



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

Brookfield Office Properties Inc.

Corporate name / Dénomination sociale

1115866-0

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Hantz Prosper

Director / Directeur

2024-09-18

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  
Brookfield Office Properties Inc.

2 Corporation number  
Numéro de la société  
1115866-0

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

Valerie Tso

Valerie Tso

416-369-4905

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.

The Corporation is authorized to amend its articles of amalgamation to delete the rights, privileges, restrictions and conditions attaching to the Class AAA Preference Shares, Series X entitled “25. CLASS AAA PREFERENCE SHARES, SERIES X”, and to replace them with those set out in Schedule “A” attached hereto.

## SCHEDULE “A”

### 25. CLASS AAA PREFERENCE SHARES, SERIES X

All terms used in Part I of this Exhibit which are defined in Part II of this Exhibit have the meaning in Part I of this Exhibit ascribed thereto in Part II of this Exhibit.

The twenty-fourth series of Class AAA Preference Shares of the Corporation shall consist of 300 shares designated Class AAA Preference Shares, Series X which replace the “Cumulative Redeemable Preferred Shares Series K” of BPO Properties Ltd. (the Class AAA Preference Shares, Series X shall hereinafter be referred to as the “**Series K Preferred Shares**”) and, in addition to the rights, privileges, restrictions and conditions attaching to the Class AAA Preference Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

#### 1. Dividends

(a) In this Exhibit:

- (i) “**Dividend Payment Date**” means September 18, 1986 and the Thursday following the third Wednesday of each month thereafter, except that if such Thursday is not a Business Day, the Dividend Payment Date will be the first Business Day following such Thursday;
- (ii) “**Dividend Period**” means (i) in respect of the initial dividend on the Series K Preferred Shares, the period from and including the original date of issue of Series K Preferred Shares to but excluding September 18, 1986, and (ii) in respect of subsequent dividends on the Series K Preferred Shares, the period from and including each Dividend Payment Date to but excluding the next succeeding Dividend Payment Date;
- (iii) “**Dividend Rate**” means the Current Dividend Rate determined in an Auction of the Series K Preferred Shares conducted on the Business Day next preceding the commencement of each Dividend Period (other than the initial Dividend Period), as contemplated in Part II hereof; provided that, if the Corporation fails to pay the full amount of any dividend when due (whether or not declared) or fails to redeem any Series K Preferred Shares after it has given notice of redemption in respect thereof (A) for any reason except as a result of an accidental or inadvertent error or omission on the part of the Corporation or the Trust Company, or (B) as a result of an accidental or inadvertent error or omission on the part of the Corporation or the Trust Company which is not remedied within three Business Days from the applicable Dividend Payment Date or Redemption Date (as defined in Article 3 of this Part), as the case may be, the Dividend Rate will no longer be based on the results of an Auction and will be, during each subsequent Dividend Period, a rate per annum equal to the Term CORRA in effect on the Business Day next preceding the commencement of such Dividend Period plus 0.40%.

- (b) Except as otherwise provided in Article 1(c) of this Part, the holders of the Series K Preferred Shares shall be entitled to receive, as and when declared by the Board of Directors of the Corporation, out of moneys of the Corporation properly applicable to the payment of dividends, cumulative, preferential cash dividends in the amount per share determined from time to time in accordance with the provisions of Article 1(d) of this Part to be paid on a Dividend Payment Date. Except as otherwise provided in Article 1(c) of this Part, the dividends on Series K Preferred Shares shall accrue from and include the original date of issue of Series K Preferred Shares or accrue from and include the last Dividend Payment Date in respect of which dividends have been paid or made available for payment, whichever is later.

The Corporation shall pay to, or cause to be paid to, or to the order of, the holders of Series K Preferred Shares as they appear on the securities register of the Corporation on the Business Day next preceding the applicable Dividend Payment Date, dividends on such shares by cheques drawn on a Canadian chartered bank and payable at par at any branch of such bank in Canada unless any such holder requests, by notice in writing received by the Corporation or the Trust Company no less than seven (7) Business Days prior to a Dividend Payment Date, to receive payment of all such dividends by wire transfer, and provides in such notice an account number at a specified branch in Canada of a Canadian chartered bank to which the Corporation may cause such dividends to be wire transferred. In such a case, the Corporation shall instruct its bankers, or cause instructions to be given to a Canadian chartered bank, to wire transfer the amount of all such dividends to the account designated by each such holder in his notice to the Corporation or the Trust Company. Any such notification by a registered holder shall remain in effect until such registered holder ceases to be a registered holder or until cancelled or superseded by subsequent notice in writing received by the Corporation or the Trust Company no less than seven (7) Business Days prior to a Dividend Payment Date.

The delivery or mailing of such cheques or the receipt of a confirmation from a Canadian chartered bank that such bank has carried out instructions with respect to the wire transfer of the amount of any such dividend, by the Corporation or the Trust Company, shall be a full and complete discharge of the Corporation's obligation to pay the dividends unless, in the case of payment by cheque, the cheque is not honoured when presented for payment.

Dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of six years from the date on which they were declared to be payable may be reclaimed and used by the Corporation for its own purposes.

If on any Dividend Payment Date, the dividend payable on such date is not paid in full on all the Series K Preferred Shares then issued and outstanding, such dividend or the unpaid part thereof shall be paid on a subsequent date or dates determined by Board of Directors of the Corporation on which the Corporation shall have sufficient moneys or property properly applicable to the payment of the same. The holders of Series K Preferred Shares shall not be entitled to any dividends other than or in excess of the cumulative preferential cash dividends herein provided for.

