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BORALEX



**ANNUAL
INFORMATION FORM**

**FOR THE YEAR ENDED
LE 31 DÉCEMBRE 2023**

February 29, 2024



General Information

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1. Information incorporated by reference

The audited consolidated financial statements of Boralex Inc. (“Boralex”, the “Corporation” or “we”) for the year ended December 31, 2023 and the notes thereto as well as the related Management’s Discussion and Analysis of the operating results, cash flow and financial position are specifically incorporated herein by reference. Copies of these documents and other information about the Corporation may be obtained at www.sedar.com or www.boralex.com.

2. Notice concerning forward-looking statements

This Annual Information Form and the documents incorporated by reference herein contain forward-looking statements based on current expectations, within the meaning of securities legislation. Positive or negative verbs such as “will,” “would,” “forecast,” “anticipate,” “expect,” “plan,” “project,” “continue,” “intend,” “assess,” “estimate” or “believe,” or expressions such as “toward,” “about,” “approximately,” “to be of the opinion,” “potential” or similar words or the negative thereof, or other comparable terminology are used to identify such statements. In particular, this Annual Information Form and the documents incorporated by reference herein contain forward-looking statements on the Corporation’s strategies, strategic plan, business model (including with respect to results and performance for future periods, targets for installed capacity, EBITDA(A)¹ and discretionary cash flows², organic growth and growth through mergers and acquisitions, obtaining an investment grade credit rating, payment of a quarterly dividend, objectives and targets related to corporate social responsibility (CSR) strategy,) corporate objectives, the partnership with Énergir and Hydro-Québec for the elaboration of three 400 MW projects for which the development will depend on Hydro-Québec’s changing needs, the renewable energy production projects in the pipeline or on the Corporation’s Growth path and their expected performance, EBITDA(A), EBITDA(A) margins and discretionary cash flow targets or those expected to be generated in the future, the Corporation’s forecasted financial results, future financial position, installed capacity or megawatt growth objectives, including those set in connection with the Corporation’s pipeline of projects and Growth path, growth outlook, the expected timing of project commissioning, planned production³, capital expenditure and investment programs, access to credit facilities and financing, capital tax, income tax, risk profile, cash flows and earnings and their components, the amount of distributions and dividends to be paid to securityholders, as well as the anticipated distribution ratio⁴, the dividend policy and the timing of such distributions and dividends. Actual events or results may differ materially from those expressed in such forward-looking statements.

Forward-looking information is based on significant assumptions, including assumptions about the performance of the Corporation’s projects based on management estimates and expectations with respect to wind and other factors, the opportunities that could arise in the various segments targeted for growth or diversification, assumptions about EBITDA(A) margins, assumptions about the industry and general economic conditions, competition and availability of financing and partners. While the Corporation considers these factors and assumptions to be reasonable based on information currently available, they may prove to be incorrect.

¹ EBITDA(A) is a total of segments measures. For more details, see the *Non-IFRS financial measures and other financial measures* section in the MD&A for the year ended December 31, 2023.

² The term discretionary cash flows is a non-GAAP measure and does not have a standardized meaning under IFRS. Accordingly, it may not be comparable to similarly named measures used by other companies. For more details, see the *Non-IFRS financial measures and other financial measures* section in the MD&A for the year ended December 31, 2023.

³ Planned production is a supplementary financial measure. For more details, refer to the *Non-IFRS financial measures and other financial measures* section of the MD&A for the year ended December 31, 2023.

⁴ The term distribution ratio is a non-GAAP ratio and does not have a standardized meaning under IFRS. Accordingly, it may not be comparable to similarly named ratios used by other companies. For more details, see the *Non-IFRS financial measures and other financial measures* section in the MD&A for the year ended December 31, 2023.

Boralex would like to point out that, by their very nature, forward-looking statements involve risks and uncertainties such that its results or the measures it adopts could differ materially from those indicated by or underlying these statements, or could have an impact on the degree of realization of a particular forward-looking statement. The main factors that could lead to a material difference between the Corporation's actual results and the forward-looking financial information or expectations set forth in this Annual Information Form and the documents incorporated by reference include, but are not limited to, the general impact of economic conditions, currency fluctuations, volatility in energy selling prices, the Corporation's financing capacity, competition, changes in general market conditions, changes in applicable regulations, including legislation, regulations and emergency measures that can be implemented from time to time to address high energy prices in Europe, raw material price increases and availability, litigation and other regulatory issues related to projects in operation or under development, as well as other factors described in the sections on risk factors and uncertainties which are contained in the Management's Discussion & Analysis of Boralex for the year ended December 31, 2023.

Unless otherwise specified by the Corporation, the forward-looking statements do not take into account the possible impact on its activities of transactions, non-recurring items or other exceptional items announced or occurring after the statements are made. There can be no assurance as to the materialization of the results, performance or achievements as expressed or implied by forward-looking statements. The reader is cautioned not to place undue reliance on such forward-looking statements.

Unless required to do so under applicable securities legislation, management of Boralex does not assume any obligation to update or revise forward-looking statements to reflect new information, future events or other changes.

3. General

This Annual Information Form is dated February 29, 2024. All information contained in this Annual Information Form is as of December 31, 2023 unless otherwise specified. All financial information presented in this Annual Information Form, as well as tabular information, is in Canadian dollars.

Corporate structure

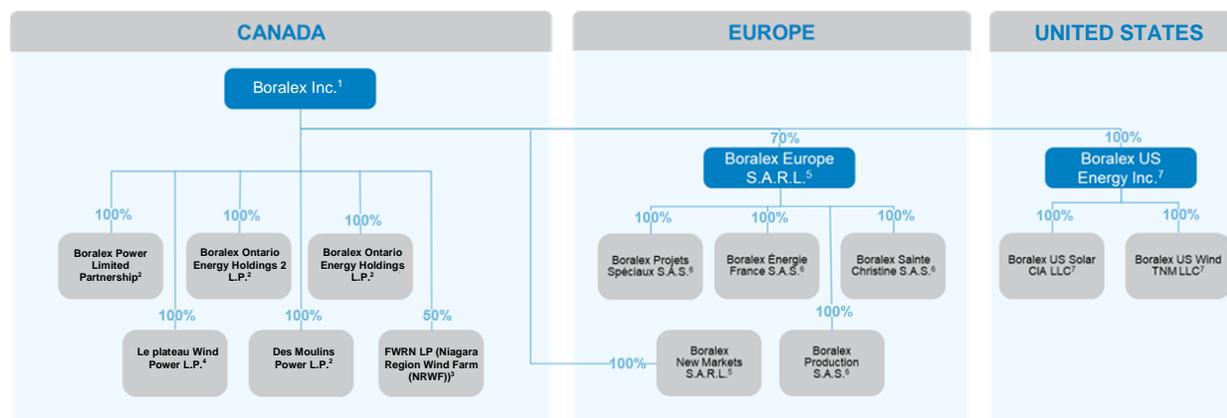
Name and incorporation of the Corporation

Boralex was incorporated on November 9, 1982 under the *Canada Business Corporations Act*. Certificates of Amendment were subsequently issued to the Corporation primarily in order to amend its authorized capital, its corporate name and the place of its registered office. A Certificate of Amalgamation was issued to the Corporation on January 1, 2011 in connection with the amalgamation of the Corporation with two of its wholly-owned subsidiaries, Boralex Power Inc. and BPIF Holdings Inc.

The registered office of the Corporation is located at 36 Lajeunesse Street, Kingsey Falls, Québec, J0A 1B0. Boralex also has administrative offices located at 900 de Maisonneuve Boulevard West, 24th floor, Montréal, Québec, H3A 0A8.

Inter-corporate relationships

The following diagram sets out the direct and indirect principal subsidiaries of the Corporation. A significant proportion of the business of the Corporation is conducted through its subsidiary entities holding project assets.



(1) Jurisdiction of incorporation: Canada.

(2) Jurisdiction of incorporation: Québec.

(3) Jurisdiction of incorporation: Manitoba. FWRN LP is the entity operating the NRWF Project and which owns the intangible assets of the Project, including the FIT contract.

(4) Jurisdiction of incorporation: Manitoba.

(5) Jurisdiction of incorporation: Luxembourg.

(6) Jurisdiction of incorporation: France.

(7) Jurisdiction of incorporation: Delaware.

4. General development of the business

Boralex is a power producer whose core business is dedicated to the development and operation of renewable energy power stations in Canada, France, the United States and the United Kingdom. As of the date of this Annual Information Form, the Corporation operates 100 wind farms, 12 solar energy facilities, 15 hydroelectric power stations and 2 storage units representing an asset base with a net installed capacity of 3,078 MW, namely 1,819 MW in North America and 1,259 MW in Europe. The Corporation is also developing a portfolio of close to 6 GW in wind and solar projects as well as storage projects, guided by its values and corporate social responsibility (CRS) approach. Boralex's projects under construction or ready-to-build represent an additional 319 MW and will be commissioned in 2024 and 2025 while the pipeline of secured projects amounts to 587 MW. 93% of Boralex's operating assets are subject to indexed, fixed-price energy sales contracts or activated feed-in premium contracts setting floor prices¹. With 753 employees, Boralex is known for its diversified expertise and in-depth experience in three power generation types — wind, solar and hydroelectric. Boralex's Class A common shares are listed on the Toronto Stock Exchange (the "TSX") under the ticker symbol "BLX".

Three-year history

2021

On January 25, 2021, the Corporation announced the closing of a transaction with Delaware River Solar, LLC to acquire the Sky High solar farm project (20 MW) located in New York State.

On February 2, 2021, the Corporation announced the closing of its acquisition of CRE's majority interests in a portfolio of seven solar farms located in the United States for cash consideration of \$275 million (US\$214 million). The seven solar farms have a total gross installed capacity of 209 MW (net 118 MW).

On February 4, 2021, the Corporation announced a historic partnership with the Innu nation. The agreement concluded provides for the signing of a 30-year contract between Hydro-Québec Production and Parc éolien Apuiat S.E.C., an entity jointly held by Innu communities and Boralex for the purchase of electricity that will be produced by the Apuiat wind farm.

¹ The percentage of installed capacity covered by energy sales contracts or feed-in premium contracts is a supplementary financial measure. For more details, see the "Non-IFRS and other financial measures" section of the Management's Discussion and Analysis for the fiscal year ended on December 31, 2023.

On April 29, 2021, the Corporation announced the signing of a renewable power purchase agreement in France, under which IBM France will purchase renewable electricity from the Corporation. The contract, which came into effect on January 1, 2021, covers a period of five years.

On April 30, 2021, the Corporation announced the sale of the Blendecques cogeneration plant (12 MW), the last thermal asset in its French portfolio. The sale was made to paper manufacturer Norpaper, Boralex's long-time partner in Blendecques and the sole beneficiary of the thermal energy produced by the power station produced by the power station.

On May 3, 2021, the Corporation announced the commissioning of the Bazougeais wind farm (12 MW), located in the Ille-et-Vilaine department in France. The wind farm has a 20-year feed-in premium contract with EDF.

On June 2, 2021, the Corporation announced the appointment of Alain Pouliot as Vice President, Operations North America. He has joined the Corporation's Executive Committee.

On June 17, 2021, the Corporation unveiled its updated strategic plan and introduced its new 2025 corporate objectives. The Corporation continues to build on the four key strategic directions of the plan launched in 2019: growth, diversification, customer and optimization. The strategic plan also incorporates Boralex's corporate social responsibility (CSR) strategy.

On June 30, 2021, the Corporation announced the signing of a 15-year "fleet" service contract with Vestas France. This contract, which came into effect on June 1, 2021, covers the assets in Boralex's portfolio in France that are equipped with Vestas wind turbines.

On August 2, 2021, the Corporation announced the commissioning of the Plaine d'Escrebieux Extension wind farm (14 MW), located in the Pas-de-Calais department in France. The wind farm has a 20-year feed-in premium contract with EDF.

