

United States

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended:

December 31, 2023

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File No.	Name of Registrant, State of Incorporation, Address of Principal Executive Offices, and Telephone No.	IRS Employer Identification No.
000-49965	MGE Energy, Inc. (a Wisconsin Corporation) 133 South Blair Street Madison, Wisconsin 53788 (608) 252-7000 mgeenergy.com	39-2040501
000-1125	Madison Gas and Electric Company (a Wisconsin Corporation) 133 South Blair Street Madison, Wisconsin 53788 (608) 252-7000 mge.com	39-0444025

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

	Title of Class	Trading Symbol	Name of Each Exchange on which Registered
MGE Energy, Inc.	Common Stock, \$1 Par Value Per Share	MGEE	The NASDAQ Stock Market

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

	Title of Class
Madison Gas and Electric Company	Common Stock, \$1 Par Value Per Share

Indicate by check mark if the registrants are well-known seasoned issuers, as defined in Rule 405 of the Securities Act.

MGE Energy, Inc. Yes ☒ No ☐

Madison Gas and Electric Company Yes ☒ No ☐

Indicate by check mark if the registrants are not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

MGE Energy, Inc. Yes ☐ No ☒

Madison Gas and Electric Company Yes ☐ No ☒

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports) and (2) have been subject to such filing requirements for the past 90 days.

MGE Energy, Inc. Yes ☒ No ☐

Madison Gas and Electric Company Yes ☒ No ☐

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrants were required to submit such files):

MGE Energy, Inc. Yes ☒ No ☐

Madison Gas and Electric Company Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

	Large Accelerated Filer	Accelerated Filer	Non-accelerated Filer	Smaller Reporting Company	Emerging Growth Company
MGE Energy, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Madison Gas and Electric Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If an emerging growth company, indicate by checkmark if the registrants have elected not to use the extended transition period for complying with any new or revised financial reporting standards provided pursuant to Section 13(a) of the Exchange Act.

MGE Energy, Inc. ☐

Madison Gas and Electric Company ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

MGE Energy, Inc. ☒

Madison Gas and Electric Company ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

MGE Energy, Inc. ☐

Madison Gas and Electric Company ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

MGE Energy, Inc. ☐

Madison Gas and Electric Company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

MGE Energy, Inc. Yes ☐ No ☒

Madison Gas and Electric Company Yes ☐ No ☒

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of each registrant as of June 30, 2023 was as follows:

MGE Energy, Inc.	\$2,854,990,012
Madison Gas and Electric Company	\$0

The number of shares outstanding of each registrant's common stock as of January 31, 2024, were as follows:

MGE Energy, Inc.	36,168,310
Madison Gas and Electric Company	17,347,894

DOCUMENTS INCORPORATED BY REFERENCE

Portions of MGE Energy, Inc.'s definitive proxy statement to be filed before April 29, 2024, relating to its annual meeting of shareholders, are incorporated by reference into Part III of this annual report on Form 10-K.

Madison Gas and Electric Company meets the conditions set forth in General Instruction (I)(1)(a) and (b) of Form 10-K and is therefore omitting (i.) the information otherwise required by Item 601 of Regulation S-K relating to a list of subsidiaries of the registrant as permitted by General Instruction (I)(2)(b), (ii.) the information otherwise required by Item 10 relating to Directors and Executive Officers as permitted by General Instruction (I)(2)(c), (iii.) the information otherwise required by Item 11 relating to Executive Compensation as permitted by General Instruction (I)(2)(c), (iv.) the information otherwise required by Item 12 relating to Security Ownership of Certain Beneficial Owners and Management as permitted by General Instruction (I)(2)(c), and (v.) the information otherwise required by Item 13 relating to Certain Relationships and Related Transactions as permitted by General Instruction (I)(2)(c).

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Filing Format

This combined Form 10-K is being filed separately by MGE Energy, Inc. (MGE Energy) and Madison Gas and Electric Company (MGE). MGE is a wholly owned subsidiary of MGE Energy and represents a majority of its assets, liabilities, revenues, expenses, and operations. Thus, all information contained in this report relates to, and is filed by, MGE Energy. Information that is specifically identified in this report as relating solely to MGE Energy, such as its financial statements and information relating to its nonregulated business, does not relate to, and is not filed by, MGE. MGE makes no representation as to that information. The terms "we" and "our," as used in this report, refer to MGE Energy and its consolidated subsidiaries, unless otherwise indicated.

Forward-Looking Statements

This report, and other documents filed by MGE Energy and MGE with the Securities and Exchange Commission (SEC) from time to time, contain forward-looking statements that reflect management's current assumptions and estimates regarding future performance and economic conditions—especially as they relate to economic conditions, future load growth, revenues, expenses, capital expenditures and rate recovery, financial resources, regulatory matters, and the scope and expense associated with future environmental regulation. These forward-looking statements are made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Words such as "believe," "expect," "anticipate," "estimate," "could," "should," "intend," "will," "commit," "target," and other similar words, and words relating to goals, targets and projections, generally identify forward-looking statements. Both MGE Energy and MGE caution investors that these forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those projected, expressed, or implied.

The factors that could cause actual results to differ materially from the forward-looking statements made by a registrant include (a) those factors discussed in Item 1A. Risk Factors, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, and Item 8. Financial Statements and Supplementary Data, Footnote 16. Commitments and Contingencies, and (b) other factors discussed herein and in other filings made by that registrant with the SEC.

Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this report. MGE Energy and MGE undertake no obligation to release publicly any revision to these forward-looking statements to reflect events or circumstances after the date of this report, except as required by law.

Where to Find More Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and other information with the SEC. The SEC maintains an internet site at www.sec.gov that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. MGE Energy maintains a website at mgeenergy.com, and MGE maintains a website at mge.com. Copies of the reports and other information that we file with the SEC may be obtained from our websites free of charge. Information contained on MGE Energy's and MGE's websites shall not be deemed incorporated into, or to be a part of, this report.

Definitions, Abbreviations, and Acronyms Used in the Text and Notes of this Report

Abbreviations, acronyms, and definitions used in the text and notes of this report are defined below.

MGE Energy and Subsidiaries:

CWDC	Central Wisconsin Development Corporation
MAGAEL	MAGAEL, LLC
MGE	Madison Gas and Electric Company
MGE Energy	MGE Energy, Inc.
MGE Power	MGE Power, LLC
MGE Power Elm Road	MGE Power Elm Road, LLC
MGE Power West Campus	MGE Power West Campus, LLC
MGE Services	MGE Services, LLC
MGE State Energy Services	MGE State Energy Services, LLC
MGE Transco	MGE Transco Investment, LLC
MGEE Transco	MGEE Transco, LLC
North Mendota	North Mendota Energy & Technology Park, LLC

Other Defined Terms:

2017 Tax Act	Tax Cuts and Jobs Act of 2017
2020 Plan	MGE Energy's 2020 Performance Unit Plan
2021 Incentive Plan	MGE Energy's 2021 Long-Term Incentive Plan
AFUDC	Allowance for Funds Used During Construction
ANR	ANR Pipeline
ARO	Asset Retirement Obligation
ATC	American Transmission Company LLC
ATC Holdco	ATC Holdco, LLC
Badger Hollow I	Badger Hollow I Solar Farm
Badger Hollow II	Badger Hollow II Solar Farm
BART	Best Available Retrofit Technology
Blount	Blount Station
BTA	Best Technology Available
CA	Certificate of Authority
CASAC	Clean Air Scientific Advisory Committee
CBP	United States Customs and Border Patrol
CCR	Coal Combustion Residual
CO ₂	Carbon Dioxide
codification	Financial Accounting Standards Board Accounting Standards Codification
Columbia	Columbia Energy Center
Cooling degree days (CDD)	Measure of the extent to which the average daily temperature is above 65 degrees Fahrenheit, which is considered an indicator of possible increased demand for energy to provide cooling
COVID-19	Coronavirus Disease 2019 and its variants
COSO	Committee of Sponsoring Organizations
CSAPR	Cross-State Air Pollution Rule
CWA	Clean Water Act
D.C. Circuit	United States Court of Appeals for the District of Columbia Circuit
Darien	Darien Solar Energy Center
Dth	Dekatherms
EEl	Edison Electric Institute
ELG	Effluent Limitations Guidelines
Elm Road Units	Elm Road Generating Station
EPA	United States Environmental Protection Agency
ERM	Enterprise Risk Management
EV	Electric vehicles
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
Forward Wind	Forward Wind Energy Center
FTR	Financial Transmission Rights
GAAP	Generally Accepted Accounting Principles
GHG	Greenhouse Gas
heating degree days (HDD)	Measure of the extent to which the average daily temperature is below 65 degrees Fahrenheit, which is considered an indicator of possible increased demand for energy to provide heating
High Noon	High Noon Solar Project
ICF	Insurance Continuance Fund

IPCC	Intergovernmental Panel on Climate Change
IRA	Inflation Reduction Act
IRS	Internal Revenue Service
Koshkonong	Koshkonong Solar Energy Center
kVA	Kilovolt Ampere
KW	Kilowatt, a measure of electric energy generating capacity
kWh	Kilowatt-hour
MISO	Midcontinent Independent System Operator, Inc. (a regional transmission organization)
MW	Megawatt
MWh	Megawatt-hour
NAAQS	National Ambient Air Quality Standards
Nasdaq	The Nasdaq Stock Market
NERC	North American Electric Reliability Corporation
NNG	Northern Natural Gas Company
NOx	Nitrogen Oxides
NYSE	New York Stock Exchange
O'Brien	O'Brien Solar Fields
OSCE	State of Wisconsin's Office of Sustainability and Clean Energy
Paris	Paris Solar and Battery Park
Paris Agreement	Paris Agreement under the United Nations Framework Convention on Climate Change
PCAOB	Public Company Accounting Oversight Board
PCBs	Polychlorinated Biphenyls
PFAS	Polyfluoroalkyl substances
the Petition	Petition for Judicial Review of Agency Action
PGA	Purchased Gas Adjustment clause
PM	Particulate Matter
PPA	Purchased power agreement
PSCW	Public Service Commission of Wisconsin
REC	Renewable Energy Credit
Red Barn	Red Barn Wind Farm
RER	Renewable Energy Rider
ROE	Return on Equity
RTO	Regional Transmission Organization
Saratoga	Saratoga Wind Farm
SEC	Securities and Exchange Commission
SIP	State Implementation Plan
SO2	Sulfur Dioxide
SOFR	Secured Overnight Funding Rate
the State	State of Wisconsin
Stock Plan	Direct Stock Purchase and Dividend Reinvestment Plan of MGE Energy
Two Creeks	Two Creeks Solar Farm
UFLPA	Uyghur Forced Protection Act
UW	University of Wisconsin at Madison
VIE	Variable Interest Entity
WCCF	West Campus Cogeneration Facility
WDNR	Wisconsin Department of Natural Resources
WEPCO	Wisconsin Electric Power Company, a subsidiary of WEC Energy Group, Inc.
West Riverside	West Riverside Energy Center in Beloit, Wisconsin
working capital	Current assets less current liabilities
WOTUS	Waters of the United States
WPDES	Wisconsin Pollutant Discharge Elimination System
WPL	Wisconsin Power and Light Company, a subsidiary of Alliant Energy Corporation
WPSC	Wisconsin Public Service Corporation
WRO	Withhold Release Order
WRERA	Worker, Retiree and Employer Recovery Act of 2008
XBRL	eXtensible Business Reporting Language

PART I.

Item 1. Business.

MGE Energy operates in the following business segments:

- Regulated electric utility operations – generating, purchasing, and distributing electricity through MGE.
- Regulated gas utility operations – purchasing and distributing natural gas through MGE.
- Nonregulated energy operations – owning and leasing electric generating capacity that assists MGE through MGE Energy's wholly owned subsidiaries MGE Power Elm Road and MGE Power West Campus.
- Transmission investments – representing our investment in American Transmission Company LLC, a company engaged in the business of providing electric transmission services primarily in Wisconsin, and our investment in ATC Holdco LLC, a company created to facilitate out-of-state electric transmission development and investments.
- All other – investing in companies and property that relate to the regulated operations and financing the regulated operations, through its wholly owned subsidiaries CWDC, MAGAEL, North Mendota, and Corporate functions.

MGE's utility operations represent a majority of the assets, liabilities, revenues, expenses, and operations of MGE Energy. MGE Energy's nonregulated energy operations currently include an undivided interest in two coal-fired generating units located in Oak Creek, Wisconsin, which we refer to as the Elm Road Units, and an undivided interest in a cogeneration facility located on the Madison campus of the University of Wisconsin, which we refer to as the West Campus Cogeneration Facility or WCCF.

As a public utility, MGE is subject to regulation by the PSCW and the FERC. The PSCW has authority to regulate most aspects of MGE's business including rates, accounts, issuance of securities, and plant siting. The PSCW also has authority over certain aspects of MGE Energy as a holding company of a public utility. FERC has jurisdiction, under the Federal Power Act, over certain accounting practices and certain other aspects of MGE's business.

MGE Energy's subsidiaries are also subject to regulation under local, state, and federal laws regarding air and water quality and solid waste disposal. See "Environmental" below.

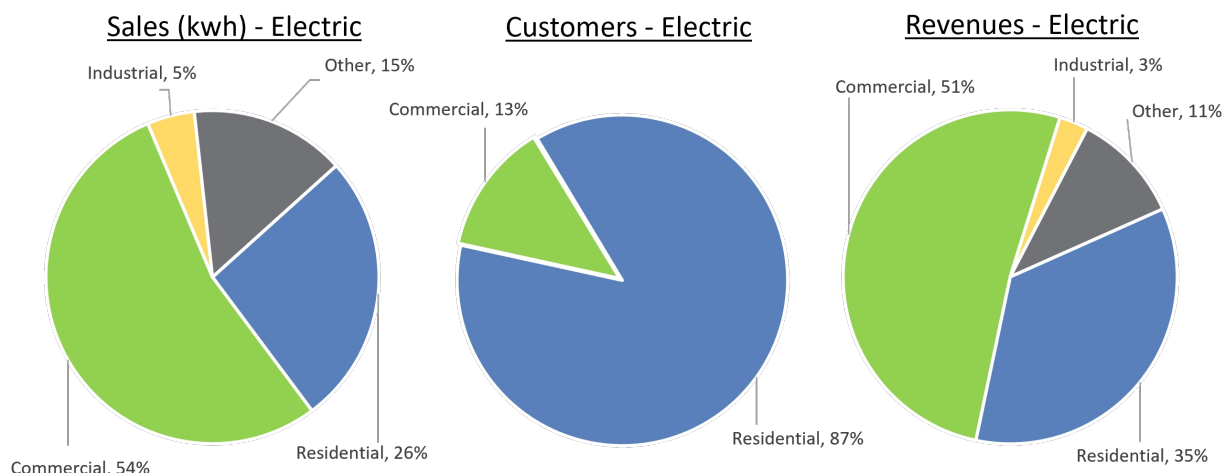
MGE Energy was organized as a Wisconsin corporation in 2001. MGE was organized as a Wisconsin corporation in 1896. Our principal offices are located at 133 South Blair Street, Madison, Wisconsin 53788, and our telephone number is (608) 252-7000.

Electric Utility Operations

MGE distributes electricity in a service area covering a 264 square-mile area of Dane County, Wisconsin. The service area includes the city of Madison, Wisconsin. It owns or leases ownership interests in electric generation facilities located in Wisconsin and Iowa.

As of December 31, 2023, MGE supplied electric service to approximately 163,000 customers, with approximately 90% located in the cities of Fitchburg, Madison, Middleton, and Monona and 10% in adjacent areas.

Electric sales, customers, and revenues for 2023 were comprised of the following:



Electric operations accounted for approximately 71%, 65%, and 69% of MGE's total 2023, 2022, and 2021 regulated revenues, respectively.

See Item 2. Properties for a description of MGE's electric utility plant.

MGE is registered with North American Electric Reliability Corporation (NERC) and one regional entity, the Midwest Reliability Organization. The essential purposes of these entities are to develop and implement regional and NERC reliability standards and determine compliance with those standards, including enforcement mechanisms.

Transmission

American Transmission Company LLC (ATC) was formed by Wisconsin-based utilities who were required by Wisconsin law to contribute their transmission facilities to it in 2001 and is owned by those utilities and their affiliates. ATC's purpose is to provide reliable, economic transmission service to all customers in a fair and equitable manner. ATC plans, constructs, operates, maintains, and expands transmission facilities that it owns to provide adequate and reliable transmission of power. ATC is regulated by FERC for all rate terms and conditions of service. ATC is also regulated by the PSCW for some aspects of its governance and is a transmission-owning member of the MISO.

Regional Transmission Organizations (RTO)

MISO

MGE is a nontransmission owning member of MISO. MISO, a FERC-approved RTO, is responsible for monitoring the electric transmission system that delivers power from generating plants to wholesale power customers. MISO's role is to ensure equal access to the transmission system and to maintain or improve electric system reliability across 15 U.S. states and the Canadian province of Manitoba.

MISO operates a bid-based energy market. MGE offers substantially all of its generation to the MISO market and purchases its electric supply, or load requirement from the MISO market in accordance with the MISO tariff. MGE also participates in the ancillary services market operated by MISO, which is an extension of the existing energy market. Through the operation of the ancillary services market, MISO provides the reserves for MGE's load, and MGE may offer to sell reserves from its generating units.

MGE participates in the MISO capacity auction, which provides a forum for buyers and sellers of planning resource credits to interact. Load serving entities such as MGE may participate in the capacity auction to obtain the necessary aggregate planning resource credits needed to meet their planning reserve margin requirement established by the PSCW. Generator owners may participate to sell any excess aggregate planning resource credits.

Fuel supply and generation

MGE satisfies its customers' electric demand with internal generation and purchased power. MGE's current fuel mix for generation fluctuates from year-to-year due to fuel pricing in the market, generating unit availability, weather, and customer demand. MGE has a responsibility to its customers to dispatch the lowest cost generation available pursuant to regulatory requirements.

MGE's electric energy delivery requirements were satisfied from the following fuel sources:

(in MWh)	2023	2022	2021
Coal ^(a)	1,359,691	1,219,793	1,797,017
Natural gas	566,972	539,265	405,696
Renewable sources ^(b)	715,369	759,194	581,374
Fuel oil	544	475	884
Purchased power - other ^{(c)(d)}	744,120	919,052	726,008
Total fuel sources	3,386,696	3,437,779	3,510,979
Adjusted total fuel sources ^(d)	3,643,267	3,741,207	3,743,743

- (a) In 2023, MGE used more coal generation for electric supply, compared with 2022. Generation sources change based on lowest cost generation available. MGE continues to drive its commitment to achieve our emission reduction goals through the continuing addition of renewable generation and its transition plan to eliminate coal as a fuel source.
- (b) Includes both internal generation and purchased power.
- (c) Includes third-party purchased power and MISO market activity. A significant percentage of MGE's electric supply comes from internal generation sources. MGE supplements this internal generation with long-term purchase power agreements and spot purchases in the MISO market.
- (d) The MISO market consists of two energy markets, the Day-ahead market and the Real-time market. The table above nets purchases and sales within the same hour in the two MISO markets. For the years ended December 31, 2023, 2022, and 2021, the amount netted between Day-ahead and the Real-time MISO markets was 256,571 MWh, 303,428 MWh, and 232,764 MWh, respectively. These amounts are reflected in "Adjusted total fuel sources."

MGE is working toward a more sustainable future for the benefit of its investors, employees, customers and the broader community. MGE is targeting net-zero carbon electricity by 2050 and MGE has committed to achieving carbon reductions of at least 80% by 2030 (from 2005 levels).

MGE's carbon reduction goals are aligned with those of the scientific community, specifically the Intergovernmental Panel on Climate Change (IPCC) and its recommendation of limiting global temperature increases to 1.5 degrees Celsius above pre-industrial levels. In 2020, the University of Wisconsin-Madison's Nelson Institute for Environmental Studies released its analysis of MGE's goal of reaching net-zero carbon electricity by 2050. The IPCC modeling available suggested that by 2050, emissions from electricity generation in industrialized countries should be 87% to 99% lower than the 2005 baseline. The analysis determined that our 2050 goal is in line with model benchmarks to limit global warming to 1.5 degrees Celsius above pre-industrial levels.

MGE is working to achieve a more sustainable energy future using the best, most cost-effective technologies as they become available. MGE's future path to achieve its target of 80% carbon reduction by 2030 (from 2005 levels) is based on the transition away from coal and the addition of new renewable generation to reach our ultimate target of net-zero carbon by 2050. MGE already has taken action toward its goals:

- Transition away from coal - MGE and the other co-owners of Columbia, a two-unit coal-fired generation facility, intend to retire Unit 1 and Unit 2 by June 2026. MGE currently owns 19% of the facility. Final timing and retirement dates are subject to change depending on operational, regulatory, and other factors. By 2027, with the planned retirement of both units at Columbia, MGE will have eliminated approximately two-thirds of the company's current coal-fired generation capacity. MGE's remaining use of coal is expected to be further reduced as the Elm Road Units transition to natural gas. MGE is a minority owner of the coal-fired Elm Road Generating Station. Transition plans and costs will be subject to PSCW approval. By the end of 2030, MGE expects coal to be used only as a backup fuel at the Elm Road Units. This transition will help MGE meet its 2030 carbon reduction goal. By the end of 2032, MGE expects that the Elm Road Units will be fully transitioned away from coal, which will eliminate coal as an owned generation source for MGE.

- Renewable generation - Our solar, wind, and battery storage projects are a major step toward deep decarbonization and greater use of clean energy sources in pursuit of our net-zero carbon goal. Additionally, MGE seeks to reduce its use of fossil fuels and work to help customers with energy efficiency and electrification, including the electrification of transportation.

Since 2015, MGE has added 196 MW of solar and 93 MW of wind generation facilities to its electric renewable generation portfolio. See Item 2. Properties below for further information on these facilities. MGE offers cost-effective renewable energy solutions to customers, including the Renewable Energy Rider (RER) and Shared Solar Program, using a portion of this renewable capacity. These programs are described further below. The following includes renewable energy projects expected to be completed or proposed to be completed, and MGE's share of capacity.

Year of Commercial Operation	Project	Ownership Interest	Source	Share of Generation/Battery Storage
2024	Tyto Solar ^(a) - Online February 2024	100%	Solar	6 MW
	Paris	10%	Solar	20 MW
	Darien ^(b)	10%	Solar	25 MW
	Strix Solar ^(a)	100%	Solar	6 MW
2025	Paris	10%	Battery	11 MW
2026	Koshkonong ^(b)	10%	Solar	30 MW
	High Noon – proposed ^(c)	10%	Solar	30 MW

- (a) Project located within MGE service territory.
- (b) 24 MW of battery storage has been approved by the PSCW as part of these projects, but is not included in the forecasted capital expenditures for 2024 through 2028. MGE will continue to evaluate timing, cost, and feasibility of the installation of battery storage.
- (c) A filed application is pending approval by the PSCW. 16.5 MW of battery storage has been proposed as part of this project, but is not included in the forecasted capital expenditures for 2024 through 2028. MGE will continue to evaluate timing, cost, and feasibility of the installation of battery storage.

MGE is partnering with the co-owners of Columbia to construct a compressed carbon dioxide long-duration energy storage system, known as the Columbia Energy Storage project. The 20 MW project was selected for a grant from the U.S Department of Energy. If the Columbia Energy Storage project is approved by the PSCW, the project would be the first of its kind in the United States.

MGE is working to achieve a more sustainable energy future by investing in cost-effective renewable generation and innovative new technologies and services for customers. MGE has emphasized this innovation by developing customer programs to address climate change and encourage our customers to use clean energy. Our RER and Shared Solar programs reduce MGE's carbon emissions while providing customers the ability to purchase renewable energy to meet their energy needs, and we have been working on many fronts in the community to further the electrification of transportation.

Renewable Energy Rider (RER) – Under this program, MGE partners with large energy users, primarily governmental entities, on customized renewable energy solutions. MGE owns the generation assets and RER customers are billed a contractual renewable resource rate (as approved by the PSCW) for all costs associated with the construction and ongoing operations of the renewable generation facility. MGE has developed approximately 42 MW of solar generation under the RER program.

Shared Solar Program – This program provides an option for residential and small business customers to power their household or business with locally generated solar energy for up to half of their annual energy use. The first solar array associated with this program, owned by MGE, became operational in 2017 for 500 KW capacity. MGE expanded the program by completing construction of a second solar facility (Morey Field), which added 3.5 MW of capacity to the program.

Electrifying transportation - The electrification of transportation is a key strategy for reducing carbon emissions. MGE has established a network of more than 50 charging stations, powered by renewable energy, serving the growing number of electric vehicles (EV) in our service area. An EV fast charging hub features some of the most powerful EV chargers in the Midwest. Charge@Home, MGE's home EV charging program,

makes it easy for EV drivers to charge efficiently and conveniently. We have continued to add EVs to our fleet and are targeting 100% all-electric or plug-in hybrid light-duty vehicles by 2030. Additionally, we are working with the City of Madison to further the electrification of its vehicles and buses. The City of Madison currently has a goal of 100% electric buses used for its' new Bus Rapid Transit system located in the downtown region.

- **Natural gas as a fuel source** - As part of MGE's continued energy transition plan, MGE plans to invest in additional natural gas plants and storage facilities. These power sources are vital to the success of our carbon reduction goals as they will provide reliable energy to dependably serve demand, while MGE continues to build out its renewable generation infrastructure and complete its full transition away from coal. In early 2023, MGE purchased 25 MW in the West Riverside Energy Center, a highly efficient, state-of-the-art natural gas-fired plant in Beloit, Wisconsin. In fall 2023, MGE requested approval from the PSCW to purchase an additional 25 MW of capacity in West Riverside. The closing and actual transfer of ownership is expected to occur in June 2024. Natural gas has lower carbon emission rates compared to coal-fired generation. The reliable energy supply provided by West Riverside plant will help MGE to retire the Columbia coal-fired facility. MGE has additional investments in natural gas generators planned for the future to ensure adequate dispatchable capacity requirements are met.

Generation sources

MGE receives electric generation supply from coal-fired, gas-fired, and renewable energy sources. These sources include owned facilities as well as facilities leased from affiliates and accounted for under our nonregulated energy operations. See Item 2. Properties for more information regarding these generation sources, including location, capacity, ownership or lease arrangement, and fuel source. See "Nonregulated Energy Operations" below for more information regarding generating capacity leased to MGE by MGE Energy's nonregulated subsidiaries.

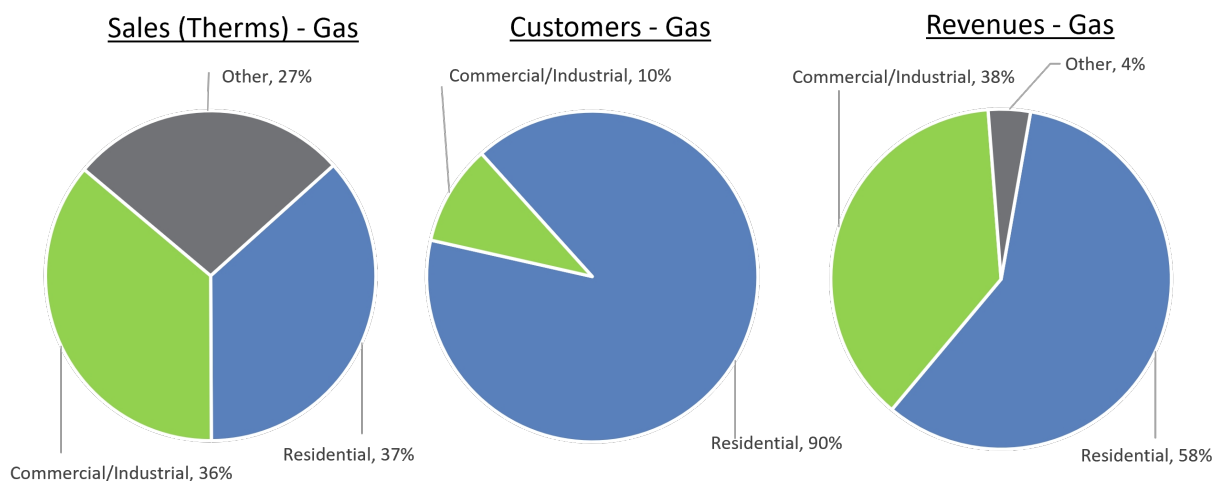
Purchased power

MGE enters into short- and long-term purchase power commitments with third parties to meet a portion of its anticipated electric energy supply needs. As of December 31, 2023, MGE has 30 MW of a renewable purchase power commitment for each of the next four years.

Gas Utility Operations

MGE transports and distributes natural gas in a service area covering 1,684 square miles in seven south-central Wisconsin counties. The service area includes the city of Madison, Wisconsin and surrounding areas.

As of December 31, 2023, MGE supplied natural gas service to approximately 176,000 customers in the cities of Elroy, Fitchburg, Lodi, Madison, Middleton, Monona, Prairie du Chien, Verona, and Viroqua; 25 villages; and all or parts of 50 townships. Gas sales, customers, and revenues for 2023 were comprised of the following:



Gas operations accounted for approximately 29%, 35%, and 31% of MGE's total 2023, 2022, and 2021 regulated revenues, respectively.

MGE can curtail gas deliveries to interruptible customers. These are customers who agree to reduce their load in the case of an emergency interruption. Approximately 3% of retail gas deliveries in 2023, 2022 and 2021 were to interruptible customers.

Environmental Initiatives - Natural gas distribution

Building upon our long-standing commitment to providing affordable, sustainable energy, MGE has set a goal to achieve net-zero methane emissions from its natural gas distribution system by 2035. If MGE can accelerate plans to achieve net-zero methane emissions from its natural gas system—through the evolution of new technologies, such as renewable natural gas—it will. MGE is working to reduce overall emissions from its natural gas distribution system cost-effectively as quickly as possible.

Gas supply

MGE has physical interconnections with ANR Pipeline Company (ANR) and Northern Natural Gas Company (NNG). MGE's primary service territory, which includes Madison and the surrounding area, receives deliveries at one NNG and four ANR gate stations. MGE's outlying territory receives deliveries at NNG gate stations located in Elroy, Prairie du Chien, Viroqua, and Crawford County. Interconnections with two major pipelines provide competition in interstate pipeline service and a more reliable and economical gas supply mix, which includes gas from Canada and the mid-continent and Gulf Coast regions of the United States.

During the winter months, when customer demand is high, MGE is primarily concerned with meeting its obligation to customers. MGE meets customer demand by using firm supplies under contracts finalized before the heating season, supplies in storage (injected during the summer), and other firm supplies purchased during the winter period.

By contract, a total of approximately 6.5 million Dth of gas can be injected into ANR's storage fields in Michigan from April 1 through October 31. These gas supplies are then available for withdrawal during the subsequent heating season, November 1 through March 31. Using storage allows MGE to buy gas supplies during the summer season, when prices are normally lower, and withdraw these supplies during the winter season, when prices are typically higher. Storage also gives MGE more flexibility in meeting daily load fluctuations.

MGE's contracts for firm transportation service of gas include winter maximum daily quantities of:

- 185,650 Dth (including 116,078 Dth of storage withdrawals) on ANR.
- 81,453 Dth on NNG.

Nonregulated Energy Operations

MGE Energy, through our subsidiaries, has developed generation sources that assist MGE in meeting the electricity needs of our customers. These sources consist of the Elm Road Units and the WCCF, which are owned by subsidiaries of MGE Energy and leased to MGE. See Item 2. Properties for a description of these facilities, their joint owners, and the related lease arrangements.

Transmission Investments

ATC owns and operates electric transmission facilities primarily in Wisconsin. MGE received an interest in ATC when it, like other Wisconsin electric utilities, contributed its electric transmission facilities to ATC as required by Wisconsin law. That interest is presently held by MGE Transco, a wholly-owned subsidiary of MGE Energy. As of December 31, 2023, MGE Transco held a 3.6% ownership interest in ATC.

In 2016, ATC Holdco was formed by several of the members of ATC, including MGE Energy, to explore electric transmission development and investments outside of Wisconsin, which typically have long development and investment lead times before becoming operational. MGE Energy's ownership interest in ATC Holdco is held by MGEE Transco, a wholly-owned subsidiary. As of December 31, 2023, MGEE Transco held a 4.4% ownership interest in ATC Holdco.

Environmental

MGE Energy and MGE are subject to frequently changing local, state, and federal regulations concerning air quality, water quality, land use, threatened and endangered species, hazardous materials handling, and solid

waste disposal. These regulations affect the manner in which we conduct our operations, the costs of those operations, as well as capital and operating expenditures. Regulatory initiatives, proposed rules, and court challenges to adopted rules, have the potential to have a material effect on our capital expenditures and operating costs. In addition to the regulations discussed below, MGE continues to track state and federal initiatives such as potential state and federal regulations governing surface water and/or groundwater containing per- and polyfluoroalkyl substances (PFAS), potential changes to regulations governing polychlorinated biphenyl (PCB), potential changes to air and water standards, and potential climate change legislation.

In February 2021, MGE and the other co-owners of Columbia announced plans to retire that facility. The co-owners intend to retire Unit 1 and Unit 2 by June 2026. Final timing and unit retirement dates are subject to change depending on operational, regulatory, and other factors. Effects of the environmental compliance requirements discussed below will depend upon the final Columbia retirement dates approved, applicable regulations at that time, and required compliance dates.

Water Quality

Effluent Limitations Guidelines and Standards for Steam Electric Power Generating Point Source Category

The EPA's promulgated water Effluent Limitations Guidelines (ELG) and standards for steam electric power plants focus on the reduction of metals and other pollutants in wastewater from new and existing power plants. MGE's Columbia plant and Elm Road Units are subject to this rule. In March 2023, the EPA published a proposed update to this rule that would further regulate the wastewater discharges associated with coal-fired power plants. The proposed rule focuses on wastewater discharges from flue gas desulfurization, bottom ash transport water, and combustion residual leachate.

See Footnote 16.a. of the Notes to the Consolidated Financial Statements in this Report for further discussion of compliance plans for Columbia and the Elm Road Units. Based on previous treatment of environmental compliance projects, management believes that any compliance costs will be recovered in future rates.

Cooling Water Intake Rules (Section 316(b))

Section 316(b) of the Clean Water Act requires cooling water intake structures at electric power plants to meet best available technology (BTA) standards to reduce mortality from entrainment (drawing aquatic life into a plant's cooling system) and impingement (trapping aquatic life on screens). The EPA finalized its Section 316(b) rule for existing facilities in 2014. Section 316(b) requirements are implemented in Wisconsin through modifications to plants' WPDES permits, which govern plant wastewater discharges.

Blount received its most recent WPDES permit from the Wisconsin Department of Natural Resources (WDNR) in October 2023. Blount's latest WPDES permit assumes that the plant meets BTA standards for entrainment for the duration of this permit which expires in 2028. The WDNR included a requirement to conduct an impingement study in the latest permit which needs to be completed in the next three years. Once the WDNR determines the impingement requirements at Blount, MGE will be able to determine any compliance costs of meeting Blount's permit requirements.

Intakes at Columbia are subject to this rule. The Columbia operator's most recent permit required that studies of intake structures be submitted to the WDNR by November 2023 to help determine BTA. Columbia's permit renewal application is due in 2024 and in November 2023 the Columbia operator timely submitted its renewal application to the WDNR. BTA improvements required by the future renewal permit may be coordinated with the owners' plan to retire both units by June of 2026. MGE will continue to work with Columbia's operator to evaluate regulatory requirements in light of the planned retirements. MGE does not expect this rule to have a material effect on Columbia.

Air Quality

Air quality regulations promulgated by the EPA and WDNR in accordance with the Federal Clean Air Act and the Clean Air Act Amendments of 1990 impose restrictions on emission of particulates, sulfur dioxide (SO₂), nitrogen oxides (NO_x), hazardous air pollutants and other pollutants, and require permits for operation of emission sources. These permits must be renewed periodically. Various newly enacted and/or proposed federal and state initiatives may result in additional operating and capital expenditure costs for fossil-fueled electric generating units.

Ozone NAAQS

The Elm Road Units are located in Milwaukee County, Wisconsin, a "moderate" nonattainment area for the 2015 Ozone NAAQS. The deadline for moderate classified areas to meet attainment standards is August 2024. At this time, the operator of the Elm Road Units does not expect that the 2015 Ozone NAAQS or the Milwaukee County nonattainment designation to have a material effect on the Units based on final designations.

Fine Particulate Matter (PM_{2.5}) NAAQS

In January 2023, the EPA published a proposed rule to lower the average annual PM_{2.5} NAAQS from its current level. The EPA has also solicited comments on whether to lower the annual standard further than the proposed level, and whether to lower the maximum 24-hour limit to be consistent with recommendations from its Clean Air Scientific Advisory Committee (CASAC). Neither the proposed annual PM_{2.5} NAAQS nor the 24-hour limit recommended by the CASAC are expected to impact the attainment status of the counties where Columbia and the Elm Road Units are located. However, if the annual PM_{2.5} NAAQS is lowered further than the EPA's currently proposed value, Milwaukee County may be in nonattainment with the standard. A nonattainment designation would require the State of Wisconsin to develop a plan to get into attainment, which may include additional emission limitations for the Elm Road units. However, we will not know the impact of this rule until it is finalized, the EPA determines the attainment status of Wisconsin counties, and the State of Wisconsin develops an attainment implementation plan. MGE will continue to follow the rule's developments.

Rules regulating nitrogen oxide (NO_x) and sulfur dioxide (SO₂) emissions, including the Cross State Air Pollution Rule (CSAPR) and Clean Air Visibility Rule

The EPA's CSAPR and its progeny are a suite of interstate air pollution transport rules designed to reduce ozone and PM_{2.5} ambient air levels in areas that the EPA has determined as being significantly impacted by pollution from upwind states. This is accomplished through a reduction in NO_x and SO₂ from qualifying fossil-fuel fired power plants and industrial boilers in upwind "contributing" states. NO_x and SO₂ contribute to fine particulate pollution and NO_x contributes to ozone formation in downwind areas. Reductions are generally achieved through a cap-and-trade system. Individual plants can meet their caps through reducing emissions and/or buying allowances on the market.

In March 2023, the EPA finalized its Federal Implementation Plan to address state obligations under the Clean Air Act "good neighbor" provisions for the 2015 Ozone NAAQS. See Footnote 16.a. of the Notes to the Consolidated Financial Statements in this Report for further discussion of the proposed rule. MGE is reviewing the final rule and monitoring lawsuits challenging the final rule. Based on our current evaluation, the 2026 additional emission reductions may impact the Elm Road Units and additional upgrades may be needed to comply, however, we will not know the final impact until evaluations are completed.

Clean Air Visibility Rule

Columbia is subject to the best available retrofit technology (BART) regulations, a subsection of Clean Air Visibility Rule, which may require pollution control retrofits. Columbia's existing pollution control upgrades, and the EPA's stance that compliance with the CSAPR equals compliance with BART, should mean that Columbia will not need to do additional work to meet BART requirements. Wisconsin's 2021 SIP argues that Wisconsin will meet its current regional haze goals based on expected emissions reductions, which include Columbia unit retirements. Given that the Wisconsin SIP recognizes the Columbia unit retirements as part of its emission reduction plan, MGE does not anticipate further obligations with this rule at Columbia. MGE will continue to monitor legal developments and any future updates to this rule.

Global Climate Change

MGE produces greenhouse gas (GHG) emissions, primarily from the fossil fuel generating facilities it uses to meet customers' energy needs, as well as from its natural gas pipeline system and fleet vehicles. Climate change and the regulatory response to it could significantly affect our operations in a number of ways, including increased operating costs and capital expenditures, restrictions on energy supply options, operational limits on our fossil fuel fired plants, permitting difficulties, and emission limits. MGE would expect to seek and receive rate recovery of associated compliance costs, if and when required. MGE continues to monitor proposed climate change legislation and regulation.

MGE has taken steps to address GHG emissions. MGE is targeting net-zero carbon electricity by 2050. In January 2022, MGE built on previously set carbon emissions goals for 2030, announcing a goal to reduce carbon at least 80% by 2030 (from 2005 levels) as MGE works toward achieving net-zero carbon electricity. This goal surpassed MGE's previous expectation to reduce carbon emissions at least 65% by 2030. MGE has an ongoing transition plan to eliminate coal generation with the retirement of Columbia in 2026 and Elm Road transition from coal to natural gas by the end of 2032. Also under the 2030 framework, MGE aims to increase renewable energy to 25% of retail electric sales by 2025 and to 30% by 2030. See "Electric Utility Operations - Fuel supply and generation" above for further information.

Building upon our long-standing commitment to providing affordable, sustainable energy, MGE has set a goal to achieve net-zero methane emissions from its natural gas distribution system by 2035. If MGE can accelerate plans to achieve net-zero methane emissions from its natural gas system – through the evolution of new technologies, such as renewable natural gas – it will. MGE is working to reduce overall emissions from its natural gas distribution system cost-effectively as quickly as possible.

Greenhouse Gas Reduction Guidelines under the Clean Air Act 111(d) Rule

In May 2023, the EPA proposed a rule under section 111 of the Clean Air Act to establish New Source Performance Standards and emission guidelines to limit GHG emissions from existing fossil fuel-fired electric generating units and new, modified, and/or reconstructed fossil fuel-fired power plants. The EPA anticipates promulgating a final rule in 2024. MGE fossil fuel-fired generation units would be subject to the rule as proposed. MGE expects larger-sized units with long range retirement plans, West Riverside and the Elm Road units, may need to employ technology to achieve the proposed reductions. Columbia may not be impacted due to the owners' planned retirement of the existing fossil fuel fired units by 2026. However, we will not know the impact of this rule with any certainty until the rule is finalized.

Federal Action on Climate Change

President Biden's actions on climate change, including multiple executive orders and the recommitment of the U.S. to the Paris Agreement under the United Nations Framework Convention on Climate Change (the Paris Agreement), indicate that climate considerations are a broad focus.

In December 2021, President Biden signed an executive order that sets goals for the federal government agencies and operations to have, among other things, 100% carbon-free electricity by 2030, acquisitions of vehicles to be 100% zero-emissions light-duty vehicles by 2027, and all vehicles by 2035, and net-zero emissions from federal operations by 2050. Efforts at the federal level are expected to spur the carbon-neutral economy in the private sector.

