

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2024 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☒
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/31/2014
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) UPPER PENINSULA POWER COMPANY 1002 HARBOR HILLS DR MARQUETTE, MI 49855
2b	Employer Identification Number (EIN) 38-1280574
2c	Plan Sponsor's telephone number 906-232-1400
2d	Business code (see instructions) 221100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2025	NICHOLAS KATES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 556
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 52 6a(2) 50 6b 351 6c 37 6d 438 6e 98 6f 536 6g(1) 6g(2) 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1A 1C

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
▶ Round off amounts to nearest dollar.	
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UPPER PENINSULA POWER COMPANY	D Employer Identification Number (EIN) 38-1280574
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2024			
2	Assets:			
a	Market value	2a	90399293	
b	Actuarial value	2b	98504336	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	486	64578379	64578379
b	For terminated vested participants	42	2696007	2696007
c	For active participants	52	9943764	11473938
d	Total	580	77218150	78748324
4	If the plan is in at-risk status, check the box and complete lines (a) and (b). ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.15 %	
6	Target normal cost			
a	Present value of current plan year accruals	6a	556503	
b	Expected plan-related expenses	6b	668000	
c	Target normal cost	6c	1224503	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Signature of actuary GEORGIA LOURIDAS, FSA, EA Type or print name of actuary WILLIS TOWERS WATSON US LLC Firm name WILLIS TOWER 233 SOUTH WACKER DRIVE SUITE 1800 CHICAGO, IL 60606 Address of the firm	07/15/2025 Date 23-08034 Most recent enrollment number 312-288-7700 Telephone number (including area code)
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Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	8918457
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	8918457
10 Interest on line 9 using prior year's actual return of 10.24 %	0	913250
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 5.22 %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	9831707

Part III Funding Percentages

14 Funding target attainment percentage	14	112.60 %
15 Adjusted funding target attainment percentage	15	125.08 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	110.20 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost
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21 Discount rate:			
a Segment rates:	1st segment: 4.75 %	2nd segment: 4.96 %	3rd segment: 5.59 % ☐ N/A, full yield curve used
b Applicable month (enter code)			21b 0
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI	Miscellaneous Items
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24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Demographic and benefit information	
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...	☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years
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28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII	Minimum Required Contribution For Current Year
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31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c)	31a	1224503	
b Excess assets, if applicable, but not greater than line 31a	31b	1224503	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX	Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)
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41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2024
		This Form is Open to Public Inspection.
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024		
A Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPPER PENINSULA POWER COMPANY	D Employer Identification Number (EIN) 38-1280574	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WILLIS TOWERS WATSON US LLC

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13 15 17 50	NONE	296057	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	219004	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HUMANA

39-1263473

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23 50	NONE	123574	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STATE STREET BANK AND TRUST

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 25 62 99	NONE	76410	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

CLIFTONLARSONALLEN LLP

41-0746749

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	8650	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DELTA DENTAL

38-1791480

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 13 50	NONE	4820	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024		
A Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 003	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UPPER PENINSULA POWER COMPANY	D Employer Identification Number (EIN) 38-1280574	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SS LONG US CREDIT INDEX NL FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST		
c EIN-PN 04-0025081-146	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10326022
a Name of MTIA, CCT, PSA, or 103-12 IE: MSCI ACWI INDEX NL FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST		
c EIN-PN 32-6528132-042	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25424131
a Name of MTIA, CCT, PSA, or 103-12 IE: SS INTERMEDIATE US GOV BOND NL FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST		
c EIN-PN 04-0025081-144	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11186489
a Name of MTIA, CCT, PSA, or 103-12 IE: SS LONG US GOV BOND INDEX NL FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST		
c EIN-PN 04-0025081-142	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34513802
a Name of MTIA, CCT, PSA, or 103-12 IE: SS DEVELOPED RE NL CT FUND		
b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST		
c EIN-PN 27-6455179-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4291477
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2024
		This Form is Open to Public Inspection

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) 003
C Plan sponsor's name as shown on line 2a of Form 5500 UPPER PENINSULA POWER COMPANY	D Employer Identification Number (EIN) 38-1280574

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1208790	1596862
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	90577303	85741920
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	91786093	87338782
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	52615	62494
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	52615	62494
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	91733478	87276288

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	133325	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B), (C), and line 2a(2)	2a(3)		133325
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B), and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2449210
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2582535

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6176947	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6176947
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)	8650	
(5) Investment advisory and investment management fees	2i(5)	266225	
(6) Bank or trust company trustee/custodial fees	2i(6)	28001	
(7) Actuarial fees	2i(7)	296057	
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	263845	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		862778
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7039725

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4457190
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **CLIFTONLARSONALLEN**

(2) EIN: **41-0746749**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☒		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☒ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 542563.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2024 This Form is Open to Public Inspection.	
For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024					
A Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN				B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 UPPER PENINSULA POWER COMPANY				D Employer Identification Number (EIN) 38-1280574	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3581074					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year				3	0
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.				Schedule R (Form 5500) 2024 v. 240311	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year.....

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year.....

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:

Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%

High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☒ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation.....

Part VII IRS Compliance Questions

- 21a** Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No

- 21b** If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☐ "Current year" ADP test

☒ N/A

- 22** If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ____/____/____ (MM/DD/YYYY) and the Opinion Letter serial number_____.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN

**FINANCIAL STATEMENTS AND
ERISA-REQUIRED SUPPLEMENTAL SCHEDULES**

YEARS ENDED DECEMBER 31, 2024 AND 2023



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YEARS ENDED DECEMBER 31, 2024 AND 2023**

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INDEPENDENT AUDITORS' REPORT

Upper Peninsula Power Company Fiduciary Committee
Upper Peninsula Power Company Retirement Plan
Marquette, Michigan

Report on the Audit of the Financial Statements

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of Upper Peninsula Power Company Retirement Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Upper Peninsula Power Company Retirement Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2024 and 2023, and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- The information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Upper Peninsula Power Company Retirement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Upper Peninsula Power Company Retirement Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Upper Peninsula Power Company Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Upper Peninsula Power Company Retirement Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Matter — Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2024 and schedule of reportable transactions for the year ended December 31, 2024 are presented for purposes of additional analysis and are not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



CliftonLarsonAllen LLP

Sheboygan, Wisconsin
October 9, 2025

**UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2024 AND 2023**

	<u>2024</u>	<u>2023</u>
ASSETS		
INVESTMENTS (at Fair Value)		
Common/Collective Trust Funds	\$ 84,450,944	\$ 89,234,978
Short Term Investment Fund	<u>1,572,819</u>	<u>1,190,876</u>
Total Investments	86,023,763	90,425,854
NET ASSETS HELD IN 401(H) ACCOUNT	<u>1,315,019</u>	<u>1,360,239</u>
Total Assets	87,338,782	91,786,093
LIABILITIES		
401(H) ACCOUNT OBLIGATION	1,315,019	1,360,239
ADMINISTRATIVE EXPENSES PAYABLE	<u>62,494</u>	<u>52,615</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 85,961,269</u></u>	<u><u>\$ 90,373,239</u></u>

See accompanying Notes to Financial Statements.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2024 AND 2023

	<u>2024</u>	<u>2023</u>
ADDITIONS:		
INVESTMENT INCOME		
Net Appreciation in Fair Value of Investments	\$ 2,342,569	\$ 8,759,659
Interest and Dividends	<u>70,513</u>	<u>66,482</u>
Total Investment Income	<u>2,413,082</u>	<u>8,826,141</u>
Total Additions	2,413,082	8,826,141
DEDUCTIONS:		
BENEFITS PAID TO PARTICIPANTS	6,176,947	7,327,780
ADMINISTRATIVE EXPENSES	<u>648,105</u>	<u>646,738</u>
Total Deductions	<u>6,825,052</u>	<u>7,974,518</u>
NET INCREASE (DECREASE)	(4,411,970)	851,623
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>90,373,239</u>	<u>89,521,616</u>
End of Year	<u><u>\$ 85,961,269</u></u>	<u><u>\$ 90,373,239</u></u>

See accompanying Notes to Financial Statements.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 1 DESCRIPTION OF PLAN

The following description of Upper Peninsula Power Company Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit plan, established effective January 31, 2014, and covers certain eligible employees of Upper Peninsula Power Company (the Company). The Plan is administered by the Fiduciary Committee (the Committee), which consists of several employees of the Company. The Committee has overall responsibility for the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan consists of a Master Plan Document, which is applicable to all participants in the Plan, as supplemented by two Parts that define certain terms and conditions of the Plan as applied to specific groups of employees. The Parts are:

Part A – Retirement Program for Administrative Employees (Part A)

Part B – Retirement Program for Nonadministrative Employees of Upper Peninsula Power Hired Prior to April 19, 2009 Represented by the International Brotherhood of Electrical Workers (IBEW) Local Union No. 510 (the Union) (Part B).

