

2024

ANNUAL REPORT



YEARS OF POWERING A SUSTAINABLE FUTURE

ORMAT



Ormat's management team at the 2024 Analyst and Investor Day, held at the New York Stock Exchange (NYSE) in New York City, June 2024

A leading renewable energy provider with a proven track record in geothermal and energy storage

with
60
Years of experience

Own & operate
~1.5_{GW}
Geothermal, Storage, Solar & REG⁽¹⁾

~1,500
Employees

880_{\$M}
2024 revenues

124_{\$M}
2024 Net income⁽²⁾

550_{\$M}
2024 adj. EBITDA⁽³⁾

(1) REG - Recovered Energy Generation

(2) Net Income attributable to the Company's stockholders

(3) See appendix for reconciliation of non-GAAP financial measures

DEAR FELLOW SHAREHOLDERS,

Ormat achieved another remarkable year in 2024, marked by significant strides in our growth strategies, operational excellence across our portfolio, and progress on key corporate initiatives. These accomplishments were reflected in our robust financial performance, while the impact of our consistent execution against the key pillars of our growth strategy continues to enhance the overall earnings generation of our business. Throughout the year, we expanded our net income and EBITDA, advanced long-term objectives in our Electricity segment, and increased focus on our growing Energy Storage business, all while supporting sustainability efforts and reducing greenhouse gas emissions.

Strategic Growth and Capacity Expansion

Our successful growth efforts during 2024 and early 2025 were highlighted by our ability to expand our generating capacity by 253MW, both through organic development and an accretive, strategic acquisition. Of this expansion, 133MW was added to our core Electricity segment, and 120MW was added to our Energy Storage business. This expansion of our generating portfolio demonstrates our continued alignment with our long-term capacity targets and positions us for continued growth in 2025 and beyond.

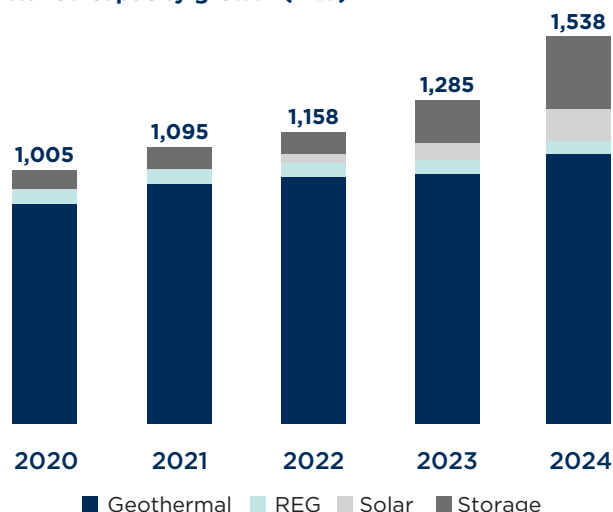
We believe our Electricity segment is poised for accelerated growth and we are witnessing exciting new opportunities driven by our organic development efforts and increased pricing of power purchase agreements (PPAs). As a result, we anticipate accelerated growth for our geothermal projects over the long-term, fueled by a strong secular theme of increased global demand for reliable baseload renewable energy sources. We believe we are exceptionally well-positioned to capitalize on these opportunities and strengthen our market leadership.

In our Product segment, we have fully recovered our top line, improved our segment profitability, and reached an all-time high for our segment backlog with the support of a major engineering, procurement and construction (EPC) contract in New Zealand, and a build, operate and transfer (BOT) project in Dominica.

In the Energy Storage segment, we made significant strides in stabilizing margins and enhancing profitability. I am pleased to report that our 2024 results demonstrated significant progress in transitioning the segment towards lower overall volatility and more predictable profitability while increasing its importance within our overall portfolio.

Looking ahead, we continue to observe a growing demand for decarbonized baseload power to support the transition to a cleaner energy future and meet the rising need for electricity from AI data centers. Additionally, we have taken

Installed capacity growth (MW)



strategic steps during the year to ensure that we remain well-positioned to meet the rising demand for electricity by safe harboring, for production tax credit (PTC) eligibility (pursuant to the current provisions of the Inflation Reduction Act and related guidance), all geothermal projects with expected commercial operation dates (CODs) through 2028, as well as the associated investment tax credit (ITC) benefits for all energy storage projects through 2026 and, in some cases, beyond. These efforts and industry tailwinds give us great confidence that we remain on track to achieve our long-term growth targets by the end of 2028.

Another Year of Strong Financial Performance Driven by Growth Across all Three Segments

Total revenues for 2024 were \$879.7 million, marking growth of 6.1% year-over-year. This improvement in our top-line performance was driven by growth across all three of our business segments, with the strategic expansion of our Electricity portfolio representing a significant contributor to this growth.

Our Energy Storage business experienced a remarkable 31% increase in revenues, amounting to \$37.7 million for the full year. This progress underscores our efforts to transition the revenue and margin profile of the segment towards greater stability and consistency, while contributing to our consolidated growth. We anticipate that this improved performance within the Storage business will continue into 2025, marking the early stages of our long-term growth trajectory. In the coming year, we expect to begin to recognize the benefits of recent CODs and the addition of other Energy Storage projects in our development pipeline that are expected to come online.



Doron Blachar, CEO, during Analyst and Investor Day 2024 in NYC.

In the Product segment, we have fully recovered our top line, improved profitability, and reached a record-high backlog of \$340 million, supported by approximately \$210 million in contracts in New Zealand. Furthermore, for the full year, gross margin in the Product segment was 18.4%, up from 13.4% last year.

Investor Day 2024 – Setting Forth the Roadmap for Accretive Growth

On June 20, 2024, Ormat hosted an Investor Day at the New York Stock Exchange and shared the Company's long-term strategy and financial outlook with the market. We outlined our growth strategy through 2028, which we believe will be aided by favorable electricity pricing dynamics, potential quicker permitting timelines, and visibility into improved storage profitability. Notably, we outlined our plans to mainly self-fund future portfolio growth through internally generated operating cash flows and expected tax credits as we expand our leading asset portfolio.

We have already made great progress on these goals during 2024 and into 2025, driven by our strong execution, which continues to translate into full-year results. In turn, this effort delivered a net income decrease of 0.5% and an adjusted EBITDA increase of 14.3%, which supports our momentum and helps us remain on track to achieve our strategic goals.

Increased Product segment backlog driven by growth in the demand for geothermal products (\$M) as of December 31 of each year.



Operational Update and Portfolio Development

Within our Electricity segment, 2024 marked a year of solid progress in our effort to increase generation capacity and assertively grow our portfolio. This success was driven by the strategic acquisition of Enel assets in January of 2024, the full annual contribution of the Heber 1 complex repowering project, the recovery and stability of our Olkaria field operation, the improved generation performance and strong pricing at the Puna power plant, and the completed COD for the Beowawe Repowering project. These combined efforts helped offset the impact of select capacity curtailments we experienced in the USA in the latter half of the year. Furthermore, we successfully completed the general overhaul of our Dixie Valley facility, which is now fully operational following an outage in the second half of 2024. We believe that Dixie Valley will positively contribute to our consolidated performance in 2025. Additionally, in early 2025, we completed the COD for the Beowawe solar PV power plant, which supports the auxiliary power of the Beowawe geothermal power plant, and commenced operations at the Ijen geothermal power plant, jointly owned with Medco Power. The Ijen plant, of which we own 49%, began delivering 35MW to the Java Indonesia grid, with Ormat's share at 17MW.

To help foster future growth in our Electricity segment, we successfully secured multiple land parcels in Nevada and Utah, which we believe carry a high probability of exploration success and can support our long-term growth plans in the U.S. In addition, we accelerated our exploration drilling program and had a successful core hole drilling in 2024 that led to a full-size exploration well drilling program in 2025. The addition of these land parcels and our accelerated exploration program reinforces our commitment to advancing renewable energy solutions and meeting the increasing demand for sustainable energy in these key growth markets, where our unique capabilities and zero-emissions electricity generation are highly valued. We have secured three new PPAs during 2024 under favorable terms, establishing long-term contracts for projects totaling up to 77MW with Calpine Energy, EDF, and SCPPA. Additionally, we are in advanced negotiations for 250MW with hyper-scalers and utilities at rates exceeding \$100 per MWh.



In our Product segment, our backlog grew to a record \$340 million that will be recognized in our results over the next two years.

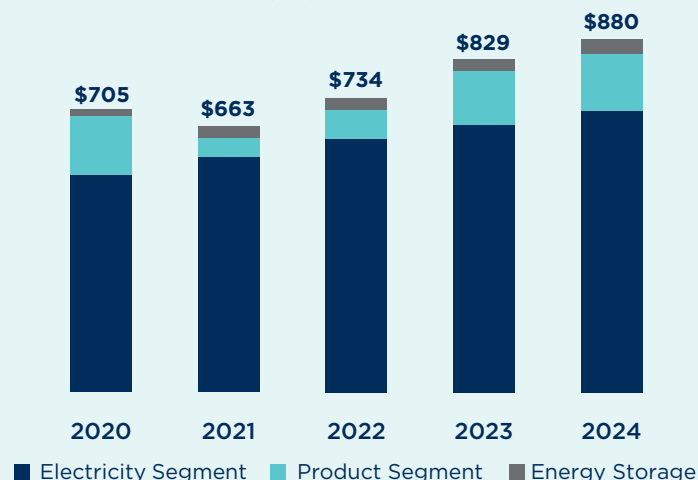
Our Energy Storage business achieved several exciting milestones throughout 2024, including CODs at our East Flemington (20MW/20MWh), Bottleneck (80MW/320MWh), and Montague (20MW/20MWh) storage facilities. Additionally, we made significant progress in transitioning our Storage business into a more predictable portfolio with consistently stronger underlying profitability. These efforts are highlighted by the RA agreement we reached with the City of Riverside for our Shirk 80MW/320MWh facility, as well as our first two tolling agreements in Texas for our Lower Rio and Bird Dog facilities, each with a generating capacity of 60MW/120MWh.

Looking ahead, we will continue to focus on achieving a strategically balanced split in our Energy Storage portfolio of contracted revenues while maintaining a desirable level of exposure to merchant market pricing in select markets. In February 2025, we expanded our operations outside the U.S. by winning a tender from the Israeli Electricity Authority and secured two 15-year tolling agreements for energy storage facilities with a combined capacity of 300MW/1200MWh in partnership with Allied Infrastructure Ltd., in which we hold a 50% ownership.

