NORTHLAND POWER INC.

ANNUAL INFORMATION FORM

For the year ended December 31, 2025

February 25, 2026

Table of Contents

INTRODUCTION AND USE OF DEFINED TERMS

All capitalized terms used in this Annual Information Form (**"Annual Information Form"** or **"AIF"**) for Northland Power Inc. (**"Northland"**, the **"Company"** or **"we"**) have the meanings assigned to them under the heading "Glossary of Terms", unless otherwise defined. All currency amounts in this AIF are in Canadian dollars unless otherwise indicated. Unless otherwise noted, the information contained in this AIF is given as at or for the year ended December 31, 2025.

FORWARD-LOOKING STATEMENTS

*This AIF contains statements that constitute "forward-looking information" within the meaning of applicable securities laws (**"forward-looking statements"**) that are provided for the purpose of presenting information about management's current expectations and plans. Readers are cautioned that such statements may not be appropriate for other purposes. Northland's actual results could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, the events anticipated by the forward-looking statements may or may not transpire or occur. Forward-looking statements include statements that are not historical facts and are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects," "anticipates," "plans," "predicts," "believes," "estimates," "intends," "targets," "projects," "forecasts" or negative versions thereof and other similar expressions or future or conditional verbs such as "may," "will," "should," "would" and "could". These statements may include, without limitation, statements regarding future Adjusted EBITDA and Free Cash Flow, including respective per share amounts, dividend payments and dividend payout ratios, the implementation, timing and anticipated benefits of Northland's new strategic plan, the timing for and attainment of the Hai Long and Baltic Power offshore wind projects, Jurassic BESS battery energy storage project and other growth activity and the anticipated contributions therefrom to Adjusted EBITDA and Free Cash Flow, the expected generating capacity of certain projects, guidance, anticipated dates of commercial operations, forecasts as to overall project costs, the completion of construction, acquisitions, dispositions, whether partial or full, investments or financings and the timing thereof, the timing for and attainment of financial close and commercial operations for each project, the potential for future production from project pipelines, cost and output of development projects, the all-in interest cost for debt financing, the impact of currency and interest rate hedges, Northland's anticipated credit rating, litigation claims, future funding requirements, and the future operations, business, financial condition, financial results, priorities, ongoing objectives, strategies and the outlook of Northland, its subsidiaries and joint ventures.*

These statements are based upon certain material factors or assumptions that were applied in developing the forward-looking statements, including the design specifications of development projects, the provisions of contracts to which Northland or a subsidiary is a party, management's current plans and its perception of historical trends, current conditions and expected future developments, the ability to obtain necessary approvals, satisfy any closing conditions, satisfy any project finance lender conditions to closing sell-downs or obtain adequate financing regarding contemplated construction, acquisitions, dispositions, investments or financings, as well as other factors, estimates and assumptions that are believed to be appropriate in the circumstances. Although these forward-looking statements are based upon management's current reasonable expectations and assumptions, they are subject to numerous risks and uncertainties. Some of the factors that could cause results or events to differ from current expectations include, but are not limited to, risks associated with further regulatory and policy changes which could impair current guidance and expected returns, risks associated with merchant pool pricing and revenues, risks associated with sales contracts, Northland's ability to execute on its growth strategy, the emergence of widespread health emergencies or pandemics, Northland's reliance on the performance of its offshore wind facilities at Gemini, Nordsee One and Deutsche Bucht for over 50% of its Adjusted EBITDA, counterparty and joint venture risks, contractual operating performance, variability of sales from generating facilities powered by intermittent renewable resources, wind and solar resource risk, unplanned maintenance risk, offshore wind concentration, natural gas and power market risks, commodity price risks, operational risks, recovery of utility operating costs, Northland's ability to resolve issues/delays with the relevant regulatory and/or government authorities, permitting, construction risks, project development risks, integration and acquisition risks, procurement and supply chain risks, financing risks, disposition and joint-venture risks, competition risks, interest rate and

*refinancing risks, liquidity risk, inflation risks, commodity availability and cost risk, construction material cost risks, impacts of regional or global conflicts, credit rating risk, currency fluctuation risk, variability of cash flow and potential impact on dividends, taxation, natural events, environmental risks, unforeseeable site conditions, including geological and geotechnical risks, climate change, health and worker safety risks, market compliance risk, government regulations and policy risks, utility rate regulation risks, international activities, cybersecurity, data protection and reliance on information technology, labour relations, labour shortage risk, management transition risk, geopolitical risk in and around the regions Northland operates in, large project risk, reputational risk, insurance risk, risks relating to co-ownership, bribery and corruption risk, terrorism and security, litigation risk and legal contingencies, and other factors described in this AIF and in the Management's Discussion and Analysis (**"MD&A"**) included in Northland's 2025 Annual Report (**"Annual Report"**), which can be found on SEDAR+ at www.sedarplus.ca under Northland's profile and on Northland's website at northlandpower.com. Northland's actual results could differ materially from those expressed in, or implied by, these forward-looking statements, and accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur. The forward-looking statements contained in this AIF are based on assumptions that were considered reasonable as at February 25, 2026. Other than as specifically required by law, Northland undertakes no obligation to update any forward-looking statements to reflect events or circumstances after such date or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.*

NON-IFRS FINANCIAL MEASURES

This AIF includes references to the Company's adjusted earnings before interest, income taxes, depreciation and amortization (**"Adjusted EBITDA"**), Free Cash Flow and applicable payout ratios and per share amounts, which are measures not prescribed by International Financial Reporting Standards (**"IFRS"**), and therefore do not have any standardized meaning under IFRS and may not be comparable to similar measures presented by other companies. Non-IFRS financial measures are presented at Northland's share of underlying operations. These measures should not be considered alternatives to net income (loss), cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. Instead, these measures are provided to complement IFRS measures in the analysis of Northland's results of operations from management's perspective. Management believes that Northland's non-IFRS financial measures and applicable payout ratio and per share amounts are widely accepted and understood financial indicators used by investors and securities analysts to assess the performance of a company, including its ability to generate cash through operations.

Readers should refer to the disclosure under "**Non-IFRS Financial Measures**" in *Sections 1, 5.5 and 5.6* of the MD&A included in the 2025 Annual Report, which sections are incorporated by reference herein, for an explanation of key non-IFRS measures, and for a reconciliation of consolidated net income (loss) under IFRS to reported Adjusted EBITDA and a reconciliation of cash provided by operating activities under IFRS to reported Free Cash Flow.

CORPORATE STRUCTURE

Northland is a corporation incorporated under the *Business Corporations Act* (Ontario). The head and registered office of Northland is located at 30 St. Clair Avenue West, 3rd floor, Toronto, Ontario, M4V 3A1.

The following is the list of Northland's material subsidiaries, showing the jurisdiction where they were incorporated or otherwise established and Northland's direct or indirect voting interest. Certain subsidiaries have been excluded if the assets and revenues of the excluded subsidiaries did not individually exceed 10%, or in the aggregate exceed 20%, of the total consolidated assets and total consolidated revenues of Northland as at December 31, 2025. Further information on key operating facilities is provided in "Description of Northland's Business".

	Jurisdiction	% voting ownership as at Dec. 31, 2025
International		
Offshore Wind		
Buitengaats C.V. and ZeeEnergie C.V. ("**Gemini**")	The Netherlands	60.0 %
Nordsee One GmbH ("**Nordsee One**")	Germany	85.0 %
Northland Deutsche Bucht GmbH ("**Deutsche Bucht**")	Germany	100.0 %
Onshore Renewable		
Northland Power Spain Holdings, S.L.U. (**"Spanish portfolio"**) (1)	Spain	98.5 %
Americas		
Onshore Renewable		
Nine solar facilities (**"Solar"**)	Canada	100.0 %
Oneida Storage Limited Partnership ("**Oneida**")	Canada	69.7 %
Natural Gas		
North Battleford Power L.P. ("**North Battleford**")	Canada	100.0 %
Thorold CoGen L.P. ("**Thorold**")	Canada	100.0 %
Utility		
Empresa de Energía de Boyacá S.A. E.S.P (**"EBSA"**)	Colombia	99.4 %

(1) Spanish portfolio includes 33 onshore renewable sites comprised of onshore wind, solar photovoltaic and a concentrated solar asset.

OVERVIEW

Northland Power is a Canada-based global power producer dedicated to accelerating the global energy transition. Founded in 1987, Northland has a long history of developing, owning and operating a diversified mix of energy infrastructure assets, including offshore and onshore wind, solar, natural gas and battery energy storage. Northland also supplies energy through a regulated utility.

Headquartered in Toronto, Canada, with global offices in seven countries, Northland owns or has an economic interest in 3.5 GW of gross operating generating capacity, 2.2 GW under construction and an inventory of early to mid-stage development opportunities encompassing approximately 9 GW of potential capacity.

Publicly traded since 1997, Northland's Common Shares, Series 1 and Series 2 Preferred Shares trade on the Toronto Stock Exchange under the symbols NPI, NPI.PR.A and NPI.PR.B, respectively.

Business Objective

Northland's objective is to provide its Shareholders with a total return through a combination of dividends and share value growth, driven by disciplined capital allocation and safe and reliable operations. Northland aims to deliver this objective by (i) owning and operating high-quality, contracted assets that deliver long-term cash flow, and (ii) pursuing disciplined asset growth through prudent market selection, operational excellence, and value creation to support the energy transition while maintaining financial strength.

Business Strategy

Northland's business strategy focuses on delivering reliable energy and capacity primarily across key markets in the Americas, Europe, and Asia. The Company's portfolio emphasizes offshore wind, onshore renewable generation and battery energy storage, complemented by natural gas facilities that provide dispatchable energy. As a global developer and operator, Northland leverages its diversified technology mix and geographic reach to capitalize on the global energy transition and growing demand for electricity.

Strategic Focus and Growth

As part of its strategy introduced in November 2025, Northland's business is segmented into two geographic regions: International and Americas. Northland is targeting expansion of its asset base in key strategic markets, aiming to double its gross operating capacity to over 7 GW by 2030. This growth will be driven by the completion of major construction projects—Hai Long (Taiwan) and Baltic Power (Poland)—as well as the advancement of 1.4–1.8 GW of new gross operating capacity through organic development, accretive acquisitions of mid- to late-stage assets and value enhancement initiatives across our existing fleet.

Northland's growth strategy is based on three core pillars:

- **Deliver:** Execute on projects in construction, maintain operational excellence, and be the partner of choice for stakeholders.
- **Strengthen:** Streamline operations, reinforce capital discipline, and improve cost performance to enhance organizational resilience.
- **Grow:** Deepen presence in core markets, high-grade the project pipeline, and pursue value-accretive opportunities in renewables, energy storage, and natural gas.

Technologies, Regions and Market Diversification

Northland's portfolio includes offshore wind, onshore wind and solar, battery energy storage and natural gas facilities, with operations and development activities across North America, Europe, Asia, and South America. The Company currently

operates 3.5 GW of gross capacity, with 2.2 GW under construction and a development pipeline of approximately 9 GW. The following provides an overview of Northland's two business units, International and Americas.

- ***International Business Unit***

Northland's International business includes a portfolio of offshore wind and onshore renewable assets, with a presence across Europe and Asia. The Company operates 1.8 GW of gross capacity internationally, of which 1.2 GW is offshore wind located in the North Sea and the remaining capacity is onshore renewables located in Spain. An additional 2.1 GW of offshore wind capacity is currently under construction. This business unit represented approximately 59% of Northland's 2025 Adjusted EBITDA from facilities.

The Hai Long offshore wind project in Taiwan, with a gross capacity of 1.0 GW (in which Northland holds 31% economic interest), is one of the largest offshore wind farms in Asia and is expected to achieve commercial operations in 2027. Baltic Power, a 1.1 GW project in Poland (in which Northland holds 49% economic interest), is expected to achieve commercial operations in the second half of 2026. Both projects are underpinned by long-term contracts—20-30 years for Hai Long and 25 years for Baltic Power—providing revenue stability and supporting Northland's growth objectives.

In Spain, Northland owns and operates a diverse portfolio of onshore wind and solar assets totaling 560 MW. The large portion of the Spanish portfolio benefits from a regulated asset base framework, providing stable, long-term returns, and is strategically positioned to support grid reliability and decarbonization efforts. Northland is pursuing value enhancement opportunities in Spain, such as the potential addition of grid-scale battery storage at existing sites. The Company's international strategy emphasizes market selection based on macroeconomic fundamentals, policy support, and attractive contracting structures, with a focus on core markets such as Poland, Spain, and the UK. In Poland, Northland is expanding its footprint through the Baltic Power offshore wind project and the recent acquisition of two late-stage battery energy storage projects, further strengthening its position in a rapidly evolving energy market.

- ***Americas Business Unit***

The Americas business portfolio includes onshore wind and solar facilities located in Canada and the United States, battery energy storage in Canada, natural gas-fired power plants located in Canada, and a regulated electric utility serving over 500,000 customers in Colombia. Northland operates 1.7 GW of onshore wind, solar, natural gas, and battery energy storage gross capacity in the Americas, with approximately 85% of these assets situated in Canada and the remainder, which is onshore wind, situated in the state of New York. In 2025, the Americas region contributed approximately 41% of Northland's Adjusted EBITDA from facilities.

Northland's Canadian operations are anchored by a mix of onshore wind, solar, battery energy storage and natural gas assets. In May 2025, the Company achieved commercial operations at the 250 MW Oneida Energy Storage facility in Ontario, one of Canada's largest operating battery energy storage projects, which was delivered ahead of schedule and under budget. The Company's current onshore renewables portfolio consists of 0.3 GW of battery energy storage system and 0.5 GW of onshore wind and solar assets that span over multiple provinces, with a focus on high-availability and long-term contracted facilities.

Northland's United States operations include 0.2 GW of onshore wind located in the state of New York.

The Company's natural gas assets, totaling 737 MW, are located in Ontario and Saskatchewan and play a critical role in supporting grid reliability. Northland continues to invest in natural gas infrastructure, with the Collisard project in Alberta—a 120 MW peaking facility—currently in advanced development. The Thorold facility in Ontario recently underwent a 23 MW capacity upgrade, enabling a five-year contract extension and further enhancing Northland's flexible generation capabilities.

In Colombia, Northland owns and operates EBSA, a regulated electric utility that distributes and retails electricity to over half a million customers. EBSA's revenues are derived from a stable, regulated framework, and the utility is recognized for its operational excellence and commitment to safety.

The Americas business also includes a growing pipeline of development projects, with a focus on expanding renewable generation, battery energy storage, and natural gas capacity in Canada to meet rising electricity demand.

Looking forward, Northland will continue to leverage its home market advantage in Canada and capitalize on emerging opportunities in battery energy storage and flexible generation. The Americas region remains a cornerstone of Northland's strategy, providing a stable foundation for growth, innovation and the delivery of reliable, sustainable energy solutions.

Cost Savings and Operational Efficiency

A key component of Northland's strategy is a comprehensive cost optimization program across operating, general & administrative (G&A), and development expenses. This initiative is designed to unlock more than $50 million in annual savings by 2028, supporting disciplined growth and shareholder value creation. Core elements of this program are:

- **Operating Expense (Opex) Efficiencies:** Northland leverages technology, analytics and best practices in asset management to optimize maintenance contracts and drive continuous improvement across its portfolio.
- **General and Administrative Cost Reductions:** The transition to two regional hubs, enables streamlined corporate functions, elimination of duplication, and scaling expertise to enhance operational agility.
- **Development Expense (Devex) Discipline:** Centralized project evaluation and capital allocation, ensuring only the projects with the right risk and reward profiles advance.

These measures are designed to support growth, margin enhancement, and balance sheet strength, enabling Northland to pursue accretive opportunities without reliance on external equity financing.

Capital Discipline and Financial Resilience

Northland is committed to maintaining an investment-grade credit rating and has more than 95% of revenue under long-term contracts, providing more predictable cash flows and funding certainty. The Company's financial framework prioritizes:

- **Disciplined capital allocation:** Investing only in projects that meet strategic and financial criteria, focusing resources on the most accretive opportunities in core markets.
- **Sustainable shareholder returns:** Targeting attractive returns to shareholders through dividend payments and compound annual growth in free cash flow per share.
- **Balance sheet flexibility:** Preserving liquidity and financial strength, enabling the Company to navigate market cycles and seize growth opportunities.

This disciplined approach, combined with operational excellence, and cost leadership, positions Northland to deliver lasting value to shareholders through prudent financial management and operational execution.

GENERAL DEVELOPMENT OF THE BUSINESS

Summary of Business Activities

Northland remains focused on executing on construction projects and prioritizing new growth projects within its development pipeline that are strategically and financially consistent with its investment approach. The successful commercial operations of selected projects within the Company's pipeline are expected to deliver long-term, sustainable returns and growth in the Company's Adjusted EBITDA and Free Cash Flow. The following provides updates on the development of Northland's business during the last three years.

International

Polish Battery Energy Storage Projects

- On November 20, 2025, Northland acquired two late-stage pre-construction battery energy storage projects totaling 300 MW / 1.2 GWh in Poland.

  The projects, Mieczysławów (200 MW / 800 MWh) and Kamionka (100 MW / 400 MWh), each has a four-hour duration and are located in western Poland. A portion of revenue is secured under 17-year capacity auction contracts indexed to inflation, and additional revenue is expected to be realized through energy arbitrage and participation in ancillary service markets. Northland has been working on late-stage development and procurement ahead of financing and the expected start of construction in 2026, with an estimated total cost of €200 million.

Nordsee One Offshore Wind Project

- On November 18, 2025, Northland signed a five-year bilateral power purchase agreement with Shell Energy Europe Ltd. for approximately one-third of the production from its 332 MW Nordsee One offshore wind farm. The facility is operating under the German Renewable Energy Sources Act regime, which is scheduled to fully step down in 2027. The PPA, secured through a structured tendering process, commences in June 2027 for a five-year term.

Hai Long Offshore Wind Project

- In July 2022, Northland announced the signing of a Corporate Power Purchase Agreement (**"CPPA"**) that covers 100% of the power generated from Hai Long 2B and 3, which have a combined capacity of up to 744 MW. The agreement is with an investment grade counterparty (S&P: AA-) and was for an initial 20-year period at a fixed-price, commencing once Hai Long reaches full commercial operations. During the first quarter of 2023, the project signed an amendment to the CPPA that resulted in the extension of the CPPA tenor by two years from 20 to 22 years. During the third quarter of 2023, the project signed another amendment to the CPPA that extended its tenor by a further eight years from 22 to 30 years.

  During the third quarter of 2023, Northland successfully closed its NTD117 billion (equivalent to $5 billion) long term, 20-year non-recourse green financing, provided by both international and local lenders with the help of multiple Export Credit Agencies (**"ECAs"**).

  On December 28, 2023, Northland closed the sale of 49% of Northland's 60% ownership in the Hai Long offshore wind project to Gentari International Renewables Pte. Ltd., a subsidiary of clean energy solutions company Gentari Sdn Bhd (**"Gentari"**). Northland now holds a 30.6% ownership interest in the overall project and will continue to take the lead role in Hai Long's construction and operation. The project is on track for commercial operations in 2027, with overall costs aligned with original expectations.

Baltic Power Offshore Wind Project

- During the third quarter of 2023, Northland closed an equivalent of $5.2 billion, 20-year non-recourse green financing, supported by a consortium of international and local commercial banks, multiple ECAs and multi-lateral agencies, to finance construction of the Baltic Power offshore wind project.

Northland holds a 49% ownership interest in Baltic Power, with its partner Orlen S.A. holding the remaining 51%. The project is on track for commercial operations in the second half of 2026, with overall costs aligned with original expectations.

ScotWind Offshore Wind Project

- Northland has two offshore wind leases in the Crown Estate Scotland with a total combined capacity of 2,340 MW. Development on Spiorad na Mara, the fixed foundation offshore wind project, is ongoing with community consultation completed and consent submissions occurring in the coming months. Havbredey, the floating offshore wind project, has been de-prioritized.

Nordsee Cluster Offshore Wind Project

- On May 25, 2023, Northland announced the sale of its 49% ownership stake in the Nordsee Cluster offshore wind portfolio (**"NSC"**) to its partner on the portfolio, RWE Offshore Wind GmbH (**"RWE"**). The sale provided RWE with 100% ownership of the projects for a cash consideration of approximately €35 million (equivalent to $51 million), which included a premium to Northland's costs incurred to date. The transaction transferred all assets, liabilities and committed contractual obligations relating to NSC, to RWE.

Americas

Thorold Natural Gas Project

- On November 25, 2025, Northland completed the performance test for a 23 MW capacity upgrade at the Thorold facility and executed an amended PPA extending the contract to April 30, 2035.

Jurassic Battery Energy Storage Project

- In the second quarter of 2025, Northland closed the debt financing and commenced construction of the 80 MW Jurassic Battery Energy Storage System (**"Jurassic BESS"**) project in Alberta. Construction activities are underway, including fabrication for key electrical equipment. Northland completed the installation of foundations for battery packs and transformers during the fourth quarter of 2025. Battery packs have arrived in Canada and are expected to be delivered to the site for installation in the coming months. The project is expected to cost approximately $120 million and reach commercial operations in late 2026, aligned with the original expectations.

