

## **BY-LAW NO. 3**

*A By-Law amending By-Law No. 1 of the Corporation*

### **ATS CORPORATION** (the “Corporation”)

#### **SECTION 1.1 – INTRODUCTION.**

The purpose of this By-Law No. 3 of the Corporation (“**By-Law No. 3**”) is to amend By-Law No. 1 of the Corporation (“**By-Law No. 1**”) to remove the Canadian residency requirement of directors contained in Section 2.2 of By-Law No. 1 as it is no longer a requirement under the *Business Corporations Act* (Ontario). The Corporation and the board of directors of the Corporation (the “**Board**”) believe it is in the best interest of the Corporation to make such amendment.

#### **SECTION 1.2 – AMENDMENT.**

By-Law No. 1 is hereby amended as follows:

- A) Section 2.2 of By-law No. 1 is hereby deleted in its entirety and replaced with the following:

“No person shall be qualified for election as a director if that person: (a) is less than 18 years of age; (b) has been found under the *Substitute Decisions Act*, 1992 (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere; (c) is not an individual; or (d) has the status of a bankrupt. A director need not be a shareholder.”

#### **SECTION 1.3 – INTERPRETATION.**

All references to “ATS Automation Tooling Systems Inc.” and the “Corporation” in By-Law No. 1 and By-Law No. 2 of the Corporation shall mean ATS Corporation.

#### **SECTION 1.4 – EFFECTIVE DATE.**

This By-Law No. 3 was adopted by the Board on March 1, 2023 and shall become effective upon such date until the confirmation or rejection by the shareholders of the Corporation. If this By-Law No. 3 is confirmed by the shareholders of the Corporation, it shall continue in effect in the form in which it was so confirmed.

This By-Law No. 3 was confirmed by the shareholders of the Corporation on August 10, 2023.