

# **407 INTERNATIONAL INC.**

**Annual Information Form**

**For the Year Ended December 31, 2025**

**As at February 18, 2026**

**ANNUAL INFORMATION FORM  
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## FORWARD-LOOKING STATEMENTS

This Annual Information Form includes statements about expected future events and operating results that are forward-looking. Forward-looking statements may include words such as “anticipate”, “believe”, “could”, “expect”, “goal”, “intend”, “may”, “outlook”, “plan”, “strive”, “target” and “will”. These forward-looking statements reflect the internal projections, expectations, future growth, performance and business prospects and opportunities of 407 International Inc. (the “**Company**” which, where the context requires, refers to certain of its wholly-owned subsidiaries) and are based on information currently available to the Company. Actual results and developments may differ materially from results and developments discussed in the forward-looking statements as they are subject to a number of risks and uncertainties as discussed in this Annual Information Form. In developing these forward-looking statements, certain material assumptions were made, including assumptions as to the timing of highway development activities. Readers are cautioned not to place undue reliance on the Company’s forward-looking statements and assumptions as management of the Company (**Management**) cannot provide assurance that actual results or developments will be realized or, even if substantially realized, that they will have expected consequences to, or effects on, the Company. These forward-looking statements are subject to change as a result of new information, future events or other circumstances, as discussed above, in which case they will only be updated by the Company where required by law. This Annual Information Form provides addresses of or contains hyperlinks to certain websites, including those that are not owned or controlled by the Company. Each such address or hyperlink is provided for the reader’s convenience, and the content of these websites is not in any way included or incorporated by reference into this Annual Information Form.

## CORPORATE STRUCTURE

### 1. Name, Address, Incorporation and Ownership

The Company has its head and registered office at 6300 Steeles Avenue West, Woodbridge, Ontario L4H 1J1. It was incorporated under the *Business Corporations Act* (Ontario) (**OBCA**) on March 17, 1999, and was continued under the *Canada Business Corporations Act* (**CBCA**) on October 10, 2003. The Company is a majority-owned Canadian company, whose shares are beneficially owned, directed or controlled by the Canada Pension Plan Investment Board, also known as CPP Investments (**CPPIB**) and other institutional investors with non-controlling interests (44.20%)<sup>1</sup>, Public Sector Pension Investment Board (**PSP Investments**) (7.51%)<sup>2</sup> and Cintra Global S.E. (**Cintra**) (48.29%)<sup>3</sup>, (see “Description of Capital Structure – Voting Securities and Principal Holders of Voting Securities”).

Following the completion of a series of transactions in June 2025, AtkinsRéalis Group Inc. (formerly, **SNC Lavalin Inc.**) ceased to be a shareholder, after selling its remaining 6.76% interest in the Company to Cintra (5.06%) and CPPIB (1.70%). PSP Investments became a new shareholder by acquiring a 7.51% interest from CPPIB.

### 2. Intercorporate Relationships

The wholly owned subsidiaries of the Company are as follows:

1. 407 ETR Concession Company Limited (**407 ETR**) was initially known as the Ontario Transportation Capital Corporation (**OTCC**). It was established by the Province of Ontario (**Province**) as a Crown agency in 1993 and was continued as a share capital corporation under the OBCA under the name 407 ETR Concession Company Limited. Following the acquisition of all the issued and outstanding shares of 407 ETR by the Company, 407 ETR was continued under the CBCA in October 2003. 407 ETR is responsible for the operation, maintenance, management and expansion of Highway 407 ETR<sup>4</sup>.

<sup>1</sup> CPPIB ownership is comprised of shares beneficially owned through Ramp Canada Roads LP, 7577702 Canada Inc., and shares over which control or direction is exercised through MICI Inc. (the parent company of which CPPIB holds a majority economic interest). For more details, please see “Description of Capital Structure – Voting Securities and Principal Holders of Voting Securities”.

<sup>2</sup> PSP Investments ownership is comprised of shares beneficially owned through Spectre Infra Limited Partnership. For more details, please see “Description of Capital Structure – Voting Securities”.

<sup>3</sup> Cintra ownership is comprised of shares beneficially owned through Cintra 4352238 Investments Inc. and 1568417 B.C. Ltd. For more details, please see “Description of Capital Structure – Voting Securities and Principal Holders of Voting Securities”.

<sup>4</sup> For a description of Highway 407 ETR, please see “Description of the Business – General Summary”.

2. Canadian Tolling Company International Inc. (**Cantoll**) was initially incorporated under the OBCA in December 2001, and was continued under the CBCA in October 2003. Cantoll owns the integrated computerized accounting, billing and customer management system and transponders, and is responsible for the development of Highway 407 ETR's integrated automation systems. Cantoll also provided tolling, billing and back-office services to customers of the provincially-owned Highway 407 until June 1, 2025 when Highway 407 was de-tolled by the Province of Ontario (see "Description of the Business – Highway 407").
3. 14374304 Canada Inc. was incorporated under the CBCA in September 2022 and is utilized for the Company's tax planning strategies.

The Company and its wholly owned subsidiaries, including 407 ETR, Cantoll and 14374304 Canada Inc. are collectively referred to as the "**407 Group**".

## **GENERAL DEVELOPMENT OF BUSINESS**

The following is a general description of the development of the Company's business and conditions that have influenced it over the last three completed financial years:

### **1. Traffic**

In 2025, Highway 407 ETR traffic levels, for the first time since the Covid-19 pandemic which commenced in 2020, exceeded 2019 traffic levels. This milestone reflects a sustained traffic recovery, bolstered by the effect of large scale driving promotions in 2025. Traffic has continued to recover steadily in the post-pandemic period, relative to 2019 traffic levels (-7.5% for 2023, -3.1% for 2024 and +2.8% for 2025).

In 2025, year-over-year vehicle kilometres travelled (**VKTs**) increased by 6.1% (4.8% in 2024 and 14.6% in 2023). Total annual trips increased by 5.7% (3.5% in 2024 and 13.0% in 2023). Transponder usage represented 77.5% of trips in 2025 (78.4% in 2024 and 2023).

### **2. Construction**

407 ETR continues to improve Highway 407 ETR through construction projects designed to increase capacity, and improve traffic flow and customer convenience, including investments in widening bridge structures and adding new lanes to the highway. Between 2023 and 2025, 407 ETR has regularly undertaken various highway rehabilitation initiatives designed to improve and replace existing elements of the infrastructure, such as resurfacing the asphalt pavement in certain sections of the highway, replacing and texturing concrete pavement, upgrading to energy efficient light-emitting diode (**LED**) highway lighting, re-lining culverts under and along the highway and rehabilitating various bridge structures.

### **3. Information Technology**

The Company's technology strategy is focused on enabling business growth, improving operational efficiency, and delivering secure and seamless customer experience. The Company continues to invest in modern platforms, digital capabilities, and resilient infrastructure to support flexibility and innovation.

In 2025, the Company advanced its transformation strategy to enable sustained growth and improved performance. These initiatives focused on enhancing customer experience, driving operational excellence, and strengthening organizational resilience.

The Company launched its digital program in early 2025, introducing enhanced self-service capabilities and streamlined customer onboarding. These improvements allow customers to more easily manage accounts, add vehicle details, and access promotional programs.

Infrastructure modernization and addressing technology debt was a key priority in 2025 which continues into 2026. The Company completed a major data centre migration, modernized its telecom platform, and completed the first phase of roadside network upgrade. These initiatives significantly improved resilience and overall capabilities, enabling the Company to adapt quickly to changing business needs and enhance customer experience. The upgraded telecom platform enables improved customer interactions and facilitates collaboration across operations.

These technology investments also strengthen the Company's ability to leverage data, optimize IT performance, and maintain operational continuity. Incident Response, Business Continuity, and Disaster Recovery programs were updated to reflect the continued transition to SaaS and cloud-based platforms, ensuring preparedness for potential disruptions.

Ongoing compliance with Payment Card Industry Data Security Standards (**PCI-DSS**) remains a priority, reinforcing the Company's commitment protecting customer information.

#### **4. Customer Service**

Results of annual customer service, research and attitudes surveys conducted throughout 2025 continue to show strong levels of customer satisfaction with 407 ETR.

407 ETR plans to launch a loyalty program in 2026 allowing drivers to earn and redeem points on their travel, using the 407 ETR mobile app.

In 2025, 407 ETR was once again recognized for outstanding customer service by Service Quality Measurement Group Inc. (**SQM**). SQM is an independent organization that measures both call centre and customer satisfaction rates by surveying hundreds of 407 ETR customers each month. SQM benchmarks call centre customer service from over 500 call centres in North America and provides call centres with feedback on how best to improve their services. SQM's recognition included the following:

- 40 of 407 ETR's customer service representatives (**CSRs**) became certified as 'World Class CSRs' based on specific criteria established by SQM. In addition, 10 representatives from the Digital Team, Business Support Team, and Commercial Team also earned "World Class" certifications, reflecting their commitment to delivering exceptional customer service.
- 407 ETR's call centre was certified as a 'World Class Call Centre' for the 12<sup>th</sup> consecutive year, placing the call centre in an elite group of fewer than 30 call centres (of the 500 benchmarked by SQM). SQM's criteria for World Class Call Centre certification includes the requirement that at least 80% of customer calls be at SQM's 'World Class' level for three months or more.

Additionally, 407 ETR was honoured in 2025 with the CAM-X Call Centre Award of Distinction, which celebrates outstanding call management and customer service. This achievement underscores 407 ETR's commitment to delivering industry-leading quality and reflects the team's dedication to uphold best practices and provide exceptional customer service.

407 ETR continues to make digital contact channel improvements. Since the introduction of an artificial intelligence (**AI**) chatbot in 2023, several improvements have been made including the extension of chatbot hours to 24/7 in 2024 and ongoing optimization of the chatbot's capabilities. These improvements enable the chatbot to independently resolve an increasing number of customer inquiries, reducing reliance on live agents and providing customers with faster, more convenient self-service options. These improvements have resulted in 407 ETR's digital channels (email, live chat and chatbot) handling approximately 62% of all customer contacts.

## **DESCRIPTION OF THE BUSINESS**

### **1. General Summary**

Highway 407 ETR is the first all-electronic open-access toll highway in the world, located in the Greater Toronto and Hamilton Area (**GTA**), the largest urban centre in Canada. Highway 407 ETR runs 108 kilometres from Burlington in



3. *Revenue Optimization:* Fully flexible toll rates allow 407 ETR to manage congestion and optimize revenue by charging based on usage by day of week, distance, time of use, vehicle type, direction and highway zone.

As a vehicle enters or exits Highway 407 ETR, vehicle information is logged electronically, by reading a vehicle-mounted transponder and by photographing the front and/or rear licence plate. The camera system is mounted on gantries, steel structures that straddle all highway entry and exit ramps. Overhead gantry-mounted cameras capture up to four images when a vehicle passes through the gantry, which are sent to a central processing computer and highly accurate licence plate recognition system.

This information is transmitted to the back-office computer systems, where the vehicle's entry and exit are matched to generate a complete trip. Tolls are calculated and billed to the account of the person registered to the licence plate or transponder, as described below.

A transponder is a small electronic radio-frequency-identification device that works in tandem with the electronic sensors on overhead gantries located at entry and exit points on Highway 407 ETR and which log a vehicle's trip on the highway. Mounted correctly, the transponder is attached to the interior of the windshield of the vehicle, behind the rear-view mirror. Installation requires no tools and can be done by a customer in less than two minutes. By law, transponders are mandatory for heavy vehicles using Highway 407 ETR, which have a Registered Gross Vehicle Weight (**RGVW**) or gross weight of over 5,000 kilograms (five tonnes).

In the case of a first-time user, name and address information for Ontario residents are obtained from the Ministry of Transportation Ontario (**MTO**) licence plate database. For non-Ontario residents, 407 ETR has established agreements with service providers in respect of certain other Canadian and American jurisdictions to obtain name and address information for first-time non-transponder users with out-of-province vehicle registrations. Tolls are accumulated and invoices are prepared and sent on a monthly basis.

The Tolling, Congestion Relief and Expansion Agreement dated April 6, 1999 (**Tolling Agreement**) between the Province and 407 ETR, the principal provisions of which are summarized in Schedule C, allows significant flexibility for 407 ETR in setting tolls, rates and structure. The toll structure is variable based on, distance travelled, class of vehicle, direction, day of the week, time of day and zone of Highway 407 ETR travelled. In addition to per kilometre toll charges, a trip toll charge is applied to each trip. For vehicles without a transponder, a camera charge is also applied, as described below.

*[remainder of page left blank intentionally]*

The following chart indicates light vehicle toll rates<sup>5</sup> in effect from January 1, 2025 to December 31, 2025:

| Westbound                               |        |        |        |         |         |         | Eastbound                               |        |        |        |         |         |         |
|---|--------|--------|--------|---------|---------|---------|---|--------|--------|--------|---------|---------|---------|
| Weekdays                                |        |        |        |         |         |         | Weekdays                                |        |        |        |         |         |         |
|   | Zone 1 | Zone 2 | Zone 3 | Zone 4  | Zone 5  | Zone 6  |   | Zone 1 | Zone 2 | Zone 3 | Zone 4  | Zone 5  | Zone 6  |
| 12 a.m.                                 | 36.11¢ | 36.11¢ | 36.09¢ | 36.06¢  | 36.11¢  | 36.11¢  | 12 a.m.                                 | 35.66¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
| 6 a.m.                                  | 61.18¢ | 61.18¢ | 61.18¢ | 61.18¢  | 61.14¢  | 61.16¢  | 6 a.m.                                  | 56.49¢ | 56.82¢ | 57.03¢ | 60.31¢  | 68.25¢  | 68.25¢  |
| 7 a.m.                                  | 69.59¢ | 65.16¢ | 67.47¢ | 69.59¢  | 71.55¢  | 71.55¢  | 7 a.m.                                  | 62.89¢ | 62.54¢ | 62.54¢ | 62.54¢  | 69.33¢  | 76.13¢  |
| 9:30 a.m.                               | 60.72¢ | 60.72¢ | 60.72¢ | 60.72¢  | 62.84¢  | 62.84¢  | 9:30 a.m.                               | 62.52¢ | 62.53¢ | 62.53¢ | 62.52¢  | 68.95¢  | 68.95¢  |
| 10:30 a.m.                              | 56.48¢ | 56.48¢ | 56.48¢ | 56.48¢  | 56.48¢  | 56.48¢  | 10:30 a.m.                              | 56.48¢ | 56.48¢ | 56.48¢ | 56.48¢  | 58.08¢  | 58.08¢  |
| 2:30 p.m.                               | 74.14¢ | 65.17¢ | 67.48¢ | 69.59¢  | 71.55¢  | 71.55¢  | 2:30 p.m.                               | 62.84¢ | 62.52¢ | 62.52¢ | 62.53¢  | 69.31¢  | 69.94¢  |
| 3:30 p.m.                               | 74.14¢ | 65.17¢ | 67.48¢ | 69.60¢  | 71.56¢  | 71.56¢  | 3:30 p.m.                               | 62.89¢ | 62.53¢ | 62.53¢ | 62.54¢  | 69.32¢  | 76.14¢  |
| 6 p.m.                                  | 74.10¢ | 65.16¢ | 66.59¢ | 69.48¢  | 71.55¢  | 71.55¢  | 6 p.m.                                  | 62.88¢ | 62.52¢ | 62.52¢ | 62.37¢  | 66.96¢  | 69.94¢  |
| 7 p.m.                                  | 36.11¢ | 36.11¢ | 36.09¢ | 36.06¢  | 36.11¢  | 36.11¢  | 7 p.m.                                  | 35.66¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
|   | Zone 7 | Zone 8 | Zone 9 | Zone 10 | Zone 11 | Zone 12 |   | Zone 7 | Zone 8 | Zone 9 | Zone 10 | Zone 11 | Zone 12 |
| 12 a.m.                                 | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  | 12 a.m.                                 | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
| 6 a.m.                                  | 66.13¢ | 66.13¢ | 66.13¢ | 56.49¢  | 64.05¢  | 64.05¢  | 6 a.m.                                  | 67.72¢ | 67.72¢ | 67.72¢ | 60.02¢  | 60.02¢  | 60.02¢  |
| 7 a.m.                                  | 77.71¢ | 77.71¢ | 77.71¢ | 62.30¢  | 70.89¢  | 70.89¢  | 7 a.m.                                  | 80.57¢ | 80.57¢ | 80.57¢ | 68.29¢  | 68.29¢  | 68.29¢  |
| 9:30 a.m.                               | 66.51¢ | 66.51¢ | 66.51¢ | 62.29¢  | 66.50¢  | 66.50¢  | 9:30 a.m.                               | 67.72¢ | 67.72¢ | 67.72¢ | 60.02¢  | 60.02¢  | 60.02¢  |
| 10:30 a.m.                              | 58.08¢ | 58.08¢ | 58.08¢ | 56.48¢  | 56.48¢  | 56.48¢  | 10:30 a.m.                              | 59.13¢ | 59.13¢ | 59.13¢ | 55.62¢  | 55.62¢  | 55.62¢  |
| 2:30 p.m.                               | 72.83¢ | 72.83¢ | 72.83¢ | 62.28¢  | 62.28¢  | 62.28¢  | 2:30 p.m.                               | 74.13¢ | 74.13¢ | 74.13¢ | 69.40¢  | 69.40¢  | 69.40¢  |
| 3:30 p.m.                               | 77.72¢ | 77.72¢ | 77.72¢ | 62.29¢  | 70.76¢  | 70.76¢  | 3:30 p.m.                               | 85.15¢ | 85.15¢ | 85.15¢ | 73.38¢  | 83.50¢  | 83.50¢  |
| 6 p.m.                                  | 72.83¢ | 72.83¢ | 72.83¢ | 62.28¢  | 62.28¢  | 62.28¢  | 6 p.m.                                  | 74.13¢ | 74.13¢ | 74.13¢ | 66.83¢  | 66.83¢  | 66.83¢  |
| 7 p.m.                                  | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  | 7 p.m.                                  | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
| Weekends and Ontario Statutory Holidays |        |        |        |         |         |         | Weekends and Ontario Statutory Holidays |        |        |        |         |         |         |
|   | Zone 1 | Zone 2 | Zone 3 | Zone 4  | Zone 5  | Zone 6  |   | Zone 1 | Zone 2 | Zone 3 | Zone 4  | Zone 5  | Zone 6  |
| 12 a.m.                                 | 36.11¢ | 36.11¢ | 36.09¢ | 36.06¢  | 36.11¢  | 36.11¢  | 12 a.m.                                 | 35.66¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
| 8:30 a.m.                               | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  | 8:30 a.m.                               | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  |
| 10 a.m.                                 | 45.56¢ | 45.56¢ | 45.56¢ | 45.56¢  | 48.94¢  | 48.94¢  | 10 a.m.                                 | 46.41¢ | 46.41¢ | 46.41¢ | 46.41¢  | 46.48¢  | 46.48¢  |
| 7 p.m.                                  | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  | 7 p.m.                                  | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  |
| 9 p.m.                                  | 36.11¢ | 36.11¢ | 36.09¢ | 36.06¢  | 36.11¢  | 36.11¢  | 9 p.m.                                  | 35.66¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
|   | Zone 7 | Zone 8 | Zone 9 | Zone 10 | Zone 11 | Zone 12 |   | Zone 7 | Zone 8 | Zone 9 | Zone 10 | Zone 11 | Zone 12 |
| 12 a.m.                                 | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  | 12 a.m.                                 | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |
| 8:30 a.m.                               | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  | 8:30 a.m.                               | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  |
| 10 a.m.                                 | 51.34¢ | 51.34¢ | 51.34¢ | 49.41¢  | 49.41¢  | 49.41¢  | 10 a.m.                                 | 51.34¢ | 51.34¢ | 51.34¢ | 49.44¢  | 49.44¢  | 49.44¢  |
| 7 p.m.                                  | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  | 7 p.m.                                  | 42.30¢ | 42.30¢ | 42.30¢ | 42.30¢  | 42.30¢  | 42.30¢  |
| 9 p.m.                                  | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  | 9 p.m.                                  | 36.11¢ | 36.11¢ | 36.11¢ | 36.11¢  | 36.11¢  | 36.11¢  |

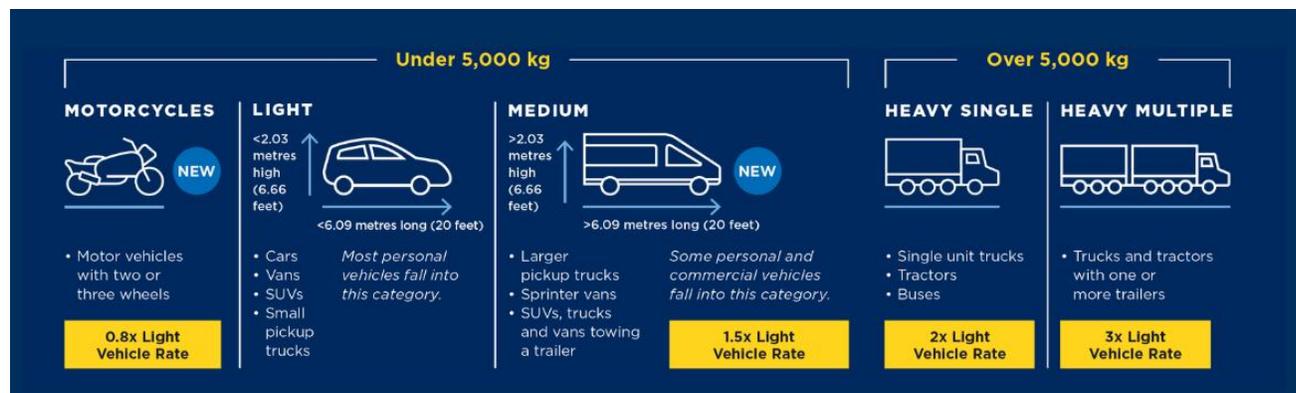
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<sup>5</sup> Heavy single unit vehicles are tolled at two times light vehicle rates, while heavy multi-unit vehicles are tolled at three times the light vehicle rates.

In November 2025, 407 ETR announced a new rate schedule that came into effect on January 1, 2026. The following chart indicates light vehicle toll rates effective January 1, 2026:

Highway 407 ETR per kilometre toll rates for Light Vehicles, effective Jan. 1, 2026

| Entire trip is based on time of entry   | Zone 1<br>QEW to Dundas |            | Zone 2<br>Dundas to Neyagawa |            | Zone 3<br>Neyagawa to Highway 403 |            | Zone 4<br>Highway 403 to Highway 401 |            | Zone 5<br>Highway 401 to Highway 410 |            | Zone 6<br>Highway 410 to Highway 427 |            | Zone 7<br>Highway 427 to Highway 400 |            | Zone 8<br>Highway 400 to Yonge |            | Zone 9<br>Yonge to Highway 404 |            | Zone 10<br>Highway 404 to McCowan |            | Zone 11<br>McCowan to York Durham Line |            | Zone 12<br>York Durham Line to Brock |        |         |
|---|-------------------------|------------|------------------------------|------------|-----------------------------------|------------|--------------------------------------|------------|--------------------------------------|------------|--------------------------------------|------------|--------------------------------------|------------|--------------------------------|------------|--------------------------------|------------|-----------------------------------|------------|--|------------|--------------------------------------|--------|---------|
|   | Rate Period Start Time  | WEST-BOUND | EAST-BOUND                   | WEST-BOUND | EAST-BOUND                        | WEST-BOUND | EAST-BOUND                           | WEST-BOUND | EAST-BOUND                           | WEST-BOUND | EAST-BOUND                           | WEST-BOUND | EAST-BOUND                           | WEST-BOUND | EAST-BOUND                     | WEST-BOUND | EAST-BOUND                     | WEST-BOUND | EAST-BOUND                        | WEST-BOUND | EAST-BOUND                             | WEST-BOUND | EAST-BOUND                           |        |         |
| Weekdays                                | 5 a.m.                  | 79.13¢     | 56.49¢                       | 65.16¢     | 57.32¢                            | 66.61¢     | 62.52¢                               | 61.18¢     | 60.70¢                               | 79.08¢     | 68.25¢                               | 71.55¢     | 81.32¢                               | 76.23¢     | 82.76¢                         | 72.83¢     | 80.83¢                         | 72.83¢     | 82.79¢                            | 56.49¢     | 67.79¢                                 | 64.05¢     | 73.08¢                               | 64.05¢ | 77.87¢  |
|   | 7 a.m.                  | 97.39¢     | 62.90¢                       | 65.17¢     | 62.54¢                            | 67.47¢     | 62.54¢                               | 69.59¢     | 62.55¢                               | 85.35¢     | 69.33¢                               | 100.12¢    | 106.58¢                              | 108.79¢    | 112.79¢                        | 108.79¢    | 112.79¢                        | 108.79¢    | 112.79¢                           | 62.30¢     | 95.60¢                                 | 99.24¢     | 95.60¢                               | 99.24¢ | 95.60¢  |
|   | 9:30 a.m.               | 79.08¢     | 62.52¢                       | 65.16¢     | 62.53¢                            | 66.59¢     | 62.53¢                               | 61.18¢     | 62.52¢                               | 79.08¢     | 68.95¢                               | 71.55¢     | 81.32¢                               | 76.23¢     | 82.76¢                         | 72.83¢     | 80.83¢                         | 72.83¢     | 82.79¢                            | 62.29¢     | 67.79¢                                 | 66.50¢     | 73.08¢                               | 66.50¢ | 78.02¢  |
|   | 10:30 a.m.              | 79.07¢     | 56.48¢                       | 65.15¢     | 57.31¢                            | 66.58¢     | 62.51¢                               | 61.17¢     | 60.69¢                               | 79.07¢     | 68.24¢                               | 71.54¢     | 81.31¢                               | 76.22¢     | 82.75¢                         | 72.82¢     | 80.82¢                         | 72.82¢     | 82.78¢                            | 56.48¢     | 67.78¢                                 | 62.27¢     | 73.07¢                               | 64.04¢ | 77.86¢  |
|   | 2:30 p.m.               | 99.81¢     | 62.84¢                       | 65.17¢     | 62.52¢                            | 67.48¢     | 62.52¢                               | 69.59¢     | 62.53¢                               | 79.08¢     | 69.31¢                               | 71.55¢     | 81.32¢                               | 76.23¢     | 82.76¢                         | 72.83¢     | 80.83¢                         | 72.83¢     | 82.79¢                            | 62.28¢     | 69.40¢                                 | 62.28¢     | 73.08¢                               | 64.05¢ | 97.06¢  |
|   | 3:30 p.m.               | 99.81¢     | 62.89¢                       | 65.18¢     | 62.53¢                            | 67.49¢     | 62.53¢                               | 69.60¢     | 62.54¢                               | 85.36¢     | 69.32¢                               | 100.13¢    | 106.59¢                              | 108.80¢    | 119.21¢                        | 108.79¢    | 119.21¢                        | 108.79¢    | 119.21¢                           | 62.29¢     | 102.73¢                                | 70.76¢     | 116.90¢                              | 70.76¢ | 116.87¢ |
|   | 6 p.m.                  | 79.08¢     | 62.88¢                       | 65.17¢     | 62.52¢                            | 66.59¢     | 62.52¢                               | 69.48¢     | 62.37¢                               | 79.08¢     | 68.25¢                               | 71.55¢     | 81.32¢                               | 76.23¢     | 82.76¢                         | 72.83¢     | 80.83¢                         | 72.83¢     | 82.79¢                            | 62.28¢     | 67.79¢                                 | 62.28¢     | 73.08¢                               | 64.05¢ | 77.87¢  |
| Weekends and Ontario Statutory Holidays | 9 p.m.                  | 50.66¢     | 49.93¢                       | 50.56¢     | 50.56¢                            | 50.53¢     | 50.56¢                               | 50.49¢     | 50.56¢                               | 50.56¢     | 50.56¢                               | 50.56¢     | 50.56¢                               | 50.56¢     | 50.56¢                         | 50.56¢     | 50.56¢                         | 50.56¢     | 50.56¢                            | 50.56¢     | 50.56¢                                 | 50.56¢     | 50.56¢                               | 50.56¢ | 50.56¢  |
|   | 8:30 a.m.               | 63.43¢     | 49.94¢                       | 59.31¢     | 50.57¢                            | 50.54¢     | 50.57¢                               | 50.50¢     | 50.57¢                               | 50.57¢     | 50.57¢                               | 50.57¢     | 50.57¢                               | 71.91¢     | 71.91¢                         | 71.91¢     | 71.91¢                         | 55.99¢     | 71.91¢                            | 50.57¢     | 56.14¢                                 | 50.57¢     | 50.57¢                               | 71.91¢ | 71.90¢  |
|   | 10 a.m.                 | 63.44¢     | 49.95¢                       | 59.32¢     | 50.58¢                            | 50.55¢     | 50.58¢                               | 50.51¢     | 50.58¢                               | 59.61¢     | 50.58¢                               | 83.19¢     | 79.01¢                               | 87.27¢     | 87.27¢                         | 78.86¢     | 87.27¢                         | 87.27¢     | 87.27¢                            | 50.58¢     | 56.15¢                                 | 50.58¢     | 52.84¢                               | 83.99¢ | 84.04¢  |
|   | 7 p.m.                  | 63.43¢     | 49.94¢                       | 58.29¢     | 50.57¢                            | 50.54¢     | 50.57¢                               | 50.50¢     | 50.57¢                               | 50.57¢     | 50.57¢                               | 50.57¢     | 50.57¢                               | 50.57¢     | 50.57¢                         | 50.57¢     | 50.57¢                         | 50.57¢     | 50.57¢                            | 50.57¢     | 50.57¢                                 | 50.57¢     | 50.57¢                               | 50.57¢ | 71.91¢  |
| 9 p.m.                                  | 50.66¢                  | 49.93¢     | 50.56¢                       | 50.56¢     | 50.53¢                            | 50.56¢     | 50.49¢                               | 50.56¢     | 50.56¢                               | 50.56¢     | 50.56¢                               | 50.56¢     | 50.56¢                               | 50.56¢     | 50.56¢                         | 50.56¢     | 50.56¢                         | 50.56¢     | 50.56¢                            | 50.56¢     | 50.56¢                                 | 50.56¢     | 50.56¢                               | 50.56¢ | 50.56¢  |



A trip toll charge is applied for each trip (motorcycles, light and medium vehicles \$1.00, heavy single-unit vehicles \$2.00, and heavy multi-unit vehicles \$3.00). This is in addition to the per kilometre charge. The camera charge for non-transponder trips by light and medium vehicles is \$5.20 per trip, and \$50.00 per trip for heavy vehicles. For a complete list of current charges, visit 407etr.com.

The 407 Act authorizes electronic tolling on Highway 407 ETR. Ontario's Highway Traffic Act makes it an offence to:

- evade a toll, by any means;
- obstruct or alter a licence plate;
- sell a device to assist in the evasion of a toll; or
- operate a vehicle over 5,000 kilograms RGVM on Highway 407 ETR without a properly affixed transponder.

The 407 Act sets out a toll collection procedure with requirements for notice and dispute settlement procedures. These procedures are in addition to other standard remedies at law. Under Ontario law, licence plates for personal vehicles are automatically renewed for a one-year period, unless there are amounts owed by the licence plate registrant, as explained below. The 407 Act provides that if tolls remain unpaid for longer than 90 days after notice of non-payment is given, 407 ETR may notify the Ontario Registrar of Motor Vehicles (**Registrar**) of non-payment and the Registrar will deny the renewal of Ontario licence plate permit(s) and the issuance of a plate permit to the person in question (**Licence Plate Denial**) until outstanding amounts are paid or settled. The Registrar will also

transfer unpaid 407 ETR charges that are in Licence Plate Denial from unattached or attached plates that have expired for more than six months, to an attached valid plate for that person. In March 2022, the Province eliminated the annual fee payable for renewing a licence plate as well as the need to display a valid and updated licence plate sticker. 407 ETR is closely monitoring the impact of these changes on the effectiveness of Licence Plate Denial.

### 3. Specialized Skill and Knowledge

The toll system for Highway 407 ETR was initially developed by a group of companies led by Hughes Aircraft Canada Limited (**Hughes**), including Bell Canada, Bell Sygma Inc. and Mark IV Industries Corp. (**Mark IV**) (collectively, the **Developers**). Hughes was subsequently acquired by Raytheon Canada Limited (**Raytheon**). In October 1999, 407 ETR and Raytheon entered into an agreement for the supply of the electronic tolling system for Highway 407 ETR (**Extension Toll Supply Agreement**). The business arrangement has since been renewed and enhanced, which supports the capture and communication of trip data between all gantries on Highway 407 ETR and 407 ETR's back office, as well as escrow agreements covering source code and other intellectual property described in the Extension Toll Supply Agreement and the respective Developers' licences. In 2021, Raytheon was acquired by Vertex Aerospace LLC (**Vertex**). On December 2024, Cantoll, on behalf of 407 ETR, and Vertex entered into a new Master Supply and Services Agreement (**MSSA**), which governs the maintenance services for toll system equipment as well as licensing for the continued use of toll system technology by the Company for an initial term of five years and is renewable in five-year increments thereafter.

407 ETR personnel perform all maintenance activities on toll device technology supplied by Vertex and Kapsch TrafficCom AG (**Kapsch**) (see "Description of the Business - Economic Dependence – Transponder Supply and Leasing/Toll System Technology and Licensing").

