

# Second Quarter Report

Quarterly Report for  
the period ended  
June 30, 2020



**NORTHLAND  
POWER**

# Management's Discussion and Analysis of Northland Power's Financial Position and Operating Results

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## **SECTION 1: OVERVIEW**

### ***Introduction***

The purpose of this Management's Discussion and Analysis ("MD&A") is to explain the financial results and to assist the reader in understanding the nature and importance of changes and trends as well as the risks and uncertainties that may affect the operating results and financial position of Northland Power Inc. ("Northland" or the "Company"). This MD&A should be read in conjunction with Northland's unaudited interim condensed consolidated financial statements for the three and six months ended June 30, 2020 and 2019, as well as its audited consolidated financial statements for the years ended December 31, 2019 and 2018 ("2019 Annual Report") and Northland's most recent Annual Information Form dated February 25, 2020 ("2019 AIF"). This material is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on Northland's website at [www.northlandpower.com](http://www.northlandpower.com).

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on August 12, 2020; actual results may differ materially. Northland's audit committee reviewed this MD&A and the associated unaudited interim condensed consolidated financial statements and notes, and its Board of Directors approved these documents prior to their release.

All dollar amounts are in Canadian dollars, unless otherwise stated.

### ***Forward-Looking Statements***

*This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on August 12, 2020; actual results may differ materially. Forward-looking statements 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 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, free cash flow, dividend payments and dividend payout ratios; the construction, completion, attainment of commercial operations, cost and output of development projects; litigation claims; plans for raising capital; and the future operations, business, financial condition, financial results, priorities, ongoing objectives, strategies and outlook of Northland and its subsidiaries. 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, as well as other factors that are believed to be appropriate in the circumstances. Forward-looking statements are subject to numerous risks and uncertainties, which include, but are not limited to, revenue contracts, impact of COVID-19, counterparty risks, contractual operating performance, variability of revenue from generating facilities powered by intermittent renewable resources, offshore wind concentration, natural gas and power market risks, operational risks, recovery of utility operating costs, permitting, construction risks, project development risks, acquisition risks, financing risks, interest rate and refinancing risks, liquidity risk, credit rating risk, currency fluctuation risk, variability of cash flow and potential impact on dividends, taxation, natural events, environmental risks, health and worker safety risks, market compliance risk, government regulations and policy risks, utility rate regulation risks, international activities, reliance on information technology, labour relations, reputational risk, insurance risk, risks relating to co-ownership, bribery and corruption risk, legal contingencies, and the other factors described in this MD&A and the 2019 AIF. 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 MD&A and certain of Northland's press releases includes references to the Company's adjusted earnings before interest, income taxes, depreciation and amortization ("**adjusted EBITDA**"), free cash flow and applicable payout ratio and per share amounts, 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. Adjusted EBITDA and free cash flow 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. Rather, these measures are provided to complement IFRS measures in the analysis of Northland's results of operations from management's perspective. Management believes that adjusted EBITDA, free cash flow and applicable payout ratio and per share amounts are widely accepted financial indicators used by investors and securities analysts to assess the performance of a company, including its ability to generate cash through operations. For reconciliations of these non-IFRS measures to their nearest IFRS measure, refer to *SECTION 4.4: Adjusted EBITDA* for a reconciliation of consolidated net income (loss) under IFRS to reported adjusted EBITDA and *SECTION 4.5: Free Cash Flow* for a reconciliation of cash provided by operating activities under IFRS to reported free cash flow.

### **Adjusted EBITDA**

Adjusted EBITDA represents core operating performance of the business excluding leverage, income tax and non-core accounting items. Adjusted EBITDA is calculated as Northland's share of net income (loss) adjusted for the provision for (recovery of) income taxes; depreciation of property, plant and equipment; amortization of contracts and other intangible assets; net finance costs; interest income from Gemini; fair value (gain) loss on derivative contracts; unrealized foreign exchange (gain) loss; (gain) loss on sale of development assets; equity accounting; costs attributable to an asset or business acquisition and other adjustments as appropriate, such as management and incentive fees earned by Northland from non-wholly owned assets. For clarity, Northland's adjusted EBITDA reflects a reduction for its share of general and administrative costs during development and construction that do not qualify for capitalization.

Management believes adjusted EBITDA is a meaningful measure of Northland's operating performance because it excludes certain items included in the calculation of net income (loss) that may not be appropriate determinants of long-term operating performance.

### **Free Cash Flow**

Free cash flow represents 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. Free cash flow is calculated as Northland's share of cash provided by operating activities adjusted for short-term changes in operating working capital; non-expansionary capital expenditures; interest incurred on outstanding debt; scheduled principal repayments; major maintenance and debt reserves; interest income from Northland's subordinated loan to Gemini; proceeds from government grants; preferred share dividends; net proceeds from sale of development assets; and other adjustments as appropriate, including lease payments. Free cash flow excludes pre-completion revenue required to service debt and related operating costs for projects under construction and excludes costs attributable to an asset or business acquisition.

For clarity, Northland's free cash flow reflects a reduction for expenditures on development activities until an advanced project qualifies for capitalizing development expenditures. Where Northland controls the distribution policy of its investments, free cash flow reflects Northland's share of the investment's underlying free cash flow, otherwise, Northland includes the cash distributions received from the investment. Free cash flow from foreign operations is translated to Canadian dollars at the exchange rate Northland realizes on cash distributions.

Management believes free cash flow is a meaningful measure of Northland's ability to generate cash flow, after on-going obligations (except common and class A share dividends), to invest in growth initiatives and fund dividend payments.

The free cash flow payout ratio indicates the proportion of free cash flow paid as dividends, whether in cash or in shares under Northland's dividend re-investment plan (**DRIP**). The net payout ratio indicates the proportion of free cash flow paid as cash dividends. The payout ratio generally reflects Northland's ability to fund expansionary capital expenditures and sustain dividends.

Northland's debt and equity for a project are generally funded and/or committed at the beginning of construction, but it may be several years before the project starts to generate cash flow. As a result, from time to time, Northland may have a

temporarily higher payout ratio than it would if the future free cash flow from projects under construction were reflected in the calculation. This factor may affect the comparability of Northland's payout ratio to that of industry peers.

## SECTION 2: NORTHLAND'S OPERATING FACILITIES

As of June 30, 2020, Northland owns or has a net economic interest in 2,266 megawatts (**MW**) of power-producing facilities with a total operating capacity of approximately 2,681 MW. Northland's power-producing facilities produce electricity from clean energy sources for sale primarily under long-term power purchase agreements (**PPAs**) or other revenue arrangements with creditworthy customers. Northland's utility is a distributor and retailer of electricity compensated under a regulated framework. These operating assets provide stable cash flow and are primarily located in Canada, Germany, the Netherlands and Colombia.

Northland's MD&A and unaudited interim condensed consolidated financial statements include the results of its operating facilities, the most significant of which are presented below:

	Year of Commercial Operations or Acquisition	Geographic region <sup>(1)</sup>	Economic interest <sup>(2)</sup>	Gross Production Capacity (MW)	Net Production Capacity (MW)
<b>Offshore Wind</b>					
Gemini	2017	The Netherlands	60%	600	360
Nordsee One	2017	Germany	85%	332	282
Deutsche Bucht	2020	Germany	100%	252	252
<b>Thermal</b>					
Iroquois Falls	1997	Ontario	100%	120	120
Kingston	1997	Ontario	100%	110	110
Kirkland Lake <sup>(3)</sup>	1993	Ontario	77%	132	102
North Battleford	2013	Saskatchewan	100%	260	260
Spy Hill	2011	Saskatchewan	100%	86	86
Thorold	2010	Ontario	100%	265	265
<b>On-shore Renewable</b>					
Cochrane Solar	2015	Ontario	63%	40	25
Grand Bend	2016	Ontario	50%	100	50
Jardin	2009	Québec	100%	133	133
McLean's	2014	Ontario	50%	60	30
Mont Louis	2011	Québec	100%	101	101
Solar	2014	Ontario	100%	90	90
<b>Utility</b>					
EBSA	2020	Colombia	99%	n/a	n/a
<b>Total</b>				<b>2,681</b>	<b>2,266</b>

(1) Operating thermal and on-shore renewable facilities are located in Canada.

(2) As at June 30, 2020, Northland's economic interest was unchanged from December 31, 2019, with the exception of EBSA, which Northland acquired on January 14, 2020. EBSA's results are consolidated in Northland's financial results effective the acquisition date.

(3) Northland indirectly controls 100% of the voting interest of Kirkland Lake, while third-parties have non-voting ownership interests. Northland's effective net economic interest in Kirkland Lake is approximately 77%.

As at June 30, 2020, Northland had 130 MW of generating capacity under construction, representing the La Lucha solar project ("**La Lucha**") in Mexico, in addition to its 60% equity stake in the 1,044 MW Hai Long project ("**Hai Long**") under development in Taiwan (refer to *SECTION 8: CONSTRUCTION, DEVELOPMENT AND ACQUISITION ACTIVITIES* for additional information). Furthermore, Northland actively pursues projects in various stages of development in North America, Europe, Latin America and Asia.

Refer to the 2019 AIF for additional information on Northland's operating facilities and projects under construction or development as of December 31, 2019.

## SECTION 3: CONSOLIDATED HIGHLIGHTS

### 3.1: Significant Events

Significant events during the first half of 2020 and through the date of this MD&A are described below.

#### **COVID-19 Business Update**

Each of Northland's operating facilities are deemed to be essential infrastructure and, as such, operations have continued uninterrupted to date. Accordingly, management has taken prudent and comprehensive measures to safeguard the health and well-being of all employees, contractors as well as host communities. All of Northland's facilities continue to operate as expected and preventative measures remain in place in accordance with Northland's crisis response plans and applicable local government directives. Management continues to actively monitor the situation, which remains uncertain, and may take further actions as required or recommended by authorities.

While the vast majority of Northland's revenues are contracted under long-term agreements with creditworthy counterparties, there is some, yet limited, exposure to the wholesale market price of electricity at the offshore wind facilities. Wholesale market prices in the first half of 2020 have had a moderately negative effect on Northland's revenues. Construction activities at La Lucha solar project in Mexico are currently progressing on schedule but could be affected by construction services and contractor unavailability as a result of COVID-19.

