
Management's Discussion and Analysis

Hammond Power Solutions – passionate people energizing a better world

Hammond Power Solutions Inc. ("HPS" or the "Company") enables electrification through its broad range of dry-type transformers, power quality products and related magnetics. HPS' standard and custom-designed products are essential and ubiquitous in electrical distribution networks through an extensive range of end-user applications. The Company has manufacturing plants in Canada, the United States (U.S.), Mexico and India and sells its products around the globe. HPS shares are listed on the Toronto Stock Exchange and trade under the symbol HPS.A.

The following is Management's Discussion and Analysis ("MD&A") of the Company's consolidated operating results for the six months ended July 2, 2022 and should be read in conjunction with the accompanying unaudited Condensed Interim Consolidated Financial Statements of the Company for the second quarter of fiscal 2022. This information is based on Management's knowledge as at August 2, 2022. The Company assumes that the reader of this MD&A has access to and has read the audited Annual Consolidated Financial

Statements and MD&A of the Company, contained in our 2021 Annual Report and accordingly, the purpose of this document is to provide a second quarter update to the information contained in the fiscal 2021 MD&A. All amounts are reported under International Financial Reporting Standards ("IFRS"). All amounts in this report are expressed in thousands of Canadian dollars unless otherwise noted. Additional information relating to the Company may be found on SEDAR's website at www.sedar.com, or on the Company's website at www.hammondpowersolutions.com.

Caution regarding forward-looking information

This MD&A contains forward-looking statements that involve a number of risks and uncertainties, including statements that relate to among other things, HPS' strategies, intentions, plans, beliefs, expectations and estimates, and can generally be identified by the use of words such as "may", "will", "could", "should", "would", "likely", "expect", "intend", "estimate", "anticipate", "believe", "plan",

“objective” and “continue” and words and expressions of similar import. Although HPS believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from expectations include but are not limited to: general business and economic conditions (including but not limited to currency rates); changes in laws and regulations; legal and regulatory proceedings; and the ability to execute strategic plans. HPS does not undertake any obligation to update publicly or to revise any of the forward-looking statements contained in this document, whether as a result of new information, future events or otherwise, except as required by law.

Additional GAAP and Non-GAAP measures

This document uses the terms “earnings from operations” which represents earnings before finance and other costs/(income) and income taxes. “EBITDA” is also used and is defined as earnings before interest, taxes, depreciation and amortization. Adjusted EBITDA represents EBITDA adjusted for foreign exchange gain or loss. Operating earnings, EBITDA and Adjusted EBITDA are some of the measures the Company uses to evaluate the operational profitability. The Company presents EBITDA to show its performance before interest, taxes and depreciation and amortization. Management believes that HPS shareholders and potential investors in HPS use additional GAAP and non-GAAP financial measures, such as operating earnings, net cash or net indebtedness, EBITDA and Adjusted EBITDA in making investment decisions about the Company and to measure its operational results. A reconciliation of earnings from operations, EBITDA and Adjusted EBITDA to net earnings for the quarters ending July 2, 2022 and

June 26, 2021 is contained in the MD&A. Earnings from operations, EBITDA and Adjusted EBITDA should not be construed as a substitute for net earnings determined in accordance with IFRS.

“Order bookings” represent confirmed purchase orders for goods or services received from our customers. “Backlog” represents all unshipped customer orders. “Book value per share” is the total shareholders’ equity divided by the average outstanding shares. The terms “earnings from operations”, “EBITDA”, “Adjusted EBITDA”, “order bookings”, “backlog” and “book value per share” do not have any standardized meaning prescribed within IFRS and may not be comparable to similar measures presented by other companies.

Sales

Sales for the quarter-ended July 2, 2022 were \$137,476, an increase of \$49,199 or 55.7% from Quarter 2, 2021 sales of \$88,277. Year-to-date 2022 sales increased \$96,860 or 57.5% to \$265,258 compared to \$168,398 in 2021. The strong sales increase is due to a combination of higher pricing, due to cost inflation, higher volumes and strong Mesta and Indian sales.

Sales in the United States and Mexico stated in Canadian dollars increased by \$30,806 or 58.1%, finishing at \$83,859 for Quarter 2, 2022 compared to \$53,053 in Quarter 2, 2021. Year-to-date U.S. and Mexican sales were \$166,970 in 2022 and \$99,558 in 2021, an increase of \$67,412 or 67.7%. U.S. and Mexican sales, when stated in U.S. dollars were \$65,734 in Quarter 2, 2022, compared to Quarter 2, 2021 of \$43,100, an increase of \$22,634 or 52.5%. Year-to-date U.S. sales and Mexican stated in U.S. dollars were \$131,358 in 2022 compared to \$79,765 in 2021, an increase of \$51,593 or 64.7%.

Second quarter sales were positively impacted by a 4.1% stronger U.S. dollar (“USD”) \$1.00 USD = \$1.28 Canadian dollar (“CAD”) compared with \$1.00 USD = \$1.23 CAD in Quarter 2, 2021. Year-to-date sales have been positively impacted by a 1.6% stronger U.S. dollar

- \$1.00 USD = \$1.27 CAD compared against \$1.00 USD = \$1.25 CAD in 2021. These fluctuations contribute to the increase in USD sales for Quarter 2, 2022 compared to Quarter 2, 2021.

The U.S. sales levels are the highest the Company has ever experienced. The growth was a result of continued increases in the North American Electrical Distributor ("NAED") markets as channel demand continues to surge. The U.S. Original Equipment Manufacturer ("OEM") sales channel also continued to be strong in the second quarter. In terms of end user markets, the power control and motor control markets experienced increases during Quarter 2, 2022 compared to Quarter 2, 2021.

Canadian sales were \$46,846 for the quarter, an increase of \$14,179 or 43.4% from Quarter 2, 2021 sales of \$32,667. Year-to-date Canadian sales were \$85,000 in 2022 compared to \$60,468 in 2021, growth of \$24,532 or 40.6%. Canadian sales experienced large improvements in a number of markets this quarter compared to the same quarter last year, specifically NAED and capital equipment partially offset by a decline in motor control markets.