On November 23, 2021, the Corporation announced the commissioning of the La Grande Borne wind farm (9 MW), located in the Aisne department in France. The wind farm has a 20-year feed-in premium contract with EDF.

On November 30, 2021, the Corporation announced the signature of a 20-year power purchase agreement with METRO France. This so-called "additionality" contract will allow for the financing and construction of the Grange du Causse solar power plant (16 MW), located in Occitania, France.

On December 7, 2021, the Corporation announced the commissioning of its first floating solar farm located in Peyrolles-en-Provence (12 MW), France. The solar power plant benefits from a 20-year feed-in premium contract with EDF.

2022

On February 14, 2022, the Corporation announced the signature of an agreement for the sale of the 35 MW Senneterre power plant to Resolute Forest Products Canada Inc. The transaction closed on April 1, 2022. The Senneterre power plant was the Corporation's last remaining biomass power generation asset.

On February 24, 2022, the Corporation announced the signature of an agreement for the investment by Energy Infrastructure Partners in a 30% stake in the Corporation's assets in operation and development pipeline in France. Pursuant to this transaction, Boralex received \$720 million (€532 million). On April 29, 2022, Boralex announced the closing of the agreement with Energy Infrastructure Partners.

On February 28, 2022, the Corporation announced that three of its wind projects totaling 62 MW had been selected in the CRE 09 onshore wind call for tenders conducted by the Ministry for the Ecological Transition (now the Ministry of Ecological Transition and Territorial Cohesion) in France. The installed capacity of the projects increased to 65 MW following the authorization to increase capacity of one of the projects.

On April 19, 2022, the Corporation announced a partnership with Énergir and Hydro-Québec to develop three wind projects of 400 MW each on the Seigneurie de Beaupré territory. The decision to move forward with one of the three projects will depend on the evolution of Hydro-Québec's needs. If the projects are commissioned, the energy produced will be purchased by Hydro-Québec under three power purchase agreements.

On June 2, 2022, the Corporation announced that five solar farms totaling 540 MW of generation and 77 MW of storage had been selected by the New York State Energy Research and Development Authority (NYSERDA) as part of its 2021 solicitation for utility-scale renewable energy certificates. The selected photovoltaic solar electricity generation projects will be located across upstate New York.

On June 30, 2022, the Corporation announced the commissioning of three wind farms located in the commune of Louville-la-Chenard, in the Eure-et-Loir department of the Centre-Val de Loire region of France, for a total capacity of 53 MW.

On July 4, 2022, the Corporation announced that it had closed the acquisition of Infinergy’s interests in the United Kingdom. The transaction includes Infinergy’s portfolio of projects in development and its 50% interest in a joint venture formed with Boralex in 2017, as well as the integration of the Infinergy team into Boralex.

On December 20, 2022, the Corporation announced that three of its wind projects, totaling 42 MW, had been selected in the first technology-neutral tender, covering wind, solar and hydropower, conducted by the Ministry of Ecological and Solidarity Transition (now the Ministry of Ecological Transition and Territorial Cohesion) of France.

On December 22, 2022, the Corporation announced the commissioning of the Grange du Causse solar farm and the Mont de Bézard II wind farm, for additional capacity of 25 MW.

On December 29, 2022, the Corporation announced it had completed the acquisition of EDF Renewables North America’s 50% interest in five operating wind farms with a total installed capacity of 894 MW, located in Texas and New Mexico. The interest acquired by Boralex represents 447 MW of installed capacity for a purchase price of \$370 million (US\$273 million).

2023

On February 20, 2023, the Corporation announced the commissioning of the Moulins du Lohan wind farm (65 MW) located in Brittany.

On March 31, 2023, Hydro-Québec issued a call for tenders to which the Corporation responded. Its proposals for two wind power projects were accepted: the 265 MW Arthabaska project in a 50% partnership with the RCM of Arthabaska and the 100 MW Monnoir wind power project in a 50% partnership with the Coopérative régionale d’électricité de Saint-Jean-Baptiste de Rouville.

On May 2, 2023, the Corporation announced the commissioning of its second energy storage unit in France on the site of the Plouguin wind farm in Brittany. The unit has a storage capacity of 3 MW.

On May 17, 2023, the Corporation announced that two of its storage projects, totaling 380 MW of nameplate capacity with 4-hour duration batteries, were selected by the Ontario Independent Electricity System Operator (the “IESO”) as part of its Expedited Request for Proposals. The Corporation has partnered with the Six Nations of the Grand River for the Hagersville project and with the Walpole Island First Nation for the Tilbury project.

On July 3, 2023, the Corporation announced the commissioning of the 12 MW Préveranges wind farm, located in the communes of Saint-Saturin and Préveranges, in the Cher department, in the Centre-Val-de-Loire region.

On July 10, 2023, the Corporation announced that two of its wind projects, totaling 40 MW, were selected in the latest onshore wind call for tenders conducted by the Ministry of Ecological and Solidarity Transition of France (now the Ministry of Ecological Transition and Territorial Cohesion).

On September 8, 2023, the Corporation announced the closing of \$608 M in financing, including short-term facilities, for the Apuiat wind farm on Québec’s North Shore.

On September 8, 2023, the Corporation announced that it had secured a contract for differences for its Limekiln wind farm in the United Kingdom.

On November 13, 2023, the Corporation and Auchan Retail France announced the 3-year extension of the Corporate PPA (renewable electricity purchase contract for commercial and industrial companies) signed in 2020 and the signing of a second 20-year Corporate PPA for the construction of a wind farm in Hauts-de-France.

5. Description of the business

Principal Financial Information

	Consolidated		Combined ⁽¹⁾	
	2023	2022	2023	2022
In millions of dollars, unless otherwise specified				
NET INSTALLED CAPACITY (MW)⁽²⁾	3,078	3,022	3,078	3,022
POWER PRODUCTION (GWh)⁽³⁾	5,973	5,617	8,020	6,300
North America	3,065	3,397	5,112	4,080
Europe	2,908	2,220	2,908	2,220
FINANCIAL HIGHLIGHTS				
Revenues from energy sales	994	818	1,104	893

	Consolidated		Combined ⁽¹⁾	
	2023	2022	2023	2022
In millions of dollars, unless otherwise specified				
North America	355	402	465	477
Europe	639	416	639	416
EBITDA (A)⁽⁴⁾	578	502	675	552
North America	302	318	397	366
Europe	310	215	310	215
Corporate	(34)	(31)	(32)	(29)
Earnings from operations	226	112	306	147
Net earnings	115	8	115	8
Net earnings attributable to shareholders of Boralex	78	30	78	30
Net earnings per share (basic and diluted) attributable to shareholders of Boralex (in dollars)	0.76	0.30	0.76	0.30
Net cash flows related to operating activities	498	513	-	-
Cash flows from operations⁽¹⁾	446	403	-	-
FINANCIAL POSITION				
Total assets	6,567	6,539	7,297	7,188
Debt – Principal balance	3,327	3,346	3,764	3,674

⁽¹⁾ The terms Combined and Cash flows from operations are non-GAAP measures and do not have a standardized meaning under IFRS. Accordingly, they may not be comparable to similarly named measures used by other companies. For more details, see the *Non-IFRS financial measures and other financial measures* section in the MD&A for the year ended December 31, 2023.

⁽²⁾ During fiscal 2023, installed capacity was increased to include the installed capacity of 2 MW of the energy storage unit commissioned on March 1, 2020, on a wind farm in France.

⁽³⁾ Power production includes the production for which Boralex received financial compensation following power generation limitations imposed by its clients since management uses this measure to evaluate the Corporation's performance. This adjustment facilitates the correlation between power production and revenues from energy sales and feed-in premium.

⁽⁴⁾ EBITDA(A) is a total of segments measure. For more details, see the *Non-IFRS financial measures and other financial measures* section in the MD&A for the year ended December 31, 2023.

Independent power generation

Canadian power industry

Under the Canadian Constitution, the generation of electricity through the exploitation of natural resources falls mainly under the jurisdiction of the provinces and territories. Consequently, the power industry in Canada is structured according to provincial models. In most provinces, the industry is very integrated, with the production, transportation and distribution being provided in large part by a few large and dominant public service providers. Although some public service providers are private, for the most part they are Crown Corporations.

In December 2020, the federal government launched Canada's Strengthened Climate Plan to protect Canada's environment, create jobs and support communities. Several more ambitious commitments regarding the climate have been announced and should lead to a lower carbon economy. Under the plan, the price per tonne of carbon was established at \$65 as of April 1, 2023 and an increase of \$15 per year is provided to achieve a target of \$170 per ton by 2030. The plan also provides for additional investments to increase the modernization and decarbonation of electrical grid. This includes support to increase production capacities from renewable energies such as wind and solar power, as well as storage of energy. Through this climate plan and the launch in March 2022 of Canada's 2030 Emissions Reduction Plan, which provides a road map in order for the Canadian economy to reduce its emissions by 40% from 2005 levels by 2030, the Government of Canada has renewed its commitment to continue working with the provinces, public services and other partners to achieve its target to reduce greenhouse gas ("GHG"), transition to a carbon-neutral electricity grid by 2035, and achieve carbon neutrality by 2050.

When the 2023 budget was tabled, the federal government announced its intention to adopt a series of measures to advance the green economy, including through the adoption of refundable investment tax credits (ITC) for clean technology manufacturing and processing, equal to 30% of the capital cost of eligible property, subject to labour requirements, as well as for capital expenditures related to zero-emission energy production, equal to 15%. On August 4, 2023, the draft legislation for the clean technology investment tax credit as well as labour requirements related to certain ITCs were published.

On August 10, 2023, the Canadian government released the draft of the Clean Electricity Regulations, which are based around the creation of a near-zero emissions standard for fossil fuel generating facilities. The draft regulations are expected to come into force in January 2025.

Québec power industry

Regulatory and political framework

Hydro-Québec is one of the largest electric utilities in North America. Its sole shareholder is the Québec government. Under its incorporating statute, Hydro-Québec is given broad powers to generate, supply and deliver electric power throughout Québec. Hydro-Québec was mandated to purchase all the electric power produced by independent power producers in Québec.

Since December 1996, the *Régie de l'Énergie* of Québec (the "Régie") has provided a regulatory framework for energy distribution. As a result, electricity rates in Québec are subject to its approval. Hydro-Québec's transmission and distribution activities are subject to the conventional form of regulation based on the cost of service for those activities. As for power generation, the *Act respecting the Régie de l'énergie* states that the Québec government shall dictate the initial conditions for establishing supply rates, which represent the energy portion of the customer's bill.

An *Act to amend the Act respecting the Régie de l'énergie and other legislative provisions* was adopted in June 2000. This Act modifies the Régie's jurisdiction in regards to electric power rates, introduces more competition into the electricity market, makes the Régie's mode of operation more flexible, and broadens its sources of funding. It establishes the procedure for setting the rates and conditions applicable to the transmission and distribution of electric power.

Pursuant to the *Watercourses Act* (Québec), hydroelectric power plants are subject to a royalty payable to the *Ministère des Ressources naturelles du Québec*. This royalty is indexed annually according to the CPI.

After consulting stakeholders, the Québec government decided to adopt an energy policy applicable until 2030 (the "Policy"). Through the Policy, the Québec government has adopted as a target increasing total renewable energy production by 25% by 2030. In November 2020, the Minister of the Environment and the Fight Against Climate Change unveiled the Plan pour une économie verte [plan for a green economy], which provides, among other things, that Québec will reduce its GHG emissions by 37.5% compared to 1990 levels by 2030 and will reach

carbon neutrality by 2050. With respect to renewable energy, the Québec government and Hydro-Québec have recognized that wind power has recently become a competitive segment. In its recent 2035 Action Plan, Hydro-Québec states that it intends to integrate more than 10,000 MW of new wind power capacity by 2035 and add 3,800 to 4,200 MW of hydropower generation capacity.