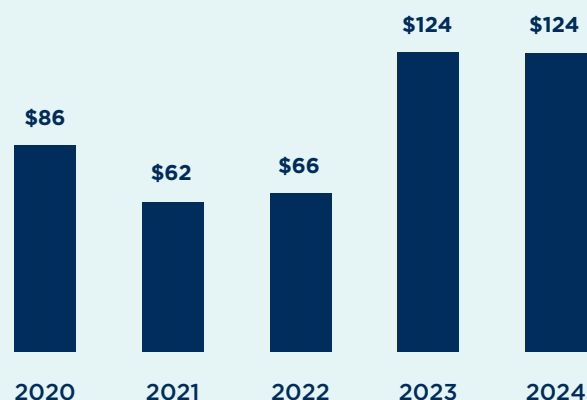
We are continuing to remain focused on building a strong pipeline of geothermal, hybrid solar PV, and energy storage projects. In our Electricity segment, we currently have under construction 158MW that we expect will come on line by the end of 2026. In our Energy Storage segment, we have six projects, with a total of 385MW/1,300MWh capacity, under development, which we expect to achieve COD by the end of 2028.

* Our letter to shareholders contains forward looking statements and "non-GAAP financial measures" within the meaning of Regulation G under the Securities Exchange Act of 1934, as amended, including Adjusted EBITDA. Please see "Forward looking statements" in Ormat Technologies, Inc. 2024 Annual Report on Form 10-K under the "Cautionary Note Regarding Forward-Looking Statements" and the reconciliation of GAAP net income to EBITDA and Adjusted EBITDA under the page 8 in this report.

Revenue Growth (\$M)



Net income attributable to the Company's stockholders (\$M)



Adjusted EBITDA Growth* (\$M)



Supporting a Sustainable Future through Geothermal & Energy Storage Development

At Ormat, we remain steadfast in our commitment to combatting climate change by providing clean, reliable, and sustainable renewable energy. Our dedication extends beyond our operations, as we strive to make a positive impact on our employees and communities, embracing sustainability as a core philosophy in our business practices.

As a global leader in the geothermal energy sector, we continue to develop a wide range of innovative products and solutions to help ensure our success and contribute to the global energy transition. Our focus remains on expanding our portfolio and increasing our generating capacity globally through geothermal, REG and solar PV sites, as well as energy storage solutions. We are committed to reducing our own emissions while upholding our strong commitment to sustainability.

Innovating with AI to Power the Future

Innovation is at the heart of Ormat's mission to provide clean and reliable energy. In 2024, we made significant strides in incorporating artificial intelligence (AI) into our organization. We implemented AI tools for our employees, established a dedicated Innovation Department, and led cross-departmental innovation projects aimed at improving and streamlining processes across various departments, including Engineering, Resource, Exploration and Operations.

These initiatives are designed to enhance our operational efficiency, leading to better plant performance, higher profitability, and more effective exploration. This is just the beginning, and we anticipate that the integration of AI will continue to grow and drive success for both our company and our employees.

In closing, I would like to personally thank all our stakeholders and employees for their continued commitment and support. We look forward to continuing along our multi-year growth path and consistently delivering enhanced shareholder and stakeholder values as we execute our strategy.

Thank you for your continued support and confidence in our vision. We look forward to achieving even greater milestones together.

Regards,



Doron Blachar
Chief Executive Officer



Cove Fort, 18MW geothermal power plant, Utah, U.S. It was acquired at the beginning of 2024

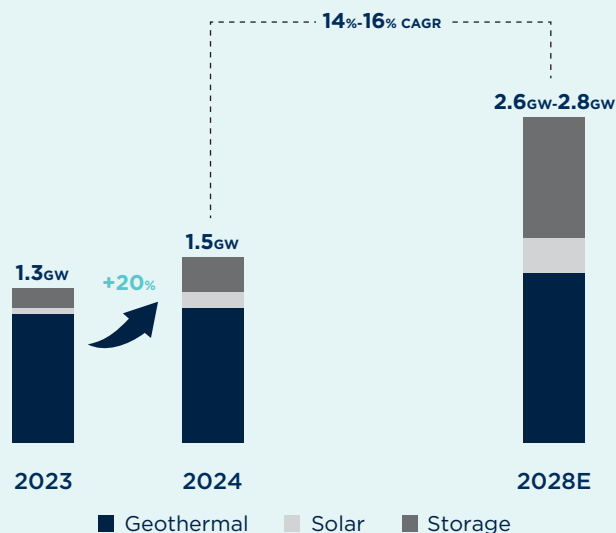


We remain on track with our capacity expansions across both Electricity and Storage segments, targeting a total portfolio capacity of 2.6GW to 2.8GW by the end of 2028.

Doron Blachar

Chief Executive Officer

Transitioning to accelerated growth in storage & electricity segments





Nearly 100 students toured our geothermal complex after attending a class presentation to learn about our sustainable innovation

2023 ORMAT'S ESG HIGHLIGHTS



Environment*

17%

Absolute reduction in Scope 1 and 2 GHG emissions compared with 2019 baseline

2.2M tCO₂e
AVOIDED EMISSIONS

compared to the local grid, only in 2023

28%

Reduction in GHG emissions intensity (tCO₂e/MWh) compared with 2019 baseline

B (“Management”)
CDP score

our improved 2023 score, highlighting our strengthened climate action.



Social

0.96

Total Recordable Incident Rate (TRIR)

24.6

Average training hours per employee

26%

Women in VP-level positions



Governance

Sustainability 3 out of 5

Board committee established in 2023

Board committees are led by women

50%

Female representation in our Board of Directors
(This is an increase from 44% at the end of 2024.)

* Environmental data is taken from our most recent sustainability report, which provides information as of December 31, 2023.

RECONCILIATION OF EBITDA AND ADJUSTED EBITDA

We calculate EBITDA as net income before interest, taxes, depreciation, amortization and accretion. We calculate Adjusted EBITDA as net income before interest, taxes, depreciation, amortization and accretion, adjusted for (i) mark-to-market gains or losses from accounting for derivatives not designated as hedging instruments; (ii) stock-based compensation; (iii) merger and acquisition transaction costs; (iv) gain or loss from extinguishment of liabilities; (v) cost related to a settlement agreement; (vi) non-cash impairment charges; (vii) write-off of unsuccessful exploration activities; and (viii) other unusual or non-recurring items. We adjust for these factors as they may be non-cash, unusual in nature and/or are not factors used by management for evaluating operating performance. We believe that presentation of these measures will enhance an investor's ability to evaluate our financial and operating performance. EBITDA and Adjusted EBITDA are not measurements of financial performance or liquidity under accounting principles generally accepted in the United States, or U.S. GAAP, and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net earnings as indicators of our operating performance or any other measures of performance derived in accordance with U.S. GAAP. Our Board of Directors and senior management use EBITDA and Adjusted EBITDA to evaluate our financial performance. However, other companies in our industry may calculate EBITDA and Adjusted EBITDA differently than we do.

Starting in the fourth quarter of 2022, we include accretion expenses related to asset retirement obligation in the adjustments to net income when calculating EBITDA and adjusted EBITDA. The presentation of EBITDA and adjusted EBITDA includes accretion expenses adjustment for the fiscal years ended December 31, 2024, 2023, 2022, 2021, and 2020.

This information should not be considered in isolation from, or as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP or other non-GAAP financial measures.

The following table reconciles net income to EBITDA and Adjusted EBITDA for the fiscal years ended December 31, 2024, 2023, 2022, 2021, and 2020.

(Dollars in thousands)	Year Ended December 31,				
	2024	2023	2022	2021	2020
Net income	131,241	133,137	77,795	76,077	101,806
Adjusted for:					
Interest expense, net (including amortization of deferred financing costs)	126,148	86,898	84,326	80,534	76,236
Income tax provision (benefit)	(16,289)	5,983	14,742	24,850	67,003
Adjustment to investment in unconsolidated companies: our Proportionate share in interest expense, tax and depreciation and amortization in Sarulla and Ijen	17,637	16,069	13,199	14,680	11,549
Depreciation, amortization and accretion	259,151	221,415	198,603	177,930	151,371
EBITDA	517,888	463,502	388,665	374,071	407,965
Mark-to-market on derivative instruments	856	(2,206)	1,613	741	(1,192)
Stock-based compensation	20,197	15,478	11,646	9,168	9,830
Make-whole premium related to long-term debt prepayment	-	-	1,102	-	-
Reversal of a contingent liability related to a business combination transaction	-	-	(1,829)	(418)	-
Impairment of long-lived assets	1,280	-	32,648	-	-
Allowance for bad debt related to February power crisis in Texas	-	-	115	2,980	-
Allowance for bad debts	355	-	-	-	-
Hedge losses resulting from February power crisis in Texas	-	-	-	9,133	-
Loss from extinguishment of liability	-	-	-	-	-
Merger and acquisition transaction costs	1,949	1,234	675	5,635	2,279
Legal settlement expenses	4,000	-	-	-	1,277
Tender-related deposits write-off	-	-	-	134	-
Write-off of unsuccessful exploration and storage activities	3,930	3,733	828	-	-
Adjusted EBITDA	550,455	481,741	435,463	401,444	420,159



Tuscarora, 17 MW geothermal power plant, Nevada, USA

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

☒ **Annual Report PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF**
For the fiscal year ended December 31, 2024

☐ **or**
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
Commission file number: 001-32347

ORMAT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

88-0326081

(State or other jurisdiction of incorporation or

(I.R.S. Employer Identification Number)

6884 Sierra Center Parkway, Reno, Nevada

89511-2210

(Address of principal executive offices)

(Zip Code)

(775) 356-9026

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock \$0.001 Par Value	ORA	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
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. ☐

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2024 the aggregate market value of the registrant's common stock held by non-affiliates was \$3,855,815,632. As of February 20, 2025, the number of outstanding shares of common stock, par value \$0.001 per share was 60,500,580.

Portions of the registrant's definitive proxy statement for its 2025 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

ORMAT TECHNOLOGIES, INC.

FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2024

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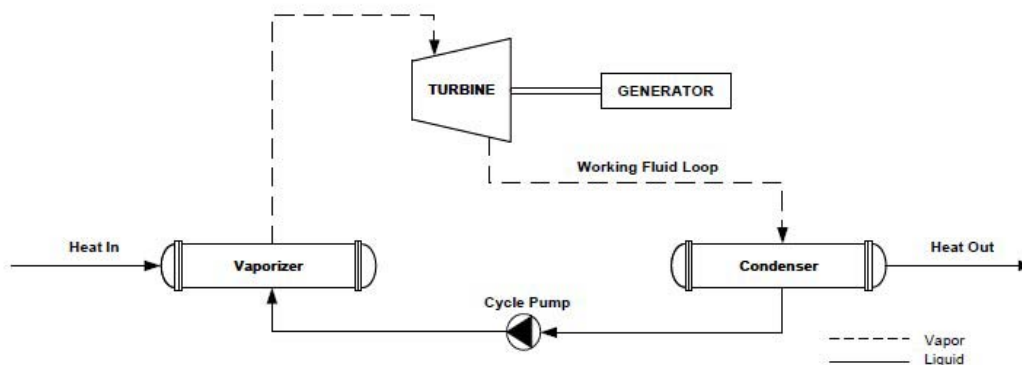
Glossary of Terms

Unless the context otherwise requires, all references in this Annual Report on Form 10-K (this “Annual Report”) to “Ormat”, “the Company”, “we”, “us”, “our company”, “Ormat Technologies”, or “our” refer to Ormat Technologies, Inc. and its consolidated subsidiaries. A glossary of certain terms and abbreviations used in this annual report appears at the beginning of this Annual Report. When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below:

Term	Definition
ACC	Air-cooled Condenser
ACUA	Atlantic County Utilities Authority
AMM	Administrador del Mercado Mayorista (administrator of the wholesale market — Guatemala)
ARRA	American Recovery and Reinvestment Act of 2009
Auxiliary Power	The power needed to operate a geothermal power plant’s auxiliary equipment such as pumps and cooling towers
Availability	The ratio of the time a power plant is ready to be in service, or is in service, to the total time interval under consideration, expressed as a percentage, independent of fuel supply (heat or geothermal) or transmission accessibility
BESS	Battery Energy Storage Systems
BLM	Bureau of Land Management of the U.S. Department of the Interior
BOT	Build, operate and transfer
BPP	PLN’s existing average cost of generation
CAISO	California Independent System Operator
CalGEM	California Geologic Energy Management
Capacity	The maximum load that a power plant can carry under existing conditions, less auxiliary power
Capacity Factor	The ratio of the actual MWh generated and the generating capacity times 8760 hours expressed as a percentage
CARES	Coronavirus Aid, Relief, and Economic Security Act
CCA	Community Choice Aggregator
CDC	Caisse des Dépôts et Consignations, a French state-owned financial organization
CEO	Chief Executive Officer
CFO	Chief Financial Officer
C&I	Refers to the Commercial and Industrial sectors, excluding residential
CNEE	National Electric Energy Commission of Guatemala
COD	Commercial Operation Date
Company	Ormat Technologies, Inc., a Delaware corporation, and its consolidated subsidiaries
CPA	Clean Power Alliance
CPI	Consumer Price Index
CPUC	California Public Utilities Commission
DEG	Deutsche Investitions-und Entwicklungsgesellschaft mbH
CREE	The Regulatory Commission of Electric Power in Honduras
DFC	U.S. International Development Finance Corporation (formerly OPIC)
DOE	U.S. Department of Energy
DOMLEC	Dominica Electricity Services Ltd.
DSCR	Debt Service Coverage Ratio
EBITDA	Earnings before interest, taxes, depreciation, amortization and accretion

EDF	Electricite de France S.A.
EGL	Eastland Generation Limited
EGS	Enhanced Geothermal Systems
EIB	European Investment Bank
Eligible Green Projects	Allocations made by the Company or any of its subsidiaries to any of the projects defined below in the 24 months prior to or 24 months following the issuance date of the bonds. Eligible Green Projects include the following (for illustrative purposes only): (i) renewable energy (new geothermal energy generation facilities with GHG emissions less than 100g CO ₂ d/KWh; upgrades to existing geothermal energy generation facilities to increase efficiency, resiliency and reliability; energy storage systems; or solar PV systems); and (ii) eco-efficient and/or circular economy adapted products.
ENEE	Empresa Nacional de Energía Eléctrica
Enthalpy	The total energy content of a fluid; the heat plus the mechanical energy content of a fluid (such as a geothermal brine), which, for example, can be partially converted to mechanical energy in an Organic Rankine Cycle.
EPA	U.S. Environmental Protection Agency
EPC	Engineering, procurement and construction
ERCOT	Electric Reliability Council of Texas, Inc.
EPRA	Energy and Petroleum Regulatory Authority of Kenya
EU	European Union
EWG	Exempt Wholesale Generators
Exchange Act	U.S. Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FERC	U.S. Federal Energy Regulatory Commission
FIT	Feed-in Tariff
FPA	U.S. Federal Power Act, as amended
GAAP	Generally accepted accounting principles
GCCU	Geothermal Combined Cycle Unit
GDC	Geothermal Development Company
Geothermal Power Plant	The power generation facility and the geothermal field
Geothermal Steam Act	U.S. Geothermal Steam Act of 1970, as amended
GHG	Greenhouse gas
GIS	Geographic Information Systems
Green bonds or green convertible bonds	Bonds, which the proceeds from, are used to finance and/or refinance, in whole or in part, new or on-going projects in accordance with the Ormat Green Finance Framework.
GW	Gigawatt
GWh	Gigawatt hour
HELCO	Hawaii Electric Light Company
IDWR	Idaho Department of Water
IESO	The Independent Electricity System Operator.
IFM	In Front of the Meter
IGA	International Geothermal Association
IID	Imperial Irrigation District
INDE	Instituto Nacional de Electrificación
IOUs	Investor-Owned Utilities
IPCC	Intergovernmental Panel on Climate Change
IPPs	Independent Power Producers

IRA	Inflation Reduction Act of 2022
ISO	Independent System Operator
ISO-NE	ISO New England
ITC	Investment Tax Credit
JBIC	Japan Bank for International Cooperation
John Hancock	John Hancock Life Insurance Company (U.S.A.)
JPM	J.P. Morgan Capital Corporation
KenGen	Kenya Electricity Generating Company Ltd.
Kenyan Energy Act	Kenyan Energy Act, 2006
KETRACO	Kenya Electricity Transmission Company Limited
KGRA	Known Geothermal Resource Area
KLP	Kapoho Land Partnership
KPLC	Kenya Power and Lighting Co. Ltd.
KRA	Kenya Revenue Authority
kW	Kilowatt - A unit of electrical power that is equal to 1,000 watts
kWh	Kilowatt hour(s), a measure of power produced
LCOE	Levelized Costs of Energy
LSE	Load Serving Entity
Mammoth Pacific	Mammoth-Pacific, L.P.
MEMR	The Indonesian Minister of Energy and Mineral Resources
MW	Megawatt - One MW is equal to 1,000 kW or one million watts
MWh	Megawatt hour(s), a measure of energy produced
NIS	New Israeli Shekel
NOA	Notice of Assessments
Notes	Convertible notes from 2022
NV Energy	NV Energy, Inc.
NYSE	New York Stock Exchange
NYISO	New York Independent System Operator, Inc.
OEC	Ormat Energy Converter
Opal Geo	Opal Geo LLC
OPC	OPC LLC, a consolidated subsidiary of the Company
OrCal	OrCal Geothermal Inc., a wholly owned subsidiary of the Company
ORC	Organic Rankine Cycle - A process in which an organic fluid such as a hydrocarbon or fluorocarbon (but not water) is boiled in an evaporator to generate high pressure vapor. The vapor powers a turbine to generate mechanical power. After the expansion in the turbine, the low-pressure vapor is cooled and condensed back to liquid in a condenser. A cycle pump is then used to pump the liquid back to the vaporizer to complete the cycle. The cycle is illustrated in the figure below:



Ormat International
Ormat Nevada
Ormat Systems
Ormat Green Finance Framework

Ormat International Inc., a wholly owned subsidiary of the Company
Ormat Nevada Inc., a wholly owned subsidiary of the Company
Ormat Systems Ltd., a wholly owned subsidiary of the Company
A framework developed in alignment with the Green Bond Principles (2021), as published by the International Capital Markets Association, by which the proceeds of green bonds are used to finance and/or refinance, in whole or in part, one or more Eligible Green Projects.

ORIX
ORPD

ORIX Corporation
ORPD LLC, a holding company subsidiary of the Company in which Northleaf Geothermal Holdings, LLC holds a 36.75% equity interest

OrPower 4
Ortitlan
ORTP
Orzunil
PG&E
PGV
PJM
PLN
Power plant equipment

OrPower 4 Inc., a wholly owned subsidiary of the Company
Ortitlan Limitada, a wholly owned subsidiary of the Company
ORTP, LLC, a consolidated subsidiary of the Company
Orzunil I de Electricidad, Limitada, a wholly owned subsidiary of the Company
Pacific Gas and Electric Company
Puna Geothermal Venture, a wholly owned subsidiary of the Company
PJM Interconnection, LLC
PT Perusahaan Listrik Negara
Interconnection equipment, cooling towers for water-cooled power plant, etc., including the generating units

PPA
PTC
PUC
PUCH
PUCN
PUHCA
PUHCA 2005
PURPA

Power purchase agreement
Production Tax Credit
Public Utilities Commission
Public Utilities Commission of Hawaii
Public Utilities Commission of Nevada
U.S. Public Utility Holding Company Act of 1935
U.S. Public Utility Holding Company Act of 2005
U.S. Public Utility Regulatory Policies Act of 1978

QF	Qualifying Facilities - (Certain small power production facilities are eligible to be “Qualifying Facilities” under PURPA, provided that they meet certain power and thermal energy production requirements and efficiency standards. Qualifying Facility status provides an exemption from PUHCA 2005 and grants certain other benefits to the Qualifying Facility)
RCEA	Redwood Coast Energy Authority
REC	Renewable Energy Credit
REG	Recovered Energy Generation
RER	Renewable Energy Resource certificate
RPS	Renewable Portfolio Standards
RTE	Round Trip Efficiency
RTO	Regional Transmission Organization
SCE	Southern California Edison
SCPPA	Southern California Public Power Authority
SDCP	San Diego Community Power
SDG&E	San Diego Gas and Electric
SEC	U.S. Securities and Exchange Commission
Securities Act	U.S. Securities Act of 1933, as amended
SOL	Sarulla Operations Ltd.
Solar PV	Solar photovoltaic
SOX Act	Sarbanes-Oxley Act of 2002
SRAC	Short Run Avoided Costs
TASE	Tel Aviv Stock Exchange
Tax Act	Tax Cuts and Jobs Act
UIC	Underground Injection Control
UN	United Nation
Union Bank	Union Bank, N.A.
U.S.	United States of America
U.S. Treasury	U.S. Department of the Treasury
USG	U.S. Geothermal Inc.
VAT	Value Added Tax
VCE	Valley Clean Energy
Viridity	Viridity Energy Solutions Inc., a wholly owned subsidiary of the Company