Indian sales for Quarter 2, 2022 finished at \$6,771 versus \$2,557 in Quarter 2, 2021, a significant increase of \$4,214 or 164.8%. Year-to-date Indian sales were \$13,288 in 2022 compared to \$8,372 in 2021, an increase of \$4,916 or 58.7%. The relatively low 2021 values reflect India's struggle with regional restrictions and supply shortages as the Coronavirus (COVID-19) Pandemic ("COVID-19") had a heavy impact on the country.

The first half of 2021 saw many markets emerge from the sluggish effects of the pandemic. In the first half of 2022 we saw a strong rebound in demand. The Company's broadened reach into NAED and OEM markets have combined to support higher year-over-year shipments.

Quarter 2, 2022 sales by geographic segment were U.S. and Mexican sales of 61.0% (Quarter 2, 2021 -

60.1%) of total sales, Canadian sales of 34.1% (Quarter 2, 2021 - 37.0%), and Indian sales of 4.9% (Quarter 2, 2021 - 2.9%). Quarter 2, 2022 year-to-date sales by geographic segment were U.S. sales of 62.9% (2021 - 59.1%) of total sales, Canadian sales of 32.0% (2021 - 35.9%), and Indian sales of 5.0% (2021 - 5.0%).

During 2021, the Company implemented four price increases, which were necessary to offset rapidly increasing costs in commodities (copper, aluminum and electrical steel), freight, and other components critical to manufacturing transformers. HPS began to see the full effect of those increases in Quarter 1, 2022 and continued to see the impact in Quarter 2, 2022, which is a significant driver of the increase over the prior year. The cost increases were mainly the result of continued supply chain constraints, which we expect to continue throughout the remainder of 2022. As a result, the Company has implemented further price increases during 2022.

In July 2021, HPS acquired the Mesta business, which makes active harmonic filters ("AHF"), and induction heating products ("IH"). AHF were an important addition to our power quality portfolio and IH are used in the manufacture of silicon carbide. Sales for Mesta for the first half of 2022 reached \$5,918 (2021 - \$0), contributing to the overall increase in sales.

The NAED channels growth and OEM capabilities continue to accelerate and strengthen HPS' sales. The Company's market diversification strategy is not single market or industry dependent, resulting in a natural business hedge as some markets grow while others decline. The ability to continue to expand these segments is also a result of new customer additions, organic customer diversity, expanded product offerings and diverse manufacturing capabilities. The Company's engineering and manufacturing capabilities in transformer technology is a strength of the Company and fundamental to revenue growth.

HPS is dedicated to its growth strategy through our focus on product development, capital expenditure

to increase capacity, vertical integration strategies and geographic diversification. The Company believes that these factors will allow the Company to continue to grow market share globally. HPS' standard and custom transformer manufacturing capabilities and service commitment enable HPS as a leader in the electrical transformer market.

Backlog

The Company saw a significant order backlog increase of 124.0% over Quarter 2, 2021 and has seen a continued increase of 26.6% from Quarter 1, 2022. The combination of price increases, strong demand at the end of 2021 and into 2022 along with delayed shipments due to material availability continue to contribute to the record-high backlog. Increased bookings occurred across several market and geographical segments. As the backlog grows, product lead times are extended and the timing of shipments in the backlog become more uncertain – in some cases extending to later in the year and beyond.

HPS is sensitive to the volatility and unpredictability of current global economies and the impact that this could have on booking trends. While many markets are seeing positive quotation and order trends, the Company is very aware that it may see some volatility and unpredictability in longer term booking rates. Some industry-related factors such as global supply chain constraints and low inventories may be contributing to the higher booking rates and backlog and therefore may be temporary in nature.

Gross margin

The company experienced a decline in its gross margin rate for Quarter 2, 2022, which was 25.7% compared to a Quarter 2, 2021 gross margin rate of 28.6%, a decline of 2.9% of sales. The year-to-date gross margin rate was 27.1% in 2022 versus 26.7% in 2021, an increase of 0.4%. Quarter 2, 2022 gross margin rate deteriorated mainly due to the absence of the Canada Emergency

Wage Subsidy program ("CEWS") subsidy, which ended during 2021 and higher commodity costs – in part caused by the global effect of the onset of hostilities in Eastern Europe. The CEWS subsidy contributed \$1,595 to gross margin in Quarter 2, 2021 (year-to-date 2021 - \$1,919). The reduction in CEWS had a negative impact on the gross margin percentage of 1.8%.

Given the rapid rise in commodity prices, HPS was required to increase prices several times during 2021 and 2022 to protect gross margins. In the raising of prices, the Company has been proactive in anticipating cost increases, judicious in maintaining margins and conscientious of our customer relationships. For some channels, particularly those with longer backlog dates and lead times as is the case in our OEM and private label channels, raising prices is more difficult to do in a timely way due to the nature of the contracts. The Company believes that some margin deterioration occurred during 2021 as we were catching up to cost increases. In Quarter 1, 2022 sales and margins were strong with relative stability in underlying commodity costs, culminating in a strong gross margin. By contrast, Quarter 2, 2022 prices were once again lagging the cost increases, brought on by global supply disruptions. Two additional price increases have been implemented in 2022, some of which will be reflected in future quarter sales. HPS continues to focus on price realization strategies and the achievement of cost reductions in an effort to maintain and increase margin rates.

Sales and margins were impacted by the Company's ability to source the materials and components required to maintain a continuous supply to meet demand, which continues to be exacerbated by global logistical disruptions. The manufacture of transformers requires copper, aluminum and electrical steel. All of these commodities, particularly electrical steel, have seen significant price increases driven mainly by supply constraints. During 2021 and into 2022, there has been a heightened awareness of the challenges and strain on the global supply markets as well as a focus on ensuring

that materials required for production are received on a timely basis – preventing interruptions in production.