Part A covers administrative (noncollectively bargained) employees of the Company who were hired prior to January 1, 2008. A participant in Part A of the Plan earned pension income percentage credits for eligible employment from January 1, 2001 through December 31, 2012.

Part B covers every employee who was hired prior to April 19, 2009 in a position whose terms and conditions of employment are governed by the terms of the collective bargaining agreement in effect between the Company and the Union. The employee became a participant on the date the employee first performed an hour of service as a member of such bargaining unit. Effective April 19, 2009, no other person (including individuals hired on or after April 19, 2009 and individuals who transfer on or after April 19, 2009 to a bargaining unit position represented by the Union) shall be eligible to participate.

Pension Benefits

Retirement benefit provisions vary by participant group. Specific benefit formulas can be found in the individual summary plan descriptions for each participant group.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Pension Benefits (Continued)

Part A

The Plan was frozen effective December 31, 2017; therefore, no additional benefits are being accrued and interest credits, as applicable, continue to be credited through the date the pension payments begin. Part A provides three types of retirement benefits: (1) Pension Income Benefit for those who terminate employment either after becoming vested in their pension benefit or on or after their sixty-fifth birthday; (2) Pension Transition Benefit if a participant was actively employed by a participating employer in the Predecessor Plan on January 1, 2001 and if the participant terminates either after becoming vested in their pension benefit or on or after their sixty-fifth birthday. (3) Pension Supplement if the participant was employed by the Company in an eligible administrative job position immediately prior to their retirement or termination, and if their retirement or termination from employment occurs after they have attained age fifty-five, and if actively employed by a participating employer in the Predecessor Plan on January 1, 2001, completed at least five years of vesting service or, if not actively employed by a participating employer in the Predecessor Plan on January 1, 2001, completed at least 10 years of vesting service. Together the Pension Income Benefit and Pension Transition Benefit are referred to as the participants Pension Equity Account Balance. Protected benefits from participation in the Predecessor Plan on December 31, 2000 that exceeds the benefit for the Pension Equity Account Balance will be paid.

Part B

Participants normal retirement benefits shall be nonforfeitable on their sixty-fifth birthday. A participant may retire from service with a normal retirement pension beginning on their normal retirement date (65), or they may postpone their retirement and remain in service after their normal retirement date. A participant who has not reached their normal retirement date, but who terminates employment with the Company after having reached their fifty-fifth birthday and after having completed ten years of service, may retire with an early retirement pension on the first day of the calendar month after the Committee receives their written application to retire. Part A provides a monthly pension benefit which is the sum of the past and future service monthly pension benefits. Past Service credits the participants with a monthly amount of retirement benefits equal to 2% of their monthly earnings determined as of July 1, 1980 multiplied by the years of benefit service (including fractions of a year) that were credited prior to July 1, 1980. Future Service is made up of two components: (1) For each computation period commencing on or after July 1, 1980 for which the participant is credited with a full year of benefit service they will be credited with a monthly amount equal to 2% of monthly earnings for the computation period of determination. (2) Effective May 1, 1992, if a participant is credited with at least one hour of service on or after that date, the monthly amount with respect to each computation period commencing on or after July 1, 1999 for which the participant is credited with a full year of benefit service will be equal 2.25% of their monthly earnings for the computation period of determination. If a partial year of benefit service is credited then the monthly amount is calculated as the amount to which the participant would have been credited if they had completed a full year of benefit service multiplied by the number of months earned divided by 12.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Death and Disability Benefits

Part A

The spouse to whom a participant was married to on the date the pension benefits commenced is entitled to survivor benefits in accordance with the form of payment chosen. When a monthly payment option is selected the total amount paid is guaranteed to be at least equal to the amount that would have been received had a single sum option been elected. When death occurs prior to the commencement of pension benefits the spouse or designated nonspouse beneficiary (with spousal consent) will be entitled to the benefits. A spouse can elect either a lump-sum payment or survivor annuity benefit. A nonspouse beneficiary will receive a single sum payment. The designated beneficiary or estate for a nonmarried participant will be entitled to a single sum payment.

A participant placed on long-term disability and receiving disability benefits, under Company-sponsored long-term disability plan, will continue to earn vesting service and benefit service the same as when actively employed. The eligible compensation used to calculate a participant's final average earnings may include credit wages. Credit wages means any period of eligible long-term disability during which a participant did not receive full pay, the participants final average earnings will be calculated by assuming that compensation is equal to the average monthly earnings for the twelve-month period immediately preceding the month in which the long-term disability commenced.

Part B

If an active employee dies after having 10 years of service and have a surviving spouse to whom they have been legally married throughout the one-year period preceding their death, then the spouse is eligible to receive a monthly pension benefit for their lifetime. If an active employee dies having completed 5 but less than 10 years of service and has satisfied the one-year marriage requirement, then the surviving spouse will be eligible to receive a monthly pension benefit equal to one-half of a 50% joint and survivor annuity and is not payable until the participant would have reached age 65. The aforementioned provisions under Part B are the same for a terminated vested participant who dies prior to benefit commencement based on the Plan's Qualified Pre-Retirement Survivor Annuity coverage.

A participant who has attained age 45 and completed 15 years of service on the date they become totally and permanently disabled due to a nonwork-related sickness or injury may be entitled to a disability retirement benefit if meeting certain requirements.

Funding Policy

The Plan Sponsor contributes such amounts as are deemed necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to members of the Plan and to meet minimum funding standards as required by law. The actuarial present value of accumulated plan benefits has exceeded the funding requirements established by ERISA; therefore, no Company contribution has been required for the years ended December 31, 2024 and 2023.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

401(h) Account

The Plan applies *Plan Accounting – Defined Benefit Plans* Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) to its 401(h) account. This accounting guidance requires that defined benefit pension plans record the aggregate amount of net assets held in a 401(h) account related to health and welfare obligations for retirees as both assets and liabilities on the face of the financial statements of net assets available for benefits in order to arrive at net assets available for benefits. Total investment income from the Plan has been adjusted by the portion of investment income applicable to the 401(h) assets in the amount of \$36,128 and \$131,724 for the years ended December 31, 2024 and 2023, respectively.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Fiduciary Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, and trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2025, the date the financial statements were available to be issued.

NOTE 3 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to:

- a) retired or terminated employees or their beneficiaries,
- b) beneficiaries of employees who have died, and
- c) present employees or their beneficiaries.

Benefits under the Plan are accumulated based on the employees' highest five consecutive complete credited years of compensation out of the last ten latest years prior to the normal retirement date. The accumulated plan benefits for active employees are based on their highest five consecutive complete credited years of compensation ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances - retirement, death, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided through annuity contracts are excluded from plan assets and are also excluded from accumulated plan benefits. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 3 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (CONTINUED)

The significant actuarial assumptions used in the valuation as of January 1, 2024 were:

- a) Life Expectancy of Participants – PRI-2012 Employee, Annuitant and Contingent Tables (no collar adjustments), projected forward using the MP-2020 generational improvement scale.
- b) Retirement Age Assumptions – Normal retirement age of 65 years; other active participants will elect early retirement from ages 55 to 64.
- c) Investment Return of 5.50%.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The computation of the actuarial present value of accumulated plan benefits was made as of January 1, 2024. Had the valuation been performed as of December 31, 2023 there would be no material differences.

The following is a summary of actuarial present value of accumulated plan benefits as of December 31, 2023:

Actuarial Present Value of Accumulated Plan Benefits

Vested Benefits

Participants Currently Receiving Payments	\$ 62,407,275
Other Participants	12,433,226
Total Vested Benefits	<u>74,840,501</u>

Nonvested Benefits

Total Actuarial Present Value of Accumulated Plan Benefits	<u><u>1,458,815</u></u>
	<u><u>\$ 76,299,316</u></u>

The changes in the actuarial present value of accumulated Plan benefits are summarized as follows for the year ended December 31, 2023:

Actuarial Present Value of Accumulated Plan Benefits -

Beginning of Year	\$ 78,503,424
-------------------	---------------

Increase (Decrease) During the Year Attributable to:

Actuarial Losses	365,155
Benefits Accumulated	606,299
Change in Discount Period	4,152,218
Benefits Paid	<u>(7,327,780)</u>

Actuarial Present Value of Accumulated Plan Benefits -

End of Year	<u><u>\$ 76,299,316</u></u>
-------------	-----------------------------

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 4 CERTIFICATION OF INVESTMENT INFORMATION

State Street Bank & Trust Company (State Street), the qualified institution of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information (including held in the 401(h) account) reflected on the accompanying statements of net assets available for benefits as of December 31, 2024 and 2023, the statements of changes in net assets available for benefits for the years then ended as well as the supplemental schedule of assets (held at end of year) and the supplement schedule of reportable transactions as of and for the year ended December 31, 2024.