  In 2024, Northland signed a 15-year offtake agreement for 100% of the capacity from the Jurassic BESS project with members of the Alberta Schools Commodities Purchasing Consortium. This is the first offtake agreement of its kind in Canada for a battery storage project.

Oneida Battery Energy Storage Project

- On May 15, 2023, the Oneida project reached financial close, as the project successfully completed all necessary financing conditions. Northland owns 69.7% of the project in partnership with NRStor Inc., Six Nations of the Grand River Development Corporation, Mississaugas of the Credit Business Corporation and Aecon Group Inc.

  On May 7, 2025, Northland's 250 MW/1.0 GWh Oneida battery energy storage project successfully entered commercial operations ahead of schedule and under budget. The project was completed with no lost time incidents, demonstrating Northland's commitment to health and safety. Oneida operates under a 20-year capacity contract with Ontario's Independent Electricity System Operator.

La Lucha Solar Project

- On June 28, 2024, Northland completed the sale of its 100% stake in the La Lucha solar facility to Cometa Energía, S.A. de C.V., wholly owned by Saavi Energía (**"Saavi"**) for approximately $215 million in cash after taxes, transaction fees and other customary adjustments.

  During the fourth quarter of 2024, Northland received the entire amount relating to a value added tax claim of $42 million (equivalent to 604 million Mexican pesos).

NY Wind Onshore Wind Projects

- In October 2023, the 112 MW Bluestone and 108 MW Ball Hill onshore wind projects commenced commercial operations under the 20-year PPA with the New York State Energy Research and Development Authority (**"NYSERDA"**).

  On December 19, 2023, Northland successfully secured final tax equity funding and received a total funding of US$219 million with a conversion of term loan on both onshore wind projects.

Summary of Corporate Activities

- On November 20, 2025, Northland announced that it would transition from three technology-based business units to two regional hubs, International and the Americas, working with a global project delivery team.
- On September 5, 2025, Northland announced changes to the Board of Directors, with the retirement of John Brace and the appointment of Sébastien Clerc.
- In September 2025, Michelle Chislett, Executive Vice President of Onshore Renewables, departed the Company. Calvin MacCormack, Executive Vice President of Natural Gas & Utilities, assumed her responsibilities.
- Effective July 11, 2025, Jaime Hurtado, formerly Northland's Head of Legal, Engineering & Construction, was appointed General Counsel and Corporate Secretary following the departure of Yonni Fushman, Chief Administrative and Legal Officer and Corporate Secretary.
- Effective May 21, 2025, John Brace stepped down from his role as Chair of the Board following the Annual General Meeting (AGM) on May 21, 2025, but remained a director of the Company. Concurrently, Ian Pearce, previously the Lead Independent Director and Chair of the Governance and Nominating Committee, has assumed the role of Chair of the Board.
- On April 21, 2025, Northland announced the appointment of Jeff Hart as the Company's new CFO, effective May 1, 2025.
- On December 2, 2024, Northland announced the appointment of Christine Healy as President and Chief Executive Officer and a director of the Company, effective January 20, 2025.
- On October 1, 2024, the Company announced that John Brace, who had been serving as Northland's Executive Chair since March 25, 2024, assumed the role of Interim President and CEO effective immediately, following former President and CEO Mike Crawley's planned departure from the Company on September 30, 2024.
- On March 25, 2024, the Company announced that Mike Crawley would be stepping down from his role as President and CEO at the end of September 2024. Effective March 25, 2024, the Chair of the Board, John Brace, assumed the role of Executive Chair to act as a bridge between Mr. Crawley and the next President and CEO. Concurrently, Ian Pearce was named Lead Independent Director.
- On January 15, 2024, Northland announced changes to its executive team.
  - CFO Pauline Alimchandani departed the Company effective February 22, 2024. In the interim, Adam Beaumont, then Vice President Finance & Head of Capital Markets, served as Interim CFO.
  - David Povall, Executive Vice President of Offshore Wind departed the Company. Toby Edmonds joined Northland as Executive Vice President of Offshore Wind in May 2024.
  - Yonni Fushman, who joined Northland in January 2023 as Chief Legal Officer and Executive Vice President of Sustainability, was promoted to Chief Administrative and Legal Officer and Corporate Secretary.

Summary of Financing Activities

- In January 2026, S&P Global Ratings (**"S&P"**) reaffirmed Northland's corporate investment grade credit rating at BBB (stable) rating. In June 2025, Fitch Ratings Inc. (**"Fitch"**) also reaffirmed Northland's BBB (stable) rating.
- On December 5, 2025, Northland upsized the non-recourse credit facility associated with EBSA (the **"EBSA Facility"**) by $146 million with proceeds used to settle related foreign currency hedges.
- On November 12, 2025, Northland's Board of Directors approved an adjustment to Northland's dividend to $0.72 per share on an annual basis. The change was applicable to the dividend payment on January 15, 2026, to shareholders of record on December 31, 2025.
- In October 2025, Northland achieved term conversion of Oneida's debt facility and completed a $147 million refinancing of the Tranche A facility with commercial lenders, maturing in March 2032. The project fully repaid its non-revolving credit facility, Tranche C, amounting to $15 million.
- In October 2025, Northland refinanced the non-recourse project debt at its New York Wind projects, extending the maturity until February 2031.
- Effective September 30, 2025, Northland reset the cumulative rate on its Series 1 preferred shares. The fixed quarterly dividends on the Series 1 preferred shares will be paid at an annual rate of 5.70% ($0.3564 per share per quarter) until September 29, 2030.

  The quarterly floating rate dividends on the cumulative floating rate Series 2 preferred shares, will be paid at an annual rate, calculated for each quarter, of 2.80% over the annual yield on 90-day Government of Canada treasury bills.
- In March 2025, Northland entered into a €65 million corporate bilateral letter of credit facility to support development, construction and operating assets in Canada and abroad.
- In February 2025, Northland approved a change in the discount on Dividend Reinvestment Plan ("**DRIP**") issuances from 3% to 0% and confirmed the intention to source shares through secondary market purchases rather than treasury issuances. These changes were effective from and as of April 15, 2025 and for the dividend payable thereon to Common Shareholders of record on March 31, 2025.
- In November 2024, the EBSA Facility was upfinanced by $35 million and the maturity date was extended to November 2027.
- In August 2024, Northland increased the size of its corporate revolving credit facility from $1.0 billion to $1.25 billion to enhance available liquidity and support future growth opportunities in its core markets.
- On December 21, 2023, Northland amended its Spanish portfolio's debt agreement to optimize debt repayments and address regulatory changes and market pool price volatility at that time.
- On December 18, 2023, the EBSA Facility was upfinanced by $190 million and the maturity date was extended to December 2026.
- In December 2023, Northland extended the maturity of its $1 billion revolving corporate credit facility from 2027 to 2028.
- In September 2023, the Company secured a $1.0 billion corporate letter of credit facility to support obligations associated with Northland's investment in Hai Long. The facility has a maturity date of September 2027 and its size was reduced to $500 million in late December 2023 upon close of the Hai Long sell-down to Gentari.
- In the second quarter of 2023, the Company secured a $250 million short-term revolving credit facility to help fund investments in Hai Long. The facility size was increased to $500 million in the third quarter. The facility was fully repaid and terminated in late December upon close of the Hai Long sell-down to Gentari.

- On June 21, 2023, Northland closed its inaugural offering of $500 million of Fixed-to-Fixed Rate Green Subordinated Notes, Series 2023-A, due June 30, 2083 (the **"Green Notes"**). The Green Notes have a fixed coupon of 9.25% per annum until the first reset date on June 30, 2028, and have an estimated after-tax cash cost in Euros to the Company of approximately 6.2%, taking into consideration the benefit of a Canadian dollar to Euro hedge and applicable corporate tax deductions. The Green Notes are rated BB+ by both S&P and Fitch and benefit from 50% equity treatment by both credit agencies.
- In the second quarter of 2023, Northland restructured the Thorold project debt to support an upgrade to the facility which extended the contracted period and decreased overall emissions intensity. The restructuring secured $26 million of additional debt, decreased the all-in borrowing cost from 6.7% to 6.4% and reduced certain letter of credit requirements.
- On January 3, 2023, Northland redeemed all 4,800,000 of its issued and outstanding Cumulative Rate Reset Preferred Shares, Series 3 (the **"Series 3 Preferred Shares"**) at a price of $25.00 per Series 3 Preferred Share together with all accrued and unpaid dividends of $0.3175 per Series 3 Preferred Share for an aggregate total of $122 million.

Sustainability at Northland

Northland's Sustainability strategy is focused on advancing the energy transition and decarbonization efforts by expanding our renewable energy portfolio and fostering a workplace where a talented, diverse and committed group of people can build meaningful careers. We prioritize building collaborative relationships and partnerships with local and Indigenous communities, ensuring human rights are upheld throughout our supply chain and maintaining the highest standards of responsible governance.

For further information on Northland's climate-related strategy, goals and objectives, please refer to the Company's most recent sustainability report, which can be found at https://www.northlandpower.com/en/about-northland/sustainability.aspx, and the *Climate-Related Target Risk* in the "Risk Factors" section below.

DESCRIPTION OF NORTHLAND'S BUSINESS

Electricity Industry Overview

The following provides an overview of the electricity industry in each jurisdiction where Northland's operating facilities and projects under construction and in development are located. All of the policies, targets, projections and regulatory frameworks described in this section are current, to the best of the Company's knowledge, as of the date of this Annual Information Form, but are subject to change; please refer to the "Risk Factors" section below, including, without limitation, *Forecasted Demand for Electricity, International Activities - Geopolitical Risks, Government Policy, Legislation and Regulations and Utility Rate Regulation*.

Electricity Industry in the European Union ("EU")

The EU has established a legislative framework for large-scale deployment of clean energy and related infrastructure across its Member States. This framework is anchored by the European Green Deal, which sets out a legally binding objective of climate neutrality by 2050, the Fit for 55 package, which mandates a 55% reduction in net greenhouse gas emissions by 2030 and the revised Renewable Energy Directive (RED III) which a sets binding EU-wide renewable energy target of at least 42.5% by 2030 and a streamlined permitting regime.

EU Reliance on Russian fossil fuels has declined materially since the beginning of the war in Ukraine. In December 2025, EU leaders agreed to fully phase out Russian gas imports by 2027, strengthening the demand for alternative energy supplies, like renewable generation, and investments into system flexibility, including wires and non-wires solutions like energy storage.

Industrial policy support is reinforced by the Net-Zero Industry Act (NZIA), which establishes technology benchmarks, renewable auction requirements, including non-price criteria, and goals to strengthen supply-chain resiliency. Proposed measures in the Industrial Accelerator Act, expected to be formally introduced in early 2026, will strengthen areas of the NZIA and improve project bankability and offtake visibility across energy-intensive industries and clean technology value chains.

In parallel, the EU's reformed electricity market design aims to reduce price volatility and improve investment certainty, through safeguards around corporate PPAs, two-way Contracts for Difference (CfDs) and merchant exposure.

The Netherlands

The Netherlands has established legally binding climate targets under its Climate Act, committing to a 55% reduction in greenhouse gas emissions by 2030 (relative to 1990 levels) and climate neutrality by 2050. Progress in the power sector has been rapid, with around 50% of electricity generation now supplied by renewables, primarily wind and solar.

Offshore wind remains a core pillar of Dutch energy policy, though delivery timelines have been revised: installed capacity stands at approximately 4.7 GW, and the 21 GW target has been pushed back to around 2032 due to grid congestion and market constraints, while longer-term ambitions have been recalibrated to 30–40 GW by 2040, down from an earlier 50 GW goal.

Policy implementation is anchored by the SDE++ support scheme, which allocates auction-based operational subsidies to renewable and other CO_2-reducing projects based on cost per tonne of emissions avoided, supporting wind, solar, renewable heat, hydrogen, industrial electrification and carbon capture as the Netherlands' primary instrument for least-cost decarbonization.

Germany

The Federal Climate Change Act commits Germany to greenhouse gas neutrality by 2045. Power sector decarbonization is driven by the Renewable Energy Sources Act (EEG), which mandates that 80% of gross electricity consumption must be supplied by renewable energy by 2030. In 2025, renewable energy was supplying close to 56%.

Germany's installed Offshore wind capacity remained stagnant through 2025, at 9.2 GW. Expansion targets under the Offshore Wind Energy Act (WindSeeG) aim to drive to 30 GW by 2030, 40 GW by 2035 and 70 GW by 2025. To support the delivery of this scale of expansion, Germany's electricity market framework is evolving from a focus on rapid renewables expansion toward system integration, flexibility, and cost containment, with further structural reforms expected from 2026 onward. While onshore wind auctions remain strongly oversubscribed, offshore wind deployment faces near-term headwinds following failed zero-subsidy tenders, with meaningful auction design reform, including potential two-sided CfDs, now expected from 2027.

Poland

Poland is accelerating its energy transition from a coal-dominated system toward renewables and nuclear, though it remains the only EU Member State without a formal coal phase-out date and coal still supplies the majority of power. Nonetheless, momentum has strengthened materially. This shift is codified in Poland's revised draft National Energy and Climate Plan (NECP), which introduces higher ambitions around coal phase-out, now targeting 2035, higher greenhouse gas emission reductions and higher renewable energy and nuclear penetration levels by the mid-2030s. The revised NECP remains a draft and not approved by the EU.

Renewable energy installed capacity stood at roughly 35 GW at the end of 2025, approximately 40% of its energy mix. Offshore wind and system flexibility are central pillars of delivery of Poland's targets. The government has strengthened its two sided CfD regime, increased allowable strike prices, and launched competitive auctions, with plans to award up to 12 GW of offshore wind capacity by 2031, positioning the Baltic Sea as a major growth market in the 2030s.

At the same time, the government is actively scaling grid flexibility. A €1 billion, EU backed battery storage program targets at least 5.4 GWh by 2028, utilities such as Pacific Gas and Electric Company plan more than 10 GWh of storage by 2035, and storage projects are increasingly supported through the capacity market. Natural gas is expected to play a balancing role, with nearly 6 GW of gas fired capacity installed by end 2025 and additional builds planned to provide fast ramping support as renewables expand and before nuclear comes online in the 2030s; under the NECP, gas demand is projected to peak in the late 2020s and decline thereafter. While grid build out, storage remuneration clarity, and coal legacy exposure remain key risks, the current framework represents a meaningful improvement in Poland's investment environment, particularly across offshore wind, storage, and flexibility assets.

Spain

Spain's most recent NECP update was completed and formally submitted to the European Commission in late 2024 and remains in force. The NECP materially increased ambitions for the 2023-2030 period, raising emission reduction targets, and increasing energy independence to 50%. The framework is anchored in Spain's long-term 2050 climate-neutrality objective, including 100% renewable electricity and near-total decarbonization of the system.

Renewables are targeted to supply 81% of electricity generation and 48% of final energy consumption by 2030. In capacity terms, Spain plans to reach approximately 214 GW of total installed power capacity, including 160 GW of renewable capacity, supported by 22.5 GW of energy storage. This implies an almost doubling of solar PV to 76 GW, an expansion of wind power to 62 GW, and the establishment of Spain's first offshore wind target of 3 GW.

Key sensitivities related to permitting and grid connection constraints persist in the system, given the scale and pace of renewable deployment implied by the NECP. Power price volatility and curtailment risk may increase as variable renewables approach more than 80% of generation, elevating reliance on storage, demand response, and grid reinforcement.

Electricity Industry in the United Kingdom ("UK")

The UK maintains a legally binding net-zero target for 2050, with England, Wales, and Northern Ireland following this timeline and Scotland targeting 2045 under devolved legislation, an ambition articulated through the British Energy Security Strategy (2022) and the 2023 Powering Up Britain: Net Zero Growth Plan. To accelerate full power-sector decarbonization by 2030, the UK aims to quadruple offshore wind to 60 GW, double onshore wind to 30 GW, and deploy up to 24 GW of new nuclear capacity by 2050, supported by a strengthened policy and regulatory framework.

Major electricity market reforms were confirmed in 2025 through the government's Review of Electricity Market Arrangements (REMA), which opted to retain a single national wholesale price while implementing a comprehensive Reformed National Pricing (RNP) package to enhance locational investment signals, balancing arrangements, constraint management, and transmission access charging. In parallel, the creation of the National Energy System Operator (NESO) and the launch of the Strategic Spatial Energy Plan (SSEP) introduce coordinated, system-wide grid planning, faster and more transparent connection reforms, and measures to reduce grid bottlenecks and curtailment risk. Meanwhile, CfD reform is progressing—evaluating options such as capacity-based and deemed CfDs—but no major redesign is expected before Allocation Round 9 (AR9) in 2027, preserving current investor certainty while signaling medium-term evolution of revenue support.

Scotland

Although energy policy is reserved to the UK Government, Scotland exercises significant devolved powers—especially in planning and consenting—which enable it to pursue a more ambitious climate and energy pathway than the rest of the UK.

Scotland's electricity-mix goals are to sustain and expand renewable electricity generation well above 100% of national demand, deliver 50% of total energy from renewables by 2030, and use large-scale offshore wind growth to underpin its 2045 net-zero target.

Electricity Industry in Canada

Canada's energy and climate policy reflects a shared federal-provincial governance model in which provinces control natural resources, while the federal government regulates interprovincial projects and national climate policy, including carbon pricing and emissions regulations. Canada remains committed to reducing economy-wide greenhouse gas emissions and net-zero by 2050, as reaffirmed in the 2030 Emissions Reduction Plan and its 2025 progress updates under the *Net-Zero Emissions Accountability Act*. Since 2019, a national carbon-pricing framework has applied across all provinces, which allows provinces to implement their own systems so long as they meet the federal benchmark stringency requirements.

Canada has introduced major federal incentives and regulations—including Investment Tax Credits for clean electricity, clean technology manufacturing, and carbon capture. Federal Clean Electricity Regulations (CER) came into effect in December 2024, which impose stringent operating and emissions limits on fossil-fuel-fired electricity units beginning in 2035, creating significant technical, financial, and operational obligations for natural-gas generators. Under the CER, fossil-fuel generators ≥25 MW must operate within annual emissions limits derived from strict emissions-intensity thresholds.

Canada's electricity system is already roughly 84% emissions-free, though generation mixes vary significantly by province due to differences in hydro, nuclear, fossil fuel, and renewable resource availability. Capacity shortfalls against growing demands have created opportunities for new natural gas, both peaking and baseload, as well as battery-energy storage.

Ontario

Ontario's power system is jointly governed by the IESO, which operates the grid, administers the wholesale market, and procures new supply, and the OEB, which regulates utility rates including those of Ontario Power Generation's nuclear and hydro fleet. Industrial emitters, including gas-fired generators, fall under Ontario's Emissions Performance Standards (EPS), in place since 2022, which impose tightening emissions-intensity limits and carbon-pricing compliance requirements aligned with federal benchmarks.

The Market Renewal Program (MRP) went live on May 1, 2025, introducing a single schedule market, day-ahead market, and locational marginal pricing (LMP) to strengthen efficiency, transparency, and investment signals across Ontario's electricity system. The IESO projects approximately 60% growth in electricity demand and capacity needs by 2050, driven by electrification and asset retirements, and is responding with major procurements: in 2024, Ontario secured more than 2 GW of battery storage, and its LT2 procurement—targeting 7.5 GW of new wind, solar, natural gas, and storage capacity—is advancing, with projects expected online later this decade.

Québec

Hydro-Québec, the provincially-owned, vertically integrated utility, oversees generation, transmission, distribution and acts as the sole buyer of IPP wind projects, with rates regulated by the Régie de l'énergie. Québec's 2030 Plan for a Green Economy targets a 37.5% GHG reduction by 2030 and carbon neutrality by 2050. Under Hydro-Québec's Action Plan 2035, electricity demand is expected to double by 2050, requiring 150–200 TWh of new supply and 25–35 GW of added capacity, including 8–9 GW by 2035.

To meet this growth, the utility has accelerated planning and procurement mechanisms under its Action Plan 2035. In 2024, Hydro Québec announced a new wind development strategy in which it will directly build, own, and operate large-scale wind farms (≥1,000 MW)—a role previously limited to private developers—aiming to deploy over 10,000 MW of new wind capacity by 2035, developed in partnership with First Nations and municipalities, while continuing to use RFPs for smaller projects (≤300–350 MW). A 1.55-GW wind RFP was awarded in 2024 and a new wind RFP will launch in spring 2026.

Saskatchewan

In 2025, Saskatchewan introduced the Saskatchewan First Energy Security Strategy and Supply Plan, prioritizing provincial authority, affordability, and grid reliability. The plan maintains an "all-of-the-above" approach, keeping coal as a "secure bridge" to future nuclear deployment, including SMRs, larger reactor options, and major transmission upgrades. To support continued coal use beyond 2030 the province committed $900 million over four years to refurbish the Boundary Dam, Shand, and Poplar River coal stations. This direction arguably conflicts with the federal Clean Electricity Regulations, which are designed to drive a net-zero electricity grid by 2035 and would require a near-term coal phaseout.