Although there continues to be uncertainty with regard to the potential impact of COVID-19, as a result of the relative stability of Northland's revenues and free cash flow profile, management does not anticipate a change to Northland's 2020 financial guidance as a result of COVID-19. Management believes Northland has sufficient liquidity available to limit the impact of COVID-19. Primarily as a result of two facility-level financings completed in the quarter, as at June 30, 2020, Northland had access to \$561 million of cash and liquidity, comprising \$106 million of corporate cash on hand and \$455 million of liquidity available under its syndicated revolving facility.

Management continues to monitor developments globally and their potential impact on Northland's business activities and financial results. Refer to *SECTION 11: FINANCIAL RISKS AND UNCERTAINTIES* for additional information.

#### **Northland Reinstates the Treasury Dividend Reinvestment Plan**

On August 12, 2020, Northland announced a change to the discount rate applicable to its DRIP, whereby common shareholders and Class A shareholders may elect to reinvest their dividends in common shares of Northland at 3% discount, from the previous 0% discount. Additionally, Northland intends to issue shares from treasury for purposes of the DRIP participants, but reserves the right to source shares through market purchases. This change is effective with the dividend currently scheduled to be paid on September 15, 2020, to shareholders of record on August 31, 2020. Management expects the net result will be a reinvestment of cash dividends into Northland, thus contributing to the funding of select growth initiatives.

#### **EBSA, Colombian Regulated Power Distribution Utility Acquisition**

On July 7, 2020, Northland finalized the purchase price for its acquisition of a 99.2% interest in a power distribution utility, Empresa de Energía de Boyacá ("**EBSA**"), in Colombia for a total purchase price of COP 2,530 billion (\$1,007 million) including existing debt of COP 550 billion (\$219 million) (the "**EBSA Acquisition**"). Pursuant to the share purchase agreement, the purchase price had been subject to post-closing adjustments following a review of the final tariff resolution. Concurrent with the final tariff resolution, the final purchase price was adjusted from COP 2,412 billion (\$960 million). Refer to *SECTION 6: EQUITY, LIQUIDITY AND CAPITAL RESOURCES* and *SECTION 8: CONSTRUCTION, DEVELOPMENT AND ACQUISITION ACTIVITIES* for additional information.

#### **EBSA Financing Update**

On June 24, 2020, Northland entered into a long-term, non-recourse financing agreement on behalf of EBSA for an aggregate amount of approximately \$465 million ("**EBSA Facility**"), inclusive of a Canadian dollar tranche and a Colombian peso tranche. The financing closed in July 2020 and replaced the interim bridge credit facility ("**EBSA Bridge**") previously in place as well as facility-level borrowings. The EBSA Facility is structured as a \$450 million term loan and a \$15 million debt service reserve credit facility, for an initial two-year term, which Northland expects to renew annually. The facility has a blended interest rate of 5.3% and provides Northland with the ability to upsize EBSA's capital structure annually by increasing leverage commensurate with expected increases in EBSA's operating results.

### ***North Battleford Upsizing of Non-Recourse Debt***

On June 30, 2020, Northland upsized the debt on the North Battleford loan, generating gross proceeds of \$52 million at an effective interest rate of 2.1%. The bond principal increased by \$44 million to \$577 million. Net proceeds will be used for general corporate purposes and to fund growth.

### ***Additions to Northland's Executive Team***

On June 23, 2020, Northland announced the appointment of Wendy Franks as Executive Vice President, Strategy and Investment Management, effective June 29, 2020. Ms. Franks brings to Northland more than 15 years of leadership in business strategy, investment management, and making strategic investments in transformative growth opportunities (both organic and M&A focused) across multiple technologies and jurisdictions within the renewable energy and infrastructure asset sectors.

On March 9, 2020, Northland announced the appointment of Pauline Alimchandani as Chief Financial Officer (**CFO**), effective April 13, 2020. Ms. Alimchandani succeeded Mr. Paul Bradley, who retired from Northland in May 2020. Since 2014, she served as Executive Vice President and CFO at a leading public Canadian real estate and development company where she was responsible for the strategic development and overall financial management of the business. In her role she led: corporate finance and strategy, capital allocation, risk management, debt and equity financings, project- and development finance, financial reporting, treasury, tax and investor relations. In addition, she also oversaw legal, human resources and information technology teams.

### ***Base Shelf Prospectus Renewal***

On June 9, 2020, Northland filed a base shelf prospectus with the securities regulatory authorities to replace Northland's expiring base shelf prospectus dated May 24, 2018. The base shelf prospectus will enable Northland to offer an aggregate of up to \$1 billion of common shares, preferred shares, warrants, unsecured debentures, subscription receipts and units or any combination thereof, over a 25-month period.

### ***Notice of Redemption of 4.75% Convertible Unsecured Subordinated Debentures Series C***

On May 11, 2020, Northland completed the early redemption of its outstanding 4.75% extendible convertible unsecured subordinated debentures, Series C, due June 30, 2020 ("**2020 Debentures**"). Holders converted approximately \$147 million of their 2020 Debentures into 6.8 million new common shares prior to the May 11, 2020 redemption date. Northland redeemed the remaining approximately \$2 million of the 2020 Debentures in cash.

### ***NP Energía, Mexican Qualified Supplier Acquisition***

As part of its development strategy in Mexico and to facilitate securing off-take agreements for La Lucha, Northland completed the acquisition of an entity in Mexico ("**NP Energía**") that holds a qualified supplier license. NP Energía enables Northland to operate in the electricity sector in Mexico by contracting loads and generators, which also allows a more direct path to market for Northland's generation projects, including La Lucha. Refer to *SECTION 8: CONSTRUCTION, DEVELOPMENT AND ACQUISITION ACTIVITIES* for additional information.

### ***Hai Long 1,044 MW Offshore Wind Development Project Update***

Northland and its 40% partner, Yushan Energy, continue to engage with the Taiwan government on finalization of the project's investments into the local supply chain, however, COVID-19 has added uncertainty to timing of near-term development milestones. Northland continues to develop the Hai Long 2B and Hai Long 3 sub-projects, allocated a total of 744 MW under auction, and expects to execute their respective PPAs in 2020. In addition, recent market developments continue to indicate opportunities exist to enter into economically favourable commercial PPAs to augment the economics of Hai Long 2B and 3 sub-projects. Refer to *SECTION 8: CONSTRUCTION, DEVELOPMENT AND ACQUISITION ACTIVITIES* for additional information.

### ***Deutsche Bucht 252 MW Project Update***

On March 31, 2020, Northland announced that the Deutsche Bucht project achieved final completion. Final completion marks the official end of construction, the start of the operational phase of the project and the satisfaction of terms required by project lenders to achieve term conversion. This announcement followed management's decision on March 17, 2020, to permanently forego the installation of the two additional turbines utilizing mono bucket foundations due to technical issues encountered during the installation process. As a result of this decision, the Deutsche Bucht project will encompass 31 monopile foundations and turbines, which were installed and operational, ahead of schedule, with a total productive capacity of 252 megawatts.

### ***NaiKun, Canadian Offshore Wind Development Project Acquisition***

In March 2020, Northland announced it had entered into a share purchase agreement to acquire NaiKun Offshore Wind Farm (“NaiKun”) from NaiKun Wind Energy Group Inc. NaiKun is located in the Hecate Strait off the coast of British Columbia, Canada. This is an early stage development opportunity for the potential development of offshore wind in Canadian waters.

### ***Northland Corporate Credit Rating Re-affirmed***

In their most recent report issued in March 2020, Standard & Poor’s reaffirmed Northland’s corporate credit rating of BBB (Stable). In addition, Northland’s preferred share rating was reaffirmed on Standard & Poor’s Canada scale of BB+.

### ***Dado Ocean, South Korean Offshore Wind Development Project Acquisition***

In February 2020, Northland completed its acquisition of Dado Ocean Wind Farm Co. Ltd (“Dado Ocean”), an offshore wind development company based in South Korea with access to multiple early-stage development sites off the southern coast. Subsequent to the announcement of the acquisition, the Company commenced early stage development on sites in proximity of the original sites. These sites could provide the opportunity to increase the development capacity to approximately 1.0 gigawatts of offshore wind. These opportunities will be developed together over the coming years.

## **3.2: Operating Highlights**

The following table presents key IFRS and non-IFRS financial measures and operational results:

### ***Summary of Consolidated Results***

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>FINANCIALS</b>				
Sales	\$ 429,231	\$ 343,822	\$ 1,096,926	\$ 842,362
Gross profit	385,509	322,003	1,004,284	780,926
Operating income	149,141	145,945	543,692	433,533
Net income (loss)	74,277	76,234	349,296	280,464
Adjusted EBITDA (a non-IFRS measure)	226,513	194,034	647,284	487,709
Cash provided by operating activities	365,127	341,441	732,721	649,235
Free cash flow (a non-IFRS measure)	17,448	35,174	228,911	177,013
Cash dividends paid <sup>(1)</sup>	59,150	54,062	121,867	108,124
Total dividends declared <sup>(1)</sup>	59,820	54,081	123,979	108,143
<b>Shares and per share amounts</b>				
Weighted average number of shares - basic (000s)	198,842	180,246	195,711	180,225
Common and class A shares outstanding (000s) <sup>(2)</sup>	201,626	180,392	201,626	180,392
Net income (loss) - basic	\$ 0.26	\$ 0.28	\$ 1.27	\$ 1.06
Free cash flow - basic	\$ 0.09	\$ 0.20	\$ 1.17	\$ 0.98
Total dividends declared <sup>(3)</sup>	\$ 0.30	\$ 0.30	\$ 0.60	\$ 0.60
<b>ENERGY VOLUMES</b>				
Electricity production in gigawatt hours (GWh) <sup>(4)</sup>	1,785	1,797	4,759	4,336

(1) Represents total dividends paid or declared to common and class A shareholders, including dividends in cash or in shares under the DRIP, as well as the dividend equivalent payment to subscription receipt holders upon conversion to common shares on January 14, 2020.

(2) As at June 30.

(3) Excludes the dividend equivalent payment of \$0.40 paid upon conversion of 14,289,000 subscription receipts on January 14, 2020.

(4) Includes Deutsche Bucht’s pre-completion production volumes. Refer to Section 4.1 Operating Results for additional information.



## SECTION 4: RESULTS OF OPERATIONS

### 4.1: Operating Results

#### Offshore Wind Facilities

The following table summarizes operating results the offshore wind facilities:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Electricity production (GWh) <sup>(1)</sup>	710	645	2,294	1,670
Sales/gross profit <sup>(2) (3)</sup>	\$ 214,764	\$ 193,139	\$ 659,748	\$ 503,361
Operating costs <sup>(3)</sup>	41,166	32,906	77,478	66,034
Operating income	86,528	91,010	407,489	298,677
Adjusted EBITDA	\$ 125,585	\$ 106,251	\$ 430,068	\$ 293,472

(1) Includes GWh both produced and attributed to paid curtailments as well as pre-completion production for Deutsche Bucht in 2020.