Cautionary Note Regarding Forward-Looking Statements and Risk Factor Summary

This Annual Report includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this report that address activities, events or developments that we expect or anticipate will or may occur in the future, including such matters as our projections of annual revenues, expenses and debt service coverage with respect to our debt securities, future capital expenditures, business strategy, competitive strengths, goals, development or operation of generation assets, market and industry developments and the growth of our business and operations, are forward-looking statements. When used in this Annual Report, the words “may”, “will”, “could”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “projects”, “potential”, “target”, “goal”, or “contemplate” or the negative of these terms or other comparable terminology are intended to identify forward-looking statements, although not all forward-looking statements contain such words or expressions. The forward-looking statements in this Annual Report are primarily located in the material set forth under the headings Item 1 — “Business” contained in Part I of this Annual Report, Item 1A — “Risk Factors” contained in Part I of this Annual Report, Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in Part II of this Annual Report, and “Notes to Financial Statements” contained in Item 8 — “Financial Statements and Supplementary Data” contained in Part II of this Annual Report, but are found in other locations as well. These forward-looking statements generally relate to our plans, objectives and expectations for future operations and are based upon management’s current estimates and projections of future results or trends. Although we believe that our plans and objectives reflected in or suggested by these forward-looking statements are reasonable, we may not achieve these plans or objectives. You should read this Annual Report completely and with the understanding that actual future results and developments may be materially different from what we expect attributable to a number of risks and uncertainties, many of which are beyond our control.

These forward-looking statements are made only as of the date hereof, and, except as legally required, we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

A summary of the risks that may cause actual results to differ from our expectations include, but are not limited to the following:

Risks Related to the Company’s Business and Operation

- Our financial performance depends on the successful operation of our geothermal, REG, solar PV power plants under the Electricity segment as well as our energy storage facilities which are subject to various operational risks.
- Our exploration, development, and operation of geothermal energy resources are subject to geological risks and uncertainties, which may result in insufficient prospects to support our growth, decreased performance or increased costs for our power plants.
- We may decide not to implement, or may not be successful in implementing, one or more elements of our multi-year strategic plan, and the plan may not achieve its goal of enhancing shareholder value.
- Our investments in BESS technology involves new technologies and expected advanced technologies with relatively limited history with respect to reliability and performance and may not perform as expected. In addition, our investments and profitability may be negatively affected by a number of factors, including increases in storage costs, expanded trade restrictions, risk of fire and volatility in merchant prices.
- Concentration of customers, specific projects and regions may expose us to heightened financial exposure.
- Our international operations expose us to risks related to the application of foreign laws and regulations.
- Political, economic and other conditions in the emerging economies where we operate, including Israel, may subject us to greater risk than in the developed U.S. economy.
- Conditions in and around Israel, where the majority of our senior management and our main production and manufacturing facilities are located, may adversely affect our operations and may limit our ability to produce and sell our products, and support our Electricity segment.
- Responses in various countries where we have business operations to Israel’s ongoing military conflicts on some of its borders or future similar conflicts may adversely affect our operations and may limit our ability to produce and sell our products.

- Some of our leases will terminate if we do not extract geothermal resources in “commercial quantities”, or if we fail to comply with the terms or stipulations of such leases or any of the provisions of the Geothermal Steam Act or if the lessor under any such lease defaults on any debt secured by the relevant property, thus requiring us to enter into new leases or secure rights to alternate geothermal resources, none of which may be available on terms as favorable to us as any such terminated lease, if at all.
- Our business development activities may not be successful and our projects under construction or facilities undergoing enhancement and repowering may encounter delays.
- Our future growth depends, in part, on the successful enhancement of a number of our existing facilities.
- We rely on power transmission facilities that we do not own or control.
- Our use of joint ventures may limit our flexibility with jointly owned investments.
- Our operations could be adversely impacted by climate change and other extreme weather events.
- We could be impacted by regulatory and other responses to climate change.
- We may not be able to successfully complete acquisitions, and we may not be able to successfully integrate, or realize anticipated synergies from, companies that we have acquired and may acquire in the future.
- We encounter intense competition from electric utilities, other power producers, power marketers, developers and third-party investors.
- Changes in costs and technology may significantly impact our business by making our power plants and products less competitive, resulting in our inability to sign new or recontracted PPAs for our Electricity segment and new supply and EPC contracts for our Products segment.
- Our intellectual property rights may not be adequate to protect our business.
- We may experience a cyber-incident, cyber security breach, severe natural event or physical attack on our operational networks and information technology systems.

Risks Related to Governmental Regulations, Laws and Taxation

- Our financial performance could be adversely affected by changes in the legal and regulatory environment affecting our operations.
- Pursuant to the terms of some of our PPAs with investor-owned electric utilities and publicly-owned electric utilities in states that have renewable portfolio standards, the failure to supply the contracted capacity and energy thereunder may result in the imposition of penalties.
- If any of our domestic power plants lose their current Qualifying Facility status under PURPA, or if amendments to PURPA are enacted that substantially reduce the benefits currently afforded to Qualifying Facilities, our domestic operations could be adversely affected.
- The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows.
- We are a holding company and our cash depends substantially on the performance of our subsidiaries and the power plants they operate, most of which are subject to restrictions and taxation on dividends and distributions.
- The costs of compliance with federal, state, local and foreign environmental laws and our ability to obtain and maintain environmental permits and governmental approvals required for development, construction and/or operation may result in liabilities, costs and delays in construction (as well as any fines or penalties that may be imposed upon us in the event of any non-compliance or delays with such laws or regulations).
- We could be exposed to significant liability for violations of hazardous substances laws because of the use or presence of such substances at our power plants.
- U.S. federal, state and foreign country income tax reform could adversely affect us.

Risks Related to Economic and Financial Conditions

- We may be unable to obtain the financing we need on favorable terms to pursue our growth strategy and any future financing we receive may be less favorable to us than our current financing arrangements.

- We have incurred substantial indebtedness that may decrease our business flexibility, access to capital, and/or increase our borrowing costs, and we may still incur substantially more debt, which may adversely affect our operations and financial results.
- Our debt obligations may adversely affect our ability to raise additional capital and will be a burden on our future cash resources, particularly if we elect to settle these obligations in cash upon conversion or upon maturity or required repurchase.
- The capped call transactions, into which we entered in connection with the issuance of June 2022 convertible notes, (the "Notes") may affect the value of the Notes and our common stock and we are subject to counterparty risk with respect to the capped call transactions.
- Our foreign power plants and foreign manufacturing operations expose us to risks related to fluctuations in currency rates, which may reduce our profits from such power plants and operations.
- Our power plants have generally been financed through a combination of our corporate funds and limited or non-recourse project finance debt and lease financing. If our project subsidiaries default on their obligations under such limited or non-recourse debt or lease financing, we may be required to make certain payments to the relevant debt holders, and if the collateral supporting such leveraged financing structures is foreclosed upon, we may lose certain of our power plants.
- We may experience fluctuations in the costs of construction, raw materials, commodities and drilling.
- Our commodity derivative activity may limit potential gains, increase potential losses, result in earnings volatility and involve other risks.
- We are exposed to swap counterparty credit risk.

Risks Related to Force Majeure

- The existence of a prolonged force majeure event or a forced outage affecting a power plant, or the transmission systems could reduce our net income.
- Threats of terrorism may impact our operations in unpredictable ways and could adversely affect our business, financial condition, future results and cash flow.

Risks Related to Ownership of our Common Stock

- Future equity issuances, including through our current or any future equity compensation plans, could result in dilution, which could cause the price of our shares of common stock to decline.
- The price of our common stock has in the past and may in the future fluctuate substantially, and your investment may decline in value.
- We may issue additional shares of our common stock in connection with conversions of the Notes, and thereby dilute our existing stockholders and potentially adversely affect the market price of our common stock.
- The fundamental change provisions of the Notes may delay or prevent an otherwise beneficial takeover attempt of us.

Market and Industry Data

This Annual Report includes market and industry data and forecasts that we have derived from publicly available information, various industry publications, other published industry sources and internal data and estimates. Industry publications and other published industry sources generally indicate that the information contained therein was obtained from sources believed to be reliable. Internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and our management's understanding of industry conditions. Any estimates underlying such market-derived information and other factors could cause actual results to differ materially from those expressed in the independent parties' estimates and in our estimates.

Company Contact and Sources of Information

Our website is www.ormat.com. Information contained on or accessible via our website, including our Sustainability Report, is not part of or otherwise incorporated by reference into this Annual Report. Information that we furnish to or file with the U.S. Securities and Exchange Commission (the "SEC"), including our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to, or exhibits included in, these reports are made

available for download, free of charge, through our website as soon as reasonably practicable. Our SEC filings, including exhibits filed therewith, are also available directly on the SEC's website at www.sec.gov.

We may use our website as a distribution channel of material Company information. Financial and other important information regarding the Company is routinely posted on and accessible through our website at www.ormat.com. Accordingly, investors should monitor this channel, in addition to following our press releases, SEC filings and public conference calls and webcasts.

PART I

ITEM 1. BUSINESS

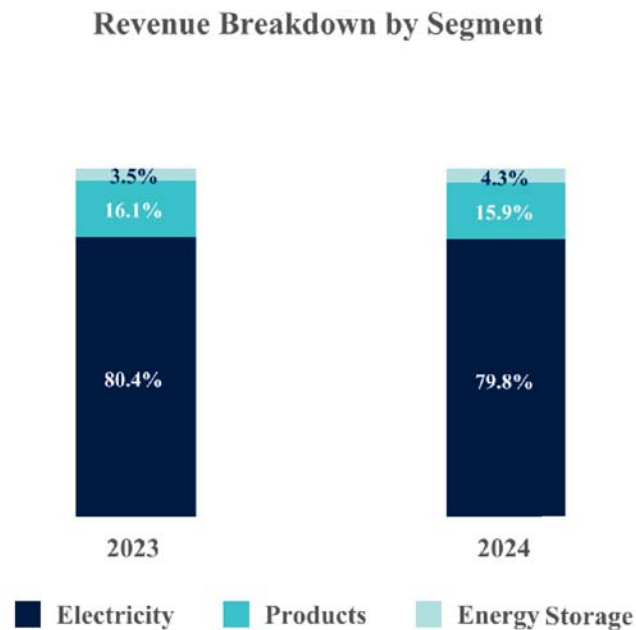
Overview

We are a leading vertically integrated company that is primarily engaged in the geothermal energy power business. We leverage our core capabilities and global presence to expand our activity in recovered energy generation and into different energy storage services and solar PV (including hybrid geothermal and solar PV as well as solar plus Energy Storage). Our objective is to become a leading global provider of renewable energy and help to mitigate climate change by providing a replacement to carbon-intensive energy sources. We have adopted a strategic plan to focus on several key initiatives to expand our business.