The Québec government is continuing its analysis of comments received as part of its consultation on the regulation and development of clean energy in Québec with a view to introducing a bill during the first quarter of 2024 to modernize Québec's energy sector.

British Columbia power industry

Regulatory and political framework

The principal supplier of power in British Columbia is the provincial Crown Corporation, BC Hydro. BC Hydro is regulated by the British Columbia Utilities Commission ("BCUC"), an independent regulatory agency which operates under the *Utilities Commission Act* and the *Clean Energy Act*. The primary purpose of the BCUC is the regulation of the province's natural gas and electricity utilities.

Since the 1980s, BC Hydro has been acquiring power from independent power producers ("IPPs") in order to satisfy British Columbia's electricity needs. In order to acquire electricity from the private sector, primarily IPPs, BC Hydro employs either competitive calls, standard or open offers, or bilateral arrangements.

In 2007 and 2010, the Legislative Assembly of British Columbia passed the *Climate Change Accountability Act* and the *Clean Energy Act*. These acts set out the province's energy objectives, notably to reduce GHG emissions by 40% by the year 2030 based on 2007 levels, to achieve electricity self-sufficiency, and to generate at least 93% of the electricity in British Columbia from clean or renewable resources.

Through its long-term climate action plan, called the *CleanBC Roadmap to 2030*, published in 2018 and updated in 2021, the BC government commits to a 100% clean electricity delivery standard. The *CleanBC Roadmap to 2030* also accelerates the GHG reduction targets to reach net-zero by 2050.

In December 2021, BC Hydro submitted its Integrated Resource Plan (the "IRP") for review by the BCUC. This plan does not anticipate new energy needs until 2029 or new capacity needs until 2032. In June 2023, BC Hydro updated the IRP to provide for, among other things, a call for new sources of renewable energy to obtain additional energy resources as early as 2028. BC Hydro also recently updated its 10-year capital plan, increasing investments by up to 50%, including in electrification and emissions-reduction infrastructure projects.

Ontario power industry

Regulatory and political framework

The structure of the energy market in Ontario is referred to as a "hybrid" model, comprising a competitive wholesale energy market, and government procured and regulated supply components. The wholesale energy market is operated by the IESO, which is also responsible for the operation and the reliability of the power system. The energy trades in the wholesale market are settled at market price, determined for five-minute dispatch intervals on the basis of offers by the generators and bids from dispatchable load facilities. The market price is uniform across Ontario and it determines what the generators are paid for wholesale electricity. An adjustment mechanism compensates generators under contract with the IESO for the difference between the revenue they receive from the sale of electricity in the wholesale market and the price set out in their contract. The IESO is currently working on its Market Renewal Program, which will significantly reform wholesale market operations. The Market Renewal Program is currently scheduled to be implemented by the end of 2025.

The Ontario Energy Board ("OEB") is the administrative tribunal responsible for the regulation and supervision of the electricity and natural gas industries in Ontario. It determines the rates charged by the regulated transporters and distributors and those charged by the Ontario Power Generation ("OPG") for most of its production. The IESO is responsible for electricity system planning and is the counterparty to a portfolio of long-term power purchase with independent power producers.

The IESO projects a significant increase in energy and capacity requirements over the next 20 years, in large part driven by decarbonization and electrification goals. New capacity requirements are forecast by the middle of the decade and additional energy requirements towards the end of the decade. The IESO will be called upon to implement procurement mechanisms to meet these new needs from 2025 onwards and plans to meet them through short-term capacity tenders. The IESO is continuing its consultation and engagement activities to identify supply and market mechanisms to meet these needs. In May 2023, the IESO announced that it had awarded 739 MW of battery storage contracts, including two awards for Boralex storage projects totaling 380 MW. In July 2023,

Ontario's Ministry of Energy released a report on acquiring and maintaining the electricity resources needed to satisfy increasing demand for electricity in the province. The report states that economic growth, electrification and population growth could require Ontario to more than double its generating capacity from 42,000 to 88,000 MW by 2050.

France power industry

Regulatory and political framework

In France, electric power generation was nationalized in 1946 with the creation of a public corporation, EDF, which held a virtually nationwide monopoly for the generation, transmission, distribution and supply of electricity throughout the country, with a few exceptions.

Since the beginning of the 2000s, the electricity markets have been opened up and the EDF group's activities have been separated and other electricity producers and suppliers have emerged. Two EDF subsidiaries manage the electricity network, namely the *Réseau de transport d'électricité* ("RTE"), for high voltage lines, and Enedis, for low and medium voltage lines. Renewable energy projects are connected to either one of the power grids according to their capacity.

Growth in the development of renewable electricity projects in France is the result of national policy drivers. New wind and solar power projects may under certain conditions be subject to a 20-year agreement following an additional compensation mechanism. In May 2020, the government set new goals for 2023 and 2028 as part of the *Programmation pluriannuelle de l'énergie*. For on-shore wind power, goals are 35 GW of installed capacity in 2028. For solar energy, goals are an installed capacity of 44 GW in 2028.

In Europe, the geopolitical context reinforces the need to ensure security of energy supply and sovereignty. This trend is favourable to renewable energy development and resulted in the REPowerEU plan, among other things. This plan aims to make Europe independent from Russian fossil fuels well before 2030, starting with gas, in light of the war in Ukraine. It has three pillars: diversification of oil and gas procurement sources, energy efficiency and accelerated development of renewable energy. This plan also outlines a series of measures to respond to rising energy prices in Europe and to replenish gas inventories.

In Europe, implementation of the REPowerEU plan continued in 2023 with the aim of making Europe independent from Russian fossil fuels and strengthening the renewable energy targets to reach by 2030. In October, the amended Renewable Energy Directive was published to achieve the reduction of CO2 emissions by 55% by 2030 (Fit for 55) and to raise targets from 32% to 42.5% by 2030.

Discussions also took place throughout the year in response to the US Inflation Reduction Act (IRA), in connection with the European Green Deal, to develop the European industry of carbon neutral technologies, rare metals and critical materials. The aim is for these texts to be adopted by mid-2024, before the European elections in June.

The same applies to the Electricity Market Reform, for which discussions will continue at the beginning of 2024 to encourage Power Purchase Agreements (PPAs), flexibility mechanisms and contracts for difference as tools to support nuclear and renewable production capacity.

In France, the goal of the energy policy is to achieve carbon neutrality and move away from fossil fuels through energy efficiency, the revival of nuclear power and the development of renewable energy. The year 2023 was marked by the publication in March of the *Loi relative à l'accélération de la production renouvelable* [law on accelerating renewables production], followed by work on the implementation regulations, which will continue in 2024.

The government was also very active in strengthening industrialization: the *Loi sur l'industrie verte* [Green Energy Act], published in October, will facilitate the installation of plants and allow the development of the green industry, among other things, upstream in the supply chain (hydrogen, batteries, solar panels, wind turbines, etc.). It was supplemented in December by the *Loi de finances pour 2024* [finance law for 2024], which set up a tax credit for this type of investment and introduced measures in response to rising energy prices, to protect consumers and finance the extension of the price shield. Their impact on the Corporation is discussed under Description of Business in the MD&A.

This year saw the launch of preparatory work to update energy planning which should lead to the adoption of a new Multiannual Energy Plan. Lastly, to support the development of new renewable production capacity, several bidding windows for wind and solar power will take place in 2024.

United Kingdom power industry

In the United Kingdom, the energy policy is generally focused on decarbonizing the energy mix (Net Zero) by strengthening the industry and carbon-neutral technologies. The year 2023 has shown that with elections to be held in the coming year, energy will be at the centre of discussions since developing renewable energies is a key objective for ensuring the country's energy supply and energy transition.

England aims to go solar and discussions are underway to expand onshore wind power. Scotland is continuing to work toward achieving its ambitious targets published at the end of 2022 (20 GW of onshore wind power by 2030).

The UK Department for Energy Security and Net Zero (DESNZ) launched allocation round 5 (AR5) on February 4, 2022 and Boralex was awarded a contract for difference on September 8, 2023 for its Limekiln project. On December 14, 2022, the DESNZ launched allocation round 6 (AR6) which will open at the end of March 2024 to support the development of new generation capacity. Allocation round 6 should conclude with increased pricing compared to the previous round.

United States power industry

Regulatory and political framework

The Federal Energy Regulatory Commission ("FERC") regulates the transmission of electricity, and the wholesale sale of electricity, in interstate commerce. The FERC also licenses and inspects hydroelectric projects, including projects on navigable waters or that affect downstream navigation, which are regulated under Part I of the *Federal Power Act*.

The FERC is also responsible for the implementation of the *Public Utility Regulatory Policies Act of 1978* ("PURPA"). The PURPA provides for the supply of electricity to utilities by qualifying facilities ("QFs"), notably facilities that produce electric energy by using renewable resources as a primary energy source. QFs benefit from rules adopted by the FERC that require electric utilities to offer to sell electric energy to (including emergency backup power), and to purchase electric energy from, QFs at rates that are fair and reasonable to consumers and do not discriminate against QFs. The FERC can require electric utilities to provide open access transmission or "wheeling" services to all qualified power generators and wholesale power marketers. The procedures for interconnecting with, and utilizing transmission capacity on, electric transmission systems have been largely standardized, with transmission-owning utilities performing a type of regulated, common carrier service.

Between 1996 and 2002, many states required their vertically integrated electric utilities to divest some or all their generation assets, leaving such utilities to purchase power in competitive wholesale markets, while allowing retail customers to transact directly with power suppliers in certain states.

In 2023, the IRA ignited an expansion of United States domestic renewable energy manufacturing by providing tax credits at every stage of the clean energy supply chain. Simultaneously, numerous Federal Agencies and Commissions have advanced policies to increase the deployment of renewable energy or regulate traditional forms of energy.

While the Inflation Reduction Act has spurred new investment, it has also raised tensions between the United States and its traditional trading partners. Potential growth of US manufacturing could lead to the adoption of additional protectionist measures. Clean energy manufacturers have committed to investments of over US\$70 billion in manufacturing, including more than 40 initiatives in the US solar energy supply chain valued at more than US\$13 billion. Increasing local manufacturing could reduce the cost of materials and help reduce uncertainty in the supply chain.

New York State

The implementation of PURPA in 1978 also initiated the transformation of electricity generation in New York State from vertically integrated electric utilities to predominantly non-utility power generators. The *New York State Public Service Commission* also regulates the retail sales and distribution of electricity and has jurisdiction over retail electric tariffs.

In 2019, New York passed the Climate Leadership and Community Protection Act (CLCPA), which commits New York to an 85% reduction in GHG Emission by 2050. To achieve this mandate, the legislation increases New York's existing Clean Energy Standard mandate to 70% renewable electricity by 2030, and zero-emissions by 2040 and increases New York's targets for the development of offshore wind (9,000 MW by 2035), distributed solar (6,000 MW by 2025), and energy storage resources (3,000 MW by 2030).

On November 30, 2023, the New York State Energy Research and Development Authority (NYSERDA) announced the launch of expedited renewable energy solicitations as part of Governor Hochul's 10-Point Action

Plan. Final proposals for wind projects were due in January 2024. These expedited solicitations support progress toward achieving the CLCPA goals mentioned above.

California

In response to PURPA and adoption of the federal Energy Policy Act of 1992 (removing barriers to competition in wholesale electricity markets), the California Public Utility Commission (CPUC) adopted its Preferred Policy Decision in 1995), to facilitate market competition in the provision of electric services and create a statewide independent system operator to manage the state's electric transmission system. On September 23, 1996, the Governor of California signed into law Assembly Bill 1890, which was instrumental in restructuring the state's electric utility industry as contemplated by the CPUC's Preferred Policy Decision.

In 1998, the California Legislature established the California Independent System Operator (CAISO) as part of the state's ongoing efforts to restructure electricity markets. While the state's progress toward deregulation of electric markets stalled during the 2000s in part due to escalating wholesale and retail pricing and recurrent outages, the adoption in 2009 of California Senate Bill 695 (California Direct Access Program) established a minimum amount of energy supply that must be made available through deregulated markets.

