



### Special Resolution

At the Special General Meeting, members will be asked to vote on the following special resolution (the Special Resolution).

"BE IT RESOLVED as a special resolution that:

1. (a) ABCU Credit Union Ltd. (ABCU) is authorized to apply to the appropriate officials or regulators, including the Minister of Finance (Alberta) and the Minister of Finance (Canada), to continue as a federal credit union under the *Bank Act* (Canada) (the Continuance) for purposes of immediately amalgamating (the Amalgamation) with Innovation Federal Credit Union (Innovation), all in accordance with and subject to the terms and conditions set forth in the amalgamation agreement between ABCU and Innovation dated May 8, 2025, included as Schedule A to [the voting information package] accompanying the notice of this meeting, as the same may be modified or amended in accordance with its terms, (the Amalgamation Agreement); and  
  
(b) the Amalgamation Agreement and all transactions contemplated therein, including the Continuance and the Amalgamation in accordance with and subject to the terms and conditions set forth therein, are hereby authorized, approved and adopted.
2. Any director or officer of ABCU is authorized and directed, for and on behalf of ABCU, to do, or cause to be done, all such acts and things and to execute and deliver, or cause to be delivered, such other applications, documents, agreements, certificates, undertakings and statements, as any such director or officer may deem necessary or desirable in order to carry out this resolution and the transaction contemplated hereby, the authority for the execution of such documents, agreements, certificates, undertakings and statements, and the doing of such other acts or things, to be conclusively evidenced thereby.
3. All actions previously taken by any directors, officers, employees or agents of ABCU in connection with the Continuance or the Amalgamation are approved, ratified and confirmed effective as at the date such action was first taken.
4. Notwithstanding that this resolution has been passed by the ABCU members, the directors of ABCU are hereby authorized and empowered, at their discretion, without further notice to or approval of the members, but subject to the terms of the Amalgamation Agreement, not to proceed with the Continuance and the Amalgamation."

The Special Resolution must be approved by a majority of at least 2/3 of the votes cast by or on behalf of its members who cast valid votes on that resolution at the Special General Meeting. The *Credit Union Act* (Alberta) and our by-laws require a quorum for the Special General Meeting of at least 75 members present.

The Board of Directors of ABCU recommends that our members vote in favor of the Special Resolution.