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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 15, 2026

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**Black Hills Corporation**

(Exact name of Registrant as Specified in Its Charter)

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**South Dakota**  
(State or Other Jurisdiction  
of Incorporation)

**001-31303**  
(Commission File Number)

**46-0458824**  
(IRS Employer  
Identification No.)

**7001 Mount Rushmore Road**  
**Rapid City, South Dakota**  
(Address of Principal Executive Offices)

**57702**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 605 721-1700**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock of \$1.00 par value	BKH	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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

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## Item 8.01 Other Events.

Black Hills Corporation ("Black Hills" or the "Company") is filing this Current Report on Form 8-K solely to provide certain information relating to the pending merger transaction involving Black Hills and NorthWestern Energy Group, Inc., a Delaware corporation ("NorthWestern"). As previously disclosed in its Current Report on Form 8-K filed on August 19, 2025, Black Hills entered into an Agreement and Plan of Merger (the "Merger Agreement") on August 18, 2025 with NorthWestern and River Merger Sub Inc., a Delaware corporation and direct wholly owned subsidiary of Black Hills. The Merger Agreement, which was unanimously approved on August 18, 2025 by both the board of directors of Black Hills and the board of directors of NorthWestern, provides for an all-stock business combination of Black Hills and NorthWestern upon the terms and subject to the conditions set forth therein. Such conditions include, among other things, regulatory approvals, including approval from certain state regulatory commissions, as well as the Federal Energy Regulatory Commission.

This Item 8.01 contains:

1. Historical financial statements of NorthWestern filed in accordance with Rule 3-05 of Regulation S-X, included as Exhibit 99.1, which are incorporated herein by reference; and
2. Pro forma financial information of Black Hills and NorthWestern on a combined basis in accordance with Article 11 of Regulation S-X giving effect to certain pro forma adjustments related to the pending merger transaction as if it were completed on January 1, 2025 as it relates to the pro forma combined condensed statement of income, and as if it were completed on March 31, 2026 as it relates to the pro forma combined condensed balance sheet, included as Exhibit 99.2 hereto, which is incorporated herein by reference.

The pro forma information and related notes have been prepared for illustrative purposes only, based upon applicable rules of the Securities and Exchange Commission. The pro forma information does not purport to be indicative of what the combined company's consolidated financial position or results of operations actually would have been had the pending merger transaction been completed as of the dates indicated. In addition, the unaudited pro forma combined condensed financial information does not purport to project the future financial position or operating results of the combined company. The pro forma adjustments, which are subject to uncertainties, are based on the information available at the time of the preparation of these pro forma financial statements and on the basis of certain assumptions and estimates. The pro forma financial information should be read, if at all, with the related qualifications and other notes set forth in Exhibit 99.2.

This Report does not modify or update the consolidated financial statements of Black Hills included in the Company's periodic reports. The historical financial statements of NorthWestern included as Exhibit 99.1 were prepared by NorthWestern and previously disclosed by NorthWestern in its periodic reports; it has not been independently validated or reviewed by Black Hills.

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## Forward-Looking Statements

This Current Report on Form 8-K contains statements reflecting assumptions, expectations, projections, intentions or beliefs about future events that are intended as "forward-looking statements." We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this Current Report on Form 8-K that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. This includes, without limitations, completion of the merger transaction with NorthWestern and statements about the benefits of the proposed transaction between Black Hills and NorthWestern including future financial and operating results. These forward-looking statements are based on assumptions which we believe are reasonable based on current expectations and projections about future events and industry conditions and trends affecting our business. However, whether actual results and developments will conform to our expectations and predictions is subject to a number of risks and uncertainties that, among other things, could cause actual results to differ materially from those contained in the forward-looking statements.

All forward-looking statements are subject to risks, uncertainties and other factors that may cause the actual results, performance or achievements of Black Hills or NorthWestern to differ materially from any results expressed or implied by such forward-looking statements. Such factors include, among others, (1) the risk of delays in consummating the pending merger transaction, including as a result of required governmental and regulatory approvals, which may not be obtained on the expected timeline, or at all, (2) the risk of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (3) the risk that required regulatory approvals are subject to conditions not anticipated by Black Hills and NorthWestern, (4) the possibility that any of the anticipated benefits and projected synergies of the pending merger transaction will not be realized or will not be realized within the expected time period, (5) disruption to the parties' businesses as a result of the announcement and pendency of the merger transaction, including potential distraction of management from current plans and operations of Black Hills or NorthWestern and the ability of Black Hills or NorthWestern to retain and hire key personnel, (6) reputational risk and the reaction of each company's customers, suppliers, employees or other business partners to the pending merger transaction, (7) the possibility that the pending merger transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, (8) the outcome of any legal or regulatory proceedings that may be instituted against Black Hills or NorthWestern related to the Merger Agreement or the pending merger transaction, (9) the risks associated with third party contracts containing consent and/or other provisions that may be triggered by the pending merger transaction, (10) legislative, regulatory, political, market, economic and other conditions, developments and uncertainties affecting Black Hills' or NorthWestern's businesses; (11) the evolving legal, regulatory and tax regimes under which Black Hills and NorthWestern operate; (12) restrictions during the pendency of the merger transaction that may impact Black Hills' or NorthWestern's ability to pursue certain business opportunities or strategic transactions; and (13) unpredictability and severity of catastrophic events, including, but not limited to, extreme weather, natural disasters, acts of terrorism or outbreak of war or hostilities, as well as Black Hills' and NorthWestern's response to any of the aforementioned factors.

Additional factors which could affect future results of Black Hills and NorthWestern can be found in both Black Hills' and NorthWestern's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, in each case filed with the SEC and available on the SEC's website at <http://www.sec.gov>. Black Hills and NorthWestern disclaim any obligation and do not intend to update or revise any forward-looking statements contained in this communication, which speak only as of the date hereof, whether as a result of new information, future events or otherwise, except as required by federal securities laws.

**Item 9.01 Financial Statements and Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Unaudited consolidated financial statements of NorthWestern Energy Group, Inc. as of and for the three months ended March 31, 2026 and 2025</a>
99.2	<a href="#">Unaudited pro forma condensed combined financial statements (a) as of and for the three months ended March 31, 2026 and (b) for the year ended December 31, 2025</a>
104	Cover Page Interactive Data File (formatted as the inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements 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.

BLACK HILLS CORPORATION

Date: May 15, 2026

By: /s/ Kimberly F. Nooney  
Kimberly F. Nooney  
Senior Vice President and Chief Financial Officer

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**NORTHWESTERN ENERGY GROUP**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(in thousands, except per share amounts)

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
<b>Revenues</b>		
Electric	\$ 362,054	\$ 335,483
Gas	135,516	131,147
<b>Total Revenues</b>	<b>497,570</b>	<b>466,630</b>
<b>Operating expenses</b>		
Fuel, purchased supply and direct transmission expense (exclusive of depreciation and depletion shown separately below)	145,565	138,197
Operating and maintenance	74,540	56,709
Administrative and general	46,119	41,357
Property and other taxes	50,404	43,240
Depreciation and depletion	66,831	62,400
<b>Total Operating Expenses</b>	<b>383,459</b>	<b>341,903</b>
Operating income	114,111	124,727
Interest expense, net	(39,916)	(36,511)
Other income, net	3,057	3,928
Income before income taxes	77,252	92,144
Income tax expense	(13,796)	(15,204)
<b>Net Income</b>	<b>\$ 63,456</b>	<b>\$ 76,940</b>
<b>Average Common Shares Outstanding</b>	<b>61,461</b>	<b>61,339</b>
Basic Earnings per Average Common Share	\$ 1.03	\$ 1.25
Diluted Earnings per Average Common Share	\$ 1.03	\$ 1.25
Dividends Declared per Common Share	\$ 0.67	\$ 0.66