NOTE 5 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 5 FAIR VALUE OF INVESTMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the valuation methodologies used at December 31, 2024 and 2023.

Common/Collective Trust Funds: Valued using the net asset value (NAV) of units, as determined by the trustee. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the investment, the investment advisor reserves the right to temporarily delay withdrawal from the account in order to ensure that securities liquidations will be carried out in an orderly business manner.

Short Term Investment Fund: Fund is considered as cash and cash equivalents and is similar to a money market fund. This fund is valued based on cost, which approximates fair value in a noninflationary economy.

The following tables set forth by level, within the fair value hierarchy, as of December 31:

2024				
	Level 1	Level 2	Level 3	Total
Short Term Investment Fund	\$ -	\$ 1,572,819	\$ -	\$ 1,572,819
Investments Measured at				
Net Asset Value*				84,450,944
Total Investments at				
Fair Value				\$ 86,023,763

2023				
	Level 1	Level 2	Level 3	Total
Short Term Investment Fund	\$ -	\$ 1,190,876	\$ -	\$ 1,190,876
Investments Measured at				
Net Asset Value*				89,234,978
Total Investments at				
Fair Value				\$ 90,425,854

*Certain investments that were measured at net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 5 FAIR VALUE OF INVESTMENTS (CONTINUED)

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2024 and 2023. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

Investment Type	Fair Value		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
	2024	2023			
Common/Collective Trust Funds	\$ 84,450,944	\$ 89,234,978	\$ -	Immediate	None

NOTE 6 401(H) ACCOUNT

The Plan includes certain postretirement medical benefits in addition to the normal retirement benefits to fund a portion of the postretirement obligation of retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code (IRC). A separate account has been established and maintained in the Plan for the net assets related to the medical-benefit component (401(h) account).

In accordance with the Internal Revenue Service (IRS) Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. Any assets transferred to the 401(h) account from the defined benefit pension plan in a qualified transfer or excess pension plan assets (and any income allocable thereto) that are not used during the Plan year must be transferred out of the account to the pension plan. Plan participants do not contribute to the 401(h) account. Company contributions or qualified transfers to the 401(h) account are actuarially determined annually. Certain Plan net assets are restricted to fund a portion of postretirement health benefits for retirees and their beneficiaries in accordance with IRC Section 401(h). Refer to Note 5 for description of the valuation methodologies. Amounts in the 401(h) account as of December 31, 2024 and 2023 included cash and cash equivalents (Short Term Investment Fund) of \$24,043 and \$17,914, respectively.

The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31:

Investment Type	Fair Value		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
	2024	2023			
Common/Collective Trust Funds	\$ 1,290,976	\$ 1,342,325	\$ -	Immediate	None

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 7 PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA and its related regulations.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

NOTE 8 PLAN TAX STATUS

The IRS has determined and informed the Company by a letter dated April 25, 2017, that the Plan and related trust are designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions. The 2016 Form 5500 filing is currently under examination by the IRS with no determination as of October 9, 2025.

NOTE 9 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023

NOTE 9 RISKS AND UNCERTAINTIES (CONTINUED)

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 10 PARTY-IN-INTEREST TRANSACTIONS

The Plan investments are managed by State Street and its affiliates. State Street is the trustee as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest transactions. As described in Note 2, the Plan paid certain expenses related to Plan operations and investment activity to various service providers. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA.

NOTE 11 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31:

	2024	2023
Net Assets Available for Benefits per Financial Statements	\$ 85,961,269	\$ 90,373,239
Net Assets Held in 401(h) Account	1,315,019	1,360,239
Net Assets Available for Benefits per Form 5500	<u>\$ 87,276,288</u>	<u>\$ 91,733,478</u>

The following is a reconciliations of changes in net assets per the financial statements to the Form 5500 for the years ended December 31:

	2024		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
Investment Income	\$ 2,413,082	\$ 36,128	\$ 2,449,210
Contributions	-	133,325	133,325
Administrative Expenses	648,105	214,673	862,778
	2023		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
Investment Income	\$ 8,826,141	\$ 131,724	\$ 8,957,865
Contributions	-	122,240	122,240
Administrative Expenses	646,738	216,094	862,832

**UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2024 AND 2023**

NOTE 11 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

Additionally, difference between these financial statements and the information combined in the Schedule H, Parts I and II of Form 5500 were identified and are due to the different classifications among various detail accounts. Except for the differences identified above, these balances are in agreement in total.

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
E.I.N. 38-1280574 PLAN NO. 003
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2024

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
		<u>Collective Trust Funds:</u>		
*	State Street Global Advisors	Long U.S. Government Bond Index Non-Lending Fund	\$ 40,288,970	\$ 34,513,801
*	State Street Global Advisors	Intmd U.S. Government Bond Index Non-Lending Fund	11,035,921	11,186,489
*	State Street Global Advisors	Long U.S. Credit Index Non-Lending Fund	10,343,537	10,326,022
*	State Street Global Advisors	MSCI ACWI Index Non-Lending Fund	20,153,684	25,424,131
		Total Collective Trust Funds	81,822,112	81,450,443
		<u>Common Trust Fund:</u>		
*	State Street Global Advisors	Developed Real Estate Securities Index Non-Lending Fund	3,839,351	4,291,477
*	State Street Global Advisors	Short Term Investment Fund	1,596,862	1,596,862
		Total	\$ 87,258,325	\$ 87,338,782

* Indicates party-in-interest

UPPER PENINSULA POWER COMPANY RETIREMENT PLAN
E.I.N. 38-1280574 PLAN NO. 003
SCHEDULE H, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2024

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Cost	Current Value	Net Gain (Loss)
<u>Category (iii) - A Series of Transactions in Excess of 5% of Plan Assets:</u>						
* State Street Global Advisors	MSCI ACWI Index Non-Lending Fund					
	25 Sales	\$ -	\$ 8,305,000	\$ 6,989,530	\$ 8,305,000	\$ 1,315,470
* State Street Global Advisors	Long U.S. Government Bond Index Non-Lending Fund					
	23 Sales	-	5,049,405	5,774,438	5,049,405	(725,033)
	12 Purchases	5,789,000	-	5,789,000	5,789,000	-

* Indicates party-in-interest

Columns (e) and (f) are omitted as they are not applicable.

There were no category (i), (ii), or (iv) reportable transactions for the year ended December 31, 2024.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26a Schedule of Active Participant Data as of January 1, 2024

Attained Age	Attained Years of Credited Service ¹										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0	0	0	0	0
35-39	0	0	0	0	6	0	0	0	0	0	6
40-44	0	0	0	1	9	1	0	0	0	0	11
45-49	0	0	2	0	5	2	0	0	0	0	9
50-54	0	0	2	0	6	4	0	0	0	0	12
55-59	0	0	0	1	4	5	0	0	0	0	10
60-64	0	0	0	0	0	1	0	3	0	0	4
65-69	0	0	0	0	0	0	0	0	0	0	0
70 & over	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	4	2	30	13	0	3	0	0	52

¹ Age and service for purposes of determining category are based on exact (not rounded) values.
Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month January
- Interest rate basis 3-Segment Rates

Interest rates:	Reflecting Corridors	Not Reflecting Corridors
-----------------	----------------------	--------------------------

- | | | |
|---------------------------|-------|-------|
| • First segment rate | 4.75% | 4.37% |
| • Second segment rate | 4.96% | 4.96% |
| • Third segment rate | 5.59% | 4.95% |
| • Effective interest rate | 5.15% | 4.91% |

Annual rates of increase

- Compensation:
 - Administrative employees N/A
 - Non-Administrative employees 4.00%
- Future Social Security wage bases 3.50%
- Statutory limits on compensation 2.50%
- Interest crediting rate 4.00%

Administrative and investment expenses	\$668,000
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Plan Name:	Upper Peninsula Power Company Retirement Plan
EIN / PN:	38-1280574/003
Plan Sponsor:	Upper Peninsula Power Company
Valuation Date:	January 1, 2024

SCHEDULE SB ATTACHMENTS

Demographic and Other Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Benefit commencement dates

- Preretirement death benefit
 - Administrative Upon death of the active participant
 - Non-Administrative Upon the later of the death of the active participant or the date the participant would have attained earliest retirement age.
- Deferred vested benefit
 - Administrative Upon termination of employment
 - Non-Administrative Upon the later of attainment of normal retirement age or termination of employment.
- Disability benefit Upon disablement
- Retirement benefit Upon termination of employment

Form of payment

- Administrative 100% of participants are assumed to elect an immediate lump sum.
- Non-Administrative 100% of single participants are assumed to elect a lifetime monthly annuity. 100% of married participants assumed to elect a 50% Joint and Survivor annuity.