In December 2021, Cantoll entered into a transponder supply agreement with TransCore LP (**TransCore**) to design, build and supply compatible transponders for an initial term of five years expiring in December 2026, which is renewable by 407 ETR for a further period of two years. The foregoing arrangements will help: (a) mitigate sole-sourcing risks by having Transcore as an alternative supplier of transponders; (b) encourage price competitiveness and vendor innovation, and (c) address business continuity concerns by ensuring that operations can continue in the event of disruptions to any single vendor. In July 2025, Transcore provided a production run of 10,000 new iteration units of transponders for performance evaluation by Cantoll.

Cantoll is the owner and developer of the back-office computer systems necessary for the operation of the tolling and billing system that supports Highway 407 ETR. Pursuant to certain intercompany agreements, Cantoll provides 407 ETR with the right to use and access the tolling and billing system, and leases transponders to 407 ETR, which sublease the devices to users of the toll highways as prescribed under Ontario's *Highway Traffic Act* (see "Description of the Business – Economic Dependence -Transponder Supply and Leasing/Toll System Technology and Licensing").

Where the intellectual property or designs of toll system elements are owned by one or more Developers other than Cantoll, Cantoll has been granted non-exclusive, non-transferable, fully paid-up licences to use the software for Highway 407 ETR. The licences may terminate pursuant to the terms of the respective agreements, including due to a breach by Cantoll.

### 4. Competitive Conditions

Ontario is the most industrialized province in Canada and is the country's business and financial centre. The population of Ontario currently exceeds 16.0 million, representing more than one-third of the total population of Canada, and is concentrated in the area served by Highway 407 ETR. Based on Government of Ontario reports, the population of the GTA exceeds seven million and is projected to exceed ten million by 2046. Future growth in the GTA is expected to continue further north in areas proximate to the highway corridor.

At the beginning of tolling operations in 1999, average workday trips were 237,326. In 2025, average daily workday trips increased to 387,116 from 361,270 trips per day in 2024. Increases in average workday trips are attributable to general economic and population growth in the vicinity of Highway 407 ETR, increased capacity of the highway, increasing congestion on the alternative highways, and a growing acceptance of the toll road concept within the GTA and surrounding regions.

As of December 31, 2025, 2,015,882 transponders were in circulation and the transponder penetration rate remains high (77.5%), reflecting the large number of transponder users and customer preference for this lower cost option to use Highway 407 ETR.

#### 4.1 Schedule 22

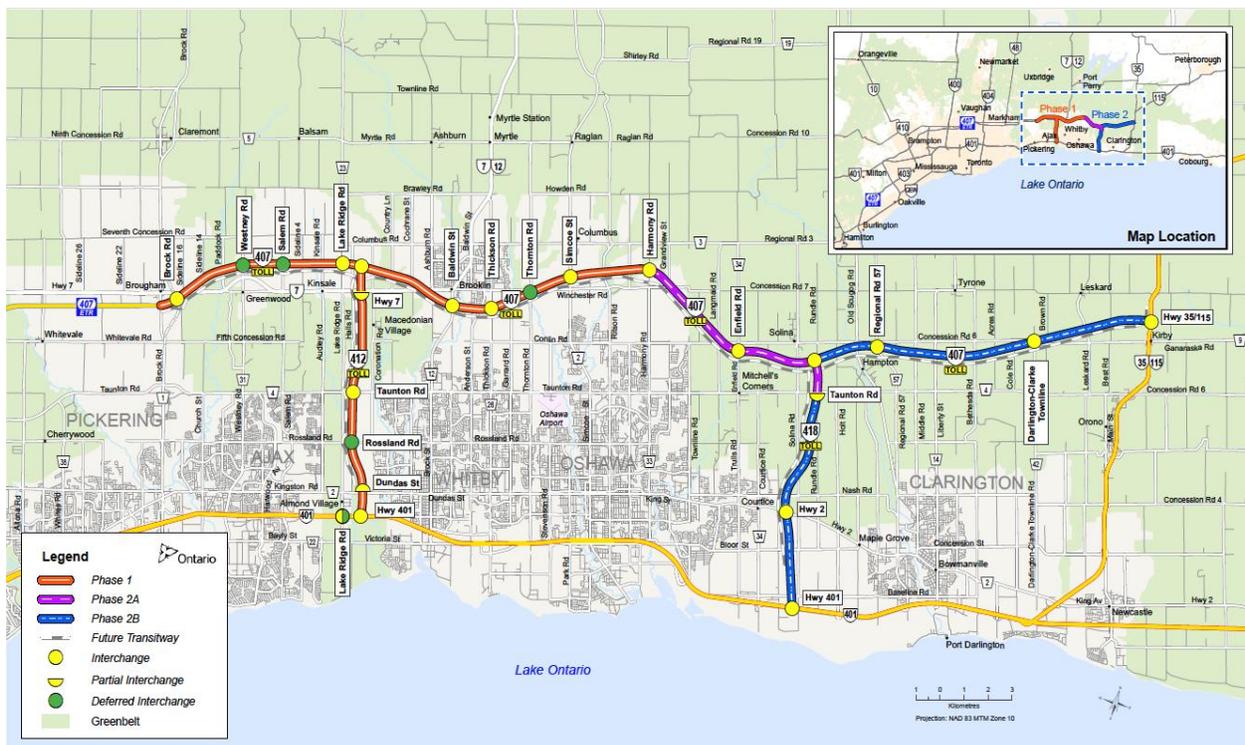
In many instances, 407 ETR has designed, constructed, completed, commissioned and opened additional lanes to traffic on Highway 407 ETR before it was required to under the CGLA, which has avoided congestion or brought relief to some heavily travelled portions of the highway. Under Schedule 22 of the CGLA, certain Highway 407 ETR annual traffic levels are measured against annual minimum traffic thresholds, which are prescribed by Schedule 22 and escalate annually up to a specified lane capacity. If annual traffic level measurements are below the corresponding traffic thresholds, amounts calculated under Schedule 22 are payable to the Province in the following year (**Schedule 22 Payment**).

For the years 2020 to 2024, inclusive, the Company and the Province agreed that the COVID-19 pandemic was a Force Majeure event under the provisions of the CGLA and therefore the Company was not subject to Schedule 22 Payments until the end of the Force Majeure event.

The toll rate increase by 407 ETR effective February 1, 2024, terminated the Force Majeure event. The Company recorded a \$40.9 million Schedule 22 Payment expense for 2025, which will be payable to the Province in 2026.

### 5. Highway 407

Highway 407 extends from Brock Road/Highway 7, the eastern terminus of Highway 407 ETR, to Highways 35/115 (Clarington), a distance of 45 kilometres. Highways 412 and 418 provide north-south connections between Highway 407 and Highway 401. These three highways were initially constructed and operated as toll highways owned by the Province which set tolls and received toll revenues for their use. The highways were constructed in two phases (**Phase 1** and **Phase 2**, respectively), as depicted on the map below Phase 1 (22 kilometres) was completed in 2016 with tolling commencing in February 2017. Construction of Phase 2 (35 kilometres) occurred in two phases with tolling commencing in January 2018 (**Phase 2A**) and December 2019 (**Phase 2B**), respectively. The Province removed tolls for Highways 412 and 418 in April 2022, and for Highway 407 in June 2025.



### 5.1. Tolling and Back Office Activities

Until June 1, 2025, Cantoll provided tolling, billing and back-office services to customers of provincially-owned Highway 407. Cantoll implemented and maintained the roadside tolling technology and back-office systems for Highway 407 pursuant to the Amended and Restated Tolling Services Agreement (**ARTSA**) with the Province, which expired on December 31, 2025. The incremental revenues associated with ARTSA did not have material impact on the Company’s financial results.

### 6. Process and Technology Enhancements

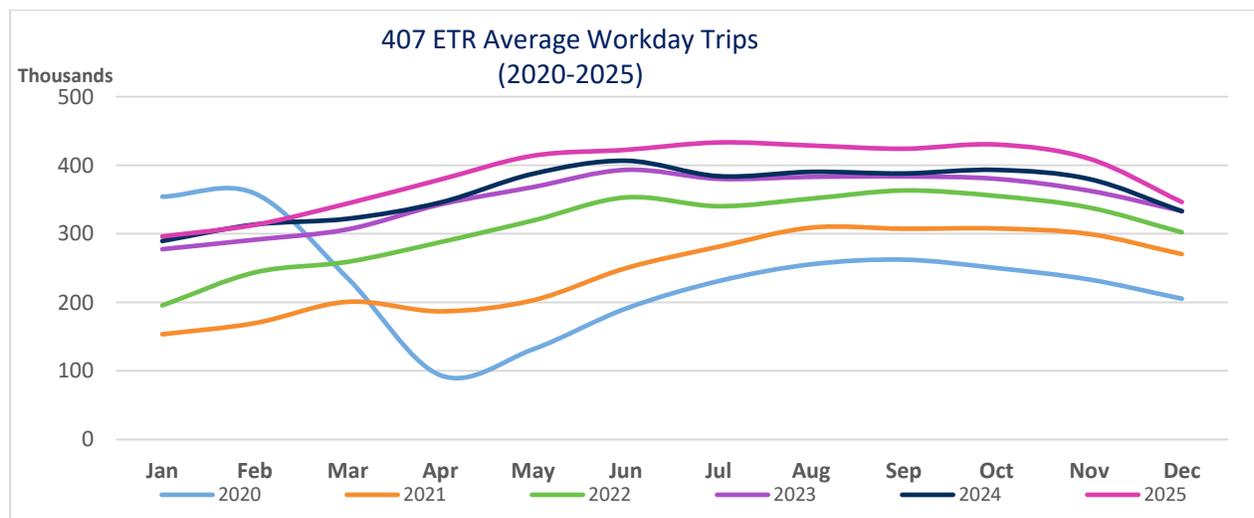
In 2025, 407 ETR advanced its long-term technology vision with initiatives focused on enhancing customer experience and strengthening organizational resilience. The Company continued enhancements of its Enterprise Resource Planning (**ERP**) and Customer Relationship Management (**CRM**) platforms, providing a strong foundation for integrated operations and improved data visibility.

### 7. Intangible Properties

Pursuant to a trade-mark licence agreement dated April 6, 1999, the Province granted to 407 ETR the right and licence to use the trade-mark “ETR Express Toll Route” in association with the services and promotion of services by 407 ETR in its business of operating, maintaining, managing, expanding and tolling Highway 407 ETR, and to use the “ETR” trade-mark in its corporate name. 407 ETR maintains a corporate standards guide to ensure the consistent and appropriate use of intellectual property that include the “ETR” and “Keep Moving®” trade-marks used in corporate identity and branding initiatives.

### 8. Seasonal Variations

407 ETR revenues are subject to seasonal variations in traffic volumes. Historical trends show a higher volume of usage on Highway 407 ETR in the second and third quarters as a result of increased usage by leisure and recreational travellers. The COVID-19 pandemic adversely impacted traffic demand beginning in March 2020, with annual traffic volumes growing steadily since 2020 toward pre-pandemic levels, as illustrated by the following chart:



### 9. Economic Dependence

The Company’s business is dependent on the following agreements:

#### 9.1. Authorized Requester Electronic Data Services Agreement

In connection with the CGLA, the Province and 407 ETR entered into an Authorized Requester Electronic Data Transfer Agreement dated April 6, 1999 (**407 ETR Requester Agreement**). A copy of the 407 ETR Requester

Agreement is available at 407etr.com. The Province, through MTO, maintains a computer database containing information pertaining to driver and vehicle records (**Information Products**). The 407 ETR Requester Agreement provides 407 ETR with a non-exclusive, non-assignable and non-transferable licence to access and use the Information Products. The information obtained by 407 ETR remains confidential and may only be used: (i) in connection with the collection and enforcement of tolls, fees and other charges owing with respect to Highway 407 ETR; (ii) to assist in traffic planning and revenue management with respect to Highway 407 ETR; (iii) to assist in communicating with users of Highway 407 ETR; or (iv) to assist the government of a province of Canada or a state of the United States of America with which 407 ETR has an agreement relating to the collection and enforcement of tolls in that jurisdiction. In April 2018, the 407 ETR Requester Agreement was amended to allow for Information Products to be requested, handled, retained and processed within Canada, instead of only within Ontario. The amendment also provides that 407 ETR may store, retain or process Information Products using Internet-based or cloud technology, subject to MTO's written approval.

Under the 407 ETR Requester Agreement, 407 ETR is required to pay a base fee of \$5.0 million per annum in 1999 dollars, which is adjusted annually in accordance with a formula based upon the All-Items Consumer Price Index (**CPI**). The Province may elect every five years to not be paid the base fee and to instead proceed on a cost recovery basis. In 2025, the Province charged the base fee of \$9,087,000 for overnight access to the Information Products (approximately \$ 8,882,000 in 2024 and \$8,530,000 in 2023). In addition, 407 ETR paid the Province 20,000 in 2025 for access to on-line Information Products (approximately \$60,000 in 2024 and \$798,000 in 2023). In 2024, 407 ETR negotiated a pay-per-use rate, replacing the previously unlimited on-line access model, which significantly reduced fees for on-line Information Products.

To facilitate toll collection from non-Ontario registered vehicles, 407 ETR requests licence plate information from other Canadian and US jurisdictions. 407 ETR has negotiated information sharing arrangements with certain Canadian and US jurisdictions. In addition, 407 ETR has entered into agreements with US service providers to obtain information needed to bill users who are residents or using licence plates of certain US states. Similar agreements have been reached to facilitate invoicing for out-of-province vehicles using Highway 407.

In connection with the tolling and back-office services provided for Highway 407 to the Province, the Province and Cantoll entered into an Authorized Requester Agreement dated December 1, 2015 (**East Requester Agreement**), which became effective on November 30, 2016. Until June 2025, the East Requester Agreement allowed Cantoll and 407 ETR to use Information Products to provide tolling and back-office services for Highway 407 on the same terms and conditions as the 407 ETR Requester Agreement, described above. Access to Information Products provided under the East Requester Agreement was at no further cost to Cantoll or 407 ETR.

## 9.2. MTO Enforcement Services

Pursuant to the CGLA, both the Province and 407 ETR have obligations with respect to enforcing vehicle licencing and vehicle safety standards on Highway 407 ETR as if it were a provincially-run highway. The Province has agreed under the Enforcement Services Agreement to provide officers to enforce vehicle licencing and safety standards as well as heavy vehicle toll enforcement on Highway 407 ETR. 407 ETR provides the Province with all information necessary to complete these duties and is responsible for both the staff and vehicle costs incurred by the Province relating to the enforcement activities. The enforcement duties undertaken by the Province are the same as those for comparable controlled access highways in Ontario, unless 407 ETR and the Province agree to a higher level of enforcement.

Under the 407 Act, the Province is permitted to charge 407 ETR for the reasonable costs of providing enforcement services on a full cost recovery basis. Under the Enforcement Services Agreement, MTO provides 407 ETR with an estimate of total enforcement services cost for the upcoming year and invoices 407 ETR 1/12<sup>th</sup> of such costs each month. An annual cost reconciliation and true-up occurs based on actual costs incurred by MTO in the applicable

year. For 2025, the total cost to 407 ETR was approximately \$1,157,000, which will be reconciled against actual costs as described above. For 2024, the total actual enforcement services cost to 407 ETR, after reconciliation, was approximately \$1,033,000.

### 9.3. Police Services Agreement

As contemplated by the CGLA, the Province and 407 ETR are parties to an agreement governing policing services on Highway 407 ETR (**Police Services Agreement**). The Police Services Agreement was renewed for a term commencing on April 1, 2024 and ending on December 31, 2028. Under the Police Services Agreement, the Ontario Provincial Police (**OPP**) is solely responsible for determining the minimum level of police services to be provided on Highway 407 ETR, as well as for all operational policing decisions, including any matters relating to the application of any policing policy or procedure. 407 ETR is responsible for the payment to the Province for the police services provided under the agreement on a cost recovery basis. An annual budget for police services that estimates the total cost for the upcoming year is provided by the Province to 407 ETR, and 407 ETR is invoiced 1/12<sup>th</sup> of such costs each month. An annual cost reconciliation and true-up occurs based on actual police services costs incurred by the Province in the applicable year. All vehicles and equipment reasonably necessary and appropriate for use by the OPP are provided by the Province, with the costs borne by 407 ETR. For 2025, the total estimated police services cost to 407 ETR was approximately \$9,730,000, which will be reconciled against actual costs as described above. For 2024, the total actual police services cost to 407 ETR, after reconciliation, was approximately \$7,392,000.

The OPP Highway 407 ETR police detachment located at Bathurst Street and Highway 407 ETR was constructed at 407 ETR's expense and was opened for use in April 2018. 407 ETR licenses the occupancy and use of the detachment to the OPP pursuant to a licence agreement dated January 1, 2018.

The Police Services Agreement may be terminated by the Province or 407 ETR on 60 days' prior notice to the other party if either party is in default of its obligations under the Police Services Agreement and such default is not cured within the prescribed time period. In the event of the termination of the Police Services Agreement, the OPP continues to be responsible to provide police services, and 407 ETR remains obligated to pay for the cost of providing those services, all in accordance with the 407 Act.

### 9.4. Transponder Supply and Leasing/Toll System Technology and Licensing

Cantoll orders transponders from Kapsch pursuant to a transponder supply agreement (see "Description of the Business - Specialized Skill and Knowledge") that includes a limited one-year warranty for each transponder new and refurbished transponders. Refurbished transponders re-uses the electronic chips and boards with a new casing and battery, reducing costs and waste. The contract is active until June 2026.

OSI Optoelectronics Inc. (**OSI**) is the primary supplier of vehicle detection and classification units (**Vehicle Detection Units**) used to record traffic usage on the highway. OSI provides these units to 407 ETR under a set of agreements, including a services agreement and an escrow agreement (collectively, **OSI Agreements**) with Cantoll, on behalf of 407 ETR. Cantoll also has a multi-year equipment warranty and repair services agreement with OSI which expires in March 2027.

Cantoll's billing, accounting and customer service computer system is supported by various hardware and system software agreements made with, among others, Oracle, SAP, Salesforce, IBM Canada Limited and Amazon Web Services. In particular, the IBM Customer Agreement and the IBM Agreement for Acquisition of Software Maintenance continue to govern Cantoll's procurement of hardware, software and technology-related services from IBM Canada Limited (collectively, **IBM Agreements**).

## 10. Employees

As at December 31, 2025, 407 ETR had 488 full-time employees and 55 part-time employees, of which 55 full-time employees and 36 part-time employees were members of Union for Canada (**Unifor**). Unifor employees are comprised of customer service and video exception processing staff. In March 2025, a three-year collective agreement was reached and ratified by the union membership. The agreement expires on February 1, 2028.

## 11. Strategic Plan

In 2021, the Company's three-year Strategic Plan (2021-2023) was implemented (**Strategic Plan**). The Strategic Plan charts the Company's path forward with a clear direction and aligns with its vision to be the GTA's highway of choice, driving productivity and strengthening communities, and its mission to provide a fast, safe and reliable customer

experience, on and off the highway. The Company achieves this by delivering a superior travel experience and a reliable alternative transportation route in the GTA.

The Company's corporate values are reflected in its commitment to excellence and integrity. The Company remains focused on driving customer value while modernizing its tools and technologies to better serve its customers. To demonstrate its commitment to the value of integrity, the Company always takes the high road, choosing the right path and ensuring that everyone is seen and heard. The Company is socially responsible to the environment and the communities it serves and is accountable for its success, while never taking shortcuts with privacy and data security. To demonstrate its commitment to the value of excellence, 407 ETR drives results by always focusing on safety, being customer-focused, innovative, efficient, and collaborative.

In 2022, the Strategic Plan was extended for an additional two years as a five-year plan (2021-2025) and a set of strategic key performance indicators and targets were established for the remaining three years of the Strategic Plan (2023-2025). The Strategic Plan's key performance indicators include various metrics and project milestones that measure the Company's performance on the three main objectives of the strategy: shareholder value, customer value and corporate citizenship.

The current strategic plan concluded in 2025. The Company delivered on key commitments, achieving robust financial performance, advancing digital transformation, enhancing customer experience, and strengthening its ESG and inclusion frameworks. These accomplishments have positioned the Company for continued success under a new strategic plan.

In 2025, Management developed the Company's next four-year strategic plan (**2026-2029**), designed to achieve sustainable growth and long-term value creation. Our mission and vision remain the same.

## **12. Environmental, Social and Governance (ESG)**

### **12.1 ESG Strategy**

The Company remains committed to the integration of ESG into its business strategy and operations. Its approach to ESG practices is driven by its mission, vision, and values and linked to its core strategic objectives. The way the Company manages ESG factors impacts its business and stakeholders, and ultimately the long-term value of the Company. By embedding ESG considerations into the Company's overall business strategy and decision making, it aims to enhance operational efficiency, reduce risks and explore new opportunities for growth and innovation while satisfying the expectations of its investors and other stakeholders.

The Company believes that transparency and accountability to its investors and stakeholders regarding ESG commitments is important. The Company has adopted leading ESG reporting frameworks, specifically the Sustainability Accounting Standards Board (**SASB**) Standards and the recommendations of the Task Force on Climate-related Financial Disclosures (**TCFD**) for its annual ESG reporting. In addition, the Company aligned its reporting with six of the United Nations Sustainable Development Goals: good health and well-being, gender equality, decent work and economic growth, industry, innovation and infrastructure, climate action and life on land. On April 30, 2025, the Company released its 2024 ESG report, titled *Future Forward*.

For more information, see the Company's ESG reports available on [407etr.com/esgreporting](https://407etr.com/esgreporting).

### **12.2 ESG Governance**

The Company recognizes that effective governance is critical to managing ESG-related risks and opportunities. As part of its commitment to sustainability, the Company has established an ESG strategy that aligns with the Company's Strategic Plan, with appropriate oversight by the Board.

#### **(a) Board Oversight**

The Company remains committed to maintaining strong governance structures that incorporate ESG, including Board-level oversight of material ESG factors, priorities, and performance. The Board is actively engaged in overseeing the implementation of the Company's ESG strategy. See "Corporate Governance" for additional details.

## (b) Management Accountability

The Board delegates to Management the responsibility for managing the day-to-day affairs of the Corporation and reviews Management's performance and effectiveness on an ongoing basis. The ESG Steering Committee (**ESG Committee**), which meets bi-monthly, drives the implementation of the Company's ESG strategy and ensures cross functional alignment across departments. The ESG Committee is chaired by the President & Chief Executive Officer and includes senior leaders across the business. The ESG Committee also monitors the progress of the ESG initiatives and reporting to the Board and its committees.

The ESG Senior Manager serves as the operational lead for the Company's ESG initiatives and acts as the bridge between the strategic oversight of the ESG Committee and the day-to-day implementation across the organization. The role is also responsible for leading the execution of ESG initiatives and tracking ESG metrics and key performance indicators with appropriate engagement and reporting to the ESG Committee and the Board.

### 12.3 ESG Risk Management

With the support of the Audit Committee, the Board has oversight and responsibility for the Company's entity risk management (**ERM**) which includes specific ESG factors identified by the ESG materiality assessment process (see section below "Description of the Business – Environmental, Social and Governance - ESG Materiality" for additional details) and which are assessed through annual entity risk surveys completed by Management and the Board (**Entity Risk Assessment**). The annual Entity Risk Assessment systematically identifies, evaluates, and manages potential risks, including ESG-related risks, that could impact the Company's objectives. The Entity Risk Assessment serves as an important input to the Company's annual strategic planning sessions where strategic priorities are set for the year. The Company's annual budget is allocated according to those prioritized initiatives.

### 12.4 ESG Materiality

The material ESG factors identified through our most recent comprehensive ESG materiality assessment continue to remain highly relevant and central to the Company's ESG strategy. This alignment underscores the Company's sustained commitment to addressing the priorities that are most significant to 407 ETR's business operations and stakeholders.

For more information and the results of the materiality assessment, see the Company's ESG reports available on [407etr.com/esgreporting](http://407etr.com/esgreporting).

### 12.5 ESG Highlights

In April 2025, 407 ETR released its ESG Report titled 'Future Forward' for the year ending December 31, 2024 (**2024 ESG Report**). The 2024 ESG Report highlights and tracks the Company's progress and achievements in various ESG areas. The 2024 ESG Report also included expanded reporting for a variety of ESG factors, including employee health and safety, diversity, and environmental performance, and introduced benchmark measurements for greenhouse gas (**GHG**) emissions. The Company's 2024 ESG Report highlights included the following developments in 2024:

- the Company reduced its GHG emissions by approximately 19% relative to the 2018 baseline while maintaining its target of a 25% reduction by 2030. The GHG emissions totals for 2025 will be published in the Company's 2025 ESG report, to be published in the second quarter of 2026.
- an Enhanced Green Freight Study was commenced and completed in support of the 407 ETR's fleet decarbonization plan. The recommendations included training and awareness, pilot programs and phased charging station improvements to align with the fleet transition plan.
- a flood and heat risk management site assessment was conducted at 407 ETR's headquarters and operations centre on Steeles Avenue in Woodbridge, Ontario as part of its effort to identify and manage climate risk impacts. Results from the on-site assessment showed that 407 ETR currently implements best practices in managing these risks. Recommendations were also provided to improve resilience.

- 20,000 trees were planted along the Highway 407 ETR corridor, as part of the Company’s biodiversity pilot project.

In 2025, the Company progressed its ESG strategy through the implementation of several initiatives. These activities will be further detailed in its 2025 ESG Report, to be published in the second quarter of 2026, which highlights include:

- in 2025, 407 ETR became a member of the United Nations Global Compact (**UNGC**)– Canada Network, the largest global sustainability initiative. This reinforces 407 ETR’s commitment to responsible business practices. By aligning with UNGC’s Ten Principles on human rights, labour, environment, and anti-corruption, 407 ETR is strengthening its ESG strategy and embedding these principles more deeply into our governance, operations, and strategy.
- 407 ETR will report its Scope 3 GHG emissions for the first time, reflecting the continued maturation of the Company’s emissions measurement and reporting practices. This initial disclosure represents an important step in strengthening the completeness and transparency of 407 ETR’s GHG inventory. The Company remains committed to improving data quality and quantification methodologies over time as processes, data availability, and industry standards continue to evolve.
- as part of its strategy to reduce GHG emissions, 407 ETR implemented several initiatives in accordance with its emissions reduction roadmap. These include:
  - electrification of its heating systems, including boiler and water heater, from natural gas. This transition resulted in a significant reduction in natural gas consumption, alongside an increase in electricity use, while delivering an overall net reduction in GHG emissions.
  - participating in the Ontario Clean Energy Program for the first time by purchasing Renewable Energy Credits (**RECs**). RECs purchased from Ontario Power Generation (**OPG**) Company Inc. were registered and retired through an approved and transparent platform. The credits were also certified and verified by a third-party.
  - investing in a new fleet of wide-wing snowplows and combination units for winter road maintenance, designed to clear snow from more Highway 407 ETR lane area in a single pass. These upgraded units, which replace existing snowplows, enable more efficient highway snow removal operations with fewer total trips and less equipment, thereby reducing fuel consumption and associated GHG emissions during winter operations.
- to support 407 ETR’s commitment to reconciliation, 407 ETR developed an Indigenous Peoples Policy which articulates 407 ETR’s commitments to fostering respectful, collaborative, and mutually beneficial partnerships with Indigenous Peoples.

For more information, see the Company’s ESG reports available on [407etr.com/esgreporting](https://407etr.com/esgreporting).

## 12.6. 407 ETR in the Community

407 ETR is committed to supporting communities across the GTA. The Company engages with a variety of stakeholders and community organizations through its memberships in industry associations and its support of not-for-profit and charitable organizations. As a member of 13 boards of trade and chambers of commerce across the highway corridor, 407 ETR actively serves on various committees and participates in numerous industry events. In 2025, 407 ETR collaborated with over 160 community organizations and invested approximately \$3.4 million in GTA communities through sponsorships, donations and free travel (excluding promotional driving offers). Some of these initiatives include:

- \$150,000 in youth sports through Keep Moving™ by 407 ETR, supporting over 4,500 kids and more than 130 teams. 407 ETR has invested over \$1 million in this program since its launch in 2015.
- \$300,000 to Nature Conservancy of Canada to help protect and care for Ontario’s biodiversity and natural spaces, completing a three-year sponsorship totalling \$900,000.
- \$176,000 to Canadian Wildlife Federation to assist with roadside restoration in the GTA to enhance meadow habitat for monarch butterflies and other pollinators. This completed a three-year sponsorship, totalling over \$500,000.
- \$100,000 in funding for organizations including the Canadian Spinal Research Organization, Parachute Canada, Accident Awareness and Sunnybrook Health Science Centre’s P.A.R.T.Y. (Prevent Alcohol & Risk-Related Trauma in Youth) Program.

- Over \$135,000 donated to United Way Greater Toronto (**United Way**) in 2025. Through its long-standing partnership with the United Way, 407 ETR has contributed over \$4.8 million through corporate donations and employee fundraising efforts since 2006.
- \$100,000 to York University's Lassonde School of Engineering's k2i (kindergarten to industry) academy to help underrepresented youth pursue careers in STEM (Science, Technology, Engineering, and Mathematics) through specialized learning opportunities for high school students in Ontario.
- \$30,000 in cash and \$150,000 in 407 ETR gift cards to the Little Native Hockey League.
- Approximately \$1.4 million in free travel to low-income drivers from the Route Relief program. Effective January 1, 2026, the program expanded to provide eligible customers up to eight free trips each month on Highway 407 ETR, helping thousands of families connect, work and explore.

In June 2025, the Company held its annual One Big Day corporate-wide employee volunteering event with various community partners. Employee volunteering continued all year long, and as of December 31, 2025, employees volunteered nearly 1,000 hours in total.

The Company has sustained a positive economic impact on the GTA economy. A report published by global infrastructure consultancy firm Steer, found that Highway 407 ETR provided \$1.2 billion in socioeconomic benefits to the GTA in 2024. This includes faster travel times, safety benefits and better productivity. Highway 407 ETR also contributes \$490 million in annual gross domestic product (**GDP**) and supports 1,800 jobs across Canada, including 550 employees based out of its head office in Woodbridge, Ontario who are paid \$140 million annually in wages.

For more information on this report and 407 ETR's impact on the economy visit [407etr.com/drivingontarioforward](https://407etr.com/drivingontarioforward).

## 12.7. Environmental Matters

It is 407 ETR's priority to establish, maintain and continually improve an effective Environmental Management System (**EMS**) incorporating best industry practices and applicable standards related to environmental protection and sustainability.

To achieve this goal, 407 ETR is committed to:

- the protection of the environment, including prevention of pollution, reduction of waste and minimization of its environmental footprint and GHG emissions;
- fulfilling its compliance and contractual obligations; and
- continual improvement of its EMS to enhance environmental performance.

407 ETR aims to conduct business in an environmentally responsible manner and integrates environmental planning and management into all aspects of its operations. 407 ETR seeks to reduce its environmental footprint and GHG emissions by utilizing sustainable solutions and minimizing fuel and energy consumption rates.

In July 2022, 407 ETR launched a Pilot Biodiversity Project (the **Pilot Project**) with the initial objectives to:

- investigate existing species and biodiversity along the highway;
- identify risks (e.g. invasive species);
- identify opportunities for improvements;
- recommend vegetation / tree planting options along the highway; and
- develop a general action and monitoring plan.

The Pilot Project was a part of a broader vision to create a healthy, ecologically sustainable and biodiverse corridor running through the heart of the GTA.

In 2025, 407 ETR collaborated with partners such as St Williams Nursery & Ecology Centre, Toronto and Region Conservation Authority (Trees for Life, University of Toronto and the City of Brampton on several initiatives including the eradication of invasive species (e.g. phragmites), restoration of natural habitat and biological control.

Upon the successful completion of the Pilot Project, 407 ETR initiated a multi-year Biodiversity Project that seeks to:

- protect and enhance local biodiversity by eliminating invasive species within the 407 ETR corridor;
- replace invasive species with sustainable native species which will resist the establishment and spread of invasive species;
- increase the number of native plants, including trees, shrubs, forbs and grasses growing within and adjacent to the Highway 407 ETR corridor;
- create an effective bird and pollinator pathway through the GTA; and
- become a leader in roadside biodiversity restoration and vegetation management.

The 407 ETR Biodiversity Steering Committee was established in 2025 to support the implementation of the 407 ETR Biodiversity Project.

407 ETR also integrates best environmental practices into its operations. These practices include: (i) water management facilities designed to minimize the quantity of water run-off and naturally improve the water quality; (ii) fencing along the entire Highway 407 ETR corridor to protect animals and pedestrians by restricting access to Highway 407 ETR; and (iii) the use of electronic controlled spreader equipment to carry out “anti-icing” using a combination of salt brine and road salt, increasing the effectiveness of road-salt while reducing the use of sodium chloride.

407 ETR has 80 storm water management ponds to capture water run-off from snow melt and rainstorms. This prevents silt-laden flood waters from rapidly discharging into rivers and storm drains and enables most suspended solids to settle out. The storm water management ponds help maintain healthy streams for fish and protect water quality.

### 13. Risk Factors

#### 13.1. Workplace Health and Safety

Due to the nature of its business, 407 ETR’s employees may be exposed to health and safety risks in the office environment and along the highway. Therefore, managing such risks is the number one priority for 407 ETR to ensure that its employees stay safe at work.

407 ETR recognizes that proactive hazard identification and risk management play a key role in maintaining a healthy and safe workplace. Therefore, 407 ETR strives to continually improve its occupational health and safety management system (OHSMS) through:

- ensuring compliance with applicable legislative requirements;
- exploring and implementing best practices;
- sharing knowledge and lessons learned;
- aligning with recognized national and international standards; and
- managing change and management review.