See Notes to Condensed Consolidated Financial Statements

**NORTHWESTERN ENERGY GROUP**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(Unaudited)**

**(in thousands)**

	<b>Three Months Ended March 31,</b>	
	<b>2026</b>	<b>2025</b>
Net Income	\$ 63,456	\$ 76,940
Other comprehensive income, net of tax:		
Foreign currency translation adjustment	(1)	1
Reclassification of net losses on derivative instruments	113	113
Total Other Comprehensive Income	112	114
<b>Comprehensive Income</b>	<b>\$ 63,568</b>	<b>\$ 77,054</b>

See Notes to Condensed Consolidated Financial Statements

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**NORTHWESTERN ENERGY GROUP**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Unaudited)

(in thousands, except share data)

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 5,861	\$ 8,781
Restricted cash	21,744	21,957
Accounts receivable, net	199,275	209,751
Inventories	134,071	132,506
Regulatory assets	103,237	92,937
Prepaid expenses and other	48,984	38,010
<b>Total current assets</b>	<b>513,172</b>	<b>503,942</b>
Property, plant, and equipment, net	6,794,000	6,738,849
Goodwill	367,635	367,635
Regulatory assets	773,589	772,634
Other noncurrent assets	134,110	76,631
<b>Total Assets</b>	<b>\$ 8,582,506</b>	<b>\$ 8,459,691</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities:</b>		
Current maturities of finance leases	\$ 1,844	\$ 1,865
Current portion of long-term debt	104,983	104,967
Short-term borrowings	150,000	150,000
Accounts payable	121,796	129,633
Accrued expenses and other	321,104	272,373
Regulatory liabilities	31,195	38,613
<b>Total current liabilities</b>	<b>730,922</b>	<b>697,451</b>
Long-term finance leases	8,436	—
Long-term debt	3,177,528	3,181,040
Deferred income taxes	750,719	733,064
Noncurrent regulatory liabilities	684,664	678,861
Other noncurrent liabilities	321,353	283,535
<b>Total Liabilities</b>	<b>5,673,622</b>	<b>5,573,951</b>
Commitments and Contingencies (Note 11)		
<b>Shareholders' Equity:</b>		
Common stock, par value \$0.01; authorized 200,000,000 shares; issued and outstanding 65,001,449 and 61,503,442 shares, respectively; Preferred stock, par value \$0.01; authorized 50,000,000 shares; none issued	650	649
Treasury stock at cost	(99,186)	(97,503)
Paid-in capital	2,094,232	2,091,935
Retained earnings	919,137	896,720
Accumulated other comprehensive loss	(5,949)	(6,061)
<b>Total Shareholders' Equity</b>	<b>2,908,884</b>	<b>2,885,740</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 8,582,506</b>	<b>\$ 8,459,691</b>

See Notes to Condensed Consolidated Financial Statements

**NORTHWESTERN ENERGY GROUP**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

(in thousands)

Three Months Ended March 31,

	2026	2025
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 63,456	\$ 76,940
Adjustments to reconcile net income to cash provided by operations:		
Depreciation and depletion	66,831	62,400
Amortization of debt issuance costs, premium, and deferred hedge gain	975	990
Stock-based compensation costs	2,045	2,284
Equity portion of allowance for funds used during construction	(1,941)	(1,797)
Loss on disposition of assets	9	149
Deferred income taxes	14,140	13,071
Changes in current assets and liabilities:		
Accounts receivable	10,476	275
Inventories	(1,565)	3,335
Other current assets	(10,974)	5,510
Accounts payable	(7,984)	(14,992)
Accrued expenses and other	48,746	24,792
Regulatory assets	(10,300)	(12,711)
Regulatory liabilities	(7,418)	(6,335)
Other noncurrent assets and liabilities	(7,082)	(519)
<b>Cash Provided by Operating Activities</b>	<b>159,414</b>	<b>153,392</b>
<b>INVESTING ACTIVITIES:</b>		
Property, plant, and equipment additions	(116,080)	(92,124)
Investment in debt & equity securities	—	(4,584)
<b>Cash Used in Investing Activities</b>	<b>(116,080)</b>	<b>(96,708)</b>
<b>FINANCING ACTIVITIES:</b>		
Dividends on common stock	(41,038)	(40,307)
Issuance of long-term debt	—	400,000
Line of credit repayments, net	(4,000)	(362,000)
Other financing activities, net	(1,429)	(3,328)
<b>Cash Used in Financing Activities</b>	<b>(46,467)</b>	<b>(5,635)</b>
<b>(Decrease) Increase in Cash, Cash Equivalents, and Restricted Cash</b>	<b>(3,133)</b>	<b>51,049</b>
Cash, Cash Equivalents, and Restricted Cash, beginning of period	30,738	29,017
<b>Cash, Cash Equivalents, and Restricted Cash, end of period</b>	<b>\$ 27,605</b>	<b>\$ 80,066</b>
<b>Supplemental Cash Flow Information:</b>		
Cash (received) paid during the period for:		
Production tax credits <sup>(1)</sup>	—	(8,255)
Interest	44,166	32,768
Significant non-cash transactions:		
Capital expenditures included in accounts payable	41,848	14,028

(1) Proceeds from production tax credits transferred are included in cash provided by operating activities within the Condensed Consolidated Statement of Cash Flows.

See Notes to Condensed Consolidated Financial Statements

**NORTHWESTERN ENERGY GROUP**

**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(Unaudited)

(in thousands, except per share data)

	<b>Three Months Ended March 31,</b>							
	Number of Common Shares	Number of Treasury Shares	Common Stock	Treasury Stock	Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
<b>Balance at December 31, 2024</b>	<b>64,811</b>	<b>3,490</b>	<b>\$ 648</b>	<b>\$ (97,394)</b>	<b>\$ 2,084,133</b>	<b>\$ 877,017</b>	<b>\$ (6,704)</b>	<b>\$ 2,857,700</b>
Net income	—	—	—	—	—	76,940	—	76,940
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	1	1
Reclassification of net losses on derivative instruments from OCI to net income, net of tax	—	—	—	—	—	—	113	113
Stock-based compensation	59	—	1	(729)	2,272	—	—	1,544
Issuance of shares	—	7	—	188	189	—	—	377
Dividends on common stock (\$0.660 per share)	—	—	—	—	—	(40,307)	—	(40,307)
<b>Balance at March 31, 2025</b>	<b>64,870</b>	<b>3,497</b>	<b>\$ 649</b>	<b>\$ (97,935)</b>	<b>\$ 2,086,594</b>	<b>\$ 913,650</b>	<b>\$ (6,590)</b>	<b>\$ 2,896,368</b>
<b>Balance at December 31, 2025</b>	<b>64,895</b>	<b>3,477</b>	<b>\$ 649</b>	<b>\$ (97,503)</b>	<b>\$ 2,091,935</b>	<b>\$ 896,720</b>	<b>\$ (6,061)</b>	<b>\$ 2,885,740</b>
Net income	—	—	—	—	—	63,456	—	63,456
Foreign currency translation adjustment, net of tax	—	—	—	—	—	—	(1)	(1)
Reclassification of net losses on derivative instruments from OCI to net income, net of tax	—	—	—	—	—	—	113	113
Stock-based compensation	106	28	1	(1,874)	2,036	—	—	163
Issuance of shares	—	(7)	—	191	261	—	—	452
Dividends on common stock (\$0.670 per share)	—	—	—	—	—	(41,039)	—	(41,039)
<b>Balance at March 31, 2026</b>	<b>65,001</b>	<b>3,498</b>	<b>\$ 650</b>	<b>\$ (99,186)</b>	<b>\$ 2,094,232</b>	<b>\$ 919,137</b>	<b>\$ (5,949)</b>	<b>\$ 2,908,884</b>

See Notes to Condensed Consolidated Financial Statements

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Reference is made to Notes to Financial Statements included in the NorthWestern Energy Group's Annual Report)

(Unaudited)

### (1) Nature of Operations and Basis of Consolidation

NorthWestern Energy Group, doing business as NorthWestern Energy, provides electricity and/or natural gas to approximately 850,300 customers in Montana, South Dakota, Nebraska and Yellowstone National Park, through its subsidiaries NorthWestern Corporation (NW Corp) and NorthWestern Energy Public Service Corporation (NWE Public Service). We have generated and distributed electricity in South Dakota and distributed natural gas in South Dakota and Nebraska since 1923 and have generated and distributed electricity and distributed natural gas in Montana since 2002.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires us to make estimates and assumptions that may affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period. Actual results could differ from those estimates. The unaudited Condensed Consolidated Financial Statements (Financial Statements) reflect all adjustments (which unless otherwise noted are normal and recurring in nature) that are, in our opinion, necessary to fairly present our financial position, results of operations and cash flows. The actual results for the interim periods are not necessarily indicative of the operating results to be expected for a full year or for other interim periods. Events occurring subsequent to March 31, 2026 have been evaluated as to their potential impact to the Financial Statements through the date of issuance.