Mortality for annuity conversion basis for PEP account balances and lump sums 417(e)(3) applicable mortality table

Percent married 80% of males; 50% of females

Spouse age Wife three years younger than husband

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Cash flow

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Demographic Assumptions

Mortality – Healthy & Disabled

Separate rates for non-annuitants (based on Pri-2012 “Employees” table without collar or amount adjustments and then projected forward with generational projection using adjusted Scale MP-2021) and annuitants (based on Pri-2012 “Healthy Annuitants” table (participants and beneficiaries combined) without collar or amount adjustments, projected forward with generational projection using adjusted Scale MP-2021. The rate of future mortality improvement at any age for any year beginning on or after the valuation date is capped at 0.78%.

Disability

Rates Varying by Age and Gender
Representative Disability Rates

Percentage assumed to become disabled during the year

Attained Age	Males	Females
20	0.030%	0.040%
25	0.030%	0.050%
30	0.040%	0.060%
35	0.050%	0.080%
40	0.070%	0.100%
45	0.100%	0.150%
50	0.180%	0.260%
55	0.360%	0.490%
60	0.900%	1.210%
65	0.000%	0.000%

Termination

Rates Varying by Age and Gender
Representative Termination Rates

Percentage assumed to leave during the year

Attained Age	Males	Females
25	5.0%	10.0%
30	4.7%	9.4%
35	3.3%	6.7%
40	1.4%	2.7%
45	0.6%	1.2%
50	0.2%	0.5%

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

	55	0.0%	0.0%
	60	0.0%	0.0%
Retirement	Rates Varying by Age and Plan Representative Retirement Rates		

Percentage assumed to retire during the year		
Age	Administrative	Non-Administrative
55	5%	5%
56	5%	5%
57	5%	5%
58	15%	20%
59	10%	15%
60	20%	30%
61	20%	40%
62	60%	80%
63	30%	50%
64	50%	50%
65	100%	100%

Methods (for all plans)

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Plan Name:	Upper Peninsula Power Company Retirement Plan
EIN / PN:	38-1280574/003
Plan Sponsor:	Upper Peninsula Power Company
Valuation Date:	January 1, 2024

SCHEDULE SB ATTACHMENTS

Actuarial value of assets for determining minimum required contributions

Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Decrement Timing Model

Rounded Middle of Year – All decrements are assumed to occur at the middle of the year to approximate the pattern of decrements that occur throughout the year.

In addition, eligibility for benefits, commencement and cessation of benefits, and other commencement factors will reflect the middle of the year timing.

Benefits not valued

All benefits described in the Plan Provisions were valued as described. WTW is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

The plan sponsor with the support of its third party administrator, furnished participant data as of January 1, 2024. Information on assets, contributions and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. In consultations with the Company, the following assumptions were made for missing or apparently inconsistent data elements: for missing beneficiary dates of birth, females were assumed to be 3 years younger than males; for missing beneficiary sexes, male participants were assumed to have a female beneficiary and female participants were assumed to have a male beneficiary; for deferred participants, the benefit commencement date was assumed to be the date the participant reaches age 65.

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law all of which are based on observed market data over certain periods of time.
Interest crediting rate	The plan will credit interest to the frozen pension equity plan accounts using the first segment rate defined under the Pension Protection Act for use in determining minimum lump distribution under IRC 417(e)(3). The plan sponsor has selected a single rate. After examining historical variability in this rate, we believe that the selected assumption does not significantly conflict with what would be reasonable based on a combination of market conditions at the measurement date and future expectations consistent with other economic assumptions used.
Annuity conversion rate	The annuity conversion rate is based on the current market rates. After examining historical variability in this rate, we believe that the selected assumption does not significantly conflict with what would be reasonable based on a combination of market conditions at the measurement date and future expectations consistent with other economic assumptions used.
Lump sum conversion rate	Lump sum benefits are valued based on the current market rates. After examining historical variability in this rate, we believe that the selected assumption does not significantly conflict with what would be reasonable based on a combination of market conditions at the measurement date and future expectations consistent with other economic assumptions used.
Rates of increase in compensation, National Average Wages (NAW), and CPI	Assumed increases are based on historical data, current conditions and an estimate of future experience.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding are as prescribed by IRS §430(h).

Plan Name:	Upper Peninsula Power Company Retirement Plan
EIN / PN:	38-1280574/003
Plan Sponsor:	Upper Peninsula Power Company
Valuation Date:	January 1, 2024

SCHEDULE SB ATTACHMENTS

Termination	Termination rates were set several years ago based on historical experience and no significant gains or losses have been observed due to actual termination experience different than expected.
Disability	Disability rates are based on a standard UAW table. Actual experience is not material to set plan-specific rates.
Retirement	Retirement rates were set several years ago based on historical experience and no significant gains or losses have been observed due to actual retirement experience different than expected.
Benefit commencement date for deferred benefits:	
Deferred vested benefit	Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible.
Form of payment	Retiring Administrative participants are assumed to take a lump sum due to the design of the plan. Retiring Non-Administrative participants are assumed to take a 50% joint and survivor annuity if married and a single life annuity if single. These are the normal forms under the plan.
Marital Assumptions:	
Percent married	The assumed percentage married is based on general population statistics on the marital status of individuals of retirement age.
Spouse age	The assumed age difference for spouses is based on general population statistics of the age difference for married individuals of retirement age.

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.
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Plan Name:	Upper Peninsula Power Company Retirement Plan
EIN / PN:	38-1280574/003
Plan Sponsor:	Upper Peninsula Power Company
Valuation Date:	January 1, 2024

SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods

Change in assumptions since prior valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC 430.
- The mortality table used to calculate the funding target and target normal cost was updated to use the mortality table from the final regulations, as required by IRC 430.
- The assumption for plan-related expenses added to the target normal cost was changed from \$656,000 for the prior valuation to \$668,000 for the current valuation to account for higher expected expenses to be paid from the trust.

Change in methods since prior valuation

No changes in methods since prior valuation

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

Plan Name	UPPER PENINSULA POWER COMPANY EMPLOYEE BENEFIT PLAN
Plan Sponsor EIN	38-1280574
ERISA Plan #	#003
Plan Year Ending	12/31/2024

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan UPPER PENINSULA POWER COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UPPER PENINSULA POWER COMPANY	D Employer Identification Number (EIN) 38-1280574
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2024</u>			
2 Assets:			
a Market value		2a	90,399,293
b Actuarial value		2b	98,504,336
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	486	64,578,379	64,578,379
b For terminated vested participants	42	2,696,007	2,696,007
c For active participants	52	9,943,764	11,473,938
d Total	580	77,218,150	78,748,324
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	5.15%
6 Target normal cost			
a Present value of current plan year accruals		6a	556,503
b Expected plan-related expenses		6b	668,000
c Target normal cost		6c	1,224,503

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Georgia Louridas 	7/15/2025
	Signature of actuary	Date
Georgia Louridas, FSA, EA		2308034
Type or print name of actuary		Most recent enrollment number
Willis Towers Watson US LLC		312-288-7700
Firm name		Telephone number (including area code)
Willis Tower 233 South Wacker Drive Suite 1800 Chicago IL 60606		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2024
v. 240311

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.75 %	2nd segment: 4.96 %	3rd segment: 5.59 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 0
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Demographic and benefit information	
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...	☐ Yes ☒ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c)	31a	1,224,503	
b Excess assets, if applicable, but not greater than line 31a	31b	1,224,503	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	0		0
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)

41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021
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SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Upper Peninsula Power Company
EIN/PN	38-1280574/003
Plan Name	Upper Peninsula Power Company Retirement Plan
Valuation Date	January 1, 2024
Enrolled Actuary	Georgia Louridas
Enrollment Number	23-08034

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2024
for Non-Administrative Employees

The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age at Retirement	Probability of Survival	Probability of Retirement	Weighted Average
(1)	(2)	(3)	(4)
55	100.00%	5.00%	2.75
56	95.00%	5.00%	2.66
57	90.25%	5.00%	2.57
58	85.74%	20.00%	9.95
59	68.59%	15.00%	6.07
60	58.30%	30.00%	10.49
61	40.81%	40.00%	9.96
62	24.49%	80.00%	12.15
63	4.90%	50.00%	1.54
64	2.45%	50.00%	0.78
65	1.22%	100.00%	0.80
			59.72

Column 2 = Probability of Survival to prior age
times
(1 – Probability of Retirement at prior age)

Column 4 = Age at Retirement (Column 1)
times
Probability of Survival (Column 2)
times
Probability of Retirement (Column 3)

Weighted Average Retirement Age = Sum of Column 4

Plan Name: Upper Peninsula Power Company Retirement Plan
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Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2024 for Administrative Employees

The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active administrative participants expected to reach retirement, based on all current decrements assumed.

