature is written in a cursive, flowing style.

Ryan McNamara

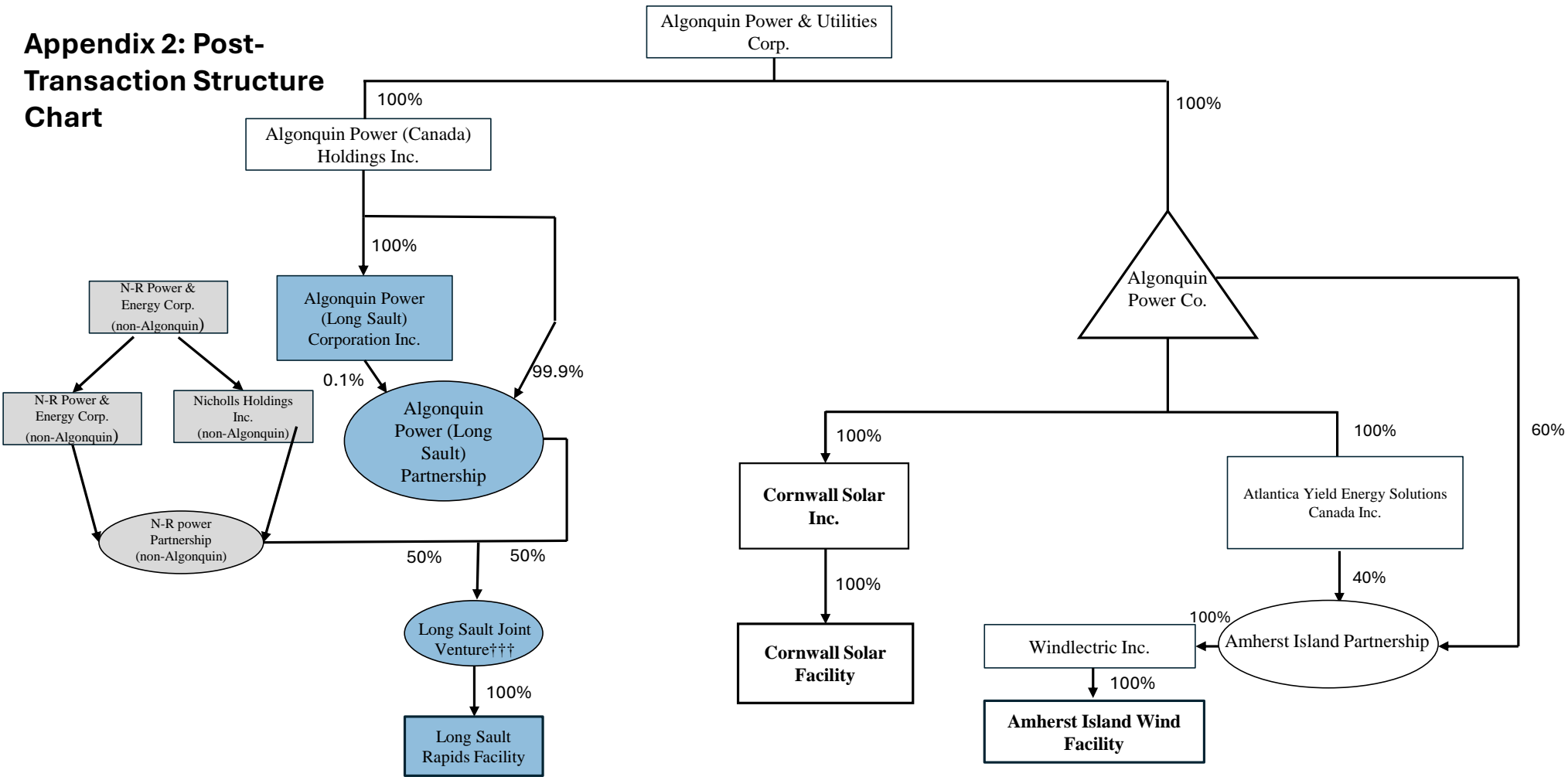
RM
Encl.

Appendix 1: Pre-Transaction Structure Chart



††† This joint venture is not represented by an entity. It is a pure Joint Venture

Appendix 2: Post-Transaction Structure Chart



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