- (c) In the event the Corporation exercises its option to redeem any of the Series K Preferred Shares pursuant to Article 3 of this Part, the Board of Directors of the Corporation may declare (i) on all Series K Preferred Shares out of the monies properly applicable to the payment of dividends, a dividend in an amount per share equal to all accrued and unpaid dividends on each such share calculated (in accordance with Article 1(d) of this Part) to the Redemption Date (as defined in Article 3 of this Part) to be paid on such Redemption Date or on such other date as may be determined in accordance with Article 3 of this Part, and (ii) on the Series K Preferred Shares which are not to be redeemed as a result of the Corporation exercising its option to redeem any of the Series K Preferred Shares pursuant to Article 3 of this Part, out of the monies properly applicable to the payment of dividends, a dividend in an amount per share equal to all accrued and unpaid dividends on each such share calculated (in accordance with Article 1(d) of this Part) from and including the Redemption Date to but excluding the next succeeding Dividend Payment Date, to be paid on such next succeeding Dividend Payment Date. In such event, the provisions of Article 1(b) and Article 3 of this Part, to the extent applicable, shall apply mutatis mutandis to the payment of any such dividend unless otherwise inconsistent.
- (d) The amount of the dividend payable on each outstanding Series K Preferred Share:
- (i) on September 18, 1986 shall be the amount (rounded to the nearest cent) equal to the product of (1) \$500,000, (2) the greater of (A) 4.949% and (B) 60.178% of Bankers' Acceptance Rate on September 15, 1986 determined in accordance with the provisions set out in Article 1(d) of Part II, mutatis mutandis, and (3) the number of days from and including the original date of issue to but excluding September 18, 1986, all divided by 365; and
  - (ii) on any subsequent Dividend Payment Date shall be the amount (rounded to the nearest cent) equal to the product of (1) \$500,000, (2) the Dividend Rate for the applicable Dividend Period, and (3) the number of days in such Dividend Period, all divided by 365.

Subject to the foregoing, for purposes of calculating an amount measured by reference to accrued and unpaid dividends,

- (i) the amount of any accrued and unpaid dividend in respect of any Series K Preferred Shares from the next preceding Dividend Payment Date to any particular date shall be the amount (rounded to the nearest cent) equal to the product of (1) \$500,000, (2) the Dividend Rate for the applicable Dividend Period had such Dividend Period not been interrupted by a particular date, and (3) the number of days from and including the next preceding Dividend Payment Date to but excluding such particular date, all divided by 365; and
- (ii) the amount of any accrued and unpaid dividend in respect of any Series K Preferred Shares from the Redemption Date to the next succeeding Dividend Payment Date shall be the amount (rounded to the nearest cent)

equal to the product of (1) \$500,000, (2) the Dividend Rate for what would otherwise have been the applicable Dividend Period had the Corporation not exercised its option to redeem the Series K Preferred Shares pursuant to Article 3 of this Part, and (3) the number of days from and including the Redemption Date to but excluding the next succeeding Dividend Payment Date, all divided by 365.

## **2. Information and Voting Rights**

The holders of the Series K Preferred Shares shall be entitled to receive all financial statements and other information sent by the Corporation to the holders of its Common Shares but they shall not, as such, except as expressly provided herein, have the right to receive notice of, or to attend or to vote at any meetings of shareholders of the Corporation unless the Corporation shall have failed to pay in the aggregate twenty-four dividends on the Series K Preferred Shares, whether consecutive or not, in which case, and so long thereafter as any dividends on the Series K Preferred Shares continue to be in arrears, the holders of the Series K Preferred Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation other than any meetings of the holders of any other class or series of shares of the Corporation held separately as a class or series (other than the Class AAA Preference Shares or Series K Preferred Shares), but shall have no vote thereat, and shall be entitled, voting separately as a class together with all other holders of Series G, J, K, M and N Preferred Shares having such right, to elect two members of the board of directors of the Corporation and for such purpose the holders of the Series K Preferred Shares shall have one vote for each Series K Preferred Share held.

Notwithstanding anything contained in the articles or by-laws of the Corporation, the term of office of all persons who may be directors of the Corporation at any time when the right to elect directors shall accrue to the holders of the Series K Preferred Shares as provided in this Article 2 of this Part, or who may be appointed as directors after such right shall have accrued and before a meeting of shareholders shall have been held, shall terminate upon the election of new directors at the next annual meeting of shareholders or at a general meeting of shareholders which may be held for the purpose of electing directors at any time after the accrual of such right to elect directors upon not less than 21 days' notice. Any such general meeting shall be called by the Secretary of the Corporation upon the written request of the holders of at least 10% of the outstanding Series K Preferred Shares and in default of the calling of such general meeting by the Secretary within 5 days after the making of such request it may be called by any holder of Series K Preferred Shares.

Any vacancy occurring among members of the board of directors elected to represent the holders of Series G, J, K, M and N Preferred Shares in accordance with the foregoing provisions of this Article 2 of this Part may be filled by the board of directors with the consent and approval of the remaining director elected to represent the holders of Series G, J, K, M and N Preferred Shares but if there be no such remaining director the board of directors may elect two holders of Series G, J, K, M and N Preferred Shares to fill the vacancy or vacancies. Whether or not such vacancies are so filled by the board of directors, the holders of at least 10% of the outstanding Series K Preferred Shares shall have the right to require the Secretary of the Corporation to call a meeting of the holders of Series G, J, K, M and N Preferred Shares for the purpose of filling the vacancies or replacing all or any of the persons filling such vacancies who have been appointed by the directors when there is no director in office who has been elected to represent the holders of Series G, J, K,

M and N Preferred Shares and the provisions set forth in the immediately preceding paragraph shall apply in respect of the calling of such meeting.