The Financial Statements included herein have been prepared by NorthWestern, without audit, pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations; however, we believe that the condensed disclosures provided are adequate to make the information presented not misleading. We recommend that these Financial Statements be read in conjunction with the audited financial statements and related footnotes included in the NorthWestern Energy Group Annual Report on Form 10-K for the year ended December 31, 2025.

### Supplemental Cash Flow Information

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the Condensed Consolidated Balance Sheets that sum to the total of the same such amounts shown in the Condensed Consolidated Statements of Cash Flows (in thousands):

	March 31, 2026		December 31, 2025		March 31, 2025		December 31, 2024	
Cash and cash equivalents	\$	5,861	\$	8,781	\$	56,025	\$	4,283
Restricted cash		21,744		21,957		24,041		24,734
<b>Total cash, cash equivalents, and restricted cash shown in the Condensed Consolidated Statements of Cash Flows</b>	\$	27,605	\$	30,738	\$	80,066	\$	29,017

### (2) Pending Merger with Black Hills Corporation

On August 18, 2025, we entered into a Merger Agreement with Black Hills and River Merger Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of Black Hills (Merger Sub). The Merger Agreement provides for an all-stock merger of equals between NorthWestern and Black Hills upon the terms and subject to the conditions set forth therein. The Merger Agreement provides for Merger Sub to merge with and into NorthWestern, with NorthWestern continuing as the surviving entity and a direct wholly owned subsidiary of Black Hills, which would assume the new corporate name of Bright Horizon Energy as the resulting parent company of the combined corporate group. Under the provisions of ASC Topic 805, which requires the identification of an acquirer in a business combination, Black Hills is the accounting acquirer. Pursuant to the Merger Agreement, at the effective time of the Merger, each share of NorthWestern, par value \$0.01 per share, issued and outstanding as of immediately prior to closing will be converted into the right to receive 0.98 validly issued, fully paid and non-assessable shares of Black Hills Common Stock.

In connection with this pending merger, we have incurred merger-related costs. During the three months ended March 31, 2026, we have incurred \$3.4 million of merger-related costs, which are included in our Administrative and general expenses.

### Regulatory and Shareholder Approvals

Our pending merger with Black Hills was unanimously approved by our board of directors and Black Hills' board of directors. In February 2026, the Form S-4, which contains joint proxy statement/prospectus for NorthWestern and Black Hills, was declared effective by the SEC. In April 2026, shareholders of each company voted to approve the Merger and the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act expired, permitting consummation of the transaction. The completion of the Merger remains subject to the satisfaction or waiver of certain conditions to

closing, including (1) subject to certain conditions, the receipt of certain regulatory approvals, including approval from the Federal Energy Regulatory Commission (FERC), the Montana Public Service Commission (MPSC), the Nebraska Public Service Commission (NPSC), and the South Dakota Public Utilities Commission (SDPUC), in each case on such terms and conditions that would not result in a material adverse effect on Bright Horizon Energy; (2) the absence of any court order or regulatory injunction prohibiting the completion of the Merger; (3) the authorization for listing of shares of Black Hills Common Stock to be issued in the Merger on a mutually agreed stock exchange; (4) subject to specified materiality standards, the accuracy of the representations and warranties of each party; (5) compliance by each party in all material respects with its covenants; (6) the absence of a material adverse effect on each party; and (7) receipt of each party of an opinion relating to the anticipated tax-free treatment of the Merger.

We have filed applications with the MPSC, NPSC, SDPUC, and FERC for approval of the Merger. In March 2026, we reached a settlement agreement with the Public Advocate of Nebraska, which is subject to approval by the NPSC. A hearing with the NPSC was held in April 2026. In April 2026, we reached settlement agreements with certain key intervenors in both Montana and South Dakota, which are subject to approval by the MPSC and SDPUC, respectively. Hearings with the MPSC and SDPUC are scheduled in the second quarter of 2026. We anticipate the transaction closing in the second half of 2026, subject to the satisfaction or waiver of certain closing conditions.

### **(3) Regulatory Matters**

#### **Montana Rate Review**

In December 2025, the MPSC issued a final order approving our partial electric settlement agreement. The final order also suspended the 90/10 cost sharing mechanism of the Power Cost and Credit Adjustment Mechanism (PCCAM) on a temporary basis pending further review by the MPSC. Within this final order, the MPSC disallowed a portion of the capital costs related to the construction of Yellowstone County Generating Station (YCGS). As a result, in the fourth quarter of 2025 we recorded a \$30.9 million non-cash charge for the regulatory disallowance. As of March 31, 2026, we have \$6.3 million reserved within Regulatory liabilities on the Condensed Consolidated Balance Sheets for interim rates to be refunded to customers.

In January 2026, we filed a Motion for Reconsideration (Motion) as it relates to this final order. Among other things, our Motion requests that the MPSC reconsider their prudence conclusions regarding the capital costs associated with the construction of YCGS and clarification as to the effective date of the PCCAM sharing mechanism suspension, for which we have requested an effective date of July 1, 2025, to align with the PCCAM tracker year. Any subsequent modifications by the MPSC to their final order will be reflected in our 2026 results.

#### **Colstrip Acquisitions and Requests for Cost Recovery**

In January 2023, and July 2024, we entered into definitive agreements with Avista Corporation (Avista) and Puget Sound Energy (Puget), respectively, to acquire their respective interests in Colstrip Units 3 and 4 for \$0 and completed these acquisitions on January 1, 2026. Accordingly, we are responsible for the associated operating costs beginning on January 1, 2026, which we will not collect through utility base rates, until requested in a future Montana rate review. Puget and Avista will remain responsible for their respective pre-closing share of environmental, asset retirement obligations (AROs), and pension liabilities attributed to events or conditions existing prior to the closing of the transaction and for any future decommissioning and demolition costs associated with the existing facilities that comprise their interests.

While Puget and Avista remain contractually obligated for the pre-closing share of AROs, we remain the primary obligor. As such, as of March 31, 2026, we have recorded \$2.8 million and \$34.6 million within Accrued expenses and other and Other noncurrent liabilities, respectively, on the Condensed Consolidated Balance Sheets for these AROs, and we have recorded an indemnification asset of \$2.8 million and \$34.6 million with Prepaid expenses and other and Other noncurrent assets, respectively, on the Condensed Consolidated Balance Sheets.