Age at Retirement	Probability of Survival	Probability of Retirement	Weighted Average
(1)	(2)	(3)	(4)
55	100.00%	5.00%	2.75
56	95.00%	5.00%	2.66
57	90.25%	5.00%	2.57
58	85.74%	15.00%	7.46
59	72.88%	10.00%	4.30
60	65.59%	20.00%	7.87
61	52.47%	20.00%	6.40
62	41.98%	60.00%	15.62
63	16.79%	30.00%	3.17
64	11.75%	50.00%	3.76
65	5.88%	100.00%	3.82
			60.38

Column 2 = Probability of Survival to prior age
times
(1 – Probability of Retirement at prior age)

Column 4 = Age at Retirement (Column 1)
times
Probability of Survival (Column 2)
times
Probability of Retirement (Column 3)

Weighted Average Retirement Age = Sum of Column 4

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month January
- Interest rate basis 3-Segment Rates

Interest rates:	Reflecting Corridors	Not Reflecting Corridors
-----------------	----------------------	--------------------------

- | | | |
|---------------------------|-------|-------|
| • First segment rate | 4.75% | 4.37% |
| • Second segment rate | 4.96% | 4.96% |
| • Third segment rate | 5.59% | 4.95% |
| • Effective interest rate | 5.15% | 4.91% |

Annual rates of increase

- Compensation:
 - Administrative employees N/A
 - Non-Administrative employees 4.00%
- Future Social Security wage bases 3.50%
- Statutory limits on compensation 2.50%
- Interest crediting rate 4.00%

Administrative and investment expenses	\$668,000
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Plan Name:	Upper Peninsula Power Company Retirement Plan
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SCHEDULE SB ATTACHMENTS

Demographic and Other Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Benefit commencement dates

- Preretirement death benefit
 - Administrative Upon death of the active participant
 - Non-Administrative Upon the later of the death of the active participant or the date the participant would have attained earliest retirement age.
- Deferred vested benefit
 - Administrative Upon termination of employment
 - Non-Administrative Upon the later of attainment of normal retirement age or termination of employment.
- Disability benefit Upon disablement
- Retirement benefit Upon termination of employment

Form of payment

- Administrative 100% of participants are assumed to elect an immediate lump sum.
- Non-Administrative 100% of single participants are assumed to elect a lifetime monthly annuity. 100% of married participants assumed to elect a 50% Joint and Survivor annuity.

Mortality for annuity conversion basis for PEP account balances and lump sums 417(e)(3) applicable mortality table

Percent married 80% of males; 50% of females

Spouse age Wife three years younger than husband

Plan Name: Upper Peninsula Power Company Retirement Plan
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Cash flow

Timing of benefit payments Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Demographic Assumptions

Mortality – Healthy & Disabled

Separate rates for non-annuitants (based on Pri-2012 “Employees” table without collar or amount adjustments and then projected forward with generational projection using adjusted Scale MP-2021) and annuitants (based on Pri-2012 “Healthy Annuitants” table (participants and beneficiaries combined) without collar or amount adjustments, projected forward with generational projection using adjusted Scale MP-2021. The rate of future mortality improvement at any age for any year beginning on or after the valuation date is capped at 0.78%.

Disability

Rates Varying by Age and Gender
Representative Disability Rates

Percentage assumed to become disabled during the year

Attained Age	Males	Females
20	0.030%	0.040%
25	0.030%	0.050%
30	0.040%	0.060%
35	0.050%	0.080%
40	0.070%	0.100%
45	0.100%	0.150%
50	0.180%	0.260%
55	0.360%	0.490%
60	0.900%	1.210%
65	0.000%	0.000%

Termination

Rates Varying by Age and Gender
Representative Termination Rates

Percentage assumed to leave during the year

Attained Age	Males	Females
25	5.0%	10.0%
30	4.7%	9.4%
35	3.3%	6.7%
40	1.4%	2.7%
45	0.6%	1.2%
50	0.2%	0.5%

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Retirement	55	0.0%	0.0%
	60	0.0%	0.0%
	Rates Varying by Age and Plan Representative Retirement Rates		

Percentage assumed to retire during the year		
Age	Administrative	Non-Administrative
55	5%	5%
56	5%	5%
57	5%	5%
58	15%	20%
59	10%	15%
60	20%	30%
61	20%	40%
62	60%	80%
63	30%	50%
64	50%	50%
65	100%	100%

Methods (for all plans)

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

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Actuarial value of assets for determining minimum required contributions

Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year).

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Decrement Timing Model

Rounded Middle of Year – All decrements are assumed to occur at the middle of the year to approximate the pattern of decrements that occur throughout the year.

In addition, eligibility for benefits, commencement and cessation of benefits, and other commencement factors will reflect the middle of the year timing.

Benefits not valued

All benefits described in the Plan Provisions were valued as described. WTW is not aware of any significant benefits required to be valued that were not.

Sources of Data and Other Information

The plan sponsor with the support of its third party administrator, furnished participant data as of January 1, 2024. Information on assets, contributions and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. In consultations with the Company, the following assumptions were made for missing or apparently inconsistent data elements: for missing beneficiary dates of birth, females were assumed to be 3 years younger than males; for missing beneficiary sexes, male participants were assumed to have a female beneficiary and female participants were assumed to have a male beneficiary; for deferred participants, the benefit commencement date was assumed to be the date the participant reaches age 65.

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We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law all of which are based on observed market data over certain periods of time.
Interest crediting rate	The plan will credit interest to the frozen pension equity plan accounts using the first segment rate defined under the Pension Protection Act for use in determining minimum lump distribution under IRC 417(e)(3). The plan sponsor has selected a single rate. After examining historical variability in this rate, we believe that the selected assumption does not significantly conflict with what would be reasonable based on a combination of market conditions at the measurement date and future expectations consistent with other economic assumptions used.
Annuity conversion rate	The annuity conversion rate is based on the current market rates. After examining historical variability in this rate, we believe that the selected assumption does not significantly conflict with what would be reasonable based on a combination of market conditions at the measurement date and future expectations consistent with other economic assumptions used.
Lump sum conversion rate	Lump sum benefits are valued based on the current market rates. After examining historical variability in this rate, we believe that the selected assumption does not significantly conflict with what would be reasonable based on a combination of market conditions at the measurement date and future expectations consistent with other economic assumptions used.
Rates of increase in compensation, National Average Wages (NAW), and CPI	Assumed increases are based on historical data, current conditions and an estimate of future experience.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding are as prescribed by IRC §430(h).
Disabled Mortality	Assumptions used for funding are as prescribed by IRS §430(h).

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Termination	Termination rates were set several years ago based on historical experience and no significant gains or losses have been observed due to actual termination experience different than expected.
Disability	Disability rates are based on a standard UAW table. Actual experience is not material to set plan-specific rates.
Retirement	Retirement rates were set several years ago based on historical experience and no significant gains or losses have been observed due to actual retirement experience different than expected.
Benefit commencement date for deferred benefits:	
Deferred vested benefit	Deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible.
Form of payment	Retiring Administrative participants are assumed to take a lump sum due to the design of the plan. Retiring Non-Administrative participants are assumed to take a 50% joint and survivor annuity if married and a single life annuity if single. These are the normal forms under the plan.
Marital Assumptions:	
Percent married	The assumed percentage married is based on general population statistics on the marital status of individuals of retirement age.
Spouse age	The assumed age difference for spouses is based on general population statistics of the age difference for married individuals of retirement age.