407 ETR believes that a strong safety culture can only be achieved through a fully functional Internal Responsibility System (**IRS**), where every workplace party, including the employer, leadership team, management team, supervisors, employees and the Joint Health & Safety Committee (JHSC), has a role to play in creating a safe work environment.

The Company celebrated 1,000,000 lost-time-free hours in August 2025 and achieved 1,377,833 lost time free hours as of December 31, 2025.

For information on the Company’s health and safety metrics, please refer to the Company’s ESG reports available on [407etr.com/esgreporting](https://407etr.com/esgreporting).

#### 13.2. Traffic Volumes and Toll Revenue

The Company’s ability to derive sufficient toll revenues from 407 ETR’s operation of Highway 407 ETR to fund debt obligations and operating and maintenance expenses depends on a wide variety of factors, many of which are not within the control of the Company. Future traffic on Highway 407 ETR will be affected by, among other things,

population growth and changes in the economy of the GTA, fuel prices, weather conditions, and the construction of competing transportation infrastructure. In addition, toll rate increases are subject to economic, price elasticity and political risks. Further, if annual traffic minimums prescribed by Schedule 22 of the CGLA are not achieved, the Company is required to make a Schedule 22 Payment to the Province the following year. Large scale promotions were launched throughout 2025 to increase traffic volumes. (see “Description of the Business – Competitive Conditions - Schedule 22” for additional details).

While no assurance can be given as to what future traffic levels on Highway 407 ETR or related revenues will be, based on current data, Management expects that travel demand will continue to support healthy traffic volumes and higher toll revenues in the future.

### 13.3. Possible Transportation Improvements

407 ETR is exposed to changes in traffic volumes as a result of the development, construction or enhancements to competing modes of transportation, including other highways. For example, the widening of Highway 401 between Highway 410 (Mississauga) and Regional Road 25 (Milton) that was completed in December 2022 adversely affected traffic levels on the proximate segments of Highway 407 ETR as motorists took advantage of improved traffic flow on the completed widened highway. The proposed Highway 413, which would extend over 50 kilometres from Highway 401 west of Highway 407 ETR in Milton to Highway 400 in Vaughan, is a long-term transportation infrastructure project by the MTO. In April 2024, the Federal and Ontario Provincial governments announced a joint agreement to resume the Province’s Stage 2 environmental assessment for Highway 413. In November 2025, the Province designated Highway 413 under the Public Transportation and Highway Improvement Act and formally identified the specific route of the new highway for the purpose of building, operating, or protecting a provincial highway. A date for the commencement of construction or targeted completion has not been announced. In addition, property for the future development of an exclusive transit-way has been identified by the Province within the Highway 407 ETR corridor under the CGLA, although no specific projects have been announced to date. In the longer term, new transit service within the Highway 407 ETR corridor or new provincial highway development, or enhancements to competing highways, may have an adverse impact on Highway 407 ETR traffic and toll revenue.

### 13.4. Debt Rating

The Company seeks to maintain an appropriate debt rating to ensure access to capital on commercially reasonable terms to finance its operating and capital expenditures and interest payments to bondholders, provide an appropriate investment return to its shareholders and refinance its existing indebtedness without, in each case, exceeding its debt capacity or resulting in a downgrade to the credit ratings assigned to its existing indebtedness. The Company’s ability to do so depends upon a number of factors including, market conditions, rating agencies’ criteria and the Company’s debt structure. To control this risk, Management is focused on maintaining an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and by controlling operating and capital expenditures. See “Description of Capital Structure – Ratings”.

### 13.5. Technology Infrastructure

407 ETR’s operations are substantially dependent on its information technology. This includes roadside tolling equipment and infrastructure supporting tolling back-office solutions for trip matching, billing, invoicing, customer account management, web-based customer channel, and mobile application. A failure of these systems could result in financial loss and reputational damage. Additionally, there is exposure to risk associated with operational or human error in the design and use of these systems. Internet-based and SaaS solutions, such as web services and the mobile application, may face the risk of interruption or security risks inherent to internet-based platforms. Shortcomings or failures of internal processes and processes provided by third parties could also lead to losses. 407 ETR’s ability to conduct business may be particularly affected if there was a data security or technology infrastructure disruption.

407 ETR employs multiple strategies to mitigate these risks including: multiple data centre locations complemented by a cloud presence and strategy, high availability architecture, disaster recovery processes, and business continuity plans. Network and technology solution redundancy, fail-over and reconciliation design practices, quality control, and change management processes are in place to ensure resilience. Support agreements and vendor management frameworks govern relationships with third parties, while continuous monitoring of all infrastructure and systems

helps detect and address issues proactively. Policies and procedures governing acceptable use, privacy and security are applied across the organization.

Internal experts review these controls, and external advice is obtained to ensure alignment with industry standards. 407 ETR's operations, support and security team constantly monitor all major information systems. Security incident response procedures, including partnerships with external partners to expedite breach response are tested annually.

### 13.6. Ownership of Intellectual Property and Reliance on Certain Suppliers

Portions of the electronic toll system and related software currently used were developed under contract with the Developers and their predecessors. Although Cantoll has been granted a licence to use the system, it does not have ownership of the source code and other associated intellectual property (see "Description of the Business – Specialized Skill and Knowledge"). The source code and other intellectual property have been deposited with an escrow agent to ensure that Cantoll has access to such codes; however, such escrow agreements will continue only for so long as the agreements relating to Raytheon's (now Vertex) maintenance support obligations remain in effect (other than a termination of such obligations by reason of default by a Developer). Mark IV, and its successor, Kapsch, agreed to extend the escrow agreements underlying Cantoll's licences to use the intellectual property relating to the toll system, and they will remain in effect until the parties agree otherwise.

### 13.7. Cybersecurity

The Company's technology infrastructure is exposed to potential disruptions from various cybersecurity threats, including malware, ransomware, and other malicious activities. Vulnerabilities may arise from employee errors, remote work environments, software or hardware upgrades, third-party service providers, telecommunication failures, power outages, natural disasters, or other catastrophic events.

A poor cybersecurity posture can lead to cyber incidents with significant impacts including:

- **Operational Disruptions**: Significant operational disruptions, including system downtimes and service interruptions. These disruptions can halt business operations, leading to productivity and financial losses.
- **Data Loss and Corruption**: Loss or corruption of data, including personally identifiable information (**PII**), and potentially leading to severe operational challenges.
- **Financial Losses**: Financial costs, including direct costs such as incident response, remediation, and legal fees, as well as indirect costs like lost revenue and reputational damage to 407 ETR.
- **Legal Liabilities**: Non-compliance with data protection standards and regulations, such as PCI-DSS and Canada's Personal Information Protection and Electronic Documents Act, 2000 (**PIPEDA**), can result in fines and penalties. If an incident occurred, 407 ETR may also face legal claims from affected customers or partners, further compounding the financial losses.
- **Reputational Damage**: Damage to 407 ETR's reputation. The loss of customer trust and confidence can lead to a decline in customers and revenues.
- **Increased Insurance Premiums**: Insurers view companies with poor cybersecurity practices as high-risk, leading to higher costs for coverage.

The Chief Information Officer (**CIO**) oversees cybersecurity, reports directly to the President & CEO, and provides regular briefings to the Audit Committee and the Board. Cyber-attacks and breaches pose significant risks, including data corruption, unauthorized access to confidential customer or employee information, damage to IT infrastructure, service disruptions, revenue losses, and reputational harm.

407 ETR's cybersecurity program employs a risk-based, iterative approach to continuously monitor, identify, and address high-priority security risks. In 2024 and 2025, the Company conducted annual internal cyber-risk assessments, reviewing potential high-impact cyber scenarios. The Company also conducted cybersecurity focused Tabletop exercises in 2024 and 2025. These assessments help the Company understand the impact of significant cybersecurity incidents, inform additional mitigation tactics, and guide updates to the cybersecurity maturity model and roadmap.

Building on the initiatives launched in 2024, 407 ETR introduced additional measures in 2025 to further enhance resilience and strengthen its security posture. Key measures implemented include:

- expanding monitoring and response capabilities through enhanced security operations and partnerships to ensure rapid detection and mitigation of threats;
- improving secure access controls for employees and third parties, aligning with modern security principles;
- updating security policies and practices to reflect evolving regulatory requirements and industry standards;
- enhancing vulnerability and patch management processes to accelerate remediation timelines and reduce exposure to known risks; and
- maintaining compliance with industry standards, including achieving PCI DSS certification to protect payment card data.

PII in the form of customer data is collected, used and disclosed by 407 ETR pursuant to its Privacy Notice (located at [407etr.com](http://407etr.com)) and in accordance with applicable data protection laws and standards. This information is safeguarded by 407 ETR and retained in accordance with 407 ETR's record retention schedule, and at the appropriate time, either destroyed or anonymized.

For more information, please refer to the Company's ESG reports available at [407etr.com/esgreporting](http://407etr.com/esgreporting)

### 13.8. Inflation

The Company is exposed to inflation risk as interest expense and debt service payments relating to Senior Bonds, Series 99-A6, Series 99-A7, Series 00-A2 and Series 04-A2 are linked to the CPI. Break even inflation rate bonds are highly volatile and may lead to significant non-cash changes in the fair value of Senior Bonds, Series 04-A2 that may not be representative of actual inflation paid or to be paid to the Senior Bonds, Series 04-A2 noteholders. This inflation risk can be mitigated by 407 ETR's right under the CGLA to increase toll rates at or above the rate of inflation (see "Schedule E – Existing Indebtedness").

### 13.9. Adequate Insurance/Risk Management

The CGLA requires 407 ETR to maintain certain insurance in respect of, and dedicated to, Highway 407 ETR. No assurance can be given that such insurance coverage will continue to be adequate or available on normal commercial terms (see "Description of the Business - Insurance").

### 13.10. Operating and Maintenance Expenses

407 ETR's operating and maintenance expenses for the future operation of Highway 407 ETR are impacted by uncertainties related to, for example, cost of services, materials and equipment, changes in regulatory requirements, useful life of productive assets, critical accounting estimates, and weather conditions. Actual costs and expenses may vary from those projected by the Company and such variances may be material.

### 13.11. Toll Exempt Vehicles and Unbillable Transactions

Toll revenues are not collected for transactions that are unbillable. The majority of unbillable trips are: (a) trips that are recorded by the tolling system by a vehicle registered in a jurisdiction with which there is no agreement to provide vehicle registration information, so the owner cannot be billed; (b) unreadable trips, which are video transactions for which a licence plate image was not captured, either due to weather conditions or because the licence plate was either missing, obstructed, dirty or damaged, or in a location on the vehicle beyond the field of view of cameras; and (c) trips made on Highway 407 ETR by toll-exempt vehicles, such as police cars, emergency and firefighting units, cars with diplomatic licence plates, as well as 407 ETR employee and service vehicles. Other than trips by toll-exempt vehicles, unbillable trips represent lost potential revenue and 407 ETR continues to invest in strategies to identify and bill previously unreadable and unbillable trips. This includes the addition of front-image capture systems combined with technology enhancements for transponder detection which have further improved results in tolling capture rates and reduced unreadable trips. In 2025, unbillable trips represented approximately 2.29% of total trips (2.14% in 2024 and 2.22% in 2023).

### 13.12. Liquidity

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company expects to maintain sufficient liquidity to finance its operating and capital expenditures as well as refinancing its existing indebtedness without exceeding its debt capacity. The Company manages its liquidity risk by dispersing the contractual maturity dates of its financial liabilities, thereby ensuring the Company is not exposed to excessive refinancing risk in any one year. Further, the Company focuses on maintaining an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its accounts receivables, and by controlling the level of operating and capital expenditures. The Company's cash and cash equivalents, and restricted cash and investments are invested in highly liquid interest-bearing investments.

### 13.13. Changes in Laws and their Interpretation

No assurance can be given that changes to the laws currently in force affecting the Company, or the tolls and fees paid by users of Highway 407 ETR will not have a material and adverse consequence to the Company in the future. No assurance can be given that proposed amendments to laws will be enacted into law in the form proposed or otherwise. In addition, the Company has a complex capital structure that may give rise to challenges by tax authorities of the Company's interpretation of certain tax legislation.

### 13.14. Construction of Extensions and Deferred Interchanges

The completion of the construction of Highway 407 West Extension (2001), Highway 407 East Partial Extension (2001) and the Highway 407 Central Deferred Interchanges<sup>5</sup> (2001) were the responsibility of 407 ETR under the CGLA. 407 ETR has performed substantially all of its obligations under the CGLA in connection with the design and construction of the Highway 407 Central Deferred Interchanges, Highway 407 West Extension and Highway 407 East Partial Extension, with the exception of: (i) a proposed partial interchange at Kipling Avenue, which has been deferred as per the recommendations of the 407 ETR Interchange Study in 2018; and (ii) the interchange at North Road, the design and construction of which has been deferred to 2029, and which is expected to be moved to Sideline 24.

### 13.15. Market for Securities

There is currently no secondary market through which any securities of the Company may be sold, and the Company can give no assurances that such a secondary market will develop or, if developed, will continue to exist.

## 14. Insurance

407 ETR is obligated under the CGLA, and the Company is obligated under the Indenture (as hereinafter defined) to provide and maintain insurance in commercially reasonable amounts having regard to the protection of its assets and to its liability as a road owner and operator. This obligation requires that the assets be insured in amounts sufficient to ensure their replacement in case of damage or loss and that revenues be insured by way of business interruption coverage.

407 ETR is also obligated to insure its liability to third parties in general and to motorists. In compliance with this obligation, various comprehensive general liability insurance policies with up to \$50.0 million in coverage are maintained.

407 ETR maintains a number of other insurance policies normally required from a prudent operator, on terms and in amounts which the Company believes are sufficient to protect 407 ETR from any adverse losses.

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<sup>5</sup> "Highway 407 West Extension", "Highway 407 East Partial Extension" and the "Highway 407 Central Deferred Interchanges" are each defined in the CGLA.

## DIVIDENDS

Neither the Company nor its subsidiaries may declare or pay any dividend or other distribution on its outstanding shares except pursuant to and in accordance with the provisions of the Indenture and the then-existing credit facilities of the Company and its subsidiaries (see “Description of Capital Structure”).

The Company declared the dividends indicated below on its outstanding common shares in each of the three most recently completed financial years:

| Year | Date                              | Dividend per Common Share     |
|------|-----------------------------------|-------------------------------|
| 2023 | April 20<br>July 13<br>October 26 | \$0.194<br>\$0.194<br>\$0.839 |
| 2024 | April 25<br>July 25<br>October 24 | \$0.226<br>\$0.290<br>\$0.903 |
| 2025 | April 24<br>July 15<br>October 16 | \$0.258<br>\$0.323<br>\$1.355 |

*[remainder of page left blank intentionally]*

## DESCRIPTION OF CAPITAL STRUCTURE

### 1. General Description of Capital Structure

The Company's acquisition of 407 ETR in May 1999 was, and the ongoing development of Highway 407 ETR is, partially financed with debt. In conjunction with its financial advisors, the Company developed a financing plan referred to from time to time in this Annual Information Form as the "Capital Markets Platform". This financing plan encompasses an ongoing program capable of accommodating a variety of corporate debt instruments and borrowings, including term bank debt, revolving bank lines of credit, publicly issued and privately placed debt securities, commercial paper, medium-term notes, interest rate and currency swaps and other hedging instruments.

On May 5, 1999, the Company, 407 ETR and The Trust Company of Bank of Montreal (now Computershare Advantage Trust of Canada), as trustee (**Trustee**), entered into a master trust indenture, which was amended and restated on July 20, 1999 (**Indenture** or **MTI**), which establishes common security and a set of common covenants given by the Company and 407 ETR for the benefit of all of their creditors under the Capital Markets Platform. A summary of the principal provisions contained in the Indenture is set out in Schedule D hereto.

### 2. Ratings

S&P Global Ratings (**S&P**) has assigned "A", "A-" and "BBB" ratings to the Company's Senior Debt, Junior Debt and Subordinated Debt, respectively. DBRS Limited (**DBRS**) has assigned "A", "A-low" and "BBB" ratings to the Company's Senior Debt, Junior Debt and Subordinated Debt, respectively.

Credit ratings are intended to provide investors with an independent measure of the credit quality of an issue of securities and are indicators of the likelihood of the payment capacity and willingness of an issuer to meet its financial commitment on an obligation in accordance with the terms of the obligation. S&P and DBRS classify debt instruments into ten rating categories ranging from a high of "AAA" to a low of "D".

S&P uses "+" and "-" designations to indicate the relative standing of the securities being rated within a particular rating category. According to information made publicly available by S&P, under the S&P rating system, debt securities rated "A" or "A-" indicate that the debt instrument is considered somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. Debt securities rated "BBB" indicate that the debt instrument exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.

DBRS uses "high" and "low" designations to indicate the relative standing of the securities being rated within a particular rating category. The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category. According to information made publicly available by DBRS, under the DBRS rating system, debt securities rated "A" or "A-low" indicate that the obligor of the debt instrument is of good credit quality. The capacity for the payment of its financial obligations is substantial, but of lesser credit quality than "AA". Entities with securities rated "A" and "A-low" may be vulnerable to future events, but qualifying negative factors are considered manageable. Debt securities rated "BBB" indicate that the obligor of the debt instrument is of adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. Entities with securities rated "BBB" may be vulnerable to future events.

The credit ratings assigned to the Company's debt are not recommendations to purchase, hold or sell such securities nor are they a comment upon the market price of the securities or their suitability for a particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be revised or withdrawn entirely by a rating agency in the future if, in its judgment, circumstances so warrant.

The Company has paid customary rating fees to S&P and DBRS in connection with the assignment of ratings to the Company's medium-term notes and will pay customary rating fees to S&P and DBRS in connection with the confirmation of such ratings for purposes of the Company's shelf prospectus and any offering of medium-term notes

thereunder. In addition, the Company has made customary payments in respect of certain other services provided to the Company by each of S&P and DBRS during the last two years.

### 3. Existing Indebtedness

The Company currently has the following indebtedness outstanding under the Indenture. A description of the principal terms of this indebtedness is described in Schedule E.

| Series                    | Issue Date     | Maturity          | Issued (\$000s) | Face Value (\$000s) | Coupon |
|---------------------------|----------------|-------------------|-----------------|---------------------|--------|
| <b>Senior Notes</b>       |                |                   |                 |                     |        |
| 99-A2                     | 27-Jul-1999    | 27-Jul-2029       | 400,000         | 400,000             | 6.470% |
| 99-A3                     | 27-Jul-1999    | 27-Jul-2039       | 215,226         | 300,000             | 6.750% |
| 99-A6                     | 20-Aug-1999    | 01-Dec-2026       | 126,370         | 208,300             | 5.328% |
| 99-A7                     | 20-Aug-1999    | 01-Dec-2031       | 126,370         | 208,300             | 5.328% |
| 00-A2                     | 09-Mar-2000    | 01-Dec-2039       | 252,574         | 325,000             | 5.290% |
| 04-A2                     | 03-Dec-2004    | 27-Jul-2039       | 162,274         | 162,274             | 3.276% |
| 04-A3                     | 03-Dec-2004    | 03-Dec-2035       | 340,000         | 340,000             | 5.960% |
| 11-A1                     | 17-Nov-2011    | 15-Nov-2041       | 350,000         | 350,000             | 4.450% |
| 12-A1                     | 25-Apr-2012    | 25-Apr-2042       | 400,000         | 400,000             | 4.190% |
| 12-A2                     | 11-Sep-2012    | 11-Sep-2052       | 200,000         | 200,000             | 3.980% |
| 12-A2                     | 10-Jun-2013    | 11-Sep-2052       | 200,000         | 200,000             | 3.980% |
| 13-A1                     | 7-Oct-2013     | 7-Oct-2053        | 200,000         | 200,000             | 4.680% |
| 15-A1                     | 27-March-2015  | 27-March-2045     | 150,000         | 150,000             | 3.300% |
| 15-A2                     | 11-May-2015    | 11-May-2046       | 500,000         | 500,000             | 3.830% |
| 16-A1                     | 19-May-2016    | 21-May-2047       | 500,000         | 500,000             | 3.60%  |
| 16-A2                     | 4-Nov-2016     | 4-May-2027        | 350,000         | 350,000             | 2.43%  |
| 17-A1                     | 24-March-2017  | 1-June-2033       | 250,000         | 250,000             | 3.43%  |
| 17-A2                     | 8-Sep-2017     | 8-Sep-2044        | 500,000         | 500,000             | 3.65%  |
| 18-A1                     | 9-May-2018     | 11-May-2048       | 500,000         | 500,000             | 3.72%  |
| 19-A1                     | 6-March-2019   | 6-March-2030      | 300,000         | 300,000             | 3.14%  |
| 19-A2                     | 6-March-2019   | 8-March-2049      | 500,000         | 500,000             | 3.67%  |
| 20-A1                     | 6-March-2020   | 7-March-2050      | 700,000         | 700,000             | 2.84%  |
| 20-A3                     | 22-May-2020    | 25-May-2032       | 400,000         | 400,000             | 2.59%  |
| 23-A1                     | 31-July-2023   | 31-July-2053      | 500,000         | 500,000             | 4.86%  |
| 24-A1                     | 4-April-2024   | 4-April-2054      | 250,000         | 250,000             | 4.89%  |
| 24-A2                     | 9-October-2024 | 9-October-2054    | 500,000         | 500,000             | 4.54%  |
| 25-A1                     | 5-March-2025   | 11-September-2052 | 350,000         | 350,000             | 4.45%  |
| 25-A2                     | 3-October-2025 | 3-October-2055    | 300,000         | 300,000             | 4.81%  |
| 25-A3                     | 3-October-2025 | 3-October-2035    | 400,000         | 400,000             | 4.11%  |
| <b>Junior Notes</b>       |                |                   |                 |                     |        |
| 00-B1                     | 26-Jul-2000    | 26-Jul-2040       | 165,000         | 164,954             | 7.125% |
| <b>Subordinated Notes</b> |                |                   |                 |                     |        |
| 06-D1                     | 14-Feb-2006    | 14-Feb-2036       | 480,000         | 480,000             | 5.75%  |

|              |            |             |                   |                   |       |
|--------------|------------|-------------|-------------------|-------------------|-------|
| 22-D1        | 7-Sep-2022 | 14-Feb-2028 | 350,000           | 350,000           | 4.22% |
| 22-D2        | 7-Sep-2022 | 14-Aug-2031 | 325,000           | 325,000           | 4.45% |
| <b>Total</b> |            |             | <b>11,242,814</b> | <b>11,563,828</b> |       |

#### 4. Voting Securities and Principal Holders of Voting Securities

The Company is authorized to issue an unlimited number of common shares, of which 775,000,003 common shares are issued and outstanding as at the date hereof. Each common share of the Company entitles the holder thereof to one (1) vote at any meeting of shareholders of the Company, and to participate *pro rata* on any distribution on the liquidation, dissolution or winding-up of the Company. See also “Corporate Governance - Background” below.

The following table sets out the Company’s principal shareholders and the number of common shares of the Company beneficially owned, directed or controlled, directly or indirectly, by each of them as at the date hereof.

| Name            | Ownership/Control                                      | Number of Shares | Percentage of Class |
|-----------------|--|------------------|---------------------|
| Cintra          | Indirect Ownership <sup>(1)</sup>                      | 374,252,789      | 48.29%              |
| CPPIB           | Indirect Ownership and Indirect Control <sup>(2)</sup> | 342,564,089      | 44.20%              |
| PSP Investments | Indirect Ownership <sup>(3)</sup>                      | 58,183,125       | 7.51%               |

(1) Cintra’s shares are held indirectly through the following registered shareholders: Cintra 4352238 Investments Inc. (335,000,001 shares) and 1568417 B.C. LTD. (39,252,788 shares).

(2) CPPIB’s 342,564,089 shares are beneficially owned through the following registered shareholders: Ramp Canada Roads LP (77, 507,501 shares), 7577702 Canada Inc. (32,564,088 shares), and MICI Inc. (232,492,500 shares), the parent company of which CPPIB holds 51.0% economic interest.

(3) Public Sector Pension Investment Board (PSP Investments.) shares are held indirectly through Spectre Infra Limited Partnership, as registered shareholder.

#### MARKET FOR SECURITIES

There is no exchange or quotation system on which any of the Company’s securities are listed and posted for trading or quoted.

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## DIRECTORS AND OFFICERS

### 1. Name, Occupation and Security Holding

The following table sets forth the name, province or state, country of residence, office held with the Company (if any) and principal occupation of each of the directors and executive officers of the Company as at December 31, 2025, and their years of service as directors (if applicable):

| Name, Province or State, and Country of Residence <sup>(1)</sup>       | Office Held  | Date of Appointment <sup>(2)</sup> | Principal Occupation   |
|--|--|------------------------------------|--|
| David McFadden, K.C. <sup>(3)(4)(13)</sup><br>Ontario, Canada          | Director and Chair of the Board                                    | Feb. 15, 2002                      | Corporate Director   |
| Andrew Alley <sup>(3)(4)(5)(6)(7)(15)</sup><br>Ontario, Canada         | Director   | July 17, 2013                      | Managing Director, Head of Infrastructure North America & Australasia, Global Leadership Team, CPPIB |
| Michael Bernasiewicz <sup>(3)(4)(5)(6)(7)(10)</sup><br>Ontario, Canada | Director   | Sept. 23, 2005                     | President, Northface Infrastructure Management Ltd. (Infrastructure Investments)                     |
| Laura Formusa<br>Ontario, Canada                                       | Director   | July 14, 2016                      | Corporate Director   |
| Emmie Fukuchi<br>Ontario, Canada                                       | Director   | May 1, 2022                        | Executive Vice President & Chief Experience Officer, The Co-Operators Group Limited                  |
| Robert MacIsaac <sup>(7)(13)</sup><br>Ontario, Canada                  | Director   | Feb. 17, 2011                      | Corporate Director   |
| Abigail Marcus<br>Texas, United States of America                      | Director   | Sept. 1, 2025                      | Head of Corporate Legal, US, Ferrovial SE  |
| Young Park<br>Ontario, Canada  | Director   | April 15, 2020                     | Corporate Director   |
| Michael Rosenfeld<br>Quebec, Canada                                    | Director   | June 6, 2025                       | Managing Director, PSP Investments   |
| Andres Sacristan <sup>(6)(8)(9)(12)</sup><br>Madrid, Spain             | Director   | Jan. 1, 2017                       | Chief Executive Officer, Cintra  |
| Jose Maria Velao <sup>(7)(11)(12)</sup><br>Madrid, Spain               | Director   | Jan. 15, 2022                      | Chief Financial Officer, Cintra  |
| Jose Espinosa <sup>(2)(3)(4)(11)</sup><br>Ontario, Canada              | President & Chief Executive Officer <sup>(14)</sup> , and Director | July 16, 2025                      | President & Chief Executive Officer of the Company   |
| Geoffrey Liang<br>Ontario, Canada                                      | Chief Financial Officer <sup>(14)</sup>                            | July 14, 2016                      | Chief Financial Officer of the Company   |

- (1) The members of the Board are nominees of Cintra (6), CPPIB (5), and PSP Investments (1), as applicable.
- (2) The term of office for each person elected or appointed as director is until the next annual meeting of shareholders of the Company or until his or her successor is elected or appointed or until his or her resignation is received by the Company. Mr. Jose Espinosa was appointed as a Director on July 16, 2025, the same day that he was appointed as President & Chief Executive Officer, replacing Mr. Javier Tamargo.
- (3) Denotes principal member of the Corporate Governance & Compensation Committee.
- (4) Denotes principal member of the Environmental, Health & Safety Committee.
- (5) Mr. Andrew Alley and Mr. Michael Bernasiewicz are principal members of all four Committees and are also alternate members for each other if one is absent or unable to attend.
- (6) Denotes principal member of the Executive Committee.
- (7) Denotes principal member of the Audit Committee.
- (8) Mr. Andres Sacristan was appointed director of Autopista Madrid Levante C.E.S.A. and Inversora de Autopistas de Levante S.L. in September 2010. Both companies, subsidiaries of Cintra, operated the AP-36 Ocana-La Roda toll road in Spain, and filed for insolvency with the courts of Madrid (Spain) in October 2012. Pursuant to a court's resolution dated February 2015, the liquidation phase of the insolvency proceeding was launched. Mr. Sacristan ceased serving as director in September 2015 since the board was replaced by the insolvency administrators as

liquidators of the companies. In July 2018 the Ministry of Public Works terminated the concession agreement due to the insolvency situation of the concessionaire. The companies currently remain in the insolvency process. The shareholders of AP36 HoldCo and indirectly of the AP36 Concessionaire have no decision right over the companies and have no expectation to receive any economic right once the liquidation process is concluded.

- (9) Mr. Andres Sacristan was appointed director of Inver Sora de Autopistas del Sur, S.L. (R4 Holdco) and Autopista Madrid Sur, C.E.S.A. (R4 Concessionaire) in September 2010. Both companies, subsidiaries of Cintra, operated the R-4 motorway in Spain, and filed for insolvency with the courts of Madrid (Spain) in September 2012. Mr. Sacristan resigned as director of the companies in September 2015. The liquidation phase of the insolvency process was launched on April 12, 2017, and the Ministry of Public Works terminated the concession agreement in July 2018, due to the insolvency of the concessionaire. On January 10, 2025, the court issued a resolution declaring the termination of the R4 Holdco's insolvency procedure, recognizing the extinction of the company and its de-registration from the Mercantile Registry. The R4 Concessionaire company continues with the insolvency process. The indirect shareholders of the R4 Concessionaire have no decision right over the company and have no expectation to receive any economic right once the liquidation process is concluded.
- (10) Mr. Michael Bernasiewicz was appointed as Chair of the Executive Committee in October 2013.
- (11) Mr. Jose Maria Velao acts as alternate member of the Corporate Governance & Compensation Committee and the Environmental, Health & Safety Committee if the principal member, Mr. Jose Espinosa, is absent or unable to act at a meeting.
- (12) Mr. Jose Maria Velao acts as alternate member of the Executive Committee if the principal member, Mr. Andres Sacristan, is absent or unable to act at a meeting.
- (13) As part of the Company's succession planning for Board and Committee leadership, Mr. Robert MacIsaac, a Board member since February 2011, was appointed as Chair of the Audit Committee effective January 1, 2025, replacing Mr. McFadden who continues to serve as the Board Chair, as well as the Chair of the Corporate Governance & Compensation Committee, and the Environmental, Health & Safety Committee.
- (14) In accordance with the Amended Shareholders Agreement, so long as its shareholder group owns at least 10% of the outstanding common shares of 407 International Inc., Cintra has the right to nominate the President and Chief Executive Officer and CPPIB has the right to nominate the Chief Financial Officer, in each case, subject to the approval of shareholders holding at least 80% of the outstanding common shares.
- (15) The planned resignation of Mr. Andrew Alley, a Director nominated by CPPIB, occurred on February 9, 2026. He was replaced by Mr. Sebastian Berardi, a Director nominated by CPPIB, who was appointed to the Board effective February 9, 2026.

**All of the current directors and officers of the Company have been engaged for more than five years in their current principal occupations, except as follows:**

- Mr. Andrew Alley previously served as the Senior Principal, Real Assets Infrastructure for CPPIB from April 2016 to October 2021. He was appointed Managing Director, Head of Infrastructure, North America & Australasia for CPPIB in November 2021.
- Ms. Emmie Fukuchi previously served as Senior Vice President, Customer Experience and Marketing for Canada Life from 2017 to December 2018 and as Chief Digital and Marketing Officer of Co-Operators Group of Companies from January 2019 to February 2024.
- Mr. Robert MacIsaac previously served as President & CEO of Hamilton Health Sciences Corporation from January 2019 to January 2024.
- Ms. Abigail Marcus previously practised law at Latham & Watkins LLP, in Washington DC (from October 2021 to November 2024), and served as the Director of the Corporate Law Center at Fordham University School of Law from August 2019 to September 2021.
- Mr. Andres Sacristan previously served as the President & CEO of the Company from January 2017 to September 2020. He was appointed as President & CEO of Cintra US in September 2020 and subsequently appointed as Chief Executive Officer of Cintra in April 2021.
- Mr. Jose Maria Velao previously served as the Head of Financial Analysis for Cintra from 2013 to January 2022. He was appointed Chief Financial Officer of Cintra in January 2022.

**Directors of the Company who were directors of an issuer that was a reporting issuer or the equivalent of a reporting issuer in a province or territory of Canada or in a foreign jurisdiction as at December 31, 2025 are as follows:**

- Ms. Laura Formosa - Tantalus Systems Holding Inc.
- Ms. Young Park - Calian Group Ltd.
- Mr. Michael Rosenfeld – Transelec S.A.

## 2. Conflicts of Interest

Certain of the directors or officers of the Company are also directors, officers and shareholders of other companies and conflicts of interest may arise between their duties as directors or officers of the Company and as directors, officers or shareholders of other companies. All such possible conflicts are required to be disclosed in accordance with the requirements of the CBCA and the directors or officers concerned are required to govern themselves in accordance with the obligations imposed on them by law or pursuant to any contractual arrangements that are binding upon them.

### LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In the normal conduct of operations, there are pending claims by and against the Company and its subsidiaries, including 407 ETR. Litigation is subject to many uncertainties, and the outcome of individual matters is not predictable with assurance. In the opinion of Management, final determination of these claims will not materially affect the consolidated financial position or operational results of the Company.

### INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of the Company, except as otherwise disclosed elsewhere in this Annual Information Form, no director or executive officer of the Company, no person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the outstanding securities of the Company and no associate or affiliate of any of the foregoing persons or companies, has or has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years that has materially affected or is expected to materially affect the Company or its subsidiaries.