Notwithstanding anything contained in the articles or by-laws of the Corporation, the term of office of the directors elected by the holders of Series G, J, K, M and N Preferred Shares shall terminate forthwith when all arrears of dividends have been paid on the Series G, J, K, M and N Preferred Shares then outstanding and the vacancies thereby created may be filled by the remaining directors of the Corporation.

### **3. Redemption at the Option of the Corporation**

- (a) Subject to Article 5 of this Part and to applicable law, the Corporation may, at its option, redeem in whole, or from time to time in part, the Series K Preferred Shares on the Business Day next preceding any Auction Date (the “**Redemption Date**”) at a redemption price of \$500,000 per share, provided that the Corporation shall not redeem any Series K Preferred Shares unless the board of directors of the Corporation shall have declared with respect to all Series K Preferred Shares, out of the monies properly applicable to the payment of dividends, a dividend in an amount per share equal to all accrued and unpaid dividends on each such share to the Redemption Date (such \$500,000 redemption price plus such per share dividend being herein referred to together as the “**Redemption Price**”).
- (b) In case a part only of the Series K Preferred Shares is at any time to be redeemed, the number of shares so to be redeemed shall be determined by the board of directors of the Corporation and such shares shall be redeemed *pro rata* with adjustments at the discretion of the Corporation to avoid redemption of fractional shares.

### **4. Manner of Redemption**

In the case of any redemption of Series K Preferred Shares pursuant to Article 3 of this Part, the Corporation shall, at least 10 days before the date specified for redemption, give notice in writing to each person who at the date of the giving of such notice is the registered holder of Series K Preferred Shares to be redeemed, of the intention of the Corporation to redeem such Series K Preferred Shares. Any such notice shall be validly and effectively given on the date it is delivered to the holder of Series K Preferred Shares for whom it is intended or is sent by prepaid first class mail addressed to such holder at his address as it appears on the books of the Corporation, or in the event of the address of such holder not so appearing, then to the address of such holder last known to the Corporation, provided, however, that the accidental failure or omission to give such notice as aforesaid to one or more holders shall not affect the validity of the redemption, but upon the failure or omission being discovered, notice shall be given forthwith to such holder or holders and shall have the same force and effect as if given in due time. Such notice shall set out the Redemption Date, the Redemption Price and, unless all the Series K Preferred Shares held by the holder to whom it is addressed are to be redeemed, the number of Series K Preferred Shares so held which are to be redeemed. On and after the Redemption Date, the Corporation shall pay or cause to be paid to, or to the order of, the holders of the Series K Preferred Shares so called for redemption the Redemption Price therefor on presentation and delivery, at the registered office of



the Corporation or at such other place or places within Canada designated in such notice, of the certificate or certificates representing the Series K Preferred Shares so called for redemption. Payment of the Redemption Price may be made by cheque of the Corporation or its paying agent unless any holder of Series K Preferred Shares being redeemed has requested pursuant to Article 1(b) of this Part to receive dividends by wire transfer in which case the Corporation shall instruct its bankers, or cause instructions to be given to a Canadian chartered bank, to wire transfer the amount of the Redemption Price to the account designated by each such holder in his notice to the Corporation or the Trust Company. Such payment or the receipt of a confirmation from a Canadian chartered bank that such bank has carried out instructions with respect to the wire transfer of the amount of such Redemption Price, by the Corporation or the Trust Company, shall be a full and complete discharge of the Corporation's obligation to pay the Redemption Price owed to the holders of Series K Preferred Shares so called for redemption unless, in the case of payment by cheque, the cheque is not honoured when presented for payment. From and after the Redemption Date, the holders of Series K Preferred Shares called for redemption shall not be entitled to exercise any of the rights of holders of Series K Preferred Shares in respect of such shares except the right to receive the Redemption Price therefor, provided that if payment of such Redemption Price is not duly made by or on behalf of the Corporation in accordance with the provisions hereof, then the rights of such holders shall remain unaffected. If part only of the Series K Preferred Shares represented by any certificate shall be redeemed, a new certificate for the balance of such shares shall be issued at the expense of the Corporation.

The Corporation shall have the right, at any time after giving notice of its intention to redeem any Series K Preferred Shares, to deposit the aggregate Redemption Price of the Series K Preferred Shares so called for redemption or of such of the Series K Preferred Shares represented by certificates as have not at the date of such deposit been delivered by the holders thereof in connection with such redemption, in a special account in any chartered bank or any trust company in Canada (including any affiliate of the Corporation) to be paid without interest to or to the order of the respective holders of the Series K Preferred Shares called for redemption, upon presentation and delivery to such bank or trust company of the certificates representing such Series K Preferred Shares. Upon such deposit being made, the rights of the holders of the Series K Preferred Shares in respect whereof such deposit shall have been made shall be limited to receiving without interest their proportionate part of the total Redemption Price so deposited upon presentation and delivery of the certificates representing the Series K Preferred Shares held by them respectively. Any interest allowed on any such deposit shall belong to the Corporation. Redemption moneys in respect of any Redemption Date held on deposit to a special account for a period of three years from the applicable Redemption Date may be returned to the Corporation. Redemption moneys which remain unclaimed (including moneys returned to the Corporation from a special account after three years) for a period of six years from the Redemption Date may be reclaimed and used by the Corporation for its own purposes.

Series K Preferred Shares which have been redeemed by the Corporation shall be cancelled.