In August 2022, the federal government enacted the Inflation Reduction Act (IRA). Included in the IRA are federal funds for investment in infrastructure, transportation, energy, and climate change. MGE is monitoring actions on climate change to determine the impact to MGE's decarbonization plans. In September 2022, President Biden signed an executive order on the Implementation of the Energy and Infrastructure Act of 2022. The order directs agencies to implement the energy and infrastructure provisions of the 2022 IRA and directs agencies to take actions towards implementing U.S. climate change priorities to be in line with the Paris Agreement. The Paris Agreement includes progress towards achieving greenhouse gas reductions of 50-52% below 2005 levels in 2030, achieving a carbon pollution-free electricity sector by 2035, and achieving net-zero emissions no later than 2050.

MGE is following the development of recommendations and plans developed by agencies as a result of IRA and executive orders, as well as other executive actions taken by the Biden administration, to determine their applicability to MGE's decarbonization plans and to evaluate any potential impact to our operations.

State and Regional Action on Climate Change

In August 2019, Wisconsin Governor Tony Evers signed an executive order to establish the Office of Sustainability and Clean Energy (OSCE). The order tasks the OSCE with, among other things, ensuring that the actions of the State of Wisconsin are aligned with the goals and recommendations of the Paris Agreement, verifying that electricity consumed by the State of Wisconsin is 100% carbon-free by 2050, and developing a comprehensive multi-sector clean energy plan for the state. In April 2022, the OSCE released Wisconsin's Clean Energy Plan. The plan includes a goal to achieve net zero carbon by 2050. MGE is engaged in this process by participating on a Stakeholder Advisory

Team in a voluntary capacity. MGE will continue to evaluate this plan for its applicability to MGE's decarbonization plans and to evaluate potential impact to our operations.

Solid Waste

Coal Combustion Residuals (CCR) Rule

The CCR rule regulates the disposal of solid waste coal ash and defines what ash use activities would be considered generally exempt beneficial reuse of coal ash. The CCR rule also regulates landfills, ash ponds, and other surface impoundments used for coal combustion residuals by regulating their design, location, monitoring, and operation. The CCR rule requires owners and operators of coal-fired power plants to stop transporting CCR and non-CCR wastewater to unlined surface impoundments. Columbia's obligations under this portion of the CCR Rule are now complete. Review of the Elm Road Units has indicated that the costs to comply with this rule are not expected to be significant. See Footnote 16.a. of the Notes to the Consolidated Financial Statements in this Report for further discussion.

In May 2023, the EPA proposed a CCR Legacy Rule that if finalized as currently written, will apply to previously closed CCR sites. Columbia's operator has evaluated the proposed rule and determined that parts of the rule would likely apply to Columbia's previously closed site. However, we will not know the impact of this rule with any certainty until the rule is finalized.

Renewable Energy Standards

Wisconsin law establishes a minimum amount of energy MGE must supply from renewable sources. MGE currently exceeds the applicable minimum requirement of approximately 8%. The costs to comply with this requirement are being recovered in rates.

Human Capital

MGE Energy and MGE are committed to attracting, developing, and retaining a sustainable workforce and aims to foster a diverse, equitable, and inclusive culture.

As of December 31, 2023, MGE had 719 employees, 317 of which are covered by collective bargaining agreements as described below:

Union	Number of Employees Represented	Expiration of Collective Bargaining Agreement
Local Union 2304 of the International Brotherhood of Electrical Workers	227	April 30, 2028
Local Union No. 39 of the Office and Professional Employees International Union	85	May 31, 2028
Local Union No. 2006, Unit 6 of the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial, and Service Workers International Union	5	October 31, 2028

Governance

The Human Resources and Compensation Committee of the Board of Directors of MGE Energy oversees MGE's human resource strategies around diversity, equity and inclusion, workplace environment and culture, employee engagement, talent development, retention and recruitment. It also evaluates performance (reviewing the salaries, fees and other benefits of officers and directors and recommending compensation adjustments to the board), oversees the design and development of new, and revisions to, compensation and benefit plans, and assists the Board and the Board's Governance Committee with policies. Such policies related to Stock Ownership Guidelines, the recovery, or the "clawback" of, excess compensation based on erroneous data, and succession planning.

Development and Training

The energy industry is ever-changing. MGE Energy and MGE believe it is important to continue to engage our human capital resources as our industry evolves. We are committed to sustainable workforce practices such as career development and training. We offer all employees the opportunity to learn and grow—whether the goal is to increase job proficiency, improve decision-making skills, or prepare for new roles and responsibilities. We work to provide our employees with the tools they need to be successful in their careers. This strategy is essential given our aging workforce.

In addition to instructor-led corporate training, all employees have access to an online learning resource containing a vast library of relevant courses, videos, podcasts, articles, and playlists. This resource helps ensure employees are equipped with the knowledge and skills to effectively navigate our evolving industry.

Diversity, Equity, and Inclusion

We value equity, diversity, and inclusion. We promote an inclusive, respectful work environment where individuals and groups can achieve their full potential. All employees have equitable access to employment and development opportunities. Everyone is responsible for helping to meet the objectives of our diversity and inclusion policy as well as supporting the concepts of equal opportunity and affirmative action. We believe that our diversity makes us stronger.

Our employee-led DEI Steering Team, with representation from various parts of the company, works to engage employees and to identify opportunities and strategies for strengthening our commitment to diversity, equity, and inclusion. As of December 31, 2023, women and ethnic minorities represented 27% and 11% of our total workforce, respectively. With the addition of three new directors on March 1, 2024, and retirements occurring at our 2024 annual meeting of shareholders, our continuing Board of Directors will be comprised of 40% women and 20% ethnic minorities.

MGE is committed to serving and connecting with our richly diverse communities through a myriad of partnership and engagement strategies. MGE works to advance diversity in the energy industry by partnering with local organizations to provide educational career-oriented programming for area youth. The events, programs and partnerships help to introduce energy-related careers to students with backgrounds underrepresented in the utility industry.

Safe and Healthy Working Conditions

"We power safety. Work safe. Home safe." That is our commitment at MGE, and it is embraced by our employees. Our journey to safety excellence is guided by our Safety Steering Team. The team meets regularly to examine safety topics and to identify and to prioritize continuous improvement opportunities. We go beyond applicable occupational health and safety standards by involving employees from all levels of the organization in the continuous improvement of our company-wide safety culture. Our continuous improvement process incorporates safety perception surveys, improvement projects, and monitoring of leading indicators. Stop Work Authority is an employee-developed program to communicate the right every worker has to stop any unsafe work activity.

We encourage employees across the company to make health and wellness a priority. Good health brings vitality and energy to our work lives and our home lives. MGE's programs to promote health and wellness include hybrid work schedules, the Healthy Rewards program, and access to athletic trainers for sprain and strain prevention and ergonomic assessments.

Financial Information About Segments

See Footnote 22 of the Notes to the Consolidated Financial Statements in this Report for financial information relating to MGE Energy's and MGE's business segments.

Information About our Executive Officers

As of December 31, 2023, the executive officers of the registrants were as follows:

Executive	Title	Effective Date	Service Years as an Officer
Jeffrey M. Keebler ^(a) Age: 52	Chairman of the Board, President, and Chief Executive Officer	10/01/2018	12
Jared J. Bushek ^(a) Age: 43	Vice President – Chief Financial Officer and Treasurer	03/01/2023	8
	Vice President – Finance, Chief Information Officer and Treasurer	09/01/2020	
	Assistant Vice President – Chief Information Officer	07/23/2015	
Lynn K. Hobbie ^(b) Age: 65	Executive Vice President – Marketing and Communications	03/01/2017	29
Tamara J. Johnson ^(a) Age: 59	Vice President – Chief Accounting Officer and Controller	03/01/2023	8
	Vice President – Accounting and Controller	03/01/2020	
	Assistant Vice President – Controller	07/23/2015	
James J. Lorenz ^(b) Age: 57	Vice President – Energy Operations	05/01/2021	5
	Assistant Vice President – Energy Operations	10/01/2018	
Cari Anne Renlund ^(a) Age: 50	Vice President, General Counsel and Secretary	09/01/2020	8
	Vice President and General Counsel	11/02/2015	
Scott R. Smith ^(b) Age: 52	Vice President – Business and Regulatory Strategy	05/01/2021	5
	Assistant Vice President – Business and Regulatory Strategy	03/01/2018	

Note: Ages, years of service, and positions as of December 31, 2023.

(a) Executive officer of MGE Energy and MGE.

(b) Executive officer of MGE.

Item 1A. Risk Factors.

MGE Energy and our subsidiaries, including MGE, operate in a regulated market environment that involves significant risks, many of which are beyond our control. The following risk factors may adversely affect our results of operations, cash flows and financial position and market price for our publicly traded securities. While we believe we have identified and discussed below the key risk factors affecting our business, additional unknown risks and uncertainties may adversely affect our performance or financial condition in the future.

Regulatory Risk

We are subject to extensive government regulation in our business, which affects our costs and responsiveness to changing events and circumstances.

Our business is subject to regulation at the State and Federal levels. The regulations adopted by the State and Federal agencies affect how we do business, our ability to undertake specified actions since pre-approval or authorization may be required for projects, the costs of operations, and the rates charged to recover those costs. Our ability to attract capital also depends, in part, upon our ability to recover our costs and obtain a fair return for shareholders.

MGE Energy is subject to regulation as a holding company by the PSCW. The PSCW regulates MGE's rates; terms and conditions of service; various business practices and transactions; financing; the closure of generating facilities and related cost recovery; and transactions between it and its affiliates, including MGE Energy. MGE is also subject to regulation by the FERC, which regulates certain aspects of its business.

MGE is subject to oversight and monitoring by MISO. Possible changes to MISO's accredited capacity methodology may impact new generating facilities such as solar and wind which may require adjustments to the current resource plan. We may need to add additional resources to comply with MISO's planning reserve margin requirements or procure capacity in the market whereby such costs might not be recovered in rates. The lack of availability of new and existing generating facilities may also impact our current resource plan to be in accordance with MISO's methodology.

ATC, in which we have an investment, is subject to regulation by FERC as to, among other things, rates.

Our utility revenues are subject to regulatory proceedings and/or negotiated settlements, which can affect our ability to recover, and the timing of recovery of, costs that we incur in our operations.

Our utility customer rates have a material impact on our financial condition, results of operations, and liquidity. Our ability to obtain adjustments to those rates depends upon timely regulatory action under applicable statutes and regulations. These proceedings typically involve multiple parties, including governmental bodies and officials, consumer advocacy groups, and various consumers of energy, who focus on differing elements of the rate setting process, including environmental matters and addressing affordability concerns. Decisions are subject to judicial review, potentially leading to additional uncertainty associated with the approval proceedings. Rate regulation is based on providing an opportunity to recover costs that have been reasonably incurred and the ability to earn a reasonable rate of return on invested capital. However, we have no assurance that our regulators will consider all of our costs to have been reasonably incurred. In addition, our rate proceedings may not always result in rates that fully recover our costs or provide a reasonable return on equity. We estimate the impacts of changes in customer growth and weather as part of our customer rates. Any reduction of sales from these factors may not result in rates that fully recover our costs and require adjustments to our rates.

Under applicable accounting for regulated operations, certain costs and revenues are deferred as regulatory assets and liabilities for future recovery or refund to customers, as authorized by our regulators. If recovery of regulatory assets is not approved or is no longer deemed probable, these costs would be recognized as a current period expense and could materially and adversely impact our operations and financial performance in that period.

We could be subject to higher costs and potential penalties resulting from mandatory reliability standards.

MGE must adhere in its electric distribution system to mandatory reliability standards established by NERC. These standards cover areas such as critical infrastructure protection, emergency preparedness, facility design, and transmission operations, among others. The critical infrastructure protection standards focus on physical and

access security of cyber assets, as well as incident response and recovery planning. Compliance with these standards affects operating costs and any noncompliance can result in sanctions, including monetary penalties.

We are subject to changing environmental laws and regulations that may affect our costs and business plans.

We are subject to environmental laws and regulations that affect the manner in which we conduct business, including capital expenditures, operating costs, and potential liabilities. The current presidential administration has and continues to undertake an active effort on climate change-related matters, including restrictions on greenhouse gas emissions, such as carbon. While it is difficult to know the extent of possible legislation or regulatory activity, it is expected there will be an increase in the number and scope of environmental laws and regulations aimed at carbon sources, including fossil-fueled generation and the transportation of natural gas. These possible changes, as well as evolving consumer sentiment, have affected and may continue to affect our business plans, make them more costly, or expose us to liabilities for past, present, or future operations.

Numerous environmental laws and regulations govern many aspects of our present and future operations. These include: air emissions limits and reporting; ambient air quality standards; water quality; water intake and discharges; wetlands; solid and hazardous waste; handling and disposal of hazardous substances; protection of endangered resources, such as threatened and endangered species, protection of cultural resources and archaeological sites; remediation and management of contaminated sites; and control of potential pollution from electric and gas construction sites. These evolving regulations affect us by:

- Introducing uncertainty into our planning and capital expenditures processes, as changes in requirements may affect the timing and choice of compliance methods and require costly revisions to prior plans and commitments.
- Imposing or modifying limits on the operations of our facilities in order to meet restrictions on air emissions, water use or water discharges.
- Requiring capital expenditures and changes in operating procedures and costs as a result of the need to install additional pollution controls or more advanced technology or equipment at new or existing facilities.
- Mandating increasing purchases of renewable energy, which affects the use of existing generation, and energy efficiency initiatives, which affect revenues.

We may be subject to future laws, regulations, or actions associated with public concern with fossil-fuel generation, greenhouse gases, and the effects of global climate change.

Our subsidiaries operate or co-own electric power plants that burn fossil fuels, deliver natural gas, and deliver electricity to customers. These business activities are subject to evolving public concern regarding greenhouse gases (GHG), legislative and regulatory action, and possible litigation in response to that public concern. The primary greenhouse gas associated with our subsidiaries' combustion of fossil fuels, and the largest emission in our system overall, is carbon dioxide (CO₂).

Our subsidiaries have incurred and are expected to continue to incur costs from more stringent regulation of GHG from power plants, natural gas delivery, GHG used in power distribution, and efficiencies lost during power distribution. While it is difficult to know the extent of possible legislation or regulatory activity, the federal government is likely to consider, and could pass, some form of greenhouse gas legislation or regulations. In addition, litigation by environmental nongovernment organizations targeting GHG emissions from the electric power industry is also likely if the federal government fails to act on greenhouse gas initiatives.

Climate change could affect us in several other ways:

- Changes in weather patterns, including swings in intensity, could affect use of electricity and gas by our customers, affecting revenues; and could affect the condition of our facilities, affecting our costs.
- We may also incur costs associated with actions taken due to investor interest in reducing our subsidiaries' reliance on fossil fuel generation, and coal in particular. Investors may also move away from investing in fossil fuel generated electricity for reputational or perceived risk-related reasons, which could raise our costs of attracting capital.
- If we are not seen as being proactive in addressing concerns:

- o we may experience reputational issues among our customers and the communities that we serve. Those issues could affect customers' energy choices, including efforts at self-supply, and could affect the handling and treatment of our rate requests and cost recovery.
- o we may experience difficulty in attracting investors, which could affect the availability and cost of capital and financing.

These matters represent uncertainties in the operation and management of our business.

We face risk for the recovery of fuel and purchased power costs.

MGE has price risk exposure with respect to the price of natural gas, electricity, coal, emission credits, and oil. MGE burns natural gas in several of its electric generation facilities. In many cases, the cost of purchased power is tied to the cost of natural gas. In the event of an interruption in energy supply, whether due to equipment problems, transmission constraints, or otherwise, we may incur additional costs to obtain alternative sources of energy supply, in order to meet our contractual or regulatory obligations to our customers. Electric fuel rules require Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band around the amount approved for a utility in its annual fuel proceedings. Any over- or under-recovery of the actual costs is determined in the following year and is then reflected in future billings to electric retail customers. The electric fuel-related costs are subject to an excess revenue test. Excess revenues are defined as revenues in the year in question that provide MGE with a greater return on common equity than authorized by the PSCW in MGE's latest rate order. The recovery of under-collected electric fuel-related costs would be reduced by the amount that exceeds the excess revenue test. These costs are subject to the PSCW's annual review of fuel costs completed in the year following the deferral. MGE assumes the risks and benefits of variances that are within the cost tolerance band.

Changes in federal income tax policy or our inability to use or generate tax credits may adversely affect our financial condition, results of operations, and cash flows, as well as our credit ratings.

If corporate tax rates or policies are changed, we may be required to take material charges against earnings. If tax rates are increased, there could be timing delays before regulated rates provide for recovery of those tax increases in revenues. In addition, certain IRS tax policies, such as tax normalization, may impact our ability to economically deliver certain types of resources relative to market prices.

We have historically reduced our consolidated federal and state income tax liability with the use of various tax credits under the applicable tax codes. We may not be able to fully use tax credits if our future federal and state taxable income and related income tax liability is insufficient to permit their use or if we are unable to transfer tax credits to a third party. In addition, any future disallowance of some or all of those tax credits as a result of legislation or an adverse determination by one of the applicable taxing jurisdictions could materially affect our tax obligations and financial results.

Our utility business currently owns and operates renewable energy generating facilities. These facilities produce PTC and ITC used to reduce our federal tax obligations. The amount of tax credits we earn depends on the date the qualifying generating facilities are placed in service and various operating and economic factors, including facility generation, transmission constraints, unfavorable trends in pricing for wind or solar energy, adverse weather conditions, the breakdown or failure of equipment, and the applicable tax credit rate. These factors could significantly reduce the PTC and ITC produced by our wind or solar farms, resulting in increased federal income tax expense. We could also be forced to replace lost generation capacity with additional power purchases from third parties, potentially leading to increased costs. Any of the considerations mentioned above could have an adverse impact on our financial condition and results of operations, which could be material depending upon the cause of the disruption and its duration.

There is also uncertainty as to when or how credit rating agencies, capital markets, the FERC, or state public utility commissions will treat impacts of any future federal or state tax regulation. These impacts could subject us to credit rating downgrades. In addition, certain financial metrics used by credit rating agencies, such as our funds from operations-to-debt percentage, could be negatively impacted by future rulings.

Operating Risk

We are affected by weather, which affects customer demand and can affect the operation of our facilities.

The demand for electricity and gas is affected by weather. Very warm and very cold temperatures, especially for prolonged periods, can dramatically increase the demand for electricity and gas for cooling and heating, respectively, as opposed to the softening effect of more moderate temperatures. Our electric revenues are sensitive to the summer cooling season and, to a lesser extent, the winter heating season. Similarly, very cold temperatures can dramatically increase the demand for gas for heating. A significant portion of our gas system demand is driven by heating. Extreme summer conditions or storms may stress electric systems, resulting in increased maintenance costs and limiting the ability to meet peak customer demand.

We could be adversely affected by changes in the development, and utilization by our customers, of power generation, storage, and use technologies.

Our revenues and the timing of the recovery of our costs could be adversely affected by improvements in power generation, storage, and use technology.

Advancements in power generation technology, including commercial and residential solar generation installations and commercial micro turbine installations, are improving the cost-effectiveness of customer self-supply of electricity. Improvements in energy storage technology, including batteries and fuel cells, could also better position customers to meet their around-the-clock electricity requirements. It is possible that legislation or regulations could be adopted supporting the use of these technologies that permit third-party sales from such facilities, and allow these facilities to interconnect to our distribution system. Improvements in the energy efficiency of lighting, appliances, and equipment will also affect energy consumption by customers. Such developments could reduce customer purchases of electricity but may not necessarily reduce our investment and operating requirements due to our obligation to serve customers, including those self-supply customers whose equipment has failed for any reason to provide the power they need whether due to inadequate on-site resources, restricted operating hours, or equipment failure. In addition, since a portion of our costs are recovered through charges based upon the volume of power delivered, a reduction in electricity deliveries will affect the timing of our recovery of those costs and may require changes to our rate structures.

Changes in power generation, storage, and use technologies could have significant effects on customer behaviors and their energy consumption. Customers could engage in individual conservation efforts by voluntarily reducing their consumption of electricity through changes in energy use and through the use of more energy efficient lighting, appliances, and equipment. They could also change their consumption of electricity through the installation of alternative energy sources, such as rooftop solar panels and micro turbines for self-supply. Customer energy conservation could adversely affect our results of operations by reducing our revenues without necessarily changing our operating costs due to our obligation to serve.

We are affected by local, national, and worldwide economic activity.

MGE Energy's and MGE's operations are affected by local, national and worldwide economic conditions. The consequences of a prolonged period of reduced economic activity may include lower demand for energy, uncertainty regarding energy prices and the capital and commodity markets, and increased credit risk. A decline in energy consumption may adversely affect our revenues and future growth. Increased credit risk reflects the risk that our retail customers will not pay their bills in a timely manner or at all, which may lead to a reduction in liquidity and an eventual increase in bad debt expense.

Higher levels of development and business activity within our service area generally increases the number of customers and their use of electricity and gas. Likewise, recessionary economic conditions generally have an adverse impact on our results of operations. Our business activities, including those of our subsidiaries, are concentrated in the State of Wisconsin. Changes in our local economy could negatively impact the financial condition of our customers, the growth opportunities available to us and our subsidiaries, and our results from operations.

More recently, our operations have been impacted by domestic and global supply chain disruptions which are delaying the delivery of materials, equipment, and other resources that are critical to our business operations and projects under construction, including our renewable energy projects. Supply interruptions could affect our ability to operate and maintain our system and ability to implement our long-term goals. Inflation has also increased

prices of equipment, materials, employee wages and benefits, and other resources. Inflationary pressures in the economy could lead to higher expenses which may adversely impact our financial condition and results of operations.

The ability to obtain an adequate supply of coal could limit the ability to operate the co-owned coal-fired facilities from which we receive a significant portion of our electric supply.

The availability of coal and the means to transport coal could:

- Affect our operating costs due to increased costs associated with lower levels of owned generation or the need for alternate coal supply or transportation,
- Limit the ability to generate electricity if the plant operator is unable to arrange timely deliveries of adequate supplies of coal, and
- Result in potentially higher costs for replacement purchased power as well as potential lost market sales opportunities.

A significant portion of our electric generating capacity is dependent on coal. Demand for coal has been impacted by prevailing prices for natural gas and coal plant closures and may affect mine performance. Consequently, we are exposed to the risk that counterparties to these contracts will not be able to fulfill their obligations. Disruption in the delivery of fuel, including disruptions as a result of transportation delays, weather, labor relations, force majeure events, or environmental regulations affecting any of our fuel suppliers, has affected, and could affect our ability to generate electricity at our facilities at the desired level. Should counterparties fail to perform, or other unplanned disruptions occur, we may be forced to fulfill the underlying obligation at higher prices. The Columbia plant operator has been, and the plant operators may be, forced to reduce generation at our jointly-held coal units, which would cause us to replace this generation through additional power purchases from third parties. These factors may also affect the terms under which any of the existing coal supply or transportation agreements are renewed or replaced upon the expiration of their current terms.

Our ability to manage our purchased power costs is influenced by a number of uncontrollable factors.

We are exposed to additional purchased power costs to the extent that our power needs cannot be fully covered by the supplies available from our existing facilities and contractual arrangements. Those needs, and our costs, could be affected by:

- Increased demand due to, for example, abnormal weather, customer growth, or customer obligations,
- The inability to transmit our owned or contracted power from the generation source to our customers due to transmission line constraints, outages, or equipment failures,
- Reductions in the availability of power from our owned or contracted generation sources due to equipment failures, shortages of fuel or environmental limitations on operations, and
- Failure to perform on the part of any party from which we purchase capacity or energy, whether due to equipment failures or other causes.

An unexpected change in demand or the availability of generation or transmission facilities can expose us to increased costs of sourcing electricity in the short-term market where pricing may be more volatile.

The equipment and facilities in our operational system are subject to risks that may adversely affect our financial performance.

Weather conditions, accidents, and catastrophic events can result in damage or failures of equipment or facilities and disrupt or limit our ability to generate, transmit, transport, purchase, or distribute electricity and gas. Efforts to repair or replace equipment and facilities may take place over prolonged periods or may be unsuccessful. We may also be unable to make the necessary improvements to our operational system, causing service interruptions. Furthermore, our facilities are interconnected with third-party transmission providers. Damage to or failures of these providers' equipment or facilities is out of our control but could lead to service interruptions. The resulting interruption of services would result in lost revenues and additional costs. Lack of gas or decreased gas pressure from interstate pipeline systems may result in unexpected energy interruptions and may lead to additional costs for alternative energy sources. We are also exposed to the risk of accidents or other incidents that could result in damage to or destruction of our facilities or damage to persons or property. Such issues could adversely affect revenues or increase costs to repair and maintain our systems.

Our operations and confidential information are subject to the risk of physical or cyber attacks, which could have an adverse effect on our business and performance.

We operate in a highly engineered industry that requires the continued operation of sophisticated information technology systems and network infrastructure to manage our finances, to operate our control facilities, to provide electric and gas service to our customers, and to enable compliance with applicable regulatory requirements. Our generation and distribution facilities and computer-based systems and other infrastructure or physical assets are vulnerable to interruption, the introduction of viruses, malware, ransomware, security breaches, terrorist-style attacks, fire, power loss, system malfunction, network outages, unauthorized access, and other events that may be beyond our control. System interruptions or failures, whether isolated or more widespread, could impact our ability to provide service to our customers, which could have a material adverse effect on our operations and financial performance.

Generation, transmission systems, and natural gas pipelines are part of an interconnected system. Therefore, a disruption caused by the impact of a cyber security incident on the regional electric transmission grid, natural gas pipeline infrastructure or other fuel sources of our third-party service providers' operations, could also negatively impact our business.

Our business includes the collection and retention of personally identifiable information of our customers, shareholders, and employees, who expect that we will adequately protect such information. In some cases, we outsource certain functions to vendors that could be targets of cyber-attacks. A significant theft, loss, or fraudulent use of personally identifiable information may cause our business reputation to be adversely impacted and could lead to potentially large costs to notify and protect the impacted persons and subject us to legal claims, fines, or penalties.

We maintain security measures to protect our information technology and control systems, network infrastructure and other assets. While we have not been subject to cyber incidents that have had a material impact on operations to date, the safeguards we have may not always be effective due to the evolving nature of cyber-attacks. We cannot guarantee that such protections will be completely successful in the event of a cyber-attack. If the technology systems were to fail or be breached by a cyber-attack, and not be recovered in a timely fashion, we may be unable to fulfill critical business functions, equipment may fail to work and confidential data could be compromised, any additional costs may not be recoverable in rates, or may exceed cyber insurance limits, or may not be covered by cyber insurance and could adversely impact our results of operations.

Catastrophic and unpredictable events, including the recent COVID-19 pandemic, could have a material adverse effect on our business.

A terrorist attack, war, natural disaster, pandemic virus or disease, including the recent COVID-19 pandemic, or other catastrophic or unpredictable event could adversely affect our future revenues, expenses and operating results by: interrupting our normal business operations; causing employee absences or casualties, including loss of our key employees; interrupting or affecting supplier operations; requiring substantial expenditures and expenses to repair, replace and restore normal business operations; and reducing investor confidence. Facilities for electric generation, transmission, and gas and electric distribution are potential targets of terrorist threats and activities both physical or cyber attacks. A terrorist act or catastrophic event at our facilities or the facilities of other companies to which we are interconnected could result in a disruption of our ability to generate, transmit, transport, purchase, or distribute electricity or natural gas. Such an event would have additional adverse effects, including environmental ramifications, increased security and insurance costs, as well as general economic volatility or uncertainty within our service territories. The inability to maintain operational continuity and any additional costs incurred for repairing our facilities or making alternative arrangements could materially and adversely affect our financial condition and results of operations.

We face risk in connection with the completion of significant capital projects.

Our capital projects, such as our renewable generation projects, are subject to various completion risks that could cause costs to increase or delays in completion. These risks include shortages of, the inability to obtain, the cost of, and the consistency of, labor, materials and equipment; the inability of the contractors to perform under their contracts; the inability to agree to terms of contracts or disputes in contract terms; work stoppages; adverse weather conditions; the inability to obtain necessary permits in a timely manner; changes in applicable laws or regulations; adverse interpretation or enforcement of permit conditions; governmental actions or tariffs; legal action; and unforeseen engineering or technology issues. In the case of our renewable generation projects, we

may face delays in the completion of the necessary transmission system connections or upgrades to accommodate the project.

If a capital project exceeds the approved project costs approved by the PSCW, we may not be able to recover those excess costs through regulated customer rates. If that happens, we may have to finance overruns through cash from operations, which may delay other projects, or by securing additional financing. Any or all of these methods may not be available when or in the amounts needed or may adversely affect our financial condition, results of operations and cash flows.

Inability to recover excess costs, or inability to complete the project in a timely manner, could adversely impact our financial condition and results of operations. Further, our revenues and cash flows may not increase immediately following our expenditure of funds on a particular project, which could affect our liquidity and financial position.

Our stated long-term goals are based on various assumptions and beliefs that may not prove to be achievable in the time frame projected.

Some of our current long-term goals include MGE's targeting of a net-zero carbon electricity by 2050 and MGE's Energy 2030 framework, which describes our plan for growth in renewables generation. MGE is working to achieve a more sustainable energy future using cost-effective renewable generation technologies. Management established these goals in conjunction with our board of directors based upon a number of different internal and external factors that characterize and influence our current and expected future activities. These long-term goals are based on certain assumptions regarding the timing, scope, and relative costs of technological advancements, including generation, storage and energy use technologies; levels of customer participation in programs and partnerships, which will be critical to the achievement of the goals; our ability to transition or displace existing coal-fired resources; our ability to complete renewable generation projects in a timely manner and within approved budgets; our ability to obtain recovery of costs in rates; and our ability to obtain the necessary permits or licenses for such projects. These assumptions may differ materially from actual future results. Accordingly, we may not achieve our stated long-term goals in the timeframe projected or at all.

Failure to attract and retain an appropriately qualified workforce could affect our operations.

We must attract, train, and retain a workforce to meet current and future needs. Events such as an aging workforce without appropriate replacements, mismatch of skill sets to future needs, labor market conditions, evolving employee culture expectations, or unavailability of contract resources may lead to operating challenges and increased costs. Some of the challenges include lack of resources, loss of knowledge, and time required for replacement employees to develop necessary skills. Failure to identify qualified replacement employees could increase costs as a result of decreased productivity and increased safety incidents. If we are unable to attract and retain an appropriately qualified workforce, our operations could be negatively affected. We are also subject to multiple collective bargaining agreements covering approximately 317 employees. Future negotiation of these collective bargaining agreements could lead to work stoppages or other disruptions to our operations, which could adversely affect our financial condition and results of operations.

Financial Risk

We are exposed to commodity price risk relating to our purchases of natural gas, electricity, coal, oil, and environmental allowances.

We face commodity price risk exposure with respect to the purchase of natural gas, electricity, coal, oil, and environmental allowances. We also face risk through our use of derivatives such as futures, forwards, and swaps, to manage our commodity price risk. We could experience increased costs as a result of volatility in the market values of those commodities. We could also experience losses on our derivative contracts as a result of that market value volatility or if a counterparty fails to perform under a contract.

Interest rate movements and market performance affects our employee benefit plan costs.

Prevailing interest rates affect our assessment and determination of discount rates and are a key assumption in the determination of the costs and funding of our defined benefit pension plans. Changes in rates may impact the amount of expense and timing of contributions to those plans. The performance of the capital markets affects the values of the assets that are held in trust to satisfy the future obligations under our pension and postretirement benefit plans. We have significant obligations in these areas and hold significant assets in these trusts. A decline in the market value of those assets may increase our current and longer-term funding requirements for these

obligations. Changes in the value of trust fund assets may affect the level of required contributions to these trusts to meet benefit obligations. Reduced benefit plan assets could result in increased benefit costs in future years and may increase the amount and accelerate the timing of required future funding contributions.

We are exposed to interest rate risk.

We are exposed to interest rate risk on our variable rate financing. Borrowing levels under commercial paper arrangements vary from period to period depending upon capital investments and other factors. Such interest rate risk means that we are exposed to increased financing costs and associated cash payments as a result of changes in the short-term interest rates.

We are exposed to counterparty credit risk primarily through our regulated energy business.

Credit risk is the loss and additional expense that may result from counterparty nonperformance. We face credit risk primarily through MGE's regulated energy business. Failure of contractual counterparties to perform their obligations under purchase power agreements, commodity supply arrangements, or other agreements may result in increased expenses for MGE as a result of being forced to cover the shortfall in the spot or short-term market, where prices may be more volatile. That risk may be increased during periods of weak or stressed economic conditions.

As a holding company, we are dependent on upstream cash flows from our subsidiaries for the payment of dividends on our common stock.

MGE Energy is a holding company, with no operations of its own, and its ability to pay dividends on our common stock is dependent on the earnings and cash flows of operating subsidiaries and their ability to pay upstream dividends or to repay funds to MGE Energy. Our subsidiaries have financial obligations that must be satisfied before funding MGE Energy. These obligations include debt service and obligations to trade creditors, among others. Our subsidiaries are also subject to contractual and regulatory restrictions on the payment of dividends.

Disruptions in the financial markets or changes to our credit ratings may affect our ability to finance at a reasonable cost and in accordance with our planned schedule.

The credit markets have experienced disruption and uncertainty in prior years. To the extent that such issues affect the ability or willingness of credit providers or investors to participate in the credit markets or particular types of investments, or affect their perception of the risk associated with particular types of investments, our cost of borrowing could be affected. Furthermore, if we are unable to access the capital and credit markets on favorable terms, it could have a material adverse effect on our business, financial condition, results of operations, cash flows and liquidity and our ability to repay or refinance our debt. We also rely on our credit ratings to access the credit markets. If our credit ratings are downgraded for any reason, borrowing costs would increase, the number of potential investors could decrease, or we could be required to provide additional credit assurance, including cash collateral, to contract counterparties.

General Risk Factors

Our insurance coverage may not be sufficient to cover losses caused by an operating failure or catastrophic events, such as severe weather events or a cyber-attack, or it may not be available at a reasonable cost, or available at all.

We may experience increased costs and difficulties in obtaining insurance coverage for risks that could arise from our ordinary operations. We or our contractors and customers could continue to experience coverage reductions and/or increased insurance costs in future years. No assurance can be given that future losses will not exceed the limits of our insurance coverage. Uninsured losses and increases in the cost of insurance may not be recoverable in customer rates. A loss that is not fully insured or cannot be recovered in customer rates could materially affect our financial condition, results of operations, liquidity, and cash flows. In addition, we are unable to predict whether we would be allowed to recover in rates the increased costs of insurance or the costs of any uninsured losses. If the amount of insurance is insufficient or otherwise unavailable, or if we are unable to obtain insurance at a reasonable cost or recover in rates the costs of any uninsured losses, our financial condition, results of operations, liquidity, and cash flows could be materially affected.

The stock market can be volatile, and various factors could cause our stock price to decline.

The stock market has experienced, and may continue to experience, fluctuations that significantly impact the market prices of securities issued by many companies. Many factors affect the volatility and price of our common

stock in addition to our operating results and prospects, including changes in conditions locally and in the broader economy. These conditions include technological change, the level of interest rates and yields on other investments, and the effects of the other risk factors discussed in this Report. Our stock price could fluctuate significantly in response to our quarterly or annual results, as well as factors affecting the broader economy that are beyond our control.

Item 1B. Unresolved Staff Comments.

MGE Energy and MGE

None.

Item 1C. Cybersecurity.

MGE Energy and MGE

Risk management and strategy

MGE manages its cybersecurity risk in accordance with the National Institute of Standards and Technology (NIST) Cybersecurity Framework. Using the core functions of NIST framework – identify, protect, detect, respond, and recover – MGE employs a cybersecurity strategy program with input from information technology (IT) leadership, senior management, and MGE Energy's Board of Directors (the Board). MGE maintains policies and procedures concerning cybersecurity matters, including those related to antivirus/malware protection, remote access, authentication, and confidential information. These policies go through an internal review process and are approved by appropriate members of management.

Cybersecurity is considered within MGE's overall Enterprise Risk Management (ERM) program, which establishes an overall approach to enterprise risk management that can be consistently applied across the enterprise. As part of the ERM program, management identifies, assesses, mitigates, and monitors key enterprise risks. The ERM program includes evaluation of cyber risks' causes, impacts, ratings, and mitigations. Enterprise risks are reviewed and updated by management semi-annually.

MGE's IT Security team trains and collaborates across the organization and with outside partners and governmental agencies to maintain visibility and detection of continuously evolving threats and protection of MGE's digital systems. MGE has developed a security awareness program to help employees make sound security decisions through ongoing security awareness, education, and training activities. MGE has cyber incident response plans that detail identification, response, and recovery procedures in the event of a cyber incident. Periodic third-party penetration tests and vulnerability scans are performed both internally and externally to assess MGE's security measures and validate MGE's processes and procedures during a threat. In addition to assessing its own cybersecurity preparedness, MGE's security team also considers and evaluates cybersecurity risks associated with use of third-party service providers to confirm that security standards are met. MGE relies on third parties to deliver its products and services to customers, and a cybersecurity incident at a supplier, subcontractor, or joint venture partner could materially impact MGE. Third-party cybersecurity controls are assessed through a cybersecurity questionnaire, and security and privacy addendums are included in contracts when applicable. Furthermore, at least annually vendor System and Organization Controls (SOC) 1 or SOC 2 reports are reviewed by internal business owners, if available. MGE's assessment of risks associated with use of third-party providers is part of the overall cybersecurity risk management framework. MGE has a cyber insurance policy to mitigate risk of financial damages. In an event of a material cyber incident, MGE engages representatives of the insurer in accordance with the cyber incident response plan.

Governance

Enterprise-wide risk assessment and oversight are fundamental responsibilities of the Board, including cybersecurity. The Board, of which three members have technology and cybersecurity skills, is involved in the process of overseeing the primary risks faced in the conduct of our business. The Board receives, on an ongoing basis, information from management related to key business risks and mitigation strategies. These business risks include existing and emerging risks related to environmental performance and sustainability, information technology systems and cybersecurity, operational risks, financial risks, reliability risks, and regulatory risks. Updates to the ERM risk register are provided to the Audit Committee of the Board semiannually, which includes a cybersecurity risk assessment. Annually, management presents the Company's cybersecurity strategy and

initiatives to the Board. In addition, management provides quarterly cybersecurity updates to the Audit Committee to inform on any incidents, changes in risk or threat landscape, and provide any relevant information on trending topics in cybersecurity as it pertains to MGE.

The Chief Financial Officer (CFO) & Treasurer and the Chief Information Officer (CIO) are the system owners for electronic information and, in that capacity, are responsible for the processing, integrity, security, and availability of electronic information under their jurisdiction. The CFO has over 15 years of experience spanning several IT functions and levels of management, IT audit, applications development, project management, infrastructure and telecommunications, and cybersecurity. The CIO has over 25 years of IT experience, including ten years dedicated to cybersecurity in the utility, insurance, and financial sectors, and maintains a Certified Information Systems Security Professional (CISSP) certification. The CIO's cybersecurity experience includes engineering, architecture, incident response, and management.

MGE has had no material cyber security incidents that affected business strategy, results of operations, or financial condition.

Item 2. Properties.

Electric Generation

Net summer rated capacity in service as of December 31, 2023, was as follows:

Plants	Location	Commercial Operation Date	Fuel	Nameplate Capacity (MW)	Net Summer Rated Capacity (MW) ^{(a)(b)}	No. of Units
Coal Facilities:						
Columbia	Portage, WI	1975 & 1978	Low-sulfur Coal	211	212 ^(c)	2
Elm Road Units	Oak Creek, WI	2010 & 2011	Coal	106	109 ^(c)	2
Natural Gas Facilities:						
Blount	Madison, WI	1957 & 1961	Natural Gas	100	95	2
Nine Springs	Madison, WI	1964	Natural Gas	16	12	1
Sycamore	Madison, WI	1967 & 1971	Natural Gas	38	30	2
Fitchburg	Fitchburg, WI	1973	Natural Gas	53	31	2
West Marinette	Marinette, WI	2000	Natural Gas/Oil	90	69	1
WCCF	Madison, WI	2005	Natural Gas/Oil	157	127 ^(c)	2
West Riverside	Beloit, WI	2020	Natural Gas	25	23 ^(c)	2
Distributed Generators:						
Multiple Locations	Madison, WI	1998-2021	ULSFO ^(d)	60	54	60
Wind Facilities:						
Lincoln-Red River	Kewaunee County, WI	1999	Wind	11	1	17
Top of Iowa	Brookfield, IA	2008	Wind	30	5	18
Forward	Dodge & Fond du Lac Counties, WI	2008	Wind	18	3 ^(c)	86
Saratoga	Howard County, IA	2019	Wind	66	18	33
Red Barn	Grant County, WI	2023	Wind	9	1 ^(c)	28
Solar Facilities:						
Morey Field	Middleton, WI	2020	Solar	6	4	4
Two Creeks	Two Creeks, WI	2020	Solar	50	37 ^(c)	48
Dane County	Madison, WI	2020	Solar	10	7	4
O'Brien	Fitchburg, WI	2021	Solar	22	14	8
Badger Hollow I & II	Monfort, WI	2021 & 2023	Solar	100	61 ^(c)	81
Hernsdorf	Madison, WI	2022	Solar	8	6	64
Total				1,186	919	

- (a) Net summer rated capacity is determined by annual testing (measured in June, July or August) and may vary from year to year due to, among other things, the operating and physical conditions of the units.
- (b) All facilities shown are owned by MGE unless footnoted otherwise.
- (c) MGE jointly owns these facilities with various other utilities. The capacity shown represents MGE's ownership share:
- Columbia is jointly-owned by MGE, WPSC and WPL, which operates the facility. MGE's ownership interest is 19%. See "Columbia" below for further information.
 - Elm Road Units is jointly owned by MGE, WPPI Energy, Inc, and WEC, which operates the units. MGE's ownership interest is 8.33%. See "Elm Road Units" below for further information.
 - WCCF is jointly-owned by MGE and UW-Madison. Per the joint plant agreement, the UW is allocated 17 MW of the net capability of these units during the summer cooling season. The net summer-rated capacity shown reflects this decrease. MGE's ownership interest is 55%. See "WCCF" below for further information.
 - West Riverside is jointly owned by multiple parties including MGE and WPL, which operates the facility. Power from this facility is shared in proportion to each owner's ownership interest. Commercial operation date of facility was 2020. MGE purchased its ownership interest of 3.4% in 2023.
 - Forward is jointly owned by MGE, WPSC and WPL, which operates the facility. Power from this facility is shared in proportion to each owner's ownership interest. Commercial operation date of facility was 2008. MGE purchased its ownership interest of 12.8% in 2018.
 - Red Barn is jointly owned by MGE and WPSC, which operates the facility. MGE's ownership interest is 10%.
 - Two Creeks and Badger Hollow I and II are both jointly owned with WPSC, which operates the facilities. MGE's ownership interest is 33%.
- (d) ULSFO is ultra low-sulfur fuel oil.