Natural gas generation makes up about 41% of SaskPower's total generating capacity, excluding cogeneration. SaskPower treats natural gas as a high reliability, dispatchable resource used for baseload, peak demand, and system balancing.

Alberta

Alberta operates Canada's only fully deregulated, open, competitive electricity market, a system fundamentally different from every other province, where generation decisions are centrally planned and managed.

Between 2024 and 2025, the Alberta Electric System Operator (AESO) advanced a major redesign of the province's electricity market, through the Restructured Energy Market (REM)—a significant suite of reforms meant to modernize Alberta's energy-only system. The final REM introduces Locational Marginal Pricing (LMP), enhanced reserve and operational services, expanded scarcity pricing, and stronger market power mitigation, with the stated aim of improving reliability, strengthening price signals, and supporting cost-effective investment. The REM arrived during a period of policy uncertainty in Alberta's renewable energy sector, following Alberta Utilities Commission (AUC) permitting reforms and land-use restrictions for new renewables.

Natural gas remains Alberta's dominant source of dispatchable, flexible generation, especially important following the province's complete phase-out of coal. Under the REM, natural gas is expected to play an even more critical role in congestion management and price formation. Energy storage—particularly batteries—is positioned to play a growing role in balancing renewables and managing congestion.

Electricity Industry in New York State

New York operates a deregulated electricity industry with wholesale energy, capacity, and ancillary markets allowing independent generators numerous channels to market electricity. Approximately 40% of total electricity generation in New York State is sourced from fossil fuels, the vast majority of which is from the State's 23 GW of natural gas capacity.

In New York State, the Climate Leadership and Consumer Protection Act, passed in 2019, sets economy-wide and electric sector carbon emission reduction targets for the State, which has driven new investments into clean energy and supporting transmission infrastructure.

Explicit goals have been set by the state government, including 9 GW of offshore wind by 2035, 6 GW of solar energy by 2025 and 3 GW of energy storage by 2030. To support these targets, the state has enacted significant permitting reforms, including

the 2024 Renewable Action Through Project Interconnection and Deployment (RAPID) Act, which consolidates siting authority and modernizes transmission permitting processes to accelerate clean-energy development.

The Trump administration's recent federal actions have had a chilling effect on renewable investment in New York, particularly in the offshore wind sector. Beginning in early 2025, the administration paused or halted federal offshore wind leases and construction on multiple New York projects and issued orders to federal agencies to halt permits and authorizations for onshore renewables on federal lands. Although relatively few United States renewable projects are located on federal lands, many still require some form of federal approval. These actions have slowed or stalled projects and added regulatory scrutiny and uncertainty.

Electricity Industry in Colombia

Colombia's electricity distribution sector continues to operate under a rate-regulated revenue-cap model, guaranteeing distributors a stable income independent of demand levels, but is increasingly shaped by decentralization, renewable integration, and regulatory modernization. Revenues are determined through a building-block methodology that includes return on capital, depreciation, and O&M allowances. Capital investment plans remain subject to periodic approval by the national energy regulator, Comisión de Regulación de Energía y Gas (CREG).

CREG launched a major reform initiative in 2025, including the first comprehensive update to the Electricity Metering Code since 2014. This overhaul reflects rapid growth in distributed generation and self-consumption, and introduces new technical standards for measurement, validation, and settlement—changes that directly affect distribution utilities managing increasingly complex grid flows. These reforms aim to strengthen grid reliability and support the energy transition and distributors are continuing to invest in modernization to accommodate a rapidly evolving electricity landscape.

Electricity Industry in Taiwan

Taiwan's goals of strengthening energy self-sufficiency and advancing environmental sustainability remain central priorities for the administration inaugurated in May 2024. The government continues to target net-zero emissions by 2050, supported by ongoing policies to expand renewables, increase natural gas, reduce coal use, and complete the nuclear phase-out.

Amendments to both the Electricity Act and the Renewable Energy Development Act—including a major draft amendment approved in January 2025—have further opened the electricity market to independent power producers. These reforms expand renewable trading rights, introduce new market participants such as Specific Electricity Supply Operators for storage and demand response, strengthen the power trading platform, and maintain Taipower's vertically integrated structure to support system reliability during the energy transition.

While the government intended to retire 3 GW of coal-fired capacity by 2025, these retirements have been postponed to preserve system reliability, resiliency, and affordability—challenges exacerbated by slower than expected renewable build out, grid constraints and tight reserve margins. By the end of 2025, Taiwan had approximately 3 GW of offshore wind capacity operating, with additional capacity in construction and development. Taiwan shut down its last operating nuclear reactor in May 2025, completing the country's nuclear phase-out.

Operating Facilities

Northland's 2025 Annual Report includes the results of its operating facilities and the most significant power distribution facilities are listed in the section below.

	Gross capacity (MW)	Northland's economic interest %	Northland's economic interest Capacity (MW)	PPA expiry	Remaining Contract term [1]	% of 2025 Adjusted EBITDA [2]
International						
Offshore wind:						
Gemini	600	60%	360	2031	5.5	**21%**
Nordsee One	332	85%	282	2027	1.2	**13%**
Deutsche Bucht	260	100%	260	2032	6.4	**15%**
Onshore renewable:						
Spanish solar	116	100%	116	2036 - 2042	15.0	**3%**
Spanish onshore wind [6]	444	98.1%	435	2026 - 2032	4.0	**7%**
Americas						
Onshore renewable and storage:						
Canadian solar [4]	130	88%	115	2033 - 2035	8.4	**5%**
North American onshore wind [5]	613	87%	533	2029 - 2043	10.6	**8%**
Canadian energy storage [7]	250	70%	174	2045	19.3	**2%**
Colombian Solar	16	100%	16	2034	9.0	**—%**
Natural gas:						
Canadian portfolio [3]	737	100%	723	2030 - 2036	8.6	**14%**
Utility:						
EBSA	n/a	99%	n/a	N/A	N/A	**12%**
Total or w. average	**3,498**		**3,014**		**5.9**	**100%**

(1) As at December 31, 2025. Weighted average based on contribution to 2025 Adjusted EBITDA from facilities.

(2) Represents the approximate percentage of reported Adjusted EBITDA from facilities for the respective year generated by each facility.

(3) Fees and dividends earned by Northland from Kirkland Lake are considered intercompany amounts and are eliminated on consolidation. However, in the calculation of reported Adjusted EBITDA, Northland includes those fees and dividends earned rather than the Adjusted EBITDA.

(4) The majority of Canadian solar facilities are wholly-owned and controlled by Northland, with one facility in which Northland has a 62% interest.

(5) Four of six North American onshore wind facilities are wholly-owned and controlled by Northland, with two facilities in which Northland has a 50% interest.

(6) The majority of Spanish onshore wind facilities are wholly-owned and controlled by Northland, with one facility in which Northland has a 66% interest.

(7) As at December 31, 2025, Northland's economic interest increased from December 31, 2024, upon Oneida energy storage project achieving commercial operation in May 2025.

Revenue by Business Unit

(in millions)	2025		2024	
International				
Offshore wind	**$ 1,170**	**48 %**	$ 1,183	50 %
Onshore renewable	**190**	**8 %**	218	9 %
Americas				
Onshore renewable and energy storage	**337**	**14 %**	260	11 %
Natural gas	**367**	**15 %**	328	14 %
Utility	**372**	**15 %**	357	15 %
Other [(1)]	**38**	**2 %**	101	4 %
Inter-company revenue [(2)]	**(29)**	**(1)%**	(90)	(4)%
Total	**$ 2,445**	**100 %**	$ 2,357	100 %

(1) Includes management and operations fees, corporate energy marketing revenue, investment income, general and administrative and development expenditures.

(2) Inter-company revenue is eliminated upon consolidation.

International Business Unit

Offshore Wind Facilities

Northland's three operating offshore wind facilities, Gemini, Nordsee One and Deutsche Bucht, within the international business unit comprise 902 MW (at Northland's share), are located off the coasts of the Netherlands and Germany. Wind power generation harnesses wind energy by converting the kinetic energy of wind into electrical energy. Wind generation is subject to seasonal variability and, accordingly, tend to produce more electricity during the first and fourth quarters due to denser air and higher winds compared to the second and third quarters, which is reflected in the respective fiscal quarter's results. In addition, variability in offshore wind results in fluctuations in quarter-to-quarter financial results. Exposure to market prices, and turbine or grid availability can also have a significant effect on financial results. For the year ended December 31, 2025, Gemini, Nordsee One and Deutsche Bucht contributed approximately 21%, 13% and 15%, respectively, of Northland's reported Adjusted EBITDA from facilities.

The offshore wind facilities comprised $1.2 billion of revenues and $4.7 billion of assets representing 48% and 35%, respectively, of total revenues and total assets for the year ended and as at December 31, 2025.

Gemini Offshore Wind Facility

Gemini is a 600 MW (360 MW net Northland interest) facility owned by Northland (60%), Siemens Financial Services (20%), N.V. HVC (10%) and Alte Leipziger-Hallesche insurance group (10%).

Gemini has a long-term service agreement (**"LTSA"**) to provide ongoing maintenance and service on the wind turbines with the original equipment manufacturer, Siemens Gamesa Renewable Energy, that results in stable and predictable wind turbine operating costs over the term of the agreement, which expires in 2036, as well as other long-term arrangements to cover the balance of operating services and costs. Gemini has revenue agreements with the Government of the Netherlands, which expire in 2031. Under these agreements, the subsidy mechanism (**"SDE"**) effectively tops up the revenue to €169/MWh for 2,385 GWh of generation.

The subsidy mechanisms comprise other provisions that can impact the facilities' results:

- The SDE is subject to an annual contractual floor price (the **"SDE floor"**), thereby exposing Gemini to market price risk if the Dutch wholesale market price (**"APX"**) falls below the effective annual SDE floor of €51/MWh. As of December 31, 2025, the APX price for the year was €87/MWh.

- The SDE fixes the revenue at €169/MWh for 2,385 GWh of generation, but due to the settlement's formula, it is paid on the first 1,908 GWh. As a result, typically the revenue per MWh reported is higher in the first three quarters and lower in the last quarter of the year. Revenue averages to €169/MWh on an annual basis.
    - If the facility produces more than 2,385 GWh in the year, the additional volume produced earns the yearly average captured price (**"CP"**).
    - If the facility produces less than 2,385 GWh in the year, the asset effectively receives the subsidy for a volume higher than the actual volume produced.

  The subsidy received on 1,908 GWh is equal to [(€169 * 1.25) — (CP * 1.25)]. This calculation is applicable for every MWh up to 1,908 GWh. The yearly average CP is effectively calculated by reducing the APX with the Profile and Imbalance (**"P&I"**) factor, that accounts for the profile of the generation and the costs associated with grid balancing. The annual P&I factor is adjusted quarterly based on Gemini's own data. The final P&I factor number is officially published by the Netherlands Enterprise Agency in the subsequent year.

Nordsee One and Deutsche Bucht Offshore Wind Facilities

Nordsee One and Deutsche Bucht are 332 MW and 260 MW facilities, respectively, located in the North Sea, in German territorial waters. Northland has an 85% ownership interest in Nordsee One, with the remaining 15% ownership interest held by RWE, and a 100% interest in Deutsche Bucht.

Each turbine at the German facilities is entitled to a Feed-in-Tariff (**"FIT"**) subsidy from the date of its commissioning under the German *Renewable Energy Sources Act*, which is added to the wholesale market rate, effectively generating a fixed unit price for energy sold for approximately 8.5 years at €194/MWh and 1.5 years at €154/MWh for Nordsee One and 13 years for Deutsche Bucht at approximately €184/MWh for 8 years and €149/MWh for the remainder. Additionally, under the German *Renewable Energy Sources Act*, the facilities do not receive revenue for periods where the market power price remains negative for longer than six consecutive hours and is also subject to unpaid curtailments by the German system operator for unplanned maintenance to the grid, at each facility, which can have a significant effect on earnings. The majority of the returns are expected to be earned during the FIT subsidy period, with the remainder of the expected returns earned in the later years from the German wholesale electricity market.

In 2020, Northland Power Europe (**"NPE"**), a subsidiary of Northland, signed a service agreement with Nordsee One whereby NPE will provide turbine O&M services on behalf of Nordsee One. The agreement is effective through 2027. Deutsche Bucht has an LTSA with MHI Vestas Offshore Wind Germany GmbH to provide ongoing maintenance and service on the wind turbines with the original equipment manufacturer that results in stable and predictable wind turbine operating costs over the term of the agreement, which expires in 2035, as well as other long-term arrangements to cover the balance of operating services and costs.

Onshore Wind Facilities

Northland's onshore renewables within the International business unit comprise 560 MW (551 MW net Northland interest) of onshore wind and solar facilities in Spain. Thirteen of Northland's onshore wind facilities in Spain operate under a regulated framework designed to ensure onshore renewable facilities operators a specified pre-tax rate of return (over the full regulatory life of the facility), irrespective of wholesale market prices or actual production. Under the regulatory framework, regulated revenues are adjusted at the start of every three years to offset the variability of spot wholesale market prices in prior regulatory semi-periods. Spanish sites are entitled to receive a guaranteed rate of return of approximately 7.4% until 2031. For the year ended December 31, 2025, Northland's onshore renewable facilities in Spain contributed approximately 10% to Northland's reported Adjusted EBITDA from facilities.

Northland's Spanish portfolio is comprised of onshore wind (435 MW), solar photovoltaic (66 MW) and concentrated solar (50 MW) assets located throughout Spain. The Spanish portfolio operates under a regulated asset base framework that guarantees a specified pre-tax rate of return of 7.4% for 20 sites and 7.1% for 12 sites, over the full regulatory life of the facilities, regardless of settled wholesale power price (**"pool price"**).

The revenue for each facility has four components:

- Return on investment (**"Ri"**), sized to complete the target return based on the market revenue assumed ex-ante (the **"posted price"**);
- Return on operations (**"Ro"**), compensates when operating costs are higher than the market revenues. Note that Ro is not being received in the current environment;
- Market revenue, at pool prices; and
- **"Band adjustments"**, which are an ex-post positive or negative settlement to compensate for the difference between the market revenue, at pool prices and the revenue at the regulatory posted price. If the pool price is lower than the regulatory posted price, the band adjustment mechanism adds the additional revenue to achieve a reasonable return. Conversely, if the pool price is higher than the posted price, the band adjustment mechanism reduces revenues in the period.

Northland's 18 photovoltaic solar facilities and one concentrated solar facility in Spain operate under the regulated framework described above. About half of Northland's Spanish solar sites are entitled to receive a guaranteed rate of return of approximately 7.1% until 2031, and half are entitled to 7.4% until 2026, after which the rate of return is expected to be revised. The Spanish solar facilities have an average remaining regulatory life of 19 years, after which power will be sold at prevailing wholesale pool prices.

Americas Business Unit

Onshore Renewable and Battery Energy Storage Facilities

Northland's onshore renewables and energy storage within the Americas business unit comprises 1,009 MW (838 MW net Northland interest) of onshore wind, solar, and storage facilities in Canada and the United States. For the year ended December 31, 2025, Northland's onshore renewable and energy storage facilities in North America contributed approximately 16% to Northland's reported Adjusted EBITDA from facilities.

The four onshore wind facilities in Canada have PPAs with local government-backed system operators expiring between 2029 and 2036. Three of the four onshore wind facilities have LTSAs with the wind turbine original equipment manufacturer for terms lasting the term of the facility's PPA, with the exception of one facility, whose LTSA expired in May 2024 and was replaced with a five-year Operations and Maintenance Agreement. In October 2023, two onshore wind facilities in the United States commenced commercial operations under the 20-year PPA with NYSERDA. The aforementioned projects were awarded 20-year indexed Renewable Energy Certificate agreements with NYSERDA.

Solar power facilities have lower fixed operating costs per unit of capacity than other renewable power technologies. Electricity production from solar facilities tends to be less variable than wind but is limited to available sunlight, which is generally higher in the second and third quarters than in the first and fourth quarters.

Thirteen solar installations in Canada have PPAs with the IESO expiring between 2033 and 2035. Operations and maintenance activities are performed in-house for solar and long-term parts agreements are in place with the original equipment manufacturer of the inverters.

The Oneida battery energy storage project has a 20-year PPA with the IESO. The battery systems, including battery packs and battery management systems, are typically maintained by original suppliers through long-term service agreements.

Natural Gas Facilities

As at December 31, 2025, Northland owns and operates approximately 737 MW (723 MW net Northland interest) of natural gas generation located in Canada.

Northland's natural gas facilities generate electricity through the combustion of natural gas that spins turbines coupled to electrical generators. Natural gas is the cleanest-burning fossil fuel, resulting in lower atmospheric emissions of sulphur dioxide, small particulate matter, carbon monoxide, nitrogen oxide and GHG such as carbon dioxide, than the combustion of other fossil fuels.

The natural gas facilities earn revenue by selling electricity and/or capacity (i.e. the availability of generation). For certain natural gas facilities, revenues earned differ for on-peak vs. off-peak time periods, as defined by their PPA, and depending on market conditions, specifically prices for electricity and natural gas. The contractual structures of Northland's natural gas facilities ensure that each facility's gross profit is generally stable, within a seasonal profile, regardless of production or sales levels, so long as the plant is available. Under certain revenue agreements, the facility is reimbursed for certain costs of sales by the counterparty, including the cost of natural gas.

Operating natural gas facilities purchase natural gas pursuant to supply contracts with creditworthy counterparties and/or from the market as required. The operating natural gas facilities also have long-term gas turbine maintenance agreements, which include various provisions such as routine maintenance, repairs, upgrades and improvements.

Natural gas facilities comprised $367 million of revenues and $1.1 billion of assets, representing 15% and 9%, respectively, of total revenues and total assets for the year ended and as at December 31, 2025.

The following describes Northland's key operating natural gas facilities:

North Battleford is a 275 MW natural-gas-fired combined-cycle plant that sells electricity under its PPA with SaskPower, expiring June 2033, based on the facility's ability to deliver electricity during defined on-peak periods. The terms under the PPA are designed to cover all fixed costs, debt service and return on equity, and provides protection against changes in the market price of natural gas since all fixed fuel costs and most variable fuel costs are passed through to SaskPower.

Thorold is a 242 MW natural gas-fired co-generation facility that sells electricity to the IESO. Upgrade work has been completed, increasing the average contract capacity to 265 MW. The PPA contract has been extended by 5-years to April 2035. Thorold generally produces electricity only when market conditions are economical but has a contract structure designed to largely insulate it from volume risk and volatility in electricity and natural gas prices. Under its PPA, Thorold earns a fixed amount from the IESO intended to cover fixed operating costs, debt service and return on equity. The structure ensures that Thorold's gross profit under the PPA is generally fixed and largely dependent on its ability to operate in accordance with the contract parameters.

Northland is responsible for operating its natural gas facilities to achieve specified efficiency and reliability levels. The contractual structure of a facility's PPA is designed to ensure predictable, stable and sustainable cash flows over its term.

Utility

EBSA holds the sole franchise rights for electricity distribution in the Boyacá region of Colombia and is an electricity retailer for the regulated residential sector in the region. EBSA owns and operates an extensive distribution network, serving just over half a million customers. EBSA's net sales are almost entirely regulated, of which the vast majority is earned from its distribution business and the remainder primarily from its electricity retail business.

EBSA earns revenue by charging customers a rate approved under the regulatory framework administered by the local regulator, the Comisión de Regulación de Energía y Gas (**"CREG"**). The rate charged is set for an expected five-year period. It includes amounts retained by EBSA as retailer and distributor and amounts passed through to other electricity system participants, such as the transmission operator. EBSA's portion of the rate is determined based on its asset base (i.e. the "**rate base**"), inflation indexation per the established Colombian producer price index and a regulated weighted average cost of capital of approximately 12.09% for an expected five-year period. The rate base takes into account the depreciated cost of existing equipment and anticipated future investments for maintenance and growth. EBSA's portion of the rate also includes

standardized allowances set by the regulator intended to cover fixed and variable operating costs. The rate is designed to ensure EBSA earns a predictable and stable return.

Key Business Drivers for Significant Facilities and Technologies

Northland regularly monitors the performance of its operating facilities with a focus on the key business drivers that result in the most significant variation in financial results. Key business drivers vary by facility due to the nature of the power generation technology employed and the revenue and cost contracting structure and are outlined in the table below.

	Significant drivers of variances in financial results		
	Primary	**Secondary**	**Tertiary**
Gemini	Wind resource	Market price compared to subsidy floor price	Equipment availability, operating and maintenance costs
Nordsee One & Deutsche Bucht	Wind resource	Unpaid curtailment from negative market prices for longer than six consecutive hours or grid unavailability	Equipment availability, operating and maintenance costs
Solar	Solar resource and weather events	Price volatility and regulation changes for Spanish solar facilities	Effectiveness of snow removal
Onshore Wind	Wind resource and weather events	Price volatility and regulation changes for Spanish onshore wind facilities	Instances of unpaid curtailment and permit related restrictions on operations
Battery Energy Storage	Market price intraday volatility and overall level	Battery bids and offer optimization	Facility availability
Natural Gas	Equipment availability	PPA rate escalation; operating and maintenance costs	Gas transportation cost optimization
EBSA	Regulatory changes and execution of capital investment plans	Growth in number of customers; for Free Cash Flow, net proceeds from planned upfinancings, after expansionary capital expenditures	Operating costs relative to recovery of regulated efficient costs

Projects under Development or under Construction

Northland actively pursues new power development opportunities across a range of technologies, including natural gas, wind, solar, and energy storage, to provide energy in markets that align with its investment criteria. Northland believes this diversified strategy mitigates the risk of adverse changes to local demographics or governmental policies.