The gross margin rate is impacted by productivity gains, material procurement and engineering cost reduction initiatives. Margin rates can be sensitive to selling price pressures, volatility in commodity costs, customer mix and geographic blend.

As the demand for our product continues to grow, sales volumes will be determined primarily by which industries and customers are expanding their demand and capacity. As sales increase, the higher manufacturing throughput will have a strengthening impact on margin rates. The Company will realize growth in some markets and experience declines in others, underscoring the volatility of markets and sales demand. The Company is steadfast in its implementation of initiatives to manage the negative volatility impact through diversification in customers, the industries it serves, products and geographies.

HPS' focus during the year has been on execution of its selling price realization strategies and achievement of cost reductions in an effort to protect and eventually raise margin rates. HPS continues to commit resources to its continuous improvement program, which will result in implementing productivity enhancements, cost reductions and lead-time improvements across the entire organization. HPS is confident that these actions will enhance future margin rates and improve profitability and overall financial performance.

Selling and distribution expenses

Total selling and distribution expenses were \$15,288 in Quarter 2, 2022 or 11.1% of sales versus \$10,660 in Quarter 2, 2021 or 12.1% of sales, an increase of \$4,628 and a decrease of 1.0% of sales. Year-to-date selling and distribution expenses were \$29,759 or 11.2% of sales in 2022 compared to \$20,467 or 12.2% in 2021, an increase of \$9,292 and a decrease of 1.0% of sales. The year-over-year increase in selling and distribution

expenses is a result of higher variable freight and commission expenses attributed to the large increase in sales. 2021 expenses were reduced by the CEWS wage support subsidy of \$264 or 0.1% of sales. There was no subsidy recorded in 2022.

General and administrative expense

General and administrative expenses for Quarter 2, 2022 were \$10,051 or 7.3% of sales, compared to Quarter 2, 2021 expenses of \$6,925 or 7.8% of sales, an increase of \$3,126 and a decrease of 0.5% of sales. Year-to-date general and administrative expenses were \$19,298 or 7.3% of sales in 2022, compared to \$13,544 or 8.0% of sales in 2021, an increase of \$5,754 and a decrease of 0.7% of sales. Key drivers for the current increase are as follows:

- 2021 year-to-date expenses were reduced by the CEWS wage support subsidy in the amount of \$822 or 0.2% of sales, there has been no subsidy recorded in 2022;
- Approximately \$1,261 of the increase in the current year is associated with strategic investments in people resources and incentive plans – there were critical roles filled later in 2021 that did not have a comparable expense in the first half of 2021;
- The Mesta acquisition contributed an additional \$372 to general and administrative expenses;
- Additional general and administrative expenses of \$504 relate to the new infrastructure in Mexico;
- Additional investment in information technology ("IT") contributed additional expenses of \$781 related to IT maintenance contracts;
- The higher share price and additional awards granted in Quarter 1, 2022 has caused the DSU expense to increase \$483 from prior year;
- Bad debt expense has increased \$344 in 2022 in comparison to 2021 relating to a specific customer and not representative of a pervasive problem; and

- Higher spending for outside services such as regulatory approvals represent \$519 of the current year increase. HPS continues to invest in growth while remaining very cognizant of prudent general and administrative expense management.

Earnings from operations

Quarter 2, 2022 earnings from operations increased to \$10,046, an increase of \$2,426 or 31.8% from \$7,620 for the same quarter last year. The year-to-date earnings from operations were \$22,704 in 2022 compared to \$11,022 in 2021, an increase of \$11,682 or 106.0%. The expansion in the quarter and year-to-date earnings from operations is mainly a result of increased sales and increased gross margin dollars. This was partially offset by higher foreign exchange expense due to rate fluctuations and increased general and administrative expenses.

Earnings from operations are calculated as outlined in the following table:

	Quarter 2, 2022	Quarter 2, 2021	YTD 2022	YTD 2021
Net earnings	\$ 6,505	\$ 4,689	\$ 15,074	\$ 6,987
Add/(subtract):				
Income tax expense	2,531	2,145	6,204	3,039
Interest expense	349	519	612	624
Foreign exchange loss	629	241	753	357
Share of income of investment in joint venture	–	(7)	(4)	(45)
Other	32	33	65	60
Earnings from operations	\$ 10,046	\$ 7,620	\$ 22,704	\$ 11,022

Net Finance and other costs

Interest expense for Quarter 2, 2022 was \$349, a decrease of \$170 or 32.8% compared to the Quarter 2, 2021 expense of \$519. Year-to-date interest cost was \$612, a decrease of \$12 or 1.9% when compared to the 2021 year-to-date expense of \$624. The Quarter 2 decrease is a result of a decline in indebtedness and higher cash generation. The year-to-date change in the interest expense is a result of timing of working capital requirements as well as higher interest rates.

The foreign exchange loss in Quarter 2, 2022 was \$629, an increase of \$388 compared to the loss of \$241 in Quarter 2, 2021. The year-to-date foreign exchange loss for 2022 was \$753, compared to \$357 for the same period last year. This loss relates primarily to the transactional exchange pertaining to the Company's U.S. dollar trade accounts payable in Canada. The earnings impact of the foreign exchange gains and losses are related to the increased volatility in the exchange rates during the past year.

As at July 2, 2022, the Company had outstanding foreign exchange contracts in place for 17,350 Euros ("EUR") and \$16,000 USD – all of which were implemented as an economic hedge against translation gains and losses on inter-company loans as well as \$36,000 USD to economically hedge the U.S. dollar denominated accounts payable in Canadian HPS operations.

Income taxes

Quarter 2, 2022 income tax expense was \$2,531 as compared to \$2,145 in Quarter 2, 2021, an increase of \$386 or 18.0%. Year-to-date income tax expense was \$6,204 in 2022 and \$3,039 in 2021, an increase of \$3,165.