Columbia

MGE and two other utilities jointly own Columbia, a coal-fired generating facility consisting of two units, which, as of December 31, 2023, accounted for 23% of MGE's net summer rated capacity. Power from this facility is shared in proportion to each owner's ownership interest. As of December 31, 2023, MGE had a 19% ownership interest in Columbia. The other owners are WPL, which operates Columbia, and WPSC. MGE and the other co-owners announced plans to retire Columbia. The co-owners intend to retire Unit 1 and Unit 2 by June 2026. Final timing and unit retirement dates are subject to change depending on operational, regulatory, and other factors.

The Columbia units burn low-sulfur sub-bituminous coal obtained from the Powder River Basin coal fields located in Wyoming. The coal inventory supply for the Columbia units was approximately 46 days as of December 31, 2022, and approximately 90 days as of December 31, 2023.

Elm Road Units and WCCF

MGE Power Elm Road and two other utilities own undivided interests in the Elm Road Units, consisting of two units, which, as of December 31, 2023, accounted for 12% of MGE's net summer rated capacity. Power from these units is shared in proportion to each owner's ownership interest. MGE Power Elm Road owns an 8.33% ownership interest in the Elm Road Units, and its interest in the Elm Road Units is leased to MGE. The other owners are Wisconsin Energy Corporation, which operates the units, and WPPI Energy, Inc. The Elm Road Units burn bituminous coal obtained from northern West Virginia and southwestern Pennsylvania, and sub-bituminous coal from the Powder River Basin in Wyoming. MGE's share of the coal inventory supply for the Elm Road Units was approximately 81 days as of December 31, 2022, and approximately 82 days as of December 31, 2023. MGE Power Elm Road's share of the Elm Road Units is reflected in "Property, plant, and equipment, net" on MGE Energy's and MGE's consolidated balance sheets. In 2021, MGE announced plans to end the use of coal as a primary fuel at the Elm Road Units and transition the plant to natural gas. By the end of 2030, MGE expects coal to be used only as a backup fuel at the Elm Road Units. This transition will help MGE meet its 2030 carbon reduction goals. By the end of 2032, MGE expects that the Elm Road Units will be fully transitioned away from coal, which will eliminate coal as an internal generation source for MGE.

MGE Power West Campus and the UW jointly own undivided interests in a natural gas-fired cogeneration facility on the UW campus. The facility has the capacity to produce 30,000 tons of chilled water, 500,000 pounds per hour of steam, and approximately 150 MW of electricity. The UW owns 45% of the facility, which represents its interest in the chilled-water and steam assets. These assets are used to meet a part of the UW's need for air-conditioning and steam-heat capacity. MGE Power West Campus owns 55% of the facility, which represents its interest in the electric generating assets. These assets are used to provide electricity to MGE's customers. The UW's share of the plant and portion of the earnings from the WCCF are not reflected in the consolidated financial statements of MGE Energy or MGE. MGE Power West Campus's share of the plant is reflected in "Property, plant, and equipment, net" on MGE Energy's and MGE's consolidated balance sheets.

MGE leases MGE Power Elm Road's ownership interest in the Elm Road Units pursuant to two separate facility leases. MGE leases the electric generating assets owned by MGE Power West Campus and is responsible for operating the entire facility. At the end of the respective lease terms, MGE may, at its option, renew the facility lease for an additional term, purchase the leased ownership interest at fair market value, or allow the lease to end. The financial terms of the facility lease agreements are as follows:

Facilities	Assumed Capital Structure	Assumed Return on Equity	Lease Expiration
Elm Road Units	55% equity and	12.7%	Unit 1: 2040
	45% long-term debt		Unit 2: 2041
WCCF	53% equity and 47% long-term debt	12.1%	2035

Electric and Gas Distribution Facilities

As of December 31, 2023, MGE owned 835 miles of overhead electric distribution line and 1,330 miles of underground electric distribution cable, all of which are located in Wisconsin. These electric distribution facilities are connected by 49 substations, installed with a capacity of 1.2 million kVA. MGE's gas facilities include 3,066 miles of distribution mains, which are all owned by MGE.

A significant portion of MGE's electric and gas distribution facilities are located above or underneath highways, streets, other public places, or property otherwise not owned by MGE. MGE believes that it has satisfactory rights to use those places or property in the form of permits, grants, easements, and licenses; however, it has not necessarily undertaken to examine the underlying title to the land upon which the rights rest.

Encumbrances

The principal plants and properties of MGE are subject to the lien of its Indenture of Mortgage and Deed of Trust dated as of January 1, 1946, as amended and supplemented, under which MGE's first mortgage bonds are issued. MGE Power Elm Road has collaterally assigned its right to lease payments from MGE for the Elm Road Units in order to secure the repayment of the senior secured notes issued by MGE Power Elm Road. MGE Power West Campus has collaterally assigned its right to lease payments from MGE for the WCCF in order to secure the repayment of the senior secured notes issued by MGE Power West Campus. See Footnote 14 of the Notes to Consolidated Financial Statements in this Report for additional information regarding these first mortgage bonds and the entitlement of certain senior notes issued by MGE to be equally and ratably secured if MGE issues additional first mortgage bonds.

Item 3. Legal Proceedings.

MGE Energy and MGE

MGE Energy and its subsidiaries, including MGE, from time to time are involved in various legal proceedings that are handled and defended in the ordinary course of business.

See "Environmental" under Item 1. Business and Footnote 16.a. of the Notes to Consolidated Financial Statements in this Report for a description of several environmental proceedings affecting MGE. See Footnote 16b. of the Notes to Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data in this Report for a description of other legal matters.

Item 4. Mine Safety Disclosures.

MGE Energy and MGE - Not applicable.

PART II.

Item 5. Market for Registrants' Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.

Market for Common Equity

MGE Energy

MGE Energy common stock is traded on Nasdaq under the symbol MGEE. As of January 31, 2024, there were 40,660 shareholders of record. For additional information regarding dividends and dividend restrictions, see Footnote 15 of the Notes to the Consolidated Financial Statements under Item 8. Financial Statements and Supplementary Data in this Report.

MGE

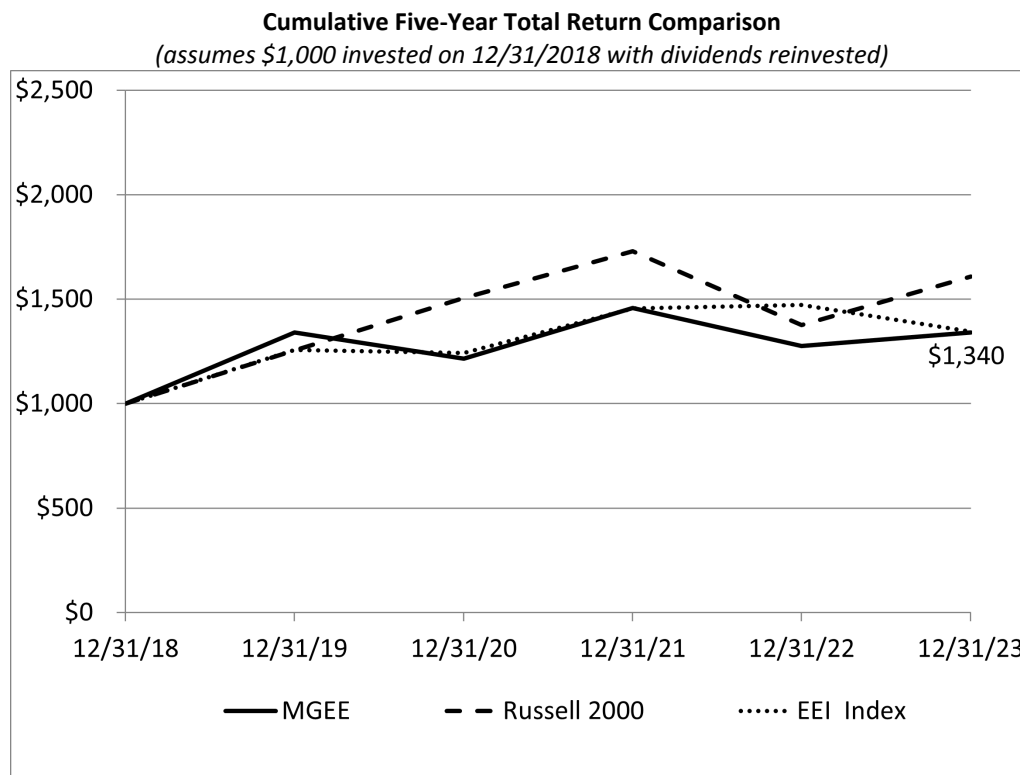
As of January 31, 2024, there were 17,347,894 outstanding shares of MGE common stock, all of which were held by MGE Energy. There is no market for shares of common stock of MGE.

Equity Compensation Plans

See Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters below in this report.

Stock Performance Graph

The performance graph below illustrates a five-year comparison of cumulative total returns based on an initial investment of \$1,000 in MGE Energy common stock, as compared with the Russell 2000 and the EEI Index for the period 2019 through 2023. The EEI Index reflects the consolidated performance of Edison Electric Institute investor-owned electric utilities.



Value of Investment as of December 31,

	2018	2019	2020	2021	2022	2023
MGEE	\$ 1,000	\$ 1,341	\$ 1,216	\$ 1,458	\$ 1,275	\$ 1,340
Russell 2000	1,000	1,255	1,506	1,729	1,376	1,608
EEI Index	1,000	1,258	1,243	1,456	1,473	1,344

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

MGE Energy is an investor-owned public utility holding company operating through subsidiaries in five business segments:

- Regulated electric utility operations, conducted through MGE, which generate and distribute electricity to approximately 163,000 customers in Dane County, Wisconsin,
- Regulated gas utility operations, conducted through MGE, which distribute natural gas to approximately 176,000 customers in seven south-central and western Wisconsin counties,
- Nonregulated energy operations, conducted through MGE Power and its subsidiaries, which owns interests in electric generating capacity that is leased to MGE,
- Transmission investments, representing our equity investment in ATC, which owns and operates electric transmission facilities primarily in Wisconsin, and ATC Holdco, a company created to facilitate out-of-state electric transmission development and investments, and
- All other, which includes corporate operations and services.

Our primary focus is our core utility customers at MGE as well as creating long-term value for our shareholders. MGE seeks to meet its customers' expectations for reasonably priced, reliable electric and gas service provided in a reasonable manner. That responsibility is manifested in actions intended to achieve 80% carbon reduction by 2030 (from 2005 levels) and net-zero carbon by 2050, including:

- reducing the proportion that coal generation represents in its generation mix, as evidenced by its announcements of the retirement of Columbia (a coal generation plant) and the planned change in the Elm Road Units fuel source from coal to natural gas, and
- growing ownership of renewable generation sources.

MGE will continue to focus on growing earnings while controlling operating and fuel costs. MGE's goal is to provide safe and efficient operations in addition to providing customer value. We believe it is critical to maintain a strong credit rating consistent with financial strength in MGE in order to accomplish these goals.

The ownership/leasing structure for our nonregulated energy operations was adopted under applicable state regulatory guidelines for MGE's participation in these generation facilities, consisting principally of a stable return on the equity investment in the new generation facilities over the term of the related leases. The nonregulated energy operations include an ownership interest in two coal-fired generating units in Oak Creek, Wisconsin and a partial ownership of a cogeneration project on the UW-Madison campus. A third party operates the units in Oak Creek, and MGE operates the cogeneration project. Due to the nature of MGE's participation in these facilities, the results of MGE Energy's nonregulated operations are also consolidated into MGE's consolidated financial position and results of operations under applicable accounting standards.

We have not included a discussion of results of operations and changes in financial position for the year ended December 31, 2022, as compared to the year ended December 31, 2021. That discussion can be found in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our annual report on Form 10-K for the year ended December 31, 2022, which was filed with the SEC on February 22, 2023.

Executive Overview

We principally earn revenue and generate cash from operations by providing electric and natural gas utility services, including electric power generation and electric power and gas distribution. The earnings and cash flows from the utility business are sensitive to various external factors, including:

- Weather, and its impact on customer sales,
- Economic conditions, including current business activity and employment and their impact on customer demand,
- Rates, regulation and regulatory issues, and their impact on the timing and recovery of costs,
- Energy commodity prices, including natural gas prices,
- Equity price risk pertaining to pension related assets,

- Credit market conditions, including interest rates and our debt credit rating,
- Environmental laws and regulations, including adopted and pending environmental rule changes, and
- Other factors listed in Item 1A. Risk Factors of this Report.

During the year ended December 31, 2023, MGE Energy's earnings were \$117.7 million or \$3.25 per share compared to \$111.0 million or \$3.07 per share for the same period in the prior year. MGE's earnings for the year ended December 31, 2023, were \$90.5 million compared to \$83.9 million for the same period in the prior year.

MGE Energy's net income was derived from our business segments as follows:

<i>(In millions)</i> Business Segment:	Year Ended December 31,	
	2023	2022
Electric Utility	\$ 75.9	\$ 65.2
Gas Utility	14.1	18.2
Nonregulated Energy	22.4	22.1
Transmission Investments	7.7	6.7
All Other	(2.4)	(1.2)
Net Income	<u>\$ 117.7</u>	<u>\$ 111.0</u>

Our net income during 2023 compared to 2022 primarily reflects the effects of the following factors:

Electric Utility

An increase in electric investments contributed to earnings for 2023. Timing of depreciation expense and lower fuel costs also contributed to higher earnings in 2023. Depreciation expense is expected to increase in 2024 with the completion of significant capital projects such as Badger Hollow II and Paris.

Gas Utility

Lower gas retail sales resulting from warmer than normal weather contributed to lower gas earnings in 2023. Gas retail sales decreased approximately 13%. Heating degree days (a measure for determining the impact of weather during the heating season) decreased by approximately 15% in 2023 compared to the same period in the prior year.

Transmission Investments

In 2022, our share of ATC's earnings reflected an estimated possible loss of approximately \$0.9 million inclusive of interest and net of tax, related to the August 2022 developments in the MISO transmission owners complaints on authorized return on equity. See additional information in "Other Matters" below.

All Other

Investment losses from our venture capital funds resulted in lower earnings in 2023 compared to the same period in the prior year. These venture capital investments support early-stage companies working to advance smart technologies, the customer experience, distributed energy resources, electrification, cybersecurity and other priorities for utility companies such as greater sustainability.

Significant Events

The following events affected 2023:

2022/2023 Rate Settlement Agreement and 2023 Electric Limited Rate Case Reopener: In December 2021, the PSCW approved a settlement agreement for MGE's 2022 rate case. As part of that settlement agreement, the PSCW approved a 0.96% increase in 2023 gas rates and a 2023 electric rate change to be addressed through a limited rate case reopener. In December 2022, the PSCW approved an 9.01% increase to electric rates for 2023. See "Other Matters" below for additional information on the 2022/2023 rate case settlement and 2023 Electric Limited Rate Case Reopener.

Utility Solar: Large solar generation projects were recently completed or are under construction, as shown in the following table. Incurred costs are reflected in "Property, plant, and equipment, net" for projects placed in service, or "Construction work in progress" for projects under construction on the consolidated balance sheets.

Project	Ownership Interest	Source	Share of Generation	Share of Estimated Costs ^(a)	Costs Incurred as of December 31, 2023 ^(a)	Date of Commercial Operation
Red Barn	10%	Wind	9.16 MW	\$18 million	\$16.7 million	April 2023
Badger Hollow II	33%	Solar	50 MW	\$86 million ^(e)	\$81.6 million ^{(b)(c)}	December 2023
Paris	10%	Solar/Battery	20 MW/11 MW	\$61 million ^(e)	\$35.0 million ^(b)	2024 ^(d) Solar 2025 ^(d) Battery
Darien	10%	Solar	25 MW	\$46 million ^{(e)(f)}	\$25.5 million ^(b)	2024 ^(d)

(a) Excluding AFUDC.

(b) MGE received specific approval to recover 100% AFUDC on Badger Hollow II, Paris, and Darien. After tax, MGE recognized \$5.6 million, \$2.2 million, and \$0.6 million of AFUDC equity earnings through December 31, 2023, on Badger Hollow II, Paris, and Darien, respectively, during construction. AFUDC has been excluded from the costs incurred in the table above.

(c) Includes an allocation of common facilities at Badger Hollow placed in service in November 2021.

(d) Estimated date of commercial operation.

(e) Estimated costs are expected to exceed PSCW previously approved CA levels. Notifications are provided to the PSCW when costs increase above CA levels. MGE has requested, and will continue to request, recovery of the updated estimated costs in its rate case proceedings.

(f) As part of its order, the PSCW approved battery capacity with this project, which is no longer included in the current estimate. We will continue to evaluate timing, cost, and feasibility of the installation of batteries.

West Riverside. In March 2023, MGE purchased a 3.4% ownership interest in the natural gas-fired facility West Riverside from WPL, the operator of the plant, for approximately \$25 million. MGE's share of the generation capacity of West Riverside is 25 MW.

Deferred Fuel Costs - Subject to Refund: As of December 31, 2023, MGE had deferred \$7.2 million of 2023 fuel savings. These costs will be subject to the PSCW's annual review of 2023 fuel costs, expected to be completed during 2024. See Footnote 9.b. of the Notes to Consolidated Financial Statements in this Report for further information regarding fuel proceedings.

2022 Annual Fuel Proceeding: MGE under-recovered fuel costs in 2022. As of December 31, 2022, MGE had deferred \$8.8 million of 2022 fuel costs. In August 2023, the PSCW issued a final decision in the 2022 fuel rules proceedings for MGE to recover these costs over a 12-Month period from October 2023 through September 2024. There was no change to the costs to be recovered in the fuel rules proceedings from the amount MGE deferred in the previous year.

During 2024, several items may affect us, including:

2024/2025 Rate Proceeding: In December 2023, the PSCW approved a 1.54% increase to electric rates and 2.44% increase to gas rates for 2024. The PSCW also approved a 4.17% increase to electric rates and 1.32% increase to gas rates for 2025. See "Other Matters" below for additional information on the 2024/2025 Rate Proceeding.

In accordance with the 2024/2025 rate order from the PSCW, MGE will have an earnings sharing mechanism, under which, if MGE earns above the 9.7% authorized ROE: (i) the utility will retain 100.0% of earnings for the first 15 basis points above the authorized ROE; (ii) 50.0% of the next 60 basis points will be required to be refunded to customers; and (iii) 100.0% of any remaining excess earnings will be required to be refunded to customers.

ATC Return on Equity: As discussed in "Other Matters" below, ATC's authorized ROE, which is used in calculating its rates and revenues, is the subject of a challenge before FERC. A decrease in ATC's ROE could result in lower equity earnings and distributions from ATC in the future. We derived approximately 6.4% and 5.9% of our net income for the years ended December 31, 2023 and 2022, respectively, from our investment in ATC.

Environmental Initiatives: There are proposed legislative rules and initiatives involving matters related to air emissions, water effluent, hazardous materials, and greenhouse gases, all of which affect generation plant capital expenditures and operating costs as well as future operational planning. Legislation and rulemaking addressing climate change and related matters could significantly affect the costs of owning and operating fossil-fueled

generating plants. We would expect to seek and receive recovery of any such costs in rates. However, it is difficult to estimate the amount of such costs due to the uncertainty as to the timing and form of any legislation or rules, and the scope and time of the recovery of costs in rates, which may occur after those costs have been incurred and paid.

Future Generation - 80% carbon reduction target by 2030 (from 2005 levels): MGE has outlined initiatives to achieve our raised target.

- *Transitioning away from coal.* Columbia: MGE, along with the other plant co-owners, announced plans to retire Columbia Unit 1 and Unit 2 by June 2026. Final timing and retirement dates for Units 1 and 2 are subject to change depending on operational, regulatory, and other factors. MGE has a plan, which it continues to evaluate, to replace the generation from Columbia while maintaining electric service reliability.

Elm Road Units: MGE, along with the plant co-owner, announced plans to end the use of coal as a primary fuel at the Elm Road Units and transition the plant to natural gas. Transition plans and costs will be subject to PSCW approval. MGE's remaining use of coal is expected to be further reduced as the Elm Road Units transition to natural gas. By the end of 2030, coal is expected to be used only as a backup fuel at the Elm Road Units. This transition will help MGE meet its 2030 carbon reduction goals. By the end of 2032, MGE expects that the Elm Road Units will be fully transitioned away from coal, which will eliminate coal as an internal generation source for MGE.

- *Growing renewable generation.* MGE is seeking to acquire a joint interest in several renewable generation projects. See our 2024-2028 capital expenditures forecast included under "Liquidity and Capital Resources" below for information on these projects.
- *Natural gas as a fuel source.* West Riverside: MGE is seeking PSCW approval to purchase an additional ownership interest in West Riverside. See the 2024-2028 capital expenditures forecast included under "Liquidity and Capital Resources" below for additional information on West Riverside.

Environmental Initiatives – Natural gas distribution: Building upon our long-standing commitment to providing affordable, sustainable energy, MGE has set a goal to achieve net-zero methane emissions from its natural gas distribution system by 2035. If MGE can accelerate plans to achieve that goal—through the evolution of new technologies, such as renewable natural gas—it will. MGE is working to reduce overall emissions from its natural gas distribution system cost-effectively as quickly as possible.

Solar Procurement Disruptions: MGE is monitoring import regulations under the Uyghur Forced Labor Protection Act and the U.S. Department of Commerce investigation on whether to impose new solar tariffs. These disruptions have a potential to impact current and future solar projects which may result in an increase in costs or delays in construction timelines. In the event that such disruptions cause costs to exceed the levels approved for specific projects, we have filed, and expect to continue to file, notifications with the PSCW and expect to request recovery of any cost increases in MGE's future rate proceedings. See "Other Matters" below for additional information on solar procurement disruptions.

The following discussion is based on the business segments as discussed in Footnote 22 of the Notes to Consolidated Financial Statements in this Report.

Results of Operations

Year Ended December 31, 2023, Versus the Year Ended December 31, 2022

Electric sales and revenues

The following table compares MGE's electric revenues and electric kWh sales by customer class for each of the years indicated:

(In thousands, except CDD)	Revenues			Sales (kWh)		
	2023	2022	% Change	2023	2022	% Change
Residential	\$ 171,137	\$ 161,300	6.1%	871,558	884,476	(1.5)%
Commercial	252,268	232,057	8.7%	1,772,483	1,790,397	(1.0)%
Industrial	13,759	13,303	3.4%	151,283	152,734	(1.0)%
Other-retail/municipal	40,815	37,323	9.4%	363,643	363,213	0.1%
Total retail	477,979	443,983	7.7%	3,158,967	3,190,820	(1.0)%
Sales to the market	10,163	19,385	(47.6)%	132,143	132,079	0.0%
Other revenues	1,587	1,799	(11.8)%	—	—	—%
Total	\$ 489,729	\$ 465,167	5.3%	3,291,110	3,322,899	(1.0)%
Cooling degree days (normal 705)				780	787	(0.9)%

Electric revenue increased \$24.6 million during 2023 compared to 2022, due to the following:

(In millions)	
Rate changes	\$ 42.4
Sales to the market	(9.2)
Decrease in volume	(3.7)
Customer fixed and demand charges	(3.2)
Revenue subject to refund, net	(1.5)
Other	(0.2)
Total	\$ 24.6

- **Rate changes.** In December 2022, the PSCW authorized MGE to increase 2023 rates for retail electric customers by approximately 9.01%. Rates charged to retail customers during 2023 were \$42.4 million higher than those charged during 2022. See Footnote 9 of the Notes to Consolidated Financial Statements in this Report for further information on the rate increase. Any increase in rates associated with fuel or purchase power costs are generally offset in fuel and purchased power costs and do not have a significant impact on net income.
- **Sales to the market.** Sales to the market typically occur when MGE has more generation and purchases in the MISO market than are needed for its customer demand. The excess electricity is then sold to other utilities or power marketers in the MISO market. During 2023, sales were made at lower market prices compared to 2022. The revenue generated from these sales is included in fuel rules monitored costs. See fuel rules discussion in Footnote 9 of the Notes to Consolidated Financial Statements.
- **Volume.** During 2023, residential sales decreased by approximately 2% compared to 2022. The decrease was driven by unfavorable weather. Commercial, industrial, and other-retail/municipal sales decreased by approximately 1% during 2023 compared to 2022.
- **Customer fixed and demand charges.** During 2023, fixed and demand charges decreased \$3.2 million primarily attributable to the decrease in demand charges for commercial customers and decreased fixed residential customer charge.
- **Revenue subject to refund.** For cost recovery mechanisms, any over-collection of revenues resulting from costs authorized to be collected from customers in rates exceeding actual costs is recorded as a reduction of

revenue in the period incurred, as the over-collection is expected to be refunded to customers in a subsequent period. In the year the over-collection is refunded, rates are reduced and offset as revenue subject to refund. There is no net income impact in the year the costs are refunded.

Electric fuel and purchased power

(In millions)	Year Ended December 31,		
	2023	2022	\$ Change
Fuel for electric generation	\$ 57.6	\$ 61.3	\$ (3.7)
Purchased power	41.2	46.8	(5.6)

The \$3.7 million decrease in fuel for electric generation was due to an approximately 11% decrease in the average cost offset by an approximately 5% increase in internal generation. West Riverside was purchased in March 2023 contributing to the increase in internal generation during 2023, compared to 2022.

Excluding deferred fuel costs, purchased power decreased \$19.7 million. The decrease in purchased power was due to an approximately 18% decrease in market purchases as a result of lower customer sales and increased internal generation. An approximately 21% decrease in average cost also contributed to the decrease in purchase power costs. Deferred fuel cost recovered in 2023 is \$5.4 million compared to \$8.7 million deferred in 2022.

Fuel and purchased power costs are generally offset by electric revenue and do not have a significant impact on net income. MGE expects to seek and receive recovery of fuel and purchased power costs outside the fuel rules bandwidth in customer rates. See Footnote 9 of the Notes to Consolidated Financial Statements in this Report for further information on the fuel rules bandwidth.

Gas deliveries and revenues

The following table compares MGE's gas revenues and gas therms delivered by customer class during each of the years indicated:

(In thousands, except HDD and average rate per therm of retail customer)	Revenues			Therms Delivered		
	2023	2022	% Change	2023	2022	% Change
Residential	\$ 116,640	\$ 143,544	(18.7)%	97,326	114,162	(14.7)%
Commercial/Industrial	75,410	99,165	(24.0)%	96,053	106,911	(10.2)%
Total retail	192,050	242,709	(20.9)%	193,379	221,073	(12.5)%
Gas transportation	7,399	5,780	28.0%	72,181	78,966	(8.6)%
Other revenues	563	183	n.m.%	—	—	—%
Total	\$ 200,012	\$ 248,672	(19.6)%	265,560	300,039	(11.5)%
Heating degree days (normal 6,991)				6,167	7,210	(14.5)%
Average rate per therm of retail customer	\$ 0.993	\$ 1.098	(9.6)%			

n.m. not meaningful

Gas revenue decreased \$48.7 million during 2023 compared to 2022, due to the following:

(In millions)	
Rate changes	\$ (31.7)
Decrease in volume	(18.5)
Other	1.3
Revenue subject to refund, net	0.2
Total	\$ (48.7)

- **Rate changes.** In December 2021, the PSCW authorized MGE to increase 2023 rates for retail gas customers by 0.96%.

MGE recovers the cost of natural gas in its gas segment through the purchased gas adjustment clause (PGA). Under the PGA, MGE is able to pass through to its gas customers the cost of gas. Changes in PGA recoveries affect revenues but do not change net income in view of the pass-through treatment of the costs. Payments

for natural gas decreased driving lower rates during 2023. The average retail rate per therm for 2023 decreased approximately 10% compared to 2022, reflecting a decrease in natural gas commodity costs (recovered through the PGA).

- *Volume.* For 2023, retail gas deliveries decreased approximately 13% compared to 2022 primarily related to unfavorable weather conditions in the current year.
- *Other.* Other revenues increased primarily related to an increase in the number of gas customers in 2023, which increased fixed customer charge revenue as compared to 2022.

Cost of gas sold

A \$45.9 million decrease in cost of gas sold was driven by lower cost per therm of gas. Average cost per therm decreased approximately 20%. A decrease in volume of approximately 13% also contributed to the decrease in cost. MGE recovers the cost of natural gas in its gas segment through the PGA as described under gas deliveries and revenue above.

Consolidated operations and maintenance expenses

For 2023, operations and maintenance expenses increased \$6.1 million, compared to 2022. The following contributed to the net change:

<i>(In millions)</i>	
Increased administrative and general costs	\$ 6.4
Increased electric distribution expenses	0.7
Increased customer services	0.7
Increased gas distribution expenses	0.6
Increased other expenses	0.3
Decreased customer accounts costs	(1.9)
Decreased electric production expenses	(0.7)
Total	<u>\$ 6.1</u>

- Increased administrative and general costs are primarily related to an increase in employee payroll related costs including expenses recorded for the long-term incentive plan and pension and OPEB service costs.
- Decreased customer accounts are primarily related to lower technology support costs which were higher in 2022 during the stabilization period of the new customer information system that went live in September 2021.

Consolidated depreciation expense

Electric depreciation expense increased \$14.5 million and gas depreciation expense increased \$0.3 million for 2023, compared to 2022. As part of the PSCW approved electric limited reopener for 2023, MGE accelerated the depreciation schedule for Columbia Unit 2 from 2038 to 2029 to align with the depreciation schedule previously approved for Columbia Unit 1. The accelerated depreciation schedule, which began in 2023, for Columbia Unit 2 contributed to the increase in electric depreciation expense.

Electric and gas other income and interest expense

Electric other income increased \$3.4 million and gas other income increased \$0.4 million during 2023, compared to 2022, primarily related to pension and other postretirement other than service costs.

Electric interest expense increased \$3.0 million and gas interest expense increased \$1.3 million during 2023, compared to 2022, primarily related to new long-term debt issuances. See Footnote 14 of the Notes to Consolidated Financial Statements in this Report for additional information on the new debt issuances.

Nonregulated Energy Operations - MGE Energy and MGE

The nonregulated energy operations are conducted through MGE Energy's subsidiaries: MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF), which have been formed to own and lease electric

generating capacity to assist MGE. For 2023 and 2022, net income at the nonregulated energy operations segment was \$22.4 million and \$22.1 million, respectively.

Transmission Investment Operations - MGE Energy

The transmission investment segment holds our interest in ATC and ATC Holdco, and its income reflects our equity in the earnings of those investments. ATC Holdco was formed in December 2016 to pursue transmission development opportunities that typically have long development and investment lead times before becoming operational. During 2023 and 2022, other income at the transmission investment segment primarily reflects ATC's operations and was \$10.6 million and \$9.1 million, respectively. See Footnote 7 of the Notes to Consolidated Financial Statements in this Report and "Other Matters" below for additional information concerning ATC and summarized financial information regarding ATC.

All Other Operations - MGE Energy

Other income

The decrease of \$1.7 million in other income from all other operations during 2023, primarily reflects results from investment losses recognized in 2023, from our venture capital funds compared to investment gains recognized in 2022. These venture capital investments support early-stage companies working to advance smart technologies, the customer experience, distributed energy resources, electrification, cybersecurity and other priorities for utility companies such as greater sustainability.

Consolidated Income Taxes - MGE Energy and MGE

See Footnote 10 of the Notes to Consolidated Financial Statements in this Report for the effective tax rate reconciliation.

Noncontrolling Interest, Net of Tax - MGE

Noncontrolling interest, net of tax, reflects the accounting required for MGE Energy's interest in MGE Power Elm Road (the Elm Road Units) and MGE Power West Campus (WCCF). MGE Energy owns 100% of MGE Power Elm Road and MGE Power West Campus; however, due to the contractual agreements for these projects with MGE, the entities are considered VIEs with respect to MGE and their results are consolidated with those of MGE, the primary beneficiary of the VIEs. The following table shows MGE Energy's noncontrolling interest, net of tax, reflected on MGE's consolidated statement of income:

(In millions)	Year Ended December 31,	
	2023	2022
MGE Power Elm Road	\$ 14.7	\$ 14.3
MGE Power West Campus	7.2	7.3

Liquidity and Capital Resources

MGE Energy and MGE expect to have adequate liquidity to support future operations and capital expenditures over the next twelve months. Available resources include cash and cash equivalents, operating cash flows, liquid assets, borrowing working capacity under revolving credit facilities, and access to equity and debt capital markets. MGE Energy expects to generate funds from operations and both long-term and short-term debt financing. See "Credit Facilities" below for information regarding MGE Energy's and MGE's credit facilities.

Cash Flows

The following summarizes cash flows for MGE Energy and MGE during 2023 and 2022:

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
Cash provided by (used for):				
Operating activities	\$ 237,561	\$ 153,735	\$ 231,822	\$ 151,067
Investing activities	(230,020)	(180,145)	(224,027)	(176,095)
Financing activities	(10,483)	25,543	(11,590)	27,730

Cash Provided by Operating Activities

Cash flows from operating activities for MGE Energy and MGE principally reflect the receipt of customer payments for electric and gas service and outflows related to fuel for electric generation, purchased power, gas, and operation and maintenance expenditures.

MGE Energy

MGE Energy's consolidated net cash provided by operating activities is derived mainly from the electric and gas operations of its principal subsidiary, MGE.

Cash provided by operating activities during 2023 was \$237.6 million, an increase of \$83.8 million when compared to 2022, driven by:

- A \$71.7 million increase in cash from lower payments for fuel and purchased power at our generation plants, as well as lower natural gas costs to our customers during 2023, when compared to 2022, primarily driven by a decrease in the price of natural gas.
- A \$9.5 million increase in cash as a result of higher overall collections from customers during 2023, when compared to 2022. This increase was driven by the 2023 rates approved by the PSCW, effective January 1, 2023.
- An increase of \$11.5 million in cash from lower payments for other operation and maintenance expenses.
- An increase of \$1.4 million in cash from higher dividends received from ATC investment.

These increases in net cash provided by operating activities were partially offset by:

- A decrease of \$6.6 million in cash from higher payments for MGE Energy's federal and state taxes during 2023, when compared to 2022.
- A decrease of \$3.6 million in cash from higher payments for interest, driven by MGE's issuance of long-term debt during the fourth quarter of 2022 and during 2023.

MGE

Cash provided by operating activities for 2023 was \$231.8 million, an increase of \$80.8 million when compared to 2022, driven by:

- A \$71.7 million increase in cash from lower payments for fuel and purchased power at our generation plants, as well as lower natural gas costs to our customers during 2023, when compared to 2022, primarily driven by a decrease in the price of natural gas.
- A \$9.5 million increase in cash as a result of higher overall collections from customers during 2023, when compared to 2022. This increase was driven by the 2023 rates approved by the PSCW, effective January 1, 2023.
- An increase of \$11.4 million in cash from lower payments for other operation and maintenance expenses.

These increases in net cash provided by operating activities were partially offset by:

- A decrease of \$8.0 million in cash from higher payments for MGE's federal and state taxes during 2023, when compared to 2022.
- A decrease of \$3.6 million in cash from higher payments for interest, driven by MGE's issuance of long-term debt during the fourth quarter of 2022 and during 2023.

Capital Requirements and Investing Activities

Cash outflows for MGE Energy and MGE principally reflect capital expenditures. See "Capital Expenditures" below for more information.

MGE Energy

MGE Energy's cash used for investing activities increased \$49.9 million for 2023 when compared to 2022.

Capital expenditures for 2023 were \$222.1 million. This amount represents an increase of \$47.0 million from the expenditures made in 2022. This increase primarily reflects the purchase of 25 MW of West Riverside and purchase of Red Barn wind farm.

Capital contributions in ATC and other investments increased \$1.8 million for 2023 when compared to 2022.

MGE

MGE's cash used for investing activities increased \$47.9 million for 2023 when compared to 2022.

Capital expenditures for 2023 were \$222.1 million. This amount represents an increase of \$47.0 million from the expenditures made in 2022. This increase primarily reflects the purchase of 25 MW of West Riverside and purchase of Red Barn wind farm.

Capital Expenditures

The following table shows MGE Energy's actual capital expenditures for both 2022 and 2023, and forecasted capital expenditures for 2024 through 2028:

(In thousands) For the years ended December 31,	Actual		Forecasted				
	2022	2023	2024	2025	2026	2027	2028
Electric	\$ 141,273	\$ 180,743	\$ 177,000	\$ 186,000	\$ 193,000	\$ 222,000	\$ 207,000
Gas	27,656	36,402	28,000	29,000	32,000	29,000	28,000
Utility plant total	168,929	217,145	205,000	215,000	225,000	251,000	235,000
Nonregulated	6,101	4,926	9,000	10,000	7,000	6,000	8,000
MGE Energy total	<u>\$ 175,030</u>	<u>\$ 222,071</u>	<u>\$ 214,000</u>	<u>\$ 225,000</u>	<u>\$ 232,000</u>	<u>\$ 257,000</u>	<u>\$ 243,000</u>

Forecasted capital expenditures are based upon management's assumptions with respect to future events, including the timing and amount of expenditures associated with environmental compliance initiatives, legislative and regulatory action, supply chain and market disruptions, customer demand and support for electrification and renewable energy resources, energy conservation programs, load growth, the timing of any required regulatory approvals, and the adequacy of rate recovery. Actual events may differ materially from these assumptions and result in material changes to those forecasted amounts, particularly in the final forecasted years.

MGE is targeting at least 80% carbon reduction from electric generation by 2030 (from 2005 levels) and net-zero carbon electricity by 2050. Solar, wind, and battery storage projects are a major step toward deep decarbonization and greater use of clean energy sources in pursuit of our goal. MGE continues to evaluate solar, wind, and battery storage projects that align with its goals as legacy fossil fuel-fired facilities are retired. The target early retirement date for Columbia is June 2026. MGE has included forecasted capital expenditures for the years 2024 through 2026 for projects to replace Columbia's generation.

The following table provides further detail of MGE Energy's forecasted capital expenditures, separating spending into capital project categories for 2024 through 2028:

(In thousands)

For the years ended December 31,	Forecasted				
	2024	2025	2026	2027	2028
Electric renewables ^(a)	\$76,000	\$102,000	\$114,000	\$146,000	\$132,000
Electric production	42,000	21,000	20,000	13,000	13,000
Electric distribution	59,000	63,000	59,000	63,000	62,000
Gas distribution	28,000	29,000	32,000	29,000	28,000
Utility plant total	205,000	215,000	225,000	251,000	235,000
Nonregulated	9,000	10,000	7,000	6,000	8,000
MGE Energy total	<u>\$214,000</u>	<u>\$225,000</u>	<u>\$232,000</u>	<u>\$257,000</u>	<u>\$243,000</u>

(a) Includes solar and wind generation and battery storage.

Our forecasted capital expenditures reflect the following significant renewable projects that are proposed or currently under construction:

Project	Source	Ownership Interest	Share of Generation/Battery Storage	Share of Costs ^(b)	Estimated Date of Commercial Operation
Paris ^(a)	Solar/Battery	10%	20MW/11MW	\$61 million ^{(c)(d)}	2024 Solar 2025 Battery
Darien ^(a)	Solar	10%	25MW	\$46 million ^{(c)(d)(e)}	2024
Strix	Solar	100%	6MW	\$12 million	2024
High Noon ^(f)	Solar	10%	30MW	\$65 million	2026
Koshkonong ^(a)	Solar	10%	30MW	\$54 million ^{(c)(e)}	2026

(a) Approved by the PSCW.

(b) Excluding AFUDC.

(c) Requested, in the case of projects pending PSCW approval, or received, in the case of Paris, Darien, and Koshkonong approval to recover 100% AFUDC.

(d) See Footnote 6 of Notes to Consolidated Financial Statements in the Report for information on costs incurred.

(e) As part of its order, the PSCW approved battery capacity with these projects, which are no longer included in the 2024-2028 forecast. MGE will continue to evaluate timing, cost, and feasibility of the installation of batteries.

(f) Pending approval by the PSCW. Battery storage has been proposed as part of this project and has not been included in the 2024-2028 forecast. MGE will continue to evaluate timing, cost, and feasibility of the installation of batteries.

In 2023, MGE notified the PSCW of increases in projected costs at Badger Hollow II, Paris, and Darien. The main drivers were increases in the costs of key commodities, labor, and solar modules resulting from supply chain and market disruptions. See Footnote 6 of Notes to Consolidated Financial Statements in this Report for more information on these projects. Furthermore, solar panel procurement disruptions have also shifted construction timelines. MGE continues to assess the potential impact of these disruptions on current and future solar projects that may result in an increase in costs or delays in construction timelines. See further information on procurement disruptions discussed earlier under "Executive Overview."

West Riverside: In March 2023, MGE purchased 25 MW of capacity of West Riverside. In September 2023, MGE, along with joint applicants, filed an application with the PSCW requesting approval for a sale and purchase of additional ownership interests in West Riverside. If approved, MGE's share of West Riverside will increase 25 MW at a purchase price of approximately \$25 million. The closing and actual transfer of ownership is expected to occur in June 2024. MGE has requested approval from the PSCW to defer a recovery of and a return on the purchase of the additional ownership of West Riverside and to be reflected in a future rate case filing.

Electric and Gas Distribution: In 2024 through 2028, electric and gas capital expenditures include investment in enhanced metering solutions to provide customers with more timely and detailed energy use information. Investments in advanced metering infrastructure will provide additional benefits including outage and demand response and automated meter reading capabilities. Forecasted total capital expenditures for those years is approximately \$39 million.

Financing Activities

The principal sources and uses of cash are related to short-term and long-term borrowings and repayments and the payment of cash dividends.

MGE Energy

Cash used for MGE Energy's financing activities was \$10.5 million for 2023, compared to \$25.5 million of cash provided by financing activities in 2022.

For 2023, cash dividends paid were \$60.4 million compared to \$57.5 million in 2022. The increase reflected a higher dividend rate per share (\$1.67 vs. \$1.59).