During 2025, Northland continued its focus on delivering key milestones across its construction portfolio, including reaching commercial operations at the Oneida battery energy storage project ahead of schedule and under budget. In addition, Northland prioritized new growth projects within its development pipeline that are aligned with its strategic and financial objectives. Management continuously assesses projects within the development pipeline to determine their feasibility, alignment with the Company's investment criteria, and development stage. For this reason, the development pipeline below and the corresponding gross production capacities will change as projects progress through their development cycles and are added to or removed from the list.

Project	Geographic Region	Technology	Gross Capacity (GW)	Current ownership	Development Stage	Contract type	Estimated COD
Construction Projects							
Hai Long	Taiwan	Offshore Wind	1.0	31% [1]	Under construction	30-year PPA [2]	2026 and 2027
Baltic Power	Poland	Offshore Wind	1.1	49%	Under construction	25-year CfD [3]	2026
Jurassic BESS	Canada	Energy Storage	0.1	100%	Under construction	15-year tolling agreement	2026
Total Construction Projects			**2.2**				
Growth Pipeline							
International	Europe and Asia	Offshore Wind and Energy Storage	6.3		Early/mid/late-stage	2027 - 2030+	
Americas	Canada and United States	Onshore Wind, Solar, Energy Storage and Natural Gas	2.9		Early/mid/late-stage		
Total Growth Pipeline			**9.2**				
Total Pipeline			**11.4**				

(1) Northland holds a 31% effective economic interest in the Hai Long offshore wind projects indirectly through a joint venture.

(2) Hai Long 2A (0.3 GW) has a Feed-In-Tariff ("FIT") for 20 years. Hai Long 2B (0.2 GW) and Hai Long 3 (0.5 GW) have a CPPA for 30 years.

(3) CfD means Contract for Difference, a subsidy mechanism in which the difference between a fixed reference price and the market revenue is paid to the project.

For additional details relating to Northland's projects under construction and development, refer to the "*Summary of Business Activities*" section in this AIF.

Competitive Conditions

The power generation industry is undergoing a significant transformation, driven by the growing global demand for electricity, including in Northland's core markets. This demand has been further accelerated by specific trends including, but not limited to, population growth, reshoring, proliferation of data centers and artificial intelligence, decarbonization and electrification of transportation, all of which are expected to support the continuous need for electric power. As a global developer with extensive expertise in developing renewable and natural gas power assets, Northland is strategically positioned to compete in this global transition and further grow its global portfolio and market share.

Northland operates power generation facilities and a power distribution utility, and is pursuing projects in various stages of development in Canada, the United States, Europe and Asia. The nature and extent of competition Northland faces varies by jurisdiction. Within renewable energy markets, Northland primarily faces competition from large utilities, private-equity and pension funds, other independent power producers and in certain jurisdictions, competition from generators who utilize non-renewable sources to generate electricity including coal, nuclear and oil. Northland's power distribution utility, EBSA, competes with other utilities operating in the same region in serving customers as well as in competitive auction processes for grid expansion/improvement projects. Northland acknowledges the evolving understanding of the importance of natural gas as an energy source to meet the growing power demand in Canada and transition away from more carbon-intensive forms of power generation, and will leverage its expertise and experience in developing natural gas facilities to pursue such opportunities. There are several competitors, including independent power producers, that have expressed an interest in pursuing natural gas power generation within the same markets in which Northland operates, which may result in a highly competitive environment.

In every jurisdiction in which it operates, Northland depends primarily upon the sale of its power to credit-worthy counterparties under long-term PPAs, rate-regulated frameworks or similar revenue stability mechanisms. Such counterparties include European and Asian government entities or utilities, provincial agencies or utilities in Canada, such as the IESO and SaskPower, state agencies in the United States, such as NYSERDA, a rate-regulator in Colombia, and corporate offtakers. Long-term PPAs are generally awarded through competitive requests for proposals or FIT programs established by the relevant agencies or utilities in which Northland's competitors may also participate.

Globally, competitive auction processes continue to demonstrate that developers are willing to accept some merchant price risk or lower offtake pricing to secure power projects. Although Northland's key investment criteria continue to focus on investment opportunities that provide stable and long-term cash flow, from time to time, Northland may enter into certain investment opportunities that contain merchant power risk as a result of potential flexibility or enhanced returns that a certain exposure may provide. In such situations, Northland carefully weighs such investment opportunities against alternative forms of capital allocation based on its capital allocation framework.

The cost to construct and operate a project, and the type and characteristics of governmental programs to support renewable power projects or infrastructure improvements are important drivers of pricing and competition in most international markets. Numerous factors may affect governmental policy in these areas, which in turn can affect the availability of opportunities to develop new power projects.

Northland manages competitive risk through its ongoing strategic planning process, geographically and technologically diverse portfolio, disciplined approach to project development, strategic partnerships, energy marketing and hedging programs, a proven track-record, in-market presence, robust financial structuring and the experience of its management team.

Maintenance of Capacity

To maintain its production capacity, defined as electricity production measured in MW, MWh or a facility's availability to operate, Northland: (i) invests in durable assets that have a long physical life; (ii) undertakes regular predictive and preventive maintenance; and (iii) makes improvements to major equipment when economically viable.

For renewable facilities, onshore and offshore wind turbines are generally maintained by original suppliers and/or service providers under contract. For offshore wind facilities, maintenance of the balance of plant is undertaken by various contractors. In 2020, following the insolvency of the original turbine O&M provider, NPE, a subsidiary of Northland, signed a service agreement with Nordsee One whereby NPE provides turbine O&M services. Inverters at the solar sites are covered under long-term warranties and parts agreements with the original equipment manufacturer. The cost of parts and maintenance under these contracts is included in operating expenses.

For battery energy storage facilities, the battery systems including battery packs and battery management systems are typically maintained by original suppliers through long-term service agreements. These long-term service agreements include the cost of replacement parts and service required to maintain the system's warranty and performance guarantees. Maintenance of the balance of plant is undertaken by various contractors and the cost of parts under these contracts is included in operating expenses.

For most of the natural gas facilities, gas turbines are maintained through long-term maintenance contracts that include provisions for routine inspections, maintenance and repairs, as well as major overhauls at periodic intervals. Overhauls of hot gas path components occur at intervals equivalent to approximately three operating years. Major turbine overhauls occur at intervals of approximately six operating years. Since overhaul intervals are based on operating hours, the interval period is typically longer for facilities that operate less frequently. These overhauls return the gas turbines near to as-new condition.

For utility equipment, maintenance, repair and replacement work on electrical lines and substations is performed by qualified employees and contractors. Maintenance and replacement schedules take into consideration the age of the equipment relative to its useful life, results from routine inspections and the potential impact of failure.

Environmental Matters

Northland's facilities are subject to environmental laws and regulations and must maintain licenses, permits and approvals established by governmental authorities and regulatory agencies in good standing. Northland is also required to comply with local and municipal approvals and actively works to establish and maintain positive relationships with the communities in which its facilities are located.

Each facility is designed, constructed and operated to meet or exceed environmental standards for air emissions, sound, and use of water and other resources. Northland has internal processes and procedures to monitor environmental conditions, changes in regulations, and to ensure each facility remains in compliance with applicable laws, codes, standards and industry practices. Changes in regulation are monitored and adjustments are made, as required, to address non-conformance.

Employees

As at December 31, 2025, Northland had 1,139 permanent and fixed-term employees based on total headcount (compared to 1,193 as at December 31, 2024).

CAPITAL STRUCTURE

The Company's amended and restated articles of amalgamation authorize it to issue the following classes of shares:

- an unlimited number of Common Shares; and
- an unlimited number of Preferred Shares, issuable in series, of which 6,000,000 have been designated as Series 1 Preferred Shares and Series 2 Preferred Shares.

As at December 31, 2025, Northland had outstanding 261,502,044 Common Shares (2024 - 259,947,326 Common Shares), 4,981,651 Series 1 Preferred Shares (2024 – 4,762,246) and 1,018,349 Series 2 Preferred Shares (2024 – 1,237,754). On January 3, 2023, Northland redeemed all 4,800,000 issued and outstanding Series 3 Preferred Shares at a price of $25.00 per Series 3 Preferred Share together with all accrued and unpaid dividends of $0.3175 per Series 3 Preferred Share, for an aggregate total of $122 million.

The Company also has $500 million of Green Notes currently outstanding.

The following is a summary of the rights, privileges, restrictions and conditions attached to Northland's outstanding securities.

Description of the Common Shares

Holders of Common Shares are entitled to one vote in respect of each Common Share held at any meeting of the holders of Common Shares. Subject to the rights of holders of Preferred Shares or any series thereof ranking in priority to the Common Shares, the holders of Common Shares are entitled to receive dividends as and when declared by the Board of Directors at its discretion from time to time. In addition, subject to the prior rights of holders of Preferred Shares or any series thereof rank in priority to the Common Shares, the holders of the Common Shares are entitled to the balance of the assets of Northland upon the liquidation, dissolution or winding-up of Northland or other distribution of assets of Northland among its Shareholders.

Description of the Preferred Shares

Issuance in Series

The Board of Directors may from time-to-time issue Preferred Shares in one or more series, each series to consist of such number of shares as will before issuance thereof be fixed by the Board of Directors who will at the same time determine the designation, rights, privileges, restrictions and conditions attaching to that series of Preferred Shares.

Voting

Subject to applicable corporate law, all Preferred Shares shall be non-voting and not entitled to receive notice of any meeting of Shareholders, provided that the designation, rights, privileges, restrictions and conditions may provide that if Northland shall fail, for a specified period, which is at least two years, to pay dividends at the prescribed rate on any series of the Preferred Shares, thereupon, and so long as any such dividends shall remain in arrears, the holders of that series of Preferred Shares shall be entitled to receive notice of, to attend and vote at all meetings of Shareholders, except meetings at which only holders of a specified class or series of shares are entitled to attend.

Dividends

Payments of dividends and other amounts in respect of the Preferred Shares will be made by Northland to Canadian Depository for Securities (**"CDS"**), or its nominee, as the case may be, as registered holder of the Preferred Shares. As long as CDS, or its nominee, is the registered holder of the Preferred Shares, CDS, or its nominee, as the case may be, will be considered the sole owner of the Preferred Shares for the purposes of receiving payment on the Preferred Shares.

Tax Election

Northland will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada) and the regulations thereunder (the **"Tax Act"**), to pay or cause payment of the tax, under Part VI.1 at a rate such that the corporate holders of Preferred Shares will not be required to pay tax under Part VI.1 of the Tax Act on dividends received on such shares.

Series 1 and 2 Preferred Shares

In 2010, Northland issued 6,000,000 Series 1 Preferred Shares at a price of $25.00 per share, for gross proceeds of $150 million. The annual dividend rate resets every five years at a rate equal to the then five-year Government of Canada bond yield plus 2.80%. The holders of the Series 1 Preferred Shares are entitled to fixed cumulative dividends, payable quarterly, as and when declared by the Board of Directors.

On August 29, 2025, Northland announced that the fixed quarterly dividends on the Series 1 Preferred Shares would be payable at an annual rate of 7.70% ($0.3564 per share per quarter) until September 29, 2030.

Holders of Series 1 Preferred Shares and Series 2 Preferred Shares had the right, at their option, to convert all or part of their Series 1 Preferred Shares or Series 2 Preferred Shares, as applicable, on a one-for-one basis, into shares of the other series, effective September 30, 2025. Consequently, Northland now has 4,981,651 Series 1 Preferred Shares and 1,018,349 Series 2 Preferred Shares outstanding.

The Series 2 Preferred Shares carry the same features as the Series 1 Preferred Shares, except that holders are entitled to receive quarterly floating-rate cumulative dividends, as and when declared by the Board of Directors, at an annual rate equal to the then three-month Government of Canada treasury bill yield plus 2.80%. The holders of Series 2 Preferred Shares have the right to convert their shares into Series 1 Preferred Shares on September 30, 2030, and on September 30 of every fifth year thereafter.

Green Notes

On June 21, 2023, Northland issued $500 million of Fixed-to-Fixed Rate Green Subordinated Notes, Series 2023-A, due June 30, 2083. The Green Notes have a fixed coupon of 9.25% per annum until the first reset date on June 30, 2028, and have an estimated after-tax cash cost in Euros to the Company of approximately 6.2%, taking into consideration the benefit of a Canadian dollar to Euro hedge and applicable corporate tax deductions. The Green Notes are rated BB+ by both S&P and Fitch and benefit from 50% equity treatment by both credit agencies.

DIVIDENDS

Dividends on Common Shares

On November 12, 2025, Northland's Board of Directors approved an adjustment to Northland's dividend to $0.72 per share on an annual basis. The change was applicable to the dividend payment on January 15, 2026, to shareholders of record on December 31, 2025. The Board of Directors regularly reviews the dividend as part of Northland's strategic planning process balancing the Company's growth objectives and investor preferences with the principles of prudent financial management and balance sheet strength.

Holders of Common Shares may elect to reinvest their dividends in Common Shares pursuant to the Company's DRIP. In February 2025, Northland approved a change in the discount on its DRIP issuances from 3% to 0% and confirmed the intention to source shares through secondary market purchases rather than treasury issuances. Such changes were effective from and as of April 15, 2025 and for the dividend payable thereon to shareholders of record on March 31, 2025. Pursuant to the terms of the DRIP, Northland has the discretion, from time to time, to change the applicable discount and source of shares.

History of Dividends

The following table shows per Common Share cash dividends declared monthly for the past three years.

	2025	2024	2023
January	**$0.1000**	$0.1000	$0.1000
February	**0.1000**	0.1000	0.1000
March	**0.1000**	0.1000	0.1000
April	**0.1000**	0.1000	0.1000
May	**0.1000**	0.1000	0.1000
June	**0.1000**	0.1000	0.1000
July	**0.1000**	0.1000	0.1000
August	**0.1000**	0.1000	0.1000
September	**0.1000**	0.1000	0.1000
October	**0.1000**	0.1000	0.1000
November	**0.1000**	0.1000	0.1000
December	**0.0600**	0.1000	0.1000
	$1.1600	$1.2000	$1.2000

The following table shows per Series 1 Preferred Share dividends declared quarterly for the past three years.

	2025	2024	2023
March	**$0.2001**	$0.2001	$0.2001
June	**0.2001**	0.2001	0.2001
September	**0.2001**	0.2001	0.2001
December	**0.3564**	0.2001	0.2001
	$0.9567	$0.8004	$0.8004

The following table shows per Series 2 Preferred Shares dividends declared quarterly for the past three years.

	2025	2024	2023
March	**$0.3871**	$0.4887	$0.4272
June	**0.3515**	0.4849	0.4587
September	**0.3428**	0.4833	0.4638
December	**0.3441**	0.4417	0.5016
	$1.4255	$1.8986	$1.8513

CREDIT RATINGS

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issuer of securities or issue of a specific security, and do not speak to the suitability of particular securities for any particular investor. A security rating or a stability rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

In January 2026, S&P reaffirmed Northland's corporate investment grade credit rating at BBB (stable) rating. In June 2025, Fitch also reaffirmed Northland's BBB (stable).rating. In June 2023, in conjunction with Northland's issuance of $500 million of Green Notes, both S&P and Fitch rated the subordinated notes at BB+; this is two notches below Northland's issuer rating and is consistent with treatment under their respective hybrid capital methodologies. Northland's preferred share ratings were also reaffirmed at BB+ (stable).

An issuer credit rating is a forward-looking opinion about an obligor's overall creditworthiness, focusing on the obligor's capacity and willingness to meet its financial commitments as they come due. Rating methodologies consider a number of factors, including but not limited to: business and financial risks, actual and projected financial ratios, corporate liquidity and debt levels, corporate and project financing strategies, the quality and diversity of cash flows and track record of operations and construction. An issue credit rating considers the issuer rating along with characteristics of the security, notably structural features and ranking in the issuer's capital structure.

Northland pays fees to S&P and Fitch to maintain its various credit ratings.

MATERIAL CONTRACTS

Northland does not have any material contracts as defined under National Instrument 51-102 that remain in effect as at December 31, 2025.

MARKET FOR SECURITIES

The table below presents the reported monthly high and low trading prices and trading volumes of the Common Shares on the TSX during 2025:

Common Shares (TSX: "NPI")	High	Low	Volume
January	$19.51	$16.52	25,367,429
February	$19.90	$16.14	23,261,557
March	$20.59	$18.78	23,173,433
April	$19.87	$17.40	15,415,598
May	$21.17	$18.05	17,508,511
June	$22.31	$20.16	15,450,624
July	$23.85	$21.41	16,086,545
August	$22.74	$20.72	15,081,947
September	$23.34	$21.84	15,912,898
October	$25.68	$23.22	22,622,427
November	$25.99	$15.96	44,468,262
December	$18.00	$16.60	30,418,062

The tables below present the monthly reported high and low trading prices and trading volumes of each series of Preferred Shares on the TSX during 2025:

Series 1 Preferred Shares (TSX: "NPI.PR.A")	High	Low	Volume
January	$19.76	$18.71	317,901
February	$18.95	$17.13	97,904
March	$19.30	$18.52	79,718
April	$19.25	$18.55	122,182
May	$20.86	$19.05	133,042
June	$21.95	$20.85	186,496
July	$23.71	$22.02	324,994
August	$23.63	$22.02	126,130
September	$23.75	$22.52	224,938
October	$24.00	$23.25	369,302
November	$23.75	$22.52	97,906
December	$24.55	$23.55	277,178

Series 2 Preferred Shares (TSX: "NPI.PR.B")	High	Low	Volume
January	$19.75	$17.12	23,402
February	$19.74	$18.85	25,624
March	$19.90	$19.26	17,175
April	$19.97	$18.65	79,148
May	$20.84	$19.72	21,730
June	$21.99	$20.69	26,667
July	$23.50	$21.83	19,757
August	$25.18	$22.89	84,510
September	$23.70	$22.33	28,929
October	$23.05	$22.05	23,303
November	$23.04	$21.84	16,722
December	$23.05	$22.04	9,466

RISK FACTORS

Northland is subject to a number of risks and uncertainties, the most relevant of which are discussed in more detail below. The actual effect of any event on the Company's business could be materially different from what is anticipated or discussed below. In addition, there could be other, unknown risks not discussed below that could affect the Company's business. All risk factors herein may be interrelated to some degree and should be read and considered together; the cumulative impact of multiple risk factors being realized in the same time period is an additional risk that should be considered.

The following information is only a summary of such risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this AIF and the MD&A included in the 2025 Annual Report.

Related to Ownership and Operation of Assets

Revenue Contracts

The majority of Northland's consolidated revenue is generated under long-term PPAs or revenue subsidy contracts at its facilities, with initial terms of 10 to 30 years, although the remaining PPA terms for certain facilities are considerably shorter.

As the facilities' PPAs expire, Northland may or may not be able to extend them or enter into new contracts or other revenue arrangements in the same or new markets. The renegotiation of certain contract provisions could entail capital investments for plant modifications and/or result in reduced facility profitability due to lower sales volumes, different operating modes or reduced margins. This may result in a higher proportion of our revenue generation being exposed to merchant market risk as existing PPAs expire. See the risk factor regarding "Power Market Prices" below.

Contract Counterparties

For the majority of Northland's revenue, the amount of cash flow received by Northland is dependent upon the counterparties to Northland's long-term contracts fulfilling their contractual obligations and energy market system operators fulfilling their regulatory obligations. In particular, because electricity sales provide nearly all of the revenue generated by Northland's facilities, the failure of a counterparty or system operator to meet its contractual or regulatory obligations would have an adverse effect on cash flow. For Northland's regulated utility, EBSA, the counterparty is the end-customer. However, as demonstrated during the COVID-19 pandemic, the regulator ensured that utilities such as EBSA were virtually fully assured of their revenue by way of a deferral payment program for select customers that ultimately had an immaterial effect on EBSA's business.

Northland's operating facilities generally contract with third-party equipment maintenance and service providers, primarily related to gas turbine and wind turbine inspections as well as equipment service and maintenance. The failure of a provider to meet its obligations could cause that equipment to experience downtime or increased maintenance costs, which could reduce cash flows.

Northland, its subsidiaries and joint ventures engage contractors and third-party suppliers for equipment and services during the construction of new facilities. The failure of a supplier to meet its obligations could cause Northland to experience construction delays, cost overruns and/or loss of expected pre-completion revenue and may result in increased costs, additional equity contributions by the Company, reputational damage and/or litigation or arbitration, as discussed in the "Construction" section below. Failure of such contractors and third-party suppliers to meet their contractual obligations could also prevent those projects from meeting obligations under PPAs or financing agreements (which may cause the Company to pay liquidated damages or other penalties or amounts). The ability to recover liquidated damages or other penalties from contractors or third-parties may be subject to litigation or arbitration and may not fully cover the losses experienced by the Company. Multiple physical and contractual interfaces may also increase the risks to the facility from an overall project management perspective. Increase in risks related to multiple physical and contractual interfaces include risks pertaining to

coordination, compatibility errors, liability caps, warranties on an individual work package basis, delays, cost overruns, performance failures and litigation.