The California Renewables Portfolio Standard (RPS) was established by Senate Bill 1078 adopted in 2002. In its current form, the RPS requires that 60% of the state's electric retail sales be served by renewable resources as of 2030, and that 100% of the state's electric supply be sourced from carbon-free, renewable resources by 2045.

In California, the state has adopted a slate of laws to establish a new centralized procurement system for clean energy resources, put the state on a path towards achieving its 25 GW offshore wind power goal, and reform the interconnection process and grid planning.

Texas

In Texas, the main electricity grid is operated by the Electricity Reliability Council of Texas ("ERCOT") and is largely isolated from the interconnected power systems serving the rest of the U.S. The isolation means that the ERCOT grid is not subject to FERC oversight and is, for the most part, dependent on its own resources to meet electricity needs.

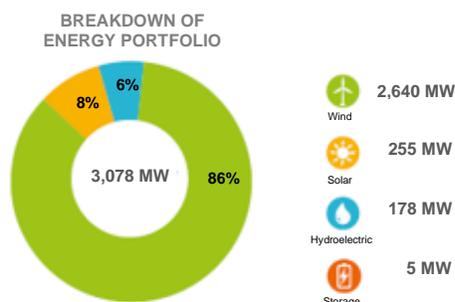
ERCOT's market rules were subject to significant overhaul pursuant to the events of February 2021, where unusually cold temperatures caused unprecedented power outages in Texas. The new rules in effect so far aim to increase the availability of power generation assets during cold weather and improve readiness and communication between market actors, particularly during exceptional weather conditions. ERCOT's governance also underwent a review.

Phase 2 of this reform intends to increase the stability of the network, by favoring programmable energy production resources, establishing the load-serving entity reliability obligation and implementing a system of priorities and restrictions with respect to the delivery of power on the network at certain times. The creation of a programmable power generation credit market has also been proposed. Phase 2 of ERCOT's market rules reform is underway.

After concerns were raised over the adoption of a performance credit mechanism (PCM), laws were passed to address the energy market: a US\$7.2 billion low-interest loan and grant program for "dispatchable" generation was established and restrictions were placed on the PCM. Most notably, the net cost of the PCM to the market cannot exceed US\$1 billion annually.

Technology

Boralex operates in the renewable energy segment and develops, builds and operates power and storage facilities in Canada, France, the United States and the United Kingdom. Boralex is active in three complementary industry sectors: wind, solar and hydroelectric. As of February 29, 2024, Boralex has an installed capacity of 3,078 MW. The following diagram illustrates the makeup of the Corporation's energy portfolio in operation as of February 29, 2024.



Wind power

Energy is produced from the wind power exerted on the blades of the propeller of a wind turbine, which then activates a generator which produces electricity. Boralex holds interests in 100 wind power sites whose wind turbines are equipped with a central control system which optimizes electrical production and maintains it during unfavourable climatic conditions.

Solar power

Solar power consists of producing energy from sunlight. In Boralex's case, photovoltaic technology is used in which photovoltaic cells composing the panels produce electricity. Boralex operates 12 solar power stations, 7 of which are located in the United States and 5 in France.

Hydroelectric power

Hydroelectric power is produced using water to propel the turbines which in turn drive the alternators. The Corporation owns 15 hydroelectric power stations which are flexible and environmentally friendly power generation tools, since they are run-of-river facilities with almost no greenhouse gas emissions. These hydroelectric stations are located in the Provinces of Québec, Ontario and British Columbia, and in the United States.

Boralex operates and manages these stations from a control centre located in Kingsey Falls, Québec, allowing remote management of most planning, operating, monitoring and preventive maintenance activities relating to stations held or managed by the Corporation.

Storage units

Storage units allow a quantity of generated electricity to be stored and kept for later use. Boralex operates two storage units in France.

Description of the Corporation's facilities

The following tables describe the renewable power generation and storage facilities operated by Boralex as of the date of this Annual Information Form.

Wind power stations

Power Station	Location	PPA Maturity	Installed Capacity (MW)
Ally-Mercoeur	France	2025	39
Artois	France	2032	24
Avignonet-Lauragais Phase I	France	n.a.	8
Avignonet-Lauragais Phase II	France	2023	4
Basse Thiérache Nord	France	2034	20
Bassigny	France	2023	12
Bazougeais	France	2041	12
Blanches Fosses	France	2040	11
Bois des Fontaines	France	2044	25
Bois Ricart ⁽²⁾	France	2044	14
Bougainville (Repowering)	France	2045	18
Calmont	France	2030	14
Catéris	France	2039	10
Caumont-Chériennes	France	2045	17
Cham Longe (Repowering)	France	2040	35
Cham Longe II	France	2025	5
Chasse-Marée	France	2026	9
Chemin de Grès	France	2032	30
Chépy	France	2026	4
Clérimois	France	2026	8
Coat Conval	France	2023	8
Comes de l'Arce	France	2030	10
Côteaux du Blaiseron	France	2033	26
Coulonges	France	2026	36
Evits et Josaphats (Repowering)	France	2044	15
Extension Plaine d'Escrebieux	France	2041	14
Fond de la Plaine	France	n.a.	4
Fortel-Bonnières	France	2029	24
Haut de Conge	France	2026	28
Hauts de Comble	France	2033	20
Inter Deux Bos	France	2033	33
La Citadelle	France	2024	14
La Grande Borne	France	2041	9
La Vallée	France	2028	32
Le Grand Camp	France	2025	10
Le Pelon	France	2033	10
Leign ar Gasprenn	France	2023	8
Les Éparmons	France	2023	12
Les Moulins de Boulay	France	n.a.	10
Les Moulins du Lohan	France	2045	65
Marcillé ⁽²⁾	France	2044	13
Mont de Bézard 2 (Repowering)	France	2044	25
Monts de Bagny	France	2032	26
Morlange	France	2031	10
Moulin à vent	France	2026	10
Nibas	France	2026	12
Noyers Bucamps	France	2033	10
Pannecé	France	2024	18
Pays d'Othe	France	2029	8
Plaine de Beaunay	France	2032	12
Plateau de Langres	France	2024	12
Plateau de Savernat (Quinssaines)	France	2031-2032	16
Plouguin	France	2023	8
Prévéranges	France	2043	12
Remise de Reclainville (Repowering)	France	2045	15
Ronchois	France	2026	30
Saint-André	France	2023	12
Saint-François	France	2030	23
Saint-Patrick	France	2024	34
Santerre	France	2040	15
Seuil de Bapaume	France	2040	17
Seuil du Cambrésis	France	2034	24

Power Station	Location	PPA Maturity	Installed Capacity (MW)
Sources de l'Ancre	France	2033	23
Sources de la Loire	France	2026	18
Touvent	France	2031	14
Val aux Moines	France	2032	15
Vallée de L'Arce	France	2024	30
Vaux des Roques	France	2024	8
Voie des Monts	France	2032	10
Vron	France	2028	9
Zondrange	France	2031	12
Côte-de-Beaupré	Québec, Canada	2035	24
Des Moulins I	Québec, Canada	2033	136
Des Moulins II	Québec, Canada	2033	21
Frampton	Québec, Canada	2035	24
Le Plateau I	Québec, Canada	2032	139
Le Plateau II ⁽¹⁾	Québec, Canada	2034	13
Moose Lake	British Columbia, Canada	2059	15
Niagara Region (NRWF)	Ontario, Canada	2036	230
Port Ryerse	Ontario, Canada	2036	10
Roncevaux ⁽¹⁾	Québec, Canada	2041	37
Seigneurie de Beaupré – phases I and II ⁽¹⁾	Québec, Canada	2033-2034	170
Témiscouata I	Québec, Canada	2034	24
Témiscouata II	Québec, Canada	2035	52
Thames River	Ontario, Canada	2029-2031	90
Hereford ⁽¹⁾	Texas, United States	n.a.	100
Longhorn ⁽¹⁾	Texas, United States	2026	100
Spinning Spur 3 ⁽¹⁾	Texas, United States	2035	97
Milo ⁽¹⁾	New Mexico, United States	n.a.	25
Roosevelt ⁽¹⁾	New Mexico, United States	2035	125
Total:			2,640

Hydroelectric power stations

Power Station	Location	PPA Maturity	Installed Capacity (MW)
Hudson Falls	New York, United States	2035	44
Middle Falls	New York, United States	n.a.	2
New York State Dam	New York, United States	n.a.	11
Sissonville	New York, United States	n.a.	2
South Glens Falls	New York, United States	2034	16
Warrensburg	New York, United States	n.a.	3
Beauport	Québec, Canada	2035	4
Buckingham	Québec, Canada	2038	20
East Angus	Québec, Canada	2030	2
Forestville	Québec, Canada	2035	12
Rimouski	Québec, Canada	2047	4
Saint-Lambert	Québec, Canada	2045	6
Jamie Creek	British Columbia, Canada	2054	22
Ocean Falls	British Columbia, Canada	2027	14
Yellow Falls	Ontario, Canada	2059	16
Total:			178

Solar sites

Power Station	Location	PPA Maturity	Installed Capacity (MW)
Avignonet-Lauragais	France	2031	5
Les Cigalettes	France	2035	8
Peyrolles-en-Provence	France	2043	12
Grange du Causse	France	2043	12
La Clé des Champs	France	2043	9
Lafayette	Alabama, United States	2045	79
Five Points	California, United States	2041	60
Frontier	California, United States	2046	20
Kettleman	California, United States	2040	20
Lancaster	California, United States	2034	3
Westlands	California, United States	2034	18
IMS	Indiana, United States	2029	9
Total:			255

Storage

Power Station	Location	PPA Maturity	Installed Capacity (MW)
Stockage de l'Arce	France	n.a.	2
Stockage Plouguin	France	n.a.	3
Total:			5

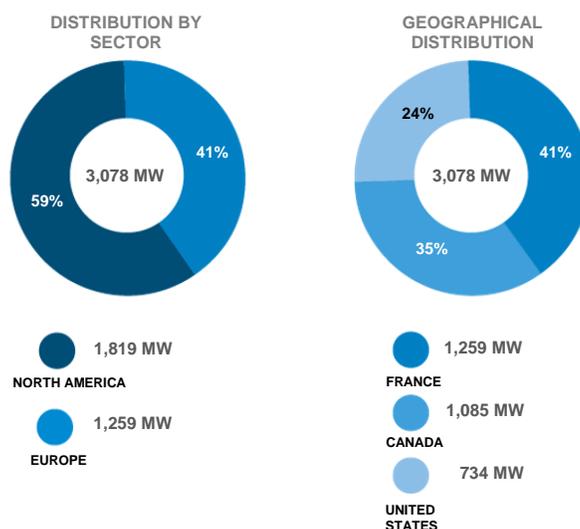
	Installed Capacity (MW)
Grand total:	3,078

⁽¹⁾ Ownership of Boralex.

⁽²⁾ Installed capacity includes 100% of the total capacity of the Marcillé and Bois Ricart wind farms. As of December 31, 2023, given the advancement of work, these sites were operating at 33% and 20% of their total capacity, respectively.

Major markets, distribution and sale of electricity

The following diagram illustrates the geographical distribution of net installed capacity of Boralex's facilities as of December 31, 2023 and February 29, 2024.



Economic Dependence

Although the Corporation's operations are not dependent on any specific agreements, four customers represented individually 10% or more of the Corporation's total revenues from energy sales in 2023, i.e. \$478 M, \$141 M, \$137 M and \$94 M (there were also four such customers in 2022, i.e. \$291 M, \$161 M, \$160 M and \$108 M).

Competitive conditions

The competitive conditions that the Corporation faces primarily result from the fact that its activities are mainly dependent on the call for tender programs of the authorities located in different jurisdictions where it carries them out. Details of the applicable regulations for each jurisdiction which governs the activities of the Corporation are at Section 5, "Description of the business".