## **5. Restrictions on Dividends, Retirement and Issue of Shares**

As long as any Series K Preferred Shares are outstanding, the Corporation shall not, without prior approval of the holders of such outstanding Series K Preferred Shares given in the manner hereinafter specified:

- (a) declare or pay or set apart for payment any dividends on the Common Shares or on shares of any other class of the Corporation ranking as to dividends junior to the Series K Preferred Shares (other than stock dividends in shares of the Corporation ranking as to capital and dividends junior to the Series K Preferred Shares); or
- (b) except out of the net cash proceeds of a substantially concurrent issue of shares ranking as to capital and dividends junior to the Series K Preferred Shares, redeem or call for redemption or purchase or otherwise reduce or make any return of capital in respect of the Common Shares or shares of any other class of the Corporation ranking as to capital junior to the Series K Preferred Shares; or
- (c) redeem or call for redemption or purchase or otherwise reduce or make any return of capital in respect of less than all of the Series K Preferred Shares; or
- (d) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching thereto, redeem or call for redemption or purchase or otherwise reduce or make any return of capital in respect of any shares of any other class or series of the Corporation ranking as to capital *pari passu* with the Series K Preferred Shares; or
- (e) issue any additional Class AAA Preference Shares (other than pursuant to the exercise of existing rights to convert outstanding shares of the Corporation into Class AAA Preference Shares of an existing series) or any shares ranking as to dividends or capital prior to or *pari passu* with the Class AAA Preference Shares;

unless at the date of such declaration, payment, setting apart for payment, redemption, call for redemption or purchase or reduction or return of capital, as the case may be, all accrued and unpaid cumulative dividends up to and including the dividend payable on the immediately preceding Dividend Payment Date, shall have been declared and paid or set apart for payment on the Series K Preferred Shares and any accrued and unpaid cumulative dividends which have become payable and any declared and unpaid non-cumulative dividends shall have been paid or set apart for payment on all outstanding Class AAA Preference Shares and all other shares ranking as to dividends prior to or *pari passu* with the Series K Preferred Shares.

## **6. Liquidation, Dissolution and Winding-Up**

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholder for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the Series K Preferred Shares shall be entitled to be paid and to receive \$500,000 per share plus an amount equal to all accrued and unpaid dividends thereon to but excluding the date of payment, before any amount shall be paid or any assets of the Corporation shall be distributed to the holders of the Common Shares or of shares of any other class of the Corporation ranking as to capital junior to the Series K Preferred Shares. Upon payment to the holders of the Series K Preferred Shares of the amount so payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.

## **7. Interpretation**

In the event that any date on or by which any action is required to be taken by the Corporation hereunder is not a Business Day, then such action shall be required to be taken on or by the next succeeding day that is a Business Day.

In the event of the non-receipt of a cheque by the holder of Series K Preferred Shares entitled to such cheque, or the loss or destruction thereof, the Corporation, upon being furnished with reasonable evidence of such non-receipt, loss or destruction and indemnity reasonably satisfactory to the Corporation, shall issue to such holder a replacement cheque for the amount of such cheque.

## **8. Mail Service Disruption**

If the directors of the Corporation determine 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, or is required to send any cheque or any share certificate to the holder of any Series K Preferred Share, whether in connection with the redemption of such share or otherwise, the Corporation may, notwithstanding the provisions hereof:

- (a) give such notice by means of telex, telecopier or telegraph or by means of publication once in each of two successive weeks in one daily English language newspaper of general circulation published in each of the Provinces of Canada and once in a daily French language newspaper of general circulation published in Montreal. Notice given by telex, telecopier or telegraph shall be deemed to have been given on the day on which it is sent and notice given by publication shall be deemed to have been given on the date on which the first publication has taken place in the last of the Provinces of Canada;
- (b) fulfill the requirement to send such cheque or such share certificate by arranging for the delivery thereof to such holder by the Transfer Agent at its principal office in Toronto and such cheque and/or certificate shall be deemed to have been sent on the date on which notice of such arrangement shall have been given as provided in (a) above, provided that as soon as the directors of the Corporation determine 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 by mail as herein provided. In the event that the Corporation is required to mail such share certificate, such mailing shall be made by prepaid mail to the registered address of each person who at the date of mailing is a registered holder and who is entitled to receive such certificate.

## **9. Amendment**

The provisions contained in Articles 1 to 10 inclusive (including this Article) of this Part and in Part II or any of them may be deleted, varied, modified, amended or amplified by Articles of Amendment but only with the prior approval of the holders of the Series K Preferred Shares given in accordance with Article 10 of this Part, in addition to any vote, authorization, confirmation or approval required by the Act.

## 10. Approval of Holders of Series K Preferred Shares

The approval of the holders of Series K Preferred Shares required as to any and all matters referred to herein (in addition to or as distinct from any vote, authorization, confirmation or approval required by the *Canada Business Corporations Act* and other laws governing the Corporation as now existing or hereafter amended) may be given by an instrument or instruments in writing signed by the holders of all of the issued and outstanding Series K Preferred Shares or by a resolution passed by at least 66 2/3% of the votes cast at a meeting of the holders of the Series K Preferred Shares duly called for that purpose and held in accordance with the provisions of clause 4 of the provisions attaching to the Class AAA Preference Shares as a class, *mutatis mutandis*, with Series K Preferred Shares having one vote for such purposes for each Series K Preferred Share held.

## PART II

All terms used in Part II of this Exhibit which are defined in Part I of this Exhibit have the meaning in Part II of this Exhibit ascribed to them in Part I of this Exhibit.

