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October 9, 2026

RESS & EMAIL

Ontario Energy Board
P.O. Box 2319
2300 Yonge Street, 27th Floor
Toronto, ON M4P 1E4

Attention: Ritchie Murray, Registrar

Dear Mr. Murray:

Re: Application by Alectra Inc. for Leave to Acquire and by Newmarket-Tay Power Distribution Ltd. for Leave to Amalgamate (EB-2026-0238) – Confidentiality Request

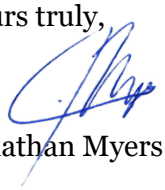
We are legal counsel to the applicants, Alectra Inc. ("**Alectra**") and Newmarket-Tay Power Distribution Ltd. ("**NT Power**") in the above-referenced proceeding. On behalf of the applicants, pursuant to Rule 10.01 of the OEB's *Rules of Practice and Procedure* and the OEB's *Practice Direction on Confidential Filings* (the "**Practice Direction**"), we hereby request that certain information contained in the Application be (i) granted confidential treatment in the proceeding under Parts 5 and 6 of the Practice Direction (the "**Confidential Information**"), and (ii) permanently redacted from the public record on the basis of non-relevance under Part 11 of the Practice Direction (the "**Non-Relevant Information**"). Together, the Confidential Information and the Non-Relevant Information is the "**Redacted Information**".

In accordance with section 12 of the Practice Direction, Appendix 'A' to this letter includes a Table of Confidentiality Requests, which describes the information for which the applicants are requesting confidential treatment and non-relevant treatment, its location in the application, and the basis for each of the requests.

The Redacted Information has been redacted from the public version of the Application filed with the OEB. Appendix 'B' and Appendix 'C' to this letter contain compilations of the unredacted (confidential) versions of the Securities Purchase Agreement and Resolution documents, respectively, with the relevant pages of each marked "Confidential" or "Confidential - Non-Relevant" as applicable. Within each document, the specific portions for which the Applicants request confidential treatment or non-relevant treatment are highlighted. For ease of reference, Confidential Information is highlighted in yellow inside of a red box, and Non-Relevant Information is highlighted in green inside of a red box. The Applicants request permanent redaction of the information highlighted in green. The Applicants confirm that the

Application does not contain personal information, and as such, no redactions have been made in that regard.

Yours truly,



Jonathan Myers

cc: Christine E. Long, Alectra Utilities Corporation
Natalie Yeates, Alectra Utilities Corporation
Ian McDougall and Karen Reynar, Corporation of the Town of Newmarket
Andrea Fay, The Corporation of the Township of Tay
Mark Rodger and Rob Blackstein, Borden Ladner Gervais LLP

Appendix 'A' – Table of Confidentiality Requests

Exhibit	Pages	Presumptively Confidential (Y/N)	Rationale for Request
Appendix B (Amended and Restated Securities Purchase Agreement)	ToC, 3, 14, 24, 57-59, 63-64, 67-68, 71	N	**Commercial Sensitivity:** This information consists of non-standard terms that were negotiated by the parties specific to this transaction. Disclosure of this information, including references to the existence of these non-standard terms in the agreement, could prejudice Alectra's position in future commercial negotiations for a comparable transaction.
	14	N	**Non-Relevance:** This consists of information about the identification of properties that may be transferred out of NT Power in the future, and is therefore not relevant to the application.
	10, 21-22, 57	N	**Commercial Sensitivity:** This information consists of commercially sensitive information about certain values forming part of the negotiated terms of the transaction that, if disclosed, could prejudice Alectra's position in future commercial negotiations for a comparable transaction.
	Appendix A (Confidential Disclosure Schedule), p. 9, 10	N	**Non-Relevance:** This consists of information about the identification of properties that will be transferred out of NHHI and/or THI prior to Alectra's acquisition of these holding companies, and is therefore not relevant to the application.
	Appendix A (Confidential	N	**Commercial Sensitivity:**

	Disclosure Schedule), p. 15		This consists of NT Power's Business Identification Number, which if disclosed could give rise to potential risk for the company and has consistently been accepted by the OEB as confidential in other proceedings.
	Appendix A (Confidential Disclosure Schedule), p. 16	N	**Commercial Sensitivity:** This information consists of the names of counterparties in active software contracts, which if disclosed could give rise to commercial and cybersecurity risks.
	Appendix A (Confidential Disclosure Schedule), pp. 19-24	N	**Commercial Sensitivity:** This information consists of insurance policy and coverage information, which is consistently treated as confidential and if disclosed could prejudice NT Power's position in future claims by third-parties and in future negotiations for new or replacement insurance coverages.
	Appendix A (Confidential Disclosure Schedule), p. 25	N	**Non-Relevance:** This information consists of the names, dates and report numbers for certain environmental reports, which are not relevant to matters that are at issue in this proceeding and, if disclosed, could prejudice NT Power.
	Appendix A (Confidential Disclosure Schedule), p. 26	N	**Commercial Sensitivity:** This information consists of confidential and commercially sensitive tax information regarding ongoing matters with tax authorities. This information is consistently treated as confidential and if disclosed could prejudice NT Power's position in respect of those matters.

	Appendix A (Confidential Disclosure Schedule), p. 28	N	**Commercial Sensitivity:** This information consists of the names of suppliers with whom NT Power is actively receiving goods and/or services. This is commercially sensitive and if disclosed could give rise to commercial harm to the company and its relationships with established vendors.
	Exhibit A (Ascribed Economic Interest Calculation)	N	**Commercial Sensitivity:** This information consists of commercially sensitive information pertaining to the Ascribed Economic Interest Calculation under the agreement. This information is not available in the public domain and, if disclosed, and if disclosed could prejudice Alectra's position in future commercial negotiations for a comparable transaction.
	Schedule 2.6(a) (Equity Securities Purchase Price Adjustments) [Note: this schedule is not titled, but consists of the page immediately following Exhibit C and immediately preceding Schedule 5.1(c)]	N	**Commercial Sensitivity:** This information consists of commercially sensitive information pertaining to the Purchase Price Adjustment under the agreement. While identified as an "illustrative example", the information consists of actual projections and agreed transaction terms, which are commercially sensitive. This information is not available in the public domain and, if disclosed, could prejudice Alectra's position in future commercial negotiations for a comparable transaction.
Appendix C (Resolution by Alectra Approving the Proposed Transactions)	Alectra Board of Directors Meeting – August 21, 2025, p. 2	N	**Non-Relevance:** This information consists of extraneous information contained in the Alectra Resolution approving the Proposed Transactions, which information is not relevant to

			the requirement to provide confirmation that Alectra has approved the Proposed Transactions, or to any matters at issue in this proceeding.

Appendix 'B' – Amended and Restated Securities Purchase Agreement - Unredacted (Confidential) Version

[INTENTIONALLY OMITTED FROM PUBLIC VERSION]

Appendix 'C' – Resolution by Alectra Approving the Proposed Transactions - Unredacted (Confidential) Version

[INTENTIONALLY OMITTED FROM PUBLIC VERSION]