Northland and its subsidiaries contract with partners to collaborate on development projects, including sharing development costs in agreed upon ratios. The failure of a partner to meet its obligations could cause Northland to take on additional credit exposure or make additional development expenditures or equity contributions to maintain the development project's status.

Financial counterparty risk arises primarily from holding cash and cash equivalents at banks and financial institutions; counterparty exposure arising from derivative financial instruments with banks, financial institutions and other derivative providers; unfunded credit commitments from banks and financial institutions; claims receivables due from insurance providers and receivables due from customers and other counterparties. The maximum financial exposure to counterparty risk, other than for unfunded credit commitments, is equal to the carrying value of the financial assets. The inability of a financial counterparty to perform under agreements with Northland could have a material impact on Northland's assets, liabilities, earnings and/or cash flow.

To the extent Northland's interests in a project or asset are held in a partnership or joint venture with third party co-investors, the validity of permits, licenses and approvals and agreements (including financing agreements) with respect to such project or asset could be adversely affected by the conduct of the Company's partners or co-investors, which is outside the Company's control. See the risk factor regarding "Co-ownership" below.

Operating Performance

The contractual structure of the revenue agreements at, or the regulated framework applicable to, Northland's operating facilities requires them to operate based on certain contractual parameters, for example when requested by the offtaker or at minimum output or availability levels. If facilities are unable to operate according to their contractual parameters, this could result in penalties or other financial impacts that could negatively impact financial results and cash flow.

There are no minimum production obligations at the Gemini, Nordsee One and Deutsche Bucht offshore wind facilities.

North Battleford's PPA provides a monthly capacity-based payment that may be affected if North Battleford is unable to deliver minimum levels of electricity based on ambient temperatures specified. SaskPower can terminate the PPA in certain circumstances in the event that North Battleford fails to perform certain of its obligations under the contract and claim damages in respect thereof.

The PPAs for Northland's Bluestone and Ball Hill onshore wind projects provide for a downward price adjustment if Northland fails to meet certain minimum capacity thresholds for three consecutive contract years.

Oneida's energy storage capacity agreement with the IESO includes must-offer and availability obligations which if unfulfilled may result in reduced payments and, in case of availability below certain thresholds, termination.

The power grids through which Northland supplies energy can be subject to unplanned maintenance and outages, which can occur on short notice and result in lost revenue opportunities, which may not be fully recovered under the terms of the applicable PPA. Such unplanned outages may have an adverse effect on the Company's business, operating results and financial condition.

EBSA's rate-regulated revenues earned for delivering electricity to customers are not subject to minimum operating performance metrics; however, poor performance on key service reliability indicators may negatively impact EBSA's reputation or future rate applications, reducing future cash flows. Key reliability indicators include System Average Interruption Frequency Index and System Average Interruption Duration Index, which measure the frequency and duration, respectively, of interruptions in the power supply to customers.

Curtailment and Grid Outages

The power grids through which Northland supplies energy can be subject to planned or unplanned curtailment, maintenance and outages, which can occur on short notice and result in lost revenue opportunities, which may not be fully recovered under the terms of the applicable PPA. Such unplanned outages may have an adverse effect on the Company's business, operating results and financial condition.

Forecasted Demand for Electricity

Northland's growth and the prices it may be able to obtain for its merchant assets are reliant on the increasing demand for electricity, which can be affected by a variety of factors, including but not limited to, economic conditions, changes in energy consumption patterns, technological advancements, grid constraints, government policy decisions and shifts in consumer behaviour. A decrease in the forecasted demand for electricity due to changes in such factors could adversely affect Northland's financial performance, profitability and growth prospects.

Competition

Northland operates in a competitive environment. In particular, Northland competes for, among other things, development opportunities, power purchase agreements and acquisition targets with a diverse range of market participants, including those ranging from large utilities to independent power producers, traditional and emerging energy and technology firms, infrastructure funds, pension funds, private-equity investors, international conglomerates and government entities. Some competitors have significantly greater financial and other resources than Northland.

The Company also faces indirect competition from potential customers who may choose to self-supply their electricity needs, as well as technological disruption from emerging energy generation, storage (including battery storage), and distribution technologies. Older facilities may be unable to compete as newer, more efficient technologies are deployed. Additionally, concerns relating to climate change are accelerating innovation and transformation across the power generation sector.

These competitive dynamics could adversely affect Northland's ability to achieve its growth targets and maintain its operational and financial performance.

Variability of Renewable Resources

The wind and solar resources at Northland's wind and solar farms will vary based on weather patterns, among other factors, which has a direct impact on Northland's revenue generated from wind and solar facilities. Although Northland believes that the resource surveys and historical production data collected demonstrate that the sites are economically viable, historical data and technical predictions could prove inaccurate or unreliable in reflecting the strength and consistency of the resources in the future, resulting in an adverse effect on Northland's business.

Offshore Wind Concentration

Northland's consolidated financial results reflect profits and cash flows generated by a number of subsidiaries. Northland's consolidated results are significantly driven by the performance of its operating offshore wind facilities. Each of these operating facilities is located in the North Sea, meaning that they are subject to the same weather patterns or grid constraints and, accordingly, face similar downside risk of variability in production – refer to "Variability of Renewable Resources" above. This concentration of cash flow in the offshore wind sector will further increase with the development and construction of Hai Long and Baltic Power and any future acquisition of offshore development projects. However, the Hai Long and Baltic Power projects are located in the Taiwan Strait and Baltic Sea, respectively, diversifying the wind resource mix of Northland's existing operating offshore wind assets once they come into operations.

Power Market Prices

Northland may from time to time develop or acquire facilities where some or all of its revenues are derived from market prices for electricity. Northland has market price risk exposure for its operating results, primarily at its offshore wind facilities

and at the Spanish portfolio. Gemini, Nordsee One and Deutsche Bucht are exposed to market price risk to the extent that if the annual average day-ahead spot electricity price falls below the contractual floor price for Gemini, or if the hourly prices fall below zero for longer than six hours for Nordsee One and Deutsche Bucht, it could negatively affect financial results and cash flow at those facilities. Additionally, production in excess of the annual Gemini subsidy cap earns revenue at yearly market price. Gemini settles its revenues with its route to market provider on a monthly basis at the market electricity price. In addition, monthly fixed advance subsidy payments are being received from the offtaker. These advance fixed payments are based on the average price for the period September-August of the prior year. The actual difference between the average spot electricity price for the year and the maximum subsidy is only being settled 6 months after year-end. As a consequence, the timing of cash flows on Gemini revenues can materially differ from the total revenue accounted for in the calendar year. There is also a risk that negative pricing materializes at other facilities in Europe, which may negatively impact Northland's financial results.

The Spanish government enacted an exceptional update to the regulatory framework for both 2022 and the regulatory semi-period 2023-2025, that will not impact the guaranteed return of Northland's Spanish facilities but will increase the volatility of cash flows and financial results, that will be more dependent on the market prices. The next regulatory period will begin in 2026 and will last six years, concluding in 2031. The regulation stipulates that estimates of income from the sale of the generated energy, valued at the production market price, will be reviewed for the remainder of the regulatory period, based on the evolution of market prices and the forecasts of operating hours, every three years.

The revenue from Ball Hill and Bluestone is partially exposed to market prices due to the fact that the CfD contract recognizes revenue from the market that is different from the actual revenue, creating some volatility around the guaranteed fixed price per MWh.

The Oneida battery energy storage project is partially exposed to market pricing, as part of its revenue comes from operating the battery on the energy and ancillary services markets.

Natural Gas Fuel Supply, Transportation and Price

Certain natural-gas-fired facilities owned or managed by Northland may be affected by the availability, or lack of availability, of a stable supply of fuel at reasonable or predictable prices. Although these facilities attempt to match fuel cost setting mechanisms in supply agreements to PPA energy payment formulas, increases in fuel costs or insufficient fuel supply can nonetheless adversely affect the profitability of the facilities.

The ability to produce energy at certain facilities is highly dependent on the ability to procure and transport fuel to the facility. Such facilities depend on suppliers fulfilling their contractual obligations under natural gas fuel supply and transportation agreements. The loss of significant fuel supply could have an adverse impact on the facilities' ability to produce electricity, reducing expected cash flow. To the extent possible, Northland's gas-fired facilities attempt to contract with creditworthy counterparties and/or source gas through index-based pricing from liquid trading hubs with potential alternate suppliers.

Upon the expiry or termination of existing fuel supply agreements, Northland will be required to either renegotiate these agreements or source fuel from other suppliers. Northland may not be able to renegotiate these agreements or enter into new agreements on similar or otherwise desirable terms.

Operations and Maintenance

Northland's power generation, storage and utility facilities are subject to operational risks that could have an adverse effect on cash flow, including premature wear or failure of major equipment due to defects in design, material or workmanship or due to more stressful operating conditions. These and other safety and operating events and conditions could result in bodily injury or death, property damage, the release of hazardous substances, increased capital or operating expenditures, reduced production and service disruptions and, to the extent that a facility's equipment requires longer than forecasted down times for maintenance and repair or as a result of longer than expected production lead time and/or the unavailability of replacement or spare parts or shortage of skilled labour, or suffers disruptions of power generation or distribution for other

reasons, the Company's business, operating results, financial condition, reputation or prospects could be adversely affected. In addition, for EBSA, retirement of distribution equipment prior to the end of its rate regulated useful life reduces the rate base on which rate regulated revenues are calculated.

Operating Costs

EBSA's ability to recover the actual costs of providing service and earn the allowed weighted average cost of capital depends on EBSA realizing the cost forecasts approved in the rate-setting process. Actual costs could exceed the approved forecasts if, for example, EBSA incurs operations, maintenance, administration, capital and financing costs above those included in EBSA's approved revenue requirement. EBSA may not be able to recover significant differences between forecast and actual costs, adversely affecting EBSA's financial results. In addition, EBSA's current revenue requirements are based on cost and other assumptions that may not materialize.

The regulated revenue EBSA earns on its rate base is inflation-indexed per the established Colombian producer price index. There is the potential for reductions in the Colombian producer price index which would have a negative impact on future cash flows.

Other Northland facilities and projects have contracts indexed to the Canadian or local consumer price indices. Similarly, reductions in such consumer price indices could have a negative impact on Northland's future cash flows.

Insurance

Northland procures insurance to address material insurable risks such as property damage, business interruption and liability. Insurance coverage decisions are based on what Northland believes would be maintained by a prudent manager/owner/operator of similar facilities or projects and certain contractual obligations. Northland reviews its insurance program annually, or as required, to ensure terms and limits are at or above industry standards, which is also required by lenders to our non-recourse project level financings. Northland's insurance is subject to deductibles, limits and exclusions that are customary or reasonable given the availability and cost of procuring insurance in the markets in which Northland is active, current operating and construction conditions and overall insurance market conditions. Such insurance may not continue to be available or available at economically feasible costs. Some events that could give rise to a loss or liability may not be insurable, and the amounts of insurance may not be sufficient to cover each and every loss or claim that may occur involving the assets or operations of the facilities, projects or Northland, and the time between a loss and full receipt of a claim payout may be prolonged. Insurance coverage of project assets and facilities may be prescribed by project financing agreements and/or PPAs.

Co-ownership

Northland relies on other investors and joint venture partners for certain projects and facilities, including Hai Long, Baltic Power, Oneida, ScotWind, Gemini, Nordsee One, Kirkland Lake, Grand Bend, McLean's and Cochrane Solar, to fulfill their commitments and obligations in respect of the project/facility. In some cases, the Company may not have control over such projects and facilities, and its interest may be subject to the decision-making of third parties, and the Company may be reliant on a third party's personnel, good faith, contractual compliance, expertise, historical performance, financial resources, technical resources and information systems, proprietary information and judgment in developing, constructing and operating the particular project. There is a risk that one or more other investors, partners or joint venturers will be unable or unwilling to fulfill their obligations in respect of the project/facility. In such a case, the facility's operations may be adversely affected and therefore Northland's cash flows from the project could be negatively affected.

Certain joint ventures and other equity partners with which Northland has arrangements may have, or may develop, interests or objectives which are different from or even in conflict with those of Northland. Any such differences could lead to development, construction or operations issues that could negatively impact the success of Northland's projects and its reputation. If an investor, partner or joint venturer fails to fulfill its contractual obligations, Northland may be required to pay financial penalties or liquidated damages, provide additional services, or make additional investments to ensure adequate

performance and delivery of contracted services. Under agreements with joint and several (or solidary) liabilities, Northland could be liable for both its obligations and those of its partners. These circumstances could also lead to disputes and litigation with Northland's partners, lenders or clients. The occurrence of any of the foregoing could have an adverse effect on Northland's business, financial condition and results of operations.

Reliance on Transportation and Distribution Infrastructure

Northland's operations rely on assets such as transmission and distribution grids, towers, substations and pipelines owned and operated by third-parties. These assets may be adversely affected by acute or chronic weather events, mismanagement, and other factors, which Northland has little or no ability to control. Failure of transportation and distribution infrastructure on which Northland relies may prevent Northland from delivering electricity to contract counterparties, reducing cash flows.

Terrorism and Security

Northland's physical and technological assets may be subject to acts of terrorism, vandalism or sabotage that prevent Northland from meeting its operational and contractual commitments, negatively affecting financial results. Northland may have insurance available to mitigate this risk in certain circumstances, but this may be insufficient to fully compensate the Company for the resulting damages and additional expenditure may be required.

International Activities and Geopolitical Risks

Northland's operations expose the Company to risks inherent in international business activities, including those described below:

Political and Regulatory Risks: NPI's operations are subject to foreign government policies, including changes to foreign ownership laws, taxation, royalties, duties, tariffs, licensing requirements, or contract enforceability. Governments may impose special charges, revoke permits, restrict business activities, or expropriate assets without fair compensation.

In the United States, changes to federal or state renewable energy policies, tax incentives (including the Inflation Reduction Act), renewable portfolio standards, or permitting frameworks could adversely affect the Company's project economics and development timelines. Political uncertainty regarding government support for renewable energy may adversely impact demand for power purchase agreements and the competitive environment for clean energy projects.

Geopolitical and Security Risks: NPI's operations are subject to political instability, civil unrest, nationalization, military conflicts, terrorism, cybersecurity incidents, and diplomatic tensions between nations. Ongoing conflicts in Ukraine and the Middle East, as well as tensions involving China, Taiwan, Russia, Eastern Europe, and other countries create uncertainty that could disrupt the Company's operations, investments, or access to markets.

Economic and Financial Risks: Foreign exchange fluctuations and controls, currency restrictions, interest rate volatility, difficulties obtaining financing in foreign jurisdictions, and changes to trade or investment policies by Canada or host countries could significantly escalate the construction and operating costs of the Company's projects or adversely impact the feasibility of certain projects.

Supply Chain and Operational Risks: Certain equipment and materials required for construction and operation of Northland's facilities may be sourced from jurisdictions subject to import tariffs, export controls, or supply disruptions. The imposition of tariffs, the increase of existing tariffs, or the inability to secure alternative suppliers could increase the Company's project costs or delay its construction timelines.

The Company monitors macroeconomic, political, and regulatory developments in all markets where it operates. However, Northland cannot predict with certainty the impact of geopolitical events on its financial position, project timelines, or asset values.

These risks could materially adversely affect the Company's business, financial condition, results of operations, and ability to execute its growth strategy.

Construction

Supply Chain Risk

The Company's ability to execute construction projects on time and on budget depends on timely delivery of specialized equipment, materials, and services from third-party suppliers and contractors.

Equipment and Material Availability: Critical components for offshore wind, onshore renewable, and battery storage projects—including turbines, blades, nacelles, towers, foundations, inverters, transformers, subsea cables, onshore and offshore substations, mooring systems**,** battery systems and power conversion systems—are sourced from a limited number of global suppliers. Supply constraints, manufacturing delays, or allocation of limited production capacity to competitors could delay the Company's project timelines or increase its costs.

Cost Escalation: Equipment and material costs are subject to inflation, commodity price volatility, tariffs, foreign exchange fluctuations, and supply-demand imbalances. Significant cost increases beyond budgeted levels could reduce the Company's project returns or render its projects uneconomic.

Logistics and Delivery: Transportation delays due to port congestion, shipping constraints, customs clearance issues, or geopolitical disruptions could delay delivery of critical components. Specialized equipment for offshore wind projects (such as installation vessels) faces particularly limited availability and scheduling constraints.

Vendor Financial and Reputational Risk: The Company relies on key vendors and contractors for equipment supply, construction, and commissioning services. Financial distress, operational failures, regulatory violations, or reputational issues affecting these vendors could disrupt project execution, require vendor substitution, or expose the Company to contractual disputes and additional costs.

Regulatory and Geopolitical Factors: Changes to trade policies, export controls, sanctions, local content requirements, or environmental standards could restrict access to suppliers, increase costs, or require redesign of project specifications. Pandemics, epidemics, or other global disruptions could adversely affect manufacturing capacity and workforce availability across the Company's supply chain.

Supply chain disruptions could result in project delays, cost overruns, reduced profitability, disputes with offtakers or joint venture partners, and adverse effects on the Company's financial condition and its ability to meet its growth targets.

Cost Overrun Risk

Although Northland includes contingency in its construction budgets that it believes to be sufficient, based on information available at the time and reasonable judgment, there is a risk that significant cost overruns could result in the Company being required to contribute additional equity into one or more projects to complete construction, potentially resulting in an adverse impact on the project's economic returns and the Company's financial position, which could have a resulting adverse effect on the Company's ability to pursue growth initiatives and meet its growth targets. There is also a risk that a project under construction could be stopped or canceled and/or a contractor or supplier could fail to complete its contractual obligations and that remedies such as financial security, performance bonds, contractual set off or liquidated damage provisions, and/or court or arbitration damage awards may be insufficient to fully compensate the Company for the resulting damages. Any significant delays in construction, cost overruns, project cancellations, or project shortfalls as a result of construction activities may have an adverse impact on Northland's reputation, operations and financial performance. The risks associated with construction projects are proportionate to their scale and complexity. For EBSA, delays in executing the capital investment projects approved in its rate application are factored into the calculation of future regulated rate revenues.

Site Condition Risk

Both onshore and offshore construction is exposed to the risk of encountering unforeseeable or differing site conditions relative to those expected in the project design phase, including subsurface geological or man-made conditions, seabed

mobility and higher than anticipated sea currents. Northland retains professionals to perform reasonable investigations to ascertain the site conditions to be expected at its construction sites. However, those investigations are estimates and interpretation based on limited data. When unanticipated site conditions are encountered, additional construction measures may be required, resulting in increased costs and potential delays in construction schedules. While Northland includes reasonable financial and schedule contingencies in its construction budgets, there is no guarantee that those contingencies will be sufficient to fully cover resulting costs overruns or construction delays. Because

construction contracts may not fully allocate the risk unforeseeable or unexpected site conditions to contractors, Northland may need to absorb said cost overruns resulting therefrom.

Construction Disputes Risk

Disputes are common on construction projects and, as such, in the normal course of business, the Company may become involved in various legal actions and proceedings (including litigation or arbitration) that arise from time to time, some of which may involve substantial sums of money. There is no assurance that the Company's project contingencies will be sufficient to cover any particular claim or claims or that a judge or arbitrator will rule for the Company in a proceeding with respect to a substantial amount in dispute notwithstanding the Company's confidence in the merits of its position. Refer to the "Litigation Risk and Legal Contingencies" section below.

As discussed in the "Climate-Related" section below, Northland is exposed to weather risk and other physical and environmental risks during the construction and operation of its facilities.

Development Prospects and Advanced Stage Development Projects

Northland incurs early-stage development costs before it can determine whether a prospective project is technically and financially feasible and, in some cases, before Northland has rights to or ownership of the project. The amount of some of these expenditures is speculative. Northland may also be required to advance funds, enter into commitments and/or post performance bonds, parental guarantees or other security in the course of acquiring or developing prospective projects. There are a number of factors that could cause a prospective development project to fail, including: inability to secure favourable sites; inability to secure offtake agreements; failure to obtain permits, consents, licenses and approvals; changes in laws and regulations, including, without limitation, tariffs, customs, electricity market rules or permitting requirements; changes in government policies; increases in interest rates, commodity prices or unfavourable currency fluctuations; inability to acquire suitable equipment and construction services at a favourable price; inability to attract adequate project financing and the inability to mitigate other critical risks. Significant costs related to prospective development projects may be incurred in preparation for the associated bidding process and such costs may not be recovered if Northland fails to win the bid.

Northland may pursue earlier-stage development prospects which are inherently riskier than late-stage developments. In addition, increased competition in the industry and changes in the ways Northland's customers procure power require the acceptance and management of increasing amounts of merchant price risk, technology development risk, commodity price risk and construction risks. If these risks manifest in a material manner, overall project returns could be adversely affected.