### 1. Certain Definitions

In this Exhibit:

- (a) “**Auction**” means the periodic operation of the procedures set forth in this Part;
- (b) “**Auction Date**” means the Business Day next preceding a Dividend Payment Date;
- (c) “**Available Shares**” has the meaning specified in paragraph (i) of Article 4(a) of this Part;
- (d) “**Bid**” and “**Bids**” have the respective meanings specified in Article 2(a) of this Part;
- (e) “**Bidder**” and “**Bidders**” have the respective meanings specified in Article 2(a) of this Part;
- (f) “**Business Day**” means a day on which The Toronto Stock Exchange or any successor stock exchange and the Trust Company are open for business;
- (g) “**Current Dividend Rate**” is the rate per annum which the Trust Company advises the Corporation has been determined in accordance with Article 4(b) of this Part;
- (h) “**Dealer**” means any registered investment dealer or other entity permitted by law to perform the functions required of a Dealer in this Part that has entered into a Dealer Agreement with the Trust Company that remains effective;
- (i) “**Dealer Agreement**” means an agreement between the Trust Company and a Dealer pursuant to which the Dealer agrees to participate in Auctions in compliance with the procedures set forth in this Part;

- (j) **“Existing Holder”** means a person who has signed a Purchaser’s Letter, has delivered or caused to be delivered such Purchaser’s Letter to the Trust Company and is registered in the ledger maintained by the Trust Company in respect of such persons;
- (k) **“held by”** with respect to any Series K Preferred Shares registered in the name of the Trust Company as permitted by the Trust Company Agreement includes such shares beneficially owned by an Existing Holder but does not include, with respect to such shares, the Trust Company;
- (l) **“Hold Order”** and **“Hold Orders”** have the respective meanings specified in Article 2(a) of this Part;
- (m) **“Maximum Rate”** with respect to any Dividend Period means the Term CORRA plus 0.40%;
- (n) **“Order”** and **“Orders”** have the respective meanings specified in Article 2(a) of this Part;
- (o) **“Potential Holder”** means any person, including any Existing Holder, (i) who has executed a Purchaser’s Letter and delivered or caused to be delivered such Purchaser’s Letter to the Trust Company and (ii) who may be interested in acquiring Series K Preferred Shares (or, in the case of an Existing Holder, additional Series K Preferred Shares);
- (p) **“Purchaser’s Letter”** means a letter addressed to the Trust Company and a Dealer in which a person agrees, among other things, to be bound by the procedures set forth in this Part in the event such person participates in an Auction;
- (q) **“Remaining Shares”** has the meaning specified in paragraph (iv) of Article 5(a) of this Part;
- (r) **“Sell Order”** and **“Sell Orders”** have the respective meanings specified in Article 2(a) of this Part;
- (s) **“Submission Deadline”** means 11:00 a.m., Toronto time, on any Auction Date or such later time on any Auction Date, as specified by the Trust Company from time to time, by which Dealers are required to submit Orders to the Trust Company;
- (t) **“Submitted Bid”** and **“Submitted Bids”** have the respective meanings specified in Article 4(a) of this Part;
- (u) **“Submitted Hold Order”** and **“Submitted Hold Orders”** have the respective meanings specified in Article 4(a) of this Part;
- (v) **“Submitted Order”** and **“Submitted Orders”** have the respective meanings specified in Article 4(a) of this Part;

- (w) **“Submitted Sell Order”** and **“Submitted Sell Orders”** have the respective meanings specified in Article 4(a) of this Part;
- (x) **“Sufficient Clearing Bids”** has the meaning specified in Article 4(a) of this Part;
- (y) **“Term CORRA”** means, for any day, the sum of (i) the forward-looking term rate based on the Canadian Overnight Repo Rate Average (CORRA) for a tenor of one month that is published by an authorized benchmark administrator and is displayed on a screen or other information service, as identified to the Corporation at approximately a time and as of a date determined by the Corporation in its reasonable discretion in a manner substantially consistent with market practice and (ii) the spread adjustment (if any) that has been selected or recommended by the Bank of Canada (or a committee officially endorsed or convened by the Bank of Canada, or any successor thereto) for such one-month Term CORRA; provided that on the date that one-month Term CORRA has either permanently or indefinitely ceased to be provided by the authorized benchmark administrator, the Board of Directors of the Corporation will replace Term CORRA for all purposes hereunder on such day without any amendment to the terms of the Series K Preferred Shares using the then-prevailing market convention for determining a benchmark rate as a replacement for one-month Term CORRA;
- (z) **“Trust Company”** means Royal Trust Corporation of Canada or any successor trust company or other person entering into a Trust Company Agreement with the Corporation in respect of the Series K Preferred Shares;
- (aa) **“Trust Company Agreement”** means an agreement made between the Trust Company and the Corporation which provides, among other things, that the Trust Company will follow the procedures set forth in this Part for the purposes of determining the Current Dividend Rate for the Series K Preferred Shares so long as the Current Dividend Rate is to be based on the results of an Auction; and
- (bb) **“Winning Bid Rate”** is the rate per annum determined in accordance with Article 4(a) of this Part.

## 2. Orders by Existing Holders and Potential Holders

- (a) Prior to the Submission Deadline on each Auction Date:
  - (i) each Existing Holder may submit to a Dealer information as to the number of Series K Preferred Shares, if any, held by such Existing Holder which such Existing Holder:
    - (A) desires to continue to hold without regard to the Current Dividend Rate for the next succeeding Dividend Period; and/or
    - (B) desires to continue to hold, provided that the Current Dividend Rate for the next succeeding Dividend Period shall not be less than the rate per annum specified by such Existing Holder; and/or

- (C) offers to sell without regard to the Current Dividend Rate for the next succeeding Dividend Period;

and

- (ii) Potential Holders may submit to a Dealer offers to purchase Series K Preferred Shares, provided that the Current Dividend Rate for the next succeeding Dividend Period shall not be less than the rate per annum specified by such Potential Holder.