(2) Offshore wind facilities do not have cost of sales and as a result, the reported sales figure equals gross profit.

(3) For 2020, the sales/gross profit and operating costs includes pre-completion revenue and the related operating costs for the operational wind turbines at Deutsche Bucht.

Northland's three offshore wind facilities, Gemini, Nordsee One and Deutsche Bucht, are located off the coasts of the Netherlands and Germany. Wind facilities are subject to seasonality, and accordingly, tend to produce more electricity during winter due to denser air and higher winds compared to summer, the effect of which is reflected in the respective fiscal quarter's results. For the six months ended June 30, 2020, Gemini, Nordsee One and Deutsche Bucht contributed approximately 28%, 18% and 17%, respectively, of Northland's reported adjusted EBITDA from facilities. Refer to the 2019 AIF for additional information on Northland's offshore wind facilities.

Results for Northland's offshore wind facilities are affected by foreign exchange rate fluctuations between the Euro and Canadian dollar, which primarily affect sales, net income and adjusted EBITDA. Northland has foreign exchange rate hedges at an average rate of \$1.59/€ for 2020 (\$1.56/€ for 2019) for a substantial portion of anticipated euro-denominated free cash flow, mitigating some of the effects of foreign exchange rate fluctuations.

Gemini has subsidy agreements with the Government of the Netherlands which expire in 2031. The subsidies top up the wholesale market-based revenue generated by Gemini to a fixed, contractual rate per megawatt hour (**MWh**) and are subject to an annual production ceiling (the "**Gemini Subsidy Cap**"), beyond which production earns revenue at wholesale market prices. Based on management's expectations of wind resources and resultant electricity production volumes, the Gemini Subsidy Cap and the associated earnings would be achieved during the fourth quarter of the calendar year. The top up to a fixed contractual rate is subject to a floor price, thereby exposing Gemini to market price risk if the average wholesale market price for the year falls below the contractual floor price ("**SDE floor**") of approximately €44/MWh.

Nordsee One and Deutsche Bucht have a Feed-In Tariff contract with the German government whereby the associated tariff is added to the wholesale market price, effectively generating a fixed unit price for energy sold. Under the German *Renewable Energy Sources Act*, while the tariff compensates for most production curtailments required by the system operator, the facilities do not receive revenue for periods where the market power price remains negative for longer than six consecutive hours ("**negative prices**"). The facilities are also subject to unpaid curtailments by the German system operator for scheduled and unscheduled grid repairs ("**grid repairs**") of up to 28 days annually at each facility, which can have a significant effect on earnings depending on the season.

At Deutsche Bucht, cash generated from pre-completion revenue was used to offset construction costs until responsibility transferred on a turbine by turbine basis from the contractor to Northland. Revenues and costs were recorded in operating income and adjusted EBITDA since wind turbines were operational during the construction stage. However, pre-completion revenue and operating costs are excluded from free cash flow during the construction phase since the funds are not yet distributable under the terms of lender agreements. Deutsche Bucht earned pre-completion revenues until it achieved final completion effective March 31, 2020, at which point net pre-completion revenue in excess of the amount required by project lenders to fund construction costs, was recognized as free cash flow totaling €63 million (\$93 million) (the “**Deutsche Bucht Completion Distribution**”). In the second quarter of 2020, Deutsche Bucht received proceeds from the sale of turbines intended for mono-bucket foundations (“**turbines proceeds**”), previously recorded as impaired. Also in the quarter, Deutsche Bucht accrued proceeds from insurance related to construction of Deutsche Bucht (“**insurance proceeds**”).

*Electricity production* for the three months ended June 30, 2020, increased 10.1% or 65 GWh compared to the same quarter of 2019 primarily due to the addition of production from Deutsche Bucht, partially offset by a lower wind resource in the North Sea in the second quarter and unpaid curtailments at Nordsee One and Deutsche Bucht due to grid repairs. These variances were partially offset by fewer periods of negative prices at Nordsee One and Deutsche Bucht. Electricity production for the six months ended June 30, 2020, increased 37.3% or 623 GWh compared to the same period of 2019 primarily due to production from Deutsche Bucht and higher wind resource in the North Sea during the first quarter of 2020, partially offset by more periods of grid repairs and negative prices.

*Sales* of \$215 million for the three months ended June 30, 2020, increased 11.2% or \$22 million compared to the same quarter of 2019 primarily due to \$40 million of revenue from Deutsche Bucht and \$3 million of favourable foreign exchange rate fluctuations. Sales of \$660 million for the six months ended June 30, 2020, increased 31.1% or \$156 million compared to the same period of 2019 primarily due to \$134 million of revenue from Deutsche Bucht and higher production, as described above. The following table summarizes the losses in sales from three factors:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Wholesale market prices below SDE floor	\$ 2,379	—	\$ 12,163	\$ 1,000
Unpaid curtailment due to negative prices	\$ 5,567	\$ 2,990	\$ 20,051	\$ 6,320
Unpaid curtailment due to grid repairs	\$ 12,584	—	\$ 13,696	\$ 1,633

*Operating costs* of \$41 million and \$77 million for the three and six months ended June 30, 2020, increased 25.1% or \$8 million and 17.3% or \$11 million compared to the same periods of 2019 primarily due to commencement of operations at Deutsche Bucht and the timing of repairs and maintenance activities compared to the same periods last year.

In the first quarter of 2020, Nordsee One reached a settlement (the “**warranty settlement**”) with its turbine manufacturer related to the outstanding warranty obligations. As part of the settlement, Nordsee One relinquished any rights to make further claims against the manufacturer under the warranty. The settlement, received in the second quarter, totaled €58 million (\$76 million at Northland’s share) and was recorded as a reduction to property, plant and equipment under IFRS. However, since the settlement offsets potentially higher operating costs, it will be included in adjusted EBITDA and free cash flow on a straight-line basis over the remaining term of the original service agreement to 2029, net of the anticipated €20 million (\$26 million at Northland’s share) higher operating expenses over the same period.

*Operating income* of \$87 million for the three months ended June 30, 2020, decreased 4.9% or \$4 million compared to the same quarter of 2019 largely due to higher sales and operating costs, as described above, combined with depreciation charges at Deutsche Bucht since reaching final completion. Operating income of \$407 million for the six months ended June 30, 2020, increased 36.4% or \$109 million compared to the same period of 2019 primarily due to contributions from Deutsche Bucht and higher production at Gemini and Nordsee One in the first quarter of 2020.

*Adjusted EBITDA* of \$126 million and \$430 million, for the three and six months ended June 30, 2020, respectively, increased 18.2% or \$19 million and 46.5% or \$137 million compared to the same periods of 2019 primarily due to the factors described above.

In the first quarter of 2020, earnings from Gemini became fully taxable due to prior utilization of tax loss carryforwards. Northland expects tax expense for Gemini to be €9 million (\$15 million at Northland’s share) for the full year 2020.

## Thermal Facilities

The following table summarizes the operating results of the thermal facilities:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Electricity production (GWh)</b>	<b>739</b>	821	<b>1,763</b>	<b>1,912</b>
<b>Sales</b> <sup>(1)</sup>	\$ <b>92,465</b>	\$ 90,864	\$ <b>207,330</b>	\$ 215,187
Less: cost of sales	<b>21,240</b>	19,695	<b>49,058</b>	54,938
<b>Gross profit</b>	<b>71,225</b>	71,169	<b>158,272</b>	160,249
<b>Operating costs</b>	<b>13,037</b>	13,309	<b>24,993</b>	24,971
<b>Operating income</b>	<b>48,670</b>	48,197	<b>114,153</b>	116,241
<b>Adjusted EBITDA</b> <sup>(2)</sup>	\$ <b>59,905</b>	\$ 60,842	\$ <b>136,550</b>	\$ 137,995

(1) Northland accounts for its Spy Hill operations as a finance lease.

(2) Includes management and incentive fees earned by Northland.

The contractual structures of Northland's thermal facilities ensure 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 some PPAs, the facility is reimbursed for certain costs of sales by the counterparty. When possible, management also aims to maximize returns through the re-marketing of natural gas storage and transportation ("**gas optimization**"). For the six months ended June 30, 2020, Northland's six thermal facilities contributed approximately 20% of reported adjusted EBITDA from facilities, with North Battleford, Iroquois Falls and Thorold accounting for approximately 18%. Refer to the 2019 AIF for additional information on Northland's thermal facilities.

*Electricity production* for the three months ended June 30, 2020, was 10.1% or 83 GWh lower than the same quarter of 2019 primarily due to lower off-peak production at North Battleford and fewer dispatches at another facility, partially offset by higher production at Thorold due to favourable market conditions. Electricity production for the six months ended June 30, 2020, was 7.8% or 149 GWh lower than the same period of 2019 primarily due to fewer dispatches at Thorold in the first quarter of 2020, lower off-peak production at North Battleford and fewer dispatches at another facility.

*Sales* of \$92 million for the three months ended June 30, 2020, were largely in line with the same quarter of 2019. Sales of \$207 million for the six months ended June 30, 2020, decreased 3.7% or \$8 million compared to the same period of 2019 due to offsetting factors across the thermal facilities and their contractual structure which generally ensures stable operating results as long as the facility is available.

*Gross profit* of \$71 million and \$158 million for the three and six months ended June 30, 2020 was largely in line with the same periods of 2019 primarily due to the factors described above.

*Operating costs* of \$13 million and \$25 million for the three and six months ended June 30, 2020, were largely unchanged from the same periods of 2019 primarily due to factors described above.

*Operating income* of \$49 million and \$114 million for the three and six months ended June 30, 2020 was also largely in line with the same periods of 2019 due to factors described above.

*Adjusted EBITDA* of \$60 million and \$137 million, respectively for the three and six months ended June 30, 2020, was largely in line with the same periods of 2019.