93% of the Corporation's assets are covered by fixed-price energy sales contracts or activated feed-in premium contracts setting floor prices¹. The weighted average of remaining life of these contracts is 11 years. In the United States as well as in France, part of the electricity produced is sold on the market.

The Corporation targets development opportunities in the European and North American markets where the Corporation is already present, and which offer strong growth potential for renewable energies. It has a pipeline of close to 6.0 GW of projects under development, placing it in a position to actively participate in the various tender processes for the award of electricity purchase or sale contracts or environmental credits generated from wind, solar or storage assets.

¹ The percentage of installed capacity covered by energy sales contracts or feed-in premium contracts is a supplementary financial measure. For more details, see the "Non-IFRS and other financial measures" section of the Management's Discussion and Analysis for the fiscal year ended on December 31, 2023.

Availability of raw materials

The electricity generation sites owned by the Corporation are powered by three resources convertible into energy: (i) wind; (ii) sun and (iii) water.

The amount of energy generated by the sites is dependent upon the availability of wind, solar radiation and water flows, as the case may be. There can be no assurance that availability of such resources will remain unchanged in the long term. If there are not enough resources, the assumptions underlying the financial projections concerning the volume of electricity to be generated by the renewable energy sites may not be substantiated, which could have a significant adverse impact on the Corporation's cash flows and profitability.

Intangible assets

The intangible assets of the Corporation consist mainly of various power purchase agreements, water rights and licensing agreements. The Corporation reported \$986 million in intangible assets as at December 31, 2023. The Corporation's intangible assets are broken down as follows:

	Power purchase agreements and other rights	Water rights	Projects under development	Other intangible assets	Total
Carrying amount as of December 31, 2023 (in millions of dollars)	879	76	19	12	986

Seasonal activities

The Corporation's operations and results are partly subject to seasonal cycles and other cyclical factors that vary by segment. Since nearly all of Boralex facilities have long-term indexed, fixed-price energy sales contracts, seasonal cycles mainly affect the total volume of power generated by the Corporation.

The impact of these cycles is mitigated by diversifying the Corporation's power generation sources and favourable geographical positioning. Operating volumes at Boralex facilities are influenced as follows:

- Wind conditions are usually more favourable in the winter. However, in winter there is a greater risk of lower production caused by weather conditions, such as icing.
- Sunlight conditions are typically more favourable in the spring and summer.
- The energy produced depends on water flow which is typically at a maximum in spring and high in the fall.

Power production average over the past five years (in %) ⁽¹⁾					
		Q1	Q2	Q3	Q4
	Net installed capacity (MW) ²				
Wind	2,640	32	20	17	31
Solar	255	20	32	32	16
Hydroelectric	178	24	29	21	26
Total power production³	3,073	30	22	18	30

⁽¹⁾ The power production average over the past five years is a supplementary financial measure. For more details, see the *Non-IFRS and other financial measures* section in the MD&A for the year ended December 31, 2023.

⁽²⁾ As of February 29, 2024.

⁽³⁾ The historical average aggregate power production over five years excludes production from the thermal segment, for which the Corporation transferred its last asset along with the storage units in April 2022.

Financial and operational effects of environmental protection requirements

The operations carried out by Boralex, like those of any other electricity producer, are subject to numerous laws and regulations dealing with protection of the environment, conservation and development of wildlife as well as conservation and development of public lands. These environmental protection requirements result in expenditures by the Corporation both during the development and construction periods and during the operation of renewable energy projects. These expenditures incurred during the development and construction of a project are capitalized once a long-term power purchase agreement or renewable energy credit agreement is entered into with respect to the project or when a project reaches a sufficiently advanced stage of development for management to have a high level of confidence that the project will proceed. If the project does not materialize, these expenditures are deducted from the Corporation's earnings. Environmental protection expenditures incurred after a renewable energy project is commissioned are accounted for as operating expenses.

The Corporation holds all material authorizations and permits required to operate its power stations and its operations are substantially in compliance with applicable environmental laws and regulations.

Employees

As at December 31, 2023, the Corporation and its subsidiaries had 753 employees. The Corporation's employees have the specialized knowledge and skills to carry out the Corporation's business. When necessary, the Corporation uses external resources to complement the expertise of internal employees.

Corporate social responsibility (CSR)

Among one of the Corporation's strategic targets for 2025 as unveiled in June 2021, is for the Corporation to become the leading CSR reference for its partners by going beyond renewable energy.

The integration of the CSR strategy into its strategic plan, alongside the financial targets means that at every stage of execution of the latter, the Corporation takes into consideration the non-financial impacts of its activities and its entire value chain. This allows the Corporation to proactively manage the risks and impacts of its activities and to properly equip itself to identify opportunities of improvement of its practices.

In 2021, Boralex extended a credit facility for 5 years, linked to environmental and social targets (percentage of women in management positions and tonnes of CO2 avoided through our production of renewable energy). At the end of 2023, we obtained a \$100 M increase in that credit facility for a total of \$550 M until 2028 and the CSR targets that were established in 2021 were revised upwards since they had been met.

The CSR priorities therefore directly support the growth and performance of the Corporation. At Boralex, those ten priorities are the following:



Governance: Make exemplary management a shared value

In 2023, we (i) continued to strengthen our corporate and CSR governance, (ii) published our updated Code of Ethics and (iii) adopted new measures to continue to promote accountability throughout our supply chain.

CSR oversight, previously the responsibility of a Board subcommittee, was incorporated into the mandate of the Board of Directors. In 2023, the Board continued to improve its diversity policy, adding to the current target of 40% women members one member from the other designated groups, i.e. Aboriginals, disabled persons, members of a visible or ethnic minority and members of the 2SLGBTQ+ community. As of December 31, 2023, the Board was made up of 50% women and included one member with other diversity characteristics. As was the case last year, CSR indicators are included in the short-term compensation for upper-level management, specifically in terms of

occupational health and safety, representation of women in management positions and external rankings of our CSR performance. In 2023, the annual performance review form was revised in order to, among other things, provide details about the CSR aspects that form part of the culture and conduct expected of executives.

The new function created in 2022 of Senior Vice President, Enterprise Risk Management and Corporate Social Responsibility, who serves on the Executive Committee, enhances our capacity to monitor risk exposure in the changing, increasingly complex energy sector. The CSR Director, and the CSR and Sustainable development committees remain in place.

In line with objectives laid out in 2021, we updated our Code of Ethics, published in 2023, and gave related training to all employees and the Board of Directors. This better reflects Boralex's new reality: our constantly changing business environment, our steady growth and our regional diversification in recent years, as well as our significant ambitions for further development.

As for our commitment to promote sustainability in our procurement decisions, our efforts were ongoing in three key areas:

- Implementation of our Sustainable Procurement Charter, which sets forth our expectations for our suppliers;
- EcoVadis assessment for our strategic suppliers, with the objective of integrating social responsibility into our supplier selection process;
- Engagement and awareness efforts in order to drive ongoing improvement in business practices in our industry.

Society: Respect the living

In 2023, we continued our efforts to increase the representation of women. In addition to the 40% target for female representation at the Board of Directors level, we have a recruitment target of 35%. Our goal is to increase the number of women in management roles from 27.5% to 32.5% by 2025. In addition, as part of our efforts to make career advancement and empowerment opportunities available to women on our teams, we continued our participation in one of The A Effect's programs.

In 2023, we set up a new consolidated governance which keeps occupational health and safety at the heart of our strategic priorities. We also deployed an organisational strategy for mental health and well-being at the workplace in line with our commitment to creating safe workplaces favourable to the well-being and mental health of our employees.

Positive relationships with our host communities are vital to the success and growth of our business. Respect is the watchword in all our production site development and operations. We focus on developing partnerships, specifically with Indigenous communities. Initiatives in 2023 included the launching of a wind turbine maintenance training program for the local Innu territory with a view to the future operation of the Apuiat wind farm, and new partnerships to develop the battery energy storage sites with the Six Nations of the Grand River for the Hagersville project and the Walpole Island First Nation for the Tilbury project, in Ontario. In France, in addition to the consultations and dialogues carried out upfront during development, we use other solutions to facilitate project acceptance, including various types of partnerships with host communities and municipalities, which can involve co-investment and co-ownership in certain cases.

Philanthropic activities with communities and territories are guided by the donations and sponsorships policies, aligned with our CSR strategy as well as the 2025 strategic plan objectives. For example, in 2023, our collaboration with France Nature Environnement led to the development of the "Eoloscope terrestre" and "Photoscope" tools to inform and foster territorial dialogue to assist in the development of wind and solar power projects in French territories.

Environment: Grow in a sustainable and resilient manner

In 2023, we continued to implement innovative solutions such as agrivoltaics, land multi-use strategies and the use of technologies to detect biodiversity. We strive to respect and protect biodiversity while implementing cutting-edge solutions and initiatives that accelerate renewable energy development. We expect our suppliers and business partners to also subscribe to these values, as outlined in the Sustainable Procurement Charter.

In terms of our efforts to reduce our greenhouse gas emissions, we continued to calculate and publish the results of our carbon footprint. In addition, we committed to setting a long-term science-based target for net zero emissions. Since 2021, we have defined our targets for CO2 emissions avoided through our renewable energy generation. Finally, we continued to take into account and include in our annual disclosure the 11 recommendations published by the Task Force on Climate-Related Financial Disclosures (TCFD).

For further detailed information, please refer to the Boralex’s most recent corporate social responsibility report.

Risk factors and uncertainties

Reference is made to the Corporation’s Management’s Discussion and Analysis for the year ended December 31, 2023, specifically under the headings “Risk Factors” and “Uncertainties”, which sections are incorporated by reference herein.

6. Dividend policy

At the sole discretion of the Board of Directors, Boralex aims to pay annual dividends representing a ratio of 30% to 50% of its discretionary cash flows, defined as its cash flows from operations, less capital investments required to maintain its production capacity and project-related non-current debt repayments, as well as distributions paid to non-controlling shareholders excluding discretionary development expenses. Boralex reserves itself the right to adjust this calculation for any special items unrelated to current operations to ensure comparable ratios between periods. Such expectation is based on certain assumptions and subject to certain risks. See Section 2, “Notice concerning forward-looking statements”.

During the last three years, the Corporation has paid the following dividends per share:

	2023	2022	2021
Annual dividends per Class A common share	\$0.66	\$0.66	\$0.66
Total dividends paid	\$68 M	\$68 M	\$68 M

The Corporation does not face any restrictions that would prevent it from paying out dividends or distributions. As of the date hereof, the Corporation does not expect to make any changes to its dividend policy. However, the Board of Directors has full discretion to pay dividends or not on the Class A common shares based on, among other things, the Corporation’s earnings, financial requirements for the Corporation’s operations, the satisfaction of applicable solvency tests for the declaration and payments of dividends, the business strategy of the Corporation, and other conditions existing from time to time. No assurance can be given as to whether the Corporation will in the future pay dividends, or the frequency or amounts of any such dividends. See Section 2, “Notice concerning forward-looking statements”.

7. Capital structure

Shares

The share capital of Boralex is composed of an unlimited number of Class A common shares, 102,766,104 of which were issued and outstanding as at December 31, 2023, and an unlimited number of Preferred Shares, none of which had been issued as at December 31, 2023.

The Class A common shares have no par value and confer the right to vote at any meeting of shareholders, to receive any dividends declared by the Corporation thereon, and to share in the remaining property upon the dissolution of the Corporation. The Preferred Shares were created in order to allow additional flexibility to the Corporation with respect to future financing, strategic acquisitions and other corporate transactions. They can be issued in series, each series consisting of such number of shares as may be determined by the directors before issuance. The directors may, from time to time, fix before issuance the designations, rights, restrictions, conditions and limitations of each series of Preferred Shares, including the rate of preferential dividends, the redemption price, redemption and conversion rights or other provisions attaching to the Preferred Shares of any such series; the whole subject to the filing of articles of amendment confirming the designation, preferences, rights, conditions, restrictions, limitations and prohibitions attaching to any such series of Preferred Shares.