We currently conduct our business activities in three business segments:

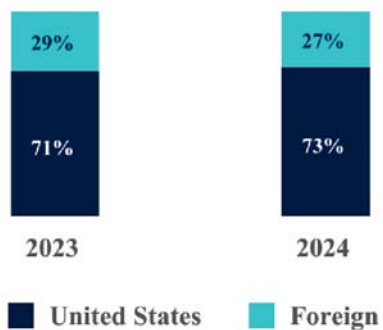
- *Electricity Segment.* In the Electricity segment, we develop, build, own and operate geothermal, solar PV and recovered energy-based power plants in the United States and geothermal power plants in other countries around the world and sell the electricity they generate. Since the beginning of 2024, we commenced or expanded commercial operation of 41MW of geothermal and solar PV power plants, including the 6MW Beowawe geothermal repowering, 17MW of Ijen geothermal power plant in Indonesia, the 5MW Steamboat Hills solar power plant (as part of the Steamboat Complex), the 7MW North Valley solar PV power plant and 6MW Beowawe solar PV power plant. In addition, we added 99MW of geothermal and solar PV assets from an acquisition we completed in January 2024 from Enel Green Power North America (“EGPNA”), a subsidiary of Enel SpA (ENEL.MI, LLC).
- *Product Segment.* In the Product segment, we design, manufacture and sell equipment for geothermal and recovered energy-based electricity generation and provide services relating to the engineering, procurement and construction of geothermal and recovered energy-based power plants. Since the beginning of 2024, we signed new contracts that were added to our backlog, and secured \$313 million of anticipated Product revenues of which the majority will be recognized over the next two years.
- *Energy Storage Segment.* In the Energy Storage segment, we own and operate grid-connected In Front of the Meter (IFM) BESS facilities, which provide capacity, energy and ancillary services directly to the electric grid. We operate our facilities in three main areas in the U.S., California, Texas and the East Coast and generate our revenues mainly from the sale of ancillary services in the merchant market and /or tolling agreements and RA contracts. Since the beginning of 2024, we commissioned three energy storage facilities with a total capacity of 120MW/360 MWh in California and New Jersey.

The following chart sets forth a breakdown of our revenues for each of the years ended December 31, 2024 and 2023:

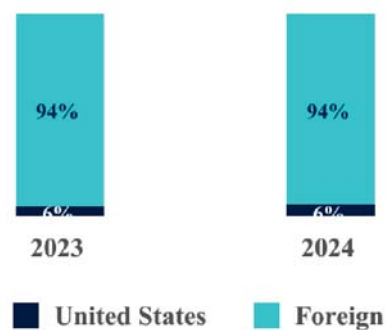


The following chart sets forth the geographical breakdown of revenues attributable to our Electricity and Product segments for each of the years ended December 31, 2024 and 2023:

Geographic Breakdown of the Electricity Segment Revenue



Geographic Breakdown of the Product Segment Revenue



The revenues attributable to our Energy Storage segment for each of the years ended December 31, 2024 and 2023 were 100% generated in the United States.

Our Electricity Segment

Our Company-owned power plants include both power plants that we have built and power plants that we have acquired. The substantial majority of the power plants that we currently own or operate produce electricity from geothermal energy sources. Geothermal energy is a clean, renewable and generally sustainable form of energy derived from the natural heat of the earth. Unlike electricity produced by burning fossil fuels, electricity produced from geothermal energy sources is produced without emissions of certain pollutants such as nitrogen oxide, and with far lower emissions of other pollutants such as carbon dioxide. As a result, electricity produced from geothermal energy sources contributes significantly less to climate change and local and regional incidences of acid rain than energy produced by burning fossil fuels. In addition, compared to power plants that utilize other renewable energy sources, such as wind or solar, geothermal power plants are generally available all year-long and all day-long and can therefore provide base-load electricity services. Geothermal power plants can also be custom built to provide a range of electricity services such as baseload, voltage regulation, reserve and flexible capacity.

We own and operate geothermal and solar PV hybrid projects and have similar projects currently under construction, in which the electricity generated from a solar PV power plant is used to offset the equipment's energy use at the geothermal facility, thus increasing the geothermal energy delivered by the project to the grid. In addition, we own and operate standalone solar PV power plants that sell their output under long term contracts.

We also construct, own, and operate 50MW of recovered energy-based power plants. We have built all of the recovered energy-based plants that we operate. Recovered energy comes from residual heat that is generated as a by-product of gas turbine-driven compressor stations, solar thermal units and a variety of industrial processes, such as cement manufacturing. Such residual heat, which would otherwise be wasted, may be captured in the recovery process and used by recovered energy power plants to generate electricity without burning additional fuel and without additional emissions.

Each of our current geothermal power plants sells substantially all of their output pursuant to long-term, and in most cases, fixed price PPAs to various counterparties denominated in or linked to the U.S. dollar or Euro. These contracts had a total weighted average remaining term, based on contributions to segment revenue, of approximately 15 years as of December 31, 2024. In addition, the counterparties to our PPAs in the United States have a credit rating of between Ba1 to Baa2 (stable) by Moody's and AA+ to B- by S&P. The purchasers of electricity from our foreign power plants are mainly state-owned entities in countries with below investment grade rating.

Power Plants in Operation

We own and operate 35 power plants and complexes globally, as listed below, with an aggregate generating capacity of 1,248 MW. They include geothermal, REG and solar sites. Geothermal comprised 86% of our Electricity Segment generating capacity. In 2024, our geothermal and REG power plants generated at a capacity factor of 84%% and 70%%, respectively, which is higher than the 20%-30% capacity factor typically generated in wind and solar projects.

The table below summarizes certain key non-financial information relating to our power plants and complexes as of February 25, 2025. The generating capacity of certain of our power plants and complexes listed below has been updated from our 2023 disclosure to reflect changes in the resource temperature and other factors that impact resource capabilities:

Type	Region	Plant	Ownership ⁽¹⁾	Generating capacity (MW) ⁽²⁾	PPA Tenure	Capacity Factor ⁽³⁾
Geothermal	California	Ormesa Complex	100%	36	18	86%
		Heber Complex	100%	91	18	
		Mammoth Complex	100%	65	14	
		Brawley	100%	7	7	
	West Nevada	Steamboat Complex ⁽⁵⁾	100%	79	22	83%
		Brady Complex ⁽⁵⁾	100%	24	25	
	East Nevada	Tuscarora	100%	17	9	81% ⁽¹³⁾
		Jersey Valley	100%	8	8	
		McGinness Hills	100%	146	14	
		Don A. Campbell	100%	28 ⁽⁴⁾	10	
		Tungsten Mountain ⁽⁵⁾	100%	41	19	
		Dixie Valley	100%	64	14	
		Beowawe ⁽⁵⁾	100%	20	30	
	North West Region	Neal Hot Springs ⁽⁶⁾	60%	22	13	90%
		Raft River	100%	12	9	
		San Emidio ^{(7),(5)}	100%	39	19	
		Still Water Complex ^{(8),(5)}	100%	12	5	
		Salt Wells ⁽⁸⁾	100%	9	5	
	Hawaii	Puna ⁽⁹⁾	63.3%	38	28	78%
	Utah	Cove Fort ⁽⁸⁾	100.0%	18	9	77%
	International	Amatitlan (Guatemala)	100%	20	4	84% ⁽¹⁰⁾
		Zunil (Guatemala)	97%	20	10	
		Olkaria III Complex (Kenya)	100%	150	10	
		Bouillante (Guadeloupe, France)	63.75% ⁽¹¹⁾	15	6	
		Platanares (Honduras)	100%	30 ⁽⁴⁾	8	
Total Consolidated Geothermal				1,011		84%
REG		OREG 1	100.0%	22	7	
		OREG 2	100.0%	22	10	
		OREG 3	100.0%	5.5	6	
Total REG				50		70%
Solar		Tungsten Mountain	100%	12	NA	
		Wister	100%	20	18	
		Steamboat Solar	100%	17	NA	
		Stillwater Solar PV ⁽⁸⁾	100%	20	NA	
		Stillwater Solar PV II ⁽⁸⁾	100%	20	1	
		Woods Hill ⁽⁸⁾	100%	20	14	
		North Valley	100%	7	NA	
		Beowawe	100%	6	NA	
Total Solar				128		
Unconsolidated Geothermal	Indonesia	Sarulla Complex	12.75%	42	23	
	Indonesia	Ijen ⁽¹⁴⁾	49%	17		
Total Unconsolidated Geothermal				57		
Total				1,248		

1. We have a controlling interest in and we operate all of our power plants, except for Sarulla and Ijen both in Indonesia. Financial institutions hold equity interests in five of our subsidiaries: (i) ORNI 41, which owns McGinness Hills Phase 3 located in Nevada; (ii) ORNI 43, which owns the Tungsten Mountain geothermal power plant located in Nevada; (iii) Steamboat Hills, LLC, which owns the Steamboat Hills power plant located in Nevada; (iv) CD4 partnership that owns the CD4 power plant, under Mammoth Complex, in California; (v) ORNI 36, which owns North Valley power plant, under San Emidio complex, located in Nevada. In the table above, we list these power plants as being 100% owned because all of the generating capacity is owned by these subsidiaries and we control the operation of the power plants. The nature of the equity interests held by the financial institution is described below in Item 8 — "Financial Statements and Supplementary Data" under Note 12.

We own a 63.75% equity interest in the Bouillante power plant, a 60% equity interest in the Neal Hot Spring power plant and a 63.25% direct equity interest in the Puna plant. We list 100% of the generating capacity of the Bouillante power plant, the Neal Hot Springs power plant and the Puna power plant in the table above because we control their operations. We list our 12.75% share of the generating capacity of the Sarulla complex and 49% of the generating capacity of the Ijen power plant as we own minority interests in these projects. Revenues from the Sarulla complex and from the Ijen power plant are not consolidated and are presented under "Equity in earnings (losses) of investees, net" in our consolidated financial statements.