The consolidated effective tax rate¹ for Quarter 2, 2022 was 28.0% and Quarter 2, 2021 was 31.4%. The year-to-date effective tax rate for the first six months of 2022 was 29.2% compared to 30.3% for the same period in 2021, a decrease of 1.1%. The changes in the effective tax rates were impacted by changes in the earnings mix of the Company. The Company income is generated from different tax jurisdictions and is subject to diverse tax rates and regulations.

Deferred tax assets and liabilities consisting mainly of reserves and allowances are related to temporary differences on current assets and liabilities and are not deductible against current year earnings. Deferred tax assets and liabilities relate to temporary differences resulting from intangible assets and the difference between the net book value and undepreciated capital cost of property, plant and equipment.

Net earnings

Net earnings for Quarter 2, 2022 finished at \$6,505 compared to net earnings of \$4,689 in Quarter 2, 2021, an improvement of \$1,816 or 38.7%. Year-to-date net earnings were \$15,074 in 2022 compared to \$6,987 in 2021, an increase of \$8,087 or 115.7%. The improvement in the year-to-date earnings is a result of the increased sales and higher gross margin dollar contribution partially offset by greater general and administrative expenses and additional foreign exchange losses.

Earnings per share

The basic earnings per share were \$0.55 for Quarter 2, 2022, versus \$0.40 in Quarter 2, 2021, an improvement of \$0.15 or 37.5%. The year-to-date basic earnings per share was \$1.27 in 2022 and \$0.59 in 2021, an increase of \$0.68 or 115.3%.

¹ Effective tax rate is calculated as the income tax expense divided by the earnings before income taxes

EBITDA

EBITDA for Quarter 2, 2022 was \$12,225 versus \$8,694 in Quarter 2, 2021, an increase of \$3,531 or 40.6%. Year-to-date EBITDA was \$26,683 in 2022 and \$14,043 in 2021, an increase of \$12,640 or 90.0%. Adjusted for foreign exchange losses adjusted EBITDA for Quarter 2, 2022 was \$12,854 versus \$8,935 in Quarter 2, 2021, an increase of \$3,919 or 43.9%. Year-to-date EBITDA was \$27,436 in 2022 and \$14,400 in 2021, an increase of \$13,036 or 90.5%.

EBITDA and adjusted EBITDA are calculated as outlined in the following table:

	Quarter 2, 2022	Quarter 2, 2021	YTD 2022	YTD 2021
Net earnings	\$ 6,505	\$ 4,689	\$ 15,074	\$ 6,987
Add:				
Interest expense	349	519	612	624
Income tax expense	2,531	2,145	6,204	3,039
Depreciation and amortization	2,840	1,341	4,793	3,393
EBITDA	\$ 12,225	\$ 8,694	\$ 26,683	\$ 14,043
Add:				
Foreign exchange loss	629	241	753	357
Adjusted EBITDA	\$ 12,854	\$ 8,935	\$ 27,436	\$ 14,400

Summary of quarterly financial information (unaudited)

Fiscal 2022 Quarters	Q1	Q2	YTD Total
Sales	\$ 127,782	\$ 137,476	\$ 265,258
Net earnings	\$ 8,569	\$ 6,505	\$ 15,074
Net earnings per share – basic	\$ 0.72	\$ 0.55	\$ 1.27
Net earnings per share – diluted	\$ 0.72	\$ 0.55	\$ 1.27
Average U.S. to Canadian exchange rate	\$ 1.267	\$ 1.276	\$ 1.271

Fiscal 2021 Quarters	Q1	Q2	Q3	Q4	Total
Sales	\$ 80,121	\$ 88,277	\$ 95,526	\$ 116,278	\$ 380,202
Net earnings	\$ 2,298	\$ 4,689	\$ 3,948	\$ 4,241	\$ 15,176
Net earnings per share – basic	\$ 0.19	\$ 0.40	\$ 0.34	\$ 0.36	\$ 1.29
Net earnings per share – diluted	\$ 0.19	\$ 0.40	\$ 0.34	\$ 0.35	\$ 1.28
Average U.S. to Canadian exchange rate	\$ 1.268	\$ 1.231	\$ 1.257	\$ 1.258	\$ 1.253

Quarterly sales continue to accelerate with Quarter 2, 2022 sales higher than any quarter in 2021. A portion of the sales escalation was due to price increases, and the Company has also experienced volume growth over previous quarters. There has been an upward trend over the past eight quarters due to an overall improvement in general economic activity.

Gross margin rates for the quarter have decreased from the same quarter last year. This margin rate decline is attributed to sales mix and market specific pricing which partially offset the escalating raw material commodity costs.

Changes in volume, product mix, changing economic conditions, fluctuating commodity costs and competitive pricing pressures have all had an impact on the year-over-year quarterly fluctuations for both sales and income.

Capital resources and liquidity

The Company continued to focus on generating cash from operations, debt management, investment and liquidity.

Net cash generated by operating activities for Quarter 2, 2022 was \$14,623 versus cash used of \$29 in Quarter 2, 2021, an improvement of \$14,652. This change has been generated by an increase in cash generated from working capital offset by higher income tax payments during the Quarter. Year-to-date net cash generated by operating activities was \$15,160 compared to cash used of \$6,883 in 2021, an increase of \$22,043. The year-to-date increase is a result of lower cash utilized for working capital offset by higher income tax payments.

During the quarter, non-cash working capital generated cash of \$8,168 compared to a use of cash of \$5,235 for the same quarter last year, an increase of \$13,403. The year-to-date change in non-cash working capital was a usage of cash of \$4,112 in 2022 compared to \$13,901 in 2021, a decrease of usage of \$9,789. The year-to-date working capital changes are primarily related to an increase in accounts receivable and inventories offset by an increase in accounts payable.