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.
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Plan Name:	Upper Peninsula Power Company Retirement Plan
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SCHEDULE SB ATTACHMENTS

Changes in Assumptions and Methods

Change in assumptions since prior valuation

- The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC 430.
- The mortality table used to calculate the funding target and target normal cost was updated to use the mortality table from the final regulations, as required by IRC 430.
- The assumption for plan-related expenses added to the target normal cost was changed from \$656,000 for the prior valuation to \$668,000 for the current valuation to account for higher expected expenses to be paid from the trust.

Change in methods since prior valuation

No changes in methods since prior valuation

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions – Upper Peninsula Power Company Retirement Plan

Upper Peninsula Power Company Retirement Plan is closed to new entrants, effective as follows:

- Administrative employees effective January 1, 2008
- Non-Administrative employees effective April 19, 2009

Retirement Program for Administrative Employees

Employees included Except for anyone who is subject to a collective bargaining agreement, an employee became a participant on January 1 or July 1 coincident with or next following the date of completion of one year of eligibility service subject to the provisions concerning closure of the plan to new entrants.

Definitions

Service considered Year of “Eligibility Service” is the twelve month period commencing on the date of hire or rehire, or any plan year in which the employee completes 1,000 or more hours of service.

“Service credit,” to determine eligibility for and the amount of benefits, is determined under the ERISA elapsed-time rules. Service credit will be earned while the employee is receiving benefits from the long-term disability plan sponsored by the company. No additional benefit service will accrue after December 31, 2012.

Compensation considered Total compensation prior to severance from service excluding nonqualified deferred compensation payments, and extraordinary payments. Annual compensation is limited to \$200,000, adjusted in accordance with Internal Revenue Code. Final average pay is the higher of the average of (a) the highest five complete calendar years of pay within the last 10 calendar years preceding severance from service, or (b) total pay for 60 months preceding severance from service. Pay after December 31, 2017 will not be considered in the calculation of final average pay.

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SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Benefit eligibility	5 years of service (3 years for employees who terminate employment on or after January 1, 2008).
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Benefits Payable

Plan Benefit

(a) Benefit payable to a plan participant with 3 years of vesting service.

(b) Total Service Percent is a total of:

9% per year for the first 10 years of service;

plus 12% per year for years 11 through 20;

plus 15% per year for years 21 and thereafter.

For employees hired after December 31, 2000, the service percentages are 9%, 11% and 13%, respectively.

(c) Pension Income (lump-sum form) is equal to Total Service Percent times Final Average Pay.

(d) Minimum benefit is the lump-sum value of the benefit earned through December 31, 2000 under the plan provisions in effect at December 31, 2000.

There will be no additional service or pay increases applied to the plan benefit after December 31, 2012 and December 31, 2017, respectively. Effective January 1, 2018 the frozen accrued benefit will be increased each year until benefit commencement with annual interest credits based on the greater of (a) first segment rate defined under the Pension Protection Act for use in determining minimum lump-sum distributions under IRC 417(e), and (b) the plan's minimum interest crediting rate of 3.05%.

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Pension transition

For employees employed on January 1, 2001:

- (a) Calculated by taking combination of participant's age and service on January 1, 2001.
- (b) Total age plus service is multiplied by 1.35% to arrive at Transition Percent (limited to 115%).

This percent is held constant until retirement or participant leaves the company and will be multiplied by Final Average Pay to determine the Pension Transition amount (payable as a lump sum). The minimum amount is \$50,000 for employees who were at least age 58 and had five years of service at December 31, 2000.

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Pension supplement

To be eligible for the Pension Supplement, participant must be

- (a) employed on January 1, 2001;
- (b) retire after January 1, 2001;
- (c) be at least 55 years of age, and
- (d) have 5 years of service with the company.

The Pension Supplement is payable as a fixed \$800 monthly payment from retirement until age 65, or as a lump sum based on age at retirement and current interest rates.

For employees hired after January 1, 2001, eligibility for the supplement requires the participant to be age 55 with 10 years of service. The Pension Supplement amount is earned at a rate of \$40 per year of service (earned prior to January 1, 2013).

Surviving spouse's benefit

- (a) If the death of a vested participant occurs, the spouse will receive either a single-sum payment or a survivor annuity benefit. If the participant had designated a non-spouse beneficiary and the surviving spouse had consented, the beneficiary will receive a single-sum payment.
- (b) If a participant who was receiving a monthly pension dies, the surviving spouse will receive payment in accordance with the joint and survivor option elected or the remainder of the Pension Equity Account Balance, if any.

Other Plan Provisions

Forms of payment

Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms and actuarial equivalence are as follows:

Normal form of payment

Married participants receive a fully subsidized 50% joint & survivor annuity. The normal form of payment for unmarried participants is a single life annuity.

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Optional forms of payment and conversion factors

Form of Payment	Conversion Factor
Lump Sum	Accrued PEP Balance at time of termination or retirement.
Annuity	PEP balance is converted to an annuity using the Applicable Mortality Table and Applicable Interest Rate.
Life Annuity	Calculated using annuity conversion factor with no further adjustment.
50% Joint and Survivor Annuity	Calculated using annuity conversion factor with no further adjustment unless spouse is more than 5 years younger than participant, in which case additional reductions apply.
75% Joint and Survivor Annuity	Calculated as 96% of life annuity benefit unless spouse is more than 5 years younger than participant, in which case additional reductions apply.
100% Joint and Survivor Annuity	Calculated as 93% of life annuity benefit unless spouse is more than 5 years younger than participant, in which case additional reductions apply.
Unreduced lifetime benefit	Participants whose spouse is greater than 5 years younger can elect to receive the equivalent of the life annuity benefit during their lifetime, with their spouse receiving an actuarially equivalent 50% survivor benefit, calculated using 6% interest and the 1971 Group Annuity Mortality Table.

Additionally, participants who are administrative employees who have joined the plan through a merged prior plan may be entitled to actuarially equivalent benefits in the following forms: single life annuity, 5, 10, or 15-year certain annuity, 25% joint and survivor annuity with or without popup, 50% joint and survivor annuity with or without popup, 66

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2/3% joint and survivor annuity with or without popup, 100% joint and survivor annuity with or without popup.

Pension Increases

None

Plan participants' contributions

None

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining the AFTAP.

Benefits not valued

All benefits described in the Plan Provisions were valued as described. WTW is not aware of any significant benefits to be valued that were not.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in the benefits valued since the prior year.

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SCHEDULE SB ATTACHMENTS

Retirement Program for Non-Administrative Employees

Employees Included An employee represented by Local Union No. 510 of the IBEW became a participant upon completion of one year of service credit subject to the provisions concerning closure of the plan to new entrants.

Definitions

Service considered A year of service is granted for each July 1st through June 30th in which 1,000 hours are worked. In any computation period in which a participant begins, resumes, or terminates employment, 1/12th of a year of credit is given for each complete month worked.

Compensation considered Fixed Monthly Earnings on July 1 of each year.

Eligibility for Benefits

Normal retirement benefit On or after attainment of age 65 or, for an individual who became a participating employee after age 60, on the 4th anniversary of his date of participation.

Early retirement benefit Available upon reaching age 55 with 10 years of service (prior to 1/1/1993: age 45 and 10 years of service).

Deferred vested benefit In the event of termination of employment prior to age 55 and after 10 or more years of service credit. Certain participants are granted a grandfather eligibility of age 45 and 10 years of service.

Surviving spouse benefit In the event of death of an active participant occurring after attainment 5 years of service credit.

In the event of a death of a participant who was receiving a pension under the foregoing paragraphs.

In the event of death of a deferred vested participant who has not commenced the benefit and who has been married for one year as of the date of death dies prior to pension commencement date.

Benefits Payable

Normal retirement benefit The sum of (1) 2% of Monthly Earnings as of 7/1/1980 times years of service prior to 7/1/1980 plus (2) 2% of July 1 fixed Monthly Earnings for each year after 7/1/1980 and prior to 7/1/1999 plus (3) 2.25% of July 1 fixed Monthly Earnings for each year beginning 7/1/1999.

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Early retirement benefit

Monthly pension commencing as of the date designated by the participant or as of the participant's severance from service date, as the case may be, is determined in the same manner as a normal retirement benefit under the Normal Retirement Benefit paragraph above, reduced by 3% per year. Unreduced benefit becomes available upon reaching Rule of 85 for participants as of May 1, 1991.

Deferred vested benefit

Monthly pension payable as of the later of age 55 or the date designated by the employee, but not later than age 65, is determined in the same manner as an early retirement benefit under the Early Retirement Benefit paragraph.