2. References to generating capacity generally refer to gross generating capacity less auxiliary power. We determine the generating capacity of these power plants by taking into account resource and power plant capabilities. In any given year, the actual power generation of a particular power plant may differ from that power plant's generating capacity due to variations in ambient temperature, the availability of the geothermal resource, and operational issues affecting performance during that year. In 2024 the capacity factors of Olkaria, Puna, and Dixie Valley complexes were significantly impacted by operational and resource issues, as discussed further under "Description of our power plants".
3. Capacity factor is generally calculated as the actual MWh generation divided by the maximum potential generation (generating capacity multiplied by 8,760 hours). In the case of curtailments by the grid operator the generated MWh are taken into account in our calculation although the curtailed MWh were not sold to the grid.
4. Generating capacity reduced to reflect cooling experienced in the resource.
5. This is a hybrid geothermal and solar power plant that uses the solar energy for geothermal power plant auxiliary power. The solar PV facilities are presented separately in the table above.
6. We own 60% and Enbridge owns 40% of the Neal Hot Springs power plant.
7. The San Emidio complex includes 25MW from North Valley that commenced commercial operation in May 2023.
8. Acquired and added to our portfolio in January 2024.
9. The Puna geothermal power plant shut down on May 3, 2018 when the Kilauea volcano erupted following a significant increase in seismic activity in the area. The Puna power plant resumed operations in November 2020 and during 2024 operated at a level of approximately 30 MW.
10. Capacity factor was mainly impacted by lower performance of the Olkaria complex in the first half of the year, as further discussed below under "Description of our Power plants".
11. We own 63.75%, CDC owns 21.25% and Sageos owns 15.0% of the Bouillante power plant.
12. The OREG power plants are not operating at full capacity due to low run time of the compressor stations that serves as the power plants heat source. This has resulted in lower power generation.
13. Capacity factor was mainly impacted by the lower performance of the Dixie Valley power plant, as further discussed below under "Description of our Power plants."
14. The 35MW Ijen power plant in Indonesia commenced operation in February 2025. Our share is 17MW (49%)

New Power Plants

We are currently in various stages of construction of new power plants and expansion of existing power plants. We have released for construction projects with generating capacity of 134MW from geothermal and solar PV worldwide. In addition, we have several geothermal and solar PV projects in various stages of development. These projects are located in the United States.

We hold substantial land positions across **31** prospects in the United States and **13** prospects in Ethiopia, Guatemala, Honduras, Indonesia and New Zealand that we expect will support future geothermal development. These land positions are comprised of various leases, exploration concessions for geothermal resources, and options to enter into leases. We have started or plan to start exploration activity on many of these prospects.

We expect to add between 400MW to 500MW and to reach by the end of 2028 a total generating capacity of between 1.65 to 1.75 GW in the Electricity Segment.

Our Product Segment

We design, manufacture and sell products for electricity generation and provide the related services described below. In addition, we provide cementing services for well drilling to third parties. We primarily manufacture products to fill customer orders, but in some situations, we manufacture products as inventory for future projects that we will own or for future third-party projects.

Power Units for Geothermal Power Plants

We design, manufacture and sell power units for geothermal electricity generation, which we refer to as OECs. In geothermal power plants using OECs, geothermal fluid (either hot water/brine, steam, or both) is extracted from the underground reservoir and flows from the wellhead to a vaporizer that heats a secondary working fluid, which is vaporized and used to drive the turbine. The secondary fluid is then condensed in a condenser, which may be cooled directly by air through an air-cooling system or by water from a cooling tower and sent back to the vaporizer. The cooled geothermal fluid is then reinjected back into the reservoir. Our customers include contractors, geothermal power plant developers, owners and operators.

Power Units for Recovered Energy-Based Power Generation

We design, manufacture and sell power units used to generate electricity from recovered energy, or so-called “waste heat”. This heat is generated as a residual by-product of gas turbine-driven compressor stations, solar thermal units, biomass facilities and a variety of industrial processes, such as cement manufacturing, and is not otherwise used for any purpose. Our existing and target customers include interstate natural gas pipeline owners and operators, gas processing plant owners and operators, cement plant owners and operators, and other companies engaged in other energy-intensive industrial processes.

EPC of Power Plants

We serve as an EPC contractor for geothermal and recovered energy power plants on a turnkey basis, using power units we design and manufacture. Our customers are geothermal power plant owners as well as our target customers for the sale of our recovered energy-based power units. Unlike many other companies that provide EPC services, we believe our competitive advantage is in using equipment that we manufacture, which allows us better quality in and control over the timing and delivery of required equipment and its related costs.

Our Energy Storage Segment

Our Energy Storage segment has grown consistently since 2019 and we expect strong growth in the coming years. We have targeted the Energy Storage segment as one of our major segments for investment and growth.

We own and operate 16 BESS projects in the U.S, as listed below, with an aggregate generating capacity of 290MW/658MWh. The table below summarizes certain key non-financial information relating to our BESS projects as of February 25, 2025:

Project Name	Customer	Location	Size (MW)	MWh	Type of contract
ACUA	PJM	NJ	1	1	Merchant
Plumsted	PJM	NJ	20	20	Merchant
Stryker.....	PJM	NJ	20	20	Merchant
Hinesburg.....	ISONE	VT	2	5	Merchant
Rabbit Hill.....	ERCOT	TX	10	10	Merchant
Pomona	SCE/CAISO	CA	20	80	Capacity PPA and Merchant
Vallecito	CAISO and SCE	CA	10	40	Capacity PPA and Merchant
Tierra Buena.....	CAISO, RCEA and VCE	CA	5	20	Capacity PPA and Merchant
Upton	ERCOT	TX	23	23	Merchant
Andover	PJM	NJ	20	20	Merchant
Howell.....	PJM	NJ	7	7	Merchant
Bowling Green.....	PJM	OH	12	12	Capacity and Merchant
Pomona 2	SCE/CAISO	CA	20	40	Full Tolling
East Flemington ...	PJM	NJ	20	20	Merchant
Bottleneck	SDG&E	CA	80	320	Full Tolling
Montague	PJM	NJ	20	20	Merchant
Total			290	658	

New BESS Projects

We are currently in the process of constructing six additional energy storage projects with a total capacity of 385MW/1,300MWh in California, Texas and New Jersey.

In addition, we have an approximate 2.9GW/10.7GWh pipeline of potential projects, in different stages of development across the United States that will support our target to reach an energy storage portfolio of between 950-1050MW/2,500-2,900MWh by the end of 2028. We plan to continue leveraging our experience in project development and finance, our engineering, procurement and construction know-how and our relationships with utilities and other market participants, to develop additional BESS projects.

Business Strategy

Our strategy is focused on further developing a geographically balanced portfolio of geothermal, energy storage, solar PV and recovered energy assets and continuing our leading position in the geothermal energy market with the objective of becoming a leading global provider of renewable energy. We are focused on helping to create a sustainable energy infrastructure and further an alternative energy future where greenhouse gas emissions are reduced and the ability to access and store renewable sourced power, including geothermal energy, will enable electricity grids to become more responsive, more stable, and more environmentally friendly.

Business Goals

Our goals include continuing our leading position in the geothermal energy market and becoming a leading global provider of renewable energy. Our strategy focuses on three main elements:

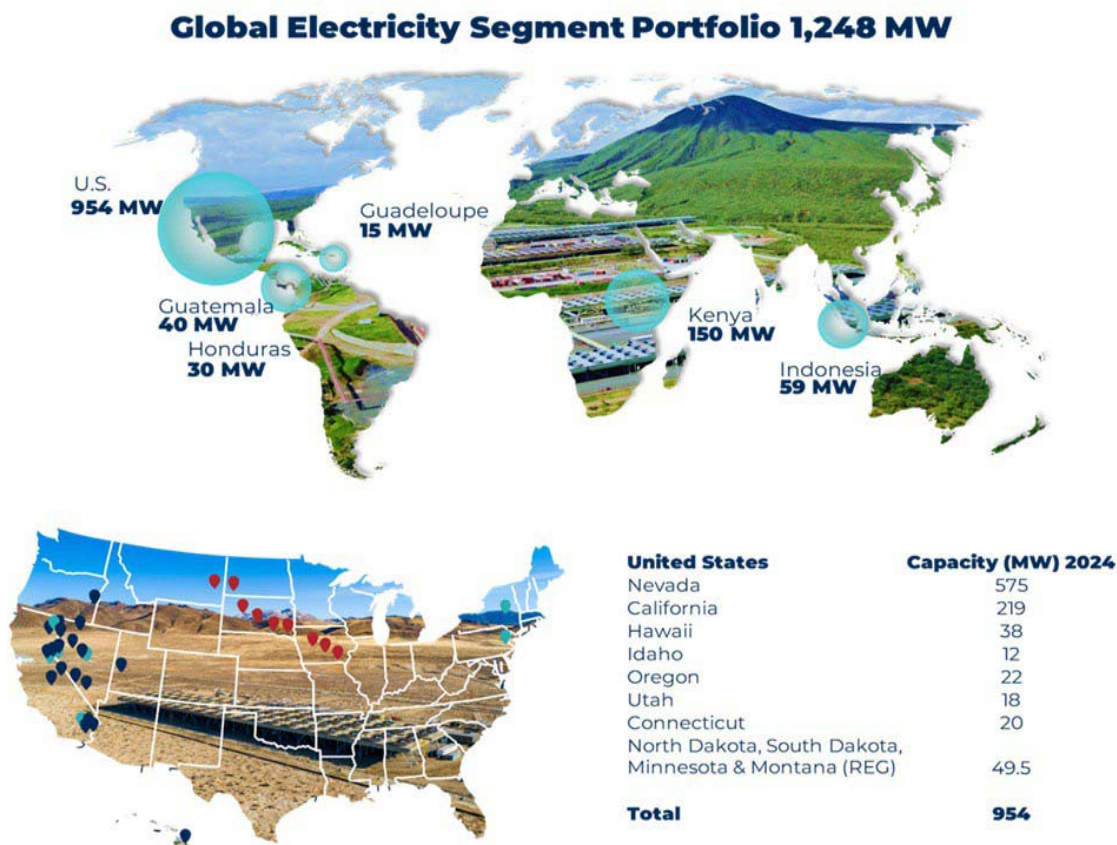
- Developing our low carbon renewable geothermal business in the United States and globally;
- Growing our market position in the IFM energy storage market; and
- Exploring opportunities in new areas by looking for synergistic growth opportunities utilizing our core competencies, strong market reputation, and new market opportunities focused upon environmentally responsible solutions in the energy sector.