*Avista Interests* - The 222 megawatts of generation capacity from Colstrip Units 3 and 4 acquired from Avista (Avista Interests) on January 1, 2026, was identified as a key element in our strategy to achieve resource adequacy for customers, as outlined in our 2023 Montana Integrated Resource Plan. Noting the costs associated with operating this resource are not currently reflected in utility customer rates, in August 2025, we filed a temporary PCCAM tariff waiver request with the MPSC that could provide a near-term cost-recovery mechanism to offset a portion of the approximately \$18 million in annual incremental operating and maintenance costs associated with the Avista Interests. This waiver requested that the MPSC allow us to keep 100 percent of the net revenue associated with certain designated power sales contracts up to the amount of the operating and maintenance expenses we incur associated with our Avista Interests. Furthermore, the waiver request indicated that any net revenues from the designated contracts exceeding the operating and maintenance expenses associated with our Avista Interests would continue to flow back to retail customers. In January 2026, the MPSC approved our PCCAM tariff waiver request on an interim basis with final approval or denial subject to the ongoing PCCAM docket process.

*Puget Interests* - The 370 megawatts of generation capacity from Colstrip Units 3 and 4 acquired from Puget (Puget Interests) on January 1, 2026, increases our ownership share of the facility to 55 percent and provides an increase in voting share in determining strategic direction and investment decisions at the facility. Unlike the Avista Interests, we do not currently need this capacity to serve existing customers in Montana. As such, the Puget Interests are held by our FERC regulated subsidiary to isolate the costs associated with this acquired interest from our Montana retail customers. While we expect our future opportunity to serve growing customer demand, including large-load customers, may be supported by this resource, in October 2025, we signed a contract to sell the dispatchable capacity and associated energy from the Puget Interests beginning January 1,

2026, through late 2027. Revenues from this agreement are expected to largely offset the estimated \$30 million of annual incremental operating and maintenance costs associated with the Puget Interests. In addition, in October 2025, we submitted a request to the FERC for approval of cost-based rates for our subsidiary that will own the Puget Interests. In February 2026, the FERC approved both the cost based rates and the contract rates retroactive to January 1, 2026. In March 2026, two MPSC commissioners, in their individual capacity, filed a motion with the FERC requesting a rehearing that largely reiterated arguments previously rejected by the FERC. We anticipate that the FERC will rule on this motion in the second quarter of 2026. If the FERC denies the motion, its prior approval order will stand. If the FERC grants the motion, it could reopen all or some portion of the proceedings.

#### (4) Income Taxes

We compute income tax expense for each quarter based on the estimated annual effective tax rate for the year, adjusted for certain discrete items. Our effective tax rate typically differs from the federal statutory tax rate due to the regulatory impact of flowing through the federal and state tax benefit of repairs deductions, state tax benefit of accelerated tax depreciation deductions (including bonus depreciation when applicable) and production tax credits. The regulatory accounting treatment of these deductions requires immediate income recognition for temporary tax differences of this type, which is referred to as the flow-through method. When the flow-through method of accounting for temporary differences is reflected in regulated revenues, we record deferred income taxes and establish related regulatory assets and liabilities.

During the three months ended March 31, 2026 income tax expense was \$13.8 million compared to \$15.2 million for the same period in 2025. For the three months ended March 31, 2026, the effective tax rate was 17.9% compared to 16.5% for the same period in 2025. The higher effective tax rate was primarily due to lower production tax credits.

#### (5) Comprehensive Income (Loss)

The following tables display the components of Other Comprehensive Income (Loss), after-tax, and the related tax effects (in thousands):

	Three Months Ended					
	March 31, 2026			March 31, 2025		
	Before-Tax Amount	Tax Expense	Net-of-Tax Amount	Before-Tax Amount	Tax Expense	Net-of-Tax Amount
Foreign currency translation adjustment	\$ (1)	\$ —	\$ (1)	\$ 1	\$ —	\$ 1
Reclassification of net income on derivative instruments	153	(40)	113	153	(40)	113
Other comprehensive income (loss)	<u>\$ 152</u>	<u>\$ (40)</u>	<u>\$ 112</u>	<u>\$ 154</u>	<u>\$ (40)</u>	<u>\$ 114</u>

Balances by classification included within accumulated other comprehensive loss (AOCL) on the Condensed Consolidated Balance Sheets are as follows, net of tax (in thousands):

	March 31, 2026	December 31, 2025
Foreign currency translation	\$ 1,450	\$ 1,451
Derivative instruments designated as cash flow hedges	(8,356)	(8,469)
Postretirement medical plans	957	957
Accumulated other comprehensive loss	<u>\$ (5,949)</u>	<u>\$ (6,061)</u>

The following tables display the changes in AOCL by component, net of tax (in thousands):

	Affected Line Item in the Condensed Consolidated Statements of Income	Three Months Ended March 31, 2026				Total
		Interest Rate Derivative Instruments Designated as	Postretirement Medical Plans	Foreign Currency Translation		
		Cash Flow Hedges				
Beginning balance		\$ (8,469)	\$ 957	\$ 1,451	\$ (6,061)	
Other comprehensive loss before reclassifications		—	—	(1)	(1)	
Amounts reclassified from AOCL	Interest Expense	113	—	—	113	
Net current-period other comprehensive income (loss)		113	—	(1)	112	
Ending balance		\$ (8,356)	\$ 957	\$ 1,450	\$ (5,949)	

	Affected Line Item in the Condensed Consolidated Statements of Income	Three Months Ended March 31, 2025				Total
		Interest Rate Derivative Instruments Designated as	Postretirement Medical Plans	Foreign Currency Translation		
		Cash Flow Hedges				
Beginning balance		\$ (8,921)	\$ 784	\$ 1,433	\$ (6,704)	
Other comprehensive income before reclassifications		—	—	1	1	
Amounts reclassified from AOCL	Interest Expense	113	—	—	113	
Net current-period other comprehensive income		113	—	1	114	
Ending balance		\$ (8,808)	\$ 784	\$ 1,434	\$ (6,590)	

## (6) Financing Activities

On April 9, 2026, we amended our existing NorthWestern Energy Group \$150.0 million Term Loan Credit Agreement (Term Loan) to extend the maturity date from April 10, 2026 to December 31, 2026.

We exercised a five-year renewal option on a default supply procurement agreement, which we have recorded as a finance lease on our Condensed Consolidated Balance Sheets. As a result, the finance lease term was extended and will mature on June 30, 2031.

On April 28, 2026, NWE Public Service priced \$150.0 million aggregate principal amount of South Dakota First Mortgage Bonds at a fixed interest rate of 5.51 percent maturing on June 15, 2036. We expect to complete the issuance and sale of these bonds on June 15, 2026. A portion of the proceeds will be utilized to redeem all \$60.0 million of NWE Public Service's 2.80 percent South Dakota First Mortgage Bonds due on June 15, 2026.

## (7) Segment Information

Our reportable segments are engaged in the electric and natural gas utility businesses.

Our Chief Operating Decision Maker (CODM), who is our Chief Executive Officer, uses segment net income to evaluate if our operating segments are earning their authorized rate of return and in the annual budget and forecasting process. Our CODM also uses segment net income to determine how to allocate capital resources between our operating segments and when to allocate the resources necessary to file for rate reviews. Segment asset and capital expenditure information is not provided for our reportable segments. As an integrated electric and gas utility, we operate significant assets that are not dedicated to a specific reportable segment.