Projects may fail to reach financial close, and all investments, cost commitments and credit support provided up to that point, which could be material, may be lost or unrecoverable. Factors that could cause an advanced stage development project to fail include: (i) failure to obtain or renew permits, consents, licenses and approvals at all or on terms or timelines that are acceptable to the Company; (ii) changes in government policies; (iii) increases in interest rates or adverse changes in foreign exchange rates; (iv) inability to finalize equipment and construction contracts or services or financing agreements on terms or costs that are acceptable to the Company; (v) inability to obtain financing; (vi) the inability to mitigate other critical risks; (vii) expiry of the longstop date or equivalent term of a key vendor contract, (viii) a partner exercising its rights under the applicable agreement or agreements to not proceed with the project and/or, (ix) failure of a partner to meet its obligations with respect to the project.

The economic returns on projects may also become less desirable than originally anticipated by the time of final investment decision, financial close or following construction due to various factors, including supply chain factors, interest rates, competitive factors, financing terms and rates, the Company's cost of capital, changes to underlying assumptions, changes to permitting and/or regulatory frameworks, changes in government policy, changes in tax laws, timing differences between costs and revenues becoming committed and changes in accounting standards or policies. In such situations, a project may fail to meet Northland's minimum investment return criteria and may be abandoned, sold or may negatively impact the Company's profitability. There is no guarantee that Northland would be able to recover the costs incurred to develop the applicable project if sold or, if retained, generate sufficient revenue to meet desirable investment returns, either of which may have an adverse effect on Northland's financial position.

Acquisitions and Dispositions

Integration and Acquisition Risk

Northland's growth strategy includes potential acquisitions of assets or companies. These acquisitions may not result in the anticipated benefits to Northland due to changes in performance compared to those on which due diligence assessments were based, reliance on information provided by the seller, loss of key members of the acquired company's management team, identification of unexpected costs or liabilities of the acquired company, difficulties integrating the new assets or companies and other factors. The Company may face challenges in successfully integrating acquisitions and realizing anticipated synergies, which could result in increased or unanticipated costs associated with the acquisition. Likewise, failure to achieve sufficient utilization of the assets acquired could also materially impact the future financial results of Northland. Please also refer to the "Contract Counterparties" section.

Disposition and Sell-Down Risks

Northland may, from time to time, divest certain assets or projects, in whole or in part. Any disposition or sell-down by the Company may result in a decrease to its revenues, cash flows and net income and a change to Northland's business mix. In addition, the Company may not be able to sell-down or dispose of businesses or assets that the Company desires to sell for financial, strategic and other business reasons at all or at a price acceptable to the Company. Moreover, divestitures may not result in the anticipated benefits to Northland or proceed on the timeline anticipated by management due to changes in operational or financial performance, due diligence requirements, and achievement of all required conditions to closing, including but not limited to regulatory and/or lender approvals. Please also refer to the "Contract Counterparties" section.

Northland may also retain certain liabilities for or agree to indemnification obligations in a sale transaction. The magnitude of any such retained liabilities or indemnification obligations may be difficult to quantify at the time of the transaction and could ultimately be material. Should any of the risks associated with dispositions materialize, it could have an adverse effect on Northland's business, financial condition, results of operations or reputation. Failure to execute on any planned disposition may require the Company to seek alternative sources of funds or incur additional indebtedness.

Climate

Climate change and the global transition to a lower-carbon economy represent both opportunities and risks for Northland's business. The Company assesses climate-related factors throughout the project lifecycle, from site selection and design through construction and long-term operations.

Transition Risks

Climate change mitigation policies, including carbon pricing, renewable energy mandates, emissions reduction targets, and corporate sustainability commitments may improve the competitive position of renewable generation relative to fossil fuel-based power, supporting positive conditions for Northland's value proposition and growth strategy.

However, some climate policies may also expose the Company to transition-related costs which may adversely impact project economics and supply chains. New or strengthened environmental regulations may require operational adjustments, reporting obligations, or investments in emissions reduction technologies, particularly for natural gas facilities. Suppliers and contractors may face increased costs due to carbon pricing or emissions regulations, which could be passed through to project costs. Transportation and logistics, including diesel fuel for offshore construction vessels, may be subject to carbon taxes or fuel price increases. Some of Northland's power purchase agreements do not include provisions that allow for recovery of incremental regulatory costs, resulting in direct financial exposure to carbon pricing and emissions regulations.

Climate-Change Related Litigation

Climate change-related litigation continues to evolve in Canada and elsewhere. While most cases have not succeeded due to the difficulty of attributing climate change to one specific emitter and uncertainty about the extent to which climate change-related risks must be considered and disclosed pursuant to existing financial disclosure obligations, the pressure created by climate change-related litigation may affect the regulatory and operating environment of companies, including Northland. Refer to the "Litigation Risk and Legal Contingencies" section below.

Climate-Related Target Risk

Northland currently has a target to achieve a 65% reduction of its GHG emissions intensity by 2030 (from 2019 baseline) and to achieve net zero emissions across its scope 1, 2 and 3 by 2040. These targets are based on certain assumptions and are subject to a number of risks, which could cause actual results to differ materially from what is planned. These assumptions include, among other things, the continued development and implementation (or acquisition) of renewable power projects over which the Company has financial or operational control, the relative size of the Company's overall power generation (for which it has financial or operational control) and the Company's operating capacity and energy generating technology mix; a significant addition of power generation assets from non-renewable sources, changes in laws or regulations with respect to calculation or reporting of emissions or targets, a change in reporting boundaries, among other variables, may impact the Company's ability to reach the targets. Additional risks that may cause the Company to fail to achieve its emissions reduction targets in the time frames it has set out or at all include, but are not limited to, delays or cancellations of the renewable energy projects on which those targets are premised, increased usage or extended contracting of the Company's gas-powered assets and changes to GHG accounting protocols or changes in regulations or legislation. Failure to achieve stated targets or commitments in time frames set out or at all could cause reputational damage to Northland and have an adverse effect on its business.

Investors, lenders, customers, and other stakeholders increasingly evaluate companies based on climate performance and sustainability commitments. Regulatory requirements for climate-related disclosures are expanding in multiple jurisdictions, including requirements to substantiate sustainability claims and targets with credible data and methodologies. Failure to meet disclosure requirements, substantiate sustainability claims, or demonstrate progress toward stated targets could result in regulatory enforcement, litigation, reputational harm, reduced access to capital, or reduced competitiveness in markets where emissions performance affects procurement decisions or regulatory approvals.

Disclosure and Reputation Risk

Investors, lenders and other stakeholders in Canada and worldwide have become more attuned to climate change action and sustainability matters. Moreover, certain stakeholders have higher expectations of how businesses respond to climate change issues, specifically those that are most material to their business. Companies are navigating evolving "greenwashing" concerns and related legislation and regulations that regulate disclosure about sustainability targets and performance and not overstating sustainability-related claims and metrics. Northland may be subject to a broad range of additional environmental information requests by customers, potential customers and other stakeholders in certain regions and increasing levels of disclosure regarding climate-related environmental performance. Northland's reputation may be harmed if it is not perceived by its stakeholders to be sincere in its sustainability commitment and its long-term results may be impacted as a result. In addition, Northland's approach to climate change issues may increasingly influence stakeholders' views of the Company in relation to its peers and their investment decisions.

Physical Risks – Resource Variability

Northland's renewable energy facilities depend on natural resources (wind, solar irradiance) that vary over time. Climate change may affect long-term resource availability and variability in the regions where the Company operates. If wind speeds or solar irradiance decline below levels assumed in financial projections, electricity generation may be significantly lower than expected, adversely affecting revenues, cash flows and the Company's ability to meet debt service obligations.

The Company's concentration of offshore wind facilities in the North Sea creates exposure to regional climate impacts on wind resources. The North Sea region is subject to potential shifts in atmospheric circulation patterns, which could alter prevailing wind conditions and have an adverse impact on energy generation. Additionally, increased frequency of extreme weather events in the region, including severe storms and extended calm periods, could reduce operational availability and increase generation variability. The Company's geographic concentration in this region means that any sustained adverse changes to wind patterns could disproportionately affect a significant portion of Northland's generation portfolio and associated revenues. Extreme wind speeds may exceed safe operating limits for turbines, requiring shutdowns to prevent equipment damage. Severe weather may also cause grid operators to curtail generation or reduce grid availability, limiting the Company's ability to deliver power. Resource variability and operational constraints could reduce generation below contracted levels, affecting revenue, cash flow, and debt service capacity. Sustained underperformance relative to projections could adversely affect project economics and refinancing capacity.

Physical Risks – Extreme Weather and Construction

Northland's facilities are exposed to physical hazards that may increase in frequency or severity due to climate change. Offshore wind facilities face risks from extreme storms, high waves, storm surge, sea level rise, and extended periods of adverse weather affecting construction or maintenance access. Onshore facilities are exposed to extreme precipitation and flooding, heat waves, ice storms, and extreme wind events. Extreme weather can cause equipment damage, operational downtime, construction delays, production losses, and restricted access for maintenance crews.

The Company incorporates extreme weather scenarios and climate projections into facility design, site selection, and construction planning. Where practicable, Northland purchases insurance and includes protective provisions in construction contracts to mitigate potential financial exposure to weather-related delays and damage**.** However, insurance coverage may not be available for all risks, may be subject to exclusions or limitations, or may become prohibitively expensive. Construction contracts may not fully allocate weather risk to contractors. Uninsured or underinsured losses from extreme weather events could materially affect project economics, construction timelines, and the Company's financial condition. Climate change may increase the frequency or severity of extreme weather events beyond historical experience or design assumptions.

Health and Safety of Employees, Contractors, and the Public

Northland's activities with respect to the construction, operation, and maintenance of power generation and related facilities, including its high voltage transmission and distribution infrastructure, can present a risk to the health and safety of employees and the public. Particularly in Colombia, EBSA's distribution systems cover an extensive area, including highly populated and rural areas, where EBSA cannot always fully control public access to its assets. EBSA is required to operate and maintain its electric distribution system in a manner that enables the provision of safe and reliable utility service to customers and that will ensure the safety of employees, contractors and the general public.

Northland is subject to health and safety legislation in all of its operations in the jurisdictions in which it operates. The Company recognizes that it must conduct all of its business in such a manner as to ensure the protection of its workforce and the general public. Northland has developed a health and safety program; nevertheless, given the nature of the industry, accidents may occur from time to time. Any safety-related incident occurring at a Northland site, whether involving workers in the direct employ of Northland, workers in the employ of contractors to Northland or the general public may have a material impact on the construction schedule and/or cost for a given project; result in drawstops under applicable credit agreements;

result in fines, penalties, costs and damages and/or negatively impact Northland's reputation, all of which may have a material impact on Northland's financial position.

The work environment of offshore wind farms is challenging due to the remote locations, the physical demands of scaling the wind turbines and the marine environment. During the development, execution and operation of the offshore wind farms, Northland implements safety management systems, a structured approach to identify hazards and manage risks through processes and tools aligned with international and industry best practices. Due to the scale and size of the equipment involved, some construction activities involved in development of an offshore wind farm must be carried out at a site managed and operated by a contractor or third-party. Although Northland requires such contractors and third-parties to adhere to certain safety standards and employ safety management systems, Northland does not have full control or oversight of the activities taking place at third-party sites. Any safety-related incident occurring at a third-party site can nonetheless have a material impact on the construction schedule and cost for a given project and negatively impact Northland's reputation.

Northland's facilities, construction projects and operations are exposed to potential interruption resulting from public health crises, such as pandemics and epidemics. A significant incident that may impact the health, safety, and well-being of its employees or the employees of contractors or suppliers may impact Northland's construction schedule, timeline to achieve commercial operations and human capital strategy, which may negatively affect Northland's reputation, result in additional costs, or lead to loss of revenue, future opportunities, key employees, key suppliers or customers.

Pandemics, Epidemics or Other Public Health Emergencies

Northland's business, financial condition, cash flows and results of operation can be adversely affected by pandemics, epidemics or other public health emergencies, such as the COVID-19 pandemic. The COVID-19 pandemic affected businesses throughout the world resulting in various shutdowns, work from home programs and many individuals and companies impacted by lost workdays as a result of illness. The impact of any pandemic, including COVID-19, on the Company will depend on a variety of factors, including the overall severity and duration of such events. These factors are highly uncertain and cannot be predicted. Risks of COVID-19 and other health emergencies include, but are not limited to: more restrictive directives of government and public health authorities, including the introduction of new legislation, policies, rules or regulations; reduced labour availability; construction delays; impacts on Northland's ability to realize its growth goals, including sourcing new acquisitions; decreases in short-term and/or long-term electricity demand and lower power pricing; increased costs resulting from Northland's efforts to mitigate the impact of the pandemic; financial markets that could limit the Company's ability to obtain external financing to fund its operations and growth expenditures; a higher rate of losses on accounts receivables due to credit defaults; and disruptions to Northland's supply chain.

Related to Financing and Capital Markets

Financing

Northland expects to employ non-recourse project financing to fund material portions of investments, acquisitions, capital expenditures and expansion projects. However, there may not be sufficient capital available on acceptable terms.

Most of Northland's facilities and projects have financing arrangements in place with various lenders. These financing arrangements are typically secured by project assets and contracts, as well as Northland's equity interests in the project entity. The terms of these financing arrangements generally impose covenants and obligations on the project entity, any other borrowers, guarantors and sponsors. In many cases, a default by any party under a material project operating agreement (such as a PPA) will also constitute a default under the project's loan or other financing arrangement. Failure to meet certain financial covenants, to comply with the terms of loans or financing arrangements, or the occurrence of an event of default, may allow the lenders to stop advancing funds to a project under construction, may prevent cash distributions to Northland by a project in operations, and may entitle the lenders to demand repayment and enforce their security against project assets. If an enforcement of security occurs, lenders are entitled to take possession of the equity interests in project entities that

have been pledged to such lenders by the sponsors; this could cause Northland to lose its investment in a project. The interruption of construction advances by lenders to a project, cash distributions from a project or the loss of an equity interest in a project could have a material impact on Northland's financial position, results and/or cash flows.

Northland has historically financed its equity investment in new projects through a combination of one or more of: cash-on-hand, cash flow from operations, borrowings under its corporate credit facilities, asset sell-downs and issuance of equity and debt capital markets instruments. Depending on market conditions and other factors, some of which may be outside of Northland's control, sufficient capital may not be available on acceptable terms, if at all, to fund current and future investments when required and the expected availability of capital for certain projects may vary. This may result in Northland not being able to pursue certain projects or achieve certain growth targets or to seek to sell-off certain assets. Capital raised through the issuance of additional equity could result in dilution to current Shareholders. An increase in corporate leverage may result in a higher risk of a default if Northland is unable to comply with debt service requirements, covenants and obligations required under its corporate financing agreements and/or indentures. Further, if capital is raised through debt, Northland could be subject to covenants and other obligations that could impact its financial position and cash flow, which may have a negative impact on its corporate credit ratings.

Interest Rates, Refinancing and Loan Margins

Risks relating to interest rates are of particular concern to a capital-intensive industry such as the electricity infrastructure business. This is particularly acute during periods when central banks and governments exercise monetary and fiscal policy tools, respectively, to curb high levels of inflation, and during periods of heightened political and economic uncertainty and financial market volatility caused by increases in trade barriers (including tariffs) and/or the threat of increases in trade barriers and other tools that governments and central banks may exercise in response to such actions.

Northland typically utilizes fixed-rate debt or hedges interest rate exposure on its non-recourse project financings for tenors that match the underlying debt amortization period, where feasible, with hedges typically entered into shortly before or upon those projects reaching financial close. Northland does not typically hedge interest rates on shorter-term borrowings under its revolving credit facility. A significant rise in interest rates may materially increase the anticipated cost of debt for projects under development, the cost of unhedged debt at Northland's construction projects, and/or the cost of debt related to borrowings under its revolving credit facility. This may potentially prevent certain development opportunities from proceeding because the economics may no longer be feasible at higher rates or decrease the return on construction projects, possibly resulting in asset impairment. In addition, certain projects may be developed in markets where interest rate hedges are available only for time horizons that are shorter than the tenor of the non-recourse debt.

Most of Northland's projects have financing arrangements with repayment periods matched to the duration of contracted revenue streams, which removes refinancing risk. Northland is exposed to refinancing risk on its corporate credit facilities, which are expected to be extended on an annual basis, its Preferred Shares, Green Notes and certain facility-level loans. The ability to refinance, renew, increase or extend debt instruments is dependent on public and private capital markets at the time of maturity, and the condition, prior performance and anticipated performance and projected cash flows from an asset, which may affect the availability, pricing, terms and conditions of financing.

Although most interest exposures can be effectively hedged, there is no ability to mitigate the loan margin beyond an initial loan term. The loan margin could increase materially at loan maturity, thus reducing a project's cash flow.

Liquidity

Liquidity risk arises through an excess of financial obligations over available financial assets at any point in time. Impairments in Northland's asset values or cash flows could result in Northland not having sufficient funds to settle a transaction on a due date; Northland could be forced to sell financial assets at a value that is less than what they are worth; Northland could be unable to settle or recover a financial asset at all; or Northland could be required to write-down or write-off the value of

certain assets on its balance sheet, negatively impacting earnings. Liquidity limitations may also prevent Northland from pursuing favourable development projects or other forms of growth.

Liquidity risk may also occur if Northland is unable to source a sufficient amount of capital from non-recourse finance lenders, public and private capital markets, and other external sources of capital such through asset sales or sell-downs, or if Northland is unable to obtain capital at a cost that is economical to construct projects under development. This may result in the impairment or write-off of certain capitalized projects, including loss of any security committed in support of such projects.

Northland is also subject to internal liquidity risk since it conducts its business activities through separate legal entities (subsidiaries, joint ventures and other affiliates) and is dependent on receipts of cash from those entities to defray its corporate expenses (including corporate debt interest and principal payments) and to make dividend payments to Shareholders. In some cases, receipt of cash from subsidiaries, joint ventures and affiliates is restricted pursuant to contractual limitations – refer to "Co-ownership" and "Financing" risk factors above.

Credit Rating

Northland has a BBB (stable) issuer corporate credit affirmed by S&P and Fitch rating agencies and the issue ratings of the Green Notes and Northland's preferred shares are BB+. Certain projects with non-recourse project bonds have their issues rated by Morningstar DBRS. There is a risk that Northland's credit ratings may be adversely affected by changes in ratings criteria or methodology, by adverse financial, construction or operational performance, or by other factors. Any downgrade of or other adverse rating action affecting Northland could adversely affect the trading price of Northland securities or the trading markets for Northland securities, Northland's ability to obtain or maintain secured and/or unsecured credit with various parties or Northland's cost of capital and resulting financial position and competitiveness.

Currency Fluctuations

Northland receives payments in Euros in respect of its three operating offshore wind facilities and Spanish portfolio, in Colombian Pesos from EBSA, and in United States dollars from the Bluestone and Ball Hill onshore wind projects. Northland also has payment obligations in United States dollars, primarily related to the service agreements for gas turbines. Certain development and construction expenses may also be denominated in United States dollars or other currencies, including the Euro, Pound Sterling, New Taiwan dollar, Colombian peso, Korean won, Japanese yen, and Polish zloty. Exchange rate fluctuations between these foreign currencies and the Canadian dollar may affect Northland's financial results and cash flow.

Northland's development, construction and operating activities may utilize equipment and/or commodities purchased from foreign suppliers. However, fluctuations in exchange rates could have a material impact on the cost of this equipment and thus have a negative impact on the feasibility of one or more development projects and on Northland's ability to achieve anticipated returns on its construction projects. In addition, projects Northland is developing or constructing may require expenditures, advances, equity investments or provide project distributions that are denominated in foreign currencies. Certain development and construction projects may be financed with multiple currencies, including New Taiwan dollars, Euros, Japanese yen and Polish zloty, and fluctuations in exchange rates may reduce the ability of those funding sources to meet construction expenses denominated in other currencies. The degree of currency fluctuations may be elevated during periods when central banks and governments exercise monetary and fiscal policy tools, respectively, to curb high levels of inflation, and during periods of heightened political and economic uncertainty and financial market volatility caused by geopolitical tensions, increases in trade barriers (including tariffs) and/or the threat of increases trade barriers and tools that governments and central banks may exercise in response to such actions. Fluctuations in foreign exchange rates relative to the Canadian dollar could have a material impact on the amount of equity investment required or the Canadian dollar equivalent of project distributions which may have a negative impact on the feasibility of one or more development projects or impact anticipated returns on construction projects and operating projects.

Northland's risk management approach is to hedge such foreign exchange risks where feasible and economical, subject to market liquidity, cost and tenor considerations.

Commodity Price Fluctuations

Northland has commodity price exposure at its development projects which have construction costs that are dependent on the price of certain raw materials as an input, notably steel, base metals and lithium. A portion of project construction costs relate to the price of these raw materials, whose prices can be volatile. The market price for these raw materials can be affected by numerous factors beyond our control, including levels of supply and demand for a broad range of industrial products, imposition or increase in tariffs, substitution of new or different products, expectations with respect to the rate of inflation, the relative strength of the foreign currencies, interest rates, speculative activities, global or regional political or economic crises and sales of raw materials by holders or producers in response to such factors. Increases in the price of raw materials could have a material impact on the cost, value and return of a project. In addition, increased commodity price fluctuations could impact the amount of equity financing required which may have a negative impact on the feasibility of one or more development projects. If commodity prices should decline below the cash costs of production for our main suppliers and remain at such levels for any sustained period, the producer could determine that it is not economically feasible to continue commercial production and as a result, curtail or suspend operations.