## On-shore Renewable Facilities

The following table summarizes the operating results of the on-shore renewable facilities:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Electricity production (GWh)<sup>(1)</sup></b>	<b>336</b>	331	<b>702</b>	754
On-shore wind	\$ <b>28,937</b>	28,889	\$ <b>66,373</b>	\$ 70,222
Solar	<b>31,849</b>	29,214	<b>47,393</b>	46,111
<b>Sales/gross profit<sup>(2)</sup></b>	<b>60,786</b>	58,103	<b>113,766</b>	116,333
On-shore wind	<b>5,842</b>	6,841	<b>11,415</b>	13,131
Solar	<b>1,194</b>	1,198	<b>2,415</b>	2,563
<b>Operating costs</b>	<b>7,036</b>	8,039	<b>13,830</b>	15,694
<b>Operating income</b>	<b>31,504</b>	25,875	<b>55,439</b>	52,831
On-shore wind	<b>16,083</b>	15,178	<b>37,675</b>	39,625
Solar	<b>26,818</b>	24,072	<b>39,402</b>	37,531
<b>Adjusted EBITDA</b>	<b>\$ 42,901</b>	\$ 39,250	<b>\$ 77,077</b>	\$ 77,156

(1) Includes GWh both produced and attributed to paid curtailments.

(2) On-shore renewable facilities do not have cost of sales and as a result, the reported sales figures equal gross profit.

Northland's on-shore renewable assets comprise on-shore wind and solar facilities located in Ontario and Québec. On-shore wind projects are similar in nature operationally to offshore wind; however, with lower operating costs and generally lower wind resources. Solar power facilities have lower fixed operating costs per unit of capacity than thermal or wind facilities. Electricity production from solar facilities tends to be less variable than wind but is limited to available sunlight, which is generally higher in the summer than in the winter. For the six months ended June 30, 2020, Northland's on-shore renewable facilities contributed approximately 11% of reported adjusted EBITDA from facilities. Refer to the 2019 AIF for additional information on Northland's on-shore renewable facilities.

*Electricity production* at the on-shore renewable facilities for the three months ended June 30, 2020, was largely in line with the same quarter of 2019 primarily due to a higher solar resource partially offset by overall lower wind resource. Electricity production for the six months ended June 30, 2020, decreased 6.9% or 52 GWh compared to the same period of 2019 primarily due to a lower wind resource partially offset by a higher solar resource in the second quarter.

*Sales* of \$61 million for the three months ended June 30, 2020, increased 4.6% or \$3 million compared to the same quarter of 2019 primarily due to higher solar production. Production variances at the solar facilities have a larger effect on sales than the wind facilities since solar facilities receive a higher contracted price per MW. Sales of \$114 million for the six months ended June 30, 2020, were largely in line with the same period of 2019 due to the variances in electricity production described above.

*Operating costs* of \$7 million and \$14 million, respectively, for the three and six months ended June 30, 2020, were 12.5% or \$1 million and 11.9% or \$2 million lower than the same quarter of 2019 primarily due to lower profit-sharing fees to the turbine maintenance provider at two wind facilities as a result of decreased production.

*Operating income* and *adjusted EBITDA* of \$32 million and \$43 million, respectively, for the three months ended June 30, 2020, increased 21.8% or \$6 million and 9.3% or \$4 million compared to the same quarter of 2019 primarily due to higher production, as noted above and lower operating costs. Operating income of \$55 million for the six months ended June 30, 2020 increased 4.9% or \$3 million primarily due to lower sales and lower operating costs while adjusted EBITDA of \$77 million was in line with the same period last year.



## Utility

The following table summarizes the operating results of EBSA:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Sales</b> <sup>(1)</sup>	\$ 55,368	\$ —	\$ 105,039	\$ —
Less: cost of sales	17,037	—	33,766	—
<b>Gross profit</b>	<b>38,331</b>	<b>—</b>	<b>71,273</b>	<b>—</b>
<b>Operating costs</b>	<b>12,147</b>	<b>—</b>	<b>23,897</b>	<b>—</b>
<b>Operating income</b>	<b>13,475</b>	<b>—</b>	<b>25,157</b>	<b>—</b>
<b>Adjusted EBITDA</b> <sup>(1)</sup>	\$ 23,149	\$ —	\$ 44,396	\$ —

(1) Gross revenue from regulated electricity sales, including transmission and generation tariffs, which EBSA passes through to the regulator for reallocation.

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 approximately 480,000 customers. EBSA's net revenue is almost entirely regulated, of which the vast majority is earned from its distribution business and the remainder primarily from its electricity retail business. EBSA's 2020 quarterly results are affected by exchange rate fluctuations between the Canadian dollar and the Colombian Peso. For the six months ended June 30, 2020, utility operations contributed approximately 7% of total adjusted EBITDA. Refer to the 2019 AIF for additional information on EBSA.

EBSA, like most power distribution utilities, 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 and includes amounts retained by EBSA, as retailer and distributor, and amounts passed through to other electricity system participants, such as the transmission operator. The rate base takes into account the depreciated cost of existing equipment and anticipated future expenditure 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.

Sales of \$55 million and \$105 million, respectively for the three and six months ended June 30, 2020, include revenues from the sale of electricity to regulated customers, which accounted for 96% of EBSA's total sales, as well as to non-regulated customers.

Cost of sales of \$17 million and \$34 million, respectively for the three and six months ended June 30, 2020, relate to the purchase of electricity for sale to customers and was primarily sourced under bilateral power purchase contracts, with incremental amounts purchased in the spot market. EBSA recovers the cost of electricity purchased through tariffs charged to customers.

Operating costs of \$12 million and \$24 million, respectively for the three and six months ended June 30, 2020, include the cost of transmission charges, loss reduction programs, materials used in maintenance activities and the portion of personnel costs that relate to operations. EBSA recovers the operating costs in full and recovers the cost of loss reduction programs at a regulated proportion through tariffs charged to customers.

Operating income and adjusted EBITDA of \$13 million and \$25 million and \$23 million and \$44 million, respectively, for the three and six months ended June 30, 2020, are composed of the items described above.

For Northland's utility assets, non-expansory capital expenditures are equivalent to the amount necessary to maintain the opening regulated asset base value each year, which is expected to grow in the mid-single digits over the long term. Non-expansory capital expenditures for EBSA are expected to total approximately \$19 million for 2020, representing approximately 3%-4% of the current regulated asset base.

## 4.2: General and Administrative Costs and Other Income

The following table summarizes general and administrative (G&A) costs:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Corporate overhead	\$ 8,139	\$ 6,577	\$ 14,556	\$ 12,729
Development overhead	6,312	4,841	11,710	8,983
Development projects	13,485	5,070	20,430	9,286
<b>Corporate G&amp;A costs</b>	<b>27,936</b>	16,488	<b>46,696</b>	30,998
Operations G&A	6,635	5,068	12,701	8,817
Acquisition costs	337	—	7,170	—
<b>Total G&amp;A costs</b>	<b>34,908</b>	21,556	<b>66,567</b>	39,815

*Corporate G&A costs* for the three and six months ended June 30, 2020, increased 69.4% or \$11 million and 50.6% or \$16 million, respectively, compared to the same periods in 2019 primarily due to an increasing level of project development activities and higher personnel costs to support Northland's growth. Project development costs for the three and six months ended June 30, 2020 include higher costs related to the Hai Long offshore wind project of \$8 million and \$10 million, respectively, compared to the same periods in 2019. Management expects to commence capitalization of development costs related to Hai Long in the second half of 2020.

*Development overhead costs* relate primarily to personnel, rent and other office costs not directly attributable to identifiable development projects. *Development project costs* are generally third-party costs directly attributable to identifiable development projects, whose capitalization begins once management determines that the project has a high likelihood of being pursued through to completion (refer to the 2019 Annual Report for additional information on the policy for capitalization of development costs). For the six months ended June 30, 2020, development overhead and projects costs totaled \$0.17 of free cash flow per share (including joint venture-related development costs).

*Operations G&A costs* for the three and six months ended June 30, 2020, increased 30.9% or \$2 million and 44.1% or \$4 million, respectively, compared to the same periods of 2019 primarily due to costs incurred at EBSA and costs related to energy marketing activities, partially offset by certain one-time costs incurred in the second quarter of 2019.

*Acquisition costs* are generally third-party transaction-related costs directly attributable to an asset or business acquisition and these costs are excluded from adjusted EBITDA and free cash flow. For the three months ended June 30, 2020, acquisition costs were immaterial, and for the six months ended June 30, 2020, acquisition costs totaled \$7 million and primarily relate to advisory fees and representations and warranties insurance costs, amortized over the insurance term in accordance with IFRS, for the EBSA Acquisition.

The following table presents the effect of corporate G&A costs and other income on adjusted EBITDA:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Corporate G&A costs	(27,936)	(16,488)	(46,696)	(30,998)
Other development project costs <sup>(1)</sup>	(636)	—	(1,285)	—
Gemini interest income	4,036	5,275	7,937	10,514
Other <sup>(2)</sup>	(527)	(1,096)	(761)	(430)
<b>Corporate items in Adjusted EBITDA</b>	<b>\$ (25,063)</b>	<b>\$ (12,309)</b>	<b>\$ (40,805)</b>	<b>\$ (20,914)</b>

(1) Includes Northland's share of costs incurred by a joint venture.

(2) Includes corporate investment income, energy marketing income (net), and certain operations costs.

*Gemini interest income* represents interest earned on the subordinated debt receivable from Gemini to Northland. Since Northland consolidates the financial results of Gemini, the subordinated debt balances and related investment income and interest expense eliminate upon consolidation; nevertheless, Gemini interest income is included in Northland's consolidated adjusted EBITDA because it reflects returns generated from an investment in core assets.

### **4.3: Consolidated Results**

The following discussion of the significant factors contributing to the consolidated financial results should be read in conjunction with Northland's unaudited interim condensed consolidated financial statements for the six months ended June 30, 2020.

#### **Second Quarter**

*Total sales and gross profit* of \$429 million and \$386 million, respectively, increased 24.8% or \$85 million and 19.7% or \$64 million compared to the same quarter of 2019 primarily due to sales revenue at EBSA, revenues at Deutsche Bucht and the effect of favourable foreign exchange rate fluctuations. The positive performance was partially offset by lower production in the offshore wind segment due to lower wind resource in the North Sea during the quarter, wholesale market prices falling below the SDE floor at Gemini, and unpaid curtailments at Nordsee One and Deutsche Bucht due to grid repairs.

*Operating costs* of \$73 million increased 35.3% or \$19 million compared to the same quarter of 2019 primarily due to the addition of costs from EBSA and Deutsche Bucht, partially offset by lower costs at Nordsee One from operating efficiencies and lower profit-sharing fees at two onshore wind facilities.