Financial data for the reportable segments are as follows (in thousands):

**Three Months Ended**

<b>March 31, 2026</b>	<b>Electric</b>	<b>Gas</b>	<b>Total</b>
Operating revenues	\$ 362,054	\$ 135,516	\$ 497,570
Fuel, purchased supply and direct transmission expense (exclusive of depreciation and depletion shown separately below)	90,275	55,290	145,565
Operating, general, and administrative	89,601	27,131	116,732
Property and other taxes	39,211	11,152	50,363
Depreciation and depletion	55,469	11,362	66,831
Interest expense, net	(30,185)	(7,871)	(38,056)
Other income, net	1,545	624	2,169
Income tax expense	(11,483)	(3,135)	(14,618)
<b>Segment net income</b>	<b>\$ 47,375</b>	<b>\$ 20,199</b>	<b>\$ 67,574</b>
<i>Reconciliation to consolidated net income</i>			
Other, net <sup>(1)</sup>			(4,118)
<b>Consolidated net income</b>			<b>\$ 63,456</b>

**Three Months Ended**

<b>March 31, 2025</b>	<b>Electric</b>	<b>Gas</b>	<b>Total</b>
Operating revenues	\$ 335,483	\$ 131,147	\$ 466,630
Fuel, purchased supply and direct transmission expense (exclusive of depreciation and depletion shown separately below)	92,752	45,445	138,197
Operating, general, and administrative	72,479	25,170	97,649
Property and other taxes	33,286	9,795	43,081
Depreciation and depletion	52,488	9,912	62,400
Interest expense, net	(27,756)	(7,034)	(34,790)
Other income, net	2,490	1,091	3,581
Income tax expense	(9,872)	(4,427)	(14,299)
<b>Segment net income</b>	<b>\$ 49,340</b>	<b>\$ 30,455</b>	<b>\$ 79,795</b>
<i>Reconciliation to consolidated net income</i>			
Other, net <sup>(1)</sup>			(2,855)
<b>Consolidated net income</b>			<b>\$ 76,940</b>

(1) Consists of unallocated corporate costs, including merger-related costs, and certain limited unregulated activity within the energy industry.

**(8) Revenue from Contracts with Customers**

**Nature of Goods and Services**

We provide retail electric and natural gas services to three primary customer classes. Our largest customer class consists of residential customers, which includes single private dwellings and individual apartments. Our commercial customers consist primarily of main street businesses, and our industrial customers consist primarily of manufacturing and processing businesses that turn raw materials into products.

**Electric Segment** - Our regulated electric utility business primarily provides generation, transmission, and distribution services to customers in our Montana and South Dakota jurisdictions. We recognize revenue when electricity is delivered to the customer. Payments on our tariff-based sales are generally due 20-30 days after the billing date.

**Natural Gas Segment** - Our regulated natural gas utility business primarily provides production, storage, transmission, and distribution services to customers in our Montana, South Dakota, and Nebraska jurisdictions. We recognize revenue when natural gas is delivered to the customer. Payments on our tariff-based sales are generally due 20-30 days after the billing date.

## Disaggregation of Revenue

The following tables disaggregate our revenue by major source and customer class (in thousands):

	Three Months Ended					
	March 31, 2026			March 31, 2025		
	Electric	Natural Gas	Total	Electric	Natural Gas	Total
Montana	\$ 120,438	\$ 48,138	\$ 168,576	\$ 114,977	\$ 51,418	\$ 166,395
South Dakota	23,229	14,524	37,753	22,292	15,570	37,862
Nebraska	—	11,161	11,161	—	13,209	13,209
<b>Residential</b>	<b>143,667</b>	<b>73,823</b>	<b>217,490</b>	<b>137,269</b>	<b>80,197</b>	<b>217,466</b>
Montana	106,482	26,877	133,359	96,952	26,758	123,710
South Dakota	31,397	11,754	43,151	29,315	11,175	40,490
Nebraska	—	6,506	6,506	—	7,441	7,441
<b>Commercial</b>	<b>137,879</b>	<b>45,137</b>	<b>183,016</b>	<b>126,267</b>	<b>45,374</b>	<b>171,641</b>
Industrial	11,864	791	12,655	10,100	484	10,584
Lighting, governmental, irrigation, and interdepartmental	5,509	524	6,033	4,693	591	5,284
<b>Total Retail Revenues</b>	<b>298,919</b>	<b>120,275</b>	<b>419,194</b>	<b>278,329</b>	<b>126,646</b>	<b>404,975</b>
Regulatory Amortization	12,277	(1,001)	11,276	27,690	(9,436)	18,254
Transmission	28,765	—	28,765	26,555	—	26,555
Transportation, wholesale and other	22,093	16,242	38,335	2,909	13,937	16,846
<b>Total Revenues</b>	<b>\$ 362,054</b>	<b>\$ 135,516</b>	<b>\$ 497,570</b>	<b>\$ 335,483</b>	<b>\$ 131,147</b>	<b>\$ 466,630</b>

## (9) Earnings Per Share

Basic earnings per share are computed by dividing earnings applicable to common stock by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of common stock equivalent shares that could occur if unvested shares were to vest. Common stock equivalent shares are calculated using the treasury stock method, as applicable. The dilutive effect is computed by dividing earnings applicable to common stock by the weighted average number of common shares outstanding plus the effect of the outstanding unvested restricted stock and performance share awards. Average shares used in computing the basic and diluted earnings per share are as follows:

	Three Months Ended	
	March 31, 2026	March 31, 2025
Basic computation	61,460,756	61,339,498
Dilutive effect of:		
Performance and restricted share awards(1)	171,246	86,603
<b>Diluted computation</b>	<b>61,632,002</b>	<b>61,426,101</b>

(1) Performance share awards are included in diluted weighted average number of shares outstanding based upon what would be issued if the end of the most recent reporting period was the end of the term of the award.

As of March 31, 2026, there were no shares from performance and restricted share awards which were antidilutive and excluded from the earnings per share calculations, compared to 49,071 shares as of March 31, 2025.

## (10) Employee Benefit Plans

We sponsor and/or contribute to pension and postretirement health care and life insurance benefit plans for eligible employees. Net periodic benefit cost (credit) for our pension and other postretirement plans consists of the following (in thousands):

Components of Net Periodic Benefit Cost (Credit)	Pension Benefits		Other Postretirement Benefits	
	Three Months Ended March 31,		Three Months Ended March 31,	
	2026	2025	2026	2025
Service cost	\$ 1,098	\$ 1,195	\$ 54	\$ 62
Interest cost	2,891	6,045	102	127
Expected return on plan assets	(2,923)	(5,742)	(403)	(354)
Recognized actuarial loss (gain)	—	—	(161)	(70)
Net periodic benefit cost (credit)	\$ 1,066	\$ 1,498	\$ (408)	\$ (235)

We contributed \$2.0 million to our pension plans during the three months ended March 31, 2026. We expect to contribute an additional \$9.5 million to our pension plans during the remainder of 2026.

## (11) Commitments and Contingencies Parent Guarantee

NorthWestern Energy Group, Inc. has guaranteed the contractual obligations of its wholly-owned subsidiary, NorthWestern Colstrip 370Pu, LLC (NW Colstrip 370), to its counterparty to an agreement for the sale of capacity and energy from our recently acquired 370 megawatt ownership interest in the Colstrip facility. The guarantee exists during the January 2026 through September 2027 term of the agreement. The guarantee is unconditional and irrevocable, covering all payment obligations of the subsidiary under the contract up to a maximum amount of \$15.0 million. The guarantee is triggered in an event where NW Colstrip 370 fails to pay any amounts that could come due under the agreement. As of March 31, 2026, no demand has been made under the guarantee and management believes that risk of material payment under this guarantee is remote.

## ENVIRONMENTAL LIABILITIES AND REGULATION

The circumstances set forth in Note 20 - Commitments and Contingencies to the financial statements included in the NorthWestern Energy Group Annual Report on Form 10-K for the year ended December 31, 2025 appropriately represent, in all material respects, the current status of our environmental liabilities and regulation.

## LEGAL PROCEEDINGS

We are subject to various legal proceedings, governmental audits and claims that arise in the ordinary course of business. In our opinion, the amount of ultimate liability with respect to these other actions will not materially affect our financial position, results of operations, or cash flows.

## UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED FINANCIAL INFORMATION

On August 18, 2025, Black Hills Corporation, a South Dakota corporation ("Black Hills" or the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with NorthWestern Energy Group, Inc., a Delaware corporation ("NorthWestern") and River Merger Sub Inc., a Delaware corporation and direct wholly owned subsidiary of Black Hills ("Merger Sub"). The Merger Agreement, which has been unanimously approved by both the board of directors of Black Hills and the board of directors of NorthWestern, provides for an all-stock merger of Black Hills and NorthWestern upon the terms and subject to the conditions set forth therein.

The Merger Agreement provides for Merger Sub to merge with and into NorthWestern (the "Merger"), with NorthWestern continuing as the surviving entity and a direct wholly owned subsidiary of Black Hills, which would assume a new corporate name, Bright Horizon Energy Corporation, as the resulting parent company of the combined corporate group.

At the effective time of the Merger (the "Effective Time"), each share of common stock of NorthWestern, par value \$0.01 per share (the "NorthWestern Common Stock", issued and outstanding as of immediately prior to the Effective Time will be converted into the right to receive 0.98 (the "Exchange Ratio") validly issued, fully paid and non-assessable shares of common stock of Black Hills, par value \$1.00 per share (the "Black Hills Common Stock") (or cash in lieu of fractional shares thereof), in each case upon and subject to the terms and conditions of the Merger Agreement.

The following unaudited pro forma condensed combined financial statements, which have been prepared to give effect to the Merger in accordance with Article 11 of Regulation S-X and are limited to adjustments required by such rules, include adjustments for the following:

- certain reclassifications to conform the historical financial statement presentation of Black Hills and NorthWestern; and
- application of the acquisition method of accounting under the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification, which we refer to as ASC 805, "Business Combinations," to reflect estimated merger consideration of approximately \$4.6 billion in exchange for 100% of all outstanding NorthWestern Common Stock;

The unaudited pro forma financial information should be read, if at all, together with its accompanying notes and in conjunction with the following historical consolidated financial statements and accompanying notes of Black Hills and NorthWestern, referenced below. The pro forma financial statements of Black Hills have been derived from:

- the audited consolidated financial statements of Black Hills as of and for the year ended December 31, 2025 included in Black Hills' Annual Report on Form 10-K for the fiscal year then ended;
- the unaudited consolidated financial statements of Black Hills as of and for the three months ended March 31, 2026 included in Black Hills' Quarterly Report on Form 10-Q for the quarterly period then ended;
- the audited consolidated financial statements of NorthWestern for the year ended December 31, 2025, included in NorthWestern's Annual Report on Form 10-K for the fiscal year then ended, filed as Exhibit 99.1 to Black Hills' Form 8-K filed on February 19, 2026; and
- the unaudited consolidated financial statements of NorthWestern as of and for the three months ended March 31, 2026, included in NorthWestern's Quarterly Report on Form 10-Q for the quarterly period then ended, filed as Exhibit 99.1 to the Current Report on Form 8-K;

The unaudited pro forma combined condensed statement of income combine the Black Hills and NorthWestern historical consolidated income statements for the three months ended March 31, 2026 and year ended December 31, 2025, giving effect to the Merger as if it were completed on January 1, 2025. The unaudited pro forma combined condensed balance sheet as of March 31, 2026 gives effect to the Merger as if it were completed on that date.

The historical consolidated financial information has been adjusted in the unaudited pro forma financial statements to give effect to certain pro forma events that are directly attributable to the Merger and factually supportable. The unaudited pro forma financial statements do not reflect other potential effects of the Merger, such as anticipated cost savings (or associated costs to achieve such savings) from operating efficiencies or restructuring that could result from the Merger, the effect of any regulatory actions that may impact the pro forma financial statements following completion of the Merger or the effects of any changes in business or market conditions as a result of the Merger or otherwise.

The statements and related notes have been prepared for illustrative purposes only, based upon applicable rules of the Securities and Exchange Commission. The pro forma information does not purport to be indicative of what the combined company's consolidated financial position or results of operations actually would have been had the Merger been completed as of the dates indicated. In addition, the unaudited pro forma combined condensed financial information does not purport to project the future financial position or operating results of the combined company. The pro forma adjustments, which are subject to uncertainties, are based on the information available at the time of the preparation of these pro forma financial statements and on the basis of certain assumptions and estimates.

Amounts in the unaudited pro forma financial information below may not foot due to immaterial rounding differences.

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**BLACK HILLS CORPORATION AND NORTHWESTERN ENERGY GROUP**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME (LOSS)**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2026**

	Black Hills Corporation Historical	NorthWestern Energy Group Historical	Presentation Reclass (Note 1)	Transaction Accounting Adjustments	Note 3	Pro Forma Condensed Combined
	(in millions, except per share amounts)					
Revenue	\$ 781	\$ 498	\$ —	\$ —		\$ 1,278
Operating expenses:						
Fuel, purchased power and cost of natural gas sold	338	146	—	—		484
Operations and maintenance	148	75	46	—		269
Administrative and general	-	46	(46)	—		—
Depreciation and amortization	75	67	—	—		142
Taxes other than income taxes	18	50	—	—		69
Total operating expenses	579	384	—	—		962
Operating income	202	114	—	—		316
Other income (expense):						
Interest expense, net	(52)	(40)	—	—		(92)
Other income (expense), net	1	3	—	—		4
Total other income (expense)	(51)	(37)	—	—		(88)
Income before income taxes	151	77	—	—		228
Income tax (expense)	(18)	(14)	—	—		(31)
Net income	133	64	—	—		197
Net income attributable to non-controlling interest	(2)	-	—	—		(2)
Net income available for common stock	<u>\$ 131</u>	<u>\$ 64</u>	<u>\$ -</u>	<u>\$ -</u>		<u>\$ 195</u>
Earnings per share of common stock:						
Earnings per share, Basic	<u>\$ 1.74</u>	<u>\$ 1.03</u>				<u>\$ 1.43</u>
Earnings per share, Diluted	<u>\$ 1.73</u>	<u>\$ 1.03</u>				<u>\$ 1.43</u>
Weighted average common shares outstanding:						
Basic	<u>75</u>	<u>61</u>	<u>-</u>	<u>(1)</u>	(A)	<u>136</u>
Diluted	<u>76</u>	<u>62</u>	<u>-</u>	<u>(1)</u>	(A)	<u>136</u>

**BLACK HILLS CORPORATION AND NORTHWESTERN ENERGY GROUP**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME (LOSS)**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**

	Black Hills Corporation Historical	NorthWestern Energy Group Historical	Presentation Reclass (Note 1)	Transaction Accounting Adjustments	Note 3	Pro Forma Condensed Combined
	(in millions, except per share amounts)					
Revenue	\$ 2,310	\$ 1,611	\$ —	\$ —		\$ 3,921
Operating expenses:						
Fuel, purchased power and cost of natural gas sold	832	410	—	—		1,241
Operations and maintenance	590	285	158	34	(B), (C)	1,067
Administrative and general	-	158	(158)	—		—
Depreciation and amortization	284	250	—	—		533
Taxes other than income taxes	67	182	—	—		250
Total operating expenses	<u>1,773</u>	<u>1,285</u>	<u>—</u>	<u>34</u>		<u>3,091</u>
Operating income	<u>538</u>	<u>326</u>	<u>—</u>	<u>(34)</u>		<u>829</u>
Other income (expense):						
Interest expense, net	(200)	(150)	—	—		(351)
Other income (expense), net	6	12	—	—		18
Total other income (expense)	<u>(194)</u>	<u>(138)</u>	<u>—</u>	<u>—</u>		<u>(332)</u>
Income before income taxes	344	188	—	(34)		497
Income tax benefit (expense)	(44)	(6)	—	6	(D)	(44)
Net income	300	181	—	(28)		453
Net income attributable to non-controlling interest	(8)	-	—	—		(8)
Net income available for common stock	<u>\$ 292</u>	<u>\$ 181</u>	<u>\$ —</u>	<u>\$ (28)</u>		<u>\$ 445</u>
Earnings per share of common stock:						
Earnings per share, Basic	<u>\$ 3.99</u>	<u>\$ 2.95</u>				<u>\$ 3.34</u>
Earnings per share, Diluted	<u>\$ 3.98</u>	<u>\$ 2.94</u>				<u>\$ 3.33</u>
Weighted average common shares outstanding:						
Basic	<u>73</u>	<u>61</u>	<u>—</u>	<u>(1)</u>	(A)	<u>133</u>
Diluted	<u>73</u>	<u>62</u>	<u>—</u>	<u>(1)</u>	(A)	<u>133</u>