### TRANSFER AGENTS AND REGISTRARS

Computershare Advantage Trust of Canada (formerly known as BNY Trust Company of Canada) is the Trustee under the Indenture. Registers for the registration and transfer of the Company's debt securities are kept at the principal office of the Trustee in the City of Toronto.

### MATERIAL CONTRACTS

The following are the material contracts (as such term is defined in *National Instrument 51-102 – Continuous Disclosure Obligations (NI 51-102)*) entered into by the Company or its affiliates: (a) during the most recently completed financial year; or (b) before the most recently completed financial year that are still in effect:

1. CGLA <sup>(1)</sup>
2. Tolling Agreement<sup>(2)</sup>
3. Indenture <sup>(3)</sup>
4. MSSA <sup>(4)</sup>
5. 407 ETR Requester Agreement<sup>(5)</sup>
6. Enforcement Services Agreement<sup>(5)</sup>
7. Police Services Agreement<sup>(5)</sup>
8. IBM Agreements<sup>(5)</sup>
9. Trade-Mark Licence Agreement<sup>(6)</sup>
10. OSI Agreements <sup>(5)</sup>

(1) See "Description of the Business - General Summary" for a description of this agreement.

(2) See "Description of the Business -Production and Services" for a description of this agreement.

(3) See "Description of Capital Structure - General Description of Capital Structure" for a description of this agreement.

(4) See "Description of the Business -Specialized Skill and Knowledge" for a description of this agreement.

(5) See "Description of the Business -Economic Dependence" for a description of this agreement.

(6) See "Description of the Business -Intangible Properties" for a description of this agreement.

A copy of the above noted agreements, including any amendments, extensions and/or addendums related thereto, can be found under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## NAMES AND INTERESTS OF EXPERTS

The Company's auditor, Deloitte LLP, Chartered Accountants, Licensed Public Accountants, has prepared an independent auditor's report dated February 18, 2026, in respect of the Company's consolidated financial statements with accompanying notes as at and for the years ended December 31, 2025 and 2024.

Deloitte LLP has advised that it is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

## ADDITIONAL INFORMATION

### 1. Executive Compensation

The Company had three named executive officers during the year ended December 31, 2025 as President & Chief Executive Officer (CEO): Mr. Javier Tamargo (January 1, 2025 to July 15, 2025) and Mr. Jose Espinosa (July 16, 2025 to December 31, 2025), respectively and Mr. Geoffrey Liang, as Chief Financial Officer (CFO). The CEO is seconded from Cintra to the Company. Neither Mr. Tamargo, nor Mr. Espinosa is party to an employment agreement with the Company or any of its subsidiaries, and their compensation arrangements are structured as described below.

The compensation of Mr. Tamargo (until July 15, 2025) and Mr. Espinosa (from July 16, 2025 to December 31, 2025) during their respective periods of service as CEO of the Company during the financial year ended December 31, 2025, was determined solely by Cintra. In establishing executive compensation, Cintra aims to achieve a balance between fixed and variable compensation, short-term and long-term incentives, and risk and reward. To that end, it consults with compensation experts and obtains market data to evaluate the competitiveness of compensation. Benchmarking is performed against comparator groups and executive compensation target market median (salary, benefits, and incentives). This pay-for-performance approach is designed to reward the achievement of individual and business unit performance. Compensation levels reflect the role of the incumbent and the responsibilities of the job and are in line with market practices for equivalent positions in the industry.

The amount of the compensation so determined by Cintra is then considered by the Corporate Governance & Compensation Committee of the Board. In considering the compensation proposed by Cintra for the CEO, the Corporate Governance & Compensation Committee:

- received and reviewed a report on the proposed annual compensation from Cintra;
- reviewed and discussed the components of the compensation and the basis on which those components were proposed by Cintra;
- considered the overall performance of the CEO since the last annual review; and
- reviewed the proposed compensation for the CEO by taking into account the compensation paid to other employees within the Company.

The Corporate Governance & Compensation Committee may also consult with representatives of Cintra with respect to their compensation proposals for the CEO and discuss with those representatives any issues or concerns raised by the Corporate Governance & Compensation Committee.

In 2025, the Corporate Governance & Compensation Committee accepted, and recommended to the Board for approval, the compensation proposals made by Cintra for Mr. Tamargo. Following a review of such recommendation, the compensation proposal for Mr. Tamargo was approved by the Board. Mr. Espinosa's partial salary for 2025 was determined by Cintra. His compensation for 2026 will be reviewed and approved by the Corporate Governance & Compensation Committee and the Board.

Mr. Liang was appointed as CFO as of July 14, 2016. Mr. Liang's compensation as CFO for the financial year ended December 31, 2025, was determined by the Corporate Governance & Compensation Committee and the Board, in

consultation with Mr. Tamargo. In establishing Mr. Liang’s compensation, the Corporate Governance & Compensation Committee aimed to achieve a balance between fixed and variable compensation, including short-term incentives, and also takes into account market data to evaluate the competitiveness of compensation.

Mr. Liang’s base salary for 2025 was established taking into account his role and duties as CFO and his specific skill, knowledge, abilities and overall performance. Mr. Liang was eligible for an annual bonus of up to 35% of his base salary earned in 2025. Mr. Liang’s annual bonus for 2025 was paid entirely in cash and was awarded based on the level of achievement of the objectives (with related weightings) as set out below:

- Meeting personal performance expectations (25%)
- Achieving business and operational requirements and improvements (45%)
- Achieving internal budget goals (10%)
- Achieving financial targets for 2025 (20%)

Mr. Liang’s bonus program is designed to reward annual performance based on the achievement of individual and business short-term goals. The Company may also award special bonuses relating to the achievement of specific projects or objectives from time to time.

The Company’s common shares are not widely held or publicly traded, and the Company has not adopted any equity compensation plans for the benefit of its employees or directors. As such, the Company has not adopted any policies with respect to hedging activities by these individuals.

## 2. Summary Compensation Table

The following table sets forth all compensation earned by, or awarded, paid, or payable to Mr. Tamargo and Mr. Liang, respectively, during the financial years ended December 31, 2025 and 2024 for, or in connection with, services that each has provided to the Company and its subsidiaries during such years.

Mr. Tamargo participates in Cintra employee equity incentive programs such as share-based awards, option-based awards, long-term incentive plans, or pension plans related to his service with Cintra and its affiliates. The Company is not responsible for any expenses related to these programs, and, as such, no value is included in the table below.

| Name and Principal Position   | Year | Salary (\$) | Bonus (\$)               | Value of Perquisites (\$) | Total Compensation (\$)  |
|---|------|-------------|--------------------------|---------------------------|--------------------------|
| Javier Tamargo,<br>President & Chief<br>Executive Officer<br>(January 1, 2025 to<br>July 15, 2025) <sup>(1)</sup> | 2025 | \$173,572   | Up to<br>\$86,000        | \$354,177 <sup>(2)</sup>  | \$613,749 <sup>(3)</sup> |
|   | 2024 | \$302,385   | \$166,273                | \$574,378                 | \$1,043,037              |
| Jose Espinosa<br>President & Chief<br>Executive Officer<br>(July 16, 2025 to<br>December 31,<br>2025)             | 2025 | \$182,116   | Up to<br>\$91,000        | \$285,073 <sup>(2)</sup>  | \$558,189 <sup>(3)</sup> |
| Geoffrey Liang,<br>Chief Financial<br>Officer   | 2025 | \$470,000   | \$285,661 <sup>(5)</sup> | \$72,665 <sup>(4)</sup>   | \$828,326                |
|   | 2024 | \$417,696   | \$249,298                | \$76,454 <sup>(4)</sup>   | \$743,448                |

- (1) Mr. Tamargo's total bonus compensation was determined by Cintra and earned by and awarded to Mr. Tamargo under Cintra's annual incentive plan.
- (2) This amount represents payments for executive perquisites, including a living allowance, childcare allowance, housing allowance, personal travel allowance, car allowance and medical benefits. These perquisites are valued at their actual cost to the Company.
- (3) \$354,177 of Mr. Tamargo's total compensation was paid directly by 407 ETR, while the balance of \$259,572 of Mr. Tamargo's total compensation was paid directly by Cintra and reimbursed by 407 ETR. This total compensation amount of \$613,749 for Mr. Tamargo reflects fluctuation in Euro-dollar conversion rates. \$285,073 of Mr. Espinosa's total compensation was paid directly by 407 ETR, while the balance of \$136,558 was paid directly by Cintra and reimbursed by 407 ETR. This total compensation amount of \$558,189 for Mr. Espinosa reflects fluctuation in Euro-dollar conversion rates.
- (4) This amount represents payments for executive perquisites, including group RRSP contributions, medical benefits, toll-free travel on Highway 407 ETR, and a car allowance. These perquisites are valued at their cost to the Company.
- (5) Includes special bonuses of \$131,975 relating to retention and achievement of certain extraordinary financial results.

### 3. Employment Agreements

Mr. Tamargo did not and Mr. Espinosa does not, have an employment agreement with the Company or its subsidiaries and, as such, no compensatory plans or arrangements with respect to a termination, change-in-control, resignation or retirement exist with the Company or its subsidiaries.

Mr. Liang has an employment agreement with the Company approved by the Corporate Governance & Compensation Committee on July 14, 2016 (**CFO Employment Agreement**). In accordance with the terms of the CFO Employment Agreement, the Company may terminate Mr. Liang's employment and he will be entitled to: (i) a severance payment equal to 24 months (**Severance Period**) of his current base salary and car allowance at the time of his termination; (ii) his annual bonus during the Severance Period based on the average bonus awarded to him in the three financial years immediately preceding the year in which the termination occurs; (iii) any special bonus award, subject to the evaluation criteria being met as at the date notice of termination or resignation is provided; and (iv) continuation of his group benefits, excluding disability and life insurance coverage during the Severance Period.

If Mr. Liang's employment is terminated due to his resignation, he will only be entitled to his accrued but unpaid base salary and vacation pay, continuation of group benefits and a pro-rated car allowance.

### 4. Compensation of Directors

A director of the Company that is employed by and receives salary from the Company or its subsidiaries, or any of their respective affiliates, or any other shareholder of the Company does not receive any compensation for serving as a director of the Company, other than reimbursement of his or her reasonable out-of-pocket expenses for attending Board and Committee meetings. Accordingly, Mr. Alley, Mr. Bernasiewicz, Ms. Marcus, Mr. Rosenfeld, Mr. Sacristan and Mr. Velao, as well as Mr. Juan Ramon Perez and Ms. Stephanie Vaillancourt, who resigned from the Board in 2025, did not receive any compensation for serving as a director of the Company during 2025.

The table below states the compensation paid during 2025 and 2024 to each of Mr. McFadden, Mr. MacIsaac, as well as Ms. Formusa, Ms. Fukuchi, and Ms. Park for serving as directors of the Company during those years. Information relating to bonuses, perquisites, share-based awards, option-based awards, non-equity incentive plans or pension value is not included in the table as the Company does not provide any such forms of compensation to directors.

| Name                                  | 2025 Total Compensation | 2024 Total Compensation |
|---------------------------------------|-------------------------|-------------------------|
| David McFadden (Chair) <sup>(1)</sup> | \$180,500               | \$199,500               |
| Robert MacIsaac <sup>(2)</sup>        | \$101,000               | \$81,500                |
| Laura Formusa <sup>(3)</sup>          | \$81,000                | \$80,000                |
| Young Park <sup>(4)</sup>             | \$81,000                | \$80,000                |
| Emmie Fukuchi <sup>(5)</sup>          | \$80,000                | \$80,000                |

- (1) Mr. McFadden earned in aggregate, an annual retainer of \$142,000 as Chair of the Board, Corporate Governance & Compensation Committee (\$8,000), and Environmental, Health & Safety Committee (\$8,000). Additionally, Mr. McFadden earned in-person attendance fees of \$2,000 for each of the four regular meetings of the Board that he attended (\$8,000); virtual attendance fees of \$1,000 for one special meeting of the Board that he attended; \$1,500 for each of the four regular meetings of the Corporate Governance & Compensation Committee (\$6,000),

together with attendance fees of 1,500 for one special meeting and \$1,500 each of the four meetings of the Environmental, Health & Safety Committee (\$6,000) that he attended in 2025.

- (2) As Chair of the Audit Committee, Mr. Maclsaac earned an annual retainer of \$14,000 and \$1,500 for each of the four meetings of the Audit Committee (\$6,000). As a director, Mr. Maclsaac earned an annual retainer of \$72,000 and attendance fees of \$2,000 for each of the four regular meetings of the Board (\$8,000), together with attendance fees of \$1,000 for one special virtual meeting
- (3) As a director, Ms. Formusa earned an annual retainer of \$72,000 and attendance fees of \$2,000 for each of the four regular meetings of the Board (\$8,000), together with attendance fees of \$1,000 for one special virtual meeting of the Board that she attended in 2025.
- (4) As a director, Ms. Park earned an annual retainer of \$72,000 and attendance fees of \$2,000 for each of the four regular meetings of the Board (\$8,000), together with attendance fees of \$1,000 for one special virtual meeting of the Board that she attended in 2025.
- (5) As a director, Ms. Fukuchi earned an annual retainer of \$72,000 and attendance fees of \$2,000 for each of the four regular meetings of the Board (\$8,000) that she attended in 2025.

See “Corporate Governance – Compensation” for a description of the Company’s approach to director compensation.

## 5. Other Compensation for Services

None of the directors of the Company or its subsidiaries provided services as consultants or experts to the Company or its subsidiaries during the financial year ended December 31, 2025, except as disclosed elsewhere in this Annual Information Form.

## 6. Indebtedness of Directors and Executive Officers

None of the current or former directors or executive officers or employees of the Company or any of its subsidiaries during 2025, and no associate of any of them, is or has been indebted to the Company or its subsidiaries, except for routine indebtedness (as such term is defined in Form 51-102F5 "Information Circular" of NI 51-102).

## 7. Additional Information

Additional information about the Company may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Additional financial information is provided in the Company’s consolidated financial statements, and management’s discussion and analysis (**MD&A**) of its financial condition and results of operations, for the year ended December 31, 2025.

# CORPORATE GOVERNANCE

## 1. Background

The Company is a reporting issuer under applicable Canadian securities legislation by reason of its public distributions of debt securities. All of the common shares of the Company, being its only outstanding voting or equity securities, are beneficially owned or controlled by the Company’s three shareholders, Cintra, CPPIB and PSP Investments (collectively, **Principal Investors**). None of the Company’s outstanding securities are listed on any stock exchange. See “Description of Capital Structure”. As such, the Company is considered to be a “venture issuer” for the purposes of applicable Canadian securities laws.

All members of the Board are nominees of the Principal Investors (see “Corporate Governance - Nomination of Directors”). The Company’s shareholders, which are entities owned or controlled by the respective Principal Investors, are parties to an amended and restated subscription and unanimous shareholders agreement made as April 12, 1999 which was amended and restated effective June 6, 2025 in connection with the acquisition of common shares by PSP Investments (**Amended Shareholders Agreement**). The Amended Shareholders Agreement provides for, among other things, board and executive officer nomination rights, certain governance-related and decision-making processes and requirements the terms by which the business and affairs of the Company (together with the interest of the parties therein) will be conducted and governed, restrictions on the transfer of certain securities of the Company, rights with respect to the issuance of new common shares by the Company and transfers of common shares of the Company.

## **2. The Company's Corporate Governance Practices**

The Board and Management believe that sound corporate governance practices contribute to managing the Company effectively and achieving its strategic and operational plans, goals and objectives. The Company aspires to uphold sound and effective corporate governance which reflects not only applicable legal and regulatory requirements but also established corporate governance best practices appropriate to its needs and circumstances. The Board and Management are committed to govern and maintain the Company's operations effectively and efficiently. The Company's governance policies and practices enhance the ability of the Board to supervise and counsel Management in generating shareholder return on investment. The Company is committed to reviewing its governance policies and practices regularly for improvement and to strengthen the ability of the Board to effectively supervise Management and enhance long-term shareholder value.

The following corporate governance disclosure is responsive to the requirements applicable to venture issuers adopted by the Canadian securities' regulatory authorities. The Board has approved the disclosure on the recommendation of its Corporate Governance & Compensation Committee.

## **3. Mandate and Direction of the Board of Directors**

The Board, either directly or through its Committees, is responsible for the management or supervision of the business and affairs of the Company with the objective of enhancing shareholder return on investment. The Board's role is one of stewardship and to act in the best interests of the Company. This role has two fundamental elements: decision-making and oversight. The former role is exercised with respect to the formulation with Management of fundamental policies and strategic goals and objectives and the approval of certain significant actions. The latter role concerns the review of Management decisions, the adequacy of systems and controls and the implementation of policies. The Board delegates to Management the authority and responsibility for day-to-day affairs, and reviews Management's performance and effectiveness.

The principal responsibility of the Board is to supervise the management of the business and affairs of the Company and, in doing so, set the highest prudential business standards and code for ethical behaviour and to provide the supervision necessary for:

- Disclosure of Reliable and Timely Information to the Principal Investors: The Principal Investors depend on the Board to get them accurate information.
- Approval of Strategy and Major Policy Decisions of the Company: The Board must understand and approve where the Company is going, be kept current on its progress towards those objectives and be part of and approve any major decisions.
- Succession for Key Management Roles: The Board must be sure that key roles have the right people, that they are monitored and evaluated and that they are appropriately compensated to encourage the Company's long-term success.
- Oversight of the management of Risks and the Implementation of Internal Controls: The Board must be satisfied that the assets of the Company are protected, that there are sufficient internal checks and balances and that the Company is operating within applicable laws and an appropriate control environment.
- Oversight in respect of Company's Financial Information: The Board must be satisfied that the financial performance of the Company is adequately and promptly reported and that the financial results are reported fairly and accurately.
- Establish Board Committees: The Board establishes Board Committees and defines their mandates to assist the Board in carrying out its roles and responsibilities.
- Effective Board Governance: To excel in its duties, the Board needs to be functioning properly as a board - strong, effective members with the right skills and the right information.

Pursuant to the Board's responsibility to establish Board Committees to assist the Board in carrying out its role and responsibilities, the Board has established four standing committees, namely:

1. Audit;
2. Corporate Governance & Compensation;
3. Environmental, Health & Safety; and
4. Executive.

The role of the Audit Committee is to assist in the Board's oversight of the reliability and integrity of the Company's accounting principles and practices, financial statements and other financial reporting, the internal control environment and related enterprise risk management, internal and external audit and disclosure practices followed by Management and to establish and monitor compliance with aspects of the Company's ESG strategy relating to supply chain management and business ethics. See "Audit Committee".

The role of the Corporate Governance & Compensation Committee is to assist the Board in fulfilling its obligations by providing a focus on governance that is intended to enhance the Company's performance, and long-term shareholder value, at all times taking into consideration applicable regulatory requirements and established corporate governance best practices appropriate to the Company's needs and circumstances. In furtherance of this role, the Corporate Governance & Compensation Committee implements, monitors, assesses and reviews, among other things (i) matters relating to governance rules, procedures and policies, as well as compliance therewith; (ii) matters pertaining to the Company's policies and practices in respect of regulatory compliance, conflict of interest, and standards of ethical conduct and market conduct; and (iii) matters pertaining to the Company's ESG strategy specifically related to ESG governance, human capital management and community relations. In addition, the Corporate Governance & Compensation Committee has responsibility for reviewing and recommending for approval by the Board, executive and Management compensation arrangements.

The Chair of the Corporate Governance & Compensation Committee is Mr. McFadden. For over 40 years, Mr. McFadden has served as a corporate advisor to a wide range of companies in the energy and infrastructure sectors. As a former member of the Board of Trustees of Gowling WLG LLP, and as a member of the boards of directors of a number of corporations, Mr. McFadden has extensive experience in corporate governance and compensation matters. See "Audit Committee" for a description of the education and/or experience related to executive compensation held by each member of the Corporate Governance & Compensation Committee.

The Environmental, Health & Safety Committee's role is to oversee, monitor, assess and review the Company's overall approach to environmental, health and safety matters including ESG strategies related to general health and safety metrics, environmental stewardship, climate change and GHG emissions. The Environmental, Health & Safety Committee operates in tandem with the Corporate Governance & Compensation Committee through sequential meetings and overlapping membership.

The role of the Executive Committee is to exercise all the powers of the Board when the Board is not in session and, for such purposes, the Board has delegated all of its powers to such committee. The exercise of these powers and their delegation is subject always to the requirements of the CBCA, any other applicable statutes and laws, as well as the Amended Shareholders Agreement. The Executive Committee exercises its powers in accordance with certain guidelines and limitations set forth in its mandate and in terms of reference related thereto.

The roles and responsibilities of the Board, its Chair, and each of its Committees, and of the Chairs of each Board Committee, are set out in formal written terms of reference (**Terms of Reference**) and mandates for each of the four aforementioned Board Committees (**Mandates**). These Terms of Reference and Mandates are reviewed annually by the Corporate Governance & Compensation Committee to ensure they are kept current with applicable regulatory requirements and established corporate governance best practices, as appropriate to the needs and circumstances of the Company, with recommendations for approval by the Board.

Under applicable securities law, a director will be considered to be "independent" if he or she has no direct or indirect material relationship with the Company. A "material relationship" exists where the directors are of the view "that the relationship could reasonably be expected to interfere with the exercise of the director's independent judgment".

To assist the Board in its determination of the independent status of directors, directors complete a detailed questionnaire (**Annual Directors Questionnaire**) about their business relationships and interests on an annual basis.

Based upon information provided by each of the directors as to their individual circumstances, the Board, on advice from the Corporate Governance & Compensation Committee, has determined that five of the 12 directors holding office as of December 31, 2025, have no material relationship with the Company and are therefore independent.

On this basis, the following five directors are independent:

1. Laura Formusa;
2. Emmie Fukuchi
3. Robert Maclsaac;
4. David McFadden; and
5. Young Park.

The following seven directors are not independent, by virtue of their employment with or service to shareholders of the Company:

1. Andrew Alley;
2. Michael Bernasiewicz;
3. Jose Espinosa
4. Abigail Marcus
5. Michael Rosenfeld
6. Andres Sacristan; and
7. Jose Maria Velao.

The Board exercises independent supervision over Management in order to protect the interests of stakeholders in the Company and to maximize the value that the shareholders receive from their investment in the Company. The Company facilitates this through the following means:

- an independent Chair of the Board;
- independent Chairs of the Audit Committee, Corporate Governance & Compensation Committee, and Environmental, Health & Safety Committee;
- the periodic reservation of time at meetings of the Board and Audit Committee for independent discussions without Management present;
- the completion annually by directors of the Annual Directors Questionnaire concerning their business relationships and security holdings and the certification annually by directors of their compliance with the Company's Code of Conduct Policy, which includes the requirement for the directors to disclose any material interest in matters coming before the Board;
- frequent direct communications and reporting between Directors and the CEO;
- the supervisory, decision-making and review role and responsibilities of the Executive Committee, comprising entirely of representatives of the Principal Investors;
- ongoing communication between the Executive Committee and the CEO between regularly-scheduled Board meetings; and
- regular quarterly Board meetings, a significant portion of which is devoted to the review and discussion of Management's performance and operations.

Terms of Reference for the CEO have been approved by the Corporate Governance & Compensation Committee, and ultimately by the Board. These Terms of Reference provide that the CEO is responsible for defining, communicating, leading and implementing the strategic decisions, goals and core values of the Company. They also provide that the CEO is accountable to the Board for leading the development of the Company's strategic plan and corresponding business plans; developing and implementing a human resources strategy which develops leadership capabilities; creating an organizational structure and culture that optimizes and sustains high levels of performance; and overseeing the Company's corporate governance structure, framework and processes.

#### **4. Orientation and Continuing Education**

The Corporate Governance & Compensation Committee is responsible for the orientation and education of directors. The Directors Manual, which is reviewed and updated periodically, contains such details as: the Company's Management structure, the structure of the Board and its Committees, and Board administration matters, relevant Terms of Reference and position descriptions, corporate policies, including the Company's Code of Conduct and Disclosure of Material Information Policy, by-laws, recent continuous public disclosure documents of the Company, an overview of, among other things, legal duties and responsibilities of directors, public company disclosure obligations, and directors' statutory liabilities. New directors are also provided with an opportunity to meet with members of Management to assist the directors in better understanding the business and operations of the Company, including the Company's strategic plan which includes ESG factors. These meetings are designed to meet the particular needs of the individual director, reflecting the level of knowledge and involvement that the new director may have had with the Company or, where applicable, one of the Principal Investors before their appointment. New directors may also participate from time to time in presentations from Management on material corporate and operational initiatives. The goal is to ensure that new directors fully understand the Company's business, the role of the Board and its Committees and the contribution that directors are expected to make.

Directors have full access to Management and employees of the Company. On an ongoing basis, as part of regular Board meetings, directors receive presentations and reports on various business and operational matters, and on governance and legal responsibilities to enhance directors' understanding of the Company's business and the environment in which it operates and to allow an in-depth discussion of selected topics. Special presentations on specific business operations are also provided to the Board. In the past year, Management presented to the Board on, among other things: the annual customer opinion survey report, annual entity risk assessment, information security updates, ESG strategy and progress, pricing strategy, customer operations and corporate governance developments. On an ongoing basis, Directors identify matters by a variety of means, including discussions with Management and at Board and Committee meetings and through annual Board Evaluation Questionnaires, which provide an opportunity for directors to indicate specific educational information and opportunities that would enhance Board performance or assist in their roles as directors. Each of the directors is a member of the Institute of Corporate Directors (**ICD**) through the Rotman School of Management and may participate in director education opportunities offered by the ICD.

Beginning in 2023, the Board committed to track and complete a minimum of 40 hours per year total of continuing ESG-related education and training to ensure that directors have the expertise to adequately oversee the Company's ESG strategy. In 2025, directors completed a total of 50.2 hours of specific ESG-related training made available to directors through the Company's continuing education offerings or undertaken independently. Additional details can be found in the Company's 2025 ESG report which will be released in the second quarter of 2026.

#### **5. Nomination of Directors**

The Board consists of 12 Board members, as provided by the Amended Shareholders Agreement. As a closely controlled corporation with no public shareholders, the Company does not have a nominating committee, nor is there any formal process in place for identifying nominees or potential candidates for the Board. Nominees and potential candidates for the Board are put forward by the Principal Investors. Assistance from professional director search consultants is also sought, with respect to the consideration of candidates as independent directors. Pursuant to their rights under the Amended Shareholders Agreement, the Company's directors are nominees of the Principal Investors. As of February 18, 2026, in accordance with the Amended Shareholders Agreement, the Board was comprised of six nominee directors by Cintra, five nominee directors by CPPIB, and one nominee director by PSP Investments.

#### **6. Valuing Diversity**

The Company is committed to maintaining a workplace that supports and encourages diversity and seeks to address challenges faced by individuals due to their gender, sexuality, ethnicity or disability. The Company's Code of Conduct Policy expressly recognizes that the Company's most valuable assets are its people, and that the Company must be a fulfilling place to work, where all personnel are treated as individuals, deserving the respect of their subordinates, peers, and superiors. In keeping with this principle, the Company seeks to recruit the best people without discrimination or bias, and with advancement and remuneration based solely on merit. Similarly, the Board and its

shareholders recognize the value and importance of the Board membership and Management team including talented and experienced individuals whose diverse backgrounds reflect the Company's stakeholders, including its customers, its employees and the surrounding communities served by the Company.

In accordance with the Amended Shareholders Agreement, each of the Company's shareholders has the right to nominate a specified number of individuals as nominees for membership on the Board, including both independent and non-independent directors. As the Board cannot exclusively manage or direct its composition, term limits and other Board renewal mechanisms have not been established. The Board has a similarly limited role in the selection of the Company's executive officers. As such, the Company has not adopted specific targets for the representation of members of designated groups on the Board or in Executive Officer positions. However, a corporate diversity equity and inclusion (DEI) strategy was developed and implemented in 2022 with input from the Board and includes a commitment by the Company to increase diversity levels beyond current levels.

As part of the annual Board effectiveness assessment process, described further below, the Board and the Corporate Governance & Compensation Committee consider, among other things, the knowledge, diversity, skills and competence of Board members individually and as a group. The Board believes that this assessment, which is made available to the Company's shareholders, contributes to the development of a Board that considers the benefits of diversity as part of the assessment of individuals' experience, functional expertise, skills and character, and helps ensure that there is an appropriate balance of necessary skills, background, experience and knowledge on the Board.

As at December 31, 2025, four (33%) of the Company's 12 directors are women. There are two (15%) directors who identify as a visible minority and no directors who identify as aboriginal, or as having a disability. Of the 11-person Management team, three persons (27%) are women, and three persons (27%) are individuals that identify as visible minorities. There are no persons that identify as aboriginal, or as having a disability. Of the Company's two executive officers who are male, one (50%) identifies as a visible minority.

## **7. Board Assessments and Evaluations**

The Board annually undertakes an effectiveness assessment process. Under this process, directors are asked annually to assess their effectiveness as a Board and to rate items such as the Board and Board committee structure and processes and size of the Board, the knowledge, diversity, skills and competence of its membership, the timelines and completeness of information received for discussion, the Board's operational oversight and relationship with Management, and the overall effectiveness of Board functions and decision-making process. The questionnaire also asks for subjective comments in each of these key areas. Directors also use the questionnaire to provide input on the Board.

This effectiveness assessment process is conducted in-house and requires all directors to complete a detailed Board Evaluation Questionnaire that is provided by the Corporate Governance & Compensation Committee. That Committee compiles the results and prepares a report that includes any comments that have also been provided. Anonymity of the director is maintained to encourage full and frank commentary, with the aggregate results presented to the Chair of the Board who then communicates the results, on an aggregate basis, to the full Board for discussion and recommendations, as required. The Board's approach to feedback is meant to be constructive and to ensure that the right programs are in place for continuously improving Board and Committee effectiveness.

The Board does not conduct regular assessments of individual directors. As the majority of the directors are direct nominees of, engaged with and/or known by the Principal Investors, it is considered that the Principal Investors are able to determine the effectiveness of the performance of such directors without the need for a formal individual director assessment process.

The Corporate Governance & Compensation Committee is responsible for reviewing annually the Board Evaluation Questionnaire and the Company's corporate governance policies, including the Company's Code of Conduct, Terms of Reference for the Board, the Chair of the Board, the various Committees of the Board and the respective Chairs of such Committees and of the President & Chief Executive Officer, and, in each case, recommending enhancements to the Board, where appropriate to meet established corporate governance best practices appropriate to the needs and circumstances of the Company. The most recent review by the Corporate Governance & Compensation Committee was conducted in October 2025.

## 8. Compensation

### *Director Compensation*

The compensation paid to the directors (**Eligible Directors**), other than directors who are employed by and receive salary from the Company or its subsidiaries or any of their respective affiliates or any other shareholder of the Company, is reviewed every three years by the Corporate Governance & Compensation Committee, in consultation with the Executive Committee, with such review supported by an external compensation report. This review was last conducted in 2025 with approved increases to be implemented in 2026. Directors' compensation is intended to provide a competitive level of compensation relative to comparable positions with comparable degrees of responsibilities and time commitment in the marketplace. A comparator group is developed by identifying companies primarily within the Company's sector, including Canadian infrastructure companies and public debt-issuing companies of similar size considering value size and revenue of the organization. For 2025, Eligible Directors were compensated as follows:

| Position  | Annual Retainer | Per Meeting in Person | Per Meeting Over-the-phone |
|---|-----------------|-----------------------|----------------------------|
| Board Chair   | \$142,000       | \$2,000               | \$1,000                    |
| Director  | \$72,000        | \$2,000               | \$1,000                    |
| Audit Committee Chair                               | \$14,000        | \$1,500               | \$750                      |
| Corporate Governance & Compensation Committee Chair | \$8,000         | \$1,500               | \$750                      |
| Environmental, Health & Safety Committee Chair      | \$8,000         | \$1,500               | \$750                      |
| Executive Committee Chair                           | N/A             | N/A                   | N/A                        |

### *President & Chief Executive Officer Compensation*

Under the Amended Shareholders Agreement, Cintra has the right to nominate, subject to Board approval, the President & Chief Executive Officer of the Company, whose compensation, as such, is determined and fixed by Cintra. The Corporate Governance & Compensation Committee annually reviews and discusses such compensation and recommends such compensation to the full Board for its approval. See "Additional Information – Summary Compensation Table", above.

## 9. Ethical Business Conduct

The Company's Code of Conduct Policy serves as the Company's code of ethics. Compliance with the Code of Conduct Policy is part of every officer and employee employment contract. Annually, each director, officer and employee of the Company is required to provide his or her written confirmation of compliance with the Code of Conduct Policy for the prior full year and to confirm that each such individual has reviewed the Code of Conduct Policy. A copy of the Code of Conduct Policy may be found under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.407etr.com](http://www.407etr.com).

The Board believes that the Company's success is based on a culture of integrity which starts with the principle of the "tone at the top". As set out in its Terms of Reference, the Board is responsible for setting the tone for a culture of integrity and compliance throughout the Company. The Board believes that a culture of strong corporate governance and ethical business conduct must be endorsed by the Board and Management. The Code of Conduct Policy emphasizes guiding principles, such as honouring trust, fairness, integrity and corporate and individual responsibility and addresses many areas of business conduct including:

- honesty and integrity in all conduct, including customers, suppliers and others;
- compliance with all applicable law;
- avoiding and dealing with conflicts of interest situations;
- ensuring high standards of disclosure and integrity in relation to the Company's activities and financial performance and reporting;
- ensuring the security of the Company's communications, transactions and information;

- ensuring the workplace is free from any form of hostility, discrimination, harassment or violence pursuant to the Company's Workplace Harassment and Discrimination Policy;
- dealing with confidential and privacy matters; and reporting of illegal and unethical behaviour, including anonymously through the Company's whistle-blowing policy, which sets out specific reporting guidelines with respect to the potential misconduct of employees, officers and directors.