We intend to implement this strategy through:

- *Development and Construction of New Geothermal Power Plants* — identifying new commercially viable renewable geothermal resources, and significantly expanding and expediting our exploration drilling to accelerate the development and construction of new zero emission geothermal power plants by entering into long-term PPAs providing stable and sustainable cash flows.
- *Expanding our Geographical Reach* — increasing our business development activities in an effort to grow our business in the global markets in all business segments. While we continue to evaluate global opportunities, we currently see the United States, Indonesia, Central America and New Zealand as attractive markets for our Electricity Segment. We see New Zealand, the Philippines, Indonesia, and the United States as attractive markets for our Product Segment. We are actively looking at ways to expand our presence in these countries to offer and provide replacement to carbon-intensive power alternatives. In the Energy Storage segment we continue focusing on the U.S. where all of our operating assets are located, however, as described below, we recently won a tender in Israel relating to two Energy Storage facilities, and plan also to expand our activity to that country.
- *Accelerating the Development and Construction of New Energy Storage Assets* — increasing our business development activities seeking potential sites for development and construction of energy storage facilities (including hybrid storage and solar PV facilities) in an effort to significantly grow our energy storage market and provide efficient solutions to the grid, while combining both long term fixed price contracts, known as tolling agreements, together with merchant exposure.
- *Acquisition of Geothermal Assets* — expanding and accelerating growth through acquisition activities globally, aiming to acquire additional geothermal assets as well as operating and developing assets that can support our geothermal business.
- *Acquisition of Energy Storage Projects and Assets* — expanding and accelerating growth through acquisition of operating assets, shovel ready projects and projects in various stages of development.
- *Using Our Operational and Resource Management Capabilities to Increase Output from our Existing Geothermal Power Plants* — increasing output from our existing geothermal power plants by adding additional generating capacity, upgrading plant technology, drilling new wells or redrilling existing wells as well as improving geothermal reservoir operations, including improving methods of heat source supply and delivery.
- *Creating Cost Savings Through Increased Operating Efficiency* — increasing efficiencies in our operating power plants and manufacturing facility including procurement by adding new technologies, restructuring of management control, automating part of our manufacturing work and centralizing our operating power plants by using, among others, remote operation.
- *Diversifying our Customer Base* — evaluating a number of strategies for expanding our customer base to hyperscalers, corporations and CCA markets. In the near term, however, we expect that the majority of our revenues will continue to be generated from our traditional electrical utility customer base for the Electricity segment.
- *Maintaining a Prudent and Flexible Capital Structure* — we have various financing structures in place, including non-recourse project financings, green convertible bonds, the sale of differential membership interests and equity interests in certain subsidiaries, the sale and/or transfer of tax credits available to our projects, as well as revolving credit facilities and term loans. We believe our cash flow profile, the long-term nature of our contracts, and our ability to raise capital provide greater flexibility for optimizing our capital structure.
- *Improving our Technological Capabilities* — investing in research and development of renewable energy technologies and leveraging our technological expertise to continuously improve power plant components, reduce operations and maintenance costs, develop competitive, eco-efficient and low-carbon products for electricity generation and target new service opportunities. In addition, we are expanding our core geothermal competencies to provide high efficiency solutions for high enthalpy applications by utilizing our binary enhanced cycle and technology.
- *Manufacturing and Providing Products and EPC Services Related to Renewable Energy* — designing, manufacturing and contracting power plants for our own use and selling to third parties power units and other generation equipment for geothermal and recovered energy-based electricity generation.

- *Expanding into New Technologies* — leveraging our technological capabilities over a variety of renewable energy platforms, including enhanced geothermal systems (EGS), solar power generation, energy storage and recovered energy generation. Involvement in continuous innovation by research and development efforts aimed at enhancing the efficiency of our operations, including through the use of AI technologies. In addition, we recognize the importance of corporate venture capital in acquiring or investing in companies with integration and technological capabilities that complement our existing expertise. Moreover, developing new technologies internally or in collaboration with third parties, where necessary (including EGS), to fill gaps and capitalize on market opportunities in alignment with our strategic plan.

The map below shows our worldwide portfolio of operating geothermal, solar PV and recovered energy power plants as of February 25, 2025.



* In the Sarulla (Indonesia) complex, Indonesia, we include our 12.75% share only.

The map below shows our portfolio of operating storage facilities as of February 25, 2025.

Energy Storage portfolio (290MW / 658 MWh)



US	290 MW	658 MWh
NJ, OH	120	120
Vermont, New England	2	5
California	135	500
Texas	33	33

Sustainability Strategy

We are committed to engaging with stakeholders on, and strengthening our commitment to, sustainability issues, including environmental, social and governance (“ESG”) matters. We endorse external initiatives and partner with national and international associations that we believe assist us in adhering to our ESG values, in particular, relating to geothermal, energy, health and safety issues and human rights issues. We strive to provide up-to-date, credible and comparable data to ESG agencies while engaging institutional investors and investor advocacy organizations around ESG issues.

As a renewable energy solution provider, we are motivated to identify opportunities and risks with respect to climate change and take efforts to reduce our GHG emissions and improve our energy efficiency. In addition to meeting our regulatory requirements, we report our annual GHG emissions to several organizations, including the Carbon Disclosure Project and the Israeli Ministry of Environmental Protection’s voluntary business reporting initiative.

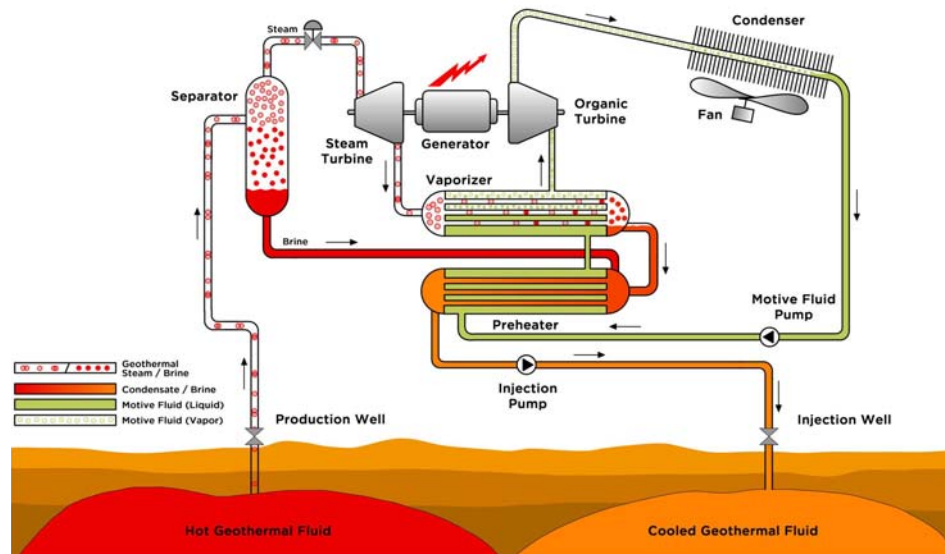
We report our progress on environmental goals and commitments annually in our sustainability reports, including, but not limited to, our climate change mitigation measures, biodiversity conservation, and water management efforts. A copy of our most recent Sustainability Report is accessible, free-of-charge, on our website at <https://www.ormat.com/en/company/engagement>. The contents of our website, including the sustainability reports, are not part of or otherwise incorporated by reference into this Form 10-K.

Our Proprietary Technology

Our proprietary technology involves original designs of turbines, pumps, and heat exchangers, as well as formulation of organic motive fluids (all of which are non-ozone-depleting substances) and may be used either in power plants operating according to the ORC alone or in combination with various other commonly used thermodynamic technologies that convert heat to mechanical power, such as gas and steam turbines. It can be used with a variety of thermal energy sources, such as geothermal, recovered energy, biomass, solar energy and fossil fuels. By using advanced computational fluid dynamics techniques and other computer aided design software as well as our test facilities, we continuously seek to improve power plant components, reduce operations and maintenance costs, and increase the range of our equipment and applications. We examine ways to increase the output of our plants by utilizing evaporative cooling, cold reinjection, configuration optimization, and topping turbines.

We also developed, patented and constructed GCCU power plants in which the steam first produces power in a backpressure steam turbine and is subsequently condensed in a vaporizer of a binary plant, which produces additional power. Our Geothermal Combined Cycle technology, that we have deployed in previous years, is depicted in the diagram below.

Geothermal Combined Cycle Power Plant (GCCU)

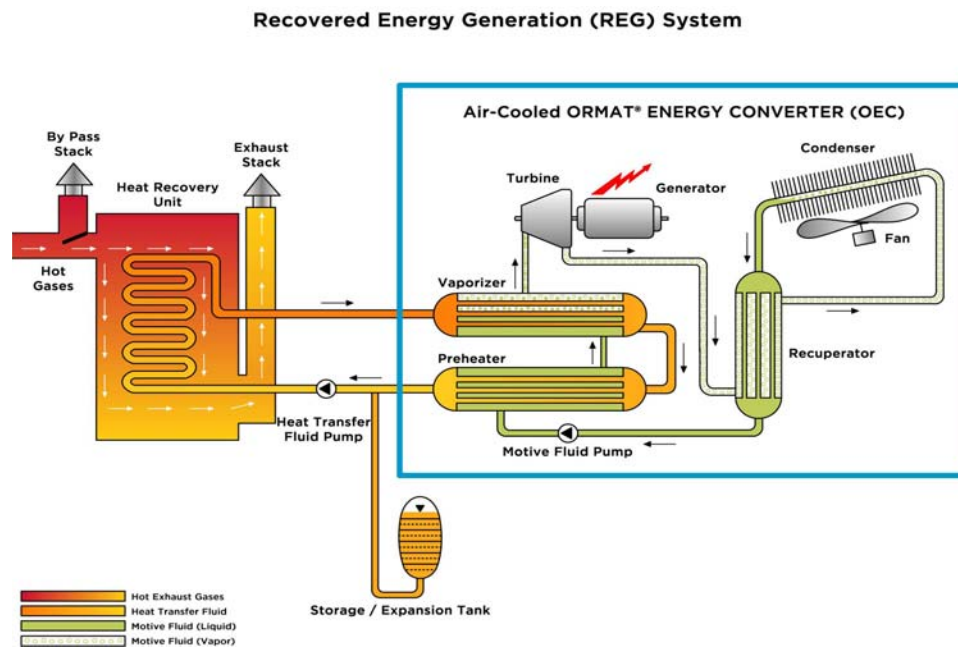


In the conversion of geothermal energy into electricity, our technology has a number of advantages over conventional geothermal steam turbine plants. A conventional geothermal steam turbine plant consumes significant quantities of water, causing depletion of the aquifer and requiring cooling water treatment with chemicals and consequently a need for the disposal of such chemicals. A conventional geothermal steam turbine plant also creates a visual impact in the form of an emitted plume from the cooling towers, especially during cold weather. By contrast, our binary and combined cycle geothermal power plants have a low profile with minimal visual impact and do not emit a plume when they use air-cooled condensers. Our binary and combined cycle geothermal power plants reinject all of the geothermal fluids utilized in the respective processes into the geothermal reservoir. Consequently, such processes generally have no emissions.