Cash used in investing activities increased by \$1,161 to \$1,596 in Quarter 2, 2022 from \$435 in the same period of 2021. Capital expenditures were \$1,304 in Quarter 2, 2022 compared to \$480 for Quarter 2, 2021, an increase of \$824. Year-to-date capital expenditures were \$2,877 in the current year compared to \$2,108 in 2021. The Company continues to invest in the areas of manufacturing processes and capabilities, information technology and new product development.

Total cash used in financing activities for Quarter 2, 2022 was \$2,719 as compared to cash generated of \$3,994 in Quarter 2, 2021, a change of \$6,713. The source of this change was advances of operating debt in Quarter 2, 2021 compared to repayment in Quarter 2, 2022. Year-to-date financing activities used cash of \$3,085 compared to cash generated of \$7,912 in the first six months of 2021.

Bank operating lines of credit as at Quarter 2, 2022 were \$20,241 compared to \$27,398 at the end of Quarter 2, 2021, a decrease of \$7,157. The bank operating lines of credit have increased \$974 since the year-end balance of \$19,267.

The Company's overall net operating cash balance¹ was \$9,542 in Quarter 2, 2022 compared to net operating debt balance of \$14,392² in Quarter 2, 2021, a decrease in debt position of \$23,934 primarily reflective of increased profitability.

¹ Overall net operating cash balance is the cash and cash equivalents of \$29,783 net of bank operation lines of credit of \$20,241

² Overall net operating debt balance is the bank operating lines of credit of \$27,398 net of cash and cash equivalents of \$13,006

All bank covenants continue to be met as at July 2, 2022.

The Company will utilize its cash generated from operations combined with the existing available credit facilities to finance ongoing operational cash requirements for working capital, capital expenditures and investing activities going forward.

Contractual obligations

The following table outlines payments due for each of the next 5 years and thereafter related to debt, lease, purchase and other long-term obligations.

	2022	2023	2024	2025	2026 & Thereafter	Total
Accounts payable and accrued liabilities	\$ 108,427	-	-	-	-	\$ 108,427
Capital expenditure purchase commitments	1,589	-	-	-	-	1,589
Bank operating lines	-	-	-	-	20,241	20,241
Lease liabilities	3,072	1,911	1,646	782	525	7,936
Contingent liabilities	302	590	825	-	-	1,717
Total	\$ 113,390	\$ 2,501	\$ 2,471	\$ 782	\$ 20,766	\$ 139,910

Regular quarterly dividend

During Quarter 2, 2022 the Board of Directors of HPS declared a quarterly cash dividend of ten cents (\$0.10) per Class A Subordinate Voting Share of HPS and a quarterly cash dividend of ten cents (\$0.10) per Class B Common Share of HPS payable on June 28, 2022 to shareholders of record at the close of business on June 21, 2022. The ex-dividend date was June 20, 2022. The Company has paid a cash dividend of eighteen and a half cents (\$0.185) per Class A Subordinate Voting Share and eighteen and a half cents (\$0.185) per Class B Common Share year-to-date.

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Controls and procedures

The Chief Executive Officer and the Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures and for establishing and maintaining adequate internal controls over financial reporting. The control framework used in the design of disclosure controls and procedures and internal control over financial reporting is the 2013 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("2013 COSO Framework"). Our internal control system was designed to provide reasonable assurance to our Management and Board of Directors regarding the preparation and fair presentation of published financial statements in accordance with International Financial Reporting Standards. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

During Quarter 2, 2022 there were no material changes identified in HPS' internal controls over financial reporting that had materially affected or was reasonably likely to materially affect HPS' internal control over financial reporting. HPS does carry out ongoing improvements to its internal controls over financial reporting, but nothing considered at a material level.

Joint venture ownership change

The Company and National Material L.P. ("National") have operated the joint venture in Monterrey, Mexico under the name Corefficient S. de R.L. de C.V. Effective February 28, 2022, the Company and National have amicably agreed to divide the operations, with HPS retaining certain equipment, employees, obligations and other financial assets and liabilities, and National withdrawing certain assets and capital in exchange for redeeming their ownership interest. The Corefficient name was also retained by National. The operation continues to produce transformer cores to supply the Group's facilities in Mexico.

Total consideration received by National in connection with this transaction was \$10,809 comprised of inventory valued at \$1,705 property, plant and equipment valued at \$5,589 and a note payable in the amount of \$3,515, repayable in six equal instalments, due monthly commencing March 2022. The agreement calls for adjustments to the consideration in respect of possible realization of certain tax attributes by March 2023.

As a result of this transaction, the Company now owns 100% of the equity and voting interests of the former Corefficient (referred to here as "Corefficient") and continues to operate the entity as a wholly owned subsidiary of the Group. As the Company has acquired control of Corefficient, the transaction constitutes a business combination. The Company measured the fair value of its previously held interest in Corefficient immediately prior to obtaining control and determined it to be equivalent to its carrying value. The Company is evaluating the recognition and measurement of possible contingent consideration and other fair value adjustments which may involve the use of third-party valuation specialists. Accordingly, amounts presented below, and their associated income tax effects are subject to change within the measurement period.

The preliminary allocation of the fair value of the acquired business is as follows:

Cash	\$	3,393
Accounts receivable		16,248
Inventories and other assets		1,582
Property, plant and equipment and right of use assets		5,317
Intangibles		142
Deferred future tax asset		2,431
Assets	\$	29,113
Current liabilities	\$	(15,900)
Total purchase consideration	\$	13,213

Satisfied as follows:

Capital redemption	\$	9,698
Note payable		3,515
Total consideration	\$	13,213

Risks and uncertainties

The Company's goal is to proactively manage risks in a structured approach in conjunction with strategic planning, with the intent to preserve and enhance shareholder value. However, as with most businesses, HPS is subject to several marketplace, industry and economic-related business risks, which could cause our results to vary materially from anticipated future results. The Company is aware of these risks and continually assesses the current and potential impacts that they have on the business. HPS continuously strives to mitigate the negative impact of these risks through diversification of its core business, market channel expansion, breadth of product offering, geographic diversity of its operations and business hedging strategies.