407 ETR requires a high standard of ethical behaviour from its suppliers, which is primarily governed by its Code of Conduct for Suppliers, which was introduced in 2023. Various controls have been implemented through 407 ETR's processes to reduce the opportunity for anti-competitive or unethical behaviour.

Anonymous reporting of the Code of Conduct and the Code of Conduct for Suppliers is facilitated by a third-party ethics hotline channel, which was introduced in 2023.

The Board periodically reviews Management reports on the effectiveness of and compliance with the Code of Conduct. In particular, the Board receives quarterly confirmations from the Chief Financial Officer and the Chief Legal Officer concerning, among other things, statutory filings and withholdings, any reported matters under the Company's Whistle-Blowing Policy or other matters that might materially affect the Company's reputation. Any waiver of the requirements of the Code of Conduct Policy for directors and executive officers of the Company has to be approved by the Board.

From time to time, matters may come before the Board where a director may have a conflict of interest. If and when such matters arise, that director will declare him or herself as having a conflict of interest and will not participate in the discussion, and any vote on the matter.

Through the Annual Directors Questionnaire, directors are asked to identify other business relationships and other companies or entities with which they have relationships. These responses assist the Board and Management in identifying conflict of interest situations in advance. The Company also complies with all CBCA requirements with respect to conflicts of interest.

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## AUDIT COMMITTEE

### 1. Charter of the Audit Committee

The Audit Committee is responsible for assisting the Board's oversight of the reliability and integrity of the accounting principles and practices, financial statements and other financial reporting, the internal control environment and disclosure practices followed by the Company and its subsidiaries.

The original charter of the Audit Committee of the Company was approved by the Board in April 2004 and was subsequently amended. The amended charter is set out in Schedule A to this Annual Information Form.

### 2. Composition of the Audit Committee

As at January 1, 2026, the Audit Committee is composed of five directors, four of whom, namely Robert Maclsaac (Chair), Andrew Alley, Michael Bernasiewicz and Jose Maria Velao act as principal members, and three of whom, namely, Andrew Alley, Michael Bernasiewicz and Jose Espinosa, act as alternate members. These alternate members act as members of the committee in the absence or inability of their respective principal members to act at meetings. Mr. Maclsaac joined the Audit Committee as Chair effective January 1, 2025, succeeding Mr. McFadden. With the exception of the Chair, no member of the Audit Committee is "independent" as defined under *National Instrument 52-110 – Audit Committees (NI 52-110)*. In all cases, the members of the Audit Committee are nominees of the Principal Investors of the Company, chosen because of their Company-focused experience and expertise. The Audit Committee benefits by the participation of knowledgeable executives and professionals with financial expertise and experience who understand the Company and its business, the financial aspects thereof, and the industry generally in which it carries on business. Each member of the Audit Committee is "financially literate" as defined under NI 52-110. Each member of the Audit Committee has the ability to perform his or her responsibilities as a member of the Audit Committee based on his or her education and/or experience as summarized below:

- Mr. Maclsaac completed his undergraduate degree in Economics at the University of Waterloo in 1984 and received his law degree at the University of Western Ontario in 1987. He was called to the Bar in 1989. Between February 2014 and January 2024, he served as the President & CEO of Hamilton Health Sciences, a community of 15,000 staff, physicians, researchers and volunteers. Prior to this, between 2006 and 2009, Mr. Maclsaac served as the first Chair of Metrolinx, the provincial transportation authority responsible for planning, building, and operating transportation infrastructure in the Greater Toronto and Hamilton Area. Mr. Maclsaac also served three terms as Mayor of the City of Burlington from 1997 to 2006.
- Mr. Alley holds a degree in Finance from Michigan State University and a Masters of Business Administration from the Richard Ivey School of Business at the University of Western Ontario. He is also a Chartered Financial Analyst (CFA) Charterholder. Mr. Alley joined CPPIB in 2007 and currently holds the position of Managing Director, Head of Infrastructure, North America & Australasia. Prior to joining CPPIB, Mr. Alley held positions in the Energy Investment Banking Group of RBC Capital Markets, and in the Business Development group of Pengrowth Energy Trust. As a senior member of CPPIB's Infrastructure investment group, Mr. Alley has played leadership roles in the execution of large global acquisitions in the infrastructure space and in the management of investments in portfolio companies at the shareholder and board levels, with extensive leadership experience through his responsibility for oversight of the infrastructure businesses in North America & Australasia for CPPIB. These roles have also included the application of Mr. Alley's business and financial expertise to the assessment of corporate governance, employee evaluation, and compensation frameworks for various investments.
- Mr. Bernasiewicz is a CFA charterholder and earned a Masters of Business Administration from the University of Ottawa. He currently provides advisory and consulting services to investors and managers in the area of infrastructure asset management and transactional execution. Mr. Bernasiewicz previously held the position of Managing Director, Macquarie Capital Funds Canada Ltd., following his roles as Assistant Vice President for Brookfield Financial Real Estate Group and Partner with RBC Capital Partners' Mezzanine Fund. While at Macquarie, Mr. Bernasiewicz was on the Board of Directors of six toll roads, four in Canada and two in the United States, where, as senior representative of Macquarie's investments, he had direct responsibility for the setting and approval of management compensation.

- Mr. Espinosa has over 25 years of international experience in the transportation and construction industries. During this time, Mr. Espinosa progressed through several management positions in Cintra, across different markets and asset classes, including project finance and various tolling and highway infrastructure projects, from the construction phase through to operations in Canada, Spain, Australia and most recently, the United States. Between 2009 and 2016, he served as Corporate Shareholder Liaison for 407 ETR, and 407 ETR’s Project Director for Highway 407 East. He was appointed in 2016 as CEO for the Autema concession, managing the Terrassa-Manresa Motorway in Spain and Netflow Western Roads in Australia. Mr. Espinosa’s more recent assignments were for key Cintra managed lanes projects in the United States, serving as the CEO of the I-77 Express in Charlotte, North Carolina, and most recently, the CEO of the LBJ, NTE and 35W Express in Dallas-Fort Worth, Texas. Mr. Espinosa was appointed as President & Chief Executive Officer of the Company. in July 2025.
- Mr. Velao is a graduate of Business Science from University of Las Palmas de Gran Canaria and completed the Director Development Program at the University of Navarra, IESE Business School. Mr. Velao has over 17 years of experience in the finance sector. Before joining Cintra, Mr. Velao was employed by Deloitte LLP as a Financial Consultant and Senior Manager specializing in project finance and merger & acquisition transactions in the infrastructure sector. Mr. Velao joined Cintra in 2013 as Head of the Financial Investment Department and has since held various positions of increasing responsibility, leading to his appointment as the Chief Financial Officer of Cintra in January 2022.

### 3. Audit Committee Oversight

There have been no instances in 2025 where the Board did not adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### 4. Audit Fees

Deloitte LLP has been the auditor to the Company since May 5, 2010. The following table outlines the fees billed by Deloitte LLP to the Company for the fiscal years 2025 and 2024, categorized by audit fees, audit-related fees and tax fees, and includes a description of the nature of services comprising such fees.

|                                   | 2025               | 2024               |
|-----------------------------------|--------------------|--------------------|
| Audit Fees <sup>(1)</sup>         | \$1,289,198        | \$1,019,122        |
| Audit-Related Fees <sup>(2)</sup> | \$207,389          | \$494,734          |
| Tax Fees <sup>(3)</sup>           | \$71,800           | \$31,943           |
| <b>Total</b>                      | <b>\$1,568,387</b> | <b>\$1,545,799</b> |

- (1) Audit Fees include fees for professional services rendered for the audit of the Company’s annual financial statements (including subsidiaries) and review of the quarterly reports, including related translation services. They also comprise fees for audit services provided in connection with other statutory and regulatory filings and services that generally only the Company’s auditor can provide, such as comfort letters, consents and assistance with and review of documents filed with the securities commissions.
- (2) Audit-Related Fees include fees for assurance services that are reasonably related to the audit or review of the financial statements and are not reported under “Audit Fees”, including special attest services not required by statute or regulation, and accounting consultations.
- (3) Tax Fees are services performed by the Company’s auditor’s tax division, except those tax services related to the audit. These services include fees for tax compliance, tax planning and tax advice.

All non-audit services to be provided to the Company or any of its subsidiaries by the external auditor or any of their affiliates are subject to pre-approval by the Audit Committee. The Audit Committee has determined that Deloitte LLP’s provision of non-audit services was compatible with maintaining their independence.

### 5. Exemption

The Company is relying upon the exemption applicable to “Venture Issuers” in section 6.1 of NI 52-110.

## SCHEDULE A - AUDIT COMMITTEE MANDATE

### 1. SCOPE

Reporting to the Board of Directors (**Board**), the Audit Committee (**Committee**) shall be responsible for assisting in the Board's oversight of the reliability and integrity of the accounting principles and practices, financial statements and other financial reporting, the internal control environment and disclosure practices followed by management of 407 International Inc. and its subsidiaries (collectively, the **Company**).

### 2. COMPOSITION

The Committee shall be composed of four (4) directors, at least three (3) of whom shall respectively represent each of the Significant Shareholders (as defined in the Amended Shareholders Agreement made among the shareholders of the Company, as may be amended from time to time) of the Company. The Committee shall also include an aggregate number of alternate members (**Alternate Members**), equal to the aggregate number of Principal Members who collectively represent the Significant Shareholders of the Company, and who shall act in the place and stead of the Principal Member for whom they act as an alternate in the event of the absence or inability for such Principal Member to act at a meeting of the Committee. When so acting, each Alternate Member shall be a fully voting member of the Committee and shall have all the powers and authorities of the Principal Member for whom such Alternate Member acts as an alternate. Without limiting the foregoing, the term "member" as used in this Mandate shall include a Principal Member and where the context requires an Alternate Member. In addition, the Committee's composition, including the qualifications of its members, shall comply with the applicable laws and requirements of local securities exchanges and local regulatory authorities as adopted or in force or amended from time to time, keeping in mind that the National Instrument 52-110 - Audit Committees (NI 52-110) requires that a Venture Issuer disclose whether or not each of the members of the Committee is (i) independent and (ii) financially literate. The Board will consider the appropriateness of the application of any applicable laws and local securities exchanges and regulatory authorities' guidelines or recommendations regarding the composition of the Committee. The Board shall appoint, from among the Principal Members of the Committee, a Chair of the Committee, who shall be independent from Management of the Company and from management of any of the Significant Shareholders and whose role and responsibilities have been set forth in the Terms of Reference for the Chair of the Audit Committee enacted by the Board and attached as an Appendix to this Mandate.

### 3. COMMITTEE MEETINGS AND DECISION MAKING

Regular meetings of the Committee may be held at such time or times as the Board, the Chair of the Board, or the Committee Chair may determine, but not less frequently than quarterly, and special meetings of the Committee may be called by, or by the order of, the Chair of the Board, the Committee Chair, any member of the Board or the Company's external auditor(s). An agenda item that includes a motion to be voted upon by the Committee, can be moved for a vote by any member. A seconder is not required for the motion to be voted upon by the Committee. All decisions shall be unanimous by those members present and representing a Significant Shareholder provided, however, and for greater certainty, that any matter submitted to the Committee for action or decision, and which is not unanimously approved by its members as provided above will be referred to the Board or to the Shareholders, as applicable, pursuant to and in accordance with the terms of the Amended Shareholders Agreement.

The Company's external auditors shall receive notice of every meeting of the Committee and the external auditor(s) are entitled to attend and participate in such meetings. Minutes of meetings of the Committee shall be taken and maintained in such fashion as the Committee shall direct. The Committee Chair, or an alternate Committee member, shall provide a report on each Committee meeting to the Board.

### 4. QUORUM

A quorum for a meeting of the Committee shall be a majority of the members, provided that such quorum shall include at least one (1) member representing each of the Significant Shareholders. Notwithstanding the foregoing, if, at the time of the scheduled meeting, a quorum is not present because at least one (1) member appointed by each Significant Shareholder is not in attendance at the time appointed for the meeting, or within such reasonable

time thereafter as the Committee members present may determine, then (i) the meeting shall be adjourned to a fixed time and place by consent of the Committee members present (provided that at least five (5) business days prior written notice of the adjourned meeting shall be delivered to all the Committee members); (ii) at least five (5) business days prior written notice of the adjourned meeting shall be delivered to each such Significant Shareholder; and (iii) at such adjourned meeting, the quorum will not require the attendance of a Committee member nominated by any such Significant Shareholder..

## **5. APPOINTMENT OF EXTERNAL AUDITOR(S)**

The external auditor(s) of the Company shall be one or more internationally recognized firms of chartered accountants as agreed to and determined from time to time by the Investors by Unanimous Shareholder Approval (as defined under the Amended Shareholders Agreement).

The Board, after consideration of the recommendation of the Committee, shall nominate the external auditor(s) for appointment by the Investors and also recommend for approval the compensation of the external auditor(s).

## **6. COMMITTEE RESPONSIBILITIES**

In carrying out its responsibilities, the Committee shall:

**(i) Charter** - Have a written charter that sets out its mandate and responsibilities.

**(ii) External Auditors**

- a) Require the Company's external auditor(s) to report directly to the Committee;
- b) Recommend an external auditor(s) to the Board;
  - i. Ensure that the external auditor(s) be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company;
  - ii. review and recommend the compensation of the external auditor(s);
- c) be directly responsible for overseeing the work of the external auditor(s) engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company, including the resolution of disagreements between Management and the external auditor(s) regarding financial reporting;
- d) pre-approve all non-audit services to be provided to the Company by the Company's external auditor(s). The Committee shall satisfy the pre-approval requirements in accordance with applicable laws, rules and regulations as adopted or in force or amended from time to time, including sections 2.4, 2.5 and 2.6 of NI 52-110; and
- e) have the authority to delegate to one or more of its member(s) the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement; such pre-approval by any member to whom such authority is delegated shall be presented to the Committee at its first scheduled meeting following such pre-approval.

**(iii) Financial Statements and Other Filings**

- a) Review, with the external auditor(s) and Management, where appropriate, the Company's financial statements, management discussion and analysis (**MD&A**), interim or annual earnings press releases, annual and interim filings, all aspects of the financial accounting management procedures of the Company, including the reporting requirements of 407 ETR Concession Company Limited pursuant to the Concession Agreement and, where appropriate, make recommendations or reports thereon to the Board before the Company publicly discloses this information;

- b) Review and, following discussion with the external auditors and Management as indicated in subsection (iii)(a) above, recommend to the Board, approval of the audited annual consolidated financial statements of the Company, the Company's interim financial statements, MD&A, interim or annual earnings press releases, and annual and interim filings, required to be approved by the Board;
- c) Be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure documents referred to in subsection (iii)(a) above, and periodically assess the adequacy of those procedures; and
- d) Prepare such reports of the Committee as may be required by any applicable securities regulatory authority to be included in the proxy statement (if applicable), Annual Information Form or any other public disclosure document of the Company.

**(iv) Compliance**

- a) Review and evaluate the adequacy of internal controls over financial reporting and financial governance and corporate accounting and audit policies and practices and the degree of independence, objectivity and accuracy of the Company's internal control function;
- b) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- c) Establish procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or matters of questionable ethical or market conduct;
- d) Establish and monitor compliance with aspects of the Company's environmental, social and governance (ESG) strategy relating to supply chain management and business ethics;
- e) Overseeing and engaging in procedures for the confidential and anonymous submission by directors of the Company of concerns regarding matters of questionable ethical or market conduct;
- f) Review and approve the hiring policies of the Company regarding partners, employees and former partners and employees of the current and former external auditor(s) of the Company; and
- g) Periodically, but not less than annually, receive and review a report on the risk management and insurance programs of the Company to minimize risk and exposure and ensure compliance with the insurance requirements under the Concession Agreement and the Capital Market Platform of the Company.

**7. Acquisition of Additional Services**

The Committee shall have the authority:

- a) to engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- b) to set and pay the compensation for any advisor employed by the Committee.

**8. Independent Communication with Internal and External Auditors**

The Committee shall have the authority to communicate directly with the internal and external auditor(s) of the Company.

The Committee shall review reports received from the internal and external auditor(s) and, where appropriate, make recommendations or reports thereon to the Board.

## **9. Limitation of Responsibility**

While the Committee has the responsibilities and powers set forth in this Mandate, it is not the duty of the Committee to plan or conduct audits, to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, or to design or implement an effective system of internal controls. Such matters are the responsibility of Management, the internal auditor and the external auditor(s), as the case may be. Nor is it the duty of the Committee to conduct investigations or to assure compliance with applicable accounting standards, laws and regulations and the Company's Code of Conduct, unless otherwise expressly provided for therein.

## **10. Review of Mandate**

The Corporate Governance & Compensation Committee is responsible for ensuring that the Mandate is reviewed annually and kept current with applicable regulatory requirements and good corporate governance procedures, as applicable in the circumstances of the Company, and shall make recommendations to the Board of any amendments to this Mandate for the approval of the Board.

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**APPENDIX TO  
AUDIT COMMITTEE MANDATE**

**TERMS OF REFERENCE FOR THE CHAIR OF THE AUDIT COMMITTEE**

**1. INTRODUCTION**

**1.1 Defined Terms**

In these Terms of Reference, “**Company**”, includes, where the context requires, 407 International Inc. and its subsidiaries; “**Board**” means the Board of Directors of the Company; and “**Committee**” means the Audit Committee.

**1.2 Accountability of the Board and Committee**

The Board is responsible for the stewardship of the Company and, as a consequence, has accountability for the management or supervision of the management of the Company. To assist in fulfilling this responsibility, the Board has established an Audit Committee to assist in the Board’s oversight of the reliability and integrity of the accounting principles and practices, financial statements and other financial reporting, the internal control environment and disclosure practices followed by Management of the Company. From among its members, the Committee has appointed the Chair of the Committee, whose role and responsibilities are outlined in these Terms of Reference.

**1.3 Independence of the Chair of the Committee**

The Chair of the Committee, while working closely with the President & Chief Executive Officer and the Chief Financial Officer, retains an independent perspective in representing the best interests of the Company, the Board, the shareholders and other stakeholders.

**1.4 Focus of the Chair of the Committee**

The Chair of the Committee demonstrates an understanding of and support for the clear division of responsibilities between the Board and Management.

**2. SPECIFIC RESPONSIBILITIES**

**2.1 Leading the Committee**

The Chair of the Committee has the responsibility to:

- (a) lead the Committee in the execution of its role and responsibilities as described in the Committee’s Mandate to which this Appendix is attached;
- (b) manage the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities;
- (c) build consensus, foster effectiveness and develop teamwork within the Committee;
- (d) ensure that the Committee discharges its independent oversight role of Management and the external auditor(s) of the Company and facilitate the functioning of the Committee independently of Management;
- (e) be financially literate, knowledgeable of corporate governance practices, particularly as they relate to the oversight of the reliability and integrity of the accounting practices and principles, financial statements and other financial reporting, internal control environment and disclosure practices of the Company, stay current of developments in such matters, as well as accounting, audit and internal control management principles, standards and practices and lead the adoption of “best practices”, where appropriate in the circumstances of the Company, in order to maintain an appropriately high level of governance practices at the Company as they relate to the Mandate, functions and responsibilities of the Committee;

- (f) communicate with the Committee to keep it up to date on major Committee matters and developments, including timely discussion of potential developments;
- (g) co-ordinate with the President & Chief Executive Officer, the Chief Financial Officer and the external auditor(s) of the Company to ensure the Committee has sufficient information to enable it to make informed decisions;
- (h) in consultation with the President & Chief Executive Officer and the Corporate Secretary, establish annually, in advance, the annual schedule of Committee meetings;
- (i) call Committee meetings;
- (j) coordinate with the President & Chief Executive Officer, the Chief Financial Officer, the Corporate Secretary and the external auditor(s) of the Company, the agenda and related events for Committee meetings;
- (k) ensure that orientation and continuing education meet the needs of the Committee and its members in the context of the Committee's Mandate, functions and responsibilities;
- (l) chair Committee meetings;
- (m) conduct, as appropriate, *in camera* sessions of the Committee, both without Management and/or the external auditor(s) or internal auditor present, as the case may be, and call and conduct such additional *in camera* sessions as required and/or requested and report the results of such meetings to the President & Chief Executive Officer, the Chief Financial Officer, the external auditor(s), the internal auditor and the Board, as appropriate;
- (n) ensure that Committee meetings are conducted in an efficient, effective and focused manner;
- (o) ensure that the Committee reports regularly to the Board; and
- (p) in conjunction with the Corporate Governance & Compensation Committee, assess performances of Committee members, collectively and individually and, where applicable, provide constructive performance feedback to Committee members.

## 2.2 Working with Management

The Chair of the Committee has the responsibility to:

- (a) foster a constructive and harmonious relationship of shared responsibility and partnership between the Board, the Committee and Management, including the effective interaction of Board and/or Committee members and Management;
- (b) act as the liaison person for requests by Committee members in the performance of their duties and responsibilities for assistance, information and/or advice from management or for advice or opinions from the external auditor(s), of the Company, and without inhibiting the direct interaction between other members of the Committee and Management, provide Management with a point of contact for the Committee;
- (c) meet or discuss proactively with all Committee members and seek their feedback on Management performance, and Committee effectiveness and other matters;
- (d) provide feedback to and act as a sounding board for the President & Chief Executive Officer and the Chief Financial Officer in relation to matters within the Mandate, functions and responsibilities of the Committee and ensure the President & Chief Executive Office and Chief Financial Officer are aware of concerns and decisions of the Committee; and
- (e) interact, as required, with the President & Chief Executive Officer and/or the Chief Financial Officer on governance, performance and other areas within the Mandate, functions and responsibilities of the Committee

and collaborate with the President & Chief Executive Officer and Chief Financial Officer to co-ordinate activities and plans and to exchange timely, pertinent information.

### **2.3 Working with External Auditor(s) and Internal Auditor**

The Chair of the Committee has the responsibility to:

- (a) foster a constructive and harmonious relationship of shared responsibility between the Board, the Committee and the external auditor(s) of the Company, including the effective interaction of Board and/or Committee members and such auditor(s);
- (b) act as the liaison person for requests by the external auditor(s) of the Company in the performance of their duties and responsibilities for assistance, information and/or advice from the Board or the Committee;
- (c) meet or discuss proactively with all Committee members and seek their feedback on the performance of the external auditor(s) and internal auditor of the Company;
- (d) provide feedback to and act as a sounding board for the external auditor(s) and internal auditor of the Company and ensure such auditors are aware of concerns and decisions of the Committee; and
- (e) interact with the external auditor(s) of the Company and internal auditor on performance and other areas and collaborate closely with such auditor(s) to co-ordinate activities and plans and to exchange timely, pertinent information.

### **3. QUALIFICATIONS**

The qualifications of the Chair of the Committee shall include the following:

- (a) has determined, after careful self-assessment and consideration, that he or she has the time, energy and desire to assume this position;
- (b) has sufficient years of experience as a member of a board of a reporting issuer or an advisor thereto and is financially literate;
- (c) thoroughly understands the governance process, particularly as it relates to the Committee, its Mandate and functions;
- (d) has no conflicts of interest that would prohibit him or her from acting in the role of the Chair of the Committee;
- (e) is respected for his or her personal and professional integrity, and judgement by the Board, Committee members, Management and the external auditor(s) of the Company;
- (f) has a collegial working relationship with the President & Chief Executive Officer, the Chief Financial Officer, the internal auditor and the external auditor(s) of the Company; and
- (g) has a collegial working relationship with other members of the Committee.

## SCHEDULE B - SUMMARY OF MATERIAL PROVISIONS OF CGLA

### Grant of Concession

Together with the 407 Act, the CGLA is the key agreement, which governs 407 ETR's rights and obligations with respect to Highway 407 ETR and regulates the relationship between the Province and 407 ETR. It grants 407 ETR a 99-year ground lease of the Project Lands\* owned by the Province (which commenced on April 6, 1999) for a nominal rent, which has been prepaid by 407 ETR. It further obliges 407 ETR to finance, operate, manage, maintain, rehabilitate and toll the Project\*\* in accordance with the provisions of the CGLA.

\* "Project Lands" means the Highway 407 ETR Lands, the lands upon which operation centre and tolling systems are located or constructed upon, and lands and premises used for patrol yards for Highway 407 ETR, commuter parking lots and inspection stations.

\*\* "Project" means Highway 407 ETR, any buildings and structures located on the Project Lands including the toll system, all other facilities, fixtures and personal property contained on the Project Lands or used in connection with the Project Lands or Highway 407 ETR, all mechanical, electrical and other systems used in connection with any of the foregoing and 407 ETR's leasehold interest in the Project Lands.

Pursuant to the terms of the CGLA, the Province transferred to 407 ETR all of its right, title and interest in and to the Existing Improvements\*, excluding the Project Lands in, on, or under which the Existing Improvements are located. At the end of the term of the CGLA, all improvements on the Project Lands and all improvements comprising the Project, including the Existing Improvements, shall become the absolute property of the Province. The Province also transferred to 407 ETR all of the Province's right, title and interest in the permits and authorizations applicable to Highway 407 ETR. To the extent that such permits and authorizations are not assignable or are not assignable without consent, the Province, at the request of 407 ETR, shall extend or make available such permits and authorizations to the extent permitted or feasible in the circumstances.

\* "Existing Improvements" mean: (i) the highway that as of October 19, 1998 was part of the King's Highway known as Number 407 located on the lands that are the subject of the CGLA and which are also described in regulations made under the 407 Act (the "Highway 407 ETR Lands"), including all improvements, signage, the toll system, equipment, materials and fixtures forming a part of and used in connection with Highway 407 ETR; (ii) all buildings and structures on the Project Lands; (iii) all other facilities, fixtures and personal property contained on the Project Lands or used in connection with the Project Lands; (iv) all mechanical, electrical and other systems used in connection with any of the foregoing; and (v) the facilities completed or to be completed by the Province, including Highway 407 ETR Central, as more particularly described in the CGLA.

The Province has retained the right: (i) for transit ways (for public or private mass transit) on corridor lands (being lands and rights that are adjacent to, over or under the Highway 407 ETR Lands, and which are owned by the Province and not leased to 407 ETR) and portions of the Highway 407 ETR Lands; (ii) for inspection stations on corridor lands and/or the Highway 407 ETR Lands; and (iii) to install utilities in, along, under, across and through the Highway 407 ETR Lands provided that such uses are in accordance with the provisions of the CGLA, including not preventing or materially impeding the operation of Highway 407 ETR or the expansion or extension of Highway 407 ETR as required or permitted under the CGLA.

### Revenues

As permitted under the 407 Act, the CGLA authorizes 407 ETR to charge and collect tolls, administration fees and interest ("Toll Revenues") in connection with Highway 407 ETR. All Toll Revenues are the property of 407 ETR while non-toll revenues are the property of the Province and 407 ETR has no rights to such non-toll revenues. The range and scope of the tolls which may be charged by 407 ETR are set out in the Tolling Agreement.

### Principal Obligations of 407 ETR

Under the CGLA, 407 ETR was required at its expense to develop, design, build and finance the development, design and building of Highway 407 West Extension, Highway 407 East Partial Extension and the Highway 407 Central Deferred Interchanges (all of which have now been completed, other than certain interchanges described under "Schedule B - Principal Obligations of 407 ETR") and to finance, operate, manage, maintain, rehabilitate and toll the Project, all in accordance with specified standards. 407 ETR is obligated, at its expense, to ensure that Highway 407 ETR complies with the safety standards established generally for controlled access highways by the Province, which standards may be upgraded by the Province at any time. The CGLA further provides that the Province may impose higher safety standards than those applicable to other controlled access highways, but the Province will reimburse 407 ETR for the incremental cost of complying with such higher standards.

Upon the occurrence of certain events, including Congestion (as that term is defined in the Tolling Agreement) or receipt of a change order from the Province, 407 ETR must expand (i.e., by adding lanes to an existing segment) or extend (i.e., by adding

linear extensions) Highway 407 ETR. 407 ETR may also initiate a voluntary expansion or extension of Highway 407 ETR beyond that required in accordance with the CGLA. Any additional lands required to complete an approved expansion or extension will be expropriated by the Province. The cost of the expropriation will be borne by the Province or, in the case of a voluntary expansion or extension, will be allocated as negotiated by the Province and 407 ETR.

407 ETR is responsible for financing the performance of its obligations under the CGLA and satisfying debt service or repayment obligations related to such financing. 407 ETR is also responsible for making all payments required in connection with the operation of Highway 407 ETR or the use or occupancy of the Project Lands, including: (i) the operation and maintenance costs for the Project (such as utilities and repairs); (ii) all taxes payable by 407 ETR; and (iii) the cost of insurance coverage required by the CGLA.

The CGLA was amended on December 22, 2000 to provide for the further deferral of construction of the Highway 407 Central Deferred Interchanges at Centre Street and Kipling Avenue.

### *Termination*

The Province and 407 ETR may mutually agree to terminate the CGLA if *force majeure* events (as defined in the CGLA) continue for more than one year and result in a delay in the performance of material obligations, damage to Highway 407 ETR or the suspension of toll collection. In such an event, the Province shall pay to 407 ETR an amount equal to the principal, accrued interest and breakage costs on any leasehold mortgages 407 ETR may have granted with respect to Highway 407 ETR as security for debt obligations incurred therewith (including the leasehold mortgage granted to the Trustee for the benefit of all Bondholders), plus reasonable costs and expenses incurred by 407 ETR as a result of termination, less any insurance and expropriation proceeds.

Certain events of default by 407 ETR under the CGLA give the Province the right to exercise remedies other than termination, including the right to seek specific performance, injunctive relief or other equitable remedies, recovery of its losses and other amounts due and payable, and the right to halt construction of work in progress or close any or all portions of Highway 407 ETR. These events of default include: (i) the failure to make payment of any amounts due to the Province under any material agreements to which the Province and 407 ETR are parties; (ii) any material representation or warranty made by 407 ETR to the Province under the CGLA being materially incorrect; (iii) the failure to perform or observe any material obligation or covenant under the CGLA; (iv) a default under any material agreement related to Highway 407 ETR to which the Province is a party; or (v) the bankruptcy or insolvency of 407 ETR.

The Province may unilaterally terminate the CGLA or re-enter the Project Lands prior to the expiry of the term of the CGLA without compensation to 407 ETR if 407 ETR does not rectify specified defaults by it under the CGLA within the applicable cure periods. This right of termination will arise only upon the occurrence of: (i) the use by 407 ETR of the Project Lands for any use other than those permitted under the CGLA (i.e., toll highway, operations centre and patrol yards); or (ii) the failure by 407 ETR to comply with the provisions of the CGLA relating to provincial highway safety standards. Any Leasehold Mortgagee (as defined in the CGLA) has the right to cure, within applicable periods, such defaults prior to the Province exercising any such right of termination. Upon the exercise by the Province of its right to terminate the CGLA following the occurrence and continuance of such defaults and prior to any such termination, the Province must notify any Leasehold Mortgagee of such termination and thereupon, such Leasehold Mortgagee has the option, exercisable within a certain time period, to obtain from the Province a concession and ground lease agreement effective as of the date of such termination, having a term equal to the term remaining under the CGLA and otherwise having the terms of the CGLA. The obligation of the Province to grant such a concession and ground lease agreement is conditional on, among other things, such Leasehold Mortgagee paying all sums which would, at the time of execution thereof, be due and payable under the CGLA but for such termination, and otherwise fully remedying, to the extent capable by such Leasehold Mortgagee, any defaults under the CGLA existing immediately prior to the termination thereof.

The Province has acknowledged that, except as described above, it shall not have a right to terminate the CGLA. If, notwithstanding the foregoing, the Province terminates the CGLA for any reason other than *force majeure* continuing for over one year or default by 407 ETR (both as described above), it will be required to pay to 407 ETR compensation equal to the reasonable costs of termination incurred by 407 ETR plus the aggregate of: (i) the amount of all debt relating to the Highway, including accrued interest and all commercially reasonable breakage costs, make-whole payments and any other prepayment amounts required to be paid by 407 ETR in connection with such debt; plus (ii) such amount, if any, as may be required to ensure that, following repayment of the debt, the value of 407 ETR on the date of termination is the same as it would have been had termination not occurred, less the amount of any expropriation proceeds received by 407 ETR as a result of such

termination. If the Province defaults in its performance of the CGLA or takes any action which materially and adversely affects the fair market value of the Project and meets the other criteria set out under “Discriminatory Action” in the CGLA, 407 ETR may seek compensation or may terminate the CGLA and receive compensation as described above. The 407 Act exempts Highway 407 ETR and the Highway 407 ETR Lands from the application of various provincial statutes, regulations and obligations, and the removal of these exemptions may constitute a Discriminatory Action as defined in the CGLA.

*[remainder of page left blank intentionally]*

## SCHEDULE C - SUMMARY OF MATERIAL PROVISIONS OF TOLLING AGREEMENT

The Tolling Agreement between 407 ETR and the Province will remain in effect throughout the term of the CGLA. Under the Tolling Agreement, 407 ETR has the flexibility to manage the basis on which tolls will be established and the freedom to establish higher tolls while avoiding a Schedule 22 Payment as such term is previously defined, if prescribed traffic levels are achieved. In this manner, 407 ETR is financially motivated to provide congestion relief to other roads and highways – a key public interest goal – by achieving those prescribed traffic levels. The Tolling Agreement also requires 407 ETR to undertake lane expansions once certain traffic levels are exceeded.