Shareholder Rights Plan

On February 29, 2024, the Board of Directors approved the renewal of the shareholder rights plan (the "Rights Plan") initially adopted by the Board on March 1, 2018 and renewed on February 24, 2021. The Rights Plan was ratified by the shareholders of the Corporation at its annual and special meeting held on May 5, 2021 and is to terminate at the close of business on the date the annual meeting is held in 2024. The Rights Plan will be submitted to the shareholders for ratification at the Corporation's annual meeting to be held on May 15, 2024. If approved by the shareholders, the Rights Plan will take effect at the close of business on the date of the 2024 annual meeting and remain in effect until the close of business on the date of the annual meeting of shareholders of the Corporation in 2027 and will be renewed in accordance with its terms for an additional three-year term (2027 to 2030) provided the shareholders ratify such renewal at or prior to the annual meeting of shareholders to be held in 2027.

The Rights Plan was adopted to ensure, to the extent possible, that all Boralex shareholders be treated fairly and equally should the Corporation be the subject of a take-over bid or other unsolicited attempt of gaining control of the Corporation, and that the Board of Directors be given sufficient time to review and assess such a bid or other attempt so as to identify, develop and negotiate a more favourable alternative, if necessary. The Rights Plan protects against "creeping bids" (i.e. the accumulation of more than 20% of the Class A common shares) through purchases exempt from Canadian take-over bid rules and prevents a potential acquirer from entering into lock-up agreements with existing shareholders prior to launching a take-over bid, except for permitted lock-up agreements as specified in the Rights Plan.

8. Market for securities

The Boralex Class A common shares are listed on the TSX under the symbol "BLX". The Class A common shares table sets forth the price range, in Canadian dollars, and the trading volume on the TSX and on other alternative platforms for each month of 2023.

Class A Common Shares⁽¹⁾

Month (2023)	Price per Share (\$) Monthly High	Price per Share (\$) Monthly Low	Total Monthly Volume	Average Daily Volume
January	41.78	36.90	10,220,317	511,016
February	39.78	33.93	7,388,723	410,485
March	42.05	36.02	7,613,083	331,004
April	43.43	39.05	8,214,355	456,353
May	39.99	36.19	8,261,820	375,537
June	39.50	35.67	8,230,630	391,935
July	36.37	33.80	9,965,376	586,199
August	34.71	29.75	10,602,083	481,913
September	33.69	28.93	8,618,856	430,943
October	29.52	25.35	9,859,531	579,972
November	31.02	25.87	10,678,695	508,509
December	34.56	30.55	8,709,231	458,381

⁽¹⁾ Source: TSX; consolidated volume including alternative exchanges

9. Directors and officers

The directors of the Corporation are elected annually to hold office until the next annual meeting or until a successor is elected or appointed.

Information on the directors

The following information on directors is given as at the date of this Annual Information Form.

Mr. André Courville, Québec (Canada), is a corporate director. From September 18, 2018 to May 1, 2019, M. Courville was Interim President and Chief Executive Officer of Uni-Select Inc., where he was Chairman of the Board since May 2016. From 2015 to 2017, he was President and Chief Executive Officer of the Institute of Corporate Directors (Québec Chapter). He has been a director of Boralex since May 2019.

Ms. Lise Croteau, Québec (Canada), is a corporate director. From 2015 to 2018, she was Executive Vice President and Chief Financial Officer of Hydro-Québec, having served as Interim President and Chief Executive Officer of Hydro-Québec from May to July 2015. She serves on the board of TotalÉnergies SE since May 2019, on those of Quebecor Inc. and Quebecor Media Inc. since June 2019 and on the board of Videotron Ltd. since May 2022 (Quebecor Media Inc. and Videotron Ltd. are wholly-owned subsidiaries of Quebecor Inc.). She has been a director of Boralex since May 2018.

Mr. Patrick Decostre, Québec, (Canada), is the President and Chief Executive Officer and director of Boralex since December 2020. Previously, he served as Vice President and Chief Operating Officer between July 2019 and November 2020 and as Vice President and General Manager - Boralex Europe from November 2016 to July 2019.

Ms. Marie-Claude Dumas, Québec (Canada), is, since April 2021, President and Chief Executive Officer of WSP Canada, where she served from January 2020 to April 2021 as Global Director, Major Projects & Programs of WSP Global and Executive Market Leader for Québec. WSP is a professional services firm. Prior to joining WSP, she was President, Clean Power of SNC-Lavalin from 2017 to 2019 and Executive Vice President, Human Resources from 2015 to 2017. She has been a director of Boralex since May 2019.

Ms. Marie Giguère, Québec (Canada), is a corporate director. From 2010 to 2016, she was Executive Vice President, Legal Affairs and Secretariat of the Caisse de dépôt et placement du Québec. She served on the board of TMX Group Limited from 2011 to 2022. She has been a director of Boralex since November 2017.

Ms. Ines Kolmsee, Bavaria (Germany), is a Managing Partner of Matterwave Ventures and corporate director. From 2017 to 2020, she was Chief Executive Officer of Services and Solutions and a member of the Board of Directors of Aperam SA, a stainless steel producer She was a member of the board of Umicore S.A. from 2011 to 2023 and has been a member of the boards of Prysmian S.p.A. since 2021, Etex SA since 2022 and Topsoe A/S since 2023. She has been a director of Boralex since May 2022.

Mr. Patrick Lemaire, Québec (Canada), is a corporate director. He was the President and Chief Executive Officer of Boralex from 2006 to 2020 and has been a director of Cascades Inc. since July 2016. He has been a director of Boralex since June 2006.

Mr. Dominique Minière, Ontario (Canada), is a corporate director. He served as the Executive Vice President of Ontario Power Generation (OPG) from 2021 to 2022. Prior to that role, he served as OPG's Executive Vice President and Chief Strategy Officer from 2020 to 2021, as OPG's Nuclear President from 2019 to 2020, and as Chief Operating Officer of Électricité de France SA (EDF) in charge of the nuclear and thermal fleet from 2015 to 2019. He has been a member of the Board of Cameco Inc. since September 2023 and has been a director of Boralex since January 2024.

Mr. Alain Rhéaume, Québec (Canada), is the Co-founder and Managing Partner of Trio Capital Inc., a private investment company. He is also a corporate director. He served as a director of Resolute Forest Products from 2010 to 2023. He has been a director of Boralex since December 2010 and has been Chairman of the Board since March 2017.

Mr. Zin Smati, Texas (USA) is a corporate director. He was President and Chief Executive Officer of GDF SUEZ Energy North America, part of ENGIE for 10 years and also President and Chief Executive Officer of BP Global Power, part of BP. He was a member of the Board of Directors of SNC-Lavalin until 2022 and of ERCOT (Electric Reliability Council of Texas, Inc.) until January 2023 and is currently a member of the board of directors of the Bauer College of Business at the University of Houston. He has been a director of Boralex since May 2021.

Ms. Dany St-Pierre, Illinois (United States), is President of Cleantech Expansion LLC, a renewable energy consulting firm and corporate director. She served on the board of Logistec Corporation from 2019 to January 2024. She has been a director of Boralex since May 2016.

Information on the executive officers

The following information on the executive officers who are not directors of the Corporation is provided as at the date of this Annual Information Form.

Non-Director Officer	Position with the Corporation	Province and Country of Residence
Marie-Josée Arsenault	Executive Vice President and Chief People and Culture Officer	Québec (Canada)
Éric Cantin	Vice President, Corporate Finance	Québec (Canada)
Julie Cusson	Senior Vice President, Synergies and Special Projects	Québec (Canada)
Isabelle Fontaine	Senior Vice President, Marketing, Public Affairs and Corporate Communications	Québec (Canada)
Hugues Girardin	Executive Vice President and General Manager, North America	Québec (Canada)
Bruno Guilmette	Executive Vice President and Chief Financial Officer	Québec (Canada)
Pascal Hurtubise	Executive Vice President and Chief Legal Officer	Québec (Canada)
Pascal Laprise-Demers	Senior Vice President, Corporate Strategy and Business Performance	Québec (Canada)
Nicolas Mabboux	Senior Vice President, IT and Digital Transformation	Québec (Canada)
Mihaela Stefanov	Senior Vice President, Enterprise Risk Management and Corporate Social Responsibility	Québec (Canada)
Nicolas Wolff	Executive Vice President and General Manager, Europe	France

The executive officers who are not directors of the Corporation have been engaged in the following occupations for the past five years:

- Marie-Josée Arsenault served as Vice President, Talent and Culture from September 2019 to October 2022 and as Corporate Director – Human Resources from September 2015 to September 2019.
- Éric Cantin served as Executive Director, Investments and Financial Planning and Analysis at Énergir from June 2021 to June 2022 and as Director, Valuation – Infrastructure at Caisse de dépôt et placement du Québec from June 2015 to May 2021.
- Julie Cusson served as Senior Vice President, Enterprise Risk Management and Corporate Social Responsibility from November 2022 to June 2023, as Vice President, Public and Corporate Affairs from September 2019 to October 2022 and as Director of Public Affairs and Communications from March 2016 to September 2019.
- Isabelle Fontaine served as Senior Vice President, Public Affairs and Corporate Communications from November 2022 to August 2023, as Director, Public Affairs and Communications from June 2020 to October 2022, and as Director, Government Affairs from November 2019 to June 2020, and was Senior Vice President at Ryan Public Affairs from December 2017 to November 2019.
- Hugues Girardin served as Vice President, Development from August 2012 to October 2022.
- Bruno Guilmette served as Vice President and Chief Financial Officer from January 2019 to October 2022 and as interim Chief Investment Officer at the Canada Infrastructure Bank from January to June 2018.
- Pascal Hurtubise served as Vice President, Chief Legal Officer and Corporate Secretary from June 2017 to May 2021 and Vice President and Chief Legal Officer from May 2021 to October 2022.
- Pascal Laprise-Demers served as consultant to the President and Chief Executive Officer from January 2021 to October 2022 and Engagement Manager, McKinsey & Company from September 2018 to December 2020 and Senior Business Analyst, McKinsey & Company from June 2017 to August 2018.
- Nicolas Mabboux served as Vice President, IT and Digital Transformation from June 2022 to October 2022, Director, Core Business Systems and Data, Canadian National Railway Company from September 2021 to June 2022, Director, Product Management and Delivery, Canadian National Railway Company from January 2020 to September 2021, and Director, Software Engineering, Canadian National Railway Company from May 2017 to January 2020.
- Mihaela Stefanov served as Vice President, Corporate Social Responsibility from April 2023 to July 2023 and as Director, Corporate Social Responsibility from April 2021 to April 2023, prior to which she spent 10 years with EY in the Climate Change and Sustainable Development Group.
- Nicolas Wolff served as Vice President and General Manager of Boralex Europe from April 2019 to October 2022 and as Vice President and General Manager, *Vestas Western Mediterranean* from February 2015 to April 2019.

As at the date of this Annual Information Form, Boralex's directors and executive officers as a group beneficially own, directly or indirectly or exercise control over 367,832 Class A common shares of Boralex, representing approximately 0.35% of the Corporation's issued and outstanding Class A common shares. It should be noted that no director or executive officer holds directly in his name more than 1% of the Corporation's shares.

Composition of Board committees

The following information on the composition of the committees is given as at the date of this Annual Information Form:

- The Audit Committee is composed of André Courville, Lise Croteau (Chair), Ines Kolmsee and Dany St-Pierre.
- The Governance, Environment, Health and Safety Committee is composed of Marie Giguère (Chair), Ines Kolmsee, Zin Smati and Dany St-Pierre.
- The Human Resources Committee is composed of Marie-Claude Dumas (Chair), Marie Giguère and Zin Smati.
- The Investment and Risk Management Committee is composed of André Courville (Chair), Lise Croteau, Marie-Claude Dumas and Zin Smati.