**BLACK HILLS CORPORATION AND NORTHWESTERN ENERGY GROUP**  
**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**  
**AS OF MARCH 31, 2026**

	Black Hills Corporation Historical	NorthWestern Energy Group Historical	Presentation Reclass (Note 1)	Transaction Accounting Adjustments	Note 3	Pro Forma Condensed Combined
<b>ASSETS</b>						
Current assets:						
Cash, restricted cash and equivalents	\$ 31	\$ 28	\$ —	\$ (33)	(E)	\$ 26
Accounts receivable, net	383	199	—	—		583
Materials, supplies and fuel	147	134	—	—		281
Regulatory assets, current	123	103	—	—		226
Other current assets	104	49	—	—		153
<b>Total current assets</b>	<b>788</b>	<b>513</b>	<b>—</b>	<b>(33)</b>		<b>1,268</b>
<b>Total property, plant and equipment, net</b>	<b>8,394</b>	<b>6,794</b>	<b>—</b>	<b>—</b>		<b>15,188</b>
Other assets:						
Goodwill	1,300	368	—	1,550	(F)	3,217
Regulatory assets, non-current	252	774	—	—		1,025
Other assets, non-current	87	134	—	—		221
<b>Total other assets, non-current</b>	<b>1,638</b>	<b>1,275</b>	<b>—</b>	<b>1,550</b>		<b>4,463</b>
<b>TOTAL ASSETS</b>	<b>\$ 10,820</b>	<b>\$ 8,583</b>	<b>\$ —</b>	<b>\$ 1,517</b>		<b>\$ 20,920</b>
<b>LIABILITIES AND EQUITY</b>						
Current liabilities:						
Accounts payable	\$ 211	\$ 122	\$ —	\$ —		\$ 333
Accrued liabilities	262	323	—	—		585
Regulatory liabilities, current	86	31	—	—		117
Notes payable	252	150	—	—		402
Current maturities of long-term debt	410	105	—	—		515
<b>Total current liabilities</b>	<b>1,221</b>	<b>731</b>	<b>—</b>	<b>—</b>		<b>1,952</b>
<b>Long-term debt, net of current maturities</b>	<b>3,993</b>	<b>3,178</b>	<b>—</b>	<b>—</b>		<b>7,170</b>
Deferred credits and other liabilities:						
Deferred income tax liabilities, net	737	751	—	(98)	(G)	1,389
Regulatory liabilities, non-current	490	685	—	—		1,175
Other deferred credits and other liabilities	353	330	—	—		683
<b>Total deferred credits and other liabilities</b>	<b>1,580</b>	<b>1,765</b>	<b>—</b>	<b>(98)</b>		<b>3,247</b>
Equity:						
Stockholders' equity -						
Black Hills common stock, additional paid-in capital and treasury stock	2,532	-	—	4,552	(H)	7,084
NorthWestern common stock, additional paid-in capital and treasury stock	-	1,996	—	(1,996)	(H)	(0)
Retained earnings	1,421	919	—	(946)	(H)	1,393
Accumulated other comprehensive income (loss)	(8)	(6)	—	6	(H)	(8)
<b>Total stockholders' equity</b>	<b>3,945</b>	<b>2,909</b>	<b>—</b>	<b>1,615</b>		<b>8,470</b>
Non-controlling interest	82	-	—	—		82
<b>Total equity</b>	<b>4,027</b>	<b>2,909</b>	<b>—</b>	<b>1,615</b>		<b>8,551</b>
<b>TOTAL LIABILITIES AND TOTAL EQUITY</b>	<b>\$ 10,820</b>	<b>\$ 8,583</b>	<b>\$ —</b>	<b>\$ 1,517</b>		<b>\$ 20,920</b>

## NOTES TO THE UNAUDITED PROFORMA CONDENSED COMBINED FINANCIAL STATEMENTS

### (1) BASIS OF PROFORMA PRESENTATION

The unaudited pro forma combined condensed statements of income combine the Black Hills and NorthWestern historical consolidated income statements for the three months ended March 31, 2026 and the year ended December 31, 2025, giving effect to the Merger as if it were completed on January 1, 2025. The unaudited pro forma combined condensed balance sheet as of March 31, 2026 gives effect to the Merger as if it were completed on that date.

Black Hills' and NorthWestern's historical financial statements were prepared in accordance with U.S. GAAP and presented in U.S. dollars. Certain reclassifications have been made to NorthWestern's historical presentation in order to conform to Black Hills' historical presentation, as presented within the column titled "Presentation Reclass" in the pro forma balance sheet. Black Hills has not identified all adjustments necessary to conform NorthWestern's accounting policies to Black Hills' accounting policies. Upon completion of the Merger, or as more information becomes available, Black Hills will perform a more detailed review of NorthWestern's accounting policies. As a result of that review, differences could be identified between the accounting policies of the two companies that, when conformed, could have a material impact on the combined company's financial information. Further, there were no material transactions and balances between Black Hills and NorthWestern as of and for the three months ended March 31, 2026 and year ended December 31, 2025.

The accompanying unaudited pro forma condensed combined financial statements and related notes were prepared using the acquisition method of accounting under the provisions of ASC 805, with Black Hills considered the acquirer of NorthWestern. ASC 805 requires, among other things, that the assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. For purposes of the unaudited pro forma condensed combined balance sheet, the purchase consideration has been allocated to the assets acquired and liabilities assumed of NorthWestern based upon management's preliminary estimate of their fair values as of March 31, 2026. Black Hills has not completed the valuation analysis and calculations in sufficient detail necessary to arrive at the required estimates of the fair market value of the NorthWestern assets to be acquired or liabilities assumed. Accordingly, NorthWestern's assets and liabilities are presented at their respective carrying amounts and should be treated as preliminary fair values. Any differences between the fair value of the consideration transferred and the fair value of the assets acquired and liabilities assumed will be recorded as goodwill. Accordingly, the purchase price allocation and related adjustments reflected in these unaudited pro forma condensed combined financial statements are preliminary and subject to revision based on a final determination of fair value.

The unaudited pro forma financial statements are presented for illustration only and do not reflect anticipated cost savings (or associated costs to achieve such savings) from operating efficiencies or restructuring that could result from the Merger. Further, the pro forma financial statements do not reflect the effect of any regulatory actions that may impact the proforma financial statements when the Merger is completed.

### (2) PRELIMINARY PURCHASE PRICE ALLOCATION

At the Effective Time, each share of NorthWestern Common Stock, issued and outstanding as of immediately prior to the Effective Time will be converted into the right to receive 0.98 validly issued, fully paid and non-assessable shares of Black Hills Common Stock (or cash in lieu of fractional shares thereof), in each case upon and subject to the terms and conditions of the Merger Agreement. For purposes of the unaudited pro forma condensed combined balance sheet, the estimated merger consideration is based on the total NorthWestern Common Stock issued and outstanding as of April 24, 2026 and the closing price per share of Black Hills Common Stock on May 7, 2026.