The Tolling Agreement established a toll threshold for calendar year 1999 (**Toll Threshold**) of \$0.11/kilometre for light vehicles, \$0.22/kilometre for heavy-single unit vehicles and \$0.33/kilometre for heavy-multi unit vehicles (each including administration fees), increasing at an annual rate of 1½% in the first year and thereafter 2% of the initial Toll Threshold plus inflation annually, to a total increase (before inflation) of not more than 30%.

The Toll Threshold was the principal limit on the toll rates until the completion of the Highway 407 West Extension and Highway 407 East Partial Extension. At that point, a base traffic flow (**Traffic Threshold**) was established based upon peak-hour traffic by Highway segment over the 2002 calendar year. This Traffic Threshold was then to grow at a rate between 1% and 3% per year, depending upon the Traffic Threshold in the prior year, to a maximum of 1,500 vehicles per lane per hour. If actual peak-hour traffic levels in a calendar year are below the relevant Traffic Threshold and toll rates are above the Toll Threshold, 407 ETR is required to make a Schedule 22 Payment to the Province. In some circumstances, that payment will be equal to two times the excess of actual toll revenue charges over the Toll Threshold during the applicable calendar year. Provided observed peak hour traffic flows during the calendar year are greater than the relevant Traffic Threshold, tolls may be raised by 407 ETR without any payment being made by 407 ETR to the Province. 407 ETR has the right to establish, collect and enforce payment of tolls with respect to the operation of vehicles on Highway 407 ETR in accordance with the provisions of the Tolling Agreement, whether or not 407 ETR may be required to make a payment to the Province because actual traffic levels in a calendar year are below the Traffic Threshold.

In addition, penalties will be payable to the Province if:

- (a) average administration fees payable by transponder equipped light vehicles exceed \$60 per annum (in 1999 dollars);
- (b) camera charges exceed a maximum of \$3.00 (in 1999 dollars);
- (c) toll charges and administration fees for single heavy units and multiple heavy units exceed two and three times, respectively, the toll charges and administration fees for light vehicles; and
- (d) off peak and night rate toll charges are set at higher levels than peak rate toll charges.

The Tolling Agreement also provides that 407 ETR is required to expand certain segments of Highway 407 ETR if traffic flow on the Highway exceeds specified levels. Any lane expansion must be completed within two years following the determination that the maximum traffic volume threshold is being exceeded on the applicable segment of Highway 407 ETR. The Province cannot require 407 ETR to expand more than one segment of the Highway in any given year, or to expand by more than one lane in either direction.

*[remainder of page left blank intentionally]*

## SCHEDULE D - SUMMARY OF MATERIAL PROVISIONS OF MASTER TRUST INDENTURE

On May 5, 1999, the Company, 407 ETR and The Trust Company of Bank of Montreal (now Computershare Advantage Trust of Canada), as trustee (**Trustee**), entered into a master trust indenture, which was amended and restated on July 20, 1999 (**Indenture**), which establishes common security and a set of common covenants given by the Company and 407 ETR for the benefit of all of their creditors under the Capital Markets Platform.

The following summary of the principal provisions contained in the Indenture is qualified in its entirety by reference to the Indenture. This overview summarizes certain complex provisions of the Indenture and omits descriptions of many provisions thereof. The full text of the Indenture is posted on SEDAR+ ([www.sedarplus.com](http://www.sedarplus.com)). Certain defined terms and capitalized terms contained in this section of the Annual Information Form are more fully defined in the Indenture.

### Nature of Obligations Issued and Secured

The Indenture authorizes the issuance of different classes and series of bonds (for ease of reference, each a **Bond**). Bonds are issued under supplemental indentures (**Supplemental Indentures**) to the Indenture, either as obligation bonds (**Obligation Bonds**), to evidence the direct indebtedness of the Company to the holder of such bonds, or by way of pledged bonds (**Pledged Bonds**) which evidence direct borrowings by the Company and which will be pledged to collaterally secure bank borrowings, obligations under letters of credit, debentures, commercial paper, medium-term notes and other evidences of indebtedness and obligations under derivative instruments, such as interest rate and currency hedging agreements.

Under the Indenture, the Company can issue the following classes of Bonds (each a **Class**): (i) Senior Bonds, (ii) Junior Bonds, which are subordinate to the Senior Bonds, and (iii) Subordinated Bonds, which are subordinate to both the Senior and Junior Bonds. An unlimited number of series (each a **Series**) of Bonds may be issued within each of these three Classes of Bonds. The specific terms and conditions of each Series of Bonds are set forth in the Supplemental Indenture authorizing that Series.

All Bonds of all Series within a Class will rank *pari passu* with all other outstanding Bonds of such Class, except with respect to any sinking fund or Series Reserve Account established for the benefit of a particular Series. Each Bond of a particular Series shall, in all respects, be equally secured with all other Bonds of such Series. The Indenture provides that the principal terms attaching to each Series of Bonds shall be set out in the related Supplemental Indenture, and may include the following terms:

- (a) principal amount and currency of payment;
- (b) the purpose or purposes for which the Bonds are being issued, any limitations on the use of proceeds from the issue of the Series and, if applicable, the description of any project or phase of a project (**Development Project**) which will be financed by the issuance of the Bonds;
- (c) the date or dates of maturity of the Bonds of such Series;
- (d) the interest or discount rates or the manner for determining such rates and the payment dates;
- (e) the paying agent and the place or places of payment of the principal and redemption price;
- (f) repurchase and redemption features and procedures;
- (g) requirements to establish certain funds (including any sinking fund or Series Reserve Account for such Series) or to contribute to funds, and whether such funds are maintained by the Company, 407 ETR or the Trustee;
- (h) procedures for the sale of the Bonds of the Series;
- (i) whether such Bonds are Obligation Bonds or Pledged Bonds;
- (j) if applicable, the priority of payments and other entitlements, including covenants, events of default, terms of subordination and other matters differentiating the Series within a Class of Bonds;
- (k) any special voting requirements applicable to the Bonds of such Series;

- (l) any restriction on the use of proceeds from the issue of the Bonds; and
- (m) form of instrument (including registered, book-entry or coupon).

Unless restricted by the terms of a Supplemental Indenture, all proceeds from Indebtedness secured under the Indenture may be used for any purpose, including the design, development, maintenance, management and operation of Highway 407 and the toll equipment and systems relating to the toll data and facilities used in connection with the operation of Highway 407 ETR.

#### **Issuance of Refunding Bonds and Completion Bonds**

Obligation Bonds may be issued as either Refunding Bonds or Completion Bonds for the purposes of the Indenture. Refunding Bonds are issued for the purpose of refinancing or repaying existing indebtedness and may be issued without the Company being required to satisfy the conditions imposed by the Additional Indebtedness covenant (described below under “- Additional Indebtedness Covenant”). Completion Bonds are issued to finance the costs of completing the design, development and construction of the Highway 407 Central Deferred Interchanges, Highway 407 West Extension and Highway 407 East Partial Extension and to finance the cost of any other Development Project, in each case, for which other Bonds have already been issued. The Company may issue Completion Bonds in an amount not exceeding 10% of the original estimated cost of any Development Project without violating the Additional Indebtedness covenant, provided that at least two of the Rating Agencies (or one of the Rating Agencies if the Bonds are then rated by only one Rating Agency) have provided written confirmation that such issue of Completion Bonds will not result in an Adverse Ratings Effect for any Senior or Junior Bonds.

#### **Junior Bonds**

The following provisions apply to all series of Junior Bonds so long as any Senior Bonds are outstanding:

- (a) Holders of Junior Bonds will be entitled to attend the meetings of holders of Junior Bonds as a Class, or of any Series of Junior Bonds, and will be entitled to vote at any such meeting. Holders of Junior Bonds will be entitled to attend any meeting of the holders of all Classes of Bonds but will not be entitled to vote thereat unless, and only to the extent that, there is a vote of holders of Junior Bonds as a Class held at such meeting.
- (b) All Indebtedness of the Company evidenced by or collaterally secured by the Junior Bonds is postponed to the extent necessary to comply with clauses (c) and (d) below, to the Indebtedness of the Company evidenced or collaterally secured by the Senior Bonds.
- (c) No payment of interest, principal or any other amount shall be made by the Company on any Indebtedness evidenced or collaterally secured by any Junior Bond unless all payments of principal and interest then due and payable on all Senior Debt evidenced or collaterally secured by Senior Bonds have been made, subject to any such payments permitted after the passage of a specified period of time as set forth in any Supplemental Indenture for such Junior Bonds and not otherwise prohibited by the Indenture or any Supplemental Indenture.
- (d) Except as otherwise expressly provided in the Indenture, holders of the Junior Bonds will not be entitled to accelerate or enforce their rights and remedies following the occurrence of an Event of Default or an Acceleration Event of Default pursuant to the provisions of the Indenture unless, and only to the extent that, holders of the Senior Bonds shall have enforced their rights and remedies pursuant to the provisions of the Indenture or no Senior Bonds are outstanding.
- (e) No holder of Junior Bonds will take any steps whatsoever whereby the priority or rights of holders of any Senior Bonds may be defeated or impaired and no holder of Junior Bonds will assert any right or claim, whether in law or equity, which might impair the validity and effectiveness of the priority of the Senior Bonds in accordance with the terms of the Indenture.
- (f) Notwithstanding the provisions of clause (d) above, a Supplemental Indenture with respect to any Series of Junior Bonds may provide that holders of such Series of Junior Bonds will have the right to exercise remedies pursuant to the provisions of the Indenture following the occurrence of an Event of Default or an Acceleration Event of Default regardless of whether holders of the Senior Bonds have taken any action to enforce their rights and remedies provided that (i) the Company has failed or refused to make or defaulted in the payment of principal and interest due and owing on such Series of Junior Bonds and such default has continued for a period of time specified in the Supplemental

Indenture for such Series, which period shall not be less than 18 months; (ii) the Event of Default or Acceleration Event of Default (other than an Event of Default arising solely as a result of a payment default with respect to principal or interest due and owing on Junior Bonds) shall not have been waived by the holders of the Senior Bonds; and (iii) the issue of any such Series of Junior Bonds containing provisions entitling holders of such Series to exercise remedies pursuant to the provisions of the Indenture as contemplated by this clause (f) will not give rise to an Adverse Rating Effect.

### **Subordinated Bonds**

Notwithstanding the Additional Indebtedness covenant, the Company may issue Subordinated Bonds without complying with the Additional Indebtedness covenant, regardless of whether an Event of Default has occurred and is continuing, provided that the Company delivers to the Trustee written confirmation from each Rating Agency which has a current rating on any of the then outstanding Bonds that such issue of Subordinated Bonds will not cause such Rating Agency to withdraw or reduce the then current rating on any Outstanding Senior or Junior Bonds below the current rating on such Bonds.

The following provisions apply to all Series of Subordinated Bonds so long as any Senior Bonds or Junior Bonds are outstanding:

- (a) Holders of Subordinated Bonds shall be entitled to attend the meetings of holders of Subordinated Bonds as a Class, or of any Series of Subordinated Bonds and shall be entitled to vote at any such meeting. Holders of Subordinated Bonds shall be entitled to attend any meeting of the Bondholders of all Classes of Bonds but shall not be entitled to vote thereat unless, and only to the extent that, there is a vote of Bondholders of Subordinated Bonds as a Class held at such meeting.
- (b) All Indebtedness of the Company evidenced by or collaterally secured by the Subordinated Bonds is postponed to the extent necessary to comply with clauses (c) and (d) below, to the indebtedness and liabilities of the Company evidenced or collaterally secured by the Senior Bonds and the Junior Bonds.
- (c) No payments in respect of principal, interest or any other amount shall be made on any Indebtedness evidenced or collaterally secured by any Subordinated Bonds at any time that a Default or Event of Default has occurred and is continuing or if a Default or Event of Default would occur as a consequence of any such payment or if any amounts are in arrears under the Indebtedness secured under the Indenture and the Security or if the Debt Service Reserve Fund has not been fully funded as and when required pursuant to the Indenture or if any such payments are restricted by the terms of any Supplemental Indenture authorizing the issuance of such Subordinated Bonds.
- (d) No payment of interest, principal or any other amount shall be made by the Company on any Indebtedness evidenced or secured by any Subordinated Bonds unless all payments of principal and interest then due and payable on all Senior Debt evidenced or collaterally secured by Senior Bonds and Junior Debt evidenced or collaterally secured by Junior Bonds have been made and no interest on any such Senior Debt or Junior Debt evidenced or collaterally secured by Bonds is then being capitalized or deferred.
- (e) Holders of Subordinated Bonds shall have no right to instruct the Trustee to waive any Event of Default or to exercise any remedies pursuant to the Indenture.
- (f) Holders of Subordinated Bonds shall have no right to institute or commence any proceedings for the appointment of a receiver or receiver and manager or trustee for the Company, 407 ETR or any Subsidiary or for any part of the property of the Company, 407 ETR or any Subsidiary or any other proceeding relating to the Company, 407 ETR or any Subsidiary under any bankruptcy, insolvency, reorganization, arrangement or readjustment of debt, law or statute of any jurisdiction, whether now or hereafter in effect.
- (g) Except as otherwise expressly provided in the Indenture, holders of the Subordinated Bonds shall not be entitled to enforce their rights and remedies under the Indenture following the occurrence of an Event of Default or an Acceleration Event of Default pursuant to the provisions of the Indenture unless, and only to the extent that, holders of the Senior Bonds and the Junior Bonds shall have enforced their rights and remedies pursuant to the Indenture.
- (h) No holder of Subordinated Bonds will take any steps whatsoever whereby the priority or rights of holders of any Senior Bonds or Junior Bonds under the Indenture may be defeated or impaired and no holder of Subordinated Bonds shall

assert any right or claim, whether in law or equity, which might impair the validity and effectiveness of the priority of the Senior Bonds and the Junior Bonds in accordance with the terms of the Indenture.

### Conditions of Pledged Bonds

The Indenture provides that a Pledged Bond and the pledge related thereto will be subject to the following conditions:

- (a) a Pledged Bond will not be transferable or negotiable except to an assignee of the borrowings secured by such Bond and only in conjunction with an assignment of the related pledge or the entering into of a new pledge complying with the provisions of the Indenture;
- (b) notwithstanding the principal amount of a Pledged Bond or the interest rate expressed to be payable thereon, such Pledged Bond will constitute an obligation of the Company only to the extent of the lesser of (i) the outstanding amount of the borrowings secured by such Pledged Bond, and (ii) the principal amount of such Pledged Bond and interest accrued thereon, and such indebtedness shall only be payable in accordance with the payment provisions applicable thereto;
- (c) at any meeting of the Bondholders or in respect of any Special Bondholders' Resolution (defined below under "- Indenture Terms Glossary") or Extraordinary Resolution (defined below under "- Indenture Terms Glossary"), the holder of a Pledged Bond will be entitled to that number of votes which the holder of an Obligation Bond would be entitled, based on the principal amount equal to the amount determined in clause (b) above; and
- (d) all rights of the holder of a Pledged Bond may be divisible with respect to the indebtedness secured thereby.

### Security

As security for the obligations of the Company and 407 ETR under the Indenture (**Security**), the Trustee has been granted, among other things: a leasehold mortgage on 407 ETR's leasehold interest in and to the Highway 407 ETR Lands, a security interest in all real and personal property of the Company, a security interest in all real and personal property of 407 ETR related to the Project and a security interest in all real and personal property of Cantoll and a security interest in all real and personal property of 14374304 Canada Inc. Such security interest includes, among other things: (i) a specific assignment of each of the Company's and 407 ETR's interest in and rights under all Project Agreements and other material agreements, (ii) an assignment of revenues and a security interest in all Funds and Accounts which are required to be maintained pursuant to the Indenture and any Supplemental Indenture, and (iii) a pledge of the shares of 407 ETR owned by the Company.

Any Subsidiary which may exist in the future shall provide a guarantee of the Company's obligations under the Indenture and provide comparable security against its assets.

### Flow of Funds

The Indenture requires the Company or 407 ETR and the Trustee to establish and maintain a series of segregated accounts and funds. All Revenues (other than certain receipts under Swap Agreements) received by the Company, 407 ETR or any other Subsidiary will be deposited to the credit of the Revenue Account which will be under the control of either the Company or 407 ETR. Funds in the Revenue Account shall be applied in the following order:

- (a) to pay all Operating and Maintenance Expenses (defined below under "- Indenture Terms Glossary");
- (b) to fund a Senior Debt Service Fund by depositing on a monthly basis the following amounts: (i) into an Interest Account an amount equal to one-sixth of the semi-annual aggregate interest requirements due on all outstanding Senior Bonds in such year; (ii) into a Principal Account an amount equal to one-twelfth of the principal component of Annual Debt Service due on all outstanding Senior Bonds in such year (other than the principal component of Senior Bonds which, by their terms, are payable in full in a single instalment on maturity); and (iii) into a Swap Account an amount equal to the full amount of all payments under any Swap Agreement which are, or during the next 30 days will become, due and payable; in each case unless otherwise provided in any Supplemental Indenture with respect to such payments for any Series of Senior Bonds. Money in the Senior Debt Service Fund will be used to make payments on Senior Debt in respect of interest and principal and payments due under Swap Agreements as they come due;

- (c) to fund each separate account (**Series Reserve Account**) in the Debt Service Reserve Fund with an amount sufficient to fulfill the requirements of each Series of Senior Bonds as set out in the relevant Supplemental Indentures. A Series Reserve Account within the Debt Service Reserve Fund will be established for each Series of Bonds which requires such a reserve fund to be established for such Series and will be funded with an amount specified in each Supplemental Indenture. The terms of any Series of Bonds may also require receipts under any Swap Agreement directly related to hedging interest rate or currency exposure in respect of such Series to be deposited directly into the Series Reserve Account for such Series;
- (d) to fund the Construction Fund in the event the Company is required to maintain a minimum Construction Fund Amount. The Construction Fund was initially funded in the amount of \$507,407,000, and was used to pay amounts due under the fixed price Design Build Agreement and the Extension Toll Supply Agreement in respect of the work relating to the construction of Highway 407 East Partial Extension, 407 West Extension and Highway 407 Central Deferred Interchanges;
- (e) to fund an Operating and Maintenance Reserve Fund with sufficient monies to cover the estimated Operating and Maintenance Expenses for the Company, 407 ETR and any other Subsidiary, for one-quarter of the estimated annual requirements for the applicable fiscal year;
- (f) to fund a Renewal and Replacement Fund with sufficient monies to cover the estimated Renewal and Replacement Expenses for the Company, 407 ETR and any other Subsidiary, for one-quarter of the total estimated requirements for the next four fiscal years. Monies on deposit in this fund will be used solely for the purpose of reconstructing, restoring, repairing or rehabilitating the Project or any part thereof (including expansions and extensions of Highway 407 ETR and including capital expenditures for vehicles and equipment and other assets not funded out of the Construction Fund) unless there exists a shortfall in either the Operating and Maintenance Reserve Fund or the Debt Service Fund, in which case the Trustee may require the Company to transfer from the Renewal and Replacement Fund, first to the Operating and Maintenance Reserve Fund and then the Debt Service Fund, amounts up to the amount of any such shortfall;
- (g) to transfer as and when required all amounts to any other Account, Fund or Reserve Fund which may be required by any Supplemental Indenture to be held by the Trustee or by the Company, 407 ETR or any other Subsidiary; however, the terms of the Junior Bridge Credit Facility restrict the establishment of any such additional Accounts or Funds or Reserve Funds while any Indebtedness under the Junior Bridge Credit Facility remains outstanding;
- (h) to fund a Junior/Subordinated Debt Service Fund by depositing on a monthly basis the following amounts: (i) into an Interest Account an amount equal to one-sixth of the semi-annual aggregate interest requirements due on all outstanding Junior Bonds and Subordinated Bonds in such year; (ii) into a Principal Account an amount equal to one-twelfth of the principal component of Annual Debt Service due on all outstanding Junior Bonds and Subordinated Bonds in such year (other than the principal component of Junior Bonds or Subordinated Bonds which, by their terms, are payable in full in a single instalment on maturity); and (iii) into a Swap Account an amount equal to the full amount of all payments under any Swap Agreement (if the obligations under such Swap Agreement are Junior Debt or Subordinated Debt) which are, or during the next 30 days will become, due and payable; in each case unless otherwise provided in any Supplemental Indenture with respect to such payments for any Series of Junior Bonds or Subordinated Bonds. Money in the Junior/Subordinated Debt Service Fund will be used to make payments on Junior Debt and Subordinated Debt in respect of interest and principal and payments due under Swap Agreements (if the obligations under such Swap Agreement are Junior Debt or Subordinated Debt) as they become due, subject to any restrictions on payment of principal or interest on Subordinated Debt set forth in any Supplemental Indenture with respect to such Subordinated Debt, including the Subordinated Term Credit Facility;
- (i) to fund a separate Series Reserve Account in the Debt Service Reserve Fund with an amount sufficient to fulfil the requirements of each Series of Junior Bonds and Subordinated Bonds as set out in the relevant Supplemental Indentures;
- (j) to transfer, as and when required, the amount required to maintain a balance of \$10 million in the Cash Reserve Account. Monies in the Cash Reserve Account can be used for any lawful purpose of the Company other than payments on Subordinated Debt or distributions to shareholders of the Company;

- (k) to pay principal, interest and other amounts then payable on Obligation Bonds and the principal, interest and other amounts (including payments under Swap Agreements) owing in respect of the Indebtedness secured by Pledged Bonds, all after giving effect to payments made out of the Debt Service Funds and payments, if any, made out of any Series Reserve Account in the Debt Service Reserve Fund; and
- (l) to fund a General Fund which will contain any portion of Net Revenues which the Company has transferred from the Revenue Account after the above disbursements have been satisfied. Money in the General Fund shall be applied by the Company firstly to satisfy any deficiencies in amounts deposited to the Debt Service Funds, Series Reserve Accounts in the Debt Service Reserve Fund, the Operating and Maintenance Reserve Fund, the Construction Fund and the Renewal and Replacement Fund. Thereafter, money in the General Fund and the accounts therein may be applied by the Company or 407 ETR for any lawful purpose of the Company or 407 ETR, including payments on Subordinated Debt or distributions to shareholders of the Company, subject to the certain restrictions on such payments and distributions.

The Debt Service Funds, the Debt Service Reserve Fund and the Construction Fund are each segregated accounts held in trust by the Trustee and applied by the Trustee in accordance with the provisions of the Indenture. The Operation and Maintenance Reserve Fund, the Revenue Account, the General Fund, the Renewal and Replacement Fund and the Cash Reserve Account are invested in Qualified Investments and are under the control of the Company or 407 ETR but are subject to the terms of the Indenture and a security interest in favour of the Trustee on behalf of the Bondholders.

#### **Additional Indebtedness Covenant**

There is no limit on the aggregate amount of Additional Indebtedness which may be secured under the Indenture. However, the Company will not be permitted to issue any Additional Indebtedness secured under the Indenture unless the Company meets the following conditions (subject to certain exceptions for Refunding Bonds and Subordinated Bonds):

- (a) no Event of Default has occurred and is continuing under the Indenture or any Supplemental Indenture;
- (b) the amounts held in any fund required to be maintained by the Company or 407 ETR under the Indenture or any Supplemental Indenture are at least equal to the amounts required to be kept in such funds on the date the Additional Indebtedness exists; and
- (c) the Company has delivered to the Trustee written confirmation from each Rating Agency which has a current rating on any outstanding Bonds that no Adverse Ratings Effect will occur as a consequence of the creation, issuance or assumption of any Additional Indebtedness. For the purposes of the Indenture, "Adverse Ratings Effect" means, at any time, the withdrawal or reduction by any Rating Agency which, at such time, has a current rating on any of the then outstanding Senior Bonds or Junior Bonds which are Obligation Bonds, below the then current rating of such outstanding Obligation Bonds. However, all Bonds issued in 2010 or after are not entitled to this provision.

In addition, in order to issue any Additional Indebtedness, other than Additional Indebtedness under Subordinated Bonds, Refunding Bonds or Completion Bonds, the Company must satisfy certain financial coverage tests, based on either projected Net Revenues over the next five Fiscal Years or actual Net Revenues (as defined below under "— Indenture Terms Glossary") for any 12-month period during the most recently completed 18-month period. To demonstrate that such financial tests are met, the Company must deliver to the Trustee either:

- (a) a certificate from the Consultant (as defined below under "— Indenture Terms Glossary") certifying that the estimated Revenues (as defined below under "— Indenture Terms Glossary") and Net Revenues based on reasonable and prudent projections, assumptions and hypotheses, shall be sufficient to permit the Company to comply with the Rate Covenant (as defined below under "— Rate Covenant") in the then current Fiscal Year and in each of the following five Fiscal Years, assuming that the full amount of the Additional Indebtedness is outstanding at all times and assuming that paragraph (b) of the Rate Covenant provides as follows:
  - (i) in the case of the issue of Additional Indebtedness which is Senior Debt (as defined below under "— Indenture Terms Glossary"), Net Revenues in each Fiscal Year will be at least equal to (x) 145% of the Annual Senior Debt Service (as defined below under "— Indenture Terms Glossary") with respect to that Fiscal Year; and (y) 130% of the Annual Junior Debt Service (as defined below under "— Indenture Terms Glossary") with respect to that Fiscal Year; and

- (ii) in the case of the issue of Additional Indebtedness which is Junior Debt, Net Revenues in each Fiscal Year will be at least equal to 130% of the Annual Junior Debt Service with respect to that Fiscal Year; or
- (b) an Officers' Certificate certifying that Net Revenues during any consecutive 12-month period during the most recently completed 18-month period, assuming that the full amount of the Additional Indebtedness had been incurred at the beginning of the most recently completed 18-month period and was outstanding at all times during such 18-month period, was not less than:
- (i) in the case of the issue of Additional Indebtedness which is Senior Debt, (x) 135% of the Annual Senior Debt Service with respect to that Fiscal Year; and (y) 120% of the Annual Junior Debt Service with respect to that Fiscal Year; and
  - (ii) in the case of the issue of Additional Indebtedness which is Junior Debt, 120% of the Annual Junior Debt Service with respect to that fiscal year.

The specified amount in the certificate issued by the Consultant as described above upon the first issue by the Company of Bonds evidencing or securing Additional Indebtedness (other than Refunding Bonds, Completion Bonds or Subordinated Bonds) shall be Certified Indebtedness, which certificate may be replaced from time to time at the request of the Company, and such certificate shall indicate that the Company will be able to comply with the requirements for the issuance of such a certificate if it has outstanding such specified amount of Indebtedness. For the purposes of the Indenture, "Certified Indebtedness" means, at any time, the aggregate amount of Indebtedness which the Consultant has certified may be incurred by the Company, 407 ETR and any other Subsidiaries and secured under the Indenture, whether or not the Company, 407 ETR or any other Subsidiary has incurred such amount. Once the Consultant has determined the amount of such permitted Certified Indebtedness, the Company may borrow and re-borrow or otherwise secure liabilities within this limit, including, without limitation, Obligation Bonds and pursuant to borrowings under bank credit facilities and commercial paper, medium term note programs and liabilities in respect of letters of credit and derivatives; provided, however, that any determination of Certified Indebtedness may not be relied upon after 12 months from the date of such determination. If the Company requires greater financing capacity for such purposes, it must obtain a new certificate from the Consultant and deliver to the Trustee an Officer's Certificate of the Company confirming that it may incur such Additional Indebtedness for such greater amount. In preparing all certificates required to be delivered from time to time, the Consultant will assume that the full amount of Certified Indebtedness is outstanding at all times.

#### **Rate Covenant**

The Company and 407 ETR shall establish and at all times maintain tolls, rentals, rates, fees, charges and interest on unpaid tolls, fees and charges, in connection with the use of Highway 407 ETR and the toll system and for services rendered by the Company, 407 ETR and any other Subsidiaries in connection with Highway 407 ETR (the "Rate Covenant") so that:

- (a) Revenues in each Fiscal Year together with any net proceeds from the issue of equity securities and Subordinated Debt in such Fiscal Year will be at least sufficient to make:
  - (i) all required debt service payments (other than capitalized interest and sums otherwise provided for) and deposits in Funds and Reserve Funds in such Fiscal Year with respect to any of the outstanding Indebtedness, any Subordinated Debt and any general obligations issued by the Company, 407 ETR and any other Subsidiary; and
  - (ii) all other payments required to be made by the Company, 407 ETR and any other Subsidiary in the ordinary course of their respective businesses, including payment of all Operating and Maintenance Expenses or payments required in such Fiscal Year under any Capital Lease Obligations and Purchase Money Obligations and payments on Subordinated Debt; and
- (b) Net Revenues together with any net proceeds from the issue of equity securities and Subordinated Debt in each Fiscal Year will be at least equal to (A) 125% of the Annual Senior Debt Service with respect to that Fiscal Year; and (B) 115% of the Annual Debt Service with respect to that fiscal year.

Notwithstanding the above, 407 ETR shall not be obligated to increase any tolls, rentals, rates, fees, charges or interest on unpaid tolls, fees and charges in connection with the use of Highway 407 ETR if either the Company or 407 ETR provides the Trustee with a written opinion of the Highway Consultant that such increase would reasonably be expected to result in a net decrease in aggregate toll revenues because of decreases in traffic volumes or if such increase would not be permitted under the Project Agreements or any applicable law.

In the event that Revenues or Net Revenues for any full Fiscal Year are less than the amount specified above, but the Company and 407 ETR have promptly taken, prior to or during the next succeeding Fiscal Year (to the extent 407 ETR is permitted to do so by the Province under the CGLA and the other Project Agreements), all lawful measures to revise the schedule of tolls, rentals, rates, fees and charges as required, such deficiency in Revenues or Net Revenues, as the case may be, shall not constitute an Event of Default under the provisions of the Indenture.

#### **Additional Covenants**

In addition to covenants contained in any Supplemental Indenture, and the Additional Indebtedness Covenant and the Rate Covenant (both described above), the following covenants apply to the Company, 407 ETR and any other Subsidiary:

- (a) All Bonds shall be secured by a guarantee given by 407 ETR to the Trustee under the Indenture and the security therefore.
- (b) The Company shall pay, or cause to be paid, the principal and interest and premium, if any, due in respect of all obligations secured under the Indenture in accordance with their terms on a timely basis.
- (c) The Company shall not, nor shall it allow 407 ETR or any other Subsidiary to, declare or pay any dividend or other distribution on its issued shares or purchase, redeem or otherwise retire any of its issued shares, warrants or any other options or rights to acquire its shares or make any payments in respect of Subordinated Debt other than dividends or other distributions to the Company, 407 ETR or another Subsidiary and Permitted Distributions.
- (d) Neither the Company nor 407 ETR will, nor will the Company allow any Subsidiary to, enter into any Swap Agreement, or any other similar agreement except pursuant to a Swap Agreement for the purpose of hedging Indebtedness or Operating and Maintenance Expenses.
- (e) The Company and 407 ETR will, and the Company will cause each other Subsidiary to, maintain insurance coverage for Highway 407 ETR, the Project, the Project Lands, and any Development Project and operations of the Company, 407 ETR and any other Subsidiary, customarily held by similar companies engaged in the same or similar business.
- (f) Each of the Company and 407 ETR shall at all times maintain an office in Toronto for the administration of the Bonds pursuant to the terms of the Indenture.
- (g) The Company will and will cause 407 ETR and any other Subsidiary to carry on business in a proper, efficient, prudent and businesslike manner and to keep proper books of record and account in accordance with generally accepted accounting principles.
- (h) The Company will promptly notify the Trustee of the occurrence of any Default or Event of Default and of any other event, circumstance or matter (other than general economic conditions applicable to the Company or 407 ETR) which may reasonably be expected to have a material adverse effect on the ability of the Company or 407 ETR or any other Subsidiary to perform any material obligation under the Indenture, the CGLA or any other material agreement.
- (i) Neither the Company nor 407 ETR will, nor will the Company allow any Subsidiary to, create any Guarantee (other than 407 ETR Guarantee or a Subsidiary Guarantee of the obligations of the Company under the Bonds and the Indenture or a guarantee of the Company with respect to any Subordinated Debt), or make or maintain any investment in, a person that is not a Subsidiary (or will not as a result of such investment become a Subsidiary) unless:

- (a) the aggregate of such guarantees and investments amounts to less than 5% of the Company's accumulated surplus on a consolidated basis for the Company and its Subsidiaries indicated in its most recent audited financial statements; and
  - (b) no Default or Event of Default exists or would exist as a result thereof.
- (j) The Company, 407 ETR and any other Subsidiary may deal with its assets in the ordinary course of business, provided that neither the Company nor 407 ETR shall, nor will the Company permit any Subsidiary to, sell, lease, license or otherwise dispose of any material portion of its property or assets unless:
- (a) on a pro forma basis, the Company would have complied with the Indenture and the Supplemental Indentures, including the Rate Covenant; and
  - (b) no Event of Default would occur as a result thereof.

Notwithstanding the foregoing, neither the Company nor 407 ETR will, nor permit any Subsidiary to, sell, lease, license or otherwise dispose of any of their respective interests in any portion of Highway 407 ETR, the Highway 407 ETR Lands, 407 ETR's interest in the CGLA, or its material rights under the Project Agreements other than as expressly contemplated under the Indenture.