*G&A costs* of \$35 million increased 61.9% or \$13 million compared to the same quarter of 2019. Corporate G&A costs increased \$11 million primarily due to an increasing level of project development activities and higher personnel costs to support Northland's growth, while operations G&A increased \$2 million primarily due to costs incurred at EBSA and costs related to energy marketing activities, partially offset by certain one-time costs incurred in the second quarter of 2019. Project development costs include \$8 million higher costs related to the Hai Long offshore wind project.

*Finance costs, net* (primarily interest expense) of \$88 million increased 10.5% or \$8 million compared to the same quarter of 2019 primarily due to the effect of previously capitalized interest costs on Deutsche Bucht loan, interest on EBSA's credit facilities and on borrowings to finance the EBSA Acquisition, partially offset by declining interest costs as a result of scheduled principal repayments on facility-level loans.

*Fair value gain on derivative contracts* was \$30 million compared to a \$26 million gain in the same quarter of 2019 primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

*Foreign exchange loss* of \$20 million is primarily due to unrealized losses from fluctuations in the closing foreign exchange rates.

*Other (income) expense* totaled \$32 million of income primarily as a result of proceeds received from the sale of turbines originally intended for use with mono-bucket foundations at Deutsche Bucht as well as accrued insurance proceeds related to construction of Deutsche Bucht.

*Net income* decreased \$2 million in the second quarter of 2020 compared to the same quarter of 2019 primarily as a result of the factors described above, combined with a \$6 million higher tax expense.

#### **Year to Date**

*Total Sales* of \$1.1 billion increased 30.2% or \$255 million compared to 2019 primarily due to revenues at Deutsche Bucht, sales revenue at EBSA and higher overall production at Gemini and Nordsee One. The positive performance was partially offset by lower production at the other operating facilities, wholesale market prices below the SDE floor at Gemini and foreign exchange rate fluctuations for Gemini and Nordsee One.

*Gross profit* of \$1.0 billion increased 28.6% or \$223 million compared to 2019 primarily due to the same factors affecting sales described above and lower gas costs at the thermal facilities.

*Operating costs* of \$140 million increased 31.4% or \$33 million compared to 2019 primarily due to the addition of costs from EBSA and Deutsche Bucht, partially offset by lower costs at Nordsee One from operating efficiencies, lower profit-sharing fees at two onshore wind facilities and lower insurance premiums at Gemini.

*G&A costs* of \$67 million increased 67.2% or \$27 million compared to 2019, of which, corporate G&A costs increased 50.6% or \$16 million primarily due to an increasing level of project development activities and higher personnel costs to support Northland's growth. Project development costs include \$10 million of higher costs related to the Hai Long offshore wind project. Operations G&A costs increased 44.1% or \$4 million primarily due to costs incurred at EBSA and costs related to energy marketing activities, partially offset by certain one-time costs incurred in the second quarter of 2019. G&A also includes \$7 million of acquisition costs primarily related to EBSA.

*Finance costs, net* (primarily interest expense) of \$181 million increased 13.7% or \$22 million compared to 2019 primarily due to the effect of previously capitalized interest costs on Deutsche Bucht loan, interest on EBSA's credit facilities and on borrowings to finance the EBSA Acquisition, partially offset by declining interest costs as a result of scheduled principal repayments on facility-level loans.

*Foreign exchange gain* of \$54 million is primarily due to unrealized gains from fluctuations in the closing foreign exchange rate.

*Fair value loss on derivative contracts* was \$5 million compared to an \$69 million gain in 2019 primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

*Other (income) expense* totaled \$30 million of income primarily as a result of proceeds received from the sale of turbines originally intended for use with mono-bucket foundations at Deutsche Bucht as well as accrued insurance proceeds related to construction of Deutsche Bucht.

Net income increased \$69 million for the six months ended June 30, 2020 compared to 2019 mainly due to the factors described above, partially offset by a \$17 million higher tax expense.

#### **4.4: Adjusted EBITDA**

The following table reconciles net income (loss) to adjusted EBITDA:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Net income (loss)</b>	\$ 74,277	\$ 76,234	\$ 349,296	\$ 280,464
Adjustments:				
Finance costs, net	87,911	79,526	181,287	159,381
Gemini interest income	4,036	5,275	7,937	10,514
Provision for (recovery of) income taxes	19,416	13,447	74,028	57,366
Depreciation of property, plant and equipment	132,039	104,053	261,704	208,075
Amortization of contracts and intangible assets	9,571	4,741	18,913	9,494
Fair value (gain) loss on derivative contracts	(29,990)	(25,599)	4,675	(68,752)
Foreign exchange (gain) loss	19,732	2,240	(54,315)	5,463
Elimination of non-controlling interests	(59,000)	(63,404)	(173,591)	(163,535)
Finance lease (lessor) and equity accounting	(190)	836	549	1,775
Other adjustments	(31,289)	(3,315)	(23,199)	(12,536)
<b>Adjusted EBITDA</b>	\$ 226,513	\$ 194,034	\$ 647,284	\$ 487,709

*Interest income* reflects earned on Northland's €117 million subordinated debt to Gemini, including accrued interest. Semi-annual principal payments will commence in 2027 until maturity in 2032. Northland consolidates the financial results of Gemini and, as a result, Northland's loan balances, investment income, and interest expense are eliminated upon consolidation.

*Other adjustments* primarily include acquisition costs, turbine proceeds and insurance proceeds for the six months ended June 30, 2020. For the six months ended June 30, 2019, other adjustments primarily include a non-cash fair value adjustment on a loan receivable.

#### **Second Quarter**

Adjusted EBITDA of \$227 million for the three months ended June 30, 2020, increased 16.7% or \$32 million compared to the same quarter of 2019. The significant factors increasing adjusted EBITDA include:

- \$31 million increase as a result of operating results from Deutsche Bucht which achieved commercial operations on March 31, 2020;
- \$23 million increase as a result of operations at EBSA, which is consolidated from the acquisition date of January 14, 2020; and
- \$4 million increase in operating results from onshore renewables facilities due to higher solar resource.



Partially offsetting these increases in adjusted EBITDA were:

- \$13 million increase in corporate items in adjusted EBITDA primarily due to an increasing level of project development activities, including \$8 million higher development costs for the Hai Long offshore wind project;
- \$7 million decrease in operating results from Nordsee One primarily due to lower wind resource and unpaid curtailments due to unscheduled grid maintenance by the system operator; and
- \$5 million decrease in operating results from Gemini due to lower wind resource in the second quarter and the wholesale market price falling below the SDE floor.

### ***Year-to-date***

Adjusted EBITDA of \$647 million for the six months ended June 30, 2020, increased 33% or \$160 million compared to the same period of 2019. The significant factors increasing adjusted EBITDA include:

- Higher contributions from the offshore wind operations due to:
  - \$116 million increase as a result of pre-completion and operating revenue (net of certain operating costs) at Deutsche Bucht;
  - \$11 million increase in operating results from Nordsee One primarily due to higher wind resource in the first quarter of 2020, partially offset by unpaid curtailments due to periods of negative market pricing and grid repairs by the system operator;
  - \$10 million increase in operating results from Gemini due to higher wind resource in the first quarter of 2020, partially offset by the wholesale market price falling below the SDE floor.
- \$44 million increase as a result of utility operations at EBSA, which are consolidated from the acquisition date of January 14, 2020.

Partially offsetting these increases in adjusted EBITDA were:

- \$20 million increase in corporate items in adjusted EBITDA primarily due to an increasing level of project development activities, including \$10 million higher development costs for the Hai Long offshore wind project.

## 4.5: Free Cash Flow

The following table reconciles cash flow from operations to free cash flow:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Cash provided by operating activities</b>	\$ 365,127	\$ 341,441	\$ 732,721	\$ 649,235
Adjustments:				
Net change in non-cash working capital balances	(42,930)	(73,979)	27,767	(33,456)
Non-expansory capital expenditures	(3,624)	(1,472)	(7,368)	(2,152)
Restricted funding for major maintenance, debt and interest paid, net	(6,425)	(5,382)	(9,384)	(8,802)
Scheduled principal repayments on facility debt	(323,248)	(227,531)	(337,309)	(239,709)
Funds set aside (utilized) for scheduled principal	138,377	104,034	(2,088)	(5,478)
Preferred share dividends	(2,927)	(2,931)	(5,855)	(5,860)
Consolidation of non-controlling interests	(6,120)	(7,994)	(69,724)	(54,245)
Deutsche Bucht Completion Distribution	—	—	93,144	—
Cash from operating activities from projects under construction	—	(198)	(66,853)	—
Lease payments	(1,980)	(1,574)	(4,442)	(2,846)
Investment income <sup>(1)</sup>	5,181	5,981	11,356	11,809
Nordsee One proceeds from government grant and warranty settlement	5,821	4,709	13,986	10,847
Foreign exchange	(1,177)	(7,080)	2,165	(3,331)
Other <sup>(2)</sup>	(2,481)	2,586	3,478	(946)
<b>Free cash flow</b>	\$ 17,448	\$ 35,174	\$ 228,911	\$ 177,013

(1) Investment income includes Gemini interest income and interest received on third-party loans to partners on Cochrane Solar.

(2) Other includes adjustments for Nordsee One interest on shareholder loans, equity accounting, acquisition costs and non-cash expenses adjusted in working capital excluded from free cash flow, partially offset by stock-based compensation awards settled in cash in the period.

*Scheduled principal repayments on facility term loans* reflect repayments as paid. *Funds set aside (utilized) for scheduled principal repayments* allocates semi-annual repayments evenly across two quarters as well as adjusts for timing of quarterly repayments in order to estimate an accurate reflection of the Company's performance. Gemini's principal repayment schedule is weighted towards the first payment of the year to align with Gemini's expected yearly cash flow profile, while Nordsee One and Deutsche Bucht's principal repayments are scheduled semi-annually. For 2020, Northland's share of Gemini, Nordsee One and Deutsche Bucht principal repayments are expected to total €82 million, €80 million and €84 million, respectively (2019 - €79 million and €72 million). 2020 financial guidance includes an assumption that Northland is able to defer €38 million due in December 2020 related to Deutsche Bucht.

*Interest expense* is reflected each quarter as accrued in net income and working capital or paid.