Dividends

The declaration and payment of dividends is within the discretion of the Board and the Board may alter its dividend policy at any time. The Board of Directors' determination to declare dividends and the amount thereof will depend on, among other things, results of operations, financial condition, current and expected future levels of earnings, operating cash flow, liquidity requirements, market opportunities, income taxes, maintenance and growth capital expenditures, debt repayments, legal, regulatory and contractual constraints and other relevant factors. As a result, no assurance can be given as to whether Northland will continue to declare and pay dividends in the future, or as to the frequency or amount of any such dividend.

Variability of Cash Flow and Potential Impact on Dividends

The actual amount of cash flow to service dividends to Shareholders will depend on multiple factors, including the financial performance of Northland's subsidiary operations, ability to meet debt covenants and obligations, working capital requirements, level of development activity, development costs and corporate overhead costs, future capital requirements, and tax-related matters.

The payment and the amount of dividends declared, if any, are at the discretion of the Board and will depend on the Board's assessment of Northland's outlook for growth, capital expenditure requirements, cash flow from operations, potential opportunities, debt position and other conditions that the Board may consider relevant at such future time, including applicable restrictions that may be imposed under Northland's credit facilities and on the ability of Northland to pay dividends. The amount of future cash dividends, if any, could also vary depending on adverse impacts from a variety of factors, including fluctuations in energy prices, capital expenditure requirements, debt service requirements, operating costs and foreign exchange rates. The market value of the Common Shares may decline if Northland's cash dividends decline in the future and that market value decline may be material.

Inflation

General inflationary pressures may affect labour and other operating costs, while some of Northland's existing PPAs are fixed price contracts and have no mechanism to offset any potential impacts from higher costs due to inflation. Inflationary pressure could have an adverse effect on Northland's financial condition, results of operations and the capital expenditures required to advance Northland's business plans. There can be no assurance that any governmental action taken to control inflationary or deflationary cycles will be effective or whether any governmental action may contribute to economic uncertainty. Governmental action to address inflation or deflation may also affect currency values. Accordingly, inflation and any governmental response thereto may have an adverse effect on Northland's business, results of operations, cash flow, and financial condition.

Market Price for Common Shares

The market price of the Common Shares may fluctuate due to a variety of factors both related and unrelated to Northland's business, including, but not limited to: (i) announcements of material developments in Northland's business, including strategy and dividend policy, (ii) fluctuations in Northland's operating results, (iii) sales or issuance of equity securities, (iv) failure to meet analysts' expectations, (v) investor preferences and sentiment, (vi) general market conditions or economic downturn and (vii) trends, concerns, technological or competitive developments, regulatory changes and other related issues in the power generation industry. There can be no assurance that the market price of the Common Shares will not experience significant fluctuations in the future, including fluctuations that are unrelated to Northland's performance. Accordingly, actual returns on investment in the Common Shares may be significantly less than anticipated at the time of making such investment.

Taxes

Northland's operations are complex, and located in several countries, and the computation of the provision for income taxes involves understanding and interpreting tax legislation and regulations, jurisprudence and administrative policies that are continually changing. Northland and its subsidiaries are subject to audits by the local tax authorities and while Northland believes that its tax filings have been made in material compliance with all applicable laws, assurance cannot be provided that the Canadian or other relevant taxing authorities will agree with tax positions taken, including with respect to expenses and renewable energy tax incentives claimed and the cost of depreciable assets. In particular, in some cases of new legislation, tax authorities have not yet developed administrative policies or issued interpretative guidance. A successful challenge by an applicable taxing authority regarding such tax positions could adversely affect the operations and financial position of Northland.

Income, withholding and sales tax laws in the jurisdictions in which Northland and its subsidiaries do business could change in a manner that adversely affects Northland and its shareholders. There also can be no assurance that renewable energy tax incentives will continue to be available or on what terms. Northland and its subsidiaries are also subject to various uncertainties concerning the interpretation and application of domestic and international tax laws that could affect its profitability and cash flows.

Northland undertakes all transactions for commercial reasons and strives to structure them in a tax-efficient manner. These transactions and financing structures could be challenged by the Canadian and/or local tax authority. Before entering into these transactions and structures, legal and tax experts are engaged to ensure these transactions and structures are in compliance with all tax laws, rules and regulations. A successful challenge by the Canadian or local tax authority to transactions and structures entered into by Northland and its subsidiaries may have an adverse effect on Northland and its Free Cash Flow.

Related to Regulations and Compliance

Environmental, Health and Safety

Northland's facilities are subject to numerous and significant laws, including statutes, regulations, bylaws, guidelines, policies, directives and other requirements governing or relating to, among other things: air emissions; the storage, handling, use, transportation and distribution of dangerous goods and hazardous and residual materials, such as chemicals; the prevention of releases of hazardous or other unsuitable materials into the environment; the prevention, presence and remediation of hazardous materials in soil and groundwater, both on- and off-site; land use and zoning matters; workers' and public health and safety matters; and matters relating to the protection of migratory birds and endangered species. The operation of the facilities carries an inherent risk of environmental, health and safety liabilities (including potential civil actions, compliance or remediation orders, fines and other penalties) and may result in the facilities having to curtail production and being involved from time to time in administrative and judicial proceedings relating to such matters, which could have an adverse effect on Northland's business, financial condition and results of operations.

All of Northland's combustion generating equipment is designed to produce air contaminant emissions below applicable permit limits. As the greenhouse effect's impact on climate change has raised environmental concern, certain jurisdictions have implemented legislation or regulations to regulate GHG emissions. Ontario's emissions performance standards place a limit on emissions by industrial facilities. Saskatchewan also has restrictions on GHG emissions, but the electricity sector is excluded from its main program. In the absence of a provincial GHG program, the Canadian government imposes a federal GHG program. Regardless of which provincial or federal GHG program is applicable, the financial exposure at most of Northland's natural gas facilities is minimal, either because it has been reduced by restructuring the PPAs to allow a pass through of compliance costs as part of the daily electricity price bid for facilities or because the existing PPAs allowed for recovery of compliance costs from the counterparty.

All of Northland's facilities (both under construction or in operations) are required to maintain permits issued by governments and agencies that govern overall facility construction or operations and place limits on the discharge or use of air, noise, water and emissions, and other permitted parameters. If Northland is unable to renew existing permits or enter into new permits, then there may be adverse effects, such as loss of revenue and/or capital expenditures to enable long-term operations, potentially under different operating profiles.

Although Northland believes the operation of each of the facilities is currently in compliance with applicable environmental laws, licenses, permits and other authorizations required for the operation of the facilities and although there are environmental monitoring and reporting systems in place with respect to all facilities, more stringent laws or regulations may be imposed, there may be more stringent enforcement of applicable laws or that such systems may fail, which may result in material expenditures or fines. Failure by the facilities to comply with any environmental, health or safety requirements or increases in the cost of such compliance, which could be a result of unanticipated liabilities or expenditures for investigation, assessment, remediation or prevention, could possibly result in additional expenses, capital expenditures, restrictions and delays in the facilities' activities, the extent of which cannot be predicted.

Reliability and Market Compliance

Northland continuously works to maintain its compliance with regulators such as the North American Electric Reliability Corporation and regional market operators (e.g. the IESO, NYISO). Compliance with regulatory standards and regional market rules may cause modest increases in facility operating costs to maintain compliance. Failure to maintain compliance could result in additional expenses, capital expenditures, restrictions and delays in the facilities' activities, the extent of which cannot be predicted.

As of December 31, 2025, Northland remains in good standing with market regulators regarding its compliance with the various market rules and regulations.

Government Policy, Legislation and Regulations

Northland's development projects, construction activities, and operating facilities are subject to policies, laws and regulations, established at various levels of government and government agencies in the jurisdictions in which the Company operates. This regulatory environment is subject to legislative amendments, regulatory changes and judicial decisions, while existing rules are administered by agencies and regulators that may exercise discretion in their interpretation. Legislative and regulatory changes or new interpretations may materially and adversely affect Northland's development prospects, construction projects, operating facilities, and financial results.

Environmental regulations, including renewable energy mandates, emissions reduction requirements, carbon pricing mechanisms, and air and water quality standards, may support demand for Northland's renewable energy and battery storage assets by creating incentives for clean energy development and increasing the cost of fossil fuel-based generation. However, compliance with environmental regulations may require operational adjustments, monitoring and reporting obligations, or investments in emissions reduction technologies, particularly for natural gas facilities. Construction activities are subject to

environmental permitting, impact assessments, and mitigation requirements which may also disrupt project timelines and costs.

Northland's projects may benefit from tax credits, production incentives, or other government support programs for renewable energy. Changes to these programs, including modifications to the U.S. Inflation Reduction Act, Canadian renewable energy incentives, or European support mechanisms, could harm project economics and investment returns. Development and construction require permits and approvals from multiple government agencies. Delays in obtaining permits, changes to permitting requirements, or denial of permits could delay or prevent project development or increase costs. As a Canadian company operating internationally, Northland is also subject to foreign ownership restrictions, investment review processes, and national security reviews in certain jurisdictions, which may hinder the Company's planned activities and investments.

Utility Rate Regulation

As a rate-regulated utility, EBSA's revenues are based on rate application decisions made by the local regulator, CREG. EBSA is subject to the risk that CREG will not approve rate-regulated tariffs requested by EBSA in future applications. Withheld or unfavourable rate application decisions may limit EBSA's ability to reinvest capital through approved investment projects that grow rate base or prevent recovery of all costs incurred in operations, negatively affecting future cash flow.

CREG approves and periodically changes the rate-setting models and methodology for the utility businesses. Changes to the application type, filing requirements, tariff-setting methodology, or revenue requirement determination may have a negative effect on EBSA's revenue and net income.

Cybersecurity, Data Protection and Reliance on Information Technology

Northland's business activities rely to a high degree on information technology and operational technology systems for business operations, remote monitoring and controlling of assets, communicating with regulatory agencies, energy markets and customers, financial management and human resource systems, amongst others.

A system failure, loss of data, cybersecurity incident or breach could result in disruption of business activities, operational delays and downtimes, damage to equipment and/or harm to people, information losses, significant remediation costs, increased cybersecurity costs, lost revenues, diminished competitive advantage, penalties for non-compliance with privacy and critical infrastructure protection laws, effectiveness of controls over financial reporting, litigation and reputational harm affecting customer, employee and investor confidence, which could materially adversely affect Northland's business, financial condition, and operating results. Losses may be incurred related to these factors beyond the limits or coverage of current insurance and existing provisions for such losses may not be sufficient to cover the ultimate loss or expenditure.

Northland must comply with the data privacy laws in each of the jurisdictions it operates in, such as Canadian privacy laws including the Personal Information Protection and Electronic Documents Act and Freedom of Information and Protection of Privacy Act, General Data Protection Regulation in the European Union and United Kingdom as well as many other such data privacy legislation around the world. In addition to data privacy laws, Northland must also comply with critical infrastructure protection regulations, including NERC Critical Infrastructure Protection, and the Critical Entities Resilience and Network and Information Security regulations in the European Union.

These data privacy and critical infrastructure protection laws have expanded in recent years, leading to increased obligations, and fines for breaches of privacy laws have increased. Northland may incur additional costs to maintain compliance or significant financial penalties in the event of a breach or non-compliance.

Northland's Audit Committee is responsible for the oversight of the Company's cybersecurity and data protection protocols and implementation as related to business and operational systems. Under the Audit Committee's supervision, Northland maintains a disaster recovery plan, technical and process controls, enforcement and comprehensive monitoring of systems and networks designed to prevent, detect and respond to unauthorized activity in the Company's systems. Protocols are also

in place for regular awareness training for all employees on security and data privacy, while access to personal data is controlled through physical and logistical security mechanisms. The efficacy of these controls is continually assessed and improved, when necessary.

Northland's customers, counterparties, business partners, employees and suppliers also face risks of unauthorized access to their information systems that may contain information related to the Company. Northland has not experienced a cybersecurity attack of a material nature to date. However, considering the growing sophistication of attacks, the complexity and evolving nature of the threats, current geopolitical threats, as well as the unpredictability of timing, nature and scope of disruptions from such threats, measures taken by Northland may be insufficient to counter any such unauthorized access to information systems, or that measures are sufficient to avoid, or mitigate the impact of, a system failure.

The risk of a cybersecurity attack on the Company or its operating assets may increase with geopolitical risk. Refer to the "International Activities – Geopolitical Risks".

Related to Organization and Structure

Relationship with Stakeholders

The Company is sometimes required through the permitting and approval process to notify, consult and/or accommodate and obtain consent from various community groups, including landowners, fishing communities, Indigenous communities and/or governments and municipalities. Any unforeseen delays or issues in this process may negatively impact Northland's ability to complete any given project on time or at all.

Employee Retention and Labour Relations

Northland's senior management and other key employees play a significant role in its success. The loss of the services of any of these persons for any reason could negatively impact Northland's business and operations. Further, the loss of any key employees could be negatively perceived in the capital markets. Recruiting and retaining qualified personnel is critical to Northland's success. Northland may not be able to retain these personnel on acceptable terms given the competition among companies for similar personnel.

In the event of a labour disruption such as a strike or lockout, the ability of Northland's facilities to generate income may be impaired. Employees at Kirkland Lake are unionized. A large portion of EBSA employees are also unionized but do not have the right to strike. In the event of a strike or lock-out, the ability of the affected facilities to operate may be limited and their ability to generate cash available for distribution may be impaired, negatively affecting Northland's results. Employees at Northland's other facilities are not unionized.

Reputation

Northland's reputation is important to its continued success. There is a risk that events could occur, or be alleged to have occurred, that could affect how the general public, governments, counterparties, employees or other stakeholders of Northland perceive the Company. Negative impacts from a weakened or compromised reputation could result in loss of revenue, loss of future opportunity or loss of key employees, any of which could adversely affect Northland.

The actions of employees, when not sanctioned or expressly contrary to Northland policies, could harm Northland's reputation and result in potential liability for Northland.

Bribery and Corruption

Northland's activities are subject to risks associated with potentially unauthorized payments to government officials (domestic or foreign) in order to obtain an expedited or a favourable outcome to a permit, approval, action or similar requirement of a government official. All such unauthorized payments to government officials (domestic or foreign) would be in contravention of Northland's Anti-Bribery and Anti-Corruption Policy ("**ABAC Policy**"). The ABAC Policy includes ongoing employee and

contractor education and training, due diligence on third-party service providers and business partners, and anti-corruption and anti-bribery contract provisions with third-parties as a condition of doing business with Northland. To the extent Northland becomes subject to anti-corruption/anti-bribery investigations, charges, litigation, prosecutions and/or convictions, the Company may incur reputational and financial damage. Refer to the "Litigation Risk and Legal Contingencies" section below.

Litigation Risk and Legal Contingencies

Northland, its subsidiaries and its joint ventures may be named as a defendant in various claims and legal actions. These actions may include contractual disputes, employment-related claims, securities-based litigation, climate-change driven litigation, claims from customers related to the services provided by the Company, claims for personal injury or property damage, public nuisance claims, and actions by regulatory or tax authorities, including in relation to construction and development projects and joint ventures. Refer to "Joint Ventures" and "Construction". The final outcome with respect to any such legal proceedings cannot be predicted with certainty, and unfavourable outcomes or developments relating to future proceedings, such as judgments for monetary damages, injunctions, denial or revocation of permits or settlement of claims, could have an adverse effect on the Company's financial condition, results of operations and cash flows. Such outcomes may not be covered by insurance. Even if the Company prevails in any such legal proceedings, the proceedings could be costly, time-consuming and divert the attention of the management team and other personnel, which could adversely affect the Company.

Public companies may also be subject to demands from activist shareholders advocating for changes to corporate governance practices or engaging in certain corporate actions. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities, could be costly and time consuming and could have an adverse effect on the Company's reputation and divert the attention and resources of the Company's management team and Board. Additionally, actions of activist shareholders may cause fluctuations in Northland's share price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Litigation, claims and other contingencies arise from time to time in the ordinary course of business for Northland. There are no legal or regulatory proceedings that involve a claim for damages or penalty exceeding 10% of the Company's current assets in respect of which the Company is or was a party, or in respect of which any of the Company's property is or was the subject during the year ended December 31, 2025, nor are there any such proceedings known to the Company to be contemplated. Refer to "Litigation Risk and Legal Contingencies" above.

BOARD OF DIRECTORS AND OFFICERS OF THE COMPANY

The following table presents the members of the Board of Directors, their principal occupations during the five preceding years and the year they first became Directors. Each Director is appointed to serve until the next annual meeting of Common Shareholders or until his or her successor is elected or appointed.

Name and residence	Positions held at Northland	Director since	Principal occupation(s) during the past five years
Ian Pearce[1] British Columbia, Canada	Chair and Director	2020	Corporate Director; *formerly* Chief Executive Officer, Xstrata Nickel
Doyle Beneby [1][3][5] Florida, United States	Director	2024	Corporate Director; *formerly* Chief Executive Officer, Midland Cogeneration Venture
Sébastien Clerc [1][2][5][11] France	Director	2025	Chief Executive Officer of InnoEnergy; *formerly* Chief Executive Officer of Voltalia
Lisa Colnett [1][3][8] Ontario, Canada	Director	2020	Corporate Director; *formerly* Senior Vice President, Human Resources and Corporate Services, Kinross Gold Corporation
Kevin Glass [1][4][6] Ontario, Canada	Director	2021	Corporate Director; *formerly* Senior Executive Vice President and CFO, CIBC
Keith Halbert [1][2][7] Ontario, Canada	Director	2019	Corporate Director; *formerly* Chief Financial Officer of Clearstream Energy Services
Christine Healy [10] Ontario, Canada	President and Chief Executive Officer and Director	2025	President & Chief Executive Officer of Northland; *prior to January 2025*, Senior Vice President of Asia, the Middle East and Australia of AtkinsRéalis; *prior to February 2024*, Senior Vice President of Carbon Neutrality and Continental Europe of TotalEnergies
Helen Mallovy Hicks [1][2][3] Ontario, Canada	Director	2021	Corporate Director; *formerly* Partner and Global Valuation Leader of PricewaterhouseCoopers LLP
Eckhardt Ruemmler[1][4][9] Germany	Director	2022	Corporate Director; *formerly* Chief Operating Officer and Chief Sustainability Officer of Uniper
Ellen Smith [1][4][5] Vermont, United States	Director	2023	Corporate Director and current Senior Managing Director, Power & Utilities, FTI Consulting

(1) Independent Director.

(2) Member of the Audit Committee.

(3) Member of Governance and Nominating Committee.

(4) Member of the Human Resources and Compensation Committee.

(5) Member of the Project Delivery Committee.

(6) Chair of Audit Committee.

(7) Chair of the Governance and Nominating Committee.

(8) Chair of Human Resources and Compensation Committee.

(9) Chair of the Project Delivery Committee.

(10) Ms. Healy joined the Board effective January 20, 2025.

(11) Mr. Clerc joined the Board effective September 5, 2025.

The following table presents Northland's executive officers, their positions held with the Company and their principal occupations during the past five years.

Name and residence	Position held	Principal occupation(s) during the past five years
Christine Healy Ontario, Canada	President and Chief Executive Officer	*Prior to January 2025*, Senior Vice President of Asia, the Middle East and Australia of AtkinsRéalis; *prior to February 2024*, Senior Vice President of Carbon Neutrality and Continental Europe of TotalEnergies.
Jeff Hart Alberta, Canada	Chief Financial Officer	*Prior to May 2024,* Executive Vice President, Corporate & Operations Services, Cenovus Energy Inc.*, Prior to September 2023,* Executive Vice President and Chief Financial Officer Cenovus Energy Inc.
Rachel Stephenson Ontario, Canada	Chief People Officer	*Prior to January 2021*, Global HR Leader of Signify (formerly Phillips Lighting).
Jaime Hurtado Ontario, Canada	General Counsel and Corporate Secretary	*Prior to July 2025,* Head of Legal, Engineering & Construction of Northland; *prior to July 2023,* Senior Counsel, Dragados SA*; prior to December 2022,* Vice President, Legal – Dragados USA
Toby Edmonds London, United Kingdom	Executive Vice President, Offshore Wind BU	*Prior to May 2024,* Chief Operating Officer of Maple Power
Calvin MacCormack Ontario, Canada	Executive Vice President, Natural Gas & Utility BU	*Prior to October 2022,* Vice President, Operations at Northland.
Pierre-Emmanuel Frot Amsterdam, Netherlands	Executive Vice President, Project Management Office	*Prior to March 2023*, President and General Manager of two small enterprises and independent consultant; *prior to September 2021*, Program Director for a University.