- (k) Each of the Company and 407 ETR shall only carry on the business and activities which it is permitted by law to carry on directly or through a Subsidiary. Neither the Company nor 407 ETR shall, and the Company shall not permit any Subsidiary, to make any material change in its business. The sole business of the Company and 407 ETR (other than any business carried on by a Subsidiary) shall be the acquisition, operation, design, maintenance, development, repair, rehabilitation and management of Highway 407 ETR (and any expansions and extensions thereto), the toll system and the Project and the financing thereof and business ancillary thereto. 407 ETR shall not own any real or personal property which is not related to the Project. All of the business of the Company and 407 ETR directly related to the development, design, construction, operation, management, maintenance, rehabilitation and/or tolling of the Project shall be carried on by the Company directly or by 407 ETR directly.
- (l) 407 ETR shall comply with the terms of the CGLA and each of the Company and 407 ETR, to the extent that it is a party, shall comply with the terms of all other Project Agreements in all material respects. 407 ETR will not surrender the CGLA, voluntarily terminate, voluntarily forfeit or voluntarily cancel the CGLA or 407 ETR's interest in the CGLA, without the prior written consent of the Trustee (which shall be given only if authorized by an Extraordinary Resolution of the Bondholders).
- (m) Neither the Company nor 407 ETR will, without the consent of the Trustee (which shall be given only if authorized by an Extraordinary Resolution of the Bondholders), enter into an agreement with the Province which would:
- (i) result in a reduction in the term of the CGLA or diminish or reduce 407 ETR's interest in the CGLA or result in a reduction of toll revenue or impair the ability of 407 ETR to increase rates, tolls, fees or charges or other amounts affecting toll revenue;
  - (ii) cause an increase in the rent or other amounts payable by 407 ETR under the CGLA or amounts payable under any other Project Agreement unless the Company or 407 ETR receives an offsetting financial benefit of at least equal value;
  - (iii) amend or delete any provision of the CGLA or any other Project Agreement which would have a material adverse effect on the Company's ability to comply with the Rate Covenant; or
  - (iv) have a material adverse effect on the rights of the Trustee, as a leasehold mortgagee, under the CGLA or any other Project Agreement to appoint or maintain the appointment of a receiver to receive payment of all Revenues or to change the tolls, rates and charges imposed by 407 ETR on users of Highway 407 ETR.

- (n) 407 ETR will not make any amendment to the CGLA or any other Project Agreement unless, on a pro forma basis, the Company would have complied with the Indenture and the Supplemental Indentures, including the Rate Covenant.
- (o) The Company and 407 ETR will defend the leasehold estate created under the CGLA for the entire remainder of the term set forth therein against all and every person lawfully claiming or who may claim the same or a part thereof.
- (p) Neither the Company nor 407 ETR will enter into any leasehold mortgage other than with the Trustee or as otherwise permitted under the Indenture.
- (q) The Company and 407 ETR will ensure that any lien or encumbrance complies with the provisions of the CGLA.
- (r) 407 ETR will pay all monies payable pursuant to the CGLA as and when they become due and payable and will observe and perform all of the covenants of 407 ETR contained in the CGLA and in all other Project Agreements.
- (s) The Company will promptly give written notice to the Trustee of:
  - (i) the occurrence of any Concessionaire Default or Grantor Default (each as defined in the CGLA) or any allegation by the Province that a Concessionaire Default or any event which, with the giving of notice or lapse of time or both, would be a Concessionaire Default has occurred;
  - (ii) the occurrence of an event of force majeure (as defined in the CGLA) that could reasonably be expected to give rise to a termination pursuant to the CGLA;
  - (iii) the receipt by 407 ETR of any notice of non-compliance with any applicable law, the non-compliance with which could reasonably be expected to have a material adverse effect on its business, operations or finances or on the Project or the Security, or notice of any Delay Event (as defined in the CGLA);
  - (iv) the delivery by 407 ETR to the Province of any notice of any Discriminatory Action (as defined in the CGLA) or any Delay Event;
  - (v) the addition of any additional lands or deletion of any surplus lands from the grant of concession and ground lease under the CGLA; and
  - (vi) the receipt by 407 ETR or the Company of any bona fide notice of non-compliance with or default under any provision of any Project Agreement other than the CGLA.
- (t) The Company, 407 ETR and each Subsidiary shall comply in all material respects with all material agreements and neither the Company nor 407 ETR nor any Subsidiary will amend, terminate, waive or otherwise modify any provision of any material agreement, (except in limited situations).
- (u) The Company shall promptly give written notice to the Trustee of any event of default under or termination of any Material Agreement or Swap Agreement.
- (v) The Company and 407 ETR will at all times take such steps as may be necessary to ensure that the toll system performs satisfactorily in order to ensure that 407 ETR complies with all of the requirements of the CGLA.
- (w) Neither the Company nor 407 ETR shall and the Company shall not permit any Subsidiary to conduct non-arm's length transactions except at prices and on terms not less favourable to the Company, 407 ETR or any other Subsidiary, than those terms which could have been obtained in an arm's length transaction or with the consent of the Trustee upon approval by Extraordinary Resolution of the holders of the Senior Bonds.

- (x) Unless the Company and 407 ETR have amalgamated as permitted pursuant to the Indenture, the Company shall at all times own and control all of the issued and outstanding shares of 407 ETR and any outstanding rights, options or other securities capable of becoming a share of 407 ETR.
- (y) The Company and 407 ETR shall, and shall cause each other Subsidiary to, maintain in full force and effect all material industrial and intellectual property used in their respective businesses, including the Project and will ensure that all computer systems, hardware and software used in connection with the operation of the Project are free of any disabling codes or instructions and any virus or other contaminants that may cause material damage or disruption.

### Events of Default

In addition to any specific Events of Default created under any Supplemental Indenture which will apply to the related Series, the following shall constitute Events of Default in respect of all obligations secured under the Indenture:

- (a) failure to pay principal when due or interest within three days of becoming due on any obligation secured under the Indenture;
- (b) failure of the Company, 407 ETR or any Subsidiary to comply in a material respect with any covenant, agreement or condition contained in the Indenture, the Supplemental Indenture, the leasehold mortgage granted to the Trustee or, in the case of a Subsidiary, under a Subsidiary Guarantee and such failure continues for a period of 60 days after notice from the Trustee or such longer period as may be required to cure such default if not curable within such 60-day period, provided diligent efforts are made to remedy such default;
- (c) if the Company is required to take measures to comply with the Rate Covenant and fails to take all lawful measures to revise its tolls, rates, rentals, fees and charges for the use of the Highway as necessary to increase its Net Revenues and, thereafter, the Net Revenues are less than that required by paragraph (b) of the Rate Covenant in the next succeeding Fiscal Year;
- (d) if proceedings are commenced for the dissolution, liquidation or winding-up of the Company, 407 ETR or any other Subsidiary or for the suspension of its respective operations unless such proceedings are being actively and diligently contested by the Company, 407 ETR or any other Subsidiary or such a transaction is permitted under the Indenture;
- (e) if proceedings are commenced for the appointment of a receiver or trustee for the Company, 407 ETR or any other Subsidiary and any such receivership or trusteeship remains un-discharged for a period of 60 days;
- (f) if the Company, 407 ETR or any other Subsidiary becomes bankrupt or is adjudged to be bankrupt;
- (g) the making by the Company, 407 ETR or any other Subsidiary of an assignment for the benefit of its creditors, or if the Company, 407 ETR or any other Subsidiary petitions or applies to any court or tribunal for the appointment of a receiver or trustee for itself or for any substantial part of its property, or commences any proceeding relating to itself under any bankruptcy, insolvency, reorganization, arrangement or readjustment of debt law or statute of any jurisdiction whether now or hereafter in effect, or by any act indicates its consent to, approval of or acquiescence in any such proceeding;
- (h) if so provided in a Supplemental Indenture authorizing Pledged Bonds, if at any time such Pledged Bonds secure Indebtedness in an aggregate principal amount exceeding the Threshold Amount specified in such supplemental Indenture and the Company has failed to pay such Indebtedness at maturity (whether by acceleration or otherwise), or within any applicable period of grace, and payment under the Pledged Bonds is demanded (see "Description of Capital Structure - Existing Indebtedness");
- (i) a default by the Company, 407 ETR or any other Subsidiary under any other Indebtedness provided in a principal amount of more than \$50 million and the lender has accelerated or demanded payment of such Indebtedness; provided however, that no such failure shall constitute an Event of Default if the Company, 407 ETR or such Subsidiary is contesting such failure and has deposited in trust with the Trustee an amount in cash or qualified investments equal to the amount at issue;

- (j) the Company fails to deliver the financial statements required under the Indenture and such failure continues for a period of 15 days after written notice by the Trustee;
- (k) the Company fails or refuses to make or cause to be made, or defaults in, the deposit of any Revenues of the Company, 407 ETR or any other Subsidiary to the Revenue Account as required under the Indenture;
- (l) the Trustee has received notice that the Province has given to 407 ETR notice of the Province's intention to terminate the CGLA or stop the progress of the construction work and/or close any or all portions of Highway 407 ETR as a result of a Concessionaire Default and 407 ETR is not disputing the right of the Province to take such action;
- (m) the CGLA has been terminated or 407 ETR's interest in the CGLA has been terminated;
- (n) a final judgment or order, or series of judgments or orders, whether or not related (but subject to no further right of appeal), is rendered against the Company, 407 ETR or any other Subsidiary for the payment of money in the aggregate in excess of \$25 million and either:
  - (i) enforcement proceedings have commenced and have not been stayed, or
  - (ii) there is any period of 30 consecutive days during which a stay of enforcement of the judgment or order is not in effect; or
- (o) if the obligations of the Company or 407 ETR under the Indenture or any Supplemental Indenture or under the leasehold mortgage in favour of the Trustee shall cease to constitute the legal, valid and binding obligations of the Company or 407 ETR or shall cease to be in full force and effect or the Company or 407 ETR shall have contested the validity of the Indenture, any Supplemental Indenture or the leasehold mortgage or denied that it has any liability there under or the lien created by the Indenture ceases to create a valid and enforceable security interest in the collateral.

## Remedies

Upon the occurrence of an uncured Event of Default which remains uncured, other than an event of default (an "Acceleration Event of Default") under clauses (g), (h) or (m) above, or under clauses (e) or (f) above and a court or tribunal of competent jurisdiction adjudges the Company or 407 ETR bankrupt or under any item above designated as an "Acceleration Event of Default" under any Supplemental Indenture, all Bonds outstanding under the Indenture will not be accelerated but, instead, will become due in accordance with their terms and revenues and amounts in any Fund or Reserve Fund, the balance from time to time in the Revenue Account and monies received or collected by the Trustee, the Company or 407 ETR which are subject to the Security shall be applied as follows:

- (a) the balances in each Fund and Reserve Fund (other than balances in any Series Reserve Fund) described under clauses (b), (c) and (d) below shall first be applied pro rata to the payment of the Trustee's expenses incurred in the performance of its duties under the Indenture or any Supplemental Indenture;
- (b) the balance in each Sinking Fund Reserve shall be applied to the repayment of principal due in respect of the Bonds of the related Series;
- (c) the balance in any Series Reserve Account in the Debt Service Reserve Account of each Series shall be applied firstly to the payment of interest and secondly, to the payment of principal on the Bonds (or Indebtedness secured by Bonds) of the related Series;
- (d) the balance in the Debt Service Funds shall be applied firstly to the payment of interest on Senior Debt, secondly, to the payment of principal on Senior Debt, thirdly, to the payment of interest on Junior Debt, and fourthly, to the payment of principal on Junior Debt;

- (e) any balance in the Operating and Maintenance Reserve Fund shall be applied to the payment of Operating and Maintenance Expenses or any other expenses associated with the safe ongoing operation of Highway 407 ETR and to comply with any applicable legislation;
- (f) any balance in any Construction Fund or Renewal and Replacement Fund shall be applied to the payment of any required construction, replacement, or renewal for which the fund was created; and
- (g) monies in the Revenues Account will be applied in the following order:
  - (i) to the payment of any expenses incurred by the Trustee in the performance of its duties under the Indenture;
  - (ii) to the payment of Operating and Maintenance Expenses or any other expenses associated with the safe ongoing operation of Highway 407 ETR and to comply with any applicable legislation then due;
  - (iii) at the discretion of the Trustee, to the payment of all Liens ranking in priority to the security given under the Indenture;
  - (iv) to the payment of overdue interest and then interest due in respect of any Bonds evidencing or securing any Senior Debt;
  - (v) to the payment of principal due in respect of any Bonds evidencing or securing any Senior Debt;
  - (vi) to the payment of overdue interest and then interest due in respect of any Bonds evidencing or securing any Junior Debt;
  - (vii) to the payment of principal due in respect of any Bonds evidencing or securing any Junior Debt;
  - (viii) to make payments from the Revenue Account as described above under “– Flow of Funds” as if no Event of Default had occurred but excluding any payments to the General Fund;
  - (ix) to fund any deficiency in the amount required to be maintained in each Series Reserve Account in the Debt Service Reserve Fund;
  - (x) to the payment of all other amounts owing to the holders of Senior Bonds;
  - (xi) to the payment of all other amounts owing to the holders of Junior Bonds;
  - (xii) to the payment of overdue interest and then interest due and payable in respect of any Bonds evidencing or securing Subordinated Debt;
  - (xiii) to the payment of principal due in respect of any Bonds evidencing or securing any Subordinated Debt;
  - (xiv) to the payment of all other amounts owing to the holders of Subordinated Bonds; and
  - (xv) lastly, to the payment of interest, principal, and premiums in respect of any other Indebtedness.

Upon the occurrence of an Acceleration Event of Default, the holders of the Senior Bonds may, by Extraordinary Resolution of the holders of Senior Bonds (or, if applicable, in the case of an Acceleration Event of Default pursuant to clause (h) under “– Events of Default” (a “Threshold Event of Default”), by Extraordinary Resolution of the holders of the Series of Pledged Bonds in respect of which the Threshold Event of Default has arisen), declare the Bonds of all Classes immediately due and payable and instruct the Trustee to take such legal action or proceedings as it deems expedient, including enforcement of the Security and the exercise of any rights of foreclosure or sale under the leasehold mortgage given by 407 ETR to the Trustee; provided, however, that if the Acceleration Event of Default which has occurred is a Threshold Event of Default, then, notwithstanding the foregoing, the exercise of any rights of foreclosure or sale under the leasehold mortgage given by 407 ETR to the Trustee, the Indenture or otherwise and any right, including, without limitation, the right of foreclosure or sale of the shares or convertible debentures of 407 ETR pledged by the Company, shall be limited to the same extent, if any, as limited in the terms set forth in agreements or instruments governing the Indebtedness collaterally secured by the Series of Pledged Bonds in respect of which such Threshold Event of Default arises.

Upon the occurrence of an Event of Default which remains uncured, the Security shall become immediately enforceable (excluding certain foreclosure or sale rights) and the Trustee may, in its discretion, and shall upon receipt of a Bondholders' Request (or, if applicable, in the case of a Threshold Event of Default, by an Extraordinary Resolution of the holders of the Series of Pledged Bonds in respect of which such Threshold Event of Default has arisen) proceed to protect and enforce its rights and the rights of the Bondholders under the Indenture, all Supplemental Indentures, any Subsidiary Guarantee and the leasehold mortgage given by 407 ETR to the Trustee (but excluding the exercise of any rights of foreclosure or sale under the leasehold mortgage, the Indenture or otherwise and excluding any right of foreclosure or sale of the shares or convertible debentures of 407 ETR pledged by the Company, unless an Acceleration Event of Default has occurred) by such appropriate private or judicial proceedings as the Trustee shall deem most effectual to protect and enforce such rights.

An Event of Default, other than a Threshold Event of Default, may be waived by Extraordinary Resolution of the holders of Senior Bonds. A Threshold Event of Default may be waived by the holders of Senior Bonds by a Threshold Waiver Resolution (as described under "— Meeting of Bondholders") unless such Threshold Event of Default has been continuing for a period of not less than 12 months, or such shorter or longer period as may be specified in the Supplemental Indenture providing for such Threshold Event of Default, in which event the Threshold Event of Default may only be waived by Extraordinary Resolution of the holders of the Series of Pledged Bonds in respect of which such Threshold Event of Default has arisen.

### **Defeasance**

The Indenture provides that the Company may deposit with the Trustee as trust funds in trust, specifically pledged as security for and dedicated solely to the benefit of the holders of any Series or Class of Bonds, money or non-callable obligations in Canadian or United States dollars and which are obligations of, or unconditionally guaranteed by, (i) the Government of Canada or the United States of America or, (ii) provided such obligations have a rating of not less than A low or the equivalent rating from a Rating Agency, the government of any province of Canada, and which, through the scheduled payment of principal and interest in the case of government obligations (without reinvestment) provide money in an amount sufficient (and in the currency of and not later than the due date of any payment on the relevant Bonds) to pay and discharge when due the principal of, premium, if any, and interest on such Bonds and irrevocably direct the Trustee to apply such money and/or proceeds of such government obligations to such payments with respect to such Bonds. In such case, the Company and its Subsidiaries shall be discharged and released from all of their obligations to the holders of such Bonds and any security in respect of such Bonds (other than the money and government obligations deposited with the Trustee to defease such Bonds) shall be released and the sole right of the holders of such Bonds shall be to receive, from such trust fund established to defease such Bonds, payments in respect of the principal of, premium, if any, and interest on such Bonds when such payments are due.

### **Meeting of Bondholders**

The Trustee may hold a meeting of the Bondholders (a "Bondholders Meeting") at any time provided that notice of at least 15 days and not more than 60 days is provided to the Bondholders. The Company, by delivery of a Written Request to the Trustee, and the Bondholders, by delivery of a Bondholders' Request, may also require the Trustee to hold a Bondholders Meeting. Voting at a Bondholders Meeting shall be conducted by polling with each Bondholder entitled to one vote for every \$1,000 of Voting Amount in respect of Outstanding Obligation Bonds of which it is the holder and one vote in respect of every \$1,000 of Voting Amount in respect of Indebtedness collaterally secured by Outstanding Pledged Bonds of which it is the holder.

Quorum for a Bondholders Meeting is 50% (or 80% in the case of a meeting to consider a Threshold Waiver Resolution and 90% in the case of a meeting to consider a Special Bondholders' Resolution) of the aggregate Voting Amount in respect of Outstanding Bonds of each Class or Series of Bonds for which the meeting has been called. If no quorum is achieved at the meeting of the Bondholders, then the meeting shall either be (i) terminated if such meeting was convened by Bondholders' Request, or (ii) adjourned for a period of seven days after which the meeting shall be reconvened without a threshold quorum requirement, except in the case of a Bondholders Meeting to consider an Extraordinary Resolution, a Threshold Waiver Resolution or Special Bondholders' Resolution, in which case the original quorum requirements apply. If, at such further adjourned meeting to consider a Threshold Waiver Resolution or a Special Bondholders' Resolution a quorum is still not present, such meeting may be further adjourned to such date, time and place as the Company may select and of which not less than 10 days' notice shall be given. At such further adjourned meeting to consider a Threshold Waiver Resolution, a quorum shall consist of Bondholders present in person or by proxy and representing not less than 67% of the Voting Amount of the Senior Bonds or the Series of Senior Bonds for which the meeting has been called. At such further adjourned meeting to consider a Special Bondholders' Resolution, a quorum shall consist of Bondholders present in person or by proxy and

representing not less than 67% of the Voting Amount of the Series, Class or Classes of Bonds for which the meeting has been called.

In the case of a Threshold Waiver Resolution, such resolution shall be effective if the holders of Outstanding Senior Bonds representing not less than 67% of the Voting Amount of the Senior Bonds, or the Series of Senior Bonds for which the meeting has been called vote in favour of such Threshold Waiver Resolution and the holders of not more than 20% of the Voting Amount of the Senior Bonds, or the Series of Senior Bonds vote against such Threshold Waiver Resolution. In the case of a Special Bondholders' Resolution, such resolution shall be effective if the holders of Outstanding Senior Bonds representing not less than 67% of the Voting Amount of the Series, Class or Classes of Bonds for which the meeting has been called vote in favour of such Special Bondholders' Resolution and the holders of not more than 5% of the Voting Amount of the Senior Bonds, or the Series of Senior Bonds for which the meeting has been called, vote against such Special Bondholders' Resolution.

The Bondholders, by Extraordinary Resolution, generally may sanction the amendment or modification of the Indenture or any Supplemental Indenture as well as direct the Trustee to waive any Event of Default or exercise or refrain from exercising any power under the Indenture. A Special Bondholders' Resolution is required in order to amend or otherwise vary, among other things, certain defined terms, sections and provisions in the Indenture, any power exercisable by a written direction of a Bondholder, the Security and any other security granted to the Trustee by the Company (other than Security provided or granted for the benefit of one Series or one Class only) or the *pari passu* ranking of each Series of Bonds within a Class. Also, notwithstanding any provision of the Indenture, certain amendments or waivers, including amendments or waivers reducing the principal of, changing the fixed maturity of or altering the redemption provisions for any Bond or reducing the rate of, or changing the time for, payment of interest on any Bond will not be effective as against a Bondholder unless such Bondholder has consented to such amendments or waivers. All actions that may be taken and all powers that may be exercised by the Bondholders by Extraordinary Resolution, Threshold Waiver Resolution, or Special Bondholders' Resolution may also be taken and exercised by an instrument in writing which is signed by the requisite number of Bondholders so as to comply with the requirements under the Indenture for Extraordinary Resolutions, Threshold Waiver Resolution, and Special Bondholders' Resolutions.

#### **Indenture Terms Glossary**

For the purposes of the Indenture the following terms have the following meanings:

"Annual Debt Service" for any Fiscal Year means the amount scheduled to become due and payable on the Indebtedness during such Fiscal Year as (a) interest or fees, plus (b) principal, plus (c) mandatory sinking fund payments or redemptions. For the purpose of calculating Annual Debt Service, the following assumptions shall be used:

- (i) all principal payments and mandatory sinking fund redemptions or payments shall be made as and when the same shall become due except that all Indebtedness which, by its terms is payable in full in a single instalment on maturity and does not provide for either principal amortization or sinking fund payments prior to its maturity date will be amortized on a level debt service basis over a period of 30 years commencing when the interest on such Indebtedness is expensed in accordance with generally accepted accounting principles and using the interest rate in effect from time to time on such Indebtedness (using the assumptions set out in paragraphs (ii) and (iii) below where appropriate); provided, however, that there will be no amortization of Indebtedness under Swap Agreements secured by Pledged Bonds and there shall be no amortization of Indebtedness under any revolving operating lines of credit secured by Pledged Bonds to the extent that such Indebtedness does not exceed \$500 million;
- (ii) outstanding variable rate Indebtedness shall be deemed to bear interest during any period after the date of calculation at a fixed annual rate equal to the average of actual annual rates on such Indebtedness for each day during the immediately preceding one-year period or at the effective annual rate thereon as a result of any related Swap Agreement;
- (iii) variable rate Indebtedness proposed to be issued shall be deemed to bear interest at a fixed annual rate equal to the estimated initial rate or rates thereon as set forth in a certificate of two investment dealers selected by the Company dated within 30 days prior to the delivery of such obligations or at the effective rate fixed thereon as a result of any related Swap Agreement;

- (iv) capitalized interest on any Indebtedness (but only to the extent that such interest, if not capitalized, would be scheduled to be due and payable during the relevant Fiscal Year) and accrued interest paid on the date of initial delivery thereof shall be excluded from the calculation of Annual Debt Service, provided that interest may only be capitalized for such period of time as may be permitted under generally accepted accounting principles; and
- (v) any payments due in non-Canadian currency will be converted into Canadian currency based upon currency swaps or hedges to the extent applicable thereto and otherwise based upon the Equivalent Amount.

“Annual Junior Debt Service” means the amount of Annual Debt Service calculated as if only Junior Debt and any other Indebtedness ranking *pari passu* with or in priority to the Junior Debt was outstanding and no Subordinated Debt was outstanding.

“Annual Senior Debt Service” means the amount of Annual Debt Service calculated as if only Senior Debt and any other Indebtedness ranking *pari passu* with the Senior Debt was outstanding, and no Junior Debt or Subordinated Debt was outstanding.

“Bondholders’ Request” means an instrument requesting the Trustee to take or refrain from taking some action or proceeding specified therein, signed in one or more counterparts by the holder or holders of Senior Bonds representing not less than 10% of the Voting Amount of all Senior Bonds then Outstanding, or for the purposes of a Bondholders’ Request given in connection with the occurrence of an Event of Default, by the holder or holders of Senior Bonds representing not less than 50% of the Voting Amount of the Senior Bonds then Outstanding plus \$1.00, or such lesser percentage as may be provided in any Supplemental Indenture related to a Series of Senior Bonds; provided that if no Senior Bonds are Outstanding, the term “Bondholders’ Request” shall mean an instrument requesting the Trustee to take or refrain from taking some action or proceeding specified therein, signed in one or more counterparts by the holder or holders of Junior Bonds representing not less than 25% of the Voting Amount of all Junior Bonds then Outstanding, or for the purposes of a Bondholders’ Request given in connection with the occurrence of an Event of Default, by the holder or holders of Junior Bonds representing not less than 50% of the Voting Amount of the Junior Bonds then Outstanding plus \$1.00, or such lesser percentage as may be provided in any Supplemental Indenture related to a Series of Junior Bonds, and if no Senior Bonds or Junior Bonds are Outstanding, the term “Bondholders’ Request” shall mean an instrument requesting the Trustee to take or refrain from taking some action or proceeding specified therein, signed in one or more counterparts by the holder or holders of Subordinated Bonds representing not less than 25% of the Voting Amount of all Subordinated Bonds then Outstanding, or for the purposes of a Bondholders’ Request given in connection with the occurrence of an Event of Default, by the holder or holders of Subordinated Bonds representing not less than 50% of the Voting Amount of the Subordinated Bonds then Outstanding plus \$1.00, or such lesser percentage as may be provided in any Supplemental Indenture related to a Series of Subordinated Bonds.

“Consultant” means the Highway Consultant which, in providing any reports, opinions or certificates required to be provided by the Consultant, may rely on the Consulting Engineer and any independent nationally recognized accounting firms or consulting firms with other special areas of expertise and on Operating and Maintenance Expense Projections prepared by the Company or 407 ETR.

“Extraordinary Resolution” means a resolution in writing or certified by the Trustee as duly passed at a meeting (including an adjourned meeting) of the Bondholders, or Class or Series of Bondholders, as the case may be, affected by the subject matter of the resolution, duly convened for the purposes and passed by the holder or holders of Outstanding Bonds of the Series or the Class or Classes affected by the subject matter of the resolution and entitled to vote thereon representing not less than 50% of the Voting Amount of the Bonds of such series, class or classes then Outstanding, and, if so provided in any Supplemental Indenture related to a Series, passed by the holder or holders of Bonds of that Series then Outstanding satisfying the requirements of the relevant Supplemental Indenture, which resolution is in full force and effect on the date of such certification. Unless the resolution relates solely to the terms of payment of a Series or a Class or Classes or the Security or Funds available solely for such Series or such Class or such Classes, the subject matter of the resolution shall be presumed to affect the holders of all Outstanding Bonds.

“Highway Consultant” means an independent firm or firms at arm’s length with the Company, with knowledge, experience and having North American recognition in the field of advising the management of toll roads as to the planning, development, financing, operation and management of toll roads, selected and employed by the Company or 407 ETR from time to time. The Company has from time to time engaged Halcrow Fox to certify Net Revenue projections regarding Additional Indebtedness and Rate Covenant compliance.

“Net Revenues” means, for any Fiscal Year, the Revenues of the Company, 407 ETR and any other Subsidiary less Operating and Maintenance Expenses, all determined in accordance with generally accepted accounting principles on a consolidated basis for the Company, 407 ETR and such other Subsidiaries.

“Operating and Maintenance Expenses” means, for any Fiscal Year, the costs incurred by the Company, 407 ETR and any other Subsidiaries in operating and maintaining Highway 407 ETR during such Fiscal Year in accordance with generally accepted accounting principles; provided, however, that Operating and Maintenance Expenses shall not include: (a) Annual Debt Service; (b) any allowance for amortization, depreciation or obsolescence of the assets owned or used in connection with the Project; (c) any extraordinary items arising from the early extinguishment of Indebtedness; (d) any costs or charges for capital additions, acquisitions, replacements, betterments, extensions or improvements which, under generally accepted accounting principles, are properly charged to the capital account or the reserve for amortization or depreciation; (e) any losses from the sale, abandonment, reclassification, revaluation or other disposition of any assets in accordance with this Indenture; and (f) amounts payable out of the Construction Fund in respect of Construction Work or Other Construction Work. Operating and Maintenance Expenses for any Fiscal Year shall include (i) amounts due and payable under the CGLA and other Project Agreements in respect of such Fiscal Year other than as set out above; (ii) amounts paid as taxes in respect of such Fiscal Year (excluding, for certainty, any deferred taxes not yet payable); and (iii) the amount of contributions made and other amounts paid by the Company, 407 ETR or the Subsidiaries to or in respect of pension plans maintained for its employees and former employees and premiums and other amounts paid by the Company, 407 ETR or any other Subsidiaries in respect of any insurance plans maintained for their employees or former employees.

“Revenues” means, for any Fiscal Year, all revenues, payments (including Swap Receipts ), fees, charges, rents, grants and all other income of any nature, including interest and other investment income earned on monies held under the Indenture and on other funds of the Company, 407 ETR or any other Subsidiary (other than the Construction Fund and the General Fund), toll revenues, any licence fees paid to the Company, 407 ETR or any other Subsidiary, any advisory, management or consulting fees or charges and any proceeds of business interruption insurance and any other insurance proceeds which are deemed to be revenues from Highway 407 ETR in accordance with generally accepted accounting principles, all of which shall be determined on a consolidated basis for the Company, 407 ETR and the other Subsidiaries but excluding (i) other non-toll revenues charged by or on behalf of 407 ETR in connection with the Project, (ii) proceeds of expropriations, and (iii) proceeds of sales of any portion of the Project Lands.

“Special Bondholders’ Resolution” means a resolution in writing or certified by the Trustee as duly passed at a meeting (including an adjourned meeting) of the Bondholders or Class or Series of Bondholders, as the case may be, affected by the subject matter of the resolution, duly convened and passed by the holder or holders of Outstanding Bonds of the Series or the Class or Classes affected by the subject matter of the resolution representing not less than 90% of the Voting Amount of the Bonds of such Series, Class or Classes then Outstanding, and, if so provided in any Supplemental Indenture related to a Series, passed by the holder or holders of such other percentage of the Voting Amount of the Bonds of that Series then Outstanding satisfying the requirements of the relevant Supplemental Indenture, which resolution is in full force and effect on the date of such certification. Unless the resolution relates solely to the terms of payment of a Series or a Class or Classes or the Security or Funds available solely for such Series or such Class or such Classes, the subject matter of the resolution shall be presumed to affect the holders of all Outstanding Bonds.

## SCHEDULE E - EXISTING INDEBTEDNESS

### July 1999 Bonds

In July 1999, the Company issued \$400,000,000 principal amount of 6.05% Senior Bonds, Series 99-A1, due July 27, 2009, \$400,000,000 principal amount of 6.47% Senior Bonds, Series 99-A2, due July 27, 2029, and \$300,000,000 principal amount of 6.75% Senior Bonds, Series 99-A3, due July 27, 2039 (collectively, the **July 1999 Bonds**) pursuant to the Indenture and a supplemental indenture (**Fifth Supplemental Indenture**) dated July 20, 1999 among the Company, 407 ETR and the Trustee. The aggregate cash proceeds from the sale of the July 1999 Bonds (after underwriting and issue costs) were \$583.7 million, of which approximately \$52.8 million were used to fund the initial deposits required to be made under the Series Reserve Accounts for the July 1999 Bonds and approximately \$530.9 million were used to repay indebtedness under the Senior Bridge Credit Agreement. The July 1999 Bonds are Obligation Bonds and each Series thereof is redeemable in whole or in part at the option of the Company.

The Series 99-A1 Bonds matured in 2009. The Series 99-A2 Bonds were issued at a discount to their principal amount and bear interest at an annual rate of 6.05% and 6.47%, respectively, payable semi-annually on January 27 and July 27 of each year until

maturity, commencing January 27, 2000. The Series 99-A3 Bonds were issued at a discount to their principal amount. Cash interest was paid on the Series 99-A3 Bonds commencing January 27, 2005. Thereafter, the Series 99-A3 Bonds will bear interest at an annual rate of 6.75%, payable semi-annually in arrears on January 27 and July 27 of each year, commencing January 27, 2005. The Series 99-A3 Bonds are amortizing bonds, repayable in scheduled instalments of principal payable on January 27 and July 27 of each year until maturity, commencing January 27, 2005.

The foregoing summary describes certain provisions of the Fifth Supplemental Indenture but does not purport to be complete and is subject to and qualified by reference to the Fifth Supplemental Indenture and the July 1999 Bonds.

### **August 1999 Bonds**

In August 1999, the Company completed a private placement of \$162,500,000 principal amount of 5.328% Real Return Senior Bonds, Series 99-A6, due December 1, 2026 and \$162,500,000 principal amount of 5.328% Real Return Senior Bonds, Series 99-A7, due December 1, 2031 (collectively, the **Real Return Bonds**), pursuant to the Indenture and a supplemental indenture (**Sixth Supplemental Indenture**) dated August 20, 1999 among the Company, 407 ETR and the Trustee. The aggregate cash proceeds from the sale of the Real Return Bonds, which were issued to a single purchaser, were \$499.4 million (after payment of agency fees and issue costs), of which approximately \$43.6 million were used to fund the initial deposits required to be made under the Series Reserve Accounts for the Real Return Bonds and approximately \$455.8 million were used to repay indebtedness. The Real Return Bonds are Obligation Bonds and each Series thereof is redeemable in whole or in part at the option of the Company.