Refer to the table below for preliminary calculation of estimated merger consideration:

	<b>Amount in millions (except exchange ratio and price per share)</b>
NorthWestern Common Stock issued and outstanding as of April 24, 2026	62
Exchange ratio	0.98
Black Hills Common Stock to be issued	60
Black Hills Common Stock price on May 7, 2026	\$ 75.22
Estimated value of Black Hills Common Stock to be issued to NorthWestern stockholders pursuant to the Merger Agreement	\$ 4,534
Estimated cash consideration attributable to the settlement of equity awards	7
Estimated equity consideration attributable to the settlement of equity awards	10
Estimated fair value of merger consideration	\$ 4,551

The cash and equity consideration attributable to the settlement of equity awards represents the estimated fair value of share-based compensation for NorthWestern's vested and replaced awards related to pre-combination services. NorthWestern's outstanding equity awards will vest or be replaced by Black Hills' restricted stock equity awards in the manner specified in the Merger Agreement. The estimated fair value of estimated merger consideration will primarily depend on the market price of Black Hills Common Stock when the merger is consummated. The following table shows the effect of changes in Black Hills Common Stock price and the resulting impact on the estimated merger consideration (in millions, except per share data):

Stock Price Sensitivity	Black Hills Common Stock Price (Per Share)	Estimated fair value of merger consideration	Estimated Goodwill
As presented	\$ 75.22	\$ 4,551	\$ 1,918
10% increase	82.74	5,005	2,371
10% decrease	\$ 67.70	\$ 4,098	\$ 1,464

The preliminary estimated Merger consideration as shown in the tables above is allocated to the tangible assets acquired and liabilities assumed of NorthWestern based on their preliminary estimated fair values. As mentioned above in Note 1, Black Hills has not completed the valuation analysis and calculations in sufficient detail necessary to arrive at the required estimates of the fair market value of the NorthWestern assets to be acquired or liabilities assumed. Accordingly, assets acquired and liabilities assumed are presented at their respective carrying amounts and should be treated as preliminary fair values. The fair value assessments are preliminary and are based upon available information and certain assumptions, which Black Hills believes are reasonable under the circumstances. Actual results may differ materially from the assumptions within the unaudited pro forma condensed combined financial statements.

The following table sets forth a preliminary allocation of the estimated Merger consideration to the fair value of the identifiable tangible and intangible assets acquired and liabilities assumed of NorthWestern using NorthWestern's unaudited consolidated balance sheet as of March 31, 2026, with the excess recorded to goodwill:

	Amount (in millions)
Preliminary fair value of estimated total Merger consideration	\$ 4,551
<b>Assets</b>	
Cash, restricted cash and equivalents	28
Accounts receivable, net	199
Materials, supplies and fuel	134
Regulatory assets, current	103
Other current assets	49
Total property, plant and equipment, net	6,794
Regulatory assets, non-current	774
Other assets, non-current	134
Total assets excluding existing goodwill	8,215
<b>Liabilities</b>	
Accounts payable	(122)
Accrued liabilities	(323)
Regulatory liabilities, current	(31)
Notes payable	(150)
Current maturities of long-term debt	(105)
Long-term debt, net of current maturities	(3,178)
Deferred income tax liabilities, net	(659)
Regulatory liabilities, non-current	(685)
Other deferred credits and other liabilities	(330)
Total liabilities	(5,582)
Less: Net assets	2,633
Goodwill	\$ 1,918

### (3) TRANSACTION ACCOUNTING ADJUSTMENTS

The transaction accounting adjustments included in the Unaudited Pro Forma Condensed Combined Statement of Income (Loss) and the Unaudited Pro Forma Condensed Combined Balance Sheet are as follows:

- (A) The pro forma basic and diluted earnings per share calculations are based on the basic and diluted weighted average shares of Black Hills plus shares issued as part of the Merger. The pro forma basic and diluted weighted average shares outstanding are a combination of historical weighted average shares of Black Hills Common Stock and the share impact as part of the Merger. The effect of converting certain equity awards held by NorthWestern employees into Bright Horizon Energy Corporation Common Stock is not considered material to the pro forma weighted average number of basic and diluted shares outstanding. Weighted average shares outstanding are as follows:

Pro forma weighted average shares (in millions)	Three Months ended March 31, 2026
Historical Black Hills weighted average shares outstanding - basic	75
Black Hills common shares to be issued pursuant to the Merger Agreement (Note 2)	60
Pro forma weighted average shares - basic	136
Historical Black Hills weighted average shares outstanding - diluted	76
Black Hills common shares to be issued pursuant to the Merger Agreement (Note 2)	60
Pro forma weighted average shares - diluted	136

- (B) Reflects estimated transaction-related costs of \$26 million directly attributable to the merger, including investment banking fees, legal fees, consulting fees, and other transaction costs to be incurred by Black Hills. The adjustment was assumed to be recorded as Operation and maintenance expense on January 1, 2025. These non-recurring expenses are not anticipated to affect these Unaudited Pro Forma Condensed Combined Statements of Income (Loss) beyond twelve months after the closing date. For the three months ended March 31, 2026, Black Hills and NorthWestern incurred transaction costs of approximately \$3 million and \$2 million, respectively, directly attributable to the merger. For the year ended December 31, 2025, Black Hills and NorthWestern incurred transaction costs of approximately \$10 million and \$9 million, respectively, directly attributable to the merger.
- (C) Represents a non-recurring adjustment of \$8 million for the acceleration of Black Hills' equity awards subject to preexisting change-in-control provisions that will become immediately vested upon the closing of the Merger. This \$8 million is considered a transaction-related cost in addition to the amount described in (B). The adjustment was assumed to be recorded as Operation and maintenance expense on January 1, 2025. This adjustment will not have a continuing impact to the Unaudited Pro Forma Condensed Combined Statements of Income (Loss) beyond twelve months after the closing date.
- (D) Reflects \$6 million for the income tax effects of pro forma adjustments in (B) and (C) above at the estimated combined statutory federal and state rate at 23%. For tax purposes related to adjustment (B) above, it is estimated that \$18 million of transaction-related merger costs will be deductible and \$8 million will be subject to capitalization.
- (E) Reflects the payment of \$26 million for Black Hills estimated transaction-related merger costs. Also reflects payment of \$7 million for the settlement of certain NorthWestern's outstanding Restricted Stock Unit awards granted prior to signing of the Merger Agreement that will become immediately vested upon the closing of the Merger.
- (F) Reflects an adjustment to goodwill based on the preliminary purchase price allocation discussed in Note 2 above:

	Amount (in millions)
Fair value of consideration transferred in excess of the preliminary fair value of assets acquired and liabilities assumed (Note 2)	\$ 1,918
Removal of NorthWestern's historical goodwill	(368)
Pro forma net adjustment to goodwill	\$ 1,550

- (G) Reflects an adjustment to deferred tax liabilities, net to remove \$92 million of NorthWestern's existing deferred tax liability related to goodwill and \$6 million for the income tax effects of pro forma adjustments as described in (D) above.
- (H) Reflects adjustments to Black Hills and NorthWestern equity based on the following:

	Black Hills common stock, additional paid-in capital and treasury stock	NorthWestern common stock, additional paid-in capital and treasury stock	Retained Earnings	Accumulated other comprehensive income (loss)	Total
Estimated value of Black Hills common shares to be issued to NorthWestern stockholders pursuant to the Merger Agreement	\$ 4,534	\$ -	\$ -	\$ -	\$ 4,534
Removal of NorthWestern's historical stockholders' equity	\$ -	\$ (1,996)	\$ (919)	\$ 6	\$ (2,909)
Estimated equity consideration attributable to the settlement of NorthWestern's equity awards	\$ 10	\$ -	\$ -	\$ -	\$ 10
Adjustment for Black Hills estimated merger transaction costs, net of tax	\$ -	\$ -	\$ (21)	\$ -	\$ (21)
Settlement of Black Hills' equity awards, net of tax	\$ 8	\$ -	\$ (6)	\$ -	\$ 2
Total	\$ 4,552	\$ (1,996)	\$ (946)	\$ 6	\$ 1,615