During 2023, MGE issued \$120.0 million of senior unsecured notes that were used to repay \$30 million of maturing unsecured senior notes and to assist with financing additional capital expenditures and other corporate obligations, compared to \$25.0 million issued in 2022. In addition, \$19.3 million of Industrial Development Revenue Bonds were tendered by their holders as required by the terms of the bonds and remarketed as permitted by those terms.

For 2023, net short-term debt repayments were \$32.5 million, compared to \$65.0 million of borrowings in 2022.

MGE

During 2023, cash used for MGE's financing activities was \$11.6 million, compared to \$27.7 million of cash provided by financing activities in 2022.

Cash dividends to parent (MGE Energy) were \$41.0 million in 2023, compared to \$33.5 million in 2022.

Distributions to parent (MGE Energy) from noncontrolling interest, which represent distributions from MGE Power Elm Road and MGE Power West Campus, were \$20.5 million for 2023, compared to \$22.0 million in 2022. The noncontrolling interest arises from the accounting required for the entities, which are not owned by MGE but are consolidated as VIEs.

During 2023, MGE issued \$120.0 million of senior unsecured notes that were used to repay \$30 million of maturing unsecured senior notes and to assist with financing additional capital expenditures and other corporate obligations, compared to \$25.0 million issued in 2022. In addition, \$19.3 million of Industrial Development Revenue Bonds were tendered by their holders as required by the terms of the bonds and remarketed as permitted by those terms.

For 2023, net short-term debt repayments were \$32.5 million compared to \$65.0 million of borrowings in 2022.

Dividend Restrictions

Dividend payments by MGE to MGE Energy are subject to restrictions arising under a PSCW rate order and, to a lesser degree, MGE's first mortgage bonds. The PSCW order restricts any dividends that MGE may pay MGE Energy if its common equity ratio, calculated in the manner used in the rate proceeding, is less than 55%. MGE's thirteen month rolling average common equity ratio as of December 31, 2023, is 57.7%, as determined under the calculation used in the rate proceeding. This restriction did not restrict MGE's payment of dividends in 2023. Cash dividends of \$41.0 million and \$33.5 million, respectively, were paid by MGE to MGE Energy in 2023 and 2022. The rate proceeding calculation includes indebtedness imputed amounts for MGE's outstanding purchase power capacity payments and other PSCW adjustments but does not include the indebtedness associated with MGE Power Elm Road and MGE Power West Campus, which are consolidated into MGE's financial statements but are not direct obligations of MGE.

MGE has covenanted with the holders of its first mortgage bonds not to declare or pay any dividend or make any other distribution on or purchase any shares of its common stock unless, after giving effect thereto, the aggregate amount of all such dividends and distributions and all amounts applied to such purchases, after December 31, 1945, shall not exceed the earned surplus (retained earnings) accumulated subsequent to December 31, 1945. As

of December 31, 2023, approximately \$699.6 million was available for the payment of dividends under this covenant.

MGE Power West Campus has covenanted with the holders of its outstanding senior secured notes not to declare or make distributions to us in the event that, both before and after giving effect to such distribution, its total debt to total capitalization would exceed 0.65 to 1.00 or its projected debt service coverage ratio for the following four fiscal quarters would be less than 1.25 to 1.00. Projected debt service coverage considers the projected revenues available for debt service, after deducting expenses other than debt service, in relation to projected debt service on indebtedness.

MGE Power Elm Road has covenanted with the holders of its outstanding senior secured notes not to declare or make distributions to us in the event that, both before and after giving effect to such distribution, its projected debt service coverage ratio for the following four fiscal quarters would be less than 1.25 to 1.00. Projected debt service coverage considers the projected revenues available for debt service, after deducting expenses other than debt service, in relation to projected debt service on indebtedness.

Credit Facilities

As of December 31, 2023, MGE Energy and MGE had the following aggregate bank commitments and available capacity under their credit agreements:

Borrower (In millions)	Aggregate Bank Commitments	Outstanding Commercial Paper	Letters of Credit Issued Inside Credit Facilities	Outstanding Borrowings	Available Capacity	Expiration Date
MGE Energy	\$ 50.0	\$ —	\$ —	\$ —	\$ 50.0	November 8, 2027
MGE	\$ 130.0	\$ 38.0	\$ 0.7	\$ —	\$ 91.3	November 8, 2027

Borrowings under the Credit Agreements may bear interest at a rate based upon either a "floating rate" or an "Adjusted Term SOFR Rate," plus an adder based upon the credit ratings assigned to MGE's senior unsecured long-term debt securities. The "floating rate" is calculated on a daily basis as the highest of a prime rate and several adjusted interest rate indices (as set forth in the Credit Agreements), subject to a floor of one percent per annum or zero, depending on the credit agreement. The "floating rate" adder ranges from zero to 0.125%. The "Adjusted Term SOFR Rate" is calculated as provided in the Credit Agreements. The "Adjusted Term SOFR Rate" adder ranges from 0.625% to 1.125%.

The credit agreements require the borrower to maintain a ratio of consolidated debt to consolidated total capitalization not to exceed a maximum of 65%. In the case of MGE, the ratio calculation excludes assets, liabilities, revenues, and expenses included in MGE's financial statements as a result of the consolidation of VIEs, such as MGE Power Elm Road and MGE Power West Campus. As of December 31, 2023, the ratio of consolidated debt to consolidated total capitalization for each of MGE Energy and MGE, as calculated under the credit agreements' covenant, were 40.1% and 43.2%, respectively. See Footnote 13 of the Notes to Consolidated Financial Statements in this Report for additional information regarding the credit facilities.

Capitalization Ratios

MGE Energy's capitalization ratios were as follows:

	MGE Energy	
	2023	2022
Common shareholders' equity	59.9%	60.4%
Long-term debt ^(a)	38.1%	35.7%
Short-term debt	2.0%	3.9%

(a) Includes the current portion of long-term debt.

Credit Ratings

MGE Energy's and MGE's access to the capital markets, including, in the case of MGE, the commercial paper market, and their respective financing costs in those markets, may depend on the credit ratings of the entity that is accessing the capital markets.

None of MGE Energy's or MGE's borrowing is subject to default or prepayment as a result of a downgrading of credit ratings, although a downgrading of MGE's credit ratings would increase fees and interest charges under both MGE Energy's and MGE's credit agreements and may affect the collateral required to be posted under derivative transactions.

Contractual Obligations and Commercial Commitments for MGE Energy and MGE

MGE Energy's and MGE's contractual obligations as of December 31, 2023, representing cash obligations that are considered to be firm commitments, are as follows:

(In thousands)		Payment Due Within:			Due After
	Total	1 Year	2-3 Years	4-5 Years	5 Years
MGE Energy					
Long-term debt ^(a)	\$ 728,547	\$ 5,146	\$ 25,718	\$ 81,841	\$ 615,842
Short-term debt ^(b)	38,000	38,000	—	—	—
Interest expense ^(c)	458,691	32,142	63,455	58,814	304,280
Leases ^(d)	59,277	2,336	3,742	2,554	50,645
Purchase obligations ^(e)	220,099	86,039	81,198	15,465	37,397
Construction obligations ^(f)	46,914	46,914	—	—	—
Other obligations ^(g)	20,592	16,074	1,398	1,121	1,999
Total MGE Energy contractual obligations	<u>\$1,572,120</u>	<u>\$ 226,651</u>	<u>\$ 175,511</u>	<u>\$ 159,795</u>	<u>\$1,010,163</u>
MGE					
Long-term debt ^(a)	\$ 728,547	\$ 5,146	\$ 25,718	\$ 81,841	\$ 615,842
Short-term debt ^(b)	38,000	38,000	—	—	—
Interest expense ^(c)	458,691	32,142	63,455	58,814	304,280
Leases ^(d)	59,277	2,336	3,742	2,554	50,645
Purchase obligations ^(e)	220,099	86,039	81,198	15,465	37,397
Construction obligations ^(f)	46,914	46,914	—	—	—
Other obligations ^(g)	12,498	7,980	1,398	1,121	1,999
Total MGE contractual obligations	<u>\$1,564,026</u>	<u>\$ 218,557</u>	<u>\$ 175,511</u>	<u>\$ 159,795</u>	<u>\$1,010,163</u>

- (a) Long-term debt consisting of secured first mortgage bonds, unsecured medium-term notes, and Industrial Development Revenue Bonds issued by MGE, and private placement debt issued by MGE, MGE Power Elm Road, and MGE Power West Campus.
- (b) Short-term debt consisting of commercial paper for MGE. See Footnote 13 of the Notes to Consolidated Financial Statements in this Report.
- (c) Amount represents interest expense on long-term debt. See Footnote 14 of the Notes to Consolidated Financial Statements in this Report for further discussion of the long-term debt outstanding as of December 31, 2023.
- (d) Leases. See Footnote 5 of the Notes to Consolidated Financial Statements in this Report.
- (e) Purchase obligations consist primarily of the purchase of electricity and natural gas, electric transmission, natural gas storage capacity, natural gas pipeline transportation, and the purchase and transport of coal. See Footnote 16.c. of the Notes to Consolidated Financial Statements in this Report.
- (f) Construction obligations consist primarily of Paris, Darien, and other renewable projects.
- (g) Other obligations are primarily related to investment commitments, environmental projects, and uncertain tax positions.

The above amounts do not include any contributions for MGE's pension and postretirement plans. MGE does not expect to need to make any required contributions to the qualified plans for 2024. The contributions for years after 2024 are not yet currently estimated. Due to uncertainties in the future economic performance of plan assets, discount rates, and other key assumptions, estimated contributions are subject to change. MGE may also elect to make additional discretionary contributions to the plans.

The above amounts do not include future capital calls by ATC and ATC Holdco. In January 2024, MGE Transco made a \$0.7 million contribution to ATC. The amount and timing of future capital calls to these entities is uncertain and primarily dependent on the operations and expansion of ATC and the development activities by ATC Holdco.

MGE Energy's and MGE's commercial commitments as of December 31, 2023, representing commitments triggered by future events and including financing arrangements to secure obligations of MGE Energy and MGE, are as follows:

(In thousands)	Total	Expiration Within:			Due After
		1 Year	2-3 Years	4-5 Years	5 Years
MGE Energy					
Lines of credit ^(a)	\$ 180,000	\$ —	\$ —	\$ 180,000	\$ —
MGE					
Lines of credit ^(b)	\$ 130,000	\$ —	\$ —	\$ 130,000	\$ —

- (a) Amount includes the facilities discussed in (b) plus an additional line of credit. MGE Energy has available at any time a \$50 million committed revolving credit agreement, expiring in November 2027. As of December 31, 2023, MGE Energy had no borrowings outstanding under this credit facility.
- (b) Amount includes two committed revolving credit agreements totaling \$130 million expiring in November 2027. These credit facilities are used to support commercial paper issuances. As of December 31, 2023, MGE had \$38 million of commercial paper outstanding backed by the facilities but no borrowings outstanding. As of December 31, 2023, MGE had \$0.7 million of letters of credit issued inside credit facilities.

Other Matters

Rate Matters

In December 2021, the PSCW approved a settlement agreement for MGE's 2022 rate case. As part of the settlement agreement, the PSCW approved a 0.96% increase in 2023 gas rates and a potential 2023 electric rate change to be addressed through a limited rate case reopener.

In December 2022, the PSCW approved the electric rate case reopener. The reopener provides for a 9.01% increase to electric rates for 2023.

In December 2023, the PSCW approved the 2024/2025 rate application for an increase of 1.54% for electric rates and a 2.44% increase for gas rates in 2024. The application also approves a 4.17% increase for electric rates and a 1.32% increase to gas rates for 2025.

Details related to MGE's 2022/2023 approved settlement agreement, 2023 electric limited reopener, and 2024/2025 rate proceeding are shown in the table below:

(Dollars in thousands)	Authorized Average Rate Base ^(a)	Authorized Average CWIP ^(b)	Authorized Return on Common Equity ^(c)	Common Equity Component of Regulatory Capital Structure	Effective Date
Electric (2023 Test Period)	\$ 1,162,516	\$ 19,976	9.8%	55.63%	1/1/2023
Gas (2023 Test Period)	312,270	8,228	9.8%	55.63%	1/1/2023
Electric (2024 Test Period)	\$ 1,185,550	\$ 10,727	9.7%	56.13%	1/1/2024
Gas (2024 Test Period)	335,533	7,160	9.7%	56.13%	1/1/2024
Electric (2025 Test Period)	\$ 1,241,502	\$ 7,106	9.7%	56.06%	1/1/2025
Gas (2025 Test Period)	341,369	7,146	9.7%	56.06%	1/1/2025

- (a) Average rate base amounts reflect MGE's allocated share of rate base and do not include construction work in progress (CWIP) or a cash working capital allowance and were calculated using a forecasted 13-month average for the test periods. The PSCW provides a return on selected CWIP and a cash working capital allowance by adjusting the percentage return on rate base.
- (b) 50% of the forecasted 13-month average CWIP for the test periods which earns an AFUDC return. Projects eligible to earn 100% AFUDC are excluded from this balance and discussed further in the Management Discussion and Analysis of Financial Condition and Results of Operations - Significant Events section.
- (c) Authorized returns on common equity may not be indicative of actual returns earned or projections of future returns, as actual returns will be affected by the volume of electricity or gas sold.

See Footnote 9.a. of the Notes to Consolidated Financial Statements in this Report for further discussion of rate proceedings.

ATC

MISO transmission owners, including ATC, are involved in two complaints filed at FERC by several parties challenging that the base ROE in effect for MISO transmission owners, including ATC, was no longer just and reasonable. Each complaint provided for a 15-month statutory refund period: November 12, 2013 through February 11, 2015 (the "First Complaint Period") and February 12, 2015 through May 11, 2016 (the "Second Complaint Period").

In May 2020, FERC issued an order further refining the methodology for setting authorized ROE. This refined methodology increased the authorized ROE from 9.88% to 10.02%. This base ROE is effective for the First Complaint Period and for all periods following September 2016. This order also dismissed the second complaint. Accordingly, no refunds were ordered for the Second Complaint Period.

As a result of the May 2020 FERC order, our share of ATC's earnings reflected a \$0.6 million reduction of our reserve. Additionally, our share of ATC's earnings reflected the derecognition of a possible refund related to the Second Complaint Period as ATC considered such a refund to be no longer probable. However, due to pending requests for rehearing, a loss related to the 2015 complaint remains possible. Our share of the estimated refund for the Second Complaint Period is approximately \$2.3 million. MGE has not recorded a possible loss for the Second Complaint Period.

Several petitions for review of FERC's prior orders were filed with the U.S. Court of Appeals for the D.C. Circuit (the "Court") and an oral argument was held in November 2021. In August 2022, the Court ruled that four of the five arguments made by the complaining parties were unpersuasive. However, the Court agreed that FERC's decision to reintroduce a risk-premium model into its ROE methodology was arbitrary and capricious. The Court vacated the underlying orders for the First Complaint Period and remanded to FERC for further proceedings. In 2022, our share of ATC's earnings reflected an estimated possible loss of approximately \$0.9 million, inclusive of interest and net of tax, for a possible additional refund for the First Complaint Period and for the period following the Second Complaint Period. Although the Court agreed that FERC was correct to use the base ROE established in the first complaint to adjudicate the second, and that FERC was right to dismiss the second complaint, the second complaint was also remanded for FERC to reopen proceedings. Any reduction in ATC's ROE could result in lower equity earnings and distributions from ATC in the future.

We derived approximately 6.4% and 5.9%, respectively, of our net income for 2023 and 2022 from our investment in ATC.

Uyghur Forced Labor Protection Act

In June 2021, the U.S. Customs and Border Protection (CBP) issued a Withhold Release Order (WRO) against silica-based products made by Hoshine Silicon Industry Co. Ltd., a company located in China's Xinjiang Uyghur Autonomous Region. As a result of this WRO, CBP is holding many solar panels imported into the United States until importers can prove that the panels do not contain materials originating from this region. The Uyghur Forced Labor Protection Act (UFLPA), a federal law that became effective on June 21, 2022, further established that all goods mined, produced, or manufactured wholly or in part in Xinjiang or by certain defined entities are prohibited from U.S. importation. Suppliers for MGE's current solar projects were able to provide the CBP sufficient documentation to meet WRO compliance requirements, and MGE expects the same will be true for UFLPA purposes, however we cannot currently predict what, if any, impact the UFLPA will have on the overall supply of solar panels into the United States and the related impact to timing and cost of solar projects included in our capital plan. In the event that such disruptions cause costs to exceed the levels approved for specific projects, we have filed and expect to continue to file a notification with the PSCW and expect to request recovery of any cost increases in MGE's future rate proceedings.

U.S. Department of Commerce Investigation

In March 2022, the U.S. Department of Commerce announced a solar tariff investigation on solar panels from four Southeast Asian countries. This investigation could result in additional tariffs on solar panels. In June 2022, the U.S. Department of Commerce issued a 24-month exemption from tariffs for solar panel and module imports from these four countries. MGE is currently assessing the potential impact of these disruptions on current and future solar projects which may result in an increase in costs or delays in construction timelines. In the event that such

disruptions cause costs to exceed the levels approved for specific projects, we have filed and expect to continue to file a notification with the PSCW and expect to request recovery of any cost increases in MGE's future rate proceedings.

Critical Accounting Estimates - MGE Energy and MGE

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to regulatory assets and liabilities, unbilled revenues, pension obligations, and income taxes. We base our estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Those values may differ from these estimates under different assumptions or conditions. We believe the following critical accounting estimates affect our more significant judgments used in the preparation of our consolidated financial statements.

Regulatory Assets/Liabilities

Regulatory assets represent costs that have been deferred to future periods when it is probable that the regulator will allow future recovery of those costs through rates. MGE bases its assessment of recovery on precedents established by the regulatory body. Regulatory liabilities represent previous collections from customers that are expected to be refunded to customers in future periods. Regulatory assets and regulatory liabilities typically include deferral of energy costs, the normalization of income taxes, pension and other postretirement costs, the deferral of certain operating expenses, and non-ARO removal costs. The accounting for these regulatory assets and liabilities is in accordance with regulatory accounting standards.

MGE continually assesses whether the regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. This assessment considers factors such as changes in the regulatory environment, recent rate orders to other regulated entities under the same jurisdiction, and the status of any pending or potential deregulation legislation. If future recovery of costs becomes no longer probable, the assets and liabilities would be recognized as current-period revenues or expenses.

Amortization of regulatory assets and liabilities is provided over the recovery or deferral period as allowed in the related regulatory agreement.

Unbilled Revenues

Revenues from the sale of electricity and gas are recorded when they are delivered to customers. Sales quantity is measured by customers' meters. Due to the large volume of those meters, it is impractical to read all of them at month end. Meters are read on a systematic basis throughout the month based on established meter-reading schedules. Consequently, at the end of any month, there exists a quantity of electricity and gas that has been delivered to customers but has not been captured by the meter readings. As a result, management must estimate revenue related to electricity and gas delivered to customers between meter-read dates and the end of the reporting period. These estimates include:

- The amount of electricity expected to be lost in the process of its transmission and distribution to customers (referred to as line loss) and the amount of electricity actually delivered to customers.
- The amount of gas expected to be lost in the process of distribution to customers and the amount of gas actually delivered to customers.
- The mix of sales between customer rate classes having different rates, which is based upon historical utilization assumptions.

MGE monitors the reasonableness of the unbilled revenue estimate through the review of ratios such as unbilled electric consumption compared to billed electric sales. To confirm the reasonableness of unbilled gas, the estimated unbilled consumption is compared to various other statistics, including percent of gas available for sale, change in unbilled month-to-month and change in unbilled compared to the prior year.

Pension and Other Postretirement Benefit Plans

MGE provides employees with certain retirement (pension) and postretirement (health care and life insurance) benefits. In order to measure the expense and obligations associated with these benefits, management must make a variety of estimates, including discount rates used to value certain liabilities, the expected return on plan assets set aside to fund these costs, the rate of compensation increase, employee turnover rates, retirement rates, health care trends, mortality rates, and other factors. These accounting estimates may change due to the uncertainty attached to the estimate as well as the fact that these estimates are difficult to measure. Different estimates used could result in recognizing different amounts of expense over different periods of time. Recovery in rates is expected.

MGE uses third-party specialists to assist with evaluating its assumptions and measurement of the costs and obligations associated with these retirement benefits. The discount rate and expected return on plan assets are based primarily on available investment yields and the historical performance of plan assets. They are critical accounting estimates because they are subject to management's judgment and can materially affect financial performance.

- *Assumed return on assets.* This assumption represents the rate of return on plan assets reflecting the average rate of earnings expected on the funds invested (or to be invested) to provide for the benefits included in the projected benefit obligation. For 2023, MGE used an assumed return on assets of 7.00% for pension and 6.59% for other postretirement benefits. In 2024, the pension asset assumption will increase to 7.24% and the postretirement benefit assumption will increase to 6.81%. The annual expected rate of return is based on projected long-term equity and bond returns, maturities and asset allocations. Holding other assumptions constant, for every 1% reduction in the expected rate of return on plan assets, annual pension and other postretirement cost would increase by approximately \$4.0 million, before taxes.
- *Discount rate.* The discount rate represents the rate at which pension obligations could effectively be settled on a present-value basis. MGE uses high-grade bond yields as a benchmark for determining the appropriate discount rate. MGE uses individual spot rates rather than a weighted average of the yield curve spot rates to measure the service cost and interest cost components for net periodic benefit cost. Holding other assumptions constant, a 0.5% decrease in the discount rate on the obligation balance as of December 31, 2023, would increase annual pension and other postretirement cost by approximately \$1.2 million, before taxes.
- *Medical trend assumptions.* The health care cost trend rate is the assumed rate of increase in per-capita health care charges.
- *Mortality rate assumption.* Expected mortality rates are used in the valuation to determine the expected duration of future benefit payments to the plan participants. MGE utilizes mortality tables and projection scales developed by the society of actuaries. These tables and scales were last updated in 2021.

See Footnote 11 of the Notes to Consolidated Financial Statements in this Report for additional discussion of these plans.

Income Tax Provision

MGE Energy's and MGE's income tax provisions, including both current and deferred components, are based on estimates, assumptions, calculations, and interpretation of tax statutes for the current and future years. Determination of current-year federal and state income tax will not be settled for years.

Management regularly makes assessments of tax return outcomes relative to financial statement tax provisions and adjusts the tax provisions in the period when facts become final.

Additionally, in determining our current income tax provision, we assess temporary differences resulting from differing treatments of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are recorded in our balance sheets. When we maintain deferred tax assets, we assess the likelihood that these assets will be recovered through adjustments to future taxable income. Future tax benefits are recognized to the extent that realization of such benefits is more likely than not. A valuation allowance is recorded for those benefits that do not meet this criterion. We record an allowance reducing the asset to a value we believe will be recoverable based on our expectation of future taxable income. We believe the accounting

estimate related to the valuation allowance is a critical accounting estimate because it is highly susceptible to change from period to period as it requires management to make assumptions about our future income over the lives of the deferred tax assets, and the impact of increasing or decreasing the valuation allowance is potentially material to our results of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

MGE Energy and MGE are potentially exposed to market risk associated with interest rates, commodity prices, and equity returns. MGE currently has no exposure to foreign currency risk. MGE manages some risk exposure through risk management policies and the use of derivative instruments. MGE's risk management policy prohibits speculative trading transactions.

Commodity Price Risk

MGE has commodity price risk exposure with respect to the price of natural gas, electricity, coal, emission credits, and oil. MGE's electric operations burn natural gas in several of its power plants and, in many cases, the cost of purchased power is tied to the cost of natural gas. MGE employs established policies and procedures to reduce the market risks associated with changing commodity prices. MGE's commodity risks are substantially mitigated by the current ratemaking process in place for recovering electric fuel cost, purchased energy costs, and the cost of natural gas.

The recovery of MGE's electric fuel costs is subject to fuel rules established by the PSCW. Fuel rules require Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band. Any over or under recovery of the actual costs is determined in the following year and is then reflected in future billings to electric retail customers. MGE is subject to a plus or minus 2% range in 2023. MGE assumes the risks and benefits of variances that are within the cost tolerance band. For 2024, \$78.8 million in fuel and purchased power costs will be recovered in rates and are subject to this rule to the extent that actual costs vary from that amount. See Footnote 9.b. of the Notes to Consolidated Financial Statements in this Report for additional information on fuel rules.

MGE recovers the cost of natural gas in its gas utility segment through the purchased gas adjustment clause (PGA). Under the PGA, MGE is able to pass through to its gas customers the cost of gas. If the commodity costs of gas exceed a monthly benchmark amount, the excess amount is subject to a prudence review and approval by the PSCW before it can be passed through to customers.

MGE also reduces price risk caused by market fluctuations via physical contracts and financial derivative contracts, including futures, swaps, options, forwards, and other contractual commitments. The maximum length of time over which cash flows related to energy commodities can be hedged under applicable PSCW approvals is four years.

MGE has financial gas and electric commodity contracts to hedge commodity price risk in the gas and electric utility segments. These contracts are primarily comprised of exchange-traded option and future contracts. MGE also holds financial transmission rights (FTRs), which are used to hedge the risk of increased transmission congestion charges. As of December 31, 2023, the cost basis of exchange traded derivatives and FTRs exceeded their fair value by \$5.2 million. Under the PGA clause and electric fuel rules, MGE may include the costs and benefits of the aforementioned fuel price risk management tools in the costs of fuel (natural gas or power). Because these costs or benefits are recoverable, the related unrealized loss or gain has been deferred on the consolidated balance sheets as a regulatory asset or liability, respectively.

Interest Rate Risk

Both MGE Energy and MGE may have short term borrowings at varying interest rates. MGE issues commercial paper for its short-term borrowings, while MGE Energy draws from its current credit facility to meet short-term borrowing needs. Borrowing levels vary from period to period depending upon capital investments and other factors. Future short-term interest expense and payments will reflect both future short-term interest rates and borrowing levels. MGE Energy and MGE manage interest rate risk by limiting their variable rate exposure and continually monitoring the effects of market changes on interest rates. MGE is not exposed to changes in interest rates on a substantial portion of its long-term debt until that debt matures and is refinanced at market rates. Assuming the current level of short-term borrowings and assuming a 1% change in the 2023 average interest rate

under those borrowings, it is estimated that our 2023 interest expense and net income would have changed \$0.4 million for both MGE Energy and MGE.

Equity Price Risk - Pension-Related Assets

MGE currently funds its liabilities related to employee benefits through trust funds. These funds, which include investments in debt and equity securities, are managed by various third-party investment managers. Changes in the market value of these investments can have an impact on the future expenses related to these liabilities. Holding other assumptions constant, for every 1% reduction in the expected rate of return on plan assets, annual pension and other postretirement cost would increase by approximately \$4.0 million, before taxes. MGE's risk of expense and annuity payments, as a result of changes in the market value of the trust funds, is mitigated in part through future rate actions by the PSCW. The value of employee benefit plans trusts' assets have increased in value by approximately 15% for the year ended December 31, 2023 and decreased 18% for the year ended December 31, 2022.

Credit Risk - Counterparty

Credit risk is the loss that may result from counterparty nonperformance. MGE is exposed to credit risk primarily through its merchant energy business. MGE uses credit policies to manage credit risk, which include an established credit approval process, counterparty limits, credit mitigation measures such as collateral or prepayment arrangements, and using netting agreements.

Due to the possibility of extreme volatility in the prices of energy commodities and derivatives, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If such a counterparty were then to fail to perform its obligations under its contract (for example, fail to deliver the electricity MGE originally contracted for), MGE could sustain a loss that could have a material impact on its financial results.

Additionally, if a counterparty were to default and MGE were to liquidate all contracts with that entity, MGE's credit loss could include: the loss in value of mark-to-market contracts, the amount owed for settled transactions, and additional payments to settle unrealized losses. As of December 31, 2023, no counterparties had defaulted.

MGE is obligated to provide service to all electric and gas customers within its franchised territories. MGE's franchised electric territory includes a 264 square-mile area in Dane County, Wisconsin, and MGE's franchised gas territory includes a service area covering 1,684 square miles in Wisconsin. Based on results for the year ended December 31, 2023, no one customer constituted more than 10% of total operating revenues for MGE Energy and MGE. Credit risk for electric and gas is managed by MGE's credit and collection policies, which are consistent with state regulatory requirements.

Cash, cash equivalents, and customer accounts receivable are the financial instruments that potentially subject MGE Energy and MGE to concentrations of credit risk. MGE Energy and MGE place their cash and cash equivalents with high credit-quality financial institutions. MGE has limited concentrations of credit risk from customer accounts receivable because of the large number of customers and relatively strong economy in its service territory.

Item 8. Financial Statements and Supplementary Data.

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MGE Energy

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under the framework in the Internal Control - Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2023.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of MGE Energy's internal control over financial reporting as of December 31, 2023, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

February 21, 2024

MGE

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under the framework in the Internal Control - Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2023.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

February 21, 2024

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of MGE Energy, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the consolidated financial statements, including the related notes, as listed in the index appearing under Item 15(a)(1), and the financial statement schedules listed in the index appearing under Item 15(a)(2), of MGE Energy, Inc. and its subsidiaries (the “Company”) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control Over Financial Reporting appearing under Item 8. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable

assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Accounting for Rate Regulation

As described in Notes 1 and 8 to the consolidated financial statements, the Company applies the authoritative guidance for accounting for certain types of regulation, which requires the Company to record regulatory assets and regulatory liabilities. Regulatory assets represent costs which are deferred due to the probable future recovery from customers through regulated rates while regulatory liabilities represent the excess recovery of costs or accrued credits which were deferred because management believes it is probable such amounts will be returned to customers through future regulated rates. As disclosed by management, management continually assesses whether the regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. This assessment considers factors such as changes in the regulatory environment, recent rate orders to other regulated entities under the same jurisdiction, and the status of any pending or potential deregulation legislation. Regulatory assets and liabilities are amortized in the consolidated statements of income consistent with the recovery or refund included in customer rates. As of December 31, 2023, there was \$102.6 million of deferred costs in regulatory assets and \$177.6 million of accrued credits within regulatory liabilities.

The principal considerations for our determination that performing procedures relating to the Company's accounting for the effects of rate regulation is a critical audit matter are the significant judgment by management in estimating the probability of future recovery of regulatory assets and refunds of regulatory liabilities; this in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating audit evidence related to the recoverability of regulatory assets and the refund of regulatory liabilities.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's assessment of the probability of recoverability of regulatory assets and refunds of regulatory liabilities. These procedures also included, among others, evaluating (i) management's assessment of correspondence with regulators, (ii) the reasonableness of management's judgments regarding the probability of recovery of regulatory assets and refund of regulatory liabilities, and (iii) the application of the impacts of changes to new or existing commission orders.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
February 21, 2024

We have served as the Company's auditor since 1993.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholder of Madison Gas and Electric Company

Opinion on the Financial Statements

We have audited the consolidated financial statements, including the related notes, as listed in the index appearing under Item 15(a)(1), and the financial statement schedule listed in the index appearing under Item 15(a)(2), of Madison Gas and Electric Company and its subsidiaries (the “Company”) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Accounting for Rate Regulation

As described in Notes 1 and 8 to the consolidated financial statements, the Company applies the authoritative guidance for accounting for certain types of regulation, which requires the Company to record regulatory assets and regulatory liabilities. Regulatory assets represent costs which are deferred due to the probable future recovery from customers through regulated rates while regulatory liabilities represent the excess recovery of costs or accrued credits which were deferred because management believes it is probable such amounts will be returned to customers through future regulated rates. As disclosed by management, management continually assesses whether the regulatory assets and liabilities meet the criteria for probability of future recovery or deferral. This assessment considers factors such as changes in the regulatory environment, recent rate orders to other regulated entities under the same jurisdiction, and the status of any pending or potential deregulation legislation. Regulatory

assets and liabilities are amortized in the consolidated statements of income consistent with the recovery or refund included in customer rates. As of December 31, 2023, there was \$102.6 million of deferred costs in regulatory assets and \$177.6 million of accrued credits within regulatory liabilities.

The principal considerations for our determination that performing procedures relating to the Company's accounting for the effects of rate regulation is a critical audit matter are the significant judgment by management in estimating the probability of future recovery of regulatory assets and refunds of regulatory liabilities; this in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating audit evidence related to the recoverability of regulatory assets and the refund of regulatory liabilities.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's assessment of the probability of recoverability of regulatory assets and refunds of regulatory liabilities. These procedures also included, among others, evaluating (i) management's assessment of correspondence with regulators, (ii) the reasonableness of management's judgments regarding the probability of recovery of regulatory assets and refund of regulatory liabilities, and (iii) the application of the impacts of changes to new or existing commission orders.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
February 21, 2024

We have served as the Company's auditor since 1993.

MGE Energy, Inc.
Consolidated Statements of Income
(In thousands, except per share amounts)

	For the Years Ended December 31,		
	2023	2022	2021
Operating Revenues:			
Electric revenues	\$ 490,419	\$ 465,847	\$ 420,964
Gas revenues	200,012	248,672	185,620
<i>Total Operating Revenues</i>	<u>690,431</u>	<u>714,519</u>	<u>606,584</u>
Operating Expenses:			
Fuel for electric generation	57,627	61,329	54,633
Purchased power	41,224	46,821	39,395
Cost of gas sold	106,647	152,570	99,690
Other operations and maintenance	215,891	209,875	199,316
Depreciation and amortization	100,352	85,549	76,983
Other general taxes	22,305	20,632	19,273
<i>Total Operating Expenses</i>	<u>544,046</u>	<u>576,776</u>	<u>489,290</u>
Operating Income	<u>146,385</u>	<u>137,743</u>	<u>117,294</u>
Other income, net	29,546	26,080	16,694
Interest expense, net	(30,429)	(26,647)	(24,112)
Income before income taxes	145,502	137,176	109,876
Income tax provision	(27,803)	(26,224)	(4,115)
Net Income	<u>\$ 117,699</u>	<u>\$ 110,952</u>	<u>\$ 105,761</u>
Earnings Per Share of Common Stock			
Basic	\$ 3.25	\$ 3.07	\$ 2.92
Diluted	\$ 3.25	\$ 3.07	\$ 2.92
Dividends per share of common stock	\$ 1.67	\$ 1.59	\$ 1.52
Weighted Average Shares Outstanding			
Basic	36,163	36,163	36,163
Diluted	36,186	36,174	36,167

The accompanying notes are an integral part of the above consolidated financial statements.

MGE Energy, Inc.
Consolidated Statements of Cash Flows
(In thousands)

	For the Years Ended December 31,		
	2023	2022	2021
Operating Activities:			
Net income	\$ 117,699	\$ 110,952	\$ 105,761
Items not affecting cash:			
Depreciation and amortization	100,352	85,549	76,983
Deferred income taxes	22,999	23,435	4,837
Provision for doubtful receivables	1,764	1,764	1,550
Employee benefit plan (credit) cost	(5,796)	(8,142)	(2,203)
Equity earnings in investments	(10,631)	(9,136)	(9,270)
Other items	(388)	(1,535)	120
Changes in working capital items:			
Accounts receivable and unbilled revenues	11,174	(16,726)	(24,651)
Inventories	(850)	(22,226)	(6,342)
Prepaid taxes	(3,178)	1,082	(5,035)
Other current assets	5,028	(3,729)	(192)
Accounts payable	(5,208)	5,102	2,729
Other current liabilities	(2,264)	(5,562)	(6,734)
Dividends from investments	8,508	7,090	7,832
Cash contributions to pension and other postretirement plans	(7,747)	(7,308)	(6,935)
Other noncurrent items, net	6,099	(6,875)	(923)
<i>Cash Provided by Operating Activities</i>	<u>237,561</u>	<u>153,735</u>	<u>137,527</u>
Investing Activities:			
Capital expenditures	(222,071)	(175,030)	(153,169)
Capital contributions to investments	(6,995)	(5,185)	(4,027)
Other	(954)	70	221
<i>Cash Used for Investing Activities</i>	<u>(230,020)</u>	<u>(180,145)</u>	<u>(156,975)</u>
Financing Activities:			
Cash dividends paid on common stock	(60,393)	(57,500)	(54,788)
Repayment of long-term debt	(54,314)	(4,889)	(4,771)
Issuance of long-term debt	139,300	25,000	100,000
(Repayments of) proceeds from short-term debt	(32,500)	65,000	(47,000)
Other	(2,576)	(2,068)	(2,197)
<i>Cash (Used for) Provided by Financing Activities</i>	<u>(10,483)</u>	<u>25,543</u>	<u>(8,756)</u>
Change in cash, cash equivalents, and restricted cash	(2,942)	(867)	(28,204)
Cash, cash equivalents, and restricted cash at beginning of period	17,968	18,835	47,039
Cash, cash equivalents, and restricted cash at end of period	<u><u>\$ 15,026</u></u>	<u><u>\$ 17,968</u></u>	<u><u>\$ 18,835</u></u>
Supplemental Disclosures of Cash Flow Information:			
Interest paid	\$ 29,526	\$ 25,957	\$ 23,502
Income taxes paid, net	\$ 9,800	\$ 3,166	\$ 4,000
Significant noncash investing activities:			
Accrued capital expenditures	\$ 17,247	\$ 5,970	\$ 14,414

The accompanying notes are an integral part of the above consolidated financial statements.

MGE Energy, Inc.
Consolidated Balance Sheets
(In thousands)

	As of December 31,	
	2023	2022
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 11,140	\$ 11,604
Accounts receivable, less reserves of \$6,537 and \$7,050, respectively	46,734	55,407
Other accounts receivable, less reserves of \$1,561 and \$1,323, respectively	15,618	11,418
Unbilled revenues	33,181	43,086
Materials and supplies, at average cost	33,385	33,465
Fuel for electric generation, at average cost	13,423	7,962
Stored natural gas, at average cost	25,840	32,848
Prepaid taxes	22,310	19,132
Regulatory assets - current	20,979	9,541
Other current assets	15,587	19,017
<i>Total Current Assets</i>	<u>238,197</u>	<u>243,480</u>
Regulatory assets	81,589	103,900
Pension and other postretirement benefit asset	93,896	68,872
Other deferred assets and other	20,741	24,365
Property, Plant, and Equipment:		
Property, plant, and equipment, net	2,018,121	1,865,352
Construction work in progress	110,091	105,748
<i>Total Property, Plant, and Equipment</i>	<u>2,128,212</u>	<u>1,971,100</u>
Investments	<u>112,823</u>	<u>105,883</u>
Total Assets	<u>\$ 2,675,458</u>	<u>\$ 2,517,600</u>
LIABILITIES AND CAPITALIZATION		
Current Liabilities:		
Long-term debt due within one year	\$ 5,146	\$ 54,314
Short-term debt	38,000	70,500
Accounts payable	65,451	59,334
Accrued interest and taxes	9,372	7,868
Accrued payroll related items	15,888	13,064
Regulatory liabilities - current	15,296	11,925
Other current liabilities	8,003	8,057
<i>Total Current Liabilities</i>	<u>157,156</u>	<u>225,062</u>
Other Credits:		
Deferred income taxes	279,029	252,190
Investment tax credit - deferred	46,892	48,735
Regulatory liabilities	162,316	156,988
Accrued pension and other postretirement benefits	55,058	53,607
Asset retirement obligations	54,430	50,260
Finance lease liabilities	18,039	17,108
Other deferred liabilities and other	43,643	46,730
<i>Total Other Credits</i>	<u>659,407</u>	<u>625,618</u>
Capitalization:		
Common shareholders' equity:		
Common Stock - \$1 par value - 75,000 shares authorized; 36,163 shares issued and outstanding	36,163	36,163
Additional paid-in capital	396,750	395,657
Retained earnings	707,160	649,854
<i>Total Common Shareholders' Equity</i>	<u>1,140,073</u>	<u>1,081,674</u>
Long-term debt	718,822	585,246
<i>Total Capitalization</i>	<u>1,858,895</u>	<u>1,666,920</u>
Commitments and contingencies (see Footnote 16)		
Total Liabilities and Capitalization	<u>\$ 2,675,458</u>	<u>\$ 2,517,600</u>

The accompanying notes are an integral part of the above consolidated financial statements.