The communication to a Dealer of the information referred to in this Article 2(a) is an “**Order**” and, collectively, are “**Orders**”, and each Existing Holder and each Potential Holder placing an Order is a “**Bidder**” and, collectively, are “**Bidders**”; an Order containing the information referred to in subparagraph (i)(A) of this Article 2(a) is a “**Hold Order**” and, collectively, are “**Hold Orders**”; an Order containing the information referred to in subparagraph (i)(B) or paragraph (ii) of this Article 2(a) is a “**Bid**” and, collectively, are “**Bids**”; and an Order containing the information referred to in subparagraph (i)(C) of this Article 2(a) is a “**Sell Order**” and, collectively, are “**Sell Orders**.”

- (b)
  - (i) A Bid by an Existing Holder shall constitute an irrevocable offer to sell:
    - (A) the number of Series K Preferred Shares specified in such Bid if the Winning Bid Rate determined on such Auction Date is less than the rate specified in such Bid; or
    - (B) the specified number of Series K Preferred Shares or a lesser number to be determined as set forth in paragraph (iv) of Article 5(a) of this Part if the Winning Bid Rate determined on such Auction Date is equal to the rate specified in such Bid; or
    - (C) the number of Series K Preferred Shares specified in such Bid if the rate specified in such Bid is higher than the Maximum Rate and Sufficient Clearing Bids do exist; or
    - (D) a lesser number of Series K Preferred Shares to be determined as set forth in paragraph (iii) of Article 5(b) of this Part if the rate specified in such Bid is higher than the Maximum Rate and Sufficient Clearing Bids do not exist.
  - (ii) A Sell Order by an Existing Holder shall constitute an irrevocable offer to sell:
    - (A) the number of Series K Preferred Shares specified in such Sell Order; or

- (B) a lesser number of Series K Preferred Shares to be determined as set forth in paragraph (iii) of Article 5(b) of this Part if Sufficient Clearing Bids do not exist.
- (iii) A Bid by a Potential Holder shall constitute an irrevocable offer to purchase:
  - (A) the number of Series K Preferred Shares specified in such Bid if the Winning Bid Rate determined on the applicable Auction Date is higher than the rate specified in such Bid; or
  - (B) the specified number or a lesser number of Series K Preferred Shares to be determined as set forth in paragraph (v) of Article 5(a) of this Part if the Winning Bid Rate determined on such Auction Date is equal to the rate specified in such Bid; or
  - (C) the specified number of Series K Preferred Shares if the rate specified in such Bid is equal to or lower than the Maximum Rate and Sufficient Clearing Bids do not exist.

### **3. Submission of Orders by Dealers to the Trust Company**

- (a) Each Dealer shall submit to the Trust Company in writing in accordance with its Dealer Agreement prior to the Submission Deadline on each Auction Date all Orders obtained by such Dealer and specifying with respect to each Order:
  - (i) the name of the Bidder placing such Order;
  - (ii) the aggregate number of Series K Preferred Shares that are the subject of the Order;
  - (iii) to the extent that the Bidder is an Existing Holder, the number of Series K Preferred Shares, if any, subject to any:
    - (A) Hold Order placed by such Existing Holder;
    - (B) Bid placed by such Existing Holder and the rate specified in such Bid; and/or
    - (C) Sell Order placed by such Existing Holder; and
  - (iv) to the extent the Bidder is a Potential Holder, the rate specified in such Bid of such Potential Holder.
- (b) If any rate specified in any Bid contains more than three figures to the right of the decimal point, the Trust Company shall round such rate up to the next highest one thousandth of one percent.



- (c) If for any reason an Order or Orders covering in the aggregate all the Series K Preferred Shares held by any Existing Holder is not submitted to the Trust Company prior to the Submission Deadline, the Trust Company shall deem a Hold Order to have been submitted on behalf of such Existing Holder covering the number of Series K Preferred Shares held by such Existing Holder and not subject to Orders submitted to the Trust Company.
- (d) If one or more Orders covering in the aggregate more than the number of Series K Preferred Shares held by any Existing Holder are submitted to the Trust Company, such Orders shall be considered valid as follows and in the following order of priority:
  - (i) all Hold Orders shall be considered valid, but only up to and including, in the aggregate, the number of Series K Preferred Shares held by such existing Holder, and, solely for purposes of allocating compensation among the Dealers submitting Hold Orders, if the number of Series K Preferred Shares subject to such Hold Orders exceeds the number of Series K Preferred Shares held by such Existing Holder, the number of Series K Preferred Shares subject to each such Hold Order shall be reduced pro rata to cover the number of Series K Preferred Shares held by such Existing Holder;
  - (ii) (A) any Bid shall be considered valid up to and including the excess of the number of Series K Preferred Shares held by such Existing Holder over the number of Series K Preferred Shares subject to any Hold Order referred to in paragraph (i) of this Article 3(d), (B) subject to subparagraph (A) hereof, if more than one Bid with the same rate is submitted on behalf of such Existing Holder and the number of Series K Preferred Shares subject to such Bids is greater than such excess, such Bids shall be considered valid up to the amount of such excess, and, solely for purposes of allocating compensation among the Dealers submitting Bids with the same rate, the number of Series K Preferred Shares subject to each Bid with the same rate shall be reduced pro rata to cover the number of Series K Preferred Shares equal to such excess, (C) subject to subparagraph (A) hereof, if more than one Bid with different rates is submitted on behalf of such Existing Holder, such Bids shall be considered valid in the ascending order of their respective rates up to the amount of such excess, and (D) in any event, the number, if any, of such Series K Preferred Shares subject to Bids not valid under this paragraph (ii) shall be treated as the subject of a Bid by a Potential Holder; and
  - (iii) all Sell Orders shall be considered valid but only up to and including in the aggregate the excess of the number of Series K Preferred Shares held by such Existing Holder over the sum of the Series K Preferred Shares subject to Hold Orders referred to in paragraph (i) of this Article 3(d) and valid Bids by Existing Holders referred to in paragraph (ii) of this Article 3(d).

