

Ontario Power Generation

Major Projects Committee of the Board

CHARTER

Purpose

The function and purpose of the Major Projects Committee (the “Committee”) is to assist the Board of Directors in its responsibility for oversight of matters relating to the planning and execution of major projects (>\$500M), which includes Darlington and Pickering GS Refurbishments, the Darlington New Nuclear Project (DNNP), that are undertaken by the company through the Enterprise Projects Office as may be determined from time to time (“Major Projects”).

In respect of the refurbishment of Darlington and Pickering GS (the “Refurbishment Projects”), together with the DNNP, the Committee shall oversee:

1. external independent oversight
2. initial and execution phase project monitoring and safety, scope, budget and schedule performance reporting
3. decisions to proceed with the refurbishment of Pickering units and the DNNP units 2 – 4.
4. assessment of committee performance.

Committee Responsibilities and Duties

The Committee shall perform the duties set out in this Charter and shall perform such other duties as may be necessary or appropriate under applicable law or securities rules, or as may be delegated to the Committee by the Board from time to time.

1. External independent oversight regarding Major Projects

The Committee reviews and approves the retention and compensation of qualified advisors, independent of OPG management, to monitor and report to the Committee on the progress and performance of the Major Projects against approved execution plans, including scopes, budgets and schedules.

In carrying out its responsibilities for oversight of external experts and/or independent oversight, the Committee reviews results and/or major findings from external assessments of Major Projects, the Refurbishment Projects and the DNNP, and Management’s proposed remediation programs and plans.

2. Approvals, Monitoring and performance reporting on Major Projects Project

Whereas authorization and approvals to proceed with Major Projects are sought from the Board through the Generation Oversight Committee, the Major Projects Committee reviews and makes recommendations to the Board with respect to:

- a) material changes to scope, budget and schedule proposed by Management with respect to Major Projects, the Refurbishment Projects and the DNNP;
- b) other approvals related to the execution of Major Projects the Refurbishment Projects and DNNP, as may be required from time to time.

In carrying out its responsibilities for oversight of Major Projects monitoring and performance reporting, the Committee reviews:

- c) progress on safety, scope, budget and schedule performance against the Board approved budgets and schedules,
- d) reports, as required, from OPG's Chief Risk and Audit Executive.
- e) results and/or major findings from internal assessments of Major Projects, the Refurbishment Projects and the DNNP, and Management's proposed remediation programs and plans.

3. Annual assessment of committee performance

In carrying out its responsibilities for annual assessment of committee performance the Committee shall:

- a) Review and assess its performance, including a review of its compliance with this Charter, in accordance with the evaluation process approved by the Board. The Committee shall also assess the adequacy of this Charter taking into account all legislative and regulatory requirements applicable to the Committee as well as any best practice guidelines recommended by regulators with whom OPG has a reporting relationship.

Organization

Members

The Committee shall consist of three or more OPG directors as determined by the Board. The majority of members of the Committee shall be independent, as defined by the Ontario Securities Commission, and not "affiliated" with OPG.

The Board shall appoint the members of the Committee and the Chair of the Committee. The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors. Any member of the Committee may be removed or replaced at any time by the Board.

If a member of the Committee becomes "affiliated" with OPG, the member may continue as a member of the Committee with the approval of the Board Chair, in consultation with the Corporate Secretary.

The OPG Board Chair and OPG President and CEO will attend all meetings of the Committee.

Meetings

The Committee shall meet as frequently as it determines necessary but not less than four times a year.

Notice of the time and place of each meeting of the Committee must be given to each member of the Committee not less than 48 hours before the time of the meeting. If less than 48 hours notice is given, a waiver of notice requirements will be received from all members.

A quorum of the Committee shall be a majority of its members. The powers of the Committee may be exercised at a meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee. Each member is entitled to one vote in Committee proceedings.

The Committee Chair shall preside at all meetings of the Committee at which he or she is present (or if not able to be present designate another member of the Committee to chair the meeting) and shall develop the agenda for each Committee meeting. The agenda for each meeting of the Committee shall be delivered to each member of the Committee at least 48 hours prior to any meeting of the Committee, together with such other materials as the Chair determines necessary.

Minutes shall be kept of all meetings of the Committee and shall be maintained by OPG's Corporate Secretary.

The Committee may meet in camera (without management present) at any time during the meeting consistent with the OPG Board guideline on the conduct of in camera sessions and the keeping of minutes from in camera sessions.

The Committee may invite any Director, officer or employee of OPG or OPG's counsel or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee.

Reports

The Committee will report its activities and actions to the Board of Directors with recommendations for approval, as the Committee deems appropriate.

Authority

Delegation of Authority

The Committee may not delegate its oversight responsibilities. The Committee may delegate to a sub-committee, the Chief Executive Officer or any employee of OPG the authority to exercise any right, power or responsibility that the Committee may have on such terms and conditions and within such limits as the Committee deems appropriate provided that the sub-committee, Chief Executive Officer or employee subsequently advises the Committee of any right, power or responsibility so exercised.

Access to Management and Outside Advisors

The Committee shall have full, free and unrestricted access to management, employees and relevant information.

The Committee has the sole authority to retain legal counsel, consultants or other advisors, with respect to any issue or to assist in fulfilling its responsibilities and OPG shall provide appropriate funding, as determined by the Committee, for any such advisors.

Effective: May 22, 2015

Last Revised: November 12, 2024

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