Surviving spouse benefit

The spouse to whom the participant was married to as of the date of his death will receive 50% of the pension determined under the following stipulations. This benefit will be reduced if the spouse is younger than the participant.

If the death occurs after early retirement age, the base benefit is determined under the above Normal Retirement Benefit provisions, as if his date of death was his normal retirement date, based on his service credit and average monthly compensation as of his death. Payable at the later of the date of death or the date the participant would have reached age 55.

If the death occurs prior early retirement age, but after 5 years of service credit and before 10 years of service credit, the base benefit is determined based upon the foregoing paragraph of Normal Retirement Benefit payable at the date the deceased member would have turned age 65.

If the death occurs prior early retirement age, but after 10 years of service credit, the base benefit is determined as the total accrued monthly benefit, without reduction for early commencement. The benefit is payable on the first day of the month following the date of death.

If the death of a participant who was receiving a pension under the foregoing paragraphs, the base benefit is determined as the pension the participant was receiving immediately prior to his death.

If the death of a vested participant occurs prior to his pension commencement date, the base benefit is determined under the foregoing Early Retirement Benefit paragraph based on his service credit. Payable at the date of the participant's death.

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Other Plan Provisions

Lump sum payments Small lump sums will be paid if the value of benefit is \$1,000 or less (\$5,000 prior to March 28, 2005). Lump sums are determined based on interest rates prescribed by the Secretary of the Treasury pursuant to Section 417(e)(3) of the Code.

Normal form of payment Married participants receive a fully subsidized 50% joint & survivor annuity. The normal form of payment for unmarried participants is a single life annuity.

Optional forms of payment and conversion factors Plan participants from the prior Upper Peninsula Power Company Plan are also eligible for the following forms of payment using the option factors shown:

Joint and Survivor Pension Option Factors				
Age of Participant at Retirement	Option			
	<u>100%</u>	<u>75%</u>	<u>66-2/3%</u>	<u>50%</u>
45-49	.93	.95	.95	.96
50-54	.91	.93	.94	.95
55-59	.89	.92	.92	.94
60-64	.86	.89	.90	.92
65 and above	.83	.87	.88	.91

Additional age adjustments apply for participants whose spouse has an age difference of greater than three years, subject to maximum adjustments as outlined in the plan document.

Additionally, Non-Administrative employees who are participants and joined the plan through a merged prior plan may be entitled to actuarially equivalent benefits in the following forms: single life annuity, 5, 10, or 15-year certain annuity, joint and survivor annuity with or without popup.

Pension Increases None

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**Plan participants'
contributions**

None

**Maximum on benefits and
pay**

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining the AFTAP.

Benefits not valued

All benefits described in the Plan Provisions were valued as described. WTW is not aware of any significant benefits to be valued that were not.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in the benefits valued since the prior year.

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Schedule SB, Line 26a Schedule of Active Participant Data as of January 1, 2024

Attained Age	Attained Years of Credited Service ¹										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0	0	0	0	0
35-39	0	0	0	0	6	0	0	0	0	0	6
40-44	0	0	0	1	9	1	0	0	0	0	11
45-49	0	0	2	0	5	2	0	0	0	0	9
50-54	0	0	2	0	6	4	0	0	0	0	12
55-59	0	0	0	1	4	5	0	0	0	0	10
60-64	0	0	0	0	0	1	0	3	0	0	4
65-69	0	0	0	0	0	0	0	0	0	0	0
70 & over	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	4	2	30	13	0	3	0	0	52

¹ Age and service for purposes of determining category are based on exact (not rounded) values.
Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2024
for Non-Administrative Employees

The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age at Retirement	Probability of Survival	Probability of Retirement	Weighted Average
(1)	(2)	(3)	(4)
55	100.00%	5.00%	2.75
56	95.00%	5.00%	2.66
57	90.25%	5.00%	2.57
58	85.74%	20.00%	9.95
59	68.59%	15.00%	6.07
60	58.30%	30.00%	10.49
61	40.81%	40.00%	9.96
62	24.49%	80.00%	12.15
63	4.90%	50.00%	1.54
64	2.45%	50.00%	0.78
65	1.22%	100.00%	0.80
			59.72

Column 2 = Probability of Survival to prior age
times
(1 – Probability of Retirement at prior age)

Column 4 = Age at Retirement (Column 1)
times
Probability of Survival (Column 2)
times
Probability of Retirement (Column 3)

Weighted Average Retirement Age = Sum of Column 4

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2024 for Administrative Employees

The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active administrative participants expected to reach retirement, based on all current decrements assumed.

Age at Retirement	Probability of Survival	Probability of Retirement	Weighted Average
(1)	(2)	(3)	(4)
55	100.00%	5.00%	2.75
56	95.00%	5.00%	2.66
57	90.25%	5.00%	2.57
58	85.74%	15.00%	7.46
59	72.88%	10.00%	4.30
60	65.59%	20.00%	7.87
61	52.47%	20.00%	6.40
62	41.98%	60.00%	15.62
63	16.79%	30.00%	3.17
64	11.75%	50.00%	3.76
65	5.88%	100.00%	3.82
			60.38

Column 2 = Probability of Survival to prior age
times
(1 – Probability of Retirement at prior age)

Column 4 = Age at Retirement (Column 1)
times
Probability of Survival (Column 2)
times
Probability of Retirement (Column 3)

Weighted Average Retirement Age = Sum of Column 4

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Upper Peninsula Power Company
EIN/PN	38-1280574/003
Plan Name	Upper Peninsula Power Company Retirement Plan
Valuation Date	January 1, 2024
Enrolled Actuary	Georgia Louridas
Enrollment Number	23-08034

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions – Upper Peninsula Power Company Retirement Plan

Upper Peninsula Power Company Retirement Plan is closed to new entrants, effective as follows:

- Administrative employees effective January 1, 2008
- Non-Administrative employees effective April 19, 2009

Retirement Program for Administrative Employees

Employees included Except for anyone who is subject to a collective bargaining agreement, an employee became a participant on January 1 or July 1 coincident with or next following the date of completion of one year of eligibility service subject to the provisions concerning closure of the plan to new entrants.

Definitions

Service considered Year of “Eligibility Service” is the twelve month period commencing on the date of hire or rehire, or any plan year in which the employee completes 1,000 or more hours of service.

“Service credit,” to determine eligibility for and the amount of benefits, is determined under the ERISA elapsed-time rules. Service credit will be earned while the employee is receiving benefits from the long-term disability plan sponsored by the company. No additional benefit service will accrue after December 31, 2012.

Compensation considered Total compensation prior to severance from service excluding nonqualified deferred compensation payments, and extraordinary payments. Annual compensation is limited to \$200,000, adjusted in accordance with Internal Revenue Code. Final average pay is the higher of the average of (a) the highest five complete calendar years of pay within the last 10 calendar years preceding severance from service, or (b) total pay for 60 months preceding severance from service. Pay after December 31, 2017 will not be considered in the calculation of final average pay.

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Benefit eligibility 5 years of service (3 years for employees who terminate employment on or after January 1, 2008).

Benefits Payable

Plan Benefit

(a) Benefit payable to a plan participant with 3 years of vesting service.

(b) Total Service Percent is a total of:

9% per year for the first 10 years of service;

plus 12% per year for years 11 through 20;

plus 15% per year for years 21 and thereafter.

For employees hired after December 31, 2000, the service percentages are 9%, 11% and 13%, respectively.

(c) Pension Income (lump-sum form) is equal to Total Service Percent times Final Average Pay.

(d) Minimum benefit is the lump-sum value of the benefit earned through December 31, 2000 under the plan provisions in effect at December 31, 2000.

There will be no additional service or pay increases applied to the plan benefit after December 31, 2012 and December 31, 2017, respectively. Effective January 1, 2018 the frozen accrued benefit will be increased each year until benefit commencement with annual interest credits based on the greater of (a) first segment rate defined under the Pension Protection Act for use in determining minimum lump-sum distributions under IRC 417(e), and (b) the plan's minimum interest crediting rate of 3.05%.

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Pension transition

For employees employed on January 1, 2001:

- (a) Calculated by taking combination of participant's age and service on January 1, 2001.
- (b) Total age plus service is multiplied by 1.35% to arrive at Transition Percent (limited to 115%).

This percent is held constant until retirement or participant leaves the company and will be multiplied by Final Average Pay to determine the Pension Transition amount (payable as a lump sum). The minimum amount is \$50,000 for employees who were at least age 58 and had five years of service at December 31, 2000.