On March 25, 2002, the Company and the holders of each series of Real Return Bonds agreed (i) to extend the period of time during which interest would not be paid on each such series of Real Return Bonds for an additional five year period to June 1, 2009, and thereafter, each such series of Real Return Bonds will bear interest at an annual rate of 5.328%, subject to adjustment, calculated and payable semi-annually on June 1 and December 1 of each year, commencing December 1, 2009; and (ii) to increase the principal and face amount of each such series of Real Return Bonds by an aggregate amount of \$45,800,000. Such amendments to the Real Return Bonds were affected pursuant to the Indenture and a supplemental indenture (**Amended and Restated Sixth Supplemental Indenture**) dated for reference as of August 20, 1999 between the Company, 407 ETR and the Trustee, which amended and restated the Sixth Supplemental Indenture. The interest payable on the Real Return Bonds will be adjusted for inflation or deflation based on changes in the CPI for Canada in the manner described in the Amended and Restated Sixth Supplemental Indenture.

The Company has established a special Series Reserve Fund for the Real Return Bonds referred to as the "Excess Inflation Reserve Account". This Reserve Account is in addition to the Series Reserve Accounts which were established and funded at the time of issue of the Real Return Bonds. The Company will be required to fund the Excess Inflation Reserve Account by the aggregate amount, if such amount is a positive amount, of the Series Excess Inflation Reserve Amount for each Series of the Real Return Bonds. The Series Excess Inflation Reserve Amount for each Series of the Real Return Bonds on any date is the amount (which may be positive or negative) equal to (i) the aggregate outstanding principal amount of such Series on such date multiplied by a fraction, the numerator of which is equal to the reference CPI on such date and the denominator of which is the reference CPI on the date of issue of such Series, minus (ii) the Threshold Level for such Series on such date. The Threshold Level for each Series is an initial amount (which is greater than the principal amount for each Series of Real Return Bonds) which increases by the amount equal to the product of such initial amount and a "Threshold Growth Rate" for inflation applicable to such Series. Therefore, funding of the Excess Inflation Reserve Account generally occurs if inflation exceeds such Threshold Growth Rate as reflected in the then applicable CPI. Amounts in the Excess Inflation Reserve Account will be paid to the holders of the Series of the Real Return Bonds on the redemption or maturity date thereof, in each case in accordance with the provisions of the Amended and Restated Sixth Supplemental Indenture.

The foregoing summary describes certain provisions of the Amended and Restated Sixth Supplemental Indenture but does not purport to be complete and is subject to and is qualified by reference to the Amended and Restated Sixth Supplemental Indenture and the Real Return Bonds.

### **March 2000 Bonds**

In March 2000, the Company issued \$325,000,000 principal amount of 5.29% Amortizing Real Return Replacement Senior Bonds, Series 00-A2, due December 1, 2039 (**Replacement Bonds**). The Replacement Bonds were issued to replace 5.29% Amortizing Real Return Replaceable Senior Bonds, Series 00-A1, due December 1, 2039 of the Company in the aggregate

principal amount of \$325,000,000 (**Replaceable Bonds**). The Replaceable Bonds were issued by the Company on a private placement basis in February 2000.

Both the Replacement Bonds and the Replaceable Bonds were issued pursuant to the Indenture and a supplemental indenture dated February 2, 2000 among the Company, 407 ETR and the Trustee (**Ninth Supplemental Indenture**). The Replaceable Bonds were issued at a discount to the principal amount. The aggregate cash proceeds from the sale of the Replaceable Bonds, which were issued to twelve initial purchasers, were approximately \$248.7 million (after payment of underwriters' fees and issue costs), which approximately \$20.5 million were used to fund the initial deposits required to be made under the Series Reserve Account for the Replaceable Bonds and approximately \$228.2 million were used to repay indebtedness. The Replaceable Bonds were, and the Replacement Bonds are, Obligation Bonds, and the Replacement Bonds are redeemable in whole or in part at the option of the Company.

No cash interest will accrue on the Replacement Bonds prior to December 1, 2004. Thereafter, interest will accrue at a rate of 5.29% per annum subject to adjustment and will be payable semi-annually in arrears on June 1 and December 1 of each year until maturity, commencing June 1, 2005. These bonds are amortizing bonds repayable in scheduled payments consisting of instalments of principal and, if applicable, Inflation Compensation (defined below), with the initial payment due June 1, 2005 and subsequent payments being payable on June 1 and December 1 of each year until maturity. "Inflation Compensation" means the amount equal to the difference between (a) the principal outstanding on the bonds, multiplied by the Index Ratio, and (b) the principal outstanding on the bonds. The Index Ratio for any date is defined as the ratio of the reference CPI applicable to such date divided by the reference CPI applicable to the original date of issue of the Replaceable Bonds. During this period, bondholders will receive a blended payment consisting of principal, Inflation Compensation and interest payments payable on the bonds. The blended payment is subject to adjustment in certain circumstances and is calculated by multiplying a semi-annual payment amount of \$31.5191, subject to adjustment per \$1,000 bond (representing principal and interest) by the Index Ratio at the relevant payment date. The Index Ratio for any date is defined as the ratio of the reference CPI applicable to such date divided by the reference CPI applicable to the original date of issue of the Replaceable Bonds.

The foregoing summary describes certain provisions of the Ninth Supplemental Indenture but does not purport to be complete and is subject to and is qualified by reference to the Ninth Supplemental Indenture and the Replacement Bonds.

### **July 2000 Bonds**

In July 2000, the Company issued \$165,000,000 principal amount of 7.00% Junior Bonds, Series 00-B1, due July 26, 2010 (**July 2000 Bonds**) extendible at the option (**Extension Option**) of the holder to July 26, 2040 (**Final Maturity Date**) with the July 2000 Bonds bearing interest at an increased annual rate of 7.125% pursuant to the Indenture and a supplemental indenture dated July 26, 2000 among the Company, 407 ETR and the Trustee (**Fourteenth Supplemental Indenture**). The aggregate cash proceeds from the sale of the July 2000 Bonds (after underwriting and issue costs) were \$162.7 million, which were used as to approximately \$149.5 million to repay the remaining outstanding indebtedness under the Junior Term Credit Agreement and as to approximately \$13.2 million to fund the initial deposits required to be made to the Series Reserve Account for the July 2000 Bonds with any excess proceeds applied in accordance with the terms and conditions of the Indenture. The July 2000 Bonds are Obligation Bonds and are redeemable in whole or in part at the option of the Company at any time after July 26, 2010 (**Initial Maturity Date**).

With the exception of one bond holder who elected to be paid \$46,000 at the Initial Maturity Date, holders of the July 2000 Bonds exercised the Extension Option. As such, \$164,954,000 principal amount of 7.125% Junior Bonds, Series 00-B1 were extended to the Final Maturity Date.

The holders of the July 2000 Bonds will have the right to exercise remedies pursuant to the provisions of the Indenture following the occurrence of an Event of Default or an Acceleration Event of Default regardless of whether holders of the Senior Bonds have taken any action to enforce their rights and remedies provided that (i) the Company has failed or refused to make or defaulted in the payment of principal and interest due and owing on the July 2000 Bonds and such default has continued for 18 months; and (ii) the Event of Default or Acceleration Event of Default (other than an Event of Default arising solely as a result of a payment default with respect to principal or interest due and owing on the July 2000 Bonds) shall not have been waived by the holders of Senior Bonds. In addition to the covenants in the Indenture, the Fourteenth Supplemental Indenture prohibits the issue of any additional Junior Debt by the Company prior to the Initial Maturity Date.

The July 2000 Bonds were issued at a discount to their principal amount and bear interest at an annual rate of 7.00% from the date of issue until the Initial Maturity Date and at an annual rate of 7.125% from the Initial Maturity Date until the Final Maturity

Date in respect of those July 2000 Bonds that have been extended, payable semi-annually on January 26 and July 26 of each year until maturity, commencing January 26, 2001.

The foregoing summary describes certain provisions of the Fourteenth Supplemental Indenture but does not purport to be complete and is subject to and is qualified by reference to the Fourteenth Supplemental Indenture and the July 2000 Bonds.

#### **December 2004 Notes**

In December 2004, the Company issued \$162,274,002 principal amount of Senior Medium-Term Notes, Series 04-A2 due July 27, 2039 (**December 2004 Indexed Notes**) pursuant to the Indenture and the Nineteenth Supplemental Indenture. The aggregate cash proceeds from the sale of the December 2004 Indexed Notes (after agency commissions and issue costs) were approximately \$160.5 million, and approximately \$5.3 million of such proceeds were used as to fund the initial deposits required to be made under the Series Reserve Account for the December 2004 Indexed Notes in the Debt Service Reserve Fund and approximately \$155.2 million were used to fund the redemption of the Company's Series 99 A-8 Senior Bonds on December 30, 2004. The December 2004 Indexed Notes are direct obligations of the Company and are redeemable in whole or in part at the option of the Company.

The December 2004 Indexed Notes were issued at par and bear interest at an annual rate of 3.276%, subject to adjustment as determined by an increase, if any, in the CPI. The Company will make semi-annual payments to the holders of the December 2004 Indexed Notes (**Payment**) on January 27 and July 27 of each year (**Payment Date**) until maturity, commencing January 27, 2005. The Payment will be the product of \$13 million and the percentage increase, if any, in the CPI from December 3, 2004 until the Payment Date. The Payment on each Payment Date will be applied in respect of interest and principal, together with all other amounts owing in respect of the December 2004 Indexed Notes as follows provided that no payment of any such amount in respect of the December 2004 Indexed Notes shall be made by the Company, in the event that the Payment on any Payment Date is equal to \$0.00:

1. firstly, as a compensation payment to the holders of the December 2004 Indexed Notes, the amount, if any, that the Payment exceeds the sum of: (i) all interest payable in respect of the December 2004 Indexed Notes as described in clauses (2) and (3) immediately below; and (ii) the amount equal to the aggregate amount of principal repaid in respect of the December 2004 Indexed Notes as set forth in clause (4) immediately below;
2. secondly, to the payment of interest in respect of the December 2004 Indexed Notes due for the period from and including the previous Payment Date to, but excluding, the Payment Date in respect of which the Payment is being made;
3. thirdly, to the payment of interest accrued and unpaid in respect of the December 2004 Indexed Notes for the period(s) from and including the previous Payment Date(s) to, but excluding, the Payment Date in respect of which the Payment is being made; and
4. fourthly, to the repayment of principal in respect of the December 2004 Indexed Notes provided that, at any time, the aggregate amount of principal repaid in respect of the December 2004 Indexed Notes pursuant to the application of Payments shall not exceed the aggregate amount of the scheduled repayments of principal in respect of the December 2004 Indexed Notes for all Payment Dates prior to the subject Payment Date after giving effect to the Payment on such Payment Date.

In December 2004, the Company issued \$340,000,000 principal amount of 5.96% Senior Medium-Term Notes, Series 04-A3 due December 3, 2035 (**December 2004 Nominal Notes**) pursuant to the Indenture and the Nineteenth Supplemental Indenture. The aggregate cash proceeds from the sale of the December 2004 Nominal Notes (after agency commissions and issue costs) were approximately \$338.1 million, and approximately \$40.5 million of such proceeds were used to fund four semi-annual interest payments on the December 2004 Nominal Notes through the Prepaid Interest Reserve Account for the December 2004 Nominal Notes, approximately \$24.5 million were used to fund the initial deposits required to be made under the Series Reserve

Account for the December 2004 Nominal Notes, approximately \$268.7 million were used to fund the redemption of the October 1999 Bonds on December 30, 2004 and approximately \$4.4 million were used to finance the Company's general operating, capital and funding requirements. The December 2004 Nominal Notes are direct obligations of the Company and are redeemable in whole or in part at the option of the Company.

The December 2004 Nominal Notes were issued at a discount to their principal amount and bear interest at an annual rate of 5.96%, payable semi-annually on June 3 and December 3 of each year until maturity, commencing June 3, 2005.

#### **February 2006 Notes**

In February 2006, the Company issued \$480,000,000 principal amount of 5.75% Subordinated Medium-Term Notes, Series 06-D1 due February 14, 2036 (**February 2006 Subordinated Notes**) pursuant to the Indenture and the Twentieth Supplemental Indenture. The aggregate cash proceeds from the sale of the February 2006 Subordinated Notes (after agency commissions and issue costs) were approximately \$477.0 million, and such proceeds were used as to approximately \$475.0 million to repay the indebtedness represented by the Company's Series 03-D1 Subordinated Medium-Term Notes, and as to approximately \$2.0 million to the Company's General Fund to finance the Company's general operating, capital and funding requirements. The February 2006 Subordinated Notes are direct obligations of the Company and are redeemable in whole or in part at the option of the Company.

The February 2006 Subordinated Notes were issued at a discount to their principal amount and bear interest at an annual rate of 5.75%, payable semi-annually on February 14 and August 14 of each year until maturity, commencing August 14, 2006.

#### **November 2011 Notes**

In November 2011, the Company issued \$350,000,000 principal amount of 4.45% Senior Medium-Term Notes, Series 11-A1 due November 15, 2041 (**November 2011 Notes**) pursuant to the Indenture and the Twenty Seventh Supplemental Indenture. The aggregate cash proceeds from the sale of the November 2011 Notes (after agency commissions) were approximately \$347.8 million, and such proceeds were used (i) to repay \$300,000,000 principal amount of the Company's Senior Series 09-A1 Notes on December 19, 2011, (ii) to fund the initial deposit of \$21,249,392 required to be made to the Series Reserve Account in the Debt Service Fund for the November 2011 Notes, and (iii) for general corporate purposes. The November 2011 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The November 2011 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.45%, payable semi-annually on May 15 and November 15 of each year until maturity, commencing May 15, 2012.

#### **April 2012 Notes**

In April 2012, the Company issued \$400,000,000 principal amount of 4.19% Senior Medium-Term Notes, Series 12-A1 due April 25, 2042 (**April 2012 Notes**) pursuant to the Indenture and the Twenty Seventh Supplemental Indenture. The aggregate cash proceeds from the sale of the April 2012 Notes (after agency commissions) were approximately \$397.5 million, and such proceeds were used (i) to repay \$200,000,000 principal amount of the Company's Senior Series 09-A2 Notes on May 25, 2012, (ii) to fund the initial deposit of \$23,546,766 required to be made to the Series Reserve Account in the Debt Service Fund for the April 2012 Notes, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders. The April 2012 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The April 2012 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.19%, payable semi-annually on October 25 and April 25 of each year until maturity, commencing October 25, 2012.

#### **September 2012 Notes**

In September 2012, the Company issued \$200,000,000 principal amount of 3.98% Senior Medium-Term Notes, Series 12-A2 due September 11, 2052 (**September 2012 Notes**) pursuant to the Indenture and a Supplemental Indenture dated as at August 3, 2012 among the Company, 407 ETR and the Trustee (**Twenty Eighth Supplemental Indenture**). The aggregate cash proceeds from the sale of the September 2012 Notes (after agency commissions) were approximately \$198.7 million, and such proceeds

were used (i) to fund the initial deposit of \$11,479,342 required to be made to the Series Reserve Account in the Debt Service Fund for the September 2012 Notes, and (ii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders. The September 2012 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

In June 2013, the Company issued an additional \$200,000,000 principal amount of the September 2012 Notes. The aggregate cash proceeds from the sale of the additional September 2012 Notes (after agency commissions) were approximately \$197.3 million, and such proceeds, were used (i) to fund the initial deposit of \$11,479,342 required to be made to the Series Reserve Account in the Debt Service Fund for the additional September 2012 Notes, (ii) to repay \$106.3 million of the Company's Senior Bank Credit Facilities, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The September 2012 Notes are direct obligations of the Company and are redeemable in whole or in part at the option of the Company at any time.

The September 2012 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 3.98%, payable semi-annually on March 11 and September 11 of each year until maturity, commencing March 11, 2013.

#### **October 2013 Notes**

In October 2013, the Company issued \$200,000,000 principal amount of 4.68% Senior Medium-Term Notes, Series 13-A1 due October 7, 2053 (**October 2013 Notes**) pursuant to the Indenture and the Twenty Eighth Supplemental Indenture. The aggregate cash proceeds from the sale of the October 2013 Notes (after agency commissions) were approximately \$199.0 million, and such proceeds were used (i) to fund the initial deposit of \$12,473,640 required to be made to the Series Reserve Account in the Debt Service Fund for the October 2013 Notes, (ii) to repay \$118.1 million of the Company's Senior Bank Credit Facilities, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The October 2013 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The October 2013 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.68%, payable semi-annually on April 7 and October 7 of each year until maturity, commencing April 7, 2014.

#### **March 2015 Notes**

In March 2015, the Company issued \$150,000,000 principal amount of 3.30% Senior Medium-Term Notes, Series 15-A1 due March 27, 2045 (the "March 2015 Notes") pursuant to the Indenture and a Supplemental Indenture dated as at March 18, 2015 among the Company, 407 ETR and the Trustee (the "Thirty Sixth Supplemental Indenture"). The aggregate cash proceeds from the sale of the March 2015 Notes (after agency commissions) were approximately \$149.7 million, and such proceeds were used (i) to fund the initial deposit of \$7,914,817 required to be made to the Series Reserve Account in the Debt Service Fund for the March 2015 Notes, (ii) to repay \$140.0 million of the Company's Senior Bank Credit Facilities, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The March 2015 Notes are direct obligations of the Company and are redeemable in whole or in part at the option of the Company at any time.

The March 2015 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 3.30%, payable semi-annually, on March 27 and September 27 of each year, commencing September 27, 2015 until maturity.

#### **May 2015 Notes**

In May 2015, the Company issued \$500,000,000 principal amount of 3.83% Senior Medium-Term Notes, Series 15-A2 due May 11, 2046 (**May 2015 Notes**) pursuant to the Indenture and the Thirty Sixth Supplemental Indenture. The aggregate cash proceeds from the sale of the May 2015 Notes (after agency commissions) were approximately \$499.2 million, and such proceeds were used (i) to fund the initial deposit of \$28,178,982 required to be made to the Series Reserve Account in the Debt Service Fund for the May 2015 Notes, (ii) to repay, in part, \$500,000,000 principal amount of 3.88% Senior Bonds, Series 10-A1 on June 16, 2015, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The May 2015 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The May 2015 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 3.83%, payable semi-annually, on May 11 and November 11 of each year, commencing November 11, 2015 until maturity

#### **May 2016 Notes**

In May 2016, the Company issued \$500,000,000 principal amount of 3.60% Senior Medium-Term Notes, Series 16-A1 due May 21, 2047 (**May 2016 Notes**) pursuant to the Indenture and the Thirty Sixth Supplemental Indenture. The aggregate cash proceeds from the sale of the May 2016 Notes (after agency commissions) were approximately \$499.4 million, and such proceeds were used (i) to fund the initial deposit of \$27,391,966 required to be made to the Series Reserve Account in the Debt Service Fund for the May 2016 Notes, (ii) to repay, in part, \$465,000,000 principal amount of the Company's Senior Bank Credit Facilities, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The May 2016 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The May 2016 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 3.60%, payable semi-annually, on May 21 and November 21 of each year, commencing November 21, 2016 until maturity.

#### **November 2016 Notes**

In November 2016, the Company issued \$350,000,000 principal amount of 2.43% Senior Medium-Term Notes, Series 16-A2 due May 4, 2027 (**November 2016 Notes**) pursuant to the Indenture and the Thirty Sixth Supplemental Indenture. The aggregate cash proceeds from the sale of the November 2016 Notes (after agency commissions) were approximately \$348.5 million, and such proceeds were used (i) to fund the initial deposit of \$16,499,025 required to be made to the Series Reserve Account in the Debt Service Fund for the November 2016 Notes, (ii) to repay approximately \$289,000,000 Real Return Senior Bonds, Series 99-A4 on December 1, 2016, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The November 2016 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The November 2016 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 2.43%, payable semi-annually, on May 4 and November 4 of each year, commencing May 4, 2017 until maturity.

#### **March 2017 Notes**

In March 2017, the Company issued \$250,000,000 principal amount of 3.43% Senior Medium-Term Notes, Series 17-A1 due June 1, 2033 (**March 2017 Notes**) pursuant to the Indenture and the Forty-First Supplemental Indenture. The aggregate cash proceeds from the sale of the March 2017 Notes (after agency commissions) were approximately \$248.5 million, and such proceeds were used (i) to fund the initial deposit of \$13,408,818 required to be made to the Series Reserve Account in the Debt Service Fund for the March 2017 Notes, (ii) to repay, in part, \$235,000,000 principal amount of the Company's Senior Bank Credit Facilities, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders.

The March 2017 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The March 2017 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 3.43%, payable semi-annually, on June 1 and December 1 of each year, commencing June 1, 2017 (short first coupon) until maturity.

#### **September 2017 Notes**

In September 2017, the Company issued \$500,000,000 principal amount of 3.65% Senior Medium-Term Notes, Series 17-A2 due September 8, 2044 (**September 2017 Senior Notes**) pursuant to the Indenture and the Forty-First Supplemental Indenture. The aggregate cash proceeds from the sale of the September 2017 Senior Notes (after agency commissions) were

approximately \$496.3 million, and such proceeds were used (i) to repay, in part, \$430,000,000 principal amount of the Company's Senior Bank Credit Facilities, (ii) to fund the initial deposit of \$27,562,085 required to be made to the Series Reserve Account in the Debt Service Fund for the September 2017 Senior Notes, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders. The September 2017 Senior Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The September 2017 Senior Notes were issued at a discount to their principal amount and bear interest at an annual rate of 3.65%, payable semi-annually on March 8 and September 8 of each year until maturity, commencing March 8, 2018.

#### **May 2018 Notes**

In May 2018, the Company issued \$500,000,000 principal amount of 3.72% Senior Medium-Term Notes, Series 18-A1 due May 11, 2048 (**May 2018 Notes**) pursuant to the Indenture and the Forty-First Supplemental Indenture. The aggregate cash proceeds from the sale of the May 2018 Notes (after agency commissions) were approximately \$497.5 million, and such proceeds were used (i) to repay \$422,000,000 principal amount of the Company's Senior Bank Credit Facilities, (ii) to fund the initial deposit of \$27,801,161 required to the Series Reserve Account in the Debt Service Fund for the May 2018 Notes, and (iii) for general corporate purposes, including to fund operating and capital expenditures, and to pay interest to bondholders. The May 2018 Notes are direct obligations of the Company and are redeemable, in whole or in part, at the option of the Company at any time.

The May 2018 Notes were issued at par and bear interest at an annual rate of 3.72%, payable semi-annually on May 11 and November 11 of each year until maturity, commencing November 11, 2018.

#### **March 2019 Notes**

In March 2019, the Company issued \$300,000,000 principal amount of 3.14% Senior Medium-Term Notes, Series 19-A1 due March 6, 2030 and issued \$500,000,000 principal amount of 3.67% Senior Medium-Term Notes, Series 19-A2 due March 8, 2049 (**March 2019 Notes**) pursuant to the Indenture and the Forty-Second Supplemental Indenture. The aggregate cash proceeds from the sale of the March 2019 Notes (after agency commissions) were approximately \$795.4 million and such proceeds were used (i) to repay, in part, \$300,000,000 principal amount of 4.99% Senior Bonds, Series 10-A2 due June 16, 2020, (ii) to repay \$60,000,000 principal amount of the Company's Senior Bank Credit Facilities, (iii) to fund the initial deposit of \$43,141,840.05 required to be made to the Series Reserve Account in the Debt Service Fund for the March 2019 Notes, and (iv) for general corporate purposes, including to fund operating and capital expenditures and to pay interest to bondholders.

Senior Medium-Term Notes, Series 19-A1 were issued at a discount to their principal amount and bear interest at an annual rate of 3.14%, payable semi-annually on March 6 and September 6 of each year until maturity, commencing September 6, 2019.

Senior Medium-Term Notes, Series 19-A2 were issued at a discount to their principal amount and bear interest at an annual rate of 3.67%, payable semi-annually on March 8 and September 8 of each year until maturity, commencing September 8, 2019.

#### **March 2020 Notes**

In March 2020, the Company issued \$700,000,000 principal amount of 2.84% Senior Medium-Term Notes, Series 20-A1 due March 7, 2050 (**March 2020 Notes**) pursuant to the Indenture and the Forty-Second Supplemental Indenture. The aggregate cash proceeds from the sale of the March 2020 Notes (after agency commissions) were approximately \$699.0 million and such proceeds were used (i) to repay \$135,000,000 outstanding under the Company's Senior Bank Credit Facilities, (ii) to fund the initial deposit of \$34,823,724.09 required to be made to the Series Reserve Account in the Debt Service Fund for the March 2020 Notes, and (iii) for general corporate purposes, including to fund operating and capital expenditures and to pay interest to bondholders.

Senior Medium-Term Notes, Series 20-A1 were issued at a discount to their principal amount and bear interest at an annual rate of 2.84%, payable semi-annually on March 7 and September 7 of each year until maturity, commencing September 7, 2020.

#### **May 2020 Notes**

In May 2020, the Company issued \$350,000,000 principal amount of 1.80% Senior Medium-Term Notes, Series 20-A2 due May 22, 2025 and \$400,000,000 principal amount of 2.59% Senior Medium-Term Notes, Series 20-A3 due May 25, 2032 (**May 2020 Notes**) pursuant to the Indenture and the Forty-Third Supplemental Indenture. The aggregate cash proceeds from the sale of

the May 2020 Notes (after agency commissions) were approximately \$749.7 million and such proceeds were used (i) to repay, in part, \$400,000,000 principal amount of 4.30% Senior Bonds, Series 10-A3 due May 26, 2021, (ii) to repay \$208,300,000 principal amount of 5.328% Senior Bonds, Series 99-A5 due December 1, 2021, (iii) to fund the initial deposit of \$34,409,427.12 required to be made to the Series Reserve Account in the Debt Service Fund for the May 2020 Notes, and (iv) for general corporate purposes, including to fund operating and capital expenditures and to pay interest to bondholders.

Senior Medium-Term Notes, Series 20-A2 matured on May 22, 2025.

Senior Medium-Term Notes, Series 20-A3 were issued at a discount to their principal amount and bear interest at an annual rate of 2.59%, payable semi-annually on May 25 and November 25 of each year until maturity, commencing November 25, 2020.

### **September 2022 Notes**

In September 2022, the Company issued \$350,000,000 principal amount of 4.22% Subordinated Medium-Term Notes, Series 22-D1 due February 14, 2028 and \$325,000,000 principal amount of 4.45% Subordinated Medium-Term Notes, Series 22-D2 due August 14, 2031 (**September 2022 Subordinated Notes**) pursuant to the Indenture and the Forty-Fourth Supplemental Indenture. The aggregate cash proceeds from the sale of the September 2022 Subordinated Notes (after agency commissions) were approximately \$672.3 million and such proceeds were used (i) to repay, \$300,000,000 principal amount of 2.47% Subordinated Bonds, Series 17-D1 due September 8, 2022 and (ii) for general corporate purposes, including to fund operating and capital expenditures and to pay interest to bondholders.

Subordinated Medium-Term Notes, Series 22-D1 were issued at a discount to their principal amount and bear interest at an annual rate of 4.22%, payable semi-annually on February 14 and August 14 of each year until maturity, commencing February 14, 2023.

Subordinated Medium-Term Notes, Series 22-D2 were issued at a discount to their principal amount and bear interest at an annual rate of 4.45%, payable semi-annually on February 14 and August 14 of each year until maturity, commencing February 14, 2023.

### **July 2023 Notes**

In July 2023, the Company issued \$500,000,000 principal amount of 4.86% Senior Medium-Term Notes, Series 23-A1 due July 31, 2053 (**July 2023 Notes**) pursuant to the Indenture and the Forty-Fifth Supplemental Indenture. The aggregate cash proceeds from the sale of the July 2023 Notes (after agency commissions) were approximately \$496.9 million and such proceeds were used (i) to fund the initial deposit of \$31,839,348.29 required to be made to the Series Reserve Account in the Debt Service Fund for the July 2023 Notes, and (ii) for general corporate purposes, including to fund operating and capital expenditures and to pay interest to bondholders.

The July 2023 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.86%, payable semi-annually on January 31 and July 31 of each year until maturity, commencing January 31, 2024.

### **April 2024 Notes**

In April 2024, the Company issued \$250,000,000 principal amount of 4.89% Senior Medium-Term Notes, Series 24-A1 due April 4, 2054 (**April 2024 Notes**) pursuant to the Indenture and the Forty-Sixth Supplemental Indenture. The aggregate cash proceeds from the sale of the April 2024 Notes (after agency commissions) were approximately \$248.4 million and such proceeds were used, in part, to repay (i) \$250,000,000 principal amount of 3.35% Senior Bonds, Series 14-A1 due May 16, 2024, and (ii) fund the initial deposit of \$15,974,589.22 required to be made to the Series Reserve Account in the Debt Service Fund for the April 2024 Notes.

The April 2024 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.89%, payable semi-annually on April 4 and October 4 of each year until maturity, commencing October 4, 2024.

### **October 2024 Notes**

In October 2024, the Company issued \$500,000,000 principal amount of 4.54% Senior Medium-Term Notes, Series 24-A2 due October 9, 2054 (**October 2024 Notes**) pursuant to the Indenture and the Forty-Sixth Supplemental Indenture. The aggregate

cash proceeds from the sale of the October 2024 Notes (after agency commissions) were approximately \$497.0 million and such proceeds were used (i) to fund the initial deposit of \$30,678,934.88 required to be made to the Series Reserve Account in the Debt Service Fund for the October 2024 Notes, and (ii) for general corporate purposes, including to fund operating and capital expenditures to pay interest to bondholders.

The October 2024 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.54%, payable semi-annually on April and October 9 of each year until maturity, commencing April 9, 2025.

### **March 2025 Notes**

In March 2025, the Company issued \$350,000,000 principal amount of 4.45% Senior Medium-Term Notes, Series 25-A1 due September 11, 2052 (**March 2025 Notes**) pursuant to the Indenture and the Forty-Sixth Supplemental Indenture. The aggregate cash proceeds from the sale of the March 2025 Notes after agency commissions were approximately \$347.8 million and such proceeds were used, in part, to repay (i) \$350,000,000 principal amount of 1.80% Senior Bonds, Series 20-A2 due May 22, 2025, and (ii) fund the initial deposit of \$21,249,392.36 required to be made to the Series Reserve Account in the Debt Service Fund for the March 2025 Notes.

The March 2025 Notes were issued at a discount to their principal amount and bear interest at an annual rate of 4.45%, payable semi-annually on March 11 and September 11 of each year until maturity, commencing September 11, 2025.

### **October 2025 Notes**

In October 2025, the Company issued \$300,000,000 principal amount of 4.81% Senior Medium-Term Notes, Series 25-A2 due October 3, 2055 and \$400,000,000 principal amount of 4.11% Senior Medium-Term Notes, Series 25-A3 due October 3, 2035 (**October 2025 Notes**) pursuant to the Indenture and the Forty-Sixth Supplemental Indenture. The aggregate cash proceeds from the sale of the October 2025 Notes (after agency commissions) were approximately \$696.5 million and such proceeds were used (i) repay \$400,000,000 owing under the Syndicated Credit Facility (ii) to fund the initial deposit of \$42,315,877.86 required to be made to the Series Reserve Account in the Debt Service Fund for the October 2025 Notes, and (iii) for general corporate purposes, including to fund operating and capital expenditures to pay interest to bondholders.

Senior Medium-Term Notes, Series 25-A2 were issued at a discount to their principal amount and bear interest at an annual rate of 4.81%, payable semi-annually on April 3 and October 3 of each year until maturity, commencing April 3, 2026.

Senior Medium-Term Notes, Series 25-A3 were issued at a discount to their principal amount and bear interest at an annual rate of 4.11%, payable semi-annually on April 3 and October 3 of each year until maturity, commencing April 3, 2026.

### **Senior Bank Credit Facility**

In September 2021, the Company entered into an amended credit agreement for a syndicated credit facility with four Canadian chartered banks in the principal amount of up to \$800.0 million (**Syndicated Credit Facility**). The Syndicated Credit Facility is a Sustainability Linked Loan (**SLL**), with three key performance indicators relating to GHG emissions reduction, Board diversity, and employee health and safety with related targets to be measured on an annual basis. The Company issued to the Canadian chartered banks senior pledged bonds with an aggregate principal amount of \$960.0 million, resulting in the indebtedness arising from the Syndicated Credit Facility being secured under the Indenture.

The Company may draw on the Syndicated Credit Facility until the maturity date. The Company may also repay a portion or all of the obligations owing under the Syndicated Credit Facility at any time during the remaining term.

The Syndicated Credit Facility will be used to refinance existing debt, fund future operating and capital expenditures, make interest and tax payments and for general corporate purposes. The obligations under the Syndicated Credit Facility rank *pari passu* with the senior debt of the Company.

The Syndicated Credit Facility bears interest at floating rates based, at the option of the Company, on the prime rate for Canadian dollar loans, and the Term Canadian Overnight Repo Rate Average (**CORRA**) advances, plus an applicable fixed margin. The Company paid an upfront fee in respect of the Syndicated Credit Facility and is also obligated to pay a commitment fee to the banks, calculated on the undrawn portion of the Syndicated Credit Facility.