MGE Energy, Inc.
Consolidated Statements of Common Equity
(In thousands, except per share amounts)

	Common Stock		Additional	Retained	Accumulated	
	Shares	Value	Paid-in	Earnings	Other	Total
			Capital		Comprehensive	
					Income/(Loss)	
2021						
Beginning balance - December 31, 2020	36,163	\$ 36,163	\$ 394,408	\$ 545,429	\$ —	\$ 976,000
Net income				105,761		105,761
Common stock dividends declared (\$1.52 per share)				(54,788)		(54,788)
Equity-based compensation plans and other			495			495
Ending balance - December 31, 2021	<u>36,163</u>	<u>\$ 36,163</u>	<u>394,903</u>	<u>596,402</u>	<u>—</u>	<u>1,027,468</u>
2022						
Net income				110,952		110,952
Common stock dividends declared (\$1.59 per share)				(57,500)		(57,500)
Equity-based compensation plans and other			754			754
Ending balance - December 31, 2022	<u>36,163</u>	<u>\$ 36,163</u>	<u>395,657</u>	<u>649,854</u>	<u>—</u>	<u>1,081,674</u>
2023						
Net income				117,699		117,699
Common stock dividends declared (\$1.67 per share)				(60,393)		(60,393)
Equity-based compensation plans and other			1,093			1,093
Ending balance - December 31, 2023	<u>36,163</u>	<u>\$ 36,163</u>	<u>\$ 396,750</u>	<u>\$ 707,160</u>	<u>\$ —</u>	<u>\$ 1,140,073</u>

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company
Consolidated Statements of Income
(In thousands)

	For the Years Ended December 31,		
	2023	2022	2021
Operating Revenues:			
Electric revenues	\$ 490,419	\$ 465,847	\$ 420,964
Gas revenues	200,012	248,672	185,620
<i>Total Operating Revenues</i>	<u>690,431</u>	<u>714,519</u>	<u>606,584</u>
Operating Expenses:			
Fuel for electric generation	57,627	61,329	54,633
Purchased power	41,224	46,821	39,395
Cost of gas sold	106,647	152,570	99,690
Other operations and maintenance	214,897	209,007	198,552
Depreciation and amortization	100,352	85,549	76,983
Other general taxes	22,301	20,627	19,269
<i>Total Operating Expenses</i>	<u>543,048</u>	<u>575,903</u>	<u>488,522</u>
Operating Income	<u>147,383</u>	<u>138,616</u>	<u>118,062</u>
Other income, net	21,365	17,626	9,121
Interest expense, net	(30,651)	(26,687)	(24,153)
Income before income taxes	138,097	129,555	103,030
Income tax provision	(25,727)	(24,063)	(2,248)
Net Income	<u>\$ 112,370</u>	<u>\$ 105,492</u>	<u>\$ 100,782</u>
Less Net Income Attributable to Noncontrolling Interest, net of tax	(21,868)	(21,576)	(22,391)
Net Income Attributable to MGE	<u>\$ 90,502</u>	<u>\$ 83,916</u>	<u>\$ 78,391</u>

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company
Consolidated Statements of Cash Flows
(In thousands)

	For the Years Ended December 31,		
	2023	2022	2021
Operating Activities:			
Net income	\$ 112,370	\$ 105,492	\$ 100,782
Items not affecting cash:			
Depreciation and amortization	100,352	85,549	76,983
Deferred income taxes	21,536	22,767	3,654
Provision for doubtful receivables	1,764	1,764	1,550
Employee benefit plan (credit) cost	(5,796)	(8,142)	(2,203)
Other items	(241)	672	2,002
Changes in working capital items:			
Accounts receivable and unbilled revenues	11,130	(16,697)	(24,680)
Inventories	(850)	(22,226)	(6,342)
Prepaid taxes	(3,871)	912	(4,531)
Other current assets	5,032	(3,774)	(148)
Accounts payable	(5,209)	5,104	2,775
Accrued interest and taxes	1,413	(2,737)	244
Other current liabilities	(3,272)	(2,541)	(11,107)
Cash contributions to pension and other postretirement plans	(7,747)	(7,308)	(6,935)
Other noncurrent items, net	5,211	(7,768)	(1,804)
<i>Cash Provided by Operating Activities</i>	<u>231,822</u>	<u>151,067</u>	<u>130,240</u>
Investing Activities:			
Capital expenditures	(222,071)	(175,030)	(153,169)
Other	(1,956)	(1,065)	(1,709)
<i>Cash Used for Investing Activities</i>	<u>(224,027)</u>	<u>(176,095)</u>	<u>(154,878)</u>
Financing Activities:			
Cash dividends paid to parent by MGE	(41,000)	(33,500)	(5,000)
Distributions to parent from noncontrolling interest	(20,500)	(22,000)	(15,000)
Repayment of long-term debt	(54,314)	(4,889)	(4,771)
Issuance of long-term debt	139,300	25,000	100,000
(Repayments of) proceeds from short-term debt	(32,500)	65,000	(47,000)
Other	(2,576)	(1,881)	(2,197)
<i>Cash (Used for) Provided by Financing Activities</i>	<u>(11,590)</u>	<u>27,730</u>	<u>26,032</u>
Change in cash, cash equivalents, and restricted cash	(3,795)	2,702	1,394
Cash, cash equivalents, and restricted cash at beginning of period	10,500	7,798	6,404
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 6,705</u>	<u>\$ 10,500</u>	<u>\$ 7,798</u>
Supplemental disclosures of cash flow information:			
Interest paid	\$ 29,526	\$ 25,957	\$ 23,502
Significant noncash investing activities:			
Accrued capital expenditures	\$ 17,247	\$ 5,970	\$ 14,414

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company
Consolidated Balance Sheets
(In thousands)

	As of December 31,	
	2023	2022
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 2,819	\$ 4,136
Accounts receivable, less reserves of \$6,537 and \$7,050, respectively	46,734	55,407
Other accounts receivable, less reserves of \$1,561 and \$1,323, respectively	15,616	11,416
Unbilled revenues	33,181	43,086
Materials and supplies, at average cost	33,385	33,465
Fuel for electric generation, at average cost	13,423	7,962
Stored natural gas, at average cost	25,840	32,848
Prepaid taxes	22,338	18,467
Regulatory assets - current	20,979	9,541
Other current assets	16,088	19,479
<i>Total Current Assets</i>	<u>230,403</u>	<u>235,807</u>
Regulatory assets	81,589	103,900
Pension and other postretirement benefit asset	93,896	68,872
Other deferred assets and other	20,780	24,817
Property, Plant, and Equipment:		
Property, plant, and equipment, net	2,018,149	1,865,380
Construction work in progress	110,091	105,748
<i>Total Property, Plant, and Equipment</i>	<u>2,128,240</u>	<u>1,971,128</u>
Investments	60	115
Total Assets	<u>\$ 2,554,968</u>	<u>\$ 2,404,639</u>
LIABILITIES AND CAPITALIZATION		
Current Liabilities:		
Long-term debt due within one year	\$ 5,146	\$ 54,314
Short-term debt	38,000	70,500
Accounts payable	65,434	59,317
Accrued interest and taxes	9,325	7,912
Accrued payroll related items	15,888	13,064
Regulatory liabilities - current	15,296	11,925
Other current liabilities	6,502	6,062
<i>Total Current Liabilities</i>	<u>155,591</u>	<u>223,094</u>
Other Credits:		
Deferred income taxes	244,634	219,258
Investment tax credit - deferred	46,892	48,735
Regulatory liabilities	162,316	156,988
Accrued pension and other postretirement benefits	55,058	53,607
Asset retirement obligations	54,430	50,260
Finance lease liabilities	18,039	17,108
Other deferred liabilities and other	45,930	47,957
<i>Total Other Credits</i>	<u>627,299</u>	<u>593,913</u>
Capitalization:		
Common shareholder's equity:		
Common Stock - \$1 par value - 50,000 shares authorized; 17,348 shares outstanding	17,348	17,348
Additional paid-in capital	252,917	252,917
Retained earnings	633,460	583,958
<i>Total Common Shareholder's Equity</i>	<u>903,725</u>	<u>854,223</u>
Noncontrolling interest	149,531	148,163
<i>Total Equity</i>	<u>1,053,256</u>	<u>1,002,386</u>
Long-term debt	718,822	585,246
<i>Total Capitalization</i>	<u>1,772,078</u>	<u>1,587,632</u>
Commitments and contingencies (see Footnote 16)		
Total Liabilities and Capitalization	<u>\$ 2,554,968</u>	<u>\$ 2,404,639</u>

The accompanying notes are an integral part of the above consolidated financial statements.

Madison Gas and Electric Company
Consolidated Statements of Equity
(In thousands)

	Common Stock		Additional	Retained	Accumulated	Non-	Total
	Shares	Value	Paid-in	Earnings	Other	Controlling	
			Capital		Comprehensive	Interest	
					Income/(Loss)		
2021							
Beginning balance -							
December 31, 2020	17,348	\$ 17,348	\$ 252,917	\$ 460,151	\$ —	\$ 141,196	\$ 871,612
Net income				78,391		22,391	100,782
Cash dividends paid to parent by MGE				(5,000)			(5,000)
Distributions to parent from noncontrolling interest						(15,000)	(15,000)
Ending balance -							
December 31, 2021	<u>17,348</u>	<u>\$ 17,348</u>	<u>\$ 252,917</u>	<u>\$ 533,542</u>	<u>\$ —</u>	<u>\$ 148,587</u>	<u>\$ 952,394</u>
2022							
Net income				83,916		21,576	105,492
Cash dividends paid to parent by MGE				(33,500)			(33,500)
Distributions to parent from noncontrolling interest						(22,000)	(22,000)
Ending balance -							
December 31, 2022	<u>17,348</u>	<u>\$ 17,348</u>	<u>\$ 252,917</u>	<u>\$ 583,958</u>	<u>\$ —</u>	<u>\$ 148,163</u>	<u>\$ 1,002,386</u>
2023							
Net income				90,502		21,868	112,370
Cash dividends paid to parent by MGE				(41,000)			(41,000)
Distributions to parent from noncontrolling interest						(20,500)	(20,500)
Ending balance -							
December 31, 2023	<u>17,348</u>	<u>\$ 17,348</u>	<u>\$ 252,917</u>	<u>\$ 633,460</u>	<u>\$ —</u>	<u>\$ 149,531</u>	<u>\$ 1,053,256</u>

The accompanying notes are an integral part of the above consolidated financial statements.

Notes to Consolidated Financial Statements

December 31, 2023, 2022, and 2021

This report is a combined report of MGE Energy and MGE. The notes to the consolidated financial statements that follow include consolidated MGE Energy footnotes and certain footnotes related to MGE as signified below.

1. Summary of Significant Accounting Policies.

a. Basis of Presentation - MGE Energy and MGE.

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), which give recognition to the rate making accounting policies for regulated operations prescribed by the regulatory authorities having jurisdiction, principally the PSCW and FERC. MGE's accounting records conform to the FERC uniform system of accounts.

b. Principles of Consolidation - MGE Energy and MGE.

MGE, a wholly owned subsidiary of MGE Energy, is a regulated electric and gas utility headquartered in Madison, Wisconsin. MGE Energy and MGE consolidate all majority owned subsidiaries in which they have a controlling influence.

Additional wholly owned subsidiaries of MGE Energy include CWDC, MAGAEL, MGE Power, MGE State Energy Services, MGE Services, MGE Transco, and MGEE Transco. CWDC owns 100% of North Mendota, a subsidiary created to serve as a development entity for property. MGE Power owns 100% of MGE Power Elm Road and MGE Power West Campus. MGE Power and its subsidiaries are part of MGE Energy's nonregulated energy operations, which were formed to own and lease electric generation projects to assist MGE. MGE Transco and MGEE Transco are nonregulated entities formed to own the investments in ATC and ATC Holdco, respectively. MGE did not own any subsidiaries as of December 31, 2023.

MGE Energy and MGE consolidate variable interest entities (VIEs) for which it is the primary beneficiary. Variable interest entities are legal entities that possess any of the following characteristics: equity investors who have an insufficient amount of equity at risk to finance their activities, equity owners who do not have the power to direct the significant activities of the entity (or have voting rights that are disproportionate to their ownership interest), or equity holders who do not receive expected losses or returns significant to the VIE. Ongoing reassessments of all VIEs are performed to determine if the primary beneficiary status has changed. MGE has consolidated MGE Power Elm Road and MGE Power West Campus. Both entities are VIEs. See Footnote 3 for more discussion of these entities.

The consolidated financial statements reflect the application of certain accounting policies described in this note. All intercompany accounts and transactions have been eliminated in consolidation.

c. Use of Estimates - MGE Energy and MGE.

In order to prepare consolidated financial statements in conformity with GAAP, management must make estimates and assumptions. These estimates could affect reported amounts of assets, liabilities, and disclosures at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from management's estimates.

d. Cash, Cash Equivalents, and Restricted Cash – MGE Energy and MGE.

The following table presents the components of total cash, cash equivalents, and restricted cash on the consolidated balance sheets.

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
As of December 31,				
Cash and cash equivalents	\$ 11,140	\$ 11,604	\$ 2,819	\$ 4,136
Restricted cash	858	867	858	867
Receivable - margin account	3,028	5,497	3,028	5,497
Cash, cash equivalents, and restricted cash	<u>\$ 15,026</u>	<u>\$ 17,968</u>	<u>\$ 6,705</u>	<u>\$ 10,500</u>

Cash Equivalents

All highly liquid investments purchased with an original maturity of three months or less are considered to be cash equivalents.

Restricted Cash

MGE has certain cash accounts that are restricted to uses other than current operations and designated for a specific purpose. MGE's restricted cash accounts include cash held by trustees for certain employee benefits and cash deposits held by third parties. These are included in "Other current assets" on the consolidated balance sheets.

Receivable – Margin Account

Cash amounts held by counterparties as margin collateral for certain financial transactions are recorded as Receivable – margin account in "Other current assets" on the consolidated balance sheets. The costs being hedged are fuel for electric generation, purchased power, and cost of gas sold.

e. Trade Receivables, Allowance for Doubtful Accounts, and Concentration Risk - MGE Energy and MGE.

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. A 1% late payment charge is recorded on all receivables unpaid after the due date. The allowance for credit losses associated with these receivables represents MGE's best estimate of the amount of probable credit losses for existing accounts receivable. MGE manages concentration of credit risk through its credit and collection policies, which are consistent with state regulatory requirements. The allowance for credit losses is estimated based on historical write-off experience, regional economic data, review of the accounts receivable aging, and reasonable and supportable forecasts that affect the collectability of the reported amount.

As of December 31, 2023 and 2022, MGE had a reserve balance of \$8.1 million and \$8.4 million, respectively, against accounts receivable. For the years ended December 31, 2023 and 2022, MGE recorded \$3.6 million and \$3.8 million, respectively, in write-offs. For the years ended December 31, 2023 and 2022, MGE recorded \$3.3 million and \$3.9 million, respectively, of additional reserves. The current accounting treatment for bad debt expense allows MGE to defer any differential between bad debt expense reflected in rates and actual costs incurred in its next rate case filing. See Footnote 8 for further details of deferred bad debt expense.

f. Inventories - MGE Energy and MGE.

Inventories consist of natural gas in storage, fuel for electric generation, materials and supplies, and renewable energy credits (RECs). MGE values natural gas in storage, fuel for electric generation, and materials and supplies using average cost. REC allowances are included in "Materials and supplies" on the consolidated balance sheets and are recorded based on specific identification. These allowances are charged to purchase power expense as they are used in operations.

g. Derivative and Hedging Instruments - MGE Energy and MGE.

As part of regular operations, MGE enters into contracts, including options, swaps, futures, forwards, and other contractual commitments, to manage its exposure to commodity prices. MGE recognizes derivatives, excluding those that qualify for the normal purchases or normal sales exclusion, in the consolidated balance sheets at fair value, with changes in the fair value of derivative instruments to be recorded in current earnings or deferred in accumulated other comprehensive income (loss), depending on whether a derivative is designated as, and is effective as, a hedge and on the type of hedge transaction. Derivative activities are in accordance with the company's risk management policy.

If the derivative qualifies for regulatory deferral, the derivatives are marked to fair value and are offset with a corresponding regulatory asset or liability depending on whether the derivative is in a net loss or net gain position, respectively. Cash flows from such derivative instruments are classified on a basis consistent with the nature of the underlying hedged item.

h. Regulatory Assets and Liabilities - MGE Energy and MGE.

Regulatory assets and regulatory liabilities are recorded consistent with regulatory treatment. Regulatory assets represent costs which are deferred due to the probable future recovery from

customers through regulated rates. Regulatory liabilities represent the excess recovery of costs or accrued credits which were deferred because MGE believes it is probable such amounts will be returned to customers through future regulated rates. Regulatory assets and liabilities are amortized in the consolidated statements of income consistent with the recovery or refund included in customer rates. MGE believes it is probable that its recorded regulatory assets and liabilities will be recovered and refunded, respectively, in future rates. See Footnote 8 for further information.

i. Debt Issuance Costs - MGE Energy and MGE.

Premiums, discounts, and expenses incurred with the issuance of outstanding long-term debt are amortized over the life of the debt issue. Any call premiums or unamortized expenses associated with refinancing higher-cost debt obligations used to finance utility-regulated assets and operations are amortized consistent with regulatory treatment of those items. These costs are included as a direct reduction to the related debt liability on the consolidated balance sheets.

j. Property, Plant, and Equipment - MGE Energy and MGE.

Property, plant, and equipment is recorded at original cost. Cost includes indirect costs consisting of payroll taxes, pensions, postretirement benefits, other fringe benefits, and administrative and general costs. Also, included in the cost is AFUDC for utility property and capitalized interest for nonregulated property. Additions for significant replacements of property are charged to property, plant, and equipment at cost; and minor items are charged to maintenance expense. Depreciation rates on utility property are approved by the PSCW, based on the estimated economic lives of property, and include estimates for salvage value and removal costs. Removal costs of utility property, less any salvage value, are adjusted through regulatory liabilities. Depreciation rates on nonregulated property are based on the estimated economic lives of the property. See Footnote 4 for further information.

Provisions at composite straight-line depreciation rates approximate the following percentages for the cost of depreciable property:

	2023	2022	2021
Electric ^(a)	3.8%	3.2%	3.2%
Gas	2.1%	2.1%	2.2%
Nonregulated	2.3%	2.3%	2.4%

(a) In the 2023 limited reopener, the PSCW approved new depreciation rates for Columbia effective January 1, 2023.

k. Asset Retirement Obligations - MGE Energy and MGE.

A liability is recorded for the fair value of an asset retirement obligation (ARO) to be recognized in the period in which it is incurred if it can be reasonably estimated. The offsetting associated asset retirement costs are capitalized as a long-lived asset and depreciated over the asset's useful life. The expected present value technique used to calculate the fair value of ARO liabilities includes assumptions about costs, probabilities, settlement dates, interest accretion, and inflation. Revisions to the assumptions, including the timing or amount of expected asset retirement costs, could result in increases or decreases to the AROs. All asset retirement obligations are recorded as "Other long-term liabilities" on the consolidated balance sheets. MGE has regulatory treatment and recognizes regulatory assets or liabilities for the timing differences between when it recovers legal AROs in rates and when it would recognize these costs. See Footnote 17 for further information.

l. Repairs and Maintenance Expense - MGE Energy and MGE.

MGE utilizes the direct expensing method for planned major maintenance projects. Under this method, MGE expenses all costs associated with major planned maintenance activities as incurred.

m. Purchased Gas Adjustment Clause - MGE Energy and MGE.

MGE's natural gas rates are subject to a fuel adjustment clause designed to recover or refund the difference between the actual cost of purchased gas and the amount included in rates. Differences between the amounts billed to customers and the actual costs recoverable are deferred and recovered or refunded in future periods by means of prospective monthly adjustments to rates. These amounts are included as a regulatory asset or liability depending on whether MGE is under-collected or over-collected actual costs. See Footnote 8 for further information.

n. Revenue Recognition - MGE Energy and MGE.

Operating revenues are recorded as service is rendered or energy is delivered to customers. Meters are read on a systematic basis throughout the month based on established meter-reading schedules. At the end of the month, MGE accrues an estimate for the unbilled amount of energy delivered to customers. The unbilled revenue estimate is based on daily system demand volumes, weather factors, estimated line losses, estimated customer usage by class, and applicable customer rates. See Footnote 20 for further information.

o. Utility Cost Recovery - MGE Energy and MGE.

MGE's tariff rates include a provision for fuel cost recovery. The PSCW allows Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band around the amount approved for a utility in its annual fuel proceedings. Any over- or under-recovery of the actual costs is determined in the following year and is then reflected in future billings to electric retail customers. Over-collection of fuel-related costs that are outside the approved range will be recognized as a reduction of revenue. Under-collection of these costs will be recognized in "Purchased power" expense in the consolidated statements of income. The cumulative effects of these deferred amounts will be recorded as a regulatory asset or regulatory liability until they are reflected in future billings to customers. See Footnote 9.b. for further information.

p. Regional Transmission Organizations - MGE Energy and MGE.

MGE reports on a net basis transactions on the MISO markets in which it buys and sells power within the same hour to meet electric energy delivery requirements.

q. Allowance for Funds Used During Construction - MGE Energy and MGE.

Allowance for funds used during construction is included in utility plant accounts and represents the cost of borrowed funds used during plant construction and a return on shareholder's capital used for construction purposes. In the consolidated income statements, the cost of borrowed funds (AFUDC-debt) is presented as an offset to "Interest expense, net" and the return on shareholder's capital (AFUDC-equity funds) is shown as an item within "Other income, net." For 2023, 2022, and 2021, as approved by the PSCW, MGE capitalized AFUDC-debt and equity on 50% of applicable average construction work in progress as shown in the following table:

	2023	2022	2021
Approved AFUDC retail rates	7.11%	7.11%	6.89%

MGE received specific approval to recover 100% AFUDC on certain costs for Badger Hollow I and II, Paris, Darien, and its customer information and billing project. These amounts are recovered under the ratemaking process over the service lives of the related properties. For the years ended 2023, 2022, and 2021, MGE recorded AFUDC-debt and AFUDC-equity as shown in the following table:

(In millions)	2023	2022	2021
AFUDC-debt	\$ 2.0	\$ 1.1	\$ 1.7
AFUDC-equity	\$ 5.8	\$ 3.0	\$ 5.0

r. Investments - MGE Energy and MGE.

Investments in limited liability companies that have specific ownership accounts in which MGE Energy or MGE's ownership interest is more than minor and are considered to have significant influence are accounted for using the equity method. For equity security investments without readily determinable fair values and for which MGE Energy and MGE do not have significant influence, MGE Energy and MGE have elected to use the practicability exception to measure these investments, defined as cost adjusted for changes from observable transactions for identical or similar investments of the same issuer, less impairment. Changes in measurement are reported in earnings. Equity security investments with readily determinable fair values are carried at fair value. Realized and unrealized gains and losses are included in earnings. See Footnote 7 for further information on investments and Footnote 19 for further information on fair value of investments.

s. Capitalized Software Costs - MGE Energy and MGE.

The net book value of capitalized costs of internal use software included in property, plant, and equipment was \$77.2 million and \$76.2 million as of December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, accumulated amortization was \$63.9 million and \$53.4 million, respectively. For the years ended December 31, 2023, 2022, and 2021, MGE recorded \$10.4 million, \$10.8 million and \$5.7 million, respectively, of amortization expense. MGE implemented a new customer information system which went live in September 2021. Capitalized software costs are amortized on a straight-line basis over the estimated useful lives of the assets. The useful lives range from three to fifteen years.

t. Capitalized Software Assets – Hosting Arrangements – MGE Energy and MGE.

The net book value of capitalized costs of internal use software incurred in a hosting arrangement was \$10.7 million and \$12.9 million as of December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, accumulated amortization was \$11.4 million and \$8.5 million, respectively. Capitalized software assets for hosted arrangements and the related accumulated amortization expense are recorded in "Other deferred assets and other" on the consolidated balance sheets.

For the years ended December 31, 2023, 2022, and 2021, MGE recorded \$2.9 million, \$3.1 million, and \$2.2 million, respectively, of amortization expense related to software assets for hosted arrangements. These costs are recognized in "Other operations and maintenance" expense in the consolidated statements of income and are amortized on a straight-line basis over the term of the hosted contract, which includes renewable option periods. Software assets for hosted arrangements have terms ranging from three to ten years.

u. Impairment of Long-Lived Assets - MGE Energy and MGE.

MGE reviews plant and equipment and other property for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. MGE's policy for determining when long-lived assets are impaired is to recognize an impairment loss if the sum of the expected future cash flows (undiscounted and without interest charges) from an asset are less than the carrying amount of that asset. If an impairment loss is recognized, the amount that will be recorded will be measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset.

When it becomes probable that a generating unit will be retired before the end of its useful life, MGE assesses whether the generating unit meets the criteria for probability of abandonment. If a generating unit meets the applicable criteria to be considered probable of abandonment, MGE assesses the likelihood of recovery of the remaining net book value of that generating unit at the end of each reporting period. If it becomes probable that regulators will disallow full recovery or a return on the remaining net book value of a generating unit that is either abandoned or probable of being abandoned, an impairment loss would be required. An impairment loss would be recorded for the difference of the remaining net book value of the generating unit that is greater than the present value of the amount expected to be recovered from ratepayers. There was no significant impairment of long-lived assets during 2023, 2022, and 2021.

v. Income Taxes and Excise Taxes - MGE Energy and MGE.

Income taxes

Under the liability method, income taxes are deferred for all temporary differences between pretax financial and taxable income and between the book and tax basis of assets and liabilities using the tax rates scheduled by law to be in effect when the temporary differences reverse. Future tax benefits are recognized to the extent that realization of such benefits is more likely than not. A valuation allowance is recorded for those benefits that do not meet this criterion.

Accounting for uncertainty in income taxes applies to all tax positions and requires a recognition threshold and measurement standard for the financial statement recognition and measurement of a tax position taken, or expected to be taken, in an income tax return. The threshold is defined for recognizing tax return positions in the financial statements as "more likely than not" that the position is

sustainable, based on its merits. Subsequent recognition, derecognition, and measurement is based on management's best judgment given the facts, circumstances, and information available at the reporting date.

Regulatory and accounting principles have resulted in a regulatory liability related to income taxes. Excess deferred income taxes result from past taxes provided in customer rates higher than current rates. The income tax regulatory liability and deferred investment tax credit reflect the revenue requirement associated with the return of these tax benefits to customers.

Investment tax credits from regulated operations are amortized over related property service lives.

Excise taxes

MGE Energy, through its utility operations, pays a state license fee tax in lieu of property taxes on property used in utility operations. License fee tax is calculated as a percentage of adjusted operating revenues of the prior year. The electric tax rate is 3.19% for retail sales and 1.59% for sales of electricity for resale by the purchaser. The tax rate on sales of natural gas is 0.97%. The tax is required to be estimated and prepaid in the year prior to its computation and expensing. License fee tax expense, included in "Other general taxes," was \$16.5 million, \$14.7 million, and \$13.5 million for the years ended December 31, 2023, 2022, and 2021, respectively.

Operating income taxes, including tax credits and license fee tax, are included in rates for utility related items.

w. Share-Based Compensation - MGE Energy and MGE.

Eligible employees and non-employee directors may receive awards of restricted stock, restricted stock units, performance units, and dividend equivalents, or any combination of the foregoing. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period. Awards classified as equity awards are measured based on their grant-date fair value. Awards classified as liability awards are recorded at fair value each reporting period. Forfeitures are recognized as they occur, rather than estimating potential future forfeitures and recording them over the vesting period. See Footnote 12 for additional information on MGE's share-based compensation plans.

2. New Accounting Standards - MGE Energy and MGE.

In November 2023, the Financial Accounting Standards Board modified authoritative guidance within the codification's Segment Reporting topic, which enhanced the disclosure requirements for significant segment expenses and other segment items. The authoritative guidance will become effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. MGE will adopt the standard as of the effective date. The adoption of this standard will not have a material impact on MGE Energy's and MGE's financial statements.

In December 2023, the Financial Accounting Standards Board issued authoritative guidance within the codification's Income Taxes topic, which expanded the disclosure requirements over effective tax rate reconciliations and income taxes paid. For public business entities, the authoritative guidance will become effective for fiscal years beginning after December 15, 2024. MGE will adopt the standard as of the effective date. The adoption of this standard will not have a material impact on MGE Energy's and MGE's financial statements.

3. Variable Interest Entities - MGE Energy and MGE.

MGE Power Elm Road and MGE Power West Campus are not subsidiaries of MGE, but they have been consolidated in the financial statements of MGE. MGE Power Elm Road and MGE Power West Campus were created for the purpose of owning new generating assets and leasing those assets to MGE. MGE Power Elm Road's sole principal asset is an undivided ownership interest in two coal-fired generating plants (the Elm Road Units) located in Oak Creek, Wisconsin, which it leases to MGE pursuant to long-term leases. MGE Power West Campus's sole principal asset is an ownership interest in WCCF, which it leases to MGE pursuant to a long-term lease. Based on the nature and terms of the contractual agreements, MGE is expected to absorb a majority of the expected losses or residual value associated with the ownership of the

generation assets by MGE Power Elm Road and MGE Power West Campus and therefore MGE holds a variable interest despite the absence of an equity interest.

In accordance with applicable accounting guidance, MGE Energy and MGE consolidate VIEs of which they are the primary beneficiary. MGE has the power to direct the activities that most significantly impact both the Elm Road Units' and the WCCF's economic performance and is also the party most closely associated with MGE Power Elm Road and MGE Power West Campus. As a result, MGE is the primary beneficiary.

MGE has included the following significant accounts on its consolidated balance sheets related to its interest in these VIEs as of December 31:

(In thousands)	MGE Power Elm Road		MGE Power West Campus	
	2023	2022	2023	2022
Property, plant, and equipment, net	\$ 162,210	\$ 161,167	\$ 75,392	\$ 77,280
Construction work in progress	834	3,410	1,533	809
Affiliate receivables	—	—	2,550	1,668
Accrued interest and accrued (prepaid) taxes	376	51	(22)	(8)
Deferred income taxes	30,502	30,770	15,249	14,986
Long-term debt ^(a)	43,714	46,343	31,019	33,354
Noncontrolling interest	103,751	103,333	45,780	44,830

- (a) MGE Power Elm Road's long-term debt includes debt issuance costs of \$0.3 million as of December 31, 2023 and 2022. The debt is secured by a collateral assignment of lease payments that MGE makes to MGE Power Elm Road for use of the Elm Road Units pursuant to the related long-term leases. MGE Power West Campus's long-term debt includes debt issuance costs of \$0.1 million as of December 31, 2023 and 2022. The debt is secured by a collateral assignment of lease payments that MGE makes to MGE Power West Campus for use of the cogeneration facility pursuant to the long-term lease. See Footnote 14 for further information on the long-term debt securities.

MGE is permitted by PSCW order to recover lease payments made to MGE Power Elm Road and MGE Power West Campus in customer rates.

4. Property, Plant, and Equipment - MGE Energy and MGE.

Property, plant, and equipment consisted of the following as of December 31:

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
Utility:				
Electric ^(a)	\$ 1,769,559	\$ 1,585,847	\$ 1,769,576	\$ 1,585,864
Plant anticipated to be retired early ^(b)	133,268	147,659	133,268	147,659
Gas	603,502	566,551	603,513	566,562
Utility property, plant, and equipment, gross	2,506,329	2,300,057	2,506,357	2,300,085
Less: Accumulated depreciation and amortization	726,289	673,669	726,289	673,669
Utility property, plant, and equipment, net	1,780,040	1,626,388	1,780,068	1,626,416
Nonregulated:				
Nonregulated	321,951	318,443	321,951	318,443
Less: Accumulated depreciation and amortization	83,870	79,479	83,870	79,479
Nonregulated property, plant, and equipment, net	238,081	238,964	238,081	238,964
Construction work in progress:				
Utility construction work in progress ^(c)	107,724	101,529	107,724	101,529
Nonregulated construction work in progress	2,367	4,219	2,367	4,219
Total property, plant, and equipment	\$ 2,128,212	\$ 1,971,100	\$ 2,128,240	\$ 1,971,128

- (a) Includes Badger Hollow II placed in service in December 2023. See Footnote 6 for further information on Badger Hollow II.
- (b) An asset that will be retired in the near future and substantially in advance of its previously expected retirement date is subject to abandonment accounting. In the second quarter of 2021, the operator of Columbia received approval from MISO to retire Columbia Units 1 and 2. The co-owners intend to retire Unit 1 and Unit 2 by June 2026. Final timing and retirement dates are subject to change depending on operational, regulatory, and other factors. As of December 31, 2023, early retirement of Columbia was probable. "Plant anticipated to be retired early" in table above is the net book value of these generating units. Assets for Columbia Unit 1 and Unit 2 are currently included in rate base, and MGE continues to depreciate them on a straight-line basis using the composite depreciation rates approved by the PSCW that included retirement dates of 2029 for Unit 1 and Unit 2. If it becomes probable that regulators will disallow full recovery or a return on the remaining net book value of a

generating unit that is either abandoned or probable of being abandoned, an impairment loss would be required. An impairment loss would be recorded to the extent that the remaining net book value of the generating unit exceeds the present value of the amount expected to be recovered from ratepayers. No impairment was recorded as of December 31, 2023.

(c) Includes Paris and Darien solar projects. See Footnote 6 for further information on renewable projects.

MGE's utility plant is subject to the lien of its Indenture of Mortgage and Deed of Trust. See Footnote 14 for further discussion of the mortgage indenture and the entitlement of certain unsecured notes to be equally and ratably secured if MGE issues additional first mortgage bonds.

5. Leases - MGE Energy and MGE.

As part of its regular operations, MGE enters into various contracts related to IT equipment, substations, cell towers, land, wind easements, and other property in use for operations. A contract is or contains a lease if the contract conveys the right to control the use of identified property, plant, or equipment for a period of time in exchange for consideration. Determination as to whether an arrangement is or contains a lease is completed at inception. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheets; lease expense for these leases are recognized on a straight-line basis over the lease term. Leases with initial terms in excess of 12 months are recorded as operating or financing leases on the consolidated balance sheets.

Operating lease assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. For leases that do not provide an implicit rate, a collateralized incremental borrowing rate based on the information available at commencement date, including lease term, is used in determining the present value of future payments. The operating lease asset also includes any lease payments made and excludes lease incentives and initial direct costs incurred. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. Operating lease expense is recognized on a straight-line basis over the lease term. As of December 31, 2023, MGE had no significant leases not yet commenced that would create significant future rights and obligations.

The following table shows lease expense for the years ended December 31:

<i>(In thousands)</i>	2023	2022	Income Statement Location
Finance lease expense:			
Amortization of leased assets	\$ 1,588	\$ 1,633	Depreciation and amortization
Interest on lease liabilities	556	752	Interest expense, net
Operating lease expense	465	541	Other operations and maintenance
Total lease expense	<u>\$ 2,609</u>	<u>\$ 2,926</u>	

MGE has regulatory treatment and recognizes regulatory assets or liabilities for timing differences between net lease costs recognized and lease cash payments made. These deferred costs have not been reflected in the table above. See Footnote 8 for further details of deferred lease costs.

The following table shows the lease assets and liabilities on the consolidated balance sheets as of December 31:

<i>(In thousands)</i>	2023	2022	Balance Sheet Location
Lease assets:			
Finance lease assets	\$ 15,439	\$ 14,756	Property, plant, and equipment, net
Operating lease assets	7,557	7,786	Other deferred assets and other
Total lease assets	<u>\$ 22,996</u>	<u>\$ 22,542</u>	
Lease liabilities:			
Finance lease liabilities - current	\$ 1,172	\$ 1,039	Other current liabilities
Finance lease liabilities - long-term	18,039	17,108	Finance lease liabilities
Operating lease liabilities - current	114	136	Other current liabilities
Operating lease liabilities - long-term	7,801	7,915	Other deferred liabilities and other
Total lease liabilities	<u>\$ 27,126</u>	<u>\$ 26,198</u>	

The following table shows other lease information for the years ended December 31:

<i>(In thousands)</i>	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:		
Finance leases - Financing cash flows	\$ 1,322	\$ 1,304
Finance leases - Operating cash flows	822	752
Operating leases - Operating cash flows	372	442
Lease assets obtained in exchange for lease liabilities:		
Finance leases	2,385	1,094
Operating leases	—	126

The following table shows the weighted average remaining lease terms and discounts as of December 31:

Weighted-average remaining lease terms (in years):	2023	2022
Finance leases	36	38
Operating leases	33	34
Weighted-average discount rates:		
Finance leases	4.44 %	4.34 %
Operating leases	3.08 %	3.07 %

The following table shows maturities of lease liabilities as of December 31, 2023:

<i>(In thousands)</i>	Finance	Operating
2024	\$ 1,989	\$ 347
2025	1,732	294
2026	1,417	299
2027	1,231	304
2028	710	309
Thereafter	39,124	11,521
Subtotal	46,203	13,074
Less: Present value discount	(26,992)	(5,159)
Lease liability	19,211	7,915
Less: current portion	(1,172)	(114)
Noncurrent lease liability	<u>\$ 18,039</u>	<u>\$ 7,801</u>

6. Joint Plant Ownership - MGE Energy and MGE.

MGE has undivided ownership interests in jointly owned facilities. Generation and operating expenses are primarily divided between the joint owners under the same method as ownership. MGE provides its own financing, and the respective portion of facilities and costs are included in the corresponding operating expenses (fuel for electric generation, purchased power, other operations and maintenance, etc.) in the consolidated statements of income.

The following tables shows MGE's interest in utility plant in service, and the related accumulated depreciation reserves and other information related to MGE's jointly owned facilities:

<i>(In thousands, except for percentages and MW)</i>	Columbia ^(a)	Elm Road ^(b)	West Campus ^(c)	West Riverside ^(d)
Ownership interest	19 %	8.33 %	55 %	3.4 %
Fuel source	Coal	Coal	Natural gas	Natural gas
Share of generation (MW)	211 MW	106 MW	157 MW	25 MW

For the year ended December 31,

Operating expense - 2023	\$ 30,103	\$ 21,072	(e)	\$ 3,214
Operating expense - 2022	26,141	18,613	(e)	N/A
Operating expense - 2021	33,284	18,478	(e)	N/A

As of December 31, 2023

Utility plant	\$ —	\$ 205,325	\$ 115,438	\$ 26,739
Accumulated depreciation	—	(43,115)	(40,046)	(2,811)
Plant anticipated to be retired early, net	133,268	—	—	—
Construction work in progress	2,428	834	1,533	257

As of December 31, 2022

Utility plant	\$ —	\$ 202,118	\$ 115,137	N/A
Accumulated depreciation	—	(40,951)	(37,857)	N/A
Plant anticipated to be retired early, net	147,659	—	—	N/A
Construction work in progress	4,805	3,410	809	N/A

- (a) MGE and the other co-owners announced plans to retire Columbia, a two unit coal-fired generation facility located in Portage, Wisconsin. The co-owners intend to retire Unit 1 and Unit 2 by June 2026. Final timing and retirement dates are subject to change depending on operational, regulatory, and other factors. As of December 31, 2023 and 2022, early retirement of Columbia was probable. See Footnote 4 for further information.
- (b) Two coal-fired generating units in Oak Creek, Wisconsin. In 2021, MGE announced plans to end the use of coal as a primary fuel at the Elm Road Units and transition the plant to natural gas. By the end of 2030, MGE expects coal to be used only as a backup fuel at the Elm Road Units. This transition will help MGE meet its 2030 carbon reduction goals. By the end of 2032, MGE expects that the Elm Road Units will be fully transitioned away from coal, which will eliminate coal as an internal generation source for MGE.
- (c) MGE Power West Campus and the UW jointly own the West Campus Cogeneration Facility (WCCF) located on the UW campus in Madison, Wisconsin. The UW owns a controlling interest in the chilled-water and steam plants, which are used to meet the needs for air-conditioning and steam-heat capacity for the UW campus. MGE Power West Campus owns a controlling interest in the electric generation plant, which is leased and operated by MGE.
- (d) In March 2023, MGE purchased an ownership interest in West Riverside, a natural gas-fired facility located in Beloit, WI, from WPL, operator and co-owner of the plant. West Riverside was placed in-service in 2020.
- (e) Operating charges are allocated to the UW based on formulas contained in the operating agreement. Under the provisions of this arrangement, the UW is required to reimburse MGE for their allocated portion of fuel and operating expenses. For the years ended December 31, 2023, 2022, and 2021, the UW's allocated share of fuel and operating costs was \$6.7 million, \$8.7 million, and \$6.2 million, respectively.

<i>(In thousands, except for percentages and MW)</i>	Forward Wind ^(f)	Two Creeks ^(g)	Badger Hollow I & II ^(h)	Red Barn ⁽ⁱ⁾
Ownership interest	12.8 %	33 %	33 %	10 %
Fuel Source	Wind	Solar	Solar	Wind
Share of generation (MW)	18 MW	50 MW	100 MW	9.16 MW

For the year ended December 31,

Operating expense - 2023	\$ 677	\$ 1,087	\$ 751	\$ 143
Operating expense - 2022	662	1,032	787	N/A
Operating expense - 2021	669	953	140	N/A

As of December 31, 2023

Utility plant	\$ 34,127	\$ 67,971	\$ 155,696	\$ 16,657
Accumulated depreciation	(16,970)	(7,750)	(5,114)	(365)
Construction work in progress	16	30	348	—

As of December 31, 2022

Utility plant	\$ 34,117	\$ 67,890	\$ 74,941	N/A
Accumulated depreciation	(15,952)	(5,145)	(2,566)	N/A
Construction work in progress	68	—	52,187	N/A

- (f) The Forward Wind Energy Center (Forward Wind) consists of 86 wind turbines located near Brownsville, Wisconsin.

- (g) The Two Creeks solar generation array is located in the Town of Two Creeks and the City of Two Rivers in Manitowoc and Kewaunee Counties, Wisconsin. Date of commercial operation of the solar array was November 2020.
- (h) The Badger Hollow I and II solar farm is located in southwestern Wisconsin in Iowa County, near the villages of Montfort and Cobb. Date of commercial operation of Badger Hollow I was November 2021 and December 2023 for Badger Hollow II.
- (i) The Red Barn Wind Farm is located in the Towns of Wingville and Clifton in Grant County, Wisconsin. MGE purchased its share of Red Barn in 2023.

MGE currently has ongoing jointly-owned generation construction projects. Paris Solar-Battery Park is located in the Town of Paris in Kenosha County, Wisconsin. MGE's ownership interest is 10% and its share of generation is 31 MW. Darien Solar Energy Center is located in Walworth and Rock Counties in southern Wisconsin. MGE's ownership interest is 10% and its share of generation is 25 MW. As of December 31, 2023, \$35.0 million and \$25.5 million, respectively, (excluding AFUDC) related to Paris and Darien is reflected in "Construction work in progress" on the consolidated balance sheets. Construction of Paris is expected to be completed in two phases. Solar is expected to be completed in 2024 and battery in 2025. Darien is expected to be completed in 2024.

7. Investments - MGE Energy and MGE.

a. Equity Securities, Equity Method Investments, and Other Investments.

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
Equity securities	\$ 24,027	\$ 22,960	\$ 60	\$ 115
Equity method investments:				
ATC and ATC Holdco	86,459	80,586	—	—
Other	39	39	—	—
Total equity method investments	86,498	80,625	—	—
Other investments	2,298	2,298	—	—
Total	<u>\$ 112,823</u>	<u>\$ 105,883</u>	<u>\$ 60</u>	<u>\$ 115</u>

Equity securities represent publicly traded securities and private equity investments in common stock of companies in various industries.

For the years ended December 31, 2023, 2022, and 2021, there were no liquidated investments for MGE. For the years ended December 31, 2023, 2022, and 2021, certain investments were liquidated for MGE Energy. As a result of these liquidations, the following was received:

(In thousands)	2023	2022	2021
Cash proceeds	\$ 995	\$ 924	\$ 1,684
Gain (loss) on sale	(899)	1,382	1,543

b. ATC and ATC Holdco.

ATC owns and operates electric transmission facilities primarily in Wisconsin. MGE received an interest in ATC when it, like other Wisconsin electric utilities, contributed its electric transmission facilities to ATC as required by Wisconsin law. That interest is presently held by MGE Transco, a subsidiary of MGE Energy. ATC Holdco was formed by several members of ATC, including MGE Energy, to pursue electric transmission development and investments outside of Wisconsin. The ownership interest in ATC Holdco is held by MGEE Transco, a subsidiary of MGE Energy.