- (e) If more than one Bid is submitted on behalf of any Potential Holder, each Bid submitted shall be a separate Bid with the rate therein specified.

#### 4. **Determination of Sufficient Clearing Bids, Winning Bid Rate and Current Dividend Rate**

- (a) On the Submission Deadline on each Auction Date, the Trust Company shall assemble all Orders submitted or deemed submitted to it by the Dealers (each such Order as submitted or deemed submitted by a Dealer being individually a “**Submitted Hold Order**”, a “**Submitted Bid**” or a “**Submitted Sell Order**”, as the case may be, or a “**Submitted Order**” and collectively “**Submitted Hold Orders**”, “**Submitted Bids**” or “**Submitted Sell Orders**”, as the case may be, or “**Submitted Orders**”) and shall determine:
  - (i) the excess of (a) the total number of Series K Preferred Shares held by Existing Holders issued and outstanding over (b) the number of Series K Preferred Shares that are the subject of Submitted Hold Orders (such excess being the “**Available Shares**”);
  - (ii) from the Submitted Orders, whether:
    - (A) the number of Series K Preferred Shares that are the subject of Submitted Bids by Potential Holders specifying one or more rates equal to or lower than the Maximum Rate;  
  
exceeds or is equal to the sum of:
      - (B) • the number of Series K Preferred Shares that are the subject of Submitted Bids by Existing Holders specifying one or more rates higher than the Maximum Rate; and
      - the number of Series K Preferred Shares that are the subject of Submitted Sell Orders;

(if such excess or equality exists (other than because all of the Series K Preferred Shares are the subject of Submitted Hold Orders), then such Submitted Bids in subparagraph (A) hereof shall be “**Sufficient Clearing Bids**”); and
  - (iii) if Sufficient Clearing Bids exist, the lowest rate specified in the Submitted Bids which if the Trust Company accepted:
    - (A) • each Submitted Bid from Existing Holders specifying that lowest rate, and
    - all other Submitted Bids from Existing Holders specifying lower rates, thus entitling those Existing Holders to continue

to hold the Series K Preferred Shares that are the subject of those Submitted Bids; and

- (B) • each Submitted Bid from Potential Holders specifying that lowest rate, and
- all other submitted Bids from Potential Holders specifying lower rates, thus entitling those Potential Holders to purchase the Series K Preferred Shares that are the subject of those Submitted Bids;

would result in such Existing Holders described in subparagraph (A) hereof continuing to hold an aggregate number of Series K Preferred Shares which, when added to the aggregate number of Series K Preferred Shares to be purchased by such Potential Holders described in subparagraph (B) hereof, would equal not less than the number of Available Shares. This lowest rate is the “**Winning Bid Rate**.”

- (b) Promptly after the Trust Company has made the determinations pursuant to Article 4(a) of this Part, the Trust Company shall advise the Corporation of the Term CORRA and, based on such determinations, of the dividend rate applicable to the Series K Preferred Shares for the next succeeding Dividend Period (the “**Current Dividend Rate**”) as follows:
  - (i) if Sufficient Clearing Bids exist, that the Current Dividend Rate for the next succeeding Dividend Period shall be equal to the Winning Bid Rate so determined;
  - (ii) if Sufficient Clearing Bids do not exist (other than because all of the Series K Preferred Shares are the subject of Submitted Hold Orders), that the Current Dividend Rate for the next succeeding Dividend Period shall be equal to the Maximum Rate; or
  - (iii) if all of the Series K Preferred Shares are the subject of Submitted Hold Orders, that the Current Dividend Rate for the next succeeding Dividend Period shall be equal to 50% of the Term CORRA.

## **5. Acceptance and Rejection of Submitted Bids and Submitted Sell Orders and Allocation of Shares**

Based on the determinations made pursuant to Article 4(a) of this Part, the Submitted Bids and Submitted Sell Orders shall be accepted or rejected and the Trust Company shall take such other action as set forth below:

- (a) If Sufficient Clearing Bids have been made, subject to the provisions of Articles 5(c) and 5(d) of this Part, Submitted Bids and Submitted Sell Orders shall be accepted and rejected in the following order of priority and all other Submitted Bids shall be rejected:

- (i) (A) the Submitted Sell Order of each Existing Holder shall be accepted and (B) the Submitted Bid of each Existing Holder specifying any rate that is higher than the Winning Bid Rate shall be rejected, thus requiring each such Existing Holder to sell the Series K Preferred Shares that are the subject of such Submitted Sell Order and such Submitted Bid;
- (ii) the Submitted Bid of each Existing Holder specifying any rate that is lower than the Winning Bid Rate shall be accepted, thus entitling each such Existing Holder to continue to hold the Series K Preferred Shares that are the subject of such Submitted Bid;
- (iii) the Submitted Bid of each Potential Holder specifying any rate that is lower than the Winning Bid Rate shall be accepted, thus requiring each such Potential Holder to purchase the Series K Preferred Shares that are the subject of such Submitted Bid;
- (iv) the Submitted Bid of each Existing Holder specifying a rate that is equal to the Winning Bid Rate shall be accepted, thus entitling each such Existing Holder to continue to hold the Series K Preferred Shares that are the subject of such Submitted Bid, unless the number of Series K Preferred Shares subject to all such Submitted Bids is greater than the total number of Available Shares minus the number of Series K Preferred Shares subject to Submitted Bids described in paragraphs (ii) and (iii) of this Article 5(a) (the “**Remaining Shares**”). In this event, the Submitted Bids of each such Existing Holder described in this paragraph (iv) shall be rejected and each such Existing Holder shall be required to sell Series K Preferred Shares, but only in an amount equal to the difference between (A) the number of Series K Preferred Shares then held by such Existing Holder subject to such Submitted Bid and (B) the number of Series K Preferred Shares obtained by multiplying (x) the number of Remaining Shares by (y) a fraction, the numerator of which shall be the number of Series K Preferred Share held by such Existing Holder subject to such Submitted Bid, and the denominator of which shall be the sum of the number of Series K Preferred Shares subject to such Submitted Bids made by all such Existing Holders who specified a rate equal to the Winning Bid Rate; and
- (v) the Submitted Bid of each Potential Holder specifying a rate that is equal to the Winning Bid Rate shall be accepted but only in an amount equal to the number of Series K Preferred Shares obtained by multiplying (A) the difference between the total number of Available Shares and the number of Series K Preferred Shares subject to Submitted Bids described in paragraphs (ii), (iii) and (iv) of this Article 5(a) by (B) a fraction, the numerator of which shall be the number of Series K Preferred Shares subject to such Submitted Bid and the denominator of which shall be the sum of the number of Series K Preferred Shares subject to such Submitted Bids made by all Potential Holders who specified rates equal to the Winning Bid Rate;

- (b) If Sufficient Clearing Bids have not been made (other than because all of the Series K Preferred Shares are subject to Submitted Hold Orders), subject to the provisions of Articles 5(c) and 5(d) of this Part, Submitted Bids and Submitted Sell Orders shall be accepted or rejected in the following order of priority and all other Submitted Bids shall be rejected:
  - (i) the Submitted Bid of each Existing Holder specifying any rate that is equal to or lower than the Maximum Rate shall be accepted, thus entitling that Existing Holder to continue to hold the Series K Preferred Shares that are the subject of such Submitted Bid;
  - (ii) the Submitted Bid of each Potential Holder specifying any rate that is equal to or lower than the Maximum Rate shall be accepted, thus requiring such Potential Holder to purchase the Series K Preferred Shares that are the subject of such Submitted Bid; and
  - (iii) the Submitted Bid of each Existing Holder specifying any rate that is higher than the Maximum Rate shall be rejected and the Submitted Sell Order of each Existing Holder shall be accepted, in both cases only in an amount equal to the difference between (A) the number of Series K Preferred Shares then held by such Existing Holder subject to such Submitted Bid or Submitted Sell Order and (B) the number of Series K Preferred Shares obtained by multiplying (x) the difference between the total number of Available Shares and the aggregate number of Series K Preferred Shares subject to Submitted Bids described in paragraphs (i) and (ii) of this Article 5(b) by (y) a fraction, the numerator of which shall be the number of Series K Preferred Shares held by such Existing Holder subject to such Submitted Bid or Submitted Sell Order and the denominator of which shall be the number of Series K Preferred Shares subject to all such Submitted Bids and Submitted Sell Orders;
- (c) If, as a result of the procedures described in Articles 5(a) or 5(b) of this Part, any Existing Holder would be entitled or required to sell, or any Potential Holder would be entitled or required to purchase, a fraction of a Series K Preferred Share on any Auction Date, the Trust Company shall, in such manner as it shall determine in its sole discretion, round up or down the number of Series K Preferred Shares to be purchased or sold by any Existing Holder or Potential Holder on such Auction Date so that the number of shares purchased or sold by each Existing Holder or Potential Holder on such Auction Date so that the number of shares purchased or sold by each Existing Holder or Potential Holder shall be whole Series K Preferred Shares;
- (d) If, as a result of the procedures described in Article 5(a) of this Part, any Potential Holder would be entitled or required to purchase a fraction of a Series K Preferred Share on any Auction Date, the Trust Company shall, in such manner as it shall determine in its sole discretion, allocate shares for purchase among Potential Holders so that only whole Series K Preferred Shares are purchased on such Auction Date by any Potential Holder, even if such allocation results in one or more

of such Potential Holders not purchasing Series K Preferred Shares on such Auction Date; and

- (e) Based on the results of each Auction, the Trust Company shall determine to which Potential Holder or Potential Holders purchasing Series K Preferred Shares an Existing Holder or Existing Holders shall sell Series K Preferred Shares being sold by such Existing Holder or Existing Holders.

## **6. Miscellaneous**

In the event that there is any inconsistency, ambiguity or uncertainty in the interpretation or application of the procedures set forth in this Part, the Board of Directors of the Corporation (or any person or persons designated by the Board of Directors) may, in such manner as they shall determine in their sole discretion, interpret such procedures in order to deal with any such inconsistency, ambiguity or uncertainty.

## **7. Headings of Sections**

The headings of the various sections in this Part are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.