Market supply and demand impact on commodity prices

HPS relies on a global supply chain to meet its manufacturing needs. The Company sources both raw materials and components from our own factories

and third-party suppliers. Industry supply shortages including those caused by logistics disruptions and global conflicts, may interrupt manufacturing production, therefore affecting our ability to ship product to customers. The company attempts to mitigate these risks through strategic supply line agreements.

The cyclical effects and unprecedented rise of global commodity prices, including prices for copper, aluminum and electrical steel may put margins at risk. There is a risk in our ability to recoup the rapid escalating commodity costs through timely and effective selling price increases.

If any of the following risks were to occur, they could materially adversely affect HPS' financial condition, liquidity or results of operations.

Coronavirus (COVID-19) Pandemic – Business Disruption/Interruption

Markets, governments and health organizations around the world have been impacted by the COVID-19 pandemic. COVID-19 has presented a wide range of issues and complications for the Company, some of which the Company is unable to know the full extent.

Looking forward there is guarded business optimism, as some uncertainty and unpredictability persists on the impacts of the COVID-19 pandemic on the business climate and governmental and health authorities' legislation. The full negative financial impact of the unprecedented pandemic will not be fully known until the economy fully recovers.

We may not realize all of the anticipated benefits of our acquisitions, divestitures, joint ventures or strategic initiatives, or these benefits may take longer to realize than expected.

In order to be profitable, the Company must successfully execute upon its strategic initiatives and effectively manage the resulting changes in its operations.

Company's assumptions underlying its strategic initiatives may be subjective, the market may react negatively to these plans and HPS may not be able to successfully execute these plans. Even if successfully executed, the initiatives may not be effective or may not lead to the anticipated benefits within the expected time frame.

HPS' strategic initiatives can include acquisitions and joint ventures. To be successful, management will conduct due diligence to identify valuation issues and potential loss contingencies, negotiate transaction terms, complete complex transactions and manage post-closing matters such as the integration of acquired startup businesses. Management's due diligence reviews are subject to the completeness and accuracy of disclosures made by third parties. The Company may incur unanticipated costs or expenses following a completed acquisition, including post-closing asset impairment charges, expenses associated with eliminating duplicate facilities, litigation or other liabilities.

Many of the factors that could have an adverse impact will be outside of management's control and could result in increased costs and decreases in the amount of expected revenues and diversion of management's time and attention. Failure to implement an acquisition strategy, including successfully integrating acquired businesses, could have an adverse effect on our business, financial condition and result of operations.

We sell to customers around the world and have global operations and, therefore, are subject to the risks of doing business in many countries.

HPS does business in a host of countries around the world. Approximately 70% of our sales are to customers outside of Canada. In addition, several of our manufacturing operations, suppliers and employees are located in many places around the world. The future success of our business depends in large part

on growth in our sales in non-Canadian markets. Our global operations are subject to numerous financial, legal and operating risks, such as political and economic instability; prevalence of corruption in certain countries; enforcement of contract and intellectual property rights; and compliance with existing and future laws, regulations and policies, including those related to tariffs, investments, taxation, trade controls, product content and performance, employment and repatriation of earnings.

Our global business translates into conducting business in various currencies, all of which are subject to fluctuations.

HPS' global footprint exposes the Company to currency fluctuations and volatility and, at times, has had a significant impact on the financial results of the Company. The Company's functional currency is the Canadian dollar with its operating results reported in Canadian dollars. A significant portion of the Company's sales and material purchases are denominated in U.S. dollars. There is a natural hedge, as sales denominated in U.S. dollars are largely offset by the cost of raw materials purchased from the U.S. and commodities tied to U.S. dollar pricing. A change in the value of the Canadian dollar against the U.S. dollar will impact earnings, significantly at times. Generally, a lower value for the Canadian dollar compared to the U.S. dollar will have a beneficial impact on the Company's results, while a higher value for the Canadian dollar compared to the U.S. dollar will have a corresponding negative impact on the Company's profitability.

HPS has partially reduced the impact of foreign exchange fluctuations by increasing our U.S. dollar driven manufacturing output, periodically instituting price increases to help offset negative changes and entering into forward foreign exchange contracts.

Worldwide HPS is subject to, and required to comply with, multiple income and other taxes, regulations and is exposed to uncertain tax liabilities risk.

The Company operates and is subject to income tax and other forms of taxation in numerous tax jurisdictions. Taxation laws and rates, which determine taxation expenses, may vary significantly in different jurisdictions, and legislation governing taxation laws and rates is also subject to change. Therefore, the Company's earnings may be impacted by changes in the proportion of earnings taxed in different jurisdictions, changes in taxation rates, changes in estimates of liabilities and changes in a number of other forms of taxation. Tax structures are subject to review by both domestic and foreign taxation authorities. Tax filings are subject to audits, which could materially change the amount of current and deferred income tax assets and liabilities.

We face the potential harms of natural disasters, pandemics, acts of war, terrorism, international conflicts or other disruptions to our operations.

Our business depends on the movement of goods around the world. Natural disasters, pandemics, acts or threats of war or terrorism, international conflicts, political instability and the actions taken by governments could cause damage to or disrupt our business operations, our suppliers or our customers and could create economic instability. Although it is not possible to predict such events or their consequences, these events could decrease demand for our products make it difficult or impossible to deliver our products or disrupt our global material sourcing.

Political uncertainty and potential for changes in the business environment can lead to legislative changes that could impact business.

Changing legislative mandates in the countries with which we do business may result in several geopolitical

risks that could be challenging for the Company. The impact of these political changes can be difficult to predict and can have a pervasive impact on the global business climate. Changes in political leaders can impact trade relations as well as taxes and/or duties. HPS' current structure includes a significant amount of business that crosses borders and any changes in the current trade structure could have a material impact for us. HPS' global footprint will be critical to mitigating any impact for political changes that would modify the current trade relationships.