The following table summarizes cash and total dividends paid and respective free cash flow payout ratios as well as per share amounts:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
Cash dividends paid to common and Class A shareholders	\$ 59,150	\$ 54,062	\$ 121,867	\$ 108,124
Free cash flow payout ratio - cash dividends <sup>(1)</sup>			62.1 %	58.4 %
Total dividends paid to common and Class A shareholders <sup>(2)</sup>	\$ 59,150	\$ 54,062	\$ 121,867	\$ 108,124
Free cash flow payout ratio - total dividends <sup>(1) (2)</sup>			62.1 %	65.1 %
Weighted average number of shares - basic (000s) <sup>(3)</sup>	198,842	180,246	195,711	180,225
Weighted average number of shares - diluted (000s) <sup>(4)</sup>	201,626	187,421	200,527	187,625
Per share (\$/share)				
Dividends paid <sup>(5)</sup>	\$0.30	\$0.30	\$0.60	\$0.60
Free cash flow — basic	\$0.09	\$0.20	\$1.17	\$0.98
Free cash flow — diluted	\$0.09	\$0.20	\$1.15	\$0.95

(1) On a rolling four-quarter basis.

(2) Represents dividends paid in cash and in shares under the DRIP.

(3) Includes common shares and class A shares but excludes common shares issuable upon conversion of outstanding convertible debentures.

(4) Includes common shares, class A shares and any common shares issuable upon conversion of outstanding convertible debentures.

(5) Excludes the dividend equivalent payment of \$0.40 paid upon conversion of 14,289,000 subscription receipts on January 14, 2020.

## Second Quarter

Free cash flow of \$17 million for the three months ended June 30, 2020, was 50.4% or \$18 million lower than the same quarter of 2019. The significant factors decreasing free cash flow include:

- \$41 million increase in scheduled principal repayments, primarily due to Deutsche Bucht's first repayment in June 2020 and principal repayments at Grand Bend, which began in the first quarter of 2020;
- \$12 million increase in corporate G&A primarily due to an increasing level of project development activities, including \$8 million higher costs from the Hai Long offshore wind project;
- \$9 million increase in net interest expense primarily due to the effect of previously capitalized interest costs on Deutsche Bucht loan, interest on EBSA's credit facilities and on borrowings to finance the EBSA Acquisition, partially offset by declining interest costs as a result of scheduled principal repayments on facility-level loans; and
- \$2 million of non-expansionary capital expenditures primarily at EBSA.

Partially offsetting the decrease in free cash flow was a \$46 million increase in overall earnings primarily due to the factors improving adjusted EBITDA, such as contributions from Deutsche Bucht and EBSA.

## Year-to-date

Free cash flow of \$229 million for the six months ended June 30, 2020, was 29.3% or \$52 million higher than the same period of 2019. The significant factors increasing free cash flow include:

- \$93 million increase as a result of the Deutsche Bucht Completion Distribution related to the March 31, 2020 term conversion; and
- \$93 million increase in overall earnings primarily due to the factors improving adjusted EBITDA.

Factors partially offsetting the increase in free cash flow include:

- \$78 million increase in scheduled principal repayments, primarily due to the first principal repayments at Deutsche Bucht's in June 2020 and the first principal repayment at Grand Bend;
- \$29 million increase in cash tax expense primarily due to the addition of EBSA as well as higher cash taxes at the offshore wind facilities, including Gemini becoming taxable in 2020;
- \$16 million increase in corporate G&A primarily due to an increasing level of project development activities, including \$10 million higher costs from the Hai Long offshore wind project; and

- \$10 million increase in net interest expense primarily due to the effect of previously capitalized interest costs on Deutsche Bucht loan, interest on EBSA's credit facilities and on borrowings to finance the EBSA Acquisition, partially offset by declining interest costs as a result of scheduled principal repayments on facility-level loans.

As at June 30, 2020, the rolling four quarter free cash flow net payout ratio was 62.1%, calculated on the basis of cash dividends paid compared to 58.4% for the same period in 2019. The increase in the free cash flow payout ratio, calculated on the basis of dividends paid was primarily due to higher cash dividends from the conversion of subscription receipts in January 2020 and the redemption of the convertible debentures into common shares in May 2020.

## SECTION 5: CHANGES IN FINANCIAL POSITION

The following table provides a summary of account balances derived from the unaudited interim condensed consolidated balance sheets as at June 30, 2020 and December 31, 2019.

As at	June 30, 2020	December 31, 2019
<b>Assets</b>		
Cash and cash equivalents	\$ 409,074	\$ 268,193
Restricted cash	199,361	623,007
Trade and other receivables	362,460	295,427
Other current assets	71,821	44,521
Property, plant and equipment	8,735,056	8,072,519
Contracts and other intangible assets	538,982	521,050
Other assets <sup>(1)</sup>	1,021,611	521,898
	\$ 11,338,365	\$ 10,346,615
<b>Liabilities</b>		
Trade and other payables	237,519	193,160
Interest-bearing loans and borrowings	7,128,617	6,893,227
Net derivative liabilities <sup>(2)</sup>	542,775	438,772
Net deferred tax liability <sup>(2)</sup>	311,919	192,226
Other liabilities <sup>(3)</sup>	1,123,218	1,118,478
	\$ 9,344,048	\$ 8,835,863
<b>Total equity</b>	<b>1,994,317</b>	<b>1,510,752</b>
	\$ 11,338,365	\$ 10,346,615

(1) Includes goodwill, finance lease receivable, long-term deposits and other assets.

(2) Presented on a net basis.

(3) Includes dividends payable, corporate credit facilities, convertible debentures, subscription receipts, provisions and other liabilities.

Significant changes in Northland's unaudited interim condensed consolidated balance sheets were as follows:

- *Restricted cash* decreased by \$424 million primarily due to the conversion of the subscription receipts and release of funds from escrow.
- *Trade and other receivables* increased by \$67 million mainly due to consolidation of EBSA.
- *Property, plant and equipment* increased by \$663 million primarily due to the EBSA Acquisition, completion of construction at Deutsche Bucht, ongoing construction at La Lucha and foreign exchange rate fluctuations.
- *Other assets* increased by \$500 million mainly due to the recognition of goodwill related to the EBSA Acquisition.
- *Trade and other payables* increased by \$44 million primarily due to the final purchase consideration for the EBSA Acquisition.
- *Interest-bearing loans and borrowings* increased by \$235 million mainly due to EBSA's credit facilities, Deutsche Bucht construction activities and foreign exchange rate fluctuations, partially offset by scheduled principal repayments on facility-level debt.



- *Net deferred tax liability* (deferred tax asset less deferred tax liabilities) increased by \$120 million due to movements in the differential between accounting and tax balances, particularly the movement in net derivative liabilities.
- *Other liabilities* increased by \$5 million, primarily due to higher corporate borrowings to fund the EBSA Acquisition and foreign exchange rate fluctuations, offset by the conversion of subscription receipts and the redemption of the 2020 Debentures into common share equivalents.

## SECTION 6: EQUITY, LIQUIDITY AND CAPITAL RESOURCES

Northland maintains sufficient liquidity to meet short- and medium-term cash needs and ensures that it has access to sufficient resources to capitalize on investment opportunities and to meet development expenditure commitments, monthly cash dividend requirements and other needs in the normal course of operations. Northland finances these commitments through cash flow from operations, non-recourse project financing, corporate credit facilities, convertible debentures and equity, such as common and preferred shares.

### *Equity and Convertible Unsecured Subordinated Debentures*

The change in shares and class A shares during 2020 and 2019 was as follows:

	June 30, 2020	December 31, 2019
Shares outstanding, beginning of year	179,441,219	179,201,743
Conversion of subscription receipts	14,289,000	—
Conversion of debentures	6,896,136	239,476
Shares outstanding, end of period	200,626,355	179,441,219
Class A shares	1,000,000	1,000,000
<b>Total common and convertible shares outstanding, end of period</b>	<b>201,626,355</b>	<b>180,441,219</b>

Preferred shares outstanding as at June 30, 2020 and December 31, 2019 are as follows:

As at	June 30, 2020	December 31, 2019
Series 1	4,501,565	4,501,565
Series 2	1,498,435	1,498,435
Series 3	4,800,000	4,800,000
<b>Total</b>	<b>10,800,000</b>	<b>10,800,000</b>

In their most recent report issued in March 2020, Standard & Poor's reaffirmed Northland's corporate credit rating of BBB (Stable). In addition, Northland's preferred share rating was reaffirmed on Standard & Poor's Canada scale of BB+.

As at June 30, 2020, Northland had 200,626,355 common shares with no change in Class A and preferred shares outstanding from December 31, 2019. During the first half of 2020, \$149 million of convertible debentures were converted into 6,896,136 new common shares largely due to the early redemption of the 2020 Debentures on May 11, 2020. Northland redeemed the remaining approximately \$2 million of the 2020 Debentures in cash.

As of the date of this MD&A, Northland has 200,626,355 common shares outstanding with no change in Class A and preferred shares outstanding from June 30, 2020.

### *Subscription Receipts*

As a result of the close of the EBSA Acquisition on January 14, 2020, gross proceeds of \$347 million from the subscription receipts, less applicable transaction costs, were converted to 14,289,000 common shares on a one-to-one basis and a dividend equivalent cash payment equal to \$0.40 per subscription receipt, totaling \$6 million, was paid to subscription receipt holders. Following the issuance of common shares there were no outstanding subscription receipts.

### *Normal Course Issuer Bid*

In December 2019, the Toronto Stock Exchange (TSX) approved the renewal of Northland's Normal Course Issuer Bid (NCIB) commencing December 17, 2019, and ending December 16, 2020. Pursuant to the NCIB, Northland may purchase for cancellation up to 8,000,000 common shares representing approximately 4.5% of Northland's then issued and outstanding

common shares. In accordance with TSX rules, any daily purchases (other than pursuant to a block purchase exemption) under the NCIB are limited to a maximum of 148,272 common shares, which represents 25% of the average daily trading volume on the TSX for the six months ended November 30, 2019. No purchases have been made under this NCIB to date.

### **Liquidity and Capital Resources;**

The following table reconciles Northland's opening cash and cash equivalents to closing cash and cash equivalents:

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	2020	2019
<b>Cash and cash equivalents, beginning of year</b>	\$ 629,154	\$ 361,503	\$ 268,193	\$ 278,400
Cash provided by operating activities	365,127	341,441	732,721	649,235
Cash used in investing activities	(31,104)	(327,797)	(710,202)	(432,293)
Cash (used in) provided by financing activities	(530,352)	(85,413)	74,259	(200,651)
Effect of exchange rate differences	(23,751)	(1,038)	44,103	(5,995)
<b>Cash and cash equivalents, end of period</b>	\$ 409,074	\$ 288,696	\$ 409,074	\$ 288,696

### **Second Quarter**

Cash and cash equivalents for the six months ended June 30, 2020, increased \$141 million due to cash provided by operations of \$733 million, cash provided by financing activities of \$74 million and \$44 million effect of foreign exchange translation, partially offset by \$710 million of cash used in investing activities.