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Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Pension supplement	To be eligible for the Pension Supplement, participant must be (a) employed on January 1, 2001; (b) retire after January 1, 2001; (c) be at least 55 years of age, and (d) have 5 years of service with the company. The Pension Supplement is payable as a fixed \$800 monthly payment from retirement until age 65, or as a lump sum based on age at retirement and current interest rates. For employees hired after January 1, 2001, eligibility for the supplement requires the participant to be age 55 with 10 years of service. The Pension Supplement amount is earned at a rate of \$40 per year of service (earned prior to January 1, 2013).
Surviving spouse's benefit	(a) If the death of a vested participant occurs, the spouse will receive either a single-sum payment or a survivor annuity benefit. If the participant had designated a non-spouse beneficiary and the surviving spouse had consented, the beneficiary will receive a single-sum payment. (b) If a participant who was receiving a monthly pension dies, the surviving spouse will receive payment in accordance with the joint and survivor option elected or the remainder of the Pension Equity Account Balance, if any.

Other Plan Provisions

Forms of payment	Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms and actuarial equivalence are as follows:
Normal form of payment	Married participants receive a fully subsidized 50% joint & survivor annuity. The normal form of payment for unmarried participants is a single life annuity.

Plan Name:	Upper Peninsula Power Company Retirement Plan
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Optional forms of payment and conversion factors

Form of Payment	Conversion Factor
Lump Sum	Accrued PEP Balance at time of termination or retirement.
Annuity	PEP balance is converted to an annuity using the Applicable Mortality Table and Applicable Interest Rate.
Life Annuity	Calculated using annuity conversion factor with no further adjustment.
50% Joint and Survivor Annuity	Calculated using annuity conversion factor with no further adjustment unless spouse is more than 5 years younger than participant, in which case additional reductions apply.
75% Joint and Survivor Annuity	Calculated as 96% of life annuity benefit unless spouse is more than 5 years younger than participant, in which case additional reductions apply.
100% Joint and Survivor Annuity	Calculated as 93% of life annuity benefit unless spouse is more than 5 years younger than participant, in which case additional reductions apply.
Unreduced lifetime benefit	Participants whose spouse is greater than 5 years younger can elect to receive the equivalent of the life annuity benefit during their lifetime, with their spouse receiving an actuarially equivalent 50% survivor benefit, calculated using 6% interest and the 1971 Group Annuity Mortality Table.

Additionally, participants who are administrative employees who have joined the plan through a merged prior plan may be entitled to actuarially equivalent benefits in the following forms: single life annuity, 5, 10, or 15-year certain annuity, 25% joint and survivor annuity with or without popup, 50% joint and survivor annuity with or without popup, 66

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SCHEDULE SB ATTACHMENTS

2/3% joint and survivor annuity with or without popup, 100% joint and survivor annuity with or without popup.

Pension Increases

None

Plan participants' contributions

None

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining the AFTAP.

Benefits not valued

All benefits described in the Plan Provisions were valued as described. WTW is not aware of any significant benefits to be valued that were not.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in the benefits valued since the prior year.

Plan Name: Upper Peninsula Power Company Retirement Plan
EIN / PN: 38-1280574/003
Plan Sponsor: Upper Peninsula Power Company
Valuation Date: January 1, 2024

SCHEDULE SB ATTACHMENTS

Retirement Program for Non-Administrative Employees

Employees Included An employee represented by Local Union No. 510 of the IBEW became a participant upon completion of one year of service credit subject to the provisions concerning closure of the plan to new entrants.

Definitions

Service considered A year of service is granted for each July 1st through June 30th in which 1,000 hours are worked. In any computation period in which a participant begins, resumes, or terminates employment, 1/12th of a year of credit is given for each complete month worked.

Compensation considered Fixed Monthly Earnings on July 1 of each year.

Eligibility for Benefits

Normal retirement benefit On or after attainment of age 65 or, for an individual who became a participating employee after age 60, on the 4th anniversary of his date of participation.

Early retirement benefit Available upon reaching age 55 with 10 years of service (prior to 1/1/1993: age 45 and 10 years of service).

Deferred vested benefit In the event of termination of employment prior to age 55 and after 10 or more years of service credit. Certain participants are granted a grandfather eligibility of age 45 and 10 years of service.

Surviving spouse benefit In the event of death of an active participant occurring after attainment 5 years of service credit.

In the event of a death of a participant who was receiving a pension under the foregoing paragraphs.

In the event of death of a deferred vested participant who has not commenced the benefit and who has been married for one year as of the date of death dies prior to pension commencement date.

Benefits Payable

Normal retirement benefit The sum of (1) 2% of Monthly Earnings as of 7/1/1980 times years of service prior to 7/1/1980 plus (2) 2% of July 1 fixed Monthly Earnings for each year after 7/1/1980 and prior to 7/1/1999 plus (3) 2.25% of July 1 fixed Monthly Earnings for each year beginning 7/1/1999.

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Early retirement benefit

Monthly pension commencing as of the date designated by the participant or as of the participant's severance from service date, as the case may be, is determined in the same manner as a normal retirement benefit under the Normal Retirement Benefit paragraph above, reduced by 3% per year. Unreduced benefit becomes available upon reaching Rule of 85 for participants as of May 1, 1991.

Deferred vested benefit

Monthly pension payable as of the later of age 55 or the date designated by the employee, but not later than age 65, is determined in the same manner as an early retirement benefit under the Early Retirement Benefit paragraph.

Surviving spouse benefit

The spouse to whom the participant was married to as of the date of his death will receive 50% of the pension determined under the following stipulations. This benefit will be reduced if the spouse is younger than the participant.

If the death occurs after early retirement age, the base benefit is determined under the above Normal Retirement Benefit provisions, as if his date of death was his normal retirement date, based on his service credit and average monthly compensation as of his death. Payable at the later of the date of death or the date the participant would have reached age 55.

If the death occurs prior early retirement age, but after 5 years of service credit and before 10 years of service credit, the base benefit is determined based upon the foregoing paragraph of Normal Retirement Benefit payable at the date the deceased member would have turned age 65.

If the death occurs prior early retirement age, but after 10 years of service credit, the base benefit is determined as the total accrued monthly benefit, without reduction for early commencement. The benefit is payable on the first day of the month following the date of death.

If the death of a participant who was receiving a pension under the foregoing paragraphs, the base benefit is determined as the pension the participant was receiving immediately prior to his death.

If the death of a vested participant occurs prior to his pension commencement date, the base benefit is determined under the foregoing Early Retirement Benefit paragraph based on his service credit. Payable at the date of the participant's death.

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Other Plan Provisions

Lump sum payments Small lump sums will be paid if the value of benefit is \$1,000 or less (\$5,000 prior to March 28, 2005). Lump sums are determined based on interest rates prescribed by the Secretary of the Treasury pursuant to Section 417(e)(3) of the Code.

Normal form of payment Married participants receive a fully subsidized 50% joint & survivor annuity. The normal form of payment for unmarried participants is a single life annuity.

Optional forms of payment and conversion factors Plan participants from the prior Upper Peninsula Power Company Plan are also eligible for the following forms of payment using the option factors shown:

Joint and Survivor Pension Option Factors				
Age of Participant at Retirement	Option			
	<u>100%</u>	<u>75%</u>	<u>66-2/3%</u>	<u>50%</u>
45-49	.93	.95	.95	.96
50-54	.91	.93	.94	.95
55-59	.89	.92	.92	.94
60-64	.86	.89	.90	.92
65 and above	.83	.87	.88	.91

Additional age adjustments apply for participants whose spouse has an age difference of greater than three years, subject to maximum adjustments as outlined in the plan document.

Additionally, Non-Administrative employees who are participants and joined the plan through a merged prior plan may be entitled to actuarially equivalent benefits in the following forms: single life annuity, 5, 10, or 15-year certain annuity, joint and survivor annuity with or without popup.

Pension Increases None

Plan Name: Upper Peninsula Power Company Retirement Plan
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**Plan participants'
contributions**

None

**Maximum on benefits and
pay**

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining the AFTAP.

Benefits not valued

All benefits described in the Plan Provisions were valued as described. WTW is not aware of any significant benefits to be valued that were not.

Future Plan Changes

No future plan changes were recognized in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in the benefits valued since the prior year.

Plan Name: Upper Peninsula Power Company Retirement Plan
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Plan Name	UPPER PENINSULA POWER COMPANY EMPLOYEE BENEFIT PLAN
Plan Sponsor EIN	38-1280574
ERISA Plan #	#003
Plan Year Ending	12/31/2024

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	X