Our industry is highly competitive.

HPS faces competition in all of our market segments. Current and potential competitors may have greater brand name recognition, more established distribution networks, access to larger customer bases and substantially greater financial, distribution, technical, sales and market, manufacturing and other resources than HPS does. As a result, those competitors may have advantages relative to HPS; including stronger bargaining power with suppliers that may result in more favourable pricing, the ability to secure supplies at time of shortages, economies of scale in production, the ability to respond more quickly to changing customer demands and the ability to devote greater resources to the development, promotion and sales of their products and services. If HPS is unable to compete effectively, it may experience a loss of market share or reduced profitability. We expect the level of competition to remain high in the future.

Our business is highly sensitive to global and regional economic conditions in the industries we serve.

Current global economic conditions influence the Company's focus, direction, strategic initiatives and financial performance. To address the current uncertainty, we are focusing our efforts on projects that will increase our market reach, advance our cost

competitiveness, expand capacity and improve our manufacturing flexibility.

The Company believes that being an agile organization will hold even greater importance in its ability to respond quickly to both unexpected opportunities and challenges. HPS' management believes that the key to expanding our market share is growing our access to a variety of domestic and global markets. This will be achieved through our current and new OEM and distributor channels.

The disruption to businesses that can come from unpredictable weather can have an impact on sales volume as customer projects can be delayed or cancelled.

Extreme weather conditions such as heavy rains, flooding, snowfall, tornadoes and hurricanes can potentially have a negative impact on the Company's sales trends and booking rates. When these conditions are present, the Company may see short-term effects of such occurrences due to their unpredictability. This may impact delivery and capacity requirements.

The business practice of extending credit to customers can lead to a risk of uncollectability.

A substantial portion of the Company's accounts receivable are with customers in manufacturing sectors and are subject to credit risks normal to those industries. The Company's expansion into emerging markets increases credit risk. This risk is partially mitigated by managements credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require

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approval from Executive management. Although the Company has historically incurred very low bad debt expense, the current economic environment conditions elevate this exposure and the Company's future collection rate may differ from its historical experience.

Risk of cyber attack

Globally there have been increased incidences of outside cyberattacks and viruses on companies' information infrastructure and technologies. A successful cyber-attack could result in misappropriation of assets, cause interruptions to manufacturing and our ability to take orders, as well as impact our general productivity. This risk is reduced through a number of initiatives to mitigate exposure.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements other than capital expenditure commitments disclosed in Notes to the Consolidated Financial Statements contained in our 2021 Annual Report.

Transactions with related parties

The Company had no transactions with related parties in 2022, other than transactions disclosed in Note 11 in the Condensed Notes to the Condensed Consolidated Interim Financial Statements contained in our Quarter 2, 2022 Report.

Proposed transactions

The Company had no proposed transactions as at July 2, 2022. The Company continues to evaluate potential business expansion initiatives in accordance with its long-term growth strategy.

Financial instruments

As at July 2, 2022, the Company had outstanding foreign exchange contracts in place for 17,350 EUR and \$16,000 USD with both implemented as a hedge against translation gains and losses on inter-company loans as well

as \$36,000 USD to hedge the U.S. dollar denominated accounts payable in Canadian operations of HPS.

Critical accounting estimates

The preparation of the Company's condensed consolidated interim financial statements requires Management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. These estimates are based upon Management's historical experience and various other assumptions that are believed by Management to be reasonable under the circumstances.

Such assumptions and estimates are evaluated on an ongoing basis and form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

The Company conducts its annual impairment assessment of goodwill, intangible assets and property, plant and equipment in the fourth quarter of each year, which corresponds with its annual planning cycle, and whenever events or changes in circumstances indicate that the carrying amount of an asset or Cash Generating Unit ("CGU") may not be recoverable. The Company did not identify any triggering events during the course of 2021 indicating that the carrying amount of its assets and CGUs may not be recoverable, which would require the performance of an impairment test for those CGUs which did not contain goodwill.

Business Combinations requires acquirers to recognize the identifiable assets acquired and liabilities assumed at fair value. The determination of fair value requires Management to make estimates around the value an independent third party, under no compulsion to act, would pay for an asset acquired or liability assumed on a standalone basis. Where possible, Management engages third-party appraisers to assist in the determination of the fair value of real property acquired. The fair value of acquired intangible assets are

generally determined using discounted cash flow models and involve the use of cash flow forecasts, market-based discount rates, and/or market-based royalty rates. The fair values of liabilities assumed is generally based on discounted cash flow models which involves the use of market-based discount rates. The development of cash flow forecasts involves the use of estimates, which may differ from actual cash flows realized. Assumptions are involved in the determination of discount rates and royalty rates.

The Company records a provision for warranties based on historical warranty claim information and anticipated warranty claims, based on a weighted probability of possible outcomes.

The key assumptions made by management in recording the provision are i) warranty cost, ii) probability of claim, and iii) quantum of units which may be subject to any warranty claim.

Quantifying provisions inherently involves judgment, and future events and conditions may impact these assumptions. Differences in actual future experience from the assumptions utilized may result in a greater or lower warranty cost.

Outstanding share data

Details of the Company's outstanding share data as of July 2, 2022 are as follows:

9,056,624	Class A Shares
2,778,300	Class B Common Shares
11,834,924	Total Class A and B Shares

Strategic direction and outlook

HPS has a rich and extensive history of growth, innovation and resilience. The Company has navigated through difficult and fluctuating economic times, increased globalization, adapted to changes in customers and markets and has experienced significant advances in technology. HPS has framed these challenges as opportunities and developed strategies to address these rapid changes.