10. Audit committee

Composition, mandate and charter

The Audit Committee of Boralex is composed of André Courville, Lise Croteau (Chair), Ines Kolmsee and Dany St-Pierre, all of whom are independent. The Committee is governed by a charter, a copy of which is attached to this Annual Information Form as Schedule “A”.

Relevant experience and education of the members

The following briefly summarizes the education and experience of each Committee member that is relevant to the performance of their duties on the Committee, in particular any education or experience that provides the member with an understanding of the accounting principles used by the Corporation to prepare its annual and interim financial reports.

André Courville is a chartered professional accountant. He was previously a senior audit partner at Ernst & Young until June 30, 2014 with 37 years of experience working with Canadian, U.S. and international listed companies in various industries. From September 18, 2018 until May 1, 2019, Mr. Courville was Interim President and Chief Executive Officer of Uni-Select Inc., where he had been Chairman of the Board since May 2016. From 2015 to 2017, he was President and Chief Executive Officer of the Institute of Corporate Directors (Québec Chapter). Mr. Courville is also a director and member of the Executive Committee of the Montreal Heart Institute Foundation.

Lise Croteau has a Bachelor's of Business Administration and was named *Fellow* of the *Ordre des comptables professionnels agréés du Québec* in 2008. From 2015 to 2018, she was Executive Vice President and Chief Financial Officer of Hydro-Québec, having served as interim President and Chief Executive Officer of Hydro-Québec from May to July 2015. Ms. Croteau also held several control, financial management and risk management positions with Hydro-Québec. Ms. Croteau has chaired the audit and financial administration committee of the Montreal Museum of Fine Arts and has been a member of the audit committee of the Montreal Heart Institute Foundation. Since 2019, she is a member of the audit committee of TotalÉnergies SE and a member of the audit and risk management committee of Quebecor Inc. as well as Quebecor Media Inc. and Videotron Ltd. (both wholly-owned subsidiaries of Quebecor Inc.) since 2022.

Ines Kolmsee holds degrees in Process and Energy Engineering from Technical University of Berlin (Germany), in Industrial Engineering from Ecole des Mines de St. Etienne (France) and a Master of Business Administration from INSEAD (France, Singapore). She brings more than 20 years of experience as senior executive in the industrial and utility services sectors in Europe. She was Chief Financial Officer of Completel, a telecom operator, and Chief Financial Officer of Arques AG, before joining SKW Stahl-Metallurgie AG, a specialty chemicals company, in 2004 where she became Chief Executive Officer and lead the initial public offering of the company on the Frankfurt Stock Exchange. In 2015, she joined EWE AG, a German utility company, as Chief Technical Officer and Chief Operating Officer. From 2017 to 2020, she was Chief Executive Officer of Services and Solutions and a member of the Board of Directors of Aperam SA, a stainless steel producer. She was a member of the board of Umicore S.A. until May 2023 and has been a member of the boards of Prysmian S.p.A. since 2021, Etex SA since 2022 and Topsoe A/S since 2023.

Dany St-Pierre has a Bachelor's Degree in Business Administration (marketing) from Université du Québec à Trois-Rivières, and a Master's Degree in Business Administration (M.B.A.) from Laval University. She is President of Cleantech Expansion LLC, a renewable energy consulting firm. She has 25 years of professional experience, including 15 in the energy sector in Canada, the United States and Latin America, having worked for companies

like Nordex USA, Alstom Power and Siemens Power Generation. Her corporate experience includes marketing, sales, business development and mergers and acquisitions.

Exemptions

The Corporation has not relied on any exemption during this last year.

Independent auditor's fees

The following table lists the fees invoiced by PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. over the last two financial years ending December 31st, in Canadian dollars, for various services rendered to the Corporation and its subsidiaries:

(in Canadian dollars)	2023	2022
Audit fees	880,315	818,757
Audit-related fees	1,362,960	1,363,693
Tax fees	55,770	39,600
All other fees	-	-
Total	2,299,045	2,222,050

"Audit Fees" consist of all fees paid for professional services rendered for the audit of the Corporation's annual consolidated financial statements and for services that are normally provided in connection with statutory and regulatory filings or engagements related to the annual consolidated financial statements, including review engagements performed on the interim consolidated financial statements of the Corporation.

"Audit-related fees" consist of all fees paid for professional services related to audits of subsidiary companies, where required, specified procedures reports and other audit engagements not related to the consolidated financial statements of Boralex.

"Tax fees" consist of all fees paid for professional services rendered with respect to income and sales taxes.

"Other fees" consist of all fees paid for translation services, advisory services and fees related to the auditor's involvement with offering documents, if any.

Audit committee preapproval policy

The Audit Committee has a policy of independence of the external auditor, which governs all aspects of the relationship of Boralex with its external auditor, including the preapproval of all services provided by its external auditor. At the beginning of each year, the Vice President and Chief Financial Officer of Boralex and the external auditor make a joint submission to the Audit Committee showing the list of audit services, audit-related services, tax services and non-audit services which require preapproval for the following financial year. The list of proposed services is reviewed by the Audit Committee and, where it deems appropriate, approved.

If, after the annual general approval, the Corporation finds it necessary that the external auditor perform an additional service, a request must be submitted at the next regular meeting of the Committee for purposes of obtaining specific preapproval.

11. Legal proceedings

None of the Corporation or its subsidiaries was, during the year ended December 31, 2023, subject to any legal proceedings that would have a material adverse effect on it or that represent an amount exceeding 10% of the consolidated assets of the Corporation. A description of certain legal proceedings to which the Corporation is a party is found below and is also included in the audited annual consolidated financial statements of Boralex for the year ended December 31, 2023, incorporated herein by reference.

Parc éolien Des Moulins I

On February 7, 2014, an application for authorization to institute a class action was filed in the Superior Court of Québec by Pierre Labranche and Edna Stewart against, inter alia, Des Moulins Wind Power LP, Invenergy Des Moulins GP ULC and Hydro-Québec in respect of Des Moulins I, one of the wind farms Boralex acquired from Invenergy in 2018. On March 31, 2016, the Superior Court granted authorization to proceed with the class action. The plaintiffs alleged that the Des Moulins I Project (i) negatively affects the value of their properties, (ii) causes abnormal neighbourhood annoyances, and (iii) is an intentional infringement of their rights, including their property

right. On May 17, 2021, the Superior Court dismissed the class action due to the lack of a representative with the capacity to represent the members. On February 13, 2023, the Court of Appeal upheld the judgement dismissing the class action. That judgement is final.

Québec and regional content

Under the power purchase agreements entered into with Hydro-Québec Distribution for its wind power projects, the Corporation's project entities must comply with certain regional and Québec content requirements. Those requirements apply to all Québec wind power projects built by the Corporation's project entities or other producers under requests for proposals issued from 2005 to 2009. Failure to comply with these requirements may result in penalties being imposed under these power purchase agreements.

In accordance with customary practice, in circumstances where compliance with local content requirements under a power purchase agreement primarily depends on the wind turbine manufacturer's compliance, Boralex had obtained a commitment from Enercon Canada Inc. ("Enercon Canada") to pay associated penalties and a guarantee by its parent company, Enercon GmbH, for its Québec projects.

On April 18, 2019 Hydro-Québec filed an originating application with the Superior Court of Québec against Le Plateau Wind Power L.P. ("Le Plateau L.P."), Enercon Canada and Enercon GmbH to determine the applicable calculation methodology and order the defendants, in solidum, to pay Hydro-Québec an amount of less than \$1 million together with interest and additional indemnities, representing a minimum penalty to be adjusted depending on the determination of the methodology. Le Plateau L.P. impleaded Enercon Canada and Enercon GmbH in warranty under the turbine purchase agreement. This case was settled by the parties out of court and a notice of settlement was filed on October 4, 2023.

Innovent

On May 17, 2021, the Corporation announced that the Tribunal de Commerce de Lille rendered a decision in its favour, ordering Innovent SAS ("Innovent") and its president, Grégoire Verhaeghe to pay Boralex €50.6 million (\$72.7 million) for breach of contractual obligations. The dispute arose in the context of a transaction between the parties that occurred in 2012 whereby Boralex acquired construction-ready wind projects from Innovent. As part of such transaction, the parties entered into a development services agreement pursuant to which Innovent and Mr. Verhaeghe had the obligation to offer Boralex the right to acquire certain wind projects under development. In a well-reasoned judgement, the Court found that the defendants were in breach of their obligation with respect to the then under development Epléssier-Thieulloy-l'Abbaye and Buire-Le-Sec projects, thereby depriving Boralex of its right to acquire the projects at the agreed price and terms. Given such default, Innovent and Grégoire Verhaeghe were ordered by the Court to pay to Boralex €50.6 million (\$72.7 million), which decision included a provisional order. Innovent and Grégoire Verhaeghe appealed the decision, including the provisional order. In July 2023, the Court of Appeal rendered its decision agreeing with Boralex on the merits of the dispute but assessed the harm suffered by Innovent to be 2.5 M€ (\$3.6 M) (plus 0.1 M€ (\$0.145 M) under article 700). That decision was appealed on September 7, 2023 and the supplemental brief was submitted on January 8, 2024.

On December 29, 2021, Innovent formally filed a €250 million (\$359 million) claim against Boralex, through the Tribunal de Commerce de Paris. The claim alleges that Boralex's actions and counsel in the context of the legal proceedings before the Tribunal de Commerce de Lille, leading to a decision in Boralex's favour, deprived Innovent from going public. On September 27, 2022, the Tribunal de Commerce de Paris rejected Innovent's claim and ordered Innovent to pay Boralex a fine in the amount of 0.04 M€ (\$0.058 M) for abuse of process. Innovent has appealed this decision.

Innovent brought a safeguard proceeding against its creditors pursuant to a judgement dated October 18, 2023 and Boralex has presented its claims to the judicial representative.

12. Interest of Management and Others in Material Transactions

No director, executive officer or shareholder who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of any category of shares of the Corporation or known associate or affiliate of any such person, has or had any material interest, direct or indirect, in any transaction within the last three years or during the current year or in any proposed transaction that has materially affected or will materially affect the Corporation, other than the following transactions with the Caisse de dépôt et placement du Québec ("Caisse").

To the knowledge of the Corporation, the Caisse was, and still is, the owner of common shares of Boralex representing approximately 15.3% of the issued and outstanding common shares as at December 31, 2023:

- The Caisse holds a majority stake in Énergir. The Corporation is developing, in partnership with Énergir, some wind power projects located on the Seigneurie de Beaupré site. On April 19, 2022, the Corporation announced a partnership with Énergir and Hydro-Québec to develop three wind projects of 400 MW each on the Seigneurie de Beaupré territory. The decision to move forward with one of the three projects will depend on the evolution of Hydro-Québec's needs. If the projects are commissioned, the energy produced will be purchased by Hydro-Québec under three power purchase agreements.

For additional information with respect to certain related party transactions to which the Corporation is a party, see note 27, - Related Party Transactions of the Corporation's audited annual financial statements for the year ended December 31, 2023.

13. Transfer agent and registrar

The transfer agent and registrar of Boralex is Computershare Investor Services Inc., having a place of business at 1500 Robert-Bourassa Boulevard, 7th Floor, Montréal, Québec, H3A 3S8 Canada. The transfer register of the Class A common shares of the Corporation maintained by Computershare Investor Services Inc. is located in the same office.

14. Material contracts

The material contracts entered into during the year ended December 31, 2023 and those entered previously, and which are still in effect are:

Thames River Financing Agreement

Pursuant to a loan agreement dated March 10, 2010 entered into between Boralex Ontario Holdings LP, Boralex Ontario Energy Holdings 2 LP and a consortium of Canadian life insurance companies formed and headed by Manulife Financial Corporation, Boralex announced the refinancing for Phase I (40 MW) of the Thames River wind farm, and the refinancing for Phase II (50 MW) at the same site. The total amount involved is \$195 million. The loan will be amortized over 21 years, at a rate of 7.05% for the entire term of the loan.