As of December 31, 2023 and 2022, MGE Transco held a 3.6% ownership interest in ATC. As of December 31, 2023 and 2022, MGEE Transco held a 4.4% ownership interest in ATC Holdco. MGE Transco and MGEE Transco have accounted for their investment in ATC and ATC Holdco, respectively, under the equity method of accounting. Equity earnings from investments are recorded as "Other income, net" on the consolidated statements of income of MGE Energy. For the years ended December 31, MGE Transco recorded the following:

<i>(In thousands)</i>	2023	2022	2021
Equity earnings from investment in ATC	\$ 10,515	\$ 9,025	\$ 9,774
Dividends received from ATC	8,397	7,090	7,832
Capital contributions to ATC	3,750	2,678	—

In January 2024, MGE Transco made a \$0.7 million capital contribution to ATC.

ATC Holdco was formed in December 2016. In 2023, 2022, and 2021 MGEE Transco recorded no capital contributions to ATC Holdco.

ATC's summarized financial data is as follows:

<i>(In thousands)</i>	2023	2022	2021
Income statement data for the year ended December 31,			
Operating revenues	\$ 818,921	\$ 751,158	\$ 754,838
Operating expenses	(407,643)	(381,528)	(376,153)
Other income	2,452	1,171	1,144
Interest expense, net	(134,107)	(124,091)	(115,089)
Earnings before members' income taxes	<u>\$ 279,623</u>	<u>\$ 246,710</u>	<u>\$ 264,740</u>

Balance sheet data as of December 31,	2023	2022
Current assets	\$ 115,236	\$ 89,606
Noncurrent assets	6,336,954	5,997,780
Total assets	<u>\$ 6,452,190</u>	<u>\$ 6,087,386</u>
Current liabilities	\$ 495,919	\$ 511,945
Long-term debt	2,735,985	2,612,980
Other noncurrent liabilities	585,173	485,795
Members' equity	2,635,113	2,476,666
Total members' equity and liabilities	<u>\$ 6,452,190</u>	<u>\$ 6,087,386</u>

MGE receives transmission and other related services from ATC. For the years ended December 31, 2023, 2022, and 2021, MGE recorded \$33.8 million, \$31.4 million, and \$32.0 million, respectively, for transmission services received from ATC. MGE also provides a variety of operational, maintenance, and project management work for ATC, which is reimbursed by ATC. As of December 31, 2023 and 2022, MGE had a receivable due from ATC of \$5.3 million and \$4.8 million, respectively, related primarily to transmission interconnection at Badger Hollow and Paris solar generation sites. MGE will be reimbursed for these costs after the new generation assets are placed into service.

8. Regulatory Assets and Liabilities - MGE Energy and MGE.

The following regulatory assets and liabilities are reflected in MGE's consolidated balance sheets as of December 31:

<i>(In thousands)</i>	Recovery/Refund Period	2023	2022
Regulatory Assets			
Asset retirement obligation	ARO Asset lives	\$ 17,003	\$ 14,721
Bad debt expense	One to two years	9,150	7,650
Debt related costs	Term of related debt	7,014	7,580
Derivatives	One to four years	5,226	5,094
Fuel costs	One year	6,713	12,067
Leases	Lease term	4,130	3,656
Pension and other postretirement costs	One to four years	4,948	—
Tax recovery related to AFUDC equity	Plant lives	12,140	10,851
Transmission	One to two years	1,998	—
Unfunded pension and other postretirement liability	Various	31,374	50,072
Other	Various	2,872	1,750
Total Regulatory Assets		<u>\$ 102,568</u>	<u>\$ 113,441</u>

<i>(In thousands)</i>	Recovery/Refund Period	2023	2022
Regulatory Liabilities			
Cost of removal	Various	\$ 42,031	\$ 31,664
Elm Road	One to two years	1,666	1,092
Fuel savings	One year	7,219	—
Income taxes	Various	107,048	109,112
Pension and other postretirement costs	One to four years	—	5,454
Pension and other postretirement non-service costs	Plant lives	17,977	16,160
Purchased gas adjustment	Less than one year	1,340	4,857
Other	Various	331	574
<i>Total Regulatory Liabilities</i>		<u>\$ 177,612</u>	<u>\$ 168,913</u>

MGE expects to recover its regulatory assets and return its regulatory liabilities through rates charged to customers based on PSCW decisions made during the ratemaking process or based on PSCW long-standing policies and guidelines. The adjustments to rates for these regulatory assets and liabilities will occur over the periods either specified by the PSCW or over the corresponding period related to the asset or liability. Management believes it is probable that MGE will continue to recover from customers the regulatory assets described above based on prior and current ratemaking treatment for such costs. All regulatory assets for which a cash outflow had been made are earning a return.

Asset Retirement Obligation (ARO)

The recovery of the underlying asset investments and related removal and monitoring costs of recorded AROs is approved by the PSCW in depreciation rates. MGE records a regulatory asset and a regulatory liability for timing differences between the recognition of AROs for financial reporting purposes and the recovery of these costs from customers. The recovery period approximates the useful life of the assets to be removed. See Footnote 17 for a discussion of asset retirement obligations.

Bad debt expense

In March 2020, the PSCW issued an order authorizing deferral of expenditures incurred to ensure the provision of safe, reliable, and affordable access to utility services during the COVID-19 pandemic and late payment charges. Expenditures include items such as bad debt expense. Recovery of these expenditures is over the next two years. Beginning in 2021, the PSCW approved MGE to defer any differential between bad debt expense reflected in rates and actual costs incurred in its next rate filing.

Debt Related Costs

This balance includes debt issuance costs of extinguished debt and other debt related expenses, including make-whole premiums paid on redemptions of long-term debt. The PSCW has allowed rate recovery on unamortized issuance costs for extinguished debt facilities. When the facility replacing the old facility is deemed by the PSCW to be more favorable for the ratepayers, the PSCW will allow rate recovery of any unamortized issuance costs related to the old facility.

Derivatives

MGE has physical and financial contracts that are accounted for as derivatives. The amounts recorded for the net mark-to-market value of the commodity based contracts is offset with a corresponding regulatory asset or liability because these transactions are part of the PGA or fuel rules clause authorized by the PSCW. See Footnote 18 for further discussion.

Fuel Costs/Savings

See Footnote 9.b. for further discussion.

Leases

For ratemaking all leases are treated as operating leases. MGE has regulatory treatment and recognizes regulatory assets or liabilities for timing differences between net lease costs recognized and lease cash payments made. See Footnote 5 for further information.

Pension and Other Postretirement Costs

The current accounting treatment for Pension and Other Postretirement costs allows MGE to reflect any differential between pension and other postretirement costs reflected in rates and actual costs incurred in its next rate filing.

Tax Recovery Related to AFUDC Equity

AFUDC equity represents the after-tax equity cost associated with utility plant construction and results in a temporary difference between the book and tax basis of such plant. Tax recovery related to AFUDC equity represents the revenue requirement related to recovery of these future taxes payable, calculated at current statutory tax rates.

Transmission Costs

The current accounting treatment for transmission costs allows MGE to reflect any differential between transmission costs reflected in rates and actual costs incurred in its next rate filing.

Unfunded Pension and Other Postretirement Liability

MGE is required to recognize the unfunded or funded status of defined benefit pension and other postretirement pension plans as a net liability or asset on the balance sheet with an offset to a regulatory asset or liability. The unfunded status represents future expenses that are expected to be recovered in rates. See Footnote 11 for further discussion.

Cost of Removal

The PSCW allows MGE to collect amounts from customers through depreciation rates to fund future asset removal activities. This regulatory liability is reduced as costs are incurred to remove the assets at the end of their useful lives.

Elm Road

Costs associated with Elm Road for lease payments, management fees, community impact mitigation, and operating costs.

Income Taxes

Excess deferred income taxes result from a decrease in tax rates subsequent to ratemaking settlements. The settlements were reached using tax rates that are higher than the currently applicable rates, and MGE is required to return these tax benefits to customers. The regulatory liability and deferred investment tax credit reflects the revenue requirement associated with the return of these tax benefits to customers.

Changes in income taxes are generally passed through in customer rates for the regulated utility. The one-time 2017 impact on timing differences related to income taxes passed through to customer rates of the 2017 Tax Act was recorded as a regulatory liability. The amount and timing of the cash impacts will depend on the period over which certain income tax benefits are provided to customers, which will be subject to review by the PSCW. A portion of the regulatory liability will be returned to customers based on a mandated timeframe dictated by applicable tax laws.

Pension and Other Postretirement Non-Service Costs

These Pension and Other Postretirement non-service costs represents the non-service components of net periodic benefit cost capitalized in rates. The FASB issued authoritative guidance within the codification's Compensation-Retirement Benefits topic that only allows the service cost component of net periodic benefit cost to be eligible for capitalization within the consolidated balance sheets, all non-service costs are expensed. Under the current rate structure non-service cost is eligible for capitalization. The portion of net periodic benefit costs that are capitalized are being recovered as a component of depreciation expense. The non-service capitalized costs will be recovered in rates over the depreciable life of the asset for which net periodic benefit costs was applied. See Footnote 11 for further discussion.

Purchased Gas Adjustment

MGE's natural gas rates are subject to a fuel adjustment clause designed to recover or refund the difference between the actual cost of purchased gas and the amount included in rates. Differences between the

amounts billed to customers and the actual costs recoverable are deferred and recovered or refunded in future periods by means of prospective monthly adjustments to rates.

9. Rate Matters - MGE Energy and MGE.

a. Rate Proceedings.

	Rate increase	Return on Common Equity	Common Equity Component of Regulatory Capital Structure	Effective Date
Approved 2021 settlement^(a)				
Electric	—%	9.8%	55.8%	1/1/2021
Gas	4.00%	9.8%	55.8%	1/1/2021
Approved 2022/2023 settlement^(b)				
Electric	8.81%	9.8%	55.6%	1/1/2022
Gas	2.15%	9.8%	55.6%	1/1/2022
Gas	0.96%	9.8%	55.6%	1/1/2023
Approved limited 2023 reopener^(c)				
Electric	9.01%	9.8%	55.6%	1/1/2023
Approved 2024/2025 rate proceeding^{(d)(e)}				
Electric	1.54%	9.7%	56.1%	1/1/2024
Gas	2.44%	9.7%	56.1%	1/1/2024
Electric	4.17%	9.7%	56.1%	1/1/2025
Gas	1.32%	9.7%	56.1%	1/1/2025

- (a) The electric rate settlement included an increase in rate base but the associated rate increase was primarily offset by lower fuel and purchased power costs and a one-time \$18.2 million return to customers of the portion of excess deferred taxes related to the 2017 Tax Act not restricted by IRS normalization rules. The gas rate increase covered infrastructure costs and technology improvements. The settlement agreement also included escrow accounting treatment for pension and other postretirement benefit costs, bad debt expense, and customer credit card fees. Escrow accounting treatment allows MGE to defer any difference between estimated costs in rates and actual costs incurred until a future rate filing. Any difference would be recorded as a regulatory asset or regulatory liability.
- (b) The electric and gas rate increases were driven by an increase in rate base including our investments in Badger Hollow I and a new customer information system. Also driving the requested electric increase were higher fuel and purchased power costs as well as the completion in 2021 of the one-time return of the electric excess deferred tax credit related to the 2017 Tax Act not restricted by IRS normalization rules. Included in the electric residential rate is a reduction in the customer fixed charge.
- (c) The electric rate increase was driven by generation assets including our investments in Badger Hollow II (solar), Paris (solar and battery), Red Barn (wind), and West Riverside (natural gas). In addition, the reopener request included an increase in fuel costs and the recovery of deferred 2021 fuel costs. The reopener also revised the depreciation schedule for Columbia Unit 2 and shared equipment to 2029 to align with the depreciation schedule for Columbia Unit 1.
- (d) The electric increase was driven by an increase in rate base including our investments made in West Riverside, local solar, and continued investment in grid modernization, as well as higher costs for transmission, pension and OPEB, and uncollectible costs (including costs previously deferred from prior years). This increase in electric costs is offset by a decrease in fuel costs and benefit from lower tax expense (including impacts from the Inflation Reduction Act). MGE will file an updated 2025 fuel forecast with the PSCW in 2024 which may impact rates in 2025, depending on any variance between the forecast submitted as part of the rates and updated forecast. In addition, the PSCW authorized MGE to defer a recovery of and a return on costs associated for any change in the in service date for Paris and Darien and force majeure costs for Badger Hollow II, Paris, and Darien that were not reflected in this rate filing. The PSCW also approved deferral of any differential in PTC tax credits reflected in rates and actual credits produced. These deferrals will be reflected in MGE's next rate case filing. The gas rate increases were also driven by our investment made in grid modernization and higher pension and OPEB and uncollectible costs (including costs previously deferred from prior years). This increase in gas costs is offset by a tax benefit related to excess deferred taxes. Included in the gas residential rate is a reduction in the customer fixed charge.
- (e) In accordance with the 2024/2025 rate order from the PSCW, MGE will have an earnings sharing mechanism, under which, if MGE earns above the authorized ROE: (i) the utility will retain 100.0% of earnings for the first 15 basis points above the authorized ROE; (ii) 50.0% of the next 60 basis points will be required to be refunded to ratepayers; and (iii) 100.0% of any remaining excess earnings will be required to be refunded to ratepayers.

Sierra Club and Vote Solar have filed petitions with the Dane County Circuit Court seeking review of the PSCW decisions approving MGE's electric and gas 2022/2023 rate settlement, 2023 electric limited reopener, and 2024/2025 rate order. The PSCW is named as the responding party; MGE is not named as a party. The Petitions challenge the amount of customer fixed charge that does not vary with usage. The requested relief is unclear. The revenue requirement approved by the PSCW in the settlement, the

limited reopener, and 2024/2025 rate order have not been challenged. The PSCW is expected to vigorously defend its approval of the rate case settlement, limited reopener, and the 2024/2025 rate order. MGE has intervened in the proceedings to further defend the PSCW's decisions. The Dane County Circuit Court affirmed the PSCW's decision to approve the 2022/2023 rate settlement, and Sierra Club and Vote Solar have now appealed that decision to the Wisconsin Court of Appeals.

b. Fuel Rules.

Fuel rules require Wisconsin utilities to defer electric fuel-related costs that fall outside a symmetrical cost tolerance band around the amount approved for a utility in its annual fuel proceedings. Any over- or under-recovery of the actual costs is determined in the following year and is then reflected in future billings to electric retail customers. The fuel rules bandwidth is set at plus or minus 2% in 2023 and 1% in 2022. The electric fuel-related costs are subject to an excess revenues test. Excess revenues are defined as revenues in the year in question that provide MGE with a greater return on common equity than authorized by the PSCW in MGE's latest rate order. The recovery of under-collected electric fuel-related costs would be reduced by the amount that exceeds the excess revenue test. These costs are subject to the PSCW's annual review of fuel costs completed in the year following the deferral. The following table summarizes deferred electric fuel-related savings and costs:

	Fuel Costs (<i>in millions</i>)	Refund or Recovery Period
2019 deferred fuel savings	(\$1.5) ^(a)	January 2021 through December 2021
2020 deferred fuel savings	(\$3.2) ^(a)	October 2021
2021 deferred fuel costs	\$3.3 ^(a)	January 2023 through December 2023
2022 deferred fuel costs	\$8.8 ^(a)	October 2023 through September 2024
2023 deferred fuel savings	(\$7.2)	(b)

(a) There was no change to the recovery (refund) in the fuel rules proceedings from the amount MGE deferred.

(b) These costs will be subject to the PSCW's annual review of 2023 fuel costs, expected to be completed in 2024.

10. Income Taxes.

a. MGE Energy and MGE Income Taxes.

MGE Energy files a consolidated federal income tax return that includes the operations of all subsidiary companies. The subsidiaries calculate their respective federal income tax provisions as if they were separate taxable entities.

On a consolidated and separate company basis, the income tax provision consists of the following provision (benefit) components for the years ended December 31:

<i>(In thousands)</i>	MGE Energy			MGE		
	2023	2022	2021	2023	2022	2021
Current payable:						
Federal	\$ 1,864	\$ 2,102	\$ (2,589)	\$ 1,329	\$ 934	\$ (3,434)
State	4,637	2,385	3,002	4,560	2,060	3,163
Net-deferred:						
Federal	16,317	14,770	(1,473)	15,345	14,397	(1,951)
State	6,683	8,665	6,310	6,191	8,370	5,605
Amortized investment tax credits	(1,698)	(1,698)	(1,135)	(1,698)	(1,698)	(1,135)
Total income tax provision	<u>\$ 27,803</u>	<u>\$ 26,224</u>	<u>\$ 4,115</u>	<u>\$ 25,727</u>	<u>\$ 24,063</u>	<u>\$ 2,248</u>

The consolidated income tax provision differs from the amount computed by applying the statutory federal income tax rate to income before income taxes, as follows:

	MGE Energy			MGE		
	2023	2022	2021	2023	2022	2021
Statutory federal income tax rate	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %	21.0 %
State income taxes, net of federal benefit	6.2	6.2	6.2	6.2	6.2	6.2
Amortized investment tax credits	(0.7)	(0.7)	(1.5)	(0.7)	(0.7)	(1.5)
Credit for electricity from wind energy	(5.3)	(5.4)	(6.0)	(5.6)	(5.7)	(6.4)
AFUDC equity, net	(0.6)	(0.3)	(0.9)	(0.6)	(0.3)	(1.0)
Amortization of utility excess deferred tax ^(a)	(1.5)	(2.0)	(14.8)	(1.6)	(2.1)	(15.8)
Other, net, individually insignificant	—	0.3	(0.3)	(0.1)	0.2	(0.3)
Effective income tax rate	19.1 %	19.1 %	3.7 %	18.6 %	18.6 %	2.2 %

- (a) Included are impacts of the 2017 Tax Act for the regulated utility for excess deferred taxes recognized using a normalization method of accounting in recognition of IRS rules that restrict the rate at which the excess deferred taxes may be returned to utility customers. For the years ended December 31, 2023, 2022, and 2021, MGE recognized \$3.5 million, \$4.1 million, and \$2.6 million, respectively. Included in the 2021 rate settlement was a one-time return to customers of the electric portion of excess deferred taxes related to the 2017 Tax Act not restricted by IRS normalization rules. For the year ended December 31, 2021, MGE recognized \$13.2 million. Included in the 2022 and 2023 rate settlement was a net collection from customers of the gas portion of deficient deferred taxes related to the 2017 Tax Act not restricted by IRS normalization rules. For both the years ended December 31, 2023, and 2022, MGE recognized \$1.3 million.

The significant components of deferred tax assets and liabilities that appear on the consolidated balance sheets as of December 31 are as follows:

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
Deferred tax assets				
Investment in ATC	\$ 19,287	\$ 20,098	\$ —	\$ —
Federal tax credits	43,281	46,282	43,281	46,282
Accrued expenses	10,408	10,642	10,406	10,644
Pension and other postretirement benefits	15,793	20,687	15,793	20,687
Deferred tax regulatory account	41,893	42,999	41,893	42,999
Derivatives	1,472	1,416	1,472	1,416
Leases	7,389	7,137	7,389	7,137
Other	23,075	17,438	22,934	17,490
Gross deferred income tax assets	162,598	166,699	143,168	146,655
Less valuation allowance	—	—	—	—
Net deferred income tax assets	\$ 162,598	\$ 166,699	\$ 143,168	\$ 146,655

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
Deferred tax liabilities				
Property-related	\$ 316,305	\$ 295,872	\$ 316,305	\$ 295,872
Investment in ATC	53,137	52,840	—	—
Bond transactions	411	472	411	472
Pension and other postretirement benefits	34,824	35,590	34,824	35,590
Derivatives	1,472	1,416	1,472	1,416
Tax deductible prepayments	9,996	10,308	9,986	10,308
Leases	7,389	7,137	7,389	7,137
Other	18,093	15,254	17,415	15,118
Gross deferred income tax liabilities	441,627	418,889	387,802	365,913
Deferred income taxes, net	\$ 279,029	\$ 252,190	\$ 244,634	\$ 219,258

The components of federal and state tax benefit carryovers as of December 31, are as follows:

(In thousands)	MGE Energy		MGE	
	2023	2022	2023	2022
Federal tax credits	\$ 43,281	\$ 46,282	\$ 43,281	\$ 46,282
State net operating losses	—	3	—	3
Valuation allowances for state net operating losses	—	(3)	—	(3)

Federal tax credit carryovers begin to expire in 2040 and state net operating loss carryforwards expired in 2023. Federal tax credits represent the deferred tax asset.

b. Accounting for Uncertainty in Income Taxes - MGE Energy and MGE.

The difference between the tax benefit amount taken on prior year tax returns, or expected to be taken on a current year tax return, and the tax benefit amount recognized in the financial statements is accounted for as an unrecognized tax benefit.

A tabular reconciliation of unrecognized tax benefits and interest is as follows:

(In thousands)	2023	2022	2021
Unrecognized Tax Benefits:			
Unrecognized tax benefits, January 1,	\$ 2,485	\$ 2,353	\$ 2,281
Additions based on tax positions related to the current year	455	731	714
Additions based on tax positions related to the prior years	—	—	—
Reductions based on tax positions related to the prior years	(1,325)	(599)	(642)
Unrecognized tax benefits, December 31,	<u>\$ 1,615</u>	<u>\$ 2,485</u>	<u>\$ 2,353</u>

(In thousands)	2023	2022	2021
Interest on Unrecognized Tax Benefits:			
Accrued interest on unrecognized tax benefits, January 1,	\$ 189	\$ 150	\$ 154
Reduction in interest expense on uncertain tax positions	(149)	(95)	(98)
Interest expense on uncertain tax positions	90	134	94
Accrued interest on unrecognized tax benefits, December 31,	<u>\$ 130</u>	<u>\$ 189</u>	<u>\$ 150</u>

Unrecognized tax benefits are classified with "Other deferred liabilities" on the consolidated balance sheets. The interest component recoverable in rates is offset by a regulatory asset.

As of December 31, 2022, and 2021, MGE Energy and MGE had an unrecognized tax benefit primarily related to temporary tax differences associated with the change in income tax method of accounting for electric generation and electric and gas distribution repairs. As of December 31, 2023, MGE Energy and MGE continue to have an unrecognized tax benefit associated with the change in income tax method of accounting for electric generation and electric distribution repairs, however, the tax benefit relating to gas distribution repairs has been recognized due to the adoption of the safe harbor method of accounting for gas repairs issued by the Internal Revenue Service.

The unrecognized tax benefits as of December 31, 2023, are not expected to significantly increase or decrease within the next twelve months. In addition, statutes of limitations will expire for MGE Energy and MGE tax returns. The impact of the statutes of limitations expiring is not anticipated to be material. The following table shows tax years that remain subject to examination by major jurisdiction:

Taxpayer	Open Years
MGE Energy and consolidated subsidiaries in federal return	2020 through 2023
MGE Energy Wisconsin combined reporting corporation return	2019 through 2023

11. Pension Plans and Other Postretirement Benefits - MGE Energy and MGE.

MGE maintains qualified and nonqualified pension plans, health care, and life insurance benefits, and defined contribution 401(k) benefit plans for its employees and retirees. MGE's costs for the 401(k) plans

were \$5.2 million, \$5.4 million, and \$5.1 million for the years ended December 31, 2023, 2022, and 2021, respectively. A measurement date of December 31 is utilized for all pension and postretirement benefit plans.

All employees hired after December 31, 2006, have been enrolled in the defined contribution pension plan rather than the defined benefit pension plan previously in place.

a. Benefit Obligations and Plan Assets.

(In thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Change in Benefit Obligations:				
Net benefit obligation as of January 1,	\$ 335,288	\$ 460,666	\$ 63,828	\$ 84,526
Service cost	2,892	5,064	780	1,293
Interest cost	17,319	11,161	3,308	1,940
Plan participants' contributions	—	—	1,017	986
Actuarial loss (gain) ^(a)	11,946	(120,166)	1,951	(19,484)
Plan amendments	—	—	(242)	—
Gross benefits paid	(20,985)	(21,437)	(5,986)	(5,725)
Less: federal subsidy on benefits paid ^(b)	—	—	317	292
Benefit obligation as of December 31,	\$ 346,460	\$ 335,288	\$ 64,973	\$ 63,828
Change in Plan Assets:				
Fair value of plan assets as of January 1,	\$ 370,171	\$ 473,953	\$ 41,867	\$ 54,844
Actual return on plan assets	53,346	(84,562)	5,312	(8,958)
Employer contributions	2,203	2,217	939	720
Plan participants' contributions	—	—	1,017	986
Gross benefits paid	(20,985)	(21,437)	(5,986)	(5,725)
Fair value of plan assets at end of year	404,735	370,171	43,149	41,867
Funded Status as of December 31,	\$ 58,275	\$ 34,883	\$ (21,824)	\$ (21,961)

(a) In 2022, higher discount rates were the primary driver of the actuarial gain.

(b) In 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 was signed into law authorizing Medicare to provide prescription drug benefits to retirees. For both the years ended December 31, 2023 and 2022, the subsidy due to MGE was \$0.3 million.

The accumulated benefit obligation for the defined benefit pension plans as of December 31, 2023 and 2022, was \$328.4 million and \$319.6 million, respectively.

The amounts recognized in the consolidated balance sheets to reflect the funded status of the plans as of December 31 are as follows:

(In thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Long-term asset	\$ 93,896	\$ 68,872	\$ —	\$ —
Current liability	(2,387)	(2,408)	—	—
Long-term liability	(33,234)	(31,581)	(21,824)	(21,961)
Net asset (liability)	\$ 58,275	\$ 34,883	\$ (21,824)	\$ (21,961)

The following table shows the amounts that have not yet been recognized in our net periodic benefit cost as of December 31 and are recorded as regulatory assets in the consolidated balance sheets:

(In thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Net actuarial loss (gain)	\$ 33,237	\$ 51,148	\$ (1,626)	\$ (1,085)
Prior service benefit	—	—	(242)	—
Transition obligation	—	—	5	9
Total	\$ 33,237	\$ 51,148	\$ (1,863)	\$ (1,076)

The projected benefit obligation and fair value of plan assets for pension plans with a projected benefit obligation in excess of plan assets as of December 31 are as follows:

(In thousands)	Pension Benefits	
	2023	2022
Projected Benefit Obligation in Excess of Plan Assets		
Projected benefit obligation, end of year	\$ 35,621	\$ 33,989
Fair value of plan assets, end of year	—	—

The accumulated benefit obligation and fair value of plan assets with an accumulated benefit obligation in excess of plan assets as of December 31 are as follows:

(In thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Accumulated Benefit Obligation in Excess of Plan Assets				
Accumulated benefit obligation, end of year	\$ 34,387	\$ 33,211	\$ 64,973	\$ 63,828
Fair value of plan assets, end of year	—	—	43,149	41,867

b. Net Periodic Benefit Cost.

(In thousands)	Pension Benefits			Other Postretirement Benefits		
	2023	2022	2021	2023	2022	2021
Components of Net Periodic Benefit Cost:						
Service cost	\$ 2,892	\$ 5,064	\$ 5,730	\$ 780	\$ 1,293	\$ 1,448
Interest cost	17,319	11,161	9,109	3,308	1,940	1,549
Expected return on assets	(25,248)	(31,391)	(29,487)	(2,595)	(3,365)	(3,277)
Amortization of:						
Transition obligation	—	—	—	3	3	3
Prior service (credit) cost	—	(20)	(124)	—	(297)	(1,518)
Actuarial loss	1,760	2,416	6,646	(190)	145	493
Net periodic benefit cost (credit)	\$ (3,277)	\$ (12,770)	\$ (8,126)	\$ 1,306	\$ (281)	\$ (1,302)

The components of net periodic benefit cost, other than the service cost component, are recorded in "Other income, net" on the consolidated statements of income. The service cost component is recorded in "Other operations and maintenance" on the consolidated statements of income. MGE has regulatory treatment and recognizes regulatory assets or liabilities for timing differences between when net periodic benefit costs are recovered and when costs are recognized. The deferred costs have not been reflected in the table above. See Footnote 8 for further information.

c. Plan Assumptions.

The weighted-average assumptions used to determine the benefit obligations were as follows for the years ended December 31:

	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Discount rate	5.10 %	5.47 %	5.11 %	5.45 %
Rate of compensation increase	4.30 %	3.21 %	N/A	N/A
Assumed health care cost trend rates:				
Health care cost trend rate assumed for next year	N/A	N/A	6.75 %	7.00 %
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	N/A	N/A	4.75 %	4.75 %
Year that the rate reaches the ultimate trend rate	N/A	N/A	2032	2032

MGE uses individual spot rates, instead of a weighted average of the yield curve spot rates, for measuring the service cost and interest cost components of net periodic benefit cost.

The weighted-average assumptions used to determine the net periodic cost were as follows for the years ended December 31:

	Pension Benefits			Other Postretirement Benefits		
	2023	2022	2021	2023	2022	2021
Discount rate	5.47 %	2.94 %	2.70 %	5.45 %	2.85 %	2.52 %
Expected rate of return on plan assets	7.00 %	6.75 %	7.00 %	6.59 %	6.40 %	6.61 %
Rate of compensation increase	3.28 %	3.24 %	3.23 %	N/A	N/A	N/A

MGE employs a building-block approach in determining the expected long-term rate of return for asset classes. Historical markets are studied and long-term historical relationships among asset classes are analyzed, consistent with the widely accepted capital market principle that assets with higher volatility generate a greater return over the long run. Current market factors, such as interest rates and dividend yields, are evaluated before long-term capital market assumptions are determined.

The expected long-term nominal rate of return for plan assets is primarily a function of expected long-term real rates of return for component asset classes and the plan's target asset allocation in conjunction with an inflation assumption. Peer data and historical returns are reviewed to check for appropriateness.

d. Investment Strategy.

MGE employs a total return investment approach whereby a mix of equities, fixed income, and real estate investments are used to maximize the expected long-term return of plan assets for a prudent level of risk. Risk tolerance is established through careful consideration of plan liabilities, plan-funded status, and corporate financial condition. The investment portfolio contains a diversified blend of equity, fixed income, and real estate investments. Investment risk is measured and monitored on an ongoing basis through periodic investment portfolio reviews and liability measurements.

The asset allocation for MGE's pension plans as of December 31, 2023 and 2022, and the target allocation for 2024, by asset category, follows:

	Target Allocation	Percentage of Plan Assets at Year End	
		2023	2022
Equity securities ^(a)	63.0 %	64.0 %	65.0 %
Fixed income securities	30.0 %	30.0 %	26.0 %
Real estate	7.0 %	6.0 %	9.0 %
Total	100.0 %	100.0 %	100.0 %

(a) Target allocations for equity securities are broken out as follows: 45.5% United States equity and 17.5% non-United States equity.

The fair value of plan assets for the postretirement benefit plans is \$43.1 million and \$41.9 million as of December 31, 2023 and 2022, respectively. Of this amount, \$37.2 million and \$36.3 million as of December 31, 2023 and 2022, respectively, were held in the master pension trust and are allocable to postretirement health expenses. The target asset allocation and investment strategy for the portion of assets held in the master pension trust are the same as that explained for MGE's pension plans. The remainder of postretirement benefit assets are held either in an insurance continuance fund for the payment of retiree life benefits or health benefit trusts for payment of retiree health premiums. The asset allocation for the insurance continuance fund is determined by the life insurer. The target asset allocation for the health benefit trusts are established based on a similar investment strategy as assets held in the master pension trust, with consideration for liquidity needs in the health benefit trusts.

e. Concentrations of Credit Risk.

MGE evaluated its pension and other postretirement benefit plans' asset portfolios for the existence of significant concentrations of credit risk as of December 31, 2023. Types of concentrations that were evaluated include, but are not limited to, investment concentrations in a single entity, type of industry,

and foreign country. As of December 31, 2023, there were no significant concentrations (defined as greater than 10 percent of plan assets) of risk in MGE pension and postretirement benefit plan assets.

f. Fair Value Measurements of Plan Assets.

Pension and other postretirement benefit plan investments are recorded at fair value. See Footnote 19 for more information regarding the fair value hierarchy.

The following descriptions are the categories of underlying plan assets held within the pension and other postretirement benefit plans as of December 31, 2023:

Cash and Cash Equivalents – This category includes highly liquid investments with maturities of less than three months which are traded in active markets.

Equity Securities – These securities consist of U.S. and international stock funds. The U.S. stock funds are primarily invested in domestic equities. Securities in these funds are typically priced using the closing price from the applicable exchange, NYSE, Nasdaq, etc. The international funds are composed of international equities. Securities are priced using the closing price from the appropriate local stock exchange.

Fixed Income Securities – These securities consist of U.S. bond funds and short-term funds. U.S. bond funds are priced by a pricing agent using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. The short-term funds are valued initially at cost and adjusted for amortization of any discount or premium.

Real Estate – Real estate funds are funds with a direct investment in pools of real estate properties. These funds are valued by investment managers on a periodic basis using pricing models that use independent appraisals.

Insurance Continuance Fund – The Insurance Continuance Fund is a supplemental retirement plan that includes assets that have been segregated and restricted to pay retiree term life insurance premiums.

Fixed Rate Fund – The Fixed Rate fund is supported by an underlying portfolio of fixed income securities, including public bonds, commercial mortgages, and private placement bonds. Public market data and GAAP reported market values are used when available to determine fair value.

All of the fair values of MGE's plan assets are measured using net asset value, except for cash and cash equivalents which are considered level 1 investments.

The fair values of MGE's plan assets by asset category as of December 31 are as follows:

<i>(In thousands)</i>	2023	2022
Cash and Cash Equivalents	\$ 2,079	\$ 1,715
Equity Securities:		
U.S. Large Cap	132,047	121,884
U.S. Mid Cap	32,840	28,392
U.S. Small Cap	40,830	35,372
International Blend	78,294	75,843
Fixed Income Securities:		
Short-Term Fund	7,465	3,807
High Yield Bond	22,273	17,895
Long Duration Bond	100,431	85,767
Real Estate	28,840	38,418
Insurance Continuance Fund	1,585	1,613
Fixed Rate Fund	1,200	1,332
Total	<u>\$ 447,884</u>	<u>\$ 412,038</u>

g. Expected Cash Flows.

MGE does not expect to need to make any required contributions to the qualified plans for 2024. The contributions for years after 2024 are not yet currently estimated. MGE has adopted the asset smoothing as permitted in accordance with the Pension Protection Act of 2006, including modifications made by WRERA.

Due to uncertainties in the future economic performance of plan assets, discount rates, and other key assumptions, estimated contributions are subject to change. MGE may also elect to make additional discretionary contributions.

In 2023, MGE made \$7.7 million in employer contributions to its pension and postretirement plans.

h. Benefit Payments.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

(In thousands)	Pension	Other Postretirement Benefits		
	Pension Benefits	Gross Postretirement Benefits	Expected Medicare Part D Subsidy	Net Postretirement Benefits
2024	\$ 21,650	\$ 5,489	\$ (368)	\$ 5,121
2025	21,884	5,707	(402)	5,305
2026	22,155	5,665	(449)	5,216
2027	22,516	5,607	(489)	5,118
2028	22,760	5,578	(519)	5,059
2029 - 2033	116,273	26,608	(2,971)	23,637

12. Share-Based Compensation - MGE Energy and MGE.

In 2020, MGE Energy shareholders approved the 2021 Long-Term Incentive Plan (the 2021 Incentive Plan). It provides for the issuance of up to 500,000 shares of MGE Energy common stock in connection with awards made under the 2021 Incentive Plan. The 2021 Incentive Plan authorizes awards of restricted stock, restricted stock units, performance units, and dividend equivalents, or any combination of the foregoing for eligible employees and non-employee directors. The 2020 Performance Unit Plan (the 2020 Plan) was adopted in February 2020 for eligible employees. Plan participants may receive awards of performance units, restricted units, or both. Prior to the adoption of the 2020 plan, eligible employees could receive awards of performance units under the 2006 Performance Unit Plan. Under the 2013 Director Incentive Plan, eligible non-employee directors could receive awards of performance units. For the years ended December 31, 2023, 2022, and 2021, MGE recorded \$2.7 million, \$1.3 million, and \$2.9 million, respectively, related to share-based compensation awards under the 2006 Performance Unit Plan, the 2020 Performance Unit Plan, the 2013 Director Incentive Plan, and the 2021 Incentive Plan in "Other operations and maintenance" on the consolidated statements of income.

2013 Director Incentive Plan and 2006 Performance Unit Plan - Liability Awards - Under the 2013 Director Incentive Plan and 2006 Performance Unit Plan, non-employee directors and eligible employees, respectively, could receive performance units that entitled the holder to receive a cash payment equal to the value of a designated number of shares of MGE Energy's common stock, plus dividend equivalent payments thereon, at the end of the performance period set in the award. In accordance with the plans' provisions. These awards are subject to prescribed vesting schedules and must be settled in cash. Accordingly, no shares of common stock will be issued in connection with those plans.

On the grant date, the cost of the director or employee services received in exchange for a performance unit award is measured based on the current market value of MGE Energy common stock. The fair value of the awards is remeasured quarterly, including as of December 31, 2023, as required by applicable accounting standards. Changes in fair value as well as the original grant are recognized as compensation cost. Since this amount is remeasured throughout the vesting period, the compensation cost is subject to variability. For nonretirement eligible employees under the 2006 Performance Unit Plan, stock-based

compensation costs are accrued and recognized using the graded vesting method. Compensation cost for retirement eligible employees or employees that will become retirement eligible during the vesting schedule are recognized on an abridged horizon as retirement eligibility accelerates vesting.

Payouts under the 2013 Director Incentive Plan are subject to a three-year vesting schedule. Payouts under the 2006 Performance Unit Plan are subject to a five-year vesting schedule. The following activity occurred:

	2023		2022	
	Director Incentive Plan	Performance Unit Plan	Director Incentive Plan	Performance Unit Plan
Nonvested awards January 1,	—	2,004	1,472	5,760
Granted	—	—	—	—
Vested	—	(2,004)	(1,472)	(3,756)
Nonvested awards December 31,	—	—	—	2,004

No cash settlements have occurred on the awards shown in the table above as cash payments are only made at the end of the period covered by the awards. In the first quarter of 2023, cash payments of \$1.8 million were distributed relating to awards that were granted under the plans in 2020, for the 2013 Director Incentive Plan, and in 2018, for the 2006 Performance Unit Plan.

Restricted Stock Units - Equity Awards - Payouts of restricted stock units under the 2021 Incentive Plan are based on the expiration of a three-year time-vesting period. Restricted stock units granted are to be paid out in shares of MGE Energy common stock and are accounted for as equity awards. The fair value of each restricted stock unit granted is based on the closing market price of one share of MGE Energy common stock on the grant date of the award. Compensation expense is recorded ratably over the performance period based on the fair value of the awards on the grant date. The following activity occurred:

	2023		2022	
	Units	Weighted Average Grant Date Fair Value (per share)	Units	Weighted Average Grant Date Fair Value (per share)
Nonvested awards January 1,	27,370	\$ 69.28	13,126	\$ 65.83
Granted	20,472	69.95	15,931	72.46
Vested	(13,126)	65.83	—	—
Undistributed vested awards ^(a)	(1,249)	69.95	(1,687)	72.46
Nonvested awards December 31,	33,467	\$ 71.02	27,370	\$ 69.28

(a) Represents restricted stock units that vested but were not distributed to retirement-eligible employees.

Restricted Stock Units - Liability Awards - Payouts of restricted stock units granted prior to 2021 are based on the expiration of a three-year time-vesting period and will be paid out in cash and accounted for as a liability award. Compensation expense is recorded ratably over the performance period based on the fair value of the awards at each reporting period. The following activity occurred:

	2023	2022
Nonvested awards January 1,	—	6,064
Granted	—	—
Vested	—	(6,064)
Undistributed vested awards ^(b)	—	—
Nonvested awards December 31,	—	—

(b) Represents restricted stock units that vested but were not distributed to retirement-eligible employees.

In the first quarter of 2023, cash payments of \$0.7 million were distributed relating to awards that were granted under the plans in 2020, for the 2020 Plan.

Performance Units - Liability Awards - Performance units under the 2020 Plan entitle the holder to receive a cash payment equal to the value of a designated number of shares of MGE Energy's common stock, plus dividend-equivalent payments thereon. Performance units under the 2021 Incentive Plan can be paid out in shares of MGE Energy common stock, cash or a combination of cash and stock. MGE assumes it will make

future payouts of its performance units granted in cash; therefore, these performance units are accounted for as liability awards. Compensation expense for these performance units is recorded ratably over the performance period based on the fair value of the awards at each reporting period. The payout is based upon achievement of specified performance goals during a performance period set by the Compensation Committee of MGE Energy's Board of Directors. Awards are subject to vesting provisions providing for 100% vesting at the end of the performance period. Compensation cost for retirement eligible employees or employees that will become retirement eligible during the vesting schedule are recognized on an abridged horizon as retirement eligibility accelerates vesting.

The performance units contain market and performance conditions. The market condition is based on total shareowner return relative to an investor-owned utility peer group. The performance condition is based on achievement of targets specified in the award agreement (such as an earnings growth target). The fair value of each performance unit is based on the fair value of the underlying common stock on the grant date and the probability of satisfying the market and performance conditions contained in the award agreement during the three-year performance period. The actual payments upon vesting depends upon actual performance and may range from zero to 200% of the granted number of performance units. The following activity occurred:

	2023	2022
Nonvested awards January 1,	16,514	13,870
Granted	11,320	10,395
Vested	(7,806)	(6,064)
Undistributed vested awards ^(c)	(1,249)	(1,687)
Nonvested awards December 31,	18,779	16,514
Weighted average fair Value of each nonvested award	\$ 92.18	\$ 76.87
Weighted average estimated payout % based on performance criteria	127.5%	109.2%

(c) Represents performance units that vested but were not distributed to retirement-eligible employees.

Awards granted in 2020, for the 2020 plan, vested at 146% with a \$1.1 million cash payment distribution during the first quarter of 2023.