The Company is confronting these challenges and continuously building our strategic advantage by focusing on:

- Developing our Customers and Markets by:
 - Driving organic growth through continuing to develop our NAED channel;
 - Offering competitive products, including an expanding product quality offering;
 - Providing unparalleled service to our customers; and
 - Growing through strategic acquisitions.
- Achieving Operational and Financial Excellence by:
 - Driving continuous improvement;
 - Improving efficiency by investing in equipment, people and technology; and
 - Optimizing the efficiency of our global manufacturing footprint.
- Developing our People and Culture by:
 - Building our leadership team for the future;
 - Developing our people to excel and thrive; and
 - Making HPS a preferred employer.
- Building a Sustainability Program by
 - Designing energy efficient products;
 - Shrinking our ecological footprint; and
 - Energizing the world in a responsible way for the generations to come.

The demand for our transformers, particularly in North America, continues to accelerate at an unprecedented rate and sales volumes have exceeded pre-pandemic levels. While we have seen improvements in business activity and demand, we have also experienced rapidly rising commodity costs as well as supply shortages. Based on the combination of these factors, the Company expects to see continued growth in revenues and is working diligently to ensure there is adequate material supply to fulfill this growth. It is difficult to know for how long higher commodity prices will be sustained, in particular those for grain-oriented electrical steel, but at this time there are few factors that would indicate that these costs will come down

during the second half of the year. It has been, and is, HPS' objective to maintain gross margins in the face of rising prices. We will continue to do so in the future.

We continue to add new distributors and have implemented additional infrastructure to support our growth initiative into Mexico. We believe that Mexico has strong potential for us as a sales market due to its proximity to our manufacturing locations and our ability to leverage existing people, product, and supply chain.

As of January 1, 2022, the Company went live with a new human resources information system ("HRIS") in order to move the Company to a common payroll and human resource system. This platform will enhance our internal communications, create efficiencies, improve controls, incorporate additional career planning and allow for better data analysis.

The Company continues to have a strong reputation of being an industry leader and is both operationally and financially strong. HPS is well positioned to meet the evolving needs of our traditional markets while becoming a leading player in a growing number of other market sectors. We continue to be focused on escalation of

market share, improved sales growth from new product development, geographic diversification, productivity gains, cost reduction and capacity flexibility.

The Company has provided shareholders with strong earnings per share, solid cash generation and quarterly dividends paid with an attractive yield. To continue this trend HPS is focused on sales development, continued NAED channel expansion, product development and bringing quality and value to all that we produce. Our strategic initiatives and focused plans will continue to allow HPS to grow and expand.

HPS' strategic vision and operational initiatives have supported our industry leadership, operational strength and financial stability. The combination of our resilience, drive, decades of experience, commitment, engineering expertise, solid supplier relationships and a broad and unique business perspective gained through our diverse products, customers and markets are all key success factors critical to our success.

Selected Annual and Quarterly Information

(tabular amounts in thousands of dollars)

The information contained in the following table presents the historic audited annual financial information as at December 31 and the unaudited financial information for the previous eight quarters up to, and including the Second Quarter of 2022. The quarterly information has been extracted from our unaudited consolidated financial statements, which in the opinion of Management are prepared in accordance with the IFRS accounting framework as noted.

Annual Information ⁽¹⁾	2017	2018	2019	2020	2021
Sales	301,750	314,082	358,792	322,097	380,202
Earnings from operations	14,470	13,779	20,543	22,041	23,151
EBITDA	23,069	17,915	28,175	29,482	30,114
Net earnings (loss)	6,114	(12,917)	11,607	14,062	15,176
Total assets	192,449	205,527	214,953	189,394	235,099
Non-current liabilities	3,641	2,528	11,271	8,329	7,104
Total liabilities	77,438	96,793	105,186	75,478	109,097
Total shareholders' equity attributable to equity holders of the Company	114,848	108,734	109,767	113,916	126,002
Operating debt, net of cash	(16,983)	(17,056)	(9,326)	(1,278)	1,638
Cash provided by operations	1,032	6,474	17,810	19,683	20,447
Basic earnings (loss) per share	0.53	(1.10)	0.99	1.20	1.29
Diluted earnings (loss) per share	0.52	(1.10)	0.99	1.20	1.28
Dividends declared and paid	2,809	2,818	3,287	3,993	4,009
Average exchange rate (USD\$=CAD\$)	1.298	1.294	1.327	1.343	1.253
Book value per share	9.80	9.26	9.36	9.70	10.69

Quarterly Information	2020		2021				2022	
	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2
Sales	78,115	80,169	80,121	88,277	95,526	116,278	127,782	137,476
Earnings from operations	5,447	7,047	3,402	7,620	5,909	6,220	12,658	10,046
EBITDA	7,466	7,891	5,349	8,694	7,378	8,693	14,458	12,225
Net earnings	3,462	4,032	2,298	4,689	3,948	4,241	8,569	6,505
Total assets	203,443	189,394	192,395	208,865	221,549	235,099	253,340	283,852
Non-current liabilities	8,558	8,329	7,546	7,018	6,486	7,104	6,170	5,793
Total liabilities	87,215	75,478	77,559	91,691	98,951	109,097	119,565	140,791
Total shareholders' equity attributable to equity holders of the Company	116,228	113,916	114,836	117,174	122,598	126,002	133,775	143,061
Operating debt, net of cash	(4,790)	(1,278)	(11,754)	(14,392)	(15,399)	1,638	(905)	9,542
Cash (used) provided by operations	10,419	8,073	(6,854)	(29)	7,430	19,900	537	14,623
Basic earnings per share	0.30	0.34	0.19	0.40	0.34	0.36	0.72	0.55
Diluted earnings per share	0.30	0.34	0.19	0.40	0.34	0.35	0.72	0.55
Dividends declared and paid	998	998	1,002	1,002	1,002	1,002	1,006	1,183
Average exchange rate (USD\$=CAD\$)	1.335	1.309	1.268	1.231	1.257	1.258	1.267	1.276
Book value per share	9.90	9.70	9.78	9.94	10.40	10.69	11.39	12.13

(1) Balances for 2017 not restated to reflect discontinued operations