Share Ownership

As of February 1, 2026, 157,624 Common Shares, representing 0.1% (February 1, 2025 - 0.1%) of the total outstanding Common Shares, were beneficially owned, controlled or directed, directly or indirectly, by the directors and executive officers of the Company. No Preferred Shares were owned, controlled or directed, directly or indirectly, by the directors and executive officers of the Company.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

To the knowledge of Northland, none of the directors or executive officers of Northland: (i) is, as at the date of this AIF, or has been, within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that: (a) was subject to a cease trade order (or similar order) issued while the person was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to a cease trade order (or similar order) issued after the person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; (ii) is, as at the date of this AIF, or has been within 10 years before the date of this AIF, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (iii) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person.

To the knowledge of the Company, none of the Directors or executive officers of Northland, nor any Shareholder holding a sufficient number of securities of Northland to affect materially the control of Northland: (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) has been subject to any other penalties or sanctions

imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this AIF, none of the Directors or executive officers of Northland, or any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of Northland's outstanding voting securities, or any 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 or during the current financial year that has materially affected or is reasonably expected to materially affect Northland.

AUDIT COMMITTEE

The Board has established an Audit Committee composed of Messrs. Glass, Clerc and Halbert and Ms. Mallovy Hicks, all of whom are independent, as defined in the National Instrument 52-110 - *Audit Committees* (the **"Audit Committee Rule"**). The Audit Committee meets with representatives of management to discuss internal controls, financial reporting issues, risk management, and auditing matters related to Northland. The Board has adopted an Audit Committee Charter which sets out terms of reference for the Audit Committee consistent with the requirements of the Audit Committee Rule. The Audit Committee Charter is attached as Schedule "A" to this Annual Information Form.

All of the members of the Audit Committee are financially literate and the Board has determined that all members of the Audit Committee are independent. The relevant experience of each of the Audit Committee members is as follows:

Kevin Glass ("Chair") - Mr. Glass held the position of Senior Executive Vice President and CFO at CIBC from 2011 to 2019, prior to which, Mr. Glass was CFO for Revera Inc., Atlas Cold Storage Income Trust, Vitran Corporation Inc. and other companies. Currently, Mr. Glass is a Director of Spin Master Corp. (TSX: TOY). Mr. Glass is a Fellow Chartered Professional Accountant, holds an MBA from the University of Toronto and a Bachelor of Commerce and Bachelor of Accountancy from the University of the Witwatersrand in South Africa.

Keith Halbert - Mr. Halbert is a former CFO of ClearStream Energy Services Inc. (formerly Tuckamore Capital Management Inc.) and has an extensive background in the environmental, oil and gas, technology, and financial services sectors. In addition to his considerable financial and operations experience in fast-paced, growth-oriented ventures, Mr. Halbert is experienced in mergers and acquisitions, financial due diligence, and business transition planning. Mr. Halbert is a Chartered Professional Accountant and a member of the Institute of Corporate Directors.

Helen Mallovy Hicks - Previously, as a partner with PricewaterhouseCoopers LLP, Ms. Mallovy Hicks was the Global Valuation Leader. Currently, Ms. Mallovy Hicks is a director, Audit Committee and Risk Committee member of Sun Life Financial Inc., a director, Audit Committee and Investment & Risk Committee member of Public Sector Pension Investment Board, and a director and chair of the Audit & Risk Committee of the Princess Margaret Cancer Foundation. Ms. Mallovy Hicks is a Fellow Chartered Business Valuator and Fellow Chartered Professional Accountant and holds a Bachelor of Commerce from the University of Toronto.

Sébastien Clerc - Sébastien Clerc is a senior executive with over 25 years of international experience in energy and infrastructure. He is currently the CEO of InnoEnergy, an investor in early-stage clean technology companies. He served as CEO of Voltalia from 2011 to 2024, transforming it into a global, publicly listed renewable energy company. Prior to Voltalia, he founded and led Mirova, pioneering sustainable investment funds. Mr. Clerc began his career in project finance at Crédit Lyonnais in Canada and the USA. He holds a degree in Economics, a Master's in History (both from Université de Paris X) and a Master's in Finance from Sciences Po Paris.

The Audit Committee is required to approve all audit services and pre-approve all non-audit services provided to Northland by its external auditor. Fees paid by Northland to its external auditors, Ernst & Young LLP are disclosed below. The Audit Committee discusses fee changes with the external auditor. Audit fees in 2025 remained in line compared to 2024.

The Audit Committee is involved in assessing the qualifications of the external auditor and their work quality as well as selecting the lead audit partner. To assess the quality of the external audit and auditor, the Audit Committee carries out a detailed annual assessment, which includes evaluations and audit quality measures relating to:

- independence;
- team member competencies and experience;
- objectivity;
- industry knowledge;
- professional skepticism;
- direct oversight of audit services carried out by non-Canadian affiliates of the auditor;
- extent of challenge of management estimates and assumptions;
- content, timeliness and practicality of communications with both management and the Audit Committee;
- adequacy of information provided on accounting issues, audit issues and applicable regulatory developments;
- timeliness, accuracy and completeness of services;
- management feedback;
- audit firm reputation;
- results of regulatory reviews;
- timely rotation of key audit team members to ensure a mix of new members and members with continuity of relevant experience; and
- lead partner performance.

The Audit Committee considers the materiality of any non-audit fees and services when assessing auditor independence.

During the year ended December 31, 2025, in addition to the matters set out in the Audit Committee charter in Appendix "A", the Audit Committee focused on the following topics:

- Financial reporting of Northland's various business units;
- Internal controls over financial forecasting models;
- Oversight of the accounting, financial disclosure and forward-looking disclosures relating to development projects and acquisitions;
- Non-IFRS measures;
- Cyber security and privacy;
- Capital adequacy; and
- Enterprise risk management.

A copy of the Audit Committee Charter is included as Schedule "A" and is filed on SEDAR+ under Northland's profile.

AUDITORS

Ernst & Young LLP, Chartered Professional Accountants, EY Tower, 100 Adelaide Street West, PO Box 1, Toronto, Ontario are the auditors of Northland. Ernst & Young LLP is independent within the meaning of the CPA Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

Audit and Other Fees

For the years ended December 31, 2025 and 2024, Ernst & Young LLP billed approximately $4.3 million and $4.1 million, respectively, excluding taxes, to Northland and its subsidiaries, as detailed below, for services to the Company and its wholly owned subsidiaries.

For year ended December 31,	**2025**	**2024**
in thousands		
Audit fees	**$ 3,855**	$ 3,499
Audit-related fees[1]	**427**	579
Tax fees	**15**	14
All other fees [2]	**6**	14
Total	**$ 4,303**	$ 4,106

(1) Include fee billed in relation to the review of quarterly financial reports and charges for the translation services.

(2) Represents charges for annual subscription for online access to IFRS and other technical resources.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares, Series 1 Preferred Shares and Series 2 Preferred Shares of Northland is Computershare, Trust Company of Canada, 100 University Avenue, Toronto, Ontario.

ADDITIONAL INFORMATION

Additional information relating to Northland may be found on SEDAR+ under Northland's profile. Information on directors' and officers' remuneration and indebtedness and principal holders of Common Shares is contained in Northland's Management Information Circular dated April 14, 2025.

Additional financial information is provided in the 2025 Annual Report, including the MD&A therein.

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GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Annual Information Form.

"**Adjusted EBITDA**" means earnings before interest, taxes, depreciation and amortization, as adjusted.

"**Annual Information Form**" or "**AIF**" means Northland's annual information form for the year ended December 31, 2025.

"**Annual Report**" means Northland's annual report for the year ended December 31, 2025.

"**Board of Directors**" or "**Board**" means the board of directors of Northland.

"**Common Shareholders**" means the holders of the Common Shares.

"**Common Shares**" means the common shares in the capital of Northland.

"Contract for Differences" or "CfD" means a subsidy mechanism under which a project operator receives the difference between a fixed reference price and the actual market price.

"**Deutsche Bucht**" means the 260.4 MW offshore wind facility located approximately 100 km west of the city of Emden in German territorial waters.

"**DRIP**" means the Company's dividend reinvestment plan.

"**Financial close**" means full equity commitment by Northland and debt commitment by the project debt lenders.

"**FIT**" means Feed-in Tariff.

"**Free Cash Flow"** means the cash generated from the business that management believes is representative of cash available to pay dividends, while preserving the long-term value of the business.

"**Gemini Offshore Wind Facility**" or "**Gemini**" means the 600 MW offshore wind facility located 85 km off the Northeast coast of the Netherlands.

"**GHG**" means greenhouse gas.

"**GW"** means 1,000 megawatts of electrical power.

"**IESO**" means the Independent Electricity System Operator for Ontario.

"La Lucha" means the 130 MW solar project located in the State of Durango, Mexico.

"LTSA" means a long-term service agreement for the ongoing maintenance and service on wind turbines and related equipment typically with the original equipment manufacturer primarily at onshore wind facilities.

"**MW**" means 1,000 kilowatts of electrical power.

"MWh" means 1,000 kilowatt hours of electrical power.

"**Nordsee One**" means the 332 MW (282 MW net interest to Northland) offshore wind facility located in the North Sea, 40 km north of Juist Island in German territorial waters.

"**North Battleford**" means the 275 MW electricity generating facility located near North Battleford, Saskatchewan and owned by North Battleford LP.

"PPA" means power purchase agreement, a long-term contract under which a buyer agrees to purchase electricity from a producer at a set price and for a specified period.

"**Preferred Shares**" means collectively Series 1 Preferred Shares and Series 2 Preferred Shares.

"**PV**" means photovoltaic cell, a non-mechanical device that converts sunlight directly into electricity.

"**SaskPower**" means Saskatchewan Power Corporation.

"**Series 1 Preferred Shares**" means the cumulative rate reset preferred shares, series 1 in the capital of Northland.

"**Series 2 Preferred Shares**" means the cumulative floating rate preferred shares, series 2 in the capital of Northland.

"**Shareholders**" means Common Shareholders and holders of Preferred Shares.

"**Thorold**" means the 265 MW cogeneration facility owned by Thorold LP located in Thorold, Ontario, 120 km southwest of Toronto near the United States border.

"**TSX**" means the Toronto Stock Exchange.

Words importing the singular include the plural and vice versa and words importing any gender include all genders.

SCHEDULE "A"

Audit Committee Charter of Northland Power Inc.

Purpose of the Audit Committee

The Audit Committee (the **"Audit Committee"**) is appointed by the Board of Directors (the **"Board"**) to assist the Board in fulfilling its oversight responsibilities for Northland Power Inc. (the **"Corporation"**) with respect to the accounting and financial reporting requirements, the systems of internal controls, management information systems, financial risks and risk management, the external audit, and monitoring compliance with related laws and regulations applicable to the Corporation, any other corporations, trusts, partnerships or other entities which may be owned or controlled by the Corporation (the **"Entities"**), and any other duties as set out in this Charter or delegated to the Audit Committee by the Board.

The Audit Committee shall also report the results of its activities to the Board, as well as report its recommendations to the Board with respect to the financial statements and other certifications and filings of the Corporation, the appointment of auditors and the compensation of the auditors.

Meetings and Procedures

The Audit Committee shall observe and adhere to the composition framework and meeting procedures for Committees set out in the Mandate of the Board of Directors. The Audit Committee shall meet at least quarterly or more frequently as it deems necessary to fulfil its responsibilities.

The Audit Committee will hold in camera sessions without management present, including with internal and external auditors, as may be deemed appropriate by the Audit Committee.

Audit Committee Responsibilities

- *Review of Financial Statements and Other Filings*

The Audit Committee shall review the Corporation's financial statements, management's discussion and analysis, annual and interim earnings press releases and other press releases disclosing financial performance, prospectuses, and disclosures of forward-looking financial guidance, and shall determine whether to recommend approval thereof to the Board before such documents are publicly disclosed by the Corporation.

The Audit Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, financial forecasts, and must assess the adequacy of such procedures on an annual basis.

Review of Environmental, Social and Governance and Climate Change Related ("Sustainability") Disclosure

The Audit Committee shall review the Corporation's reports disclosing Sustainability related information and oversee third-party assurance of such information.

- *Annual Review of Audit Committee Charter*

The Audit Committee shall maintain this Committee Charter which sets out the Audit Committee's mandate and responsibilities, and review at least annually this Charter to ensure that it conforms to the requirements of National Instrument 52-110 (the **"Audit Committee Rule"**) and the requirements of any other relevant securities regulations.

- *The External Auditor*

Management is responsible for the preparation of the financial statements of the Corporation and, as applicable, the Entities. The external auditor is responsible for auditing those financial statements.

The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report, or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting any restrictions on the scope of the external auditor's activities or on access to requested information. The Audit Committee must recommend to the Board:

- the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and the Entities; and
- the compensation of the external auditor.

The Audit Committee shall require the external auditor to report directly to the Audit Committee and shall monitor the independence and performance of the external auditor of the Corporation through annual assessments. Based upon the annual assessments, the Audit Committee shall recommend the re-appointment or replacement of the auditors to the Board for approval by the Corporation's shareholders at its annual general meeting. The Audit Committee must review and approve the hiring policies, as applicable, of the Corporation and the Entities regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

▪ *Pre-Approval of All Audit and Non-Audit Services*

The Audit Committee shall approve all audit and pre-approve all non-audit services to be provided to the Corporation and, as applicable, the Entities by the Corporation's external auditor. The Audit Committee satisfies the pre-approval requirement if it adopts specific policies and procedures for the engagement of the non-audit services, provided that: (a) the pre-approval policies and procedures are detailed as to the particular service; (b) the Audit Committee is informed of each non-audit service; and (c) the procedures do not include delegation of the Audit Committee's responsibilities to management. The Audit Committee may delegate to one or more of its members the authority to pre-approve all non-audit services, provided that such pre-approval must be presented to the Audit Committee at its first scheduled meeting following such pre-approval.

The Audit Committee satisfies the pre-approval requirement if: (i) the aggregate amount of non-audit services that were not pre-approved is reasonably expected to be no more than 5 per cent of total fees paid to the external auditor during the fiscal year in which the services are provided; (ii) the services were not recognized as non-audit services by the Corporation at the time of the engagement; and (iii) the services are immediately brought to the attention of the Audit Committee and approved, prior to the completion of the audit.

▪ *Internal Controls and Integrity of Financial Statements and Processes*

The Audit Committee shall oversee the Corporation's systems of internal controls, including IT systems and information security risk management, and shall monitor the integrity of the financial statements, including any confidential or other disclosures of potential fraud. The Audit Committee is responsible for:

- Reviewing the adequacy and effectiveness of the accounting and internal control policies and procedures, including internal controls over financial reporting, and the extent to which the scope of the internal and external audit plans can be relied upon to detect material weaknesses in internal controls and material fraud or other illegal acts.
- Review the effectiveness of procedures for the receipt, retention and resolution of complaints regarding accounting, internal controls or auditing matters, and review any complaints raised by employees or others regarding accounting, internal controls, financial reporting, auditing matters or otherwise relating to matters within the Audit Committee's mandate.
- Review management's periodic reports on the adequacy and effectiveness of the disclosure control policies and procedures of the Corporation.

- *Review of Financial Matters*

The Audit Committee will review management's plans and strategies around treasury risk management, corporate finance and financial capital allocation, including, subject to the thresholds set out in the Delegation of Decision Making Powers to Management, reviewing financing transactions at the corporate and project development level, such as offerings, redemptions or repurchases of debt and equity securities and obtaining, amending or extending credit facilities, and recommending the same to the Board.

- *Compliance with Laws Regulations and Code of Business Conduct and Ethics*

The Audit Committee shall review management's reports with respect to compliance with taxation laws and regulations, other laws and regulations, and the Corporation's Anti-Bribery and Anti-Corruption Policy, Whistleblower Policy and Code of Business Conduct and Ethics.

- *Complaints and "Whistleblowers"*

The Audit Committee shall establish procedures for:

- the receipt, retention and treatment of complaints received by the Corporation and the Entities regarding accounting, internal accounting controls, or auditing matters; and
- the confidential, anonymous submission by employees of the Corporation or of the Entities of concerns regarding questionable financial reporting, accounting or auditing matters.

- *Financial Risk Management and Insurance*

The Audit Committee shall review and report to the Board at least annually on significant financial risks, financial and market risk management strategies, and financial and market risk management policies for the Corporation and the Entities in the following areas and such other areas as the Audit Committee may deem appropriate from time to time:

- financial and market risk management exposures, strategies, policies and board reporting, including foreign currency, interest rate, liquidity and commodity hedging risks; and
- insurance coverage.

Related Party Transactions

The Audit Committee shall review, discuss with management and with others as it deems appropriate, and approve all transactions between the Corporation and: (A) any executive officers, directors, principal shareholders or immediate family members of any of the foregoing; and (B) any of the Entities or their respective executive officers, directors, principal shareholders or immediate family members of any of the foregoing.

Composition of the Audit Committee

(i) *Number of Members*

The Audit Committee shall observe and adhere to the composition framework for Committees set out in the Mandate of the Board of Directors.

(ii) *Financial Literacy*

Every member of the Audit Committee must be financially literate. At least one member must have experience as a certified public accountant, chief financial officer, corporate controller, or demonstrably meaningful experience overseeing such financial functions as a senior executive officer. A Committee member who is not financially literate may be appointed to the Audit Committee, provided that such a member becomes financially literate within a reasonable period of time following his or her appointment.

"**Financially literate**" means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

(iii) *Independence*

Each member of the Audit Committee must be a director who is independent for the purpose of the Audit Committee Rule, that is a director who has no direct or indirect material relationship with the Corporation or the Entities, as applicable, other than interests and relationships arising from the holding of shares of the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Appendix I to this Charter describes in greater detail the requirements under the Audit Committee Rule and other applicable securities laws in effect as at the date of this Charter concerning the circumstances in which an individual is considered to have a material relationship with an issuer.

(iv) *Position Description - Audit Committee Chair*

The fundamental responsibility of the Chair of the Audit Committee is to effectively manage the duties of the Audit Committee with respect to the Corporation:

Key Responsibilities of the Chair

1. ensure that the Audit Committee is properly organized, functions effectively and meets its obligations and responsibilities;
2. establish the frequency of Audit Committee meetings and review such frequency from time to time, as considered appropriate, or as requested by the Board or the Audit Committee;
3. call and preside at Audit Committee meetings;
4. establish the agenda for all Audit Committee meetings and review briefing materials for such meetings;
5. prepare a workplan for the Audit Committee which would be reviewed and updated at minimum on an annual basis;
6. liaise and communicate with the Chair of the Board and the chairs of the other Board committees as necessary to co-ordinate input from the Audit Committee for Board and committee meetings;
7. liaise and communicate with the Corporation's external auditors, internal auditors and internal control service providers as necessary;
8. on behalf of the Audit Committee, report to the Board on Committee meetings;
9. serve as a person to whom confidential disclosures, including possible fraud, may be made under the Corporation's Whistleblower Policy;
10. oversee the processes for investigating Whistleblower reports and reporting to the Board; and
11. monitor the effectiveness of the Audit Committee and ensure that it has the support necessary from the Corporation's external advisors to fulfill its responsibilities.

Authority and Resources of the Committee

The Audit Committee has the authority to:

a. engage independent counsel and other advisors as it determines necessary to carry out its duties. For greater certainty the Audit Committee has the authority to retain, at the Corporation's expense, special legal, accounting or such other advisors, consultants or experts it deems necessary in the performance of its duties;

b. set and pay the compensation for any advisors employed by the Audit Committee. The Corporation or the Entities shall at all times make adequate provisions for the payment of all fees and other compensation, approved by the Audit Committee, to the external auditor in connection with the issuance of its audit report, or to any consultants or experts employed by the Audit Committee;

c. communicate directly with the internal and external auditors and external internal control service providers; and

d. conduct any investigation which it considers appropriate, and to communicate directly with and have direct access to the internal and external auditor as well as officers and employees of the Corporation and the Entities, as applicable.

The Audit Committee may form and delegate authority and duties to subcommittees as it deems appropriate.

This Charter will be reviewed on an annual basis.

Confirmed by the Board of Directors on February 25, 2026.

APPENDIX I to Schedule "A"

MEANING OF INDEPENDENCE

Part A: Meaning of Independence

1. An Audit Committee member is independent if he or she has no direct or indirect material relationship with the issuer.

2. For the purposes of subsection (1), a **"material relationship"** is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.

3. Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:

   (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;

   (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;

   (c) an individual who:

      (i) is a partner of a firm that is the issuer's internal or external auditor,

      (ii) is an employee of that firm, or

      (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;

   (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual;

      (i) is a partner of a firm that is the issuer's internal or external auditor,

      (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or

      (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;

   (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and

   (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than $75,000 in direct compensation from the issuer during any 12 month period within the last three years.

4. For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

5. For the purposes of clause (3)(f), direct compensation does not include:

   (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and

   (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

6. Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

   (a) has previously acted as an interim chief executive officer of the issuer, or

   (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

7. For the purpose of Part A, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Part B: Meaning of Independence

1. Despite any determination made under Part A, an individual who

   a. accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or

   b. is an affiliated entity of the issuer or any of its subsidiary entities, is considered to have a material relationship with the issuer.

2. For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by

   a. an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

   b. an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

3. For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.