13. Notes Payable to Banks, Commercial Paper, and Lines of Credit - MGE Energy and MGE.

Information regarding lines of credit and short-term borrowings is shown below:

(In thousands)	MGE Energy ^(a)		MGE	
	2023	2022	2023	2022
As of December 31,				
Lines of credit ^(b)	\$ 180,000	\$ 150,000	\$ 130,000	\$ 100,000
Available capacity under line of credit	\$ 141,315	\$ 78,815	\$ 91,315	\$ 28,815
Short-term debt outstanding	\$ 38,000	\$ 70,500	\$ 38,000	\$ 70,500
Letters of credit issued inside credit facilities	\$ 685	\$ 685	\$ 685	\$ 685
Required ratio of consolidated debt to consolidated total capitalization - not to exceed a maximum	65.00 % ^(c)	65.00 % ^(c)	65.00 % ^(d)	65.00 % ^(d)
Weighted-average interest rate	5.40 %	4.32 %	5.40 %	4.32 %
Year Ended December 31,				
Maximum short-term borrowings	\$ 82,000	\$ 70,500	\$ 82,000	\$ 70,500
Average short-term borrowings	\$ 35,959	\$ 20,177	\$ 35,959	\$ 20,177
Weighted-average interest rate	4.94 %	3.46 %	4.94 %	3.46 %

(a) MGE Energy short-term borrowings include MGE Energy and MGE lines of credit and MGE commercial paper.

(b) As of December 31, 2023, MGE Energy and MGE had no borrowings outstanding under these credit facilities and were in compliance with the covenant requirements of the credit agreements.

(c) A change in control constitutes a default under the agreement. Change in control events are defined as (i) a failure by MGE Energy to hold 100% of the outstanding voting equity interest in MGE or (ii) the acquisition of beneficial ownership of 30% or more of the outstanding voting stock of MGE Energy by one person or two or more persons acting in concert.

(d) The ratio calculation excludes assets, liabilities, revenues, and expenses included in MGE's financial statements as the result of the consolidation of VIEs, such as MGE Power West Campus and MGE Power Elm Road. A change in control constitutes a

default under the agreements. Change in control events are defined as (i) a failure by MGE Energy to hold 100% of the outstanding voting equity interest in MGE or (ii) the acquisition of beneficial ownership of 30% or more of the outstanding voting stock of MGE Energy by one person or two or more persons acting in concert.

14. Long-Term Debt - MGE Energy and MGE.

a. Long-Term Debt.

(In thousands)	December 31,	
	2023	2022
First Mortgage Bonds:^(a)		
7.70%, 2028 Series	\$ 1,200	\$ 1,200
Tax Exempt Debt:^(b)		
2.05%, 2023 Series, Industrial Development Revenue Bonds	—	19,300
3.75%, 2027 Series, Industrial Development Revenue Bonds	19,300	—
Medium-Term Notes:^(c)		
6.12%, due 2028	20,000	20,000
7.12%, due 2032	25,000	25,000
6.247%, due 2037	25,000	25,000
<i>Total Medium-Term Notes</i>	<u>70,000</u>	<u>70,000</u>
Other Long-Term Debt:^(d)		
3.09%, due 2023 ^{(e)(h)}	—	30,000
3.29%, due 2026 ^(e)	15,000	15,000
3.11%, due 2027 ^(e)	30,000	30,000
2.94%, due 2029 ^(e)	50,000	50,000
2.48%, due 2031 ^(e)	60,000	60,000
5.43%, due 2032 ^{(e)(f)}	25,000	25,000
5.43%, due 2033 ^{(e)(f)}	15,000	—
5.68%, due 2033 ^(g)	18,782	20,184
5.19%, due 2033 ^(g)	12,292	13,237
2.63%, due 2033 ^(e)	40,000	40,000
5.61%, due 2034 ^{(e)(h)}	40,000	—
5.53%, due 2035 ^{(e)(f)}	35,000	—
5.26%, due 2040 ^(e)	15,000	15,000
5.04%, due 2040 ⁽ⁱ⁾	26,806	28,472
4.74%, due 2041 ⁽ⁱ⁾	17,167	18,167
4.38%, due 2042 ^(e)	28,000	28,000
4.42%, due 2043 ^(e)	20,000	20,000
4.47%, due 2048 ^(e)	20,000	20,000
3.76%, due 2052 ^(e)	40,000	40,000
4.19%, due 2048 ^(e)	60,000	60,000
4.24%, due 2053 ^(e)	20,000	20,000
5.91%, due 2053 ^{(e)(h)}	30,000	—
4.34%, due 2058 ^(e)	20,000	20,000
<i>Total Other Long-Term Debt</i>	<u>638,047</u>	<u>553,060</u>
Long-term debt due within one year	(5,146)	(54,314)
Unamortized discount and debt issuance costs	(4,579)	(4,000)
<i>Total Long-Term Debt</i>	<u>\$ 718,822</u>	<u>\$ 585,246</u>

(a) MGE's utility plant is subject to the lien of its Indenture of Mortgage and Deed of Trust, under which its first mortgage bonds are issued. The Mortgage Indenture provides that dividends or any other distribution or purchase of MGE shares may not be made if the aggregate amount thereof since December 31, 1945, would exceed the earned surplus (retained earnings) accumulated subsequent to December 31, 1945. As of December 31, 2023, approximately \$699.6 million was available for the payment of dividends under this covenant.

(b) In March 2023, \$19.3 million of City of Madison, Wisconsin Industrial Development Revenue Refunding Bonds (Madison Gas and Electric Company Project), Series 2020A were remarketed. The remarketed Series 2020A Bonds will not be subject to further remarketing or optional redemption prior to their maturity.

(c) The indenture under which MGE's Medium-Term notes are issued provides that those notes will be entitled to be equally and ratably secured in the event that MGE issues any additional first mortgage bonds.

(d) Unsecured notes issued pursuant to various Note Purchase Agreements with one or more purchasers. The notes are not issued under, or governed by, MGE's Indenture dated as of September 1, 1998, which governs MGE's Medium-Term Notes.

(e) Issued by MGE. Under that Note Purchase Agreement: (i) note holders have the right to require MGE to repurchase their notes at par in the event of an acquisition of beneficial ownership of 30% or more of the outstanding voting stock of MGE

Energy, (ii) MGE must maintain a ratio of its consolidated indebtedness to consolidated total capitalization not to exceed a maximum of 65%, and (iii) MGE cannot issue "Priority Debt" in an amount exceeding 20% of its consolidated assets. Priority Debt is defined as any indebtedness of MGE secured by liens other than specified liens permitted by the Note Purchase Agreement and certain unsecured indebtedness of certain subsidiaries. As of December 31, 2023, MGE was in compliance with the covenant requirements.

- (f) In November 2022, MGE entered into a private placement Note Purchase Agreement in which it committed to issue \$25 million of new long-term debt (Series A), \$15 million of new long-term debt (Series B), carrying an interest rate of 5.43% per annum over its 10-year life, and \$35 million of new long-term debt (Series C), carrying an interest rate of 5.53% per annum over its 12-year life. Funding occurred on December 1, 2022, for Series A and occurred on February 28, 2023, for Series B and Series C. The proceeds of the debt financing were used to assist with capital expenditures and other corporate obligations.
- (g) Issued by MGE Power West Campus. The Note Purchase Agreements require MGE Power West Campus to maintain a projected debt service coverage ratio of not less than 1.25 to 1.00, and debt to total capitalization ratio of not more than 0.65 to 1.00. The notes are secured by a collateral assignment of lease payments that MGE is making to MGE Power West Campus for use of the WCCF pursuant to a long-term lease. As of December 31, 2023, MGE Power West Campus was in compliance with the covenant requirements.
- (h) In August 2023, MGE entered into a private placement Note Purchase Agreement in which it committed to issue \$40 million of new long-term debt (Series A), carrying an interest rate of 5.61% per annum over its 11-year life, and \$30 million of new long-term debt (Series B), carrying an interest rate of 5.91% per annum over its 30-year life. Funding occurred on September 13, 2023, for Series A and funding for Series B occurred on December 1, 2023. The proceeds of the debt financing were used to repay at maturity \$30 million long-term debt due September 15, 2023, and will assist with capital expenditures and other corporate obligations. The covenants of this debt are substantially consistent with MGE's existing unsecured senior notes.
- (i) Issued by MGE Power Elm Road. The Note Purchase Agreement requires MGE Power Elm Road to maintain a projected and actual debt service coverage ratio at the end of any calendar quarter of not less than 1.25 to 1.00 for the trailing 12-month period. The notes are secured by a collateral assignment of lease payments that MGE is making to MGE Power Elm Road for use of the Elm Road Units pursuant to long-term leases. As of December 31, 2023, MGE Power Elm Road was in compliance with the covenant requirements.

b. Long-Term Debt Maturities.

Below is MGE Energy's and MGE's aggregate maturities for all long-term debt for years following December 31, 2023.

<i>(In thousands)</i>	2024	2025	2026	2027	2028	Thereafter
Long-term debt maturities	\$ 5,146	\$ 5,285	\$ 20,433	\$ 54,888	\$ 26,953	\$ 615,842

MGE includes long-term debt held by MGE Power Elm Road and MGE Power West Campus in the consolidated financial statements (see Footnote 3 for further information regarding these VIEs).

15. Common Equity.

a. Common Stock - MGE Energy and MGE.

MGE Energy sells shares of its common stock through its Direct Stock Purchase and Dividend Reinvestment Plan (the Stock Plan). Those shares may be newly issued shares or shares that are purchased in the open market by an independent agent for participants in the Stock Plan. Sales of newly issued shares under the Stock Plan are covered by a shelf registration statement that MGE Energy filed with the SEC. For the years ended December 31, 2023 and 2022, MGE Energy issued no new shares of common stock under the Stock Plan.

For the years ended December 31, 2023 and 2022, MGE Energy paid \$60.4 million (or \$1.67 per share) and \$57.5 million (or \$1.59 per share), respectively, in cash dividends on its common stock. Dividend payments by MGE to MGE Energy are subject to restrictions arising under a PSCW rate order and, to a lesser degree, MGE's first mortgage bonds. The PSCW order restricts any dividends, above the PSCW authorized amount that MGE may pay MGE Energy if MGE's common equity ratio, calculated in the manner used in the rate proceeding, is less than 55%. This restriction did not restrict MGE's payment of dividends in 2023. See Footnote 14 for further discussion of the mortgage indenture covenants regarding the payment of dividends. For the years ended December 31, 2023 and 2022, MGE paid \$41.0 million and \$33.5 million, respectively, in cash dividends to MGE Energy.

b. Dilutive Shares Calculation - MGE Energy.

As of December 31, 2023, 23,125 shares were included in the calculation of diluted earnings per share related to nonvested equity awards. See Footnote 12 for additional information on shared-based compensation awards.

16. Commitments and Contingencies.

a. Environmental - MGE Energy and MGE.

Columbia

In February 2021, MGE and the other co-owners of Columbia announced plans to retire that facility. The co-owners intend to retire Unit 1 and Unit 2 by June 2026. Final timing and retirement dates are subject to change depending on operational, regulatory, and other factors. Effects of the environmental compliance requirements discussed below will depend upon the final Columbia retirement dates approved and required compliance dates.

Water Quality

Water quality regulations promulgated by the EPA and WDNR in accordance with the Federal Water Pollution Control Act, commonly known as the Clean Water Act (CWA), impose restrictions on discharges of various pollutants into surface waters. The CWA also regulates surface water quality issues that affect aquatic life, such as water temperatures, chemical concentrations, intake structures, and wetlands filling into Waters of the U.S. (WOTUS), defined by EPA regulation. The CWA also includes discharge standards, which require the use of effluent-treatment processes equivalent to categorical "best practicable" or "best available" technologies. The CWA regulates discharges from "point sources," such as power plants, by establishing discharge limits via water discharge permits. MGE's power plants operate under Wisconsin Pollution Discharge Elimination System (WPDES) permits issued by the WDNR to ensure compliance with these discharge limits. Permits are subject to periodic renewal.

Effluent Limitations Guidelines and Standards for Steam Electric Power Generating Point Source Category

The EPA's promulgated water Effluent Limitations Guidelines (ELG) and standards for steam electric power plants focus on the reduction of metals and other pollutants in wastewater from new and existing power plants.

With the closure of the wet pond system (as described in further detail in the CCR section below), Columbia will be in compliance with ELG requirements.

The Elm Road Units needed to satisfy the ELG rule's requirements no later than December 2023, as determined by the permitting authority. Installation of additional wastewater treatment equipment was needed to comply with the ELG Rule. Construction began in March 2022 and was completed in December 2023. MGE's share of the costs to comply with the rule was approximately \$4 million.

In March 2023, the EPA published a proposed update to this rule that would further regulate the wastewater discharges associated with coal-fired power plants. The proposed rule focuses on wastewater discharges from flue gas desulfurization, bottom ash transport water, and combustion residual leachate. The proposed rule includes some flexibility for plants that have already installed pollution controls based on previous versions of the rule, and flexibility for plants that will be retiring or switching to natural gas by certain dates. MGE expects this rule, if finalized as proposed, to impact our Elm Road Units. However, we will not know the impact of this rule with any certainty until the rule is finalized.

Cooling Water Intake Rules (Section 316(b))

The EPA's cooling water intake rules requires cooling water intake structures at electric power plants to meet best technology available (BTA) standards to reduce the mortality from entrainment (drawing aquatic life into a plant's cooling system) and impingement (trapping aquatic life on screens).

Blount received its most recent WPDES permit from the Wisconsin Department of Natural Resources (WDNR) in October 2023. Blount's latest WPDES permit assumes that the plant meets BTA standards for entrainment for the duration of this permit which expires in 2028. The WDNR included a requirement to conduct an impingement study in the latest permit which needs to be completed in the next three years. Once the WDNR determines the impingement requirements at Blount, MGE will be able to determine any compliance costs of meeting Blount's permit requirements.

Intakes at Columbia are subject to this rule. The Columbia operator's most recent permit required that studies of intake structures be submitted to the WDNR by November 2023 to help determine BTA. Columbia's permit renewal application is due in 2024 and in November 2023 the Columbia operator timely submitted its renewal application to the WDNR. BTA improvements required by the renewal permit may be coordinated with the owners' plan to retire both units by June of 2026. MGE will continue to work with Columbia's operator to evaluate regulatory requirements in light of the planned retirements. MGE does not expect this rule to have a material effect on Columbia.

Air Quality

Federal and state air quality regulations impose restrictions on various emissions, including emissions of particulate matter (PM), sulfur dioxide (SO₂), nitrogen oxides (NO_x), and other pollutants, and require permits for operation of emission sources. These permits have been obtained by MGE and must be renewed periodically. Current EPA initiatives under the Clean Air Act, including the Cross-State Air Pollution Rule (CSAPR) and National Ambient Air Quality Standards (NAAQS), have the potential to result in additional operating and capital expenditure costs for MGE.

Greenhouse Gas (GHG) Reduction Guidelines under the Clean Air Act 111(d) Rule

In May 2023, the EPA proposed a rule under section 111 of the Clean Air Act to establish New Source Performance Standards and emission guidelines to limit GHG emissions from existing fossil fuel-fired electric generating units and new, modified, and/or reconstructed fossil fuel-fired power plants. The EPA anticipates promulgating a final rule in 2024. MGE fossil fuel-fired generation units would be subject to the rule as proposed. MGE expects larger-sized units with long range retirement plans, West Riverside and the Elm Road units, may need to employ technology to achieve the proposed reductions. Columbia may not be impacted due to the owners' planned retirement of the existing fossil fuel fired units by 2026. However, we will not know the impact of this rule with any certainty until the rule is finalized.

National Ambient Air Quality Standards (NAAQS) and Related Rules

The EPA's NAAQS regulations have been developed to set allowable ambient levels of six pollutants to protect sensitive human populations (primary NAAQS) and the environment (secondary NAAQS) from the negative effects of exposure to these pollutants. The Clean Air Act requires that the EPA periodically review, and adjust as necessary, the NAAQS for these six air pollutants. The EPA's NAAQS review can result in a lowering of the allowed ambient levels of a pollutant, a change in how the pollutant is monitored, and/or a change in which sources of that pollutant are regulated. States implement any necessary monitoring and measurement changes and recommend areas for attainment (meets the ambient requirements) or nonattainment (does not meet these standards). The EPA makes final attainment and nonattainment determinations. States must come up with a State Implementation Plan (SIP) to get nonattainment areas into attainment and maintain air quality in attainment areas. Stationary sources of air emissions located in a nonattainment area will be most affected and may be subject to additional data submission and emission measurement requirements during permitting renewals, new emission limitations set by the SIP (which could result in significant capital expenditures), and additional expenses and/or permitting burdens for expanding existing facilities or building new facilities. The process, which starts with determining acceptable primary and/or secondary NAAQS and ends with executing SIPs can take years. Since the NAAQS regulations have the potential to affect both existing and new facilities, MGE continuously monitors changes to these rules to evaluate whether changes could impact its operations. In addition, EPA has adopted interstate transport rules, such as CSAPR, to address contributions to NAAQS nonattainment from upwind sources in neighboring states. In the following paragraphs we discuss specific NAAQS and transport rule developments that may affect MGE.

Ozone NAAQS

The Elm Road Units are located in Milwaukee County, Wisconsin, a "moderate" nonattainment area for the 2015 Ozone NAAQS. The deadline for moderate classified areas to meet attainment standards is August 2024. At this time, the operator of the Elm Road Units does not expect that the 2015 Ozone NAAQS or the Milwaukee County nonattainment designation to have a material effect on the Units.

Fine Particulate Matter (PM_{2.5}) NAAQS

In January 2023, the EPA published a proposed rule to lower the average annual PM_{2.5} NAAQS from its current level. The EPA has also solicited comments on whether to lower the annual standard further than the proposed level, and whether to lower the maximum 24-hour limit to be consistent with recommendations from its Clean Air Scientific Advisory Committee (CASAC). Neither the proposed annual PM_{2.5} NAAQS nor the 24-hour limit recommended by the CASAC are expected to impact the attainment status of the counties where Columbia and the Elm Road Units are located. However, if the annual PM_{2.5} NAAQS is lowered further than the EPA's currently proposed value, Milwaukee County may be in nonattainment with the standard. A nonattainment designation would require the State of Wisconsin to develop a plan to get into attainment, which may include additional emission limitations for the Elm Road units. However, we will not know the impact of this rule until it is finalized, the EPA determines the attainment status of Wisconsin counties, and the State of Wisconsin develops an attainment implementation plan. MGE will continue to follow the rule's developments.

Rules regulating nitrogen oxide (NO_x) and sulfur dioxide (SO₂) emissions, including the Cross State Air Pollution Rule (CSAPR) and Clean Air Visibility Rule

The EPA's CSAPR and its progeny are a suite of interstate air pollution transport rules designed to reduce ozone and PM_{2.5} ambient air levels in areas that the EPA has determined as being significantly impacted by pollution from upwind states. This is accomplished through a reduction in NO_x and SO₂ from qualifying fossil-fuel fired power plants and industrial boilers in upwind "contributing" states. NO_x and SO₂ contribute to fine particulate pollution and NO_x contributes to ozone formation in downwind areas. Reductions are generally achieved through a cap-and-trade system. Individual plants can meet their caps through reducing emissions and/or buying allowances on the market.

In March 2023, the EPA finalized its Federal Implementation Plan to address state obligations under the Clean Air Act "good neighbor" provisions for the 2015 Ozone NAAQS. The final rule impacts 23 states, including Wisconsin. For Wisconsin, the rule includes revisions to the current obligations for fossil-fuel power generation, which includes Blount, Columbia, the Elm Road Units, WCCF, West Riverside, and West Marinette. The final rule became effective partway through the 2023 ozone season in August 2023. Emissions budgets can be met with planned retirements, fuel switching, and immediately available measures, including consistently operating emissions controls already installed at power plants. MGE expects to meet the emission reductions with immediately available measures. In 2026, additional obligations would go into effect, including a further reduction in emissions budgets. Wisconsin would need to submit a SIP to meet its obligations or accept the EPA's Federal Implementation Plan. MGE is reviewing the final rule and is monitoring the multiple lawsuits challenging the final rule. Based on our current evaluation, the 2026 additional emission reductions may impact the Elm Road Units and additional upgrades may be needed to comply, however, we will not know the final impact until evaluations are completed.

Clean Air Visibility Rule

Columbia is subject to the best available retrofit technology (BART) regulations, a subsection of Clean Air Visibility Rule, which may require pollution control retrofits. Columbia's existing pollution control upgrades, and the EPA's stance that compliance with the CSAPR equals compliance with BART, should mean that Columbia will not need to do additional work to meet BART requirements. Wisconsin's 2021 SIP argues that Wisconsin will meet its current regional haze goals based on expected emissions reductions, which include Columbia unit retirements. Given that the Wisconsin SIP recognizes the Columbia unit retirements as part of its emission reduction plan, MGE does not anticipate further obligations with this rule at Columbia. MGE will continue to monitor legal developments and any future updates to this rule.

Solid Waste

Coal Combustion Residuals (CCR) Rule

The CCR rule regulates the disposal of solid waste coal ash and defines what ash use activities would be considered generally exempt beneficial reuse of coal ash. The CCR rule also regulates landfills, ash ponds, and other surface impoundments used for coal combustion residuals by regulating their design, location, monitoring, and operation. The CCR rule requires owners and operators of coal-fired power plants to stop transporting CCR and non-CCR wastewater to unlined surface impoundments. In addition, regulated entities must initiate impoundment closure as soon as feasible and in no event later than April 2021, unless the EPA grants an extension. A site-specific extension to initiate closure of the primary ash pond at Columbia by March 31, 2023, was requested, and was met. The EPA has confirmed that Columbia met the required extension requirements, has documented that Columbia ceased the receipt of waste on March 23, 2023, and has noted that Columbia's obligations under this portion of the CCR Rule are now complete.

In July 2021, the PSCW approved a CA application filed by MGE and the other owners of Columbia to install technology required to cease bottom ash transport water discharges rather than extend the longevity of the ash ponds. The coal combustion residuals system that replaced the unlined surface impoundment was placed in-service in March 2023. MGE's share of the costs of the project is approximately \$4 million.

Review of the Elm Road Units has indicated that the costs to comply with the CCR rule are not expected to be significant.

In May 2023, the EPA proposed a CCR Legacy Rule that if finalized as currently written, will apply to previously closed CCR sites. Columbia's operator has evaluated the proposed rule and has determined that parts of the rule would likely apply to Columbia's previously closed site. However, we will not know the impact of this rule with any certainty until the rule is finalized.

b. Legal Matters - MGE Energy and MGE.

MGE is involved in various legal matters that are being defended and handled in the normal course of business. MGE accrues for costs that are probable of being incurred and subject to reasonable estimation. The accrued amount for these matters is not material to the financial statements. MGE does not expect the resolution of these matters to have a material adverse effect on its consolidated results of operations, financial condition, or cash flows.

Certain environmental groups filed petitions against the PSCW challenging the fixed customer charge set in MGE's 2022/2023 rate settlement, 2023 electric limited reopener, and 2024/2025 rate order. MGE has intervened in the petitions in cooperation with the PSCW. See Footnote 9.a. for more information regarding this matter.

c. Purchase Contracts - MGE Energy and MGE.

MGE Energy and MGE have entered into various commodity supply, transportation, and storage contracts to meet their obligations to deliver electricity and natural gas to customers. Management expects to recover these costs in future customer rates.

As of December 31, 2023, the future minimum commitments related to these purchase contracts were as follows:

<i>(In thousands)</i>	2024	2025	2026	2027	2028	Thereafter
Coal ^(a)	\$ 24,017	\$ 14,445	\$ 2,884	\$ —	\$ —	\$ —
Natural gas ^(b)	42,527	25,733	15,028	2,165	2,165	9,830
Purchase power ^(c)	5,498	5,608	5,720	5,835	260	—
Renewable energy ^(d)	6,426	2,102	2,118	2,135	2,155	26,899
Other	7,571	3,330	4,230	619	131	668
	<u>\$ 86,039</u>	<u>\$ 51,218</u>	<u>\$ 29,980</u>	<u>\$ 10,754</u>	<u>\$ 4,711</u>	<u>\$ 37,397</u>

- (a) Total coal commitments for MGE's share of the Columbia and Elm Road Units, including transportation. Fuel procurement for MGE's jointly owned Columbia and Elm Road Units is handled by WPL and WEPCO, respectively, who are the operators of those facilities.
- (b) MGE's natural gas transportation and storage contracts require fixed monthly payments for firm supply pipeline transportation and storage capacity. The pricing components of the fixed monthly payments for the transportation and storage contracts are approved by FERC but may be subject to change. MGE's natural gas supply commitments include market-based pricing.
- (c) MGE has a purchase power agreement to help meet future electric supply requirements.
- (d) Operational commitments for solar and wind facilities.

d. Other Commitments.

MGE Energy holds investments in nonpublic venture capital funds. From time to time, these entities require additional capital infusions from their investors. MGE Energy has committed to contribute \$7.2 million in capital for such infusions. The timing of these infusions is dependent on the needs of the investee and is therefore uncertain at this time.

In addition, MGE Energy has a three-year agreement with a venture debt fund expiring in December 2025. MGE Energy has committed to invest up to a total of \$1.5 million into this fund. As of December 31, 2023, MGE Energy has \$0.9 million remaining in commitments. The timing of infusions is dependent on the needs of the fund and is therefore uncertain at this time.

MGE has several other commitments related to various projects. Payments for these commitments are expected to be as follows:

<i>(In thousands)</i>	2024	2025	2026	2027	2028	Thereafter
Other commitments	\$ 333	\$ 333	\$ 333	\$ 333	\$ 333	\$ 1,999

17. Asset Retirement Obligations - MGE Energy and MGE.

MGE recorded an obligation for the fair value of its legal liability for asset retirement obligations (AROs) associated with removal of the West Campus Cogeneration Facility and the Elm Road Units, electric substations, combustion turbine generating units, wind generating facilities, and solar generating facilities, all of which are located on property not owned and would need to be removed upon the ultimate end of the associated leases. The significant conditional AROs identified by MGE included the costs of abandoning in place gas services and mains, the abatement and disposal of equipment and buildings contaminated with asbestos and PCBs, and the proper disposal and removal of tanks, batteries, and underground cable. Changes in management's assumptions regarding settlement dates, settlement methods, or assigned probabilities could have a material effect on the liabilities and the associated regulatory asset recorded as of December 31, 2023.

MGE also may have AROs relating to the removal of various assets, such as certain electric and gas distribution facilities. These facilities are generally located on property owned by third parties, on which MGE is permitted to operate by lease, permit, easement, license, or service agreement. The asset retirement obligations associated with these facilities cannot be reasonably determined due to the indeterminate life of the related agreements.

The following table summarizes the change in AROs. Amounts include conditional AROs.

<i>(In thousands)</i>	2023	2022
Balance as of January 1,	\$ 50,260	\$ 46,580
Liabilities incurred	2,402	1,947
Accretion expense	2,035	1,909
Liabilities settled	(107)	(317)
Revisions in estimated cash flows	(160)	141
Balance as of December 31,	<u>\$ 54,430</u>	<u>\$ 50,260</u>

18. Derivative and Hedging Instruments - MGE Energy and MGE.

a. Purpose.

As part of its regular operations, MGE enters into contracts, including options, swaps, futures, forwards, and other contractual commitments, to manage its exposure to commodity prices. To the extent that these contracts are derivatives, MGE assesses whether or not the normal purchases or normal sales exclusion applies. For contracts to which this exclusion cannot be applied, the derivatives are recognized in the consolidated balance sheets at fair value. MGE's financial commodity derivative activities are conducted in accordance with its electric and gas risk management program, which is approved by the PSCW and limits the volume MGE can hedge with specific risk management strategies. The maximum length of time over which cash flows related to energy commodities can be hedged is four years. If the derivative qualifies for regulatory deferral, the derivatives are marked to fair value and are offset with a corresponding regulatory asset or liability depending on whether the derivative is in a net loss or net gain position, respectively. The deferred gain or loss is recognized in earnings in the delivery month applicable to the instrument. Gains and losses related to hedges qualifying for regulatory treatment are refundable or recoverable in gas rates through the PGA or in electric rates as a component of the fuel rules mechanism.

b. Notional Amounts.

The gross notional volume of open derivatives is as follows:

	December 31, 2023		December 31, 2022	
Commodity derivative contracts	392,000	MWh	353,600	MWh
Commodity derivative contracts	7,180,000	Dth	8,070,000	Dth
FTRs	1,824	MW	1,945	MW

c. Financial Statement Presentation.

MGE purchases and sells exchange-traded and over-the-counter options, swaps, and future contracts. These arrangements are primarily entered into to help stabilize the price risk associated with gas or power purchases. These transactions are employed by both MGE's gas and electric segments. Additionally, as a result of the firm transmission agreements that MGE holds on electricity transmission paths in the MISO market, MGE holds financial transmission rights (FTRs). An FTR is a financial instrument that entitles the holder to a stream of revenues or charges based on the differences in hourly day-ahead energy prices between two points on the transmission grid. The fair values of these instruments are offset with a corresponding regulatory asset/liability depending on whether they are in a net loss/gain position. Depending on the nature of the instrument, the gain or loss associated with these transactions will be reflected as cost of gas sold, fuel for electric generation, or purchased power expense in the delivery month applicable to the instrument. As of December 31, 2023, and December 31, 2022, the cost basis of exchange traded derivatives and FTRs exceeded their fair value by \$5.2 million and \$5.1 million, respectively.

MGE was a party to a purchased power agreement that provided MGE with firm capacity and energy during a base term from June 1, 2012, through May 31, 2022. The agreement was accounted for as a derivative contract and was recognized at its fair value on the consolidated balance sheets. However, the derivative qualified for regulatory deferral and was recognized with a corresponding regulatory asset or liability depending on whether the fair value was in a loss or gain position. The actual cost was recognized in purchased power expense in the month of purchase.

The following table summarizes the fair value of the derivative instruments on the consolidated balance sheets. All derivative instruments in this table are presented on a gross basis and are calculated prior to the netting of instruments with the same counterparty under a master netting agreement as well as the

netting of collateral. For financial statement purposes, instruments are netted with the same counterparty under a master netting agreement as well as the netting of collateral.

<i>(In thousands)</i>	Derivative Assets	Derivative Liabilities	Balance Sheet Location
December 31, 2023			
Commodity derivative contracts ^(a)	\$ 263	\$ 4,942	Other current liabilities
Commodity derivative contracts ^(a)	156	882	Other deferred liabilities and other
FTRs	179	—	Other current assets
December 31, 2022			
Commodity derivative contracts ^(a)	\$ 2,164	\$ 7,687	Other current liabilities
Commodity derivative contracts ^(a)	802	476	Other deferred liabilities and other
FTRs	103	—	Other current assets

(a) As of December 31, 2023, and December 31, 2022, collateral of \$5.4 million and \$5.2 million, respectively, was posted against and netted with derivative liability positions on the consolidated balance sheets. The fair value of the derivative liability disclosed in this table has not been reduced for the collateral posted.

The following tables show the effect of netting arrangements for recognized derivative assets and liabilities that are subject to a master netting arrangement or similar arrangement on the consolidated balance sheets.

Offsetting of Derivative Assets

<i>(In thousands)</i>	Gross Amounts	Gross Amounts Offset in Balance Sheets	Collateral Posted Against Derivative Positions	Net Amount Presented in Balance Sheets
December 31, 2023				
Commodity derivative contracts	\$ 419	\$ (419)	\$ —	\$ —
FTRs	179	—	—	179
December 31, 2022				
Commodity derivative contracts	\$ 2,966	\$ (2,966)	\$ —	\$ —
FTRs	103	—	—	103

Offsetting of Derivative Liabilities

<i>(In thousands)</i>	Gross Amounts	Gross Amounts Offset in Balance Sheets	Collateral Posted Against Derivative Positions	Net Amount Presented in Balance Sheets
December 31, 2023				
Commodity derivative contracts	\$ 5,824	\$ (419)	\$ (5,405)	\$ —
December 31, 2022				
Commodity derivative contracts	\$ 8,163	\$ (2,966)	\$ (5,197)	\$ —

The following tables summarize the unrealized and realized gains/losses related to the derivative instruments on the consolidated balance sheets and the consolidated statements of income.

	2023		2022	
<i>(In thousands)</i>	Current and Long-Term Regulatory Asset (Liability)	Other Current Assets	Current and Long-Term Regulatory Asset (Liability)	Other Current Assets
Balance as of January 1,	\$ 5,094	\$ 2,747	\$ (617)	\$ 770
Unrealized loss (gain)	21,834	—	(9,527)	—
Realized (loss) gain reclassified to a deferred account	(12,905)	12,905	1,472	(1,472)
Realized (loss) gain reclassified to income statement	(8,797)	(14,083)	13,766	3,449
Balance as of December 31,	<u>\$ 5,226</u>	<u>\$ 1,569</u>	<u>\$ 5,094</u>	<u>\$ 2,747</u>

	Realized Losses (Gains)			
	2023		2022	
	Fuel for Electric Generation/ Purchased Power	Cost of Gas Sold	Fuel for Electric Generation/ Purchased Power	Cost of Gas Sold
<i>(In thousands)</i>				
Year Ended December 31:				
Commodity derivative contracts	\$ 16,619	\$ 7,170	\$ (14,806)	\$ (350)
FTRs	(909)	—	583	—
PPA	—	—	(2,642)	—

MGE's commodity derivative contracts, FTRs, and PPA are subject to regulatory deferral. These derivatives are marked to fair value and are offset with a corresponding regulatory asset or liability. Realized gains and losses are deferred on the consolidated balance sheets and are recognized in earnings in the delivery month applicable to the instrument. As a result of the treatment described above, there are no unrealized gains or losses that flow through earnings.

Certain counterparties extend MGE a credit limit. If MGE exceeds these limits, the counterparties may require collateral to be posted. As of December 31, 2023 and 2022, no counterparties were in a net liability position.

Nonperformance of counterparties to the non-exchange traded derivatives could expose MGE to credit loss. However, MGE enters into transactions only with companies that meet or exceed strict credit guidelines, and it monitors these counterparties on an ongoing basis to mitigate nonperformance risk in its portfolio. As of December 31, 2023, no counterparties had defaulted.

19. Fair Value of Financial Instruments - MGE Energy and MGE.

Fair value is defined as the price that would be received to sell an asset or would be paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The accounting standard clarifies that fair value should be based on the assumptions market participants would use when pricing the asset or liability including assumptions about risk. The standard also establishes a three-level fair value hierarchy based upon the observability of the assumptions used and requires the use of observable market data when available. The levels are:

Level 1 - Pricing inputs are quoted prices within active markets for identical assets or liabilities.

Level 2 - Pricing inputs are quoted prices within active markets for similar assets or liabilities; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations that are correlated with or otherwise verifiable by observable market data.

Level 3 - Pricing inputs are unobservable and reflect management's best estimate of what market participants would use in pricing the asset or liability.

a. Fair Value of Financial Assets and Liabilities Recorded at the Carrying Amount.

The carrying amount of cash, cash equivalents, and outstanding commercial paper approximates fair market value due to the short maturity of those investments and obligations. The estimated fair market value of long-term debt is based on quoted market prices for similar financial instruments. Since long-term debt is not traded in an active market, it is classified as Level 2. The estimated fair market value of financial instruments are as follows:

	December 31, 2023		December 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<i>(In thousands)</i>				
Long-term debt ^(a)	\$ 728,546	\$ 675,922	\$ 643,560	\$ 571,374

- (a) Includes long-term debt due within one year. Excludes debt issuance costs and unamortized discount of \$4.6 million and \$4.0 million as of December 31, 2023 and 2022, respectively.

b. Recurring Fair Value Measurements.

The following table presents the balances of assets and liabilities measured at fair value on a recurring basis.

(In thousands)	Fair Value as of December 31, 2023			
	Total	Level 1	Level 2	Level 3
MGE Energy				
Assets:				
Derivatives, net ^(b)	\$ 598	\$ 352	\$ —	\$ 246
Exchange-traded investments	2,034	2,034	—	—
Total Assets	\$ 2,632	\$ 2,386	\$ —	\$ 246
Liabilities:				
Derivatives, net ^(b)	\$ 5,824	\$ 2,974	\$ —	\$ 2,850
Deferred compensation	5,246	—	5,246	—
Total Liabilities	\$ 11,070	\$ 2,974	\$ 5,246	\$ 2,850
MGE				
Assets:				
Derivatives, net ^(b)	\$ 598	\$ 352	\$ —	\$ 246
Exchange-traded investments	60	60	—	—
Total Assets	\$ 658	\$ 412	\$ —	\$ 246
Liabilities:				
Derivatives, net ^(b)	\$ 5,824	\$ 2,974	\$ —	\$ 2,850
Deferred compensation	5,246	—	5,246	—
Total Liabilities	\$ 11,070	\$ 2,974	\$ 5,246	\$ 2,850
(In thousands)	Fair Value as of December 31, 2022			
	Total	Level 1	Level 2	Level 3
MGE Energy				
Assets:				
Derivatives, net ^(b)	\$ 3,069	\$ 1,353	\$ —	\$ 1,716
Exchange-traded investments	1,516	1,516	—	—
Total Assets	\$ 4,585	\$ 2,869	\$ —	\$ 1,716
Liabilities:				
Derivatives, net ^(b)	\$ 8,163	\$ 5,581	\$ —	\$ 2,582
Deferred compensation	4,743	—	4,743	—
Total Liabilities	\$ 12,906	\$ 5,581	\$ 4,743	\$ 2,582
MGE				
Assets:				
Derivatives, net ^(b)	\$ 3,069	\$ 1,353	\$ —	\$ 1,716
Exchange-traded investments	115	115	—	—
Total Assets	\$ 3,184	\$ 1,468	\$ —	\$ 1,716
Liabilities:				
Derivatives, net ^(b)	\$ 8,163	\$ 5,581	\$ —	\$ 2,582
Deferred compensation	4,743	—	4,743	—
Total Liabilities	\$ 12,906	\$ 5,581	\$ 4,743	\$ 2,582

- (b) As of December 31, 2023, and December 31, 2022, collateral of \$5.4 million and \$5.2 million, respectively, was posted against and netted with derivative liability positions on the consolidated balance sheets. The fair value of the derivative liability disclosed in this table has not been reduced for the collateral posted.

Exchange-traded Investments. Investments include exchange-traded investment securities valued using quoted prices on active exchanges and are therefore classified as Level 1.

Deferred Compensation. The deferred compensation plans allow participants to defer certain cash compensation into notional investment accounts. These amounts are included within "Other deferred liabilities and other" in the consolidated balance sheets. The value of certain deferred compensation obligations is based on the market value of the participants' notional investment accounts. The underlying notional investments are comprised primarily of equities, mutual funds, and fixed income securities which are based on directly and indirectly observable market prices. Since the deferred compensation obligations themselves are not exchanged in an active market, they are classified as Level 2.

The value of legacy deferred compensation obligations are based on notional investments that earn interest based upon the semiannual rate of U.S. Treasury Bills having a 26-week maturity increased by 1% compounded monthly with a minimum annual rate of 7%, compounded monthly. The notional investments are based upon observable market data, however, since the deferred compensation obligations themselves are not exchanged in an active market, they are classified as Level 2.

Derivatives. Derivatives include exchange-traded derivative contracts, over-the-counter transactions, a purchased power agreement, and FTRs. Most exchange-traded derivative contracts are valued based on unadjusted quoted prices in active markets and are therefore classified as Level 1. A small number of exchange-traded derivative contracts are valued using quoted market pricing in markets with insufficient volumes and are therefore considered unobservable and classified as Level 3. Transactions done with an over-the-counter party are on inactive markets and are therefore classified as Level 3. These transactions are valued based on quoted prices from markets with similar exchange-traded transactions. FTRs are priced based upon monthly auction results for identical or similar instruments in a closed market with limited data available and are therefore classified as Level 3.

The purchased power agreement, with a term ended May 2022, (see Footnote 18) was valued using an internal pricing model and therefore was classified as Level 3. See the 2022 Annual Report on Form 10-K for details on the internal pricing model and significant unobservable inputs.

The following table summarizes the changes in Level 3 commodity derivative assets and liabilities measured at fair value on a recurring basis.

<i>(In thousands)</i>	2023	2022	2021
Balance as of January 1,	\$ (866)	\$ 178	\$ (14,055)
Realized and unrealized gains (losses):			
Included in regulatory assets	(1,738)	(1,044)	—
Included in regulatory liability	—	—	14,234
Included in other comprehensive income	—	—	—
Included in earnings	(9,211)	14,140	5,521
Included in current assets	—	118	237
Purchases	—	11,997	26,287
Sales	—	—	—
Issuances	—	—	—
Settlements	9,211	(26,255)	(32,046)
Balance as of December 31,	<u>\$ (2,604)</u>	<u>\$ (866)</u>	<u>\$ 178</u>
Total gains (losses) included in earnings attributed to the change in unrealized gains (losses) related to assets and liabilities held as of December 31, ^(c)	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The following table presents total realized and unrealized gains (losses) included in income for Level 3 assets and liabilities measured at fair value on a recurring basis (c).

<i>(In thousands)</i>	2023	2022	2021
Year Ended December 31,			
Purchased power expense	\$ (9,211)	\$ 14,497	\$ 6,192
Cost of gas sold expense	—	(357)	(671)
Total	<u>\$ (9,211)</u>	<u>\$ 14,140</u>	<u>\$ 5,521</u>

- (c) MGE's exchange-traded derivative contracts, over-the-counter party transactions, purchased power agreement, and FTRs are subject to regulatory deferral. These derivatives are therefore marked to fair value and are offset in the financial statements with a corresponding regulatory asset or liability.

20. Revenue - MGE Energy and MGE.

Revenues disaggregated by revenue source were as follows for the years ended December 31:

(In thousands)

Electric revenues	2023	2022	2021
Residential	\$ 171,137	\$ 161,300	\$ 151,646
Commercial	252,268	232,057	210,475
Industrial	13,759	13,303	12,529
Other-retail/municipal	40,815	37,323	35,169
Total retail	477,979	443,983	409,819
Sales to the market	10,163	19,385	9,499
Other revenues	1,587	1,799	968
Total electric revenues	489,729	465,167	420,286
Gas revenues			
Residential	116,640	143,544	110,442
Commercial/Industrial	75,410	99,165	68,895
Total retail	192,050	242,709	179,337
Gas transportation	7,399	5,780	6,185
Other revenues	563	183	98
Total gas revenues	200,012	248,672	185,620
Non-regulated energy revenues	690	680	678
Total Operating Revenue	\$ 690,431	\$ 714,519	\$ 606,584

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The majority of contracts have a single performance obligation.