Cash provided by operating activities for the six months ended June 30, 2020 was \$733 million comprising:

- \$349 million of net income;
- \$411 million in non-cash and non-operating items such as depreciation and amortization, finance costs, changes in fair value of financial instruments and deferred taxes; and
- \$28 million in changes in working capital due to the timing of payables, receivables and deposits.

Cash used in investing activities for the six months ended June 30, 2020, was \$710 million, primarily comprising:

- \$734 million paid for the acquisition of EBSA and NP Energia, net of cash acquired;
- \$155 million used for the purchase of property, plant and equipment, mainly for the completion of construction at Deutsche Bucht and ongoing construction at La Lucha; and
- \$48 million in changes in working capital primarily related to the timing of construction payables at Deutsche Bucht.

Factors partially offsetting cash used in investing activities include:

- \$124 million release of restricted cash mainly related to Deutsche Bucht achieving term conversion; and
- \$98 million received for the settlement of outstanding warranty obligations with Nordsee One's turbine manufacturer.

Cash provided by financing activities for the six months ended June 30, 2020, was \$74 million, primarily comprising:

- \$368 million in net drawdowns under the corporate syndicated revolving facility and the EBSA Bridge;
- \$341 million received from common shares issued on the conversion of the subscription receipts; and
- \$126 million of proceeds drawn on project debt from borrowings under Deutsche Bucht's construction loan.

Factors partially offsetting cash provided by financing activities include:

- \$236 million of common, Class A and preferred share dividends as well as dividends to non-controlling shareholders;
- \$27 million change in restricted cash, primarily from funds set aside for debt service at Deutsche Bucht;
- \$157 million in interest payments; and
- \$337 million in scheduled principal repayments on project debt.

Movement of foreign currencies, including primarily the euro and Colombian peso, against the Canadian dollar increased cash and cash equivalents by \$44 million for the six months ended June 30, 2020. Northland aims to mitigate the effects of

exchange rate fluctuations through a variety of mechanisms, including foreign exchange rate hedges and using euro-denominated corporate debt for operating expenditures.

### Property, Plant and Equipment

The following table provides a continuity of the cost of property, plant and equipment for the six months ended June 30, 2020:

	Cost balance as at Dec. 31, 2019	Acquired	Additions	Other <sup>(1)</sup>	Exchange rate differences	Cost balance as at Jun. 30, 2020
<b>Operations:</b>						
Offshore wind	\$ 6,745,007	\$ —	\$ 37,414	\$ (62,224)	\$ 318,369	\$ 7,038,566
Thermal <sup>(2)</sup>	1,762,113	—	1,994	1,269	—	1,765,376
On-shore renewable	1,750,560	—	235	410	—	1,751,205
Utility	—	615,732	6,500	—	(58,445)	563,787
<b>Construction:</b>						
On-shore renewable	41,368	—	107,114	(153)	(9,610)	138,719
<b>Corporate</b>	54,585	—	3,226	(889)	1,101	58,023
<b>Total</b>	\$ 10,353,633	\$ 615,732	\$ 156,483	\$ (61,587)	\$ 251,415	\$ 11,315,676

(1) Includes settlement received from warranty obligation, change in estimate for decommissioning provision and amounts accrued under the LTIP.

(2) Excludes Spy Hill lease receivable accounting treatment.

### Long-term Debt

Operating facilities and projects under construction are financed primarily with non-recourse project debt with fixed or hedged interest rates and repayments tied to the terms of the project's initial PPA post-completion. Each project is undertaken as a special-purpose entity so that an adverse event at one facility would not affect Northland's other facilities. By owning and operating high-quality assets and applying its deep, long-term experience, Northland expects to continue to enjoy a competitive cost of capital, which maximizes returns from growth initiatives.

The following table provides a continuity of Northland's debt for the six months ended June 30, 2020:

	Balance as at Dec. 31, 2019	Acquired	Financings, net of costs	Repayments	Amort. of costs/fair value	Exchange rate differences	Transfers	Balance as at Jun. 30, 2020
<b>Operations:</b>								
Offshore wind	\$ 3,578,055	\$ —	\$ 2,332	\$ (282,784)	\$ 5,437	\$ 144,978	\$ 1,475,775	\$ 4,923,793
Thermal	951,488	—	44,000	(25,111)	9,145	—	—	979,522
On-shore renewable	1,055,402	—	—	(29,414)	518	—	—	1,026,506
Utility	—	219,163	—	—	—	(20,375)	—	198,788
<b>Construction:</b>								
Offshore wind	1,308,283	—	79,757	—	(617)	88,352	(1,475,775)	—
<b>Corporate <sup>(1)</sup></b>	171,384	—	1,332,821	(965,200)	2,508	21,532	—	563,045
<b>Total</b>	\$ 7,064,612	\$ 219,163	\$ 1,458,910	\$ (1,302,509)	\$ 16,991	\$ 234,487	\$ —	\$ 7,691,654

(1) Excludes convertible unsecured subordinated debentures.

In addition to the loans outstanding in the above table, as at June 30, 2020, \$29 million of letters of credit were outstanding under non-recourse project-level credit facilities for operational use.

On June 30, 2020, Northland upsized the debt on the North Battleford loan, generating gross proceeds of \$52.5 million at an effective interest rate of 2.1%. The pricing was reflected through the bond principal increasing by \$44 million to \$577 million at the same 4.958% interest rate and amortization as the existing bonds. Net proceeds will be used for general corporate purposes and to fund growth.

On June 24, 2020, Northland entered into a long-term, non-recourse financing agreement on behalf of EBSA for an aggregate amount of approximately \$465 million (“**EBSA Facility**”), inclusive of a Canadian dollar tranche and a Colombian peso tranche. The financing closed in July 2020 and replaced the interim bridge credit facility (“**EBSA Bridge**”) previously in place as well as facility-level borrowings. The EBSA Facility is structured as a \$450 million term loan and a \$15 million debt service reserve credit facility, for an initial two-year term, which Northland expects to renew annually. The facility has a blended interest rate of 5.3% and provides Northland with the ability to upsize EBSA’s capital structure annually by increasing leverage commensurate with expected increases in EBSA’s operating results.

### **Debt Covenants**

Northland generally conducts its business indirectly through separate subsidiary legal entities and is dependent on the distribution of cash from those subsidiary entities to defray its corporate expenses, repay corporate debt and to pay cash dividends to common, Class A and preferred shareholders. Most operating subsidiaries hold non-recourse debt, which typically prohibits distributions if the loan is in default (notably for non-payment of principal or interest) or if the entity fails to achieve a benchmark debt service coverage ratio, which is the ratio of EBITDA to scheduled principal and interest payments over a specified time period. Northland and its subsidiaries were in compliance with all debt covenants for the period ended June 30, 2020.

### **Corporate Credit Facilities and Letters of Credit**

Northland’s corporate credit facilities are available for general corporate purposes, to support operational, construction and development opportunities and to provide letters of credit issued on behalf of Northland. The corporate credit facilities are summarized in the table below:

<b>As at June 30, 2020</b>	<b>Facility size</b>	<b>Amount drawn</b>	<b>Outstanding letters of credit</b>	<b>Available capacity</b>	<b>Maturity date</b>
Syndicated revolving facility	\$ 1,000,000	\$ 431,223	\$ 113,582	\$ 455,195	Jun. 2024
Bilateral letter of credit facility	150,000	—	142,302	7,698	Mar. 2022
Export credit agency backed letter of credit facility	100,000	—	13,908	86,092	Mar. 2021
EBSA bridge facility	495,000	135,000	—	—	Jan. 2021
<b>Total</b>	<b>\$ 1,745,000</b>	<b>\$ 566,223</b>	<b>\$ 269,792</b>	<b>\$ 548,985</b>	
Less: deferred financing costs		3,186			
<b>Total, net</b>		<b>\$ 563,037</b>			

- Subsequent to the second quarter, the EBSA bridge facility was fully repaid.
- In the six months ended June 30, 2020, Northland made net drawdowns of \$368 million on the syndicated revolving facility, with remaining movement in the period due to foreign exchange fluctuations.
- In January 2020, Northland entered into a \$495 million 12-month bridge credit facility as part of the initial funding for the EBSA Acquisition. During the six months ended June 30, 2020, Northland drew the facility in full and made partial repayments, resulting in net drawdowns of \$135 million.
- In the first quarter of 2020, the size of the bilateral letter of credit facility was increased to \$150 million.
- Of the \$270 million of corporate letters of credit issued as at June 30, 2020, \$96 million relates to projects under advanced development or construction, including those pending release as a result of the final completion of Deutsche Bucht.

Northland’s corporate credit facilities include provisions that allow for renewals at Northland’s option, subject to approval by the lenders.



## SECTION 7: SUMMARY OF QUARTERLY CONSOLIDATED RESULTS

Northland's consolidated financial results are affected by seasonal factors, contract provisions and extraordinary items, which result in quarterly variations. Northland's quarterly net income (loss) also varies due to any non-cash impairments/recoveries and foreign exchange adjustments required to translate euro, U.S. dollar and Colombian peso denominated balances to the appropriate quarter-end Canadian dollar equivalent and due to fair value movements of financial derivative contracts.

Accounting policies and principles have been applied consistently for all periods presented in the table below.

<i>In millions of dollars, except per share information</i>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>
	<b>2020</b>	<b>2020</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>	<b>2018</b>	<b>2018</b>
Total sales	\$ 429	\$ 668	\$ 438	\$ 378	\$ 344	\$ 499	\$ 381	\$ 350
Operating income	149	395	203	177	146	288	171	150
Net income (loss)	74	275	61	111	76	204	65	93
Adjusted EBITDA	227	421	273	224	194	294	221	197
Cash provided by operating activities	365	368	334	242	341	308	291	193
Free cash flow	17	211	67	74	35	142	89	64
<b>Per share statistics</b>								
Net income (loss) - basic	\$ 0.26	\$ 1.02	\$ 0.23	\$ 0.42	\$ 0.28	\$ 0.78	\$ 0.23	\$ 0.38
Net income (loss) - diluted	0.26	0.99	0.23	0.41	0.28	0.76	0.22	0.37
Free cash flow - basic	0.09	1.10	0.37	0.41	0.20	0.79	0.50	0.36
Total dividends declared <sup>(1)</sup>	0.30	0.30	0.30	0.30	0.30	0.30	0.30	0.30

(1) Excludes \$0.40 of dividends declared and paid upon conversion of 14,289,000 subscription receipts on January 14, 2020.