Seigneurie de Beaupré Financing

On May 4, 2016 Boralex, Gaz Métro Limited Partnership and Valener Inc. announced the closing of a \$618 million amended and restated credit agreement in connection with the non-recourse refinancing for the Seigneurie de Beaupré 2 and 3 wind farms project. The total refinancing amount consists of: (i) a \$383 million uncovered tranche of the term loan expiring in December 2032, representing a \$132 million increase over the initial tranche and a one-year extension of the maturity date, (ii) a \$193 million covered tranche of the term loan expiring in December 2029, representing a \$45 million decrease and a two-year reduction of the maturity date of this tranche, which is covered by a guarantee pledged in favour of the lenders by the Federal Republic of Germany through its export credit agency Euler-Hermes, and (iii) a \$41 million letter of credit facility. The group of lenders consists of Bank of Tokyo-Mitsubishi (UFJ), IPEX-Bank, Sumitomo Mitsui Banking Corporation, Mizuho Corporate Bank, AKA Bank, DZ Bank, Laurentian Bank of Canada, Commonwealth Bank of Australia and Crédit Industriel et Commercial.

Investor rights agreement

Pursuant to an investor rights agreement entered into on July 27, 2017 between the Corporation and the Caisse, the Caisse may appoint two independent directors to Boralex's Board. The number of individuals the Caisse can appoint to the Board will fall to one if it and its affiliates cease to be the beneficial owners of at least 15% of the issued and outstanding shares of Boralex. The Caisse will no longer have the right to appoint a director if it and its affiliates cease to be the beneficial owners of at least 12% of the issued and outstanding shares of Boralex. Boralex also granted the Caisse pre-emptive rights in the case of additional share issuances, subject to customary exceptions, as long as the Caisse is the beneficial owner of at least 10% of the issued and outstanding shares of Boralex. The investor rights agreement also provides for registration rights in favour of the Caisse.

Refinancing of substantially all wind farm operations in France

On November 28, 2019, Boralex announced the closing of agreements to refinance substantially all of its wind farms in operation in France, for a total of \$1.5 billion (€1 billion), with a group of lenders composed of Crédit Industriel et Commercial, Bpifrance Financement, Crédit Agricole Corporate and Investment Bank, AUXIFIP,

CaixaBank, S.A., and La Banque Postale. The refinancing is divided among three non-recourse credit agreements dated November 25, 2019 with the aforementioned group of lenders, as follows: (i) a credit agreement entered into by Boralex Production S.A.S. for an amount of \$264 million (€180 million) maturing in 2030, (ii) a credit agreement entered into by Boralex Énergie France S.A.S. for an amount of \$353 million (€241 million) maturing in 2036, and (iii) a credit agreement entered into by Boralex Sainte-Christine S.A.S. for an amount of \$855 million (€584 million) maturing in 2039, including a tranche of \$206 million (€141 million) for the construction of previously identified projects. Finally, an additional \$182 million (€125 million) tranche to finance the construction of future projects was entered into on January 29, 2020 between Boralex Energy Investment S.A.S. and the aforementioned group of lenders.

15. Interests of experts

PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L., Partnership of Chartered Professional Accountants, is the independent auditor of the consolidated financial statements of the Corporation who prepared an independent auditor's report dated February 29, 2024 in respect of the Corporation's consolidated financial statements and related notes as at December 31, 2023 and 2022 and for the years then ended. PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. has advised that they are independent with respect to the Corporation within the meaning of the *Code of ethics of chartered professional accountants of Québec*.

16. Additional information

Additional information, including directors' and officers' remuneration, loans granted to them, principal holders of the securities of Boralex, and securities authorized for issuance under equity compensation plans, if any, is included in the management proxy circular dated March 2, 2023, and will be included in the management proxy circular prepared in connection with the 2024 annual meeting of shareholders of Boralex which will take place on May 15, 2024.

Additional financial information pertaining to the financial year ended December 31, 2023 is included in the audited annual financial statements of Boralex for the year ended December 31, 2023, and the related Management's Discussion and Analysis, which are specifically incorporated by reference herein and are available at www.sedar.com.

The continuous disclosure documents are available on the Corporation's website at www.boralex.com or on SEDAR+ at www.sedarplus.ca, or by request to the Corporate Secretary of the Corporation at the following addresses:

Boralex Inc.
Head Office
36 Lajeunesse Street
Kingsey Falls, Québec J0A 1B0
Telephone: 819-363-6363
Facsimile: 819-363-6399

Boralex Inc.
Administrative Offices
Corporate Secretary Offices
900, de Maisonneuve Boulevard West, 24th Floor
Montréal, Québec H3A 0A8
Telephone: 514-284-9890
Facsimile: 514-284-9895

Schedule “A” - Audit Committee Charter

1. Composition and quorum

- The Audit Committee consists of a minimum of three directors appointed by the Board;
- Only independent directors, as determined by the Board and following Canadian securities legislation and regulations, may serve on the Audit Committee. A member of the Audit Committee may not, other than in his or her capacity as a director or member of a Board committee and subject to the exceptions provided in Canadian laws and regulations, directly or indirectly accept any fee from Boralex or any subsidiary of Boralex or be an affiliated person of Boralex or any subsidiary of Boralex;
- Each member must be deemed “financially literate” by the Board;
- A majority of the members constitutes a quorum.

2. Committee meetings

- The Committee meets as needed but at least four times a year;
- Committee members meet before or after every meeting without the presence of management;
- The Committee reports regularly on its activities to the Board and makes recommendations as appropriate.

3. Mandate

The primary duty of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the following:

- The integrated risk management framework and associated policy;
- Accuracy and completeness of the Corporation’s consolidated financial statements and related information;
- Financial reporting and disclosure process;
- Internal controls and financial controls systems;
- Appointment, qualifications, performance, independence and compensation of the auditor;
- Compliance with legal and regulatory requirements; and
- Any other duty or responsibility the Board may delegate to the Committee from time to time, including the review of financial data or figures in the corporate social responsibility report.

While the Audit Committee has the responsibilities and powers stated below, its members acknowledge that the Committee's role is to oversee, on behalf of the Board, the Corporation's accounting and financial disclosure processes and the auditor's work, and to regularly report to the Board on its activities.

Management is responsible for the preparation, reporting and integrity of the Corporation's consolidated financial statements and for the effectiveness of its internal controls over financial reporting. Management is responsible for applying and maintaining appropriate principles and policies with respect to accounting, reporting and internal controls that allow Boralex to comply with accounting standards, laws and regulations.

The auditor is responsible for planning and conducting audits of the Corporation's annual consolidated financial statements and annually reviewing the effectiveness of internal controls over financial reporting and other auditing procedures.

The Audit Committee is directly responsible for overseeing the work of the auditor retained for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for Boralex.

In performing their duties, Audit Committee members must engage in constructive and open discussions with the Board, the auditor and management.

The responsibilities of the Audit Committee include the following:

A. Financial reporting

- Review the quality and integrity of the Corporation's accounting, reporting and disclosure processes through discussions with management and the auditor;
- Review with management and the auditor, the Corporation's annual audited financial statements, including the financial information contained in the management's discussion and analysis report, the related press releases and the Web presentation on financial results, as well as the auditor's report on the such financial statements prior to their distribution and filing with securities regulators;
- Review with management, the Corporation's unaudited consolidated financial statements, including the interim management's discussion and analyses report, the related press releases and the Web presentation on financial results prior to their distribution and filing with securities regulators;
- Review the financial information in prospectuses, offering memoranda, annual information form and any other public documents that contain audited or unaudited financial information submitted for Board approval;
- Review, with the auditor and management, the quality, appropriateness and disclosure of the Corporation's accounting principles and policies, underlying assumptions, reporting practices, and any proposed changes thereto;
- Review any analyses or other written communications prepared by management or the auditor setting forth significant financial reporting issues and judgements made in connection with the preparation of the consolidated financial statements, including the effects of alternative GAAP methods on the Corporation's financial statements;
- Review the compliance of management certification of financial reports with applicable legislation;
- Review any material litigation and any regulatory or accounting initiatives that could have a material effect on the financial position or operating results of the Corporation and the appropriateness of their disclosure in the documents reviewed by the Audit Committee;
- Review the results of the audit, any significant problems encountered in performing the audit and management's response or action plan in response to the auditor's recommendations.

B. Risk management framework, financial risk management and internal controls

- Review the integrated risk management policy and recommend its adoption to the Board;
- Support the Board in fulfilling its role of overseeing the process of identifying and assessing key risks related to Boralex's business and implementing appropriate risk management systems;
- Monitor the evolution of the portfolio of risks relevant to its mandate or those assigned to it and ensure that appropriate action plans are implemented;
- Recommend to the Board the risk appetite statements and targets relevant to its mandate or those assigned to it;
- Receive, periodically, management's report assessing the adequacy and effectiveness of the Corporation's disclosure controls and procedures and internal control systems;
- Review the Corporation's insurance coverage each year and as required;
- Review the Corporation's major risk assessment and management policies, including hedging, financing, investment and credit policies;
- Review major capital expenditures and other major spending and any other transactions that could change the Corporation's financial or organizational structure, including off-balance sheet items;
- Review and approve transactions with related parties, unless the Board has delegated the review thereof to a special committee of independent directors formed in connection with a particular related party transaction. In carrying out its responsibilities, the Audit Committee will:
 - Receive details of the related party transactions proposed by the Corporation, and actual and potential conflicts of interest relating thereto, to verify their propriety and that disclosure is appropriate;
 - If a valuation or fairness opinion is required by any applicable laws or regulations, supervise the preparation of such valuation or fairness opinion; and
 - If approval of the Board is necessary, ensure that a recommendation is provided to the Board with respect to the related party transaction;

- Assist the Board with the oversight of the Corporation's compliance with applicable legal and regulatory requirements;
- While ensuring confidentiality and anonymity, establish clear, precise procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters (i.e. irregularities or fraud), including employee concerns regarding accounting or auditing matters.

C. Auditor

- Make recommendations to the Board concerning the appointment and remuneration of the auditor following its evaluation and review of its qualifications, performance and independence in accordance with Canadian Public Accountability Board standards;
- Ensure that the auditor reports directly to the Committee;
- Approve and oversee the disclosure of all audit, review or attest services provided by the auditor; determine which non-audit services the auditor may not provide, and pre-approve and oversee the disclosure of permitted non-audit services provided to Boralex or its subsidiaries, divisions or joint ventures in accordance with applicable laws and regulations;
- Discuss with the auditor the quality and not just the acceptability of the Corporation's accounting principles, including: i) all critical accounting policies and practices used; ii) any alternative treatments of financial information that have been discussed with management, the ramifications of their use and the treatment preferred by the auditor; and iii) any other material written communication between management and the auditor;
- Resolve any disagreement or unresolved issue between management and the auditor that could have an impact on the consolidated financial statements or on the existing measures and procedures to remedy it;
- Review, at least once a year, the auditor's report describing the auditor's relationship with Boralex and confirming their independence, and discuss with it any relationship or service that may impact the quality of its auditing services, its objectivity or independence;
- Approve and review, at least once a year, the Corporation's policy on auditor independence, including the rules for hiring the auditor's personnel.

D. Concerning corporate social responsibility

- Ensure that a process is in place to assess the adequacy and effectiveness of controls related to the financial data or figures contained in Boralex's corporate social responsibility report;
- Review the financial data or figures in Boralex's corporate social responsibility report.

If necessary, the Audit Committee may retain, at the Corporation's expense, independent advisors to assist it in fulfilling its responsibilities and may fix the fees and other hiring terms of such advisors.

Once a year, the Committee reviews the adequacy of its mandate.



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