Retail Revenue (Residential, Commercial, Industrial, and Other Retail/Municipal)

Providing electric and gas utility service to retail customers represents MGE's core business activity. Tariffs are approved by the PSCW through a rate order and provide MGE's customers with the standard terms and conditions, including pricing terms. The performance obligation to deliver electricity or gas is satisfied over time as the customer simultaneously receives and consumes the commodities provided by MGE. MGE recognizes revenues as the commodity is delivered to customers. Meters are read on a systematic basis throughout the month based on established meter-reading schedules and customers are subsequently billed for services received. At the end of the month, MGE accrues an estimate for unbilled commodities delivered to customers. The unbilled revenue estimate is based on daily system demand volumes, weather factors, estimated line losses, estimated customer usage by class, and applicable customer rates.

Utility Cost Recovery Mechanisms

MGE's tariff rates include a provision for fuel cost recovery. Over-collection of fuel-related costs that are outside the approved range will be recognized as a reduction of revenue. Under-collection of these costs will be recognized in "Purchased power" expense in the consolidated statements of income. The cumulative effects of these deferred amounts will be recorded in "Regulatory assets" or "Regulatory liabilities" on the consolidated balance sheets until they are reflected in future billings to customers. See Footnote 9.b. for further information.

MGE also has other cost recovery mechanisms. For example, any over-collection of the difference between actual costs incurred and the amount of costs collected from customers is recorded as a reduction of revenue in the period incurred.

Sales to the Market

Sales to the market include energy charges, capacity or demand charges, and ancillary charges represented by wholesale sales of electricity made to third parties who are not ultimate users of the electricity. Most of these sales are spot market transactions on the markets operated by MISO. Each transaction is considered a performance obligation and revenue is recognized in the period in which energy charges, capacity or demand charges, and ancillary services are sold into MISO. MGE reports, on a net basis, transactions on the MISO markets in which it buys and sells power within the same hour to meet electric energy delivery requirements.

Transportation of Gas

MGE has contracts under which it provides gas transportation services to customers who have elected to purchase gas from a third party. MGE delivers this gas via pipelines within its service territory. Revenue is recognized as service is rendered or gas is delivered to customers. Tariffs are approved by the PSCW through a rate order and provide gas transportation customers with standard terms and conditions, including pricing terms.

21. Noncontrolling Interest - MGE.

The noncontrolling interest on MGE's consolidated balance sheets as of December 31:

<i>(In thousands)</i>	2023	2022
MGE Power Elm Road ^(a)	\$ 103,751	\$ 103,333
MGE Power West Campus ^(a)	45,780	44,830
Total Noncontrolling Interest	<u>\$ 149,531</u>	<u>\$ 148,163</u>

The net income attributable to noncontrolling interest, net of tax, was as follows for the years ended December 31:

<i>(In thousands)</i>	2023	2022	2021
MGE Power Elm Road ^(a)	\$ 14,668	\$ 14,326	\$ 15,151
MGE Power West Campus ^(a)	7,200	7,250	7,240
Net Income Attributable to Noncontrolling Interest, Net of Tax	<u>\$ 21,868</u>	<u>\$ 21,576</u>	<u>\$ 22,391</u>

(a) MGE Power Elm Road and MGE Power West Campus are not subsidiaries of MGE; however, they have been consolidated in the consolidated financial statements of MGE (see Footnote 3). MGE Power Elm Road and MGE Power West Campus are 100% owned by MGE Power, and MGE Power is 100% owned by MGE Energy. MGE Energy's proportionate share of the equity and net income (through its wholly owned subsidiary MGE Power) of MGE Power Elm Road and MGE Power West Campus is classified within the MGE consolidated financial statements as noncontrolling interest.

22. Segment Information - MGE Energy and MGE.

The electric utility business purchases, generates and distributes electricity, and contracts for transmission service. The gas utility business purchases and distributes natural gas and contracts for the transportation of natural gas. Both the electric and gas segments operate through MGE Energy's principal subsidiary, MGE.

The nonregulated energy operations are conducted through MGE Energy's subsidiaries: MGE Power, MGE Power Elm Road, and MGE Power West Campus. These subsidiaries own electric generating capacity that they lease to MGE to assist MGE. MGE Power Elm Road has an ownership interest in two coal-fired generating units in Oak Creek, Wisconsin, which are leased to MGE, and MGE Power West Campus owns a controlling interest in the electric generation plant of a natural gas-fired cogeneration facility on the UW campus. MGE Power West Campus's portion is also leased to MGE.

The transmission investment segment invests in ATC, a company that provides electric transmission services primarily in Wisconsin, and ATC Holdco, a company formed to pursue electric transmission development and investments outside of Wisconsin. These investments are held in MGE Transco and MGEE Transco, respectively. See Footnote 7 for further discussion.

The "All Others" segment includes: corporate, CWDC, MAGAEL, MGE State Energy Services, MGE Services, and North Mendota. These entities' operations consist of investing in companies and property which relate to the regulated operations, and financing the regulated operations.

General corporate expenses include the cost of executive management, corporate accounting and finance, information technology, risk management, human resources and legal functions, and employee benefits that are allocated to electric and gas segments based on formulas prescribed by the PSCW. Identifiable assets are those used in MGE's operations in each segment.

Sales between our electric and gas segments are based on PSCW approved tariffed rates. Additionally, intersegment operations related to the leasing arrangement between our electric segment and MGE Power Elm Road/MGE Power West Campus are based on terms previously approved by the PSCW. Consistent with internal reporting, management has presented the direct financing capital leases between MGE and MGE Power Elm Road/MGE Power West Campus based on actual lease payments included in rates. Lease payments made by MGE to MGE Power Elm Road and MGE Power West Campus are shown as operating expenses. The lease payments received by MGE Power Elm Road and MGE Power West Campus from MGE are shown as lease income in interdepartmental revenues. The depreciation expense associated with the Elm Road Units and WCCF is reflected in the nonregulated energy segment.

The following table shows segment information for MGE Energy's and MGE's operations:

<i>(In thousands)</i>							Consolidation/ Elimination Entries	Consolidated Total
MGE Energy	Electric	Gas	Non-Regulated Energy	Transmission Investment	All Others			
Year Ended December 31, 2023								
Operating revenues	\$ 489,729	\$ 200,012	\$ 690	\$ —	\$ —	\$ —	\$ —	\$ 690,431
Interdepartmental revenues	922	15,501	41,586	—	—	(58,009)	—	—
Total operating revenues	490,651	215,513	42,276	—	—	(58,009)	—	690,431
Depreciation and amortization	(77,440)	(15,531)	(7,381)	—	—	—	—	(100,352)
Operating income (loss)	90,991	21,663	34,729	—	(998)	—	—	146,385
Interest (expense) income, net	(20,609)	(6,038)	(4,004)	2	220	—	—	(30,429)
Income tax (provision) benefit	(10,182)	(7,175)	(8,370)	(2,897)	821	—	—	(27,803)
Equity in earnings of investments	—	—	—	10,631	—	—	—	10,631
Net income (loss)	75,946	14,068	22,356	7,736	(2,407)	—	—	117,699
Year Ended December 31, 2022								
Operating revenues	\$ 465,167	\$ 248,672	\$ 680	\$ —	\$ —	\$ —	\$ —	\$ 714,519
Interdepartmental revenues	(44)	34,073	41,555	—	—	(75,584)	—	—
Total operating revenues	465,123	282,745	42,235	—	—	(75,584)	—	714,519
Depreciation and amortization	(62,897)	(15,261)	(7,391)	—	—	—	—	(85,549)
Operating income (loss)	77,672	26,261	34,683	—	(873)	—	—	137,743
Interest (expense) income, net	(17,578)	(4,787)	(4,322)	—	40	—	—	(26,647)
Income tax (provision) benefit	(7,299)	(8,492)	(8,272)	(2,490)	329	—	—	(26,224)
Equity in earnings of investments	—	—	—	9,136	—	—	—	9,136
Net income (loss)	65,187	18,215	22,090	6,647	(1,187)	—	—	110,952
Year Ended December 31, 2021								
Operating revenues	\$ 420,286	\$ 185,620	\$ 678	\$ —	\$ —	\$ —	\$ —	\$ 606,584
Interdepartmental revenues	556	22,728	40,866	—	—	(64,150)	—	—
Total operating revenues	420,842	208,348	41,544	—	—	(64,150)	—	606,584
Depreciation and amortization	(56,672)	(12,852)	(7,459)	—	—	—	—	(76,983)
Operating income (loss)	58,993	25,133	33,936	—	(768)	—	—	117,294
Interest (expense) income, net	(15,261)	(4,315)	(4,577)	—	41	—	—	(24,112)
Income tax (provision) benefit	10,672	(4,922)	(7,998)	(2,486)	619	—	—	(4,115)
Equity in earnings of investments	—	—	—	9,339	(69)	—	—	9,270
Net income (loss)	63,910	15,511	21,361	6,852	(1,873)	—	—	105,761

(In thousands)

MGE	Electric	Gas	Non-Regulated Energy	Consolidation/ Elimination Entries	Consolidated Total
Year Ended December 31, 2023					
Operating revenues	\$ 489,729	\$ 200,012	\$ 690	\$ —	\$ 690,431
Interdepartmental revenues	922	15,501	41,586	(58,009)	—
Total operating revenues	490,651	215,513	42,276	(58,009)	690,431
Depreciation and amortization	(77,440)	(15,531)	(7,381)	—	(100,352)
Operating income	90,991	21,663	34,729	—	147,383
Interest expense, net	(20,609)	(6,038)	(4,004)	—	(30,651)
Income tax provision	(10,182)	(7,175)	(8,370)	—	(25,727)
Net income attributable to MGE	75,946	14,068	22,356	(21,868)	90,502
Year Ended December 31, 2022					
Operating revenues	\$ 465,167	\$ 248,672	\$ 680	\$ —	\$ 714,519
Interdepartmental revenues	(44)	34,073	41,555	(75,584)	—
Total operating revenues	465,123	282,745	42,235	(75,584)	714,519
Depreciation and amortization	(62,897)	(15,261)	(7,391)	—	(85,549)
Operating income	77,672	26,261	34,683	—	138,616
Interest expense, net	(17,578)	(4,787)	(4,322)	—	(26,687)
Income tax provision	(7,299)	(8,492)	(8,272)	—	(24,063)
Net income attributable to MGE	65,187	18,215	22,090	(21,576)	83,916
Year Ended December 31, 2021					
Operating revenues	\$ 420,286	\$ 185,620	\$ 678	\$ —	\$ 606,584
Interdepartmental revenues	556	22,728	40,866	(64,150)	—
Total operating revenues	420,842	208,348	41,544	(64,150)	606,584
Depreciation and amortization	(56,672)	(12,852)	(7,459)	—	(76,983)
Operating income	58,993	25,133	33,936	—	118,062
Interest expense, net	(15,261)	(4,315)	(4,577)	—	(24,153)
Income tax benefit (provision)	10,672	(4,922)	(7,998)	—	(2,248)
Net income attributable to MGE	63,910	15,511	21,361	(22,391)	78,391

The following table shows segment information for MGE Energy's and MGE's assets and capital expenditures:

	Utility		Consolidated				
(In thousands)			Non-regulated Energy	Transmission Investment ^(a)	All Others	Consolidation/ Elimination Entries	Total
MGE Energy	Electric	Gas					
Assets:							
December 31, 2023	\$ 1,777,903	\$ 533,876	\$ 245,232	\$ 86,516	\$ 469,392	\$ (437,461)	\$ 2,675,458
December 31, 2022	1,626,373	530,733	247,841	80,642	467,112	(435,101)	2,517,600
December 31, 2021	1,525,163	485,345	252,584	75,990	467,954	(435,130)	2,371,906
Capital Expenditures:							
Year ended Dec. 31, 2023	\$ 180,743	\$ 36,402	\$ 4,926	\$ —	\$ —	\$ —	\$ 222,071
Year ended Dec. 31, 2022	141,273	27,656	6,101	—	—	—	175,030
Year ended Dec. 31, 2021	115,234	34,071	3,864	—	—	—	153,169

	Utility		Consolidated			
(In thousands)			Non-regulated Energy		Consolidation/ Elimination Entries	Total
MGE	Electric	Gas				
Assets:						
December 31, 2023	\$ 1,777,903	\$ 533,876	\$ 245,181	\$ —	\$ (1,992)	\$ 2,554,968
December 31, 2022	1,626,373	530,733	247,791		(258)	2,404,639
December 31, 2021	1,525,163	485,345	252,534		(267)	2,262,775
Capital Expenditures:						
Year ended Dec. 31, 2023	\$ 180,743	\$ 36,402	\$ 4,926	\$ —	\$ —	\$ 222,071
Year ended Dec. 31, 2022	141,273	27,656	6,101		—	175,030
Year ended Dec. 31, 2021	115,234	34,071	3,864		—	153,169

(a) The Transmission Investment segment represents MGE Energy's investment in equity method investees.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

MGE Energy and MGE

None.

Item 9A. Controls and Procedures.

MGE Energy and MGE

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

During the fourth quarter of 2023, each registrant's management, including the principal executive officer and principal financial officer, evaluated its disclosure controls and procedures related to the recording, processing, summarization, and reporting of information in its periodic reports that it files with the SEC. These disclosure controls and procedures have been designed to ensure that material information relating to that registrant, including its subsidiaries, is accumulated and made known to that registrant's management, including these officers, by other employees of that registrant and its subsidiaries as appropriate to allow timely decisions regarding required disclosure, and that this information is recorded, processed, summarized, evaluated, and reported, as applicable, within the time periods specified in the SEC's rules and forms. The evaluations take into account changes in the internal and external operating environments that may impact those controls and procedures. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Also, MGE Energy does not control or manage certain of its unconsolidated entities and thus, its access and ability to apply its procedures to those entities is more limited than is the case for its consolidated subsidiaries.

As of December 31, 2023, each registrant's principal executive officer and principal financial officer concluded that its disclosure controls and procedures were effective. Each registrant intends to strive continually to improve its disclosure controls and procedures to enhance the quality of its financial reporting.

Changes in Internal Control Over Financial Reporting

During the quarter ended December 31, 2023, there were no changes in either registrant's internal controls over financial reporting that materially affected, or are reasonably likely to affect materially, that registrant's internal control over financial reporting.

MGE Energy and MGE

Management of MGE Energy and MGE are required to assess and report on the effectiveness of its internal control over financial reporting as of December 31, 2023. As a result of that assessment, management determined that there were no material weaknesses as of December 31, 2023 and, therefore, concluded that MGE Energy and MGE's internal control over financial reporting was effective. Management's Report on Internal Control Over Financial Reporting is included in Item 8. Financial Statements and Supplementary Data of this Report.

Item 9B. Other Information.

MGE Energy

During the three months ended December 31, 2023, no director or officer of MGE Energy or Madison Gas and Electric adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as defined in Item 408(a) of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

MGE Energy

None.

PART III.

Item 10. Directors, Executive Officers, and Corporate Governance.

MGE Energy

The information required by Item 10 relating to directors and nominees for election as directors at MGE Energy's annual meeting of shareholders is incorporated herein by reference to the information under the heading "ELECTION OF DIRECTORS" in MGE Energy's definitive proxy statement (2024 Proxy Statement) to be filed with the SEC before April 29, 2024. Information relating to compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated herein by reference to the information under the heading "BENEFICIAL OWNERSHIP – Delinquent Section 16(a) Reports" in the 2024 Proxy Statement.

The information required by Item 10 relating to executive officers is set forth above in Item 1. Business - Executive Officers of the Registrants.

Code of Ethics

MGE Energy has adopted a Code of Ethics applicable to its directors and all of its employees, including its chief executive officer, chief financial officer, and principal accounting officer. The Code of Ethics is available on MGE Energy's website at www.mgeenergy.com. Information contained on MGE Energy's website shall not be deemed incorporated into, or to be a part of, this report.

Item 11. Executive Compensation.

See Item 12.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

MGE Energy

The following table presents information regarding MGE Energy's equity compensation plans as of December 31, 2023:

	(a)	(b)	(c)
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders	—	\$—	415,428 ⁽¹⁾
Equity compensation plans not approved by shareholders	N/A	N/A	N/A
Total	—	\$—	415,428

- (1) All of the available shares under the 2021 Long-term Incentive plan may be issued as awards in the form of restricted stock, restricted stock units, and performance units. Stock options are not authorized. As of December 31, 2023, there were restricted stock units and performance units outstanding under the 2021 Long-term Incentive Plan. Column (c) assumes the outstanding performance shares are settled in shares of common stock as opposed to cash.

The remainder of the required information is included in the 2024 Proxy Statement, which will be filed with the SEC before April 29, 2024, for Item 11 under the section "EXECUTIVE COMPENSATION" (not including "Compensation Committee Report," "Cumulative Five-Year Total Return Comparison Graph," and "Pay Versus Performance,") and for Item 12 under the section "BENEFICIAL OWNERSHIP," which are incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

MGE Energy

The information required by Item 13 is incorporated by reference herein from the "BOARD OF DIRECTORS INFORMATION" section in the 2024 Proxy Statement, which will be filed with the SEC before April 29, 2024.

Item 14. Principal Accounting Fees and Services.

MGE Energy

The information required by Item 14 is incorporated herein by reference to the information under the heading "RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM" in the 2024 Proxy Statement, which will be filed with the SEC before April 29, 2024.

MGE

Independent Registered Public Accounting Firm Fees Disclosure

	2023	2022
Audit fees ^(a)	\$ 1,229,028	\$ 1,072,643
Audit-related fees ^(b)	80,000	80,000
Tax fees ^(c)	121,300	43,118
All other fees	—	4,500

- (a) Professional services rendered for the audits of the financial statements, review of the interim financial statements, opinion on the effectiveness of our internal control over financial reporting for MGE Energy, and services that generally only the independent auditor can reasonably provide, such as comfort letters, statutory audits, consents, and assistance with and review of documents filed with the SEC.
- (b) Audit-Related Fees for 2023 and 2022 include professional services rendered in connection with utility commission-mandated obligations.
- (c) Tax Fees for 2023 and 2022 include review of federal and state income tax returns. Tax fees for 2023 also include services for Revenue Procedure 2013-15 - Method for repair, maintenance costs of natural gas transmission and distribution property services.

MGE is a wholly owned subsidiary of MGE Energy and does not have a separate audit committee. Instead, that function is fulfilled for MGE by the MGE Energy Audit Committee. The Audit Committee approves each engagement of the independent registered public accounting firm to render any audit or nonaudit services before the firm is engaged to render those services. The Chair of the Audit Committee or other designated Audit Committee member may represent the entire Audit Committee for purposes of this approval. Any services approved by the Chair or other designated Audit Committee members are reported to the full Audit Committee at the next scheduled Audit Committee meeting. No de minimis exceptions to this approval process are allowed under the Audit Committee Charter; and thus, none of the services described in the preceding table were approved pursuant to Rule 2-01(c)(7)(i)(C) of Regulation S-X.

PART IV.

Item 15. Exhibits and Financial Statement Schedules.

(a) 1. Financial Statements.

MGE Energy

Consolidated Statements of Income for the years ended December 31, 2023, 2022, and 2021	59
Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022, and 2021	60
Consolidated Balance Sheets as of December 31, 2023 and 2022	61
Consolidated Statements of Common Equity as of December 31, 2023, 2022, and 2021	62
Notes to Consolidated Financial Statements	67

MGE

Consolidated Statements of Income for the years ended December 31, 2023, 2022, and 2021	63
Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022, and 2021	64
Consolidated Balance Sheets as of December 31, 2023 and 2022	65
Consolidated Statements of Equity as of December 31, 2023, 2022, and 2021	66
Notes to Consolidated Financial Statements	67

2. Financial Statement Schedules.

MGE Energy

Schedule I – Condensed Parent Company Financial Statements as of December 31, 2023 and 2022 and for the years ended December 31, 2023, 2022, and 2021.	115
Schedule II – Valuation and Qualifying Accounts for the years ended December 31, 2023, 2022, and 2021.	118

MGE

Schedule II – Valuation and Qualifying Accounts for the years ended December 31, 2023, 2022, and 2021.	118
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All other schedules have been omitted because they are not applicable or not required, or because the required information is shown in the consolidated financial statements or notes thereto.

3. All Exhibits Including Those Incorporated by Reference.

Exhibits. Several of the following exhibits are incorporated herein by reference under Rule 12b-32 of the Securities Exchange Act of 1934, as amended. Several other instruments, which would otherwise be required to be listed below, have not been so listed because those instruments do not authorize securities in an amount that exceeds 10% of the total assets of the applicable registrant and its subsidiaries on a consolidated basis. The relevant registrant agrees to furnish a copy of any instrument that was so omitted on that basis to the Commission upon request.

Ex. No.	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Date Filed
3.1	Amended and Restated Articles of Incorporation of MGE Energy, Inc.	S-3 Registration Statement	333-197423	4.1	7/15/2014
3.2	Amended and Restated Bylaws of MGE Energy, Inc.	8-K	0-49965	3.1	9/15/2023
3.3	Restated Articles of Incorporation of Madison Gas and Electric Company as in effect at October 25, 2012.	8-K	0-1125	3.1	10/25/2012
3.4	Amended Bylaws of Madison Gas and Electric Company as in effect at August 16, 2002	10-K	0-1125	3.3	3/26/2003
4.1	Indenture of Mortgage and Deed of Trust between Madison Gas and Electric Company and U.S. Bank, N.A. (successor to First Wisconsin Trust Company), as Trustee	10-Q	0-49965	4.1	8/7/2018
4.2	Supplemental Indenture dated as of February 1, 1993 to aforementioned Indenture of Mortgage and Deed of Trust.	10-Q	0-49965	4.2	5/8/2018
4.3	Indenture between Madison Gas and Electric Company and The Bank of New York Mellon Trust Company, N.A. (as successor to Bank One, N.A.), as Trustee	10-K	0-1125	4B	3/29/2000
4.4	Description of Common Stock	10-K	0-49965	4.4	2/27/2020
10.1	Second Amended and Restated Credit Agreement dated as of November 8, 2022, among MGE Energy, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.	10-K	0-49965	10.1	2/22/2023
10.2	Second Amended and Restated Credit Agreement dated as of November 8, 2022, among Madison Gas and Electric Company, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.	10-K	0-1125	10.2	2/22/2023
10.3	First Amendment to second Amended and Restated Credit Agreement dated January 30, 2023, among Madison Gas and Electric Company, the lenders named therein and JPMorgan Chase Bank, N.A., as Administrative Agent.	8-K	0-1125	10.1	2/01/2023
10.4	Second Amended and Restated Credit Agreement dated as of November 8, 2022, among Madison Gas and Electric Company, the Lenders party thereto and U.S. Bank National Association, as Administrative Agent.	10-K	0-1125	10.4	2/22/2023
10.5	Joint Power Supply Agreement with Wisconsin Power and Light Company and Wisconsin Public Service Corporation.	10-Q	0-49965	10.4	5/8/2018
10.6	Joint Power Supply Agreement (Exclusive of Exhibits) with Wisconsin Power and Light Company and Wisconsin Public Service Corporation.	10-Q	0-49965	10.5	8/7/2018
10.7	Second Amended and Restated Agreement for Construction and Operation of Columbia Generating Plant.	10-K	0-49965	10.6	2/22/2019
10.8	West Campus Cogeneration Facility Joint Ownership Agreement, dated as of October 13, 2003, among MGE Power West Campus, LLC, The Board of Regents of the University of Wisconsin System, and the State of Wisconsin, as Joint Owners.	10-Q	0-1125	10.19	11/8/2005
10.9	West Campus Cogeneration Facility Operation and Maintenance Agreement, dated as of October 13, 2003, among Madison Gas and Electric Company, as Operator, and the Board of Regents of the University of Wisconsin System, as Joint Owner.	10-Q	0-1125	10.20	11/8/2005
10.10	West Campus Cogeneration Facility Lease Agreement, dated as of March 18, 2004, among MGE Power West Campus, LLC, as Lessor, and Madison Gas and Electric Company, as Lessee.	10-Q	0-1125	10.21	11/8/2005
10.11	West Campus Cogeneration Facility Ground Lease, dated as of July 15, 2002, among MGE Power LLC, as Lessee, and the Board of Regents of the University of Wisconsin System, as Lessor.	10-Q	0-1125	10.22	11/8/2005
10.12	West Campus Cogeneration Facility Amendment of Ground Lease, dated as of March 18, 2004, among MGE Power West Campus, LLC, as Lessee, and the Board of Regents of the University of Wisconsin System, as Lessor.	10-Q	0-1125	10.23	11/8/2005
10.13	West Campus Cogeneration Facility MGE Ground Sublease, dated as of March 18, 2004, among MGE Power West Campus, LLC, as Lessee, and Madison Gas and Electric Company, as Lessor.	10-Q	0-1125	10.24	11/8/2005
10.14	Elm Road Generating Station Common Facilities Operating and Maintenance Agreement, dated as of December 17, 2004, among Madison Gas and Electric Company, Wisconsin Electric Power Company, and Wisconsin Public Power Inc., as Lessee/Owner Parties, and Wisconsin Electric Power Company, as Operating Agent.	10-Q	0-1125	10.7	11/8/2005
10.15	Elm Road Generating Station New Common Facilities Ownership Agreement, dated as of December 17, 2004, among MGE Power Elm Road, LLC, Elm Road Generating Station Supercritical, LLC, and Wisconsin Public Power Inc., as Joint Owners.	10-Q	0-1125	10.8	11/8/2005
10.16	Elm Road Generating Station I Ownership Agreement, dated as of December 17, 2004, among MGE Power Elm Road, LLC, Elm Road Generating Station Supercritical, LLC, and Wisconsin Public Power Inc., as Joint Owners, Elm Road Services, LLC, as Project Manager, and W.E. Power LLC.	10-Q	0-1125	10.9	11/8/2005
10.17	Elm Road Generating Station I Facility Lease Agreement, dated as of November 4, 2005, among MGE Power Elm Road, LLC, as Lessor, and Madison Gas and Electric Company, as Lessee.	10-Q	0-1125	10.10	11/8/2005

10.18	Elm Road Generating Station I Operating and Maintenance Agreement, dated as of December 17, 2004, among Madison Gas and Electric Company, Wisconsin Electric Power Company, and Wisconsin Public Power Inc., as Lessee/ Owners, and Wisconsin Electric Power Company, as Operating Agent.	10-Q	0-1125	10.11	11/8/2005
10.19	Elm Road Generating Station I Easement and Indemnification Agreement, dated as of December 17, 2004, among MGE Power Elm Road, LLC and Wisconsin Public Power Inc., as Grantees, and Wisconsin Electric Power Company, as Grantor.	10-Q	0-1125	10.12	11/8/2005
10.20	Assignment and Assumption Agreement, dated as of November 4, 2005 between MGE Power Elm Road, LLC and Madison Gas and Electric Company relating to Elm Road Generating Station I Easement and Indemnification Agreement, dated as of December 17, 2004, among MGE Power Elm Road, LLC and Wisconsin Public Power Inc., as Grantees, and Wisconsin Electric Power Company, as Grantor.	10-K	0-1125	10.16	3/8/2006
10.21	Elm Road Generating Station II Ownership Agreement, dated as of December 17, 2004, among MGE Power Elm Road, LLC, Elm Road Generating Station Supercritical, LLC, and Wisconsin Public Power Inc., as Joint Owners, Elm Road Services, LLC, as Project Manager, and W.E. Power LLC.	10-Q	0-1125	10.13	11/8/2005
10.22	Elm Road Generating Station II Facility Lease Agreement, dated as of November 4, 2005, among MGE Power Elm Road, LLC, as Lessor, and Madison Gas and Electric Company, as Lessee.	10-Q	0-1125	10.14	11/8/2005
10.23	Elm Road Generating Station II Operating and Maintenance Agreement, dated as of December 17, 2004, among Madison Gas and Electric Company, Wisconsin Electric Power Company, and Wisconsin Public Power Inc., as Lessee/ Owners, and Wisconsin Electric Power Company, as Operating Agent.	10-Q	0-1125	10.15	11/8/2005
10.24	Elm Road Generating Station II Easement and Indemnification Agreement, dated as of December 17, 2004, among MGE Power Elm Road, LLC and Wisconsin Public Power Inc., as Grantees, and Wisconsin Electric Power Company, as Grantor.	10-Q	0-1125	10.16	11/8/2005
10.25	Substation and Transformer Shared Use Agreement and Easement Agreement, dated as of September 29, 2006, among Madison Gas and Electric Company and Northern Iowa Windpower II LLC as Joint Owners.	10-Q	0-1125	10.6	11/7/2006
10.26	Management and Administration Agreement, dated as of October 13, 2006, among Madison Gas and Electric Company as Owner and Midwest Renewable Energy Resources, LLC as Manager.	10-Q	0-1125	10.7	11/7/2006
10.27	* Form of Severance Agreement.	10-K	0-49965	10.37	2/26/2009
10.28	* Form of Amendment to Severance Agreement.	10-Q	0-49965	10.1	5/5/2016
10.29	* Form of Severance Agreement for Officers hired on or after January 1, 2012.	10-Q	0-49965	10.2	5/5/2016
10.30	* Form of Amended and Restated Deferred Compensation Agreement.	10-K	0-49965	10.39	2/26/2009
10.31	* Amendment to Madison Gas and Electric Company Deferred Compensation Agreement	10-K	0-49965	10.31	2/22/2023
10.32	* 2023 Deferred Compensation Supplemental Executive Retirement Plan	10-K	0-49965	10.32	2/22/2023
10.33	* Income Continuation Agreement - Keebler	10-K	0-49965	10.32	2/22/2018
10.34	* Income Continuation Agreement - Hobbie	10-K	0-49965	10.34	2/22/2023
10.35	* Income Continuation Agreement - Johnson	10-K	0-49965	10.35	2/22/2023
10.36	* MGE Energy, Inc., 2006 Performance Unit Plan, as amended.	10-Q	0-49965	10.1	5/5/2017
10.37	* Form of Performance Unit Award Agreement.	10-K	0-49965	10.42	2/26/2009
10.38	* Form of Amendment to Performance Unit Award Agreement.	8-K	0-49965	10.1	4/21/2011
10.39	* MGE Energy, Inc., 2021 Long-Term Incentive Plan	DEF 14A	0-49965	DEF 14A	3/31/2020
10.40	* Form of Performance Unit Award Agreement for Employees pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.43	2/24/2021
10.41	* Form of Notice of Grant of Performance Unit Award Agreement for Employees pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.44	2/24/2021
10.42	* Form of Restricted Stock Award Agreement for Employees pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.45	2/24/2021
10.43	* Form of Restricted Stock Award Agreement for Directors pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.46	2/24/2021
10.44	* Form of Notice of Grant of Restricted Stock Award Agreement for Employees and Directors pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.47	2/24/2021
10.45	* Form of Restricted Stock Units Agreement for Employees pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.48	2/24/2021
10.46	* Form of Restricted Stock Units Agreement for Directors pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.49	2/24/2021
10.47	* Form of Notice of Grant of Restricted Stock Units Agreement for Employees and Directors pursuant to the MGE Energy Inc., 2021 Long-Term Incentive Plan	10-K	0-49965	10.50	2/24/2021

19.1	**	Insider Trading Policies and Procedures	10-K	0-49965	19	2/21/2024
21	**	Subsidiaries of MGE Energy, Inc.	-	-	-	-
23.1	**	Consent of Independent Registered Public Accounting Firm - MGE Energy, Inc.	-	-	-	-
23.2	**	Consent of Independent Registered Public Accounting Firm - Madison Gas and Electric Company	-	-	-	-
31.1	**	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jeffrey M. Keebler for MGE Energy, Inc.	-	-	-	-
31.2	**	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jared J. Bushek for MGE Energy, Inc.	-	-	-	-
31.3	**	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jeffrey M. Keebler for Madison Gas and Electric Company	-	-	-	-
31.4	**	Certifications Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934 filed by Jared J. Bushek for Madison Gas and Electric Company	-	-	-	-
32.1	***	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jeffrey M. Keebler for MGE Energy, Inc.	-	-	-	-
32.2	***	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jared J. Bushek for MGE Energy, Inc.	-	-	-	-
32.3	***	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jeffrey M. Keebler for Madison Gas and Electric Company	-	-	-	-
32.4	***	Certifications Pursuant to Section 1350 of Chapter 63 of Title 18 United States Code (Sarbanes-Oxley Act of 2002) filed by Jared J. Bushek for Madison Gas and Electric Company	-	-	-	-
97.1	*	Policy on Recoupment of Incentive Compensation	10-K	0-49965	97.1	2/21/2024
101.INS	**	XBRL Instance	-	-	-	-
101.SCH	**	Inline XBRL Taxonomy Extension Schema With Embedded Linkbases Document	-	-	-	-
104.1	**	Included in the cover page, formatted in Inline XBRL	-	-	-	-
<p>* Indicates a management contract or compensatory plan or arrangement.</p> <p>** Filed herewith.</p> <p>*** Furnished herewith.</p>						

Item 16. Form 10-K Summary.

MGE Energy and MGE

None.

Schedule I
Condensed Parent Company Financial Statements

MGE Energy, Inc.
Statements of Income
(Parent Company Only)
(In thousands)

	For the Years Ended December 31,		
	2023	2022	2021
Operating Expenses:			
Other operations and maintenance	\$ 868	\$ 746	\$ 711
<i>Total Operating Expenses</i>	<u>868</u>	<u>746</u>	<u>711</u>
Operating Loss	(868)	(746)	(711)
Equity in earnings of investments	120,394	112,180	107,883
Other income (loss), net	(2,862)	(855)	(2,163)
Interest income, net	105	2	5
Income before income taxes	116,769	110,581	105,014
Income tax benefit	930	371	747
Net Income	<u>\$ 117,699</u>	<u>\$ 110,952</u>	<u>\$ 105,761</u>

The accompanying notes are an integral part of the above consolidated financial statements.

MGE Energy, Inc.
Statements of Cash Flows
(Parent Company Only)
(In thousands)

	For the Years Ended December 31,		
	2023	2022	2021
Net Cash Flows Provided by Operating Activities	\$ 67,253	\$ 58,253	\$ 27,535
Investing Activities:			
Contributions to affiliates	(3,750)	(2,693)	—
Contributions to other investments	(3,080)	(2,357)	(4,006)
Other	987	861	843
<i>Cash Used for Investing Activities</i>	<u>(5,843)</u>	<u>(4,189)</u>	<u>(3,163)</u>
Financing Activities:			
Cash dividends paid on common stock	(60,393)	(57,500)	(54,788)
Other	—	(187)	—
<i>Cash Used for Financing Activities</i>	<u>(60,393)</u>	<u>(57,687)</u>	<u>(54,788)</u>
Change in cash, cash equivalents, and restricted cash	1,017	(3,623)	(30,416)
Cash, cash equivalents, and restricted cash at beginning of period	3,336	6,959	37,375
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 4,353</u>	<u>\$ 3,336</u>	<u>\$ 6,959</u>

The accompanying notes are an integral part of the above consolidated financial statements.

Schedule I
Condensed Parent Company Financial Statements (continued)

MGE Energy, Inc.
Balance Sheets
(Parent Company Only)
(In thousands)

	As of December 31,	
	2023	2022
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 4,353	\$ 3,336
Other current assets	2,395	1,978
<i>Total Current Assets</i>	6,748	5,314
Other deferred assets and other	210	294
Investments:		
Investments in affiliates	1,148,134	1,091,103
Other investments	21,714	21,193
<i>Total Investments</i>	1,169,848	1,112,296
Total Assets	<u>\$ 1,176,806</u>	<u>\$ 1,117,904</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable to affiliates	\$ 572	\$ 530
Other current liabilities	1,650	2,017
<i>Total Current Liabilities</i>	2,222	2,547
Other Credits:		
Deferred income taxes	33,974	32,624
Accounts payable to affiliates	529	1,059
Other deferred liabilities	8	—
<i>Total Other Credits</i>	34,511	33,683
Shareholders' Equity:		
Common shareholders' equity	432,913	431,820
Retained earnings	707,160	649,854
<i>Total Shareholders' Equity</i>	1,140,073	1,081,674
Commitments and contingencies (see Footnote 3)		
Total Liabilities and Shareholders' Equity	<u>\$ 1,176,806</u>	<u>\$ 1,117,904</u>

The accompanying notes are an integral part of the above consolidated financial statements.

Schedule I
Condensed Parent Company Financial Statements (continued)
Notes to Condensed Financial Statements
(Parent Company Only)

1. Basis of Presentation.

MGE Energy is a holding company and conducts substantially all of its business operations through its subsidiaries. For Parent Company only presentation, investment in subsidiaries are accounted for using the equity method. These condensed Parent Company financial statements and related notes have been prepared in accordance with Rule 12-04, Schedule I of Regulation S-X. These statements should be read in conjunction with the financial statements and the notes in Item 8. Financial Statements and Supplementary Data of the Annual Report on Form 10-K for the year ended December 31, 2023.

2. Credit Agreements.

As of December 31, 2023, MGE Energy had access to an unsecured, committed credit facility with aggregate bank commitments of \$50.0 million. As of December 31, 2023, no borrowings were outstanding under this facility. See Footnote 13 of the Notes to Consolidated Financial Statements in this Report for further information regarding MGE Energy's credit agreement.

3. Commitments and Contingencies.

See Footnote 16 of the Notes to Consolidated Financial Statements in this Report for information regarding commitments and contingencies.

4. Dividends from Affiliates.

<i>(In thousands)</i>	Dividends from Affiliates		
	2023	2022	2021
MGE	\$ 41,000	\$ 33,500	\$ 5,000
MGE Power Elm Road	14,250	12,500	10,500
MGE Power West Campus	6,250	9,500	4,500
MGE Transco	5,533	4,621	5,464
MGEE Transco	79	—	—
Total	<u>\$ 67,112</u>	<u>\$ 60,121</u>	<u>\$ 25,464</u>

Dividend Restrictions

Dividend payments by MGE to MGE Energy are subject to restrictions arising under a PSCW rate order and, to a lesser degree, MGE's first mortgage bonds. The PSCW order restricts any dividends that MGE may pay MGE Energy if its common equity ratio, calculated in the manner used in the rate proceeding, is less than 55%. MGE's thirteen month rolling average common equity ratio as of December 31, 2023, is 57.7% as determined under the calculation used in the rate proceeding. This restriction did not impact MGE's payment of dividends in 2023. Cash dividends of \$41.0 million and \$33.5 million were paid by MGE to MGE Energy in 2023 and 2022, respectively. The rate proceeding calculation includes as indebtedness imputed amounts for MGE's outstanding purchase power capacity payments and other PSCW adjustments, but does not include the indebtedness associated with MGE Power Elm Road or MGE Power West Campus, which are consolidated into MGE's financial statements but are not direct obligations of MGE.

MGE has covenanted with the holders of its first mortgage bonds not to declare or pay any dividend or make any other distribution on or purchase any shares of its common stock unless, after giving effect thereto, the aggregate amount of all such dividends and distributions and all amounts applied to such purchases, after December 31, 1945, shall not exceed the earned surplus (retained earnings) accumulated subsequent to December 31, 1945. As of December 31, 2023, approximately \$699.6 million was available for the payment of dividends under this covenant.

See Footnotes 13 and 14 of the Notes to Consolidated Financial Statements in this Report for more information on dividend restrictions appearing in credit agreements and long-term debt, respectively.

Schedule II
MGE Energy, Inc. and Madison Gas and Electric Company
Valuation and Qualifying Accounts

		Additions			
	Balance at Beginning of Period	Charged to Costs and Expenses^(b)	Charged to Other Accounts	Net Accounts Written Off^(a)	Balance at End of Period
Year ended 2021:					
Accumulated provision for uncollectibles	\$ 7,076,565	3,402,468	32,400	(2,207,732)	\$ 8,303,701
Year ended 2022:					
Accumulated provision for uncollectibles	\$ 8,303,701	3,814,311	40,800	(3,785,972)	\$ 8,372,840
Year ended 2023:					
Accumulated provision for uncollectibles	\$ 8,372,840	3,264,309	20,400	(3,559,473)	\$ 8,098,076

(a) Net of recovery of amounts previously written off.

(b) For the years ended December 31, 2023, 2022, and 2021, MGE deferred \$1.5 million, \$2.1 million, and \$1.8 million, respectively, of bad debt expense as a regulatory asset. See Footnote 8 of the Notes to Consolidated Financial Statements in this Report for further information.

Signatures - MGE Energy, Inc.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MGE Energy, Inc.

(Registrant)

Date: February 21, 2024

/s/ Jeffrey M. Keebler

Chairman, President, and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 21, 2024.

/s/ Jeffrey M. Keebler

Jeffrey M. Keebler
Chairman, President, and Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Jared J. Bushek

Jared J. Bushek
Vice President - Chief Financial Officer and Treasurer
(Chief Financial Officer)

/s/ Tamara J. Johnson

Tamara J. Johnson
Vice President - Chief Accounting Officer and Controller
(Chief Accounting Officer)

/s/ Marcia M. Anderson

Marcia M. Anderson, Director

/s/ James G. Berbee

James G. Berbee, Director

/s/ Mark D. Bugher

Mark D. Bugher, Director

/s/ Londa J. Dewey

Londa J. Dewey, Director

/s/ James L. Possin

James L. Possin, Director

/s/ Thomas R. Stolper

Thomas R. Stolper, Director

/s/ Gary J. Wolter

Gary J. Wolter, Director

/s/ Noble L. Wray

Noble L. Wray, Director

Signatures - Madison Gas and Electric Company

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Madison Gas and Electric Company
(Registrant)

Date: February 21, 2024

/s/ Jeffrey M. Keebler
Chairman, President, and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 21, 2024.

/s/ Jeffrey M. Keebler Jeffrey M. Keebler
Chairman, President, and Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Jared J. Bushek Jared J. Bushek
Vice President - Chief Financial Officer and Treasurer
(Chief Financial Officer)

/s/ Tamara J. Johnson Tamara J. Johnson
Vice President - Chief Accounting Officer and Controller
(Chief Accounting Officer)

/s/ Marcia M. Anderson Marcia M. Anderson, Director

/s/ James G. Berbee James G. Berbee, Director

/s/ Mark D. Bugher Mark D. Bugher, Director

/s/ Londa J. Dewey Londa J. Dewey, Director

/s/ James L. Possin James L. Possin, Director

/s/ Thomas R. Stolper Thomas R. Stolper, Director

/s/ Gary J. Wolter Gary J. Wolter, Director

/s/ Noble L. Wray Noble L. Wray, Director