## SECTION 8: CONSTRUCTION, DEVELOPMENT AND ACQUISITION ACTIVITIES

### ***EBSA, Colombian Regulated Power Distribution Utility Acquisition***

On July 7, 2020, Northland finalized the purchase price for its January 14, 2020, of a 99.2% interest in the Colombian regulated power distribution utility, EBSA for a total purchase price of COP 2,530 billion (\$1,007 million) including existing debt of COP 550 billion (\$219 million). Pursuant to the share purchase agreement, the purchase price had been subject to post-closing adjustments following a review of the final tariff resolution. Concurrent with the final tariff resolution, the final purchase price was adjusted from COP 2,412 billion (\$960 million).

### ***Deutsche Bucht 252 MW Project Update***

On March 31, 2020, Northland announced that the Deutsche Bucht project achieved final completion. Final completion marks the official end of construction, the start of the operational phase of the project and the satisfaction of terms required by project lenders to achieve term conversion. This announcement followed management's decision on March 17, 2020, to permanently forego the installation of the two additional turbines utilizing mono bucket foundations due to technical issues encountered during the installation process. As a result of this decision, the Deutsche Bucht project will encompass 31 monopile foundations and turbines, which were installed and operational, ahead of schedule, with a total productive capacity of 252 megawatts.

### ***Dado Ocean, South Korean Offshore Wind Development Project Acquisition***

In February 2020, Northland completed its acquisition of Dado Ocean Wind Farm Co. Ltd ("**Dado Ocean**"), an offshore wind development company based in South Korea with access to multiple early-stage development sites off the southern coast. Subsequent to the announcement of the acquisition, the Company commenced early stage development on sites in proximity of the original sites. These sites could provide the opportunity to increase the development capacity to approximately 1.0 gigawatts of offshore wind. These opportunities will be developed together over the coming years.

### ***NaiKun, Canadian Offshore Wind Development Project Acquisition***

In March 2020, Northland announced it had entered into a share purchase agreement to acquire NaiKun Offshore Wind Farm (“NaiKun”) from NaiKun Wind Energy Group Inc. NaiKun is located in the Hecate Strait off the coast of British Columbia, Canada. This is an early stage development opportunity for the potential development of offshore wind in Canadian waters.

### ***NP Energía, Mexican Qualified Supplier Acquisition***

The construction of the 130 MW La Lucha solar project in the State of Durango, Mexico is progressing on schedule with completion expected in the second half of 2020, however, completion timing may be affected by construction services and contractor availability as a result of COVID-19. Activities at La Lucha have been affected by COVID-19, requiring added precautions, including coordination of communications and protocols with contractors and subcontractors, enhanced hygiene protocols, body temperature screening and other safety measures intended to minimize the potential transmission of the virus. Northland remains in close communication with suppliers and subcontractors to ensure the project remains on track. Total capital cost for the project remains unchanged at approximately \$190 million. Northland intends to secure non-recourse project financing for La Lucha once construction is complete.

As part of its development strategy in Mexico and to facilitate securing off-take agreements for La Lucha, Northland completed the acquisition of an entity in Mexico, NP Energía, that holds a qualified supplier license. NP Energía enables Northland to operate in the electricity sector in Mexico by contracting loads and generators, which also allows a more direct path to market for Northland’s generation projects, including La Lucha.

### ***Hai Long 1,044 MW Offshore Wind Development Project Update***

In 2018, the Hai Long project owned by Northland and its 40% partner, Yushan Energy, was allocated a total of 1,044 MW (626 MW net to Northland) by the Bureau of Energy of Taiwan under a FIT program and an auction process. Key aspects of the Hai Long project are presented below:

<b>Sub-project</b>	<b>Gross Capacity (MW)</b>	<b>Net Capacity (MW)<sup>(1)</sup></b>	<b>Year of Grid Connection</b>	<b>Type of Procurement</b>
Hai Long 2A	300	180	2024	FIT
Hai Long 2B	232	139	2025	Auction
Hai Long 3	512	307	2025	Auction
<b>Total</b>	<b>1,044</b>	<b>626</b>		

(1) Represents Northland’s 60% economic interest.

In early 2019, Northland and Yushan Energy executed a 20-year PPA with Taipower for the 300 MW Hai Long 2A offshore wind project. Preferred supplier agreements for turbine supply and balance of plant components were executed in late 2019 for both Hai Long 2 and 3. In the second quarter of 2020, Hai Long entered into an interim agreement to use 14MW wind turbines for the Hai Long 2A sub-project. The use of the larger turbines is expected to generate economic benefits through realized cost savings by using fewer turbines. Recent market developments continue to indicate opportunities exist to enter into economically favourable commercial PPAs to augment the economics of Hai Long 2B and 3 sub-projects. Northland and Yushan Energy continue to engage with the Taiwan government on finalization of the project’s investments into the local supply chain, however, COVID-19 has added uncertainty to timing of nearer-term development milestones. Northland continues to develop the Hai Long 2B and Hai Long 3 sub-projects, allocated a total of 744 MW under auction, and expects to execute their respective PPAs in 2020 with Taipower.

## **SECTION 9: OUTLOOK**

Northland is committed to increasing shareholder value by creating high-quality projects underpinned by revenue arrangements that deliver predictable cash flows. Management actively seeks to invest in technologies and jurisdictions where Northland can benefit from an early-mover advantage and establish a meaningful presence while striving for excellence in managing Northland's operating facilities by enhancing their performance and value.

### ***COVID-19 Business Update***

Management does not expect a material impact as a result of COVID-19 on Northland's operations, financial condition, liquidity and capital resources or on critical accounting estimates as described in the 2019 Annual Report.

While the vast majority of Northland's revenues are contracted under long-term agreements with creditworthy counterparties, there is some, yet limited, exposure to the wholesale market price of electricity at the offshore wind facilities. Wholesale market prices in the first half of 2020 have had a moderately negative effect on Northland's revenues. Construction activities at La Lucha solar project in Mexico are currently progressing on schedule but could be affected by construction services and contractor unavailability as a result of COVID-19.

While Northland's offshore wind facility results have been affected by low wholesale prices for the six months ended June 30, 2020, as of August 12, 2020, management continues to expect adjusted EBITDA in 2020 to be in the range of \$1.1 billion to \$1.2 billion and free cash flow per share in 2020 to be in the range of \$1.70 to \$2.05, unchanged from February 2020.

Management believes Northland has sufficient liquidity available to limit the impact of COVID-19. Primarily as a result of two facility-level financings completed in the quarter, as at June 30, 2020, Northland had access to \$561 million of cash and liquidity, comprising \$106 million of corporate cash on hand and \$455 million of liquidity available under its syndicated revolving facility. Management continues to monitor global developments, including financial and credit markets and their potential impacts on Northland's business activities and financial results.

## **SECTION 10: LITIGATION, CLAIMS AND CONTINGENCIES**

Litigation, claims and other contingencies arise from time to time in the ordinary course of business for Northland. None of these contingencies, individually or in aggregate, are expected to result in a liability that would have a material adverse effect on Northland. Refer to Note 12 of the unaudited interim condensed consolidated financial statements for additional information including any contingencies arising as a result of completed acquisitions.

## **SECTION 11: FINANCIAL RISKS AND UNCERTAINTIES**

For information on Northland's key risks, uncertainties, financial instruments and contractual commitments refer to Northland's 2019 Annual Report and the 2019 AIF filed electronically at [www.sedar.com](http://www.sedar.com) under Northland's profile. Other than risks described below, management does not believe there have been material changes in the business environment or risks faced by Northland during the period that have not been disclosed in the 2019 Annual Report or the 2019 AIF.

Northland's overall risk management approach seeks to mitigate the financial risks to which it is exposed in order to maintain stable and sustainable levels of cash available to pay dividends to shareholders. Northland does not seek to mitigate fair value risk. Northland classifies financial risks into the categories of market risk, counterparty risk and liquidity risk. Refer to Note 16 of the 2019 Annual Report for additional information on Northland's risk management.

### ***Risks related to COVID-19***

Each of Northland's operating facilities are deemed to be essential infrastructure and, as such, operations have continued uninterrupted to date. Accordingly, management has taken prudent and comprehensive measures to safeguard the health and well-being of all employees, contractors as well as host communities. All of Northland's facilities continue to operate as expected and preventative measures remain in place in accordance with Northland's crisis response plans and applicable local government directives. Management continues to actively monitor the situation, which remains uncertain, and may take further actions as required or recommended by authorities.

Risks related to COVID-19 as a result of lower demand for power globally include increased negative pricing at Nordsee One and Deutsche Bucht, lower wholesale market-based prices at Gemini, higher unpaid curtailments in general, increased volatility in the value of financial instruments and reduction in sales and net earnings. Other risks include potential delays in construction timelines as a result of construction services and contractor unavailability or unavailability of key personnel resulting in the interruption of production and lower availability of power infrastructure, thus affecting sales, operating costs and net earnings.

## **SECTION 12: FUTURE ACCOUNTING POLICIES**

Management assesses each new IFRS or amendment to determine whether it may have a material impact on Northland's consolidated financial statements. As at June 30, 2020, there have been no accounting pronouncements by the International Accounting Standards Board that expected to materially affect Northland's consolidated financial statements.

## **SECTION 13: CONTROLS AND PROCEDURES OVER FINANCIAL REPORTING**

A rigorous and comprehensive financial governance framework is in place at Northland and its subsidiaries. Northland's 2019 Annual Report contains a statement signed by Northland's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) outlining management's responsibility for financial information contained in the report. Northland filed certifications, signed by the CEO and CFO, with the Canadian Securities Administrators in February 2020 in association with the filing of the 2019 Annual Report and other annual disclosure documents. In those filings, Northland's CEO and CFO certified, as required in Canada by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the appropriateness of the financial disclosures in Northland's annual filings and the effectiveness of Northland's disclosure controls and procedures. The CEO and CFO have certified to securities regulators the appropriateness of the financial disclosures in Northland's interim filings for the period ended June 30, 2020, and that they are responsible for the design of disclosure controls and procedures and internal controls over financial reporting. The interim filings include this MD&A and the accompanying unaudited interim condensed consolidated financial statements.

There have been no changes in the design of internal controls over financial reporting during the period ended June 30, 2020, that have materially affected or are reasonably likely to materially affect Northland's internal controls over financial reporting. Recent acquisitions, including EBSA, have been adequately integrated into the existing financial governance framework.