Other advantages of our technology include simplicity of operation and maintenance and higher yearly availability. For instance, the OEC employs a low speed and high efficiency organic vapor turbine directly coupled to the generator, eliminating the need for reduction gear. In addition, with our binary design, there is no contact between the turbine blade and geothermal fluids, which can often be very erosive and corrosive. Instead, the geothermal fluids pass through a heat exchanger, which is less susceptible to erosion and can adapt much better to corrosive fluids. In addition, with the organic vapor condensed above atmospheric pressure, no vacuum system is required.

We use the same elements of our technology in our recovered energy products. The heat source may be exhaust gases from a Brayton cycle gas turbine, low-pressure steam, or medium temperature liquid found in the process industries such as oil refining and cement manufacturing. In most cases, we attach an additional heat exchanger in which we circulate thermal oil or water to transfer the heat into the OEC's own vaporizer in order to provide greater operational flexibility and control. Once this stage of each recovery is completed, the rest of the operation is identical to that of the OECs used in our geothermal power plants and enjoys the same advantages of using the ORC. In addition, our technology allows for better load following than conventional steam turbines, requires no water treatment (since it is air-cooled and organic fluid motivated), and does not require the continuous presence of a licensed steam boiler operator on site.

Our REG technology is depicted in the diagram below.



Patents

As of December 31, 2024, we had 190 patents and patent applications worldwide, including 55 patents issued in the U.S. and 28 pending patent applications worldwide with 2 of them U.S. patent applications. These patents and patent applications cover our products (mainly power units based on the ORC) and systems (mainly geothermal power plants and industrial waste heat recovery plants for electricity production). The product-related patents cover components that include turbines, pumps, heat exchangers, air coolers, seals and controls as well as control of operation of geothermal production well pumps. The system-related patents cover not only particular components but also the overall energy conversion system from the “fuel supply” (e.g., geothermal fluid, waste heat, biomass or solar) to electricity production.

The system-related patents also cover subjects such as waste heat recovery related to gas pipeline compressors and industrial waste heat, solar power systems, disposal of non-condensable gases present in geothermal fluids, reinjection of other geothermal fluids ensuring geothermal resource sustainability, power plants for very high-pressure geothermal resources, two-phase fluids, low temperature geothermal brine as well as processes related to EGS. The remaining terms of our issued patents range from one year to 16 years. The loss of any single patent would not have a material effect on our business or results of operations.

Research and Development

We conduct research and development activities intended to improve plant performance, reduce costs, and increase the breadth of our product offerings. The primary focus of our research and development efforts is targeting power plant conceptual thermodynamic cycle and major equipment including continued performance, cost and land usage improvements to our condensing equipment, and development of new higher efficiency and higher power output turbines and brine production pumps. New realms for innovation include implementation of predictive maintenance software and automation of power plants performance analysis.

As part of our continuous cost reduction and performance enhancement, we developed and patented the extraction ORC, extraction and injection turbines that allow bleed or injection of motive fluid between stages from or to the organic turbine. As the ACC is a significant piece of equipment involved in the ORC process, we focus our efforts on improving ACC performance and reduce its cost, such as the wind guiding vanes for wind effects mitigation, inclined ACC and tubes geometry variation.

We also devote resources to research and development related to our energy storage segment. Our engineering and R&D teams are working to optimize the dispatch strategy of a BESS, develop and deploy capabilities to self-integrate BESS and test different battery cell and inverter technologies under simulated operating criteria of various energy markets to allow us to bring to market cost-effective BESS more rapidly and more optimized to the specific use cases and target revenue streams. Additionally, we hold patents in other energy storage solutions, including a mechanical energy storage system, which is currently under design and feasibility examination. A preliminary trial of this system in a small-scale unit was performed, and testing remains ongoing. Initial results obtained high RTE values compared to other mechanical energy storage solutions.

We continue to evaluate investment opportunities in companies with innovative technology or product offerings for renewable energy and energy storage solutions

Market Opportunities

Geothermal Market Opportunities

Renewable energy offers a sustainable solution to several global issues: climate change, grid volatility, and unpredictable commodity costs. Due to its environmental benefits, many countries are now prioritizing the development of clean, decarbonized baseload renewable sources, with a particular interest in geothermal energy production.

At the end of 2024, the total installed geothermal power generation capacity stood at 16,873 MW, an increase of 389 MW in 2024. The United States, Indonesia, the Philippines, Turkey, Kenya and New Zealand are the leading countries in geothermal power generation with New Zealand seeing the largest growth in 2024, adding 174 MW.

Many governments have recognized the need for alternatives to fossil fuels. As a result, they have implemented or are preparing regulatory frameworks and policies necessary to achieve emission reduction targets.

United States

Federal

Interest in geothermal energy in the United States continues to grow based on supportive legislation and regulation at the local, state, and federal levels. Policymakers and regulators are increasingly aware of the value of geothermal energy. For example, in January 2025, President Trump issued multiple Executive Orders focused on energy, including declaring a national energy emergency and seeking to increase domestic energy production, including geothermal energy.

Geothermal power is currently generated in several states across the U.S., including California, Nevada, Hawaii, Idaho, Oregon, and Utah. Ormat believes there are opportunities for geothermal expansion in other western states, such as New Mexico and Colorado. New Mexico recently passed legislation increasing its renewable energy goals to 100% by 2045 for investor-owned utilities, and Colorado's Energy and Carbon Management Commission recently adopted streamlined geothermal permitting regulations.

At the federal level, the Bureau of Land Management recently adopted a new categorical exclusion for geothermal resource confirmation activities on federal geothermal resource leases. This will significantly reduce the permitting burden for geothermal energy, facilitating faster development of clean and reliable energy on public lands.

Likewise, existing IRA tax incentives, including PTCs or ITCs for wind and solar projects (such as geothermal and hydropower) starting construction before January 1, 2025, enable the Company to transfer credits earned to unrelated third parties or to enter tax equity transactions to fund a higher percentage of the Company investment. These incentives have the potential to reduce our capital needs and increase project economics. The new U.S. presidential administration and/or current U.S. Congress may, within the scope of their authority, take action to revise, repeal, or otherwise modify existing rules and regulations, including various tax incentives, and the impact of such on the Company remains uncertain at this time. The IRA and its tax credits remain in place as of the date of this Annual Report and would require an act of Congress to be repealed, and any changes to federal agency rules would require administrative action. For more information, see Part I of this Annual Report, Item 1A "Risk Factors—Risks Related to the Company's Business and Operation—We could be impacted by regulatory and other responses to climate change" and "—Risks Related to Governmental Regulations, Laws and Taxation—The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows."

Geothermal energy provides numerous benefits to the U.S. grid and economy. Geothermal development and operation can produce economic benefits by providing tax incentives and long-term high-paying jobs. According to the U.S. Energy Information Administration (EIA), it currently has one of the lowest LCOE of all power sources in the United States. Additionally, improvements in geothermal production make it possible to provide ancillary and on-demand services. This helps load-serving entities avoid additional costs of storage or new transmission in order to balance intermittent resources providers such as solar and wind.

Other Growing Demand for Renewable Energy in the U.S.

The growing demand for renewable energy in the U.S. is driven by several other factors, including the increasing number of data centers, decarbonization efforts, and electrification. Data centers are significant energy consumers, and as companies strive to cut emissions and boost sustainability, they are securing renewable energy through PPAs to meet carbon-free targets. The demand for renewable energy is further amplified by the need to decarbonize various sectors, including transportation and industrial processes, which are increasingly relying on electrification.

High PPA Prices

The high PPA prices are a result of the growing demand for renewable energy and the direct demand from hyperscalers. The gap between energy supply and demand in the U.S. has driven up power and capacity prices. Ormat is already negotiating over 200 MWs of capacity on its geothermal fleet for prices above \$100 per MWh, compared to PPAs that Ormat closed at levels between \$60 per MWh and \$80 per MWh in the prior five years.

State legislation

Many state governments have implemented a RPS program, which requires utilities to incorporate renewable energy sources into their energy generation portfolio. The participating states set targets for generating energy from renewable sources within specific deadlines. Renewable energy generation under the RPS program is monitored through the production of RECs. Load-serving entities track these RECs to ensure that they are meeting RPS mandates.

Currently, in the United States, 30 states plus the District of Colombia and two U.S. territories have enacted an RPS, renewable portfolio goals, or similar laws or incentives (such as clean energy standards or goals) requiring or encouraging load-serving entities in such states to generate or buy a certain percentage of their electricity from renewable energy or recovered heat sources. Additionally, three states and one territory have set voluntary renewable energy goals. The vast majority of Ormat's geothermal projects are in California, Nevada, and Hawaii, all of which have the most stringent RPS programs in the country. Ormat sees the impact of RPS and climate legislation as a significant driver to expanding existing power plants and building new renewable projects.

States also provide incentives to geothermal energy producers. Nevada provides a property tax abatement of up to 55% for real and tangible personal property used to generate electricity from geothermal sources. This abatement may extend up to twenty years if job creation requirements are met. In 2024, Colorado added two new incentive programs to support geothermal development including a grant program as well as investment and production tax credits. In Idaho, geothermal energy producers are exempt from property tax and, in lieu, pay a 3% tax on gross energy earnings. The California Energy Commission provides favorable grants and loans to promote the development of new or existing geothermal resources and technologies within the state. Also, in California, the CPUC has required LSEs to procure 11.5GW of new clean electricity by 2028, 1GW of this procurement must deliver firm power with an 80% capacity factor, produce zero on-site emissions, and be weather independent. In 2023, the CPUC ordered utilities to procure 4GW of clean electricity in addition to the 11.5GW required under the original bill. With a high-capacity factor and firm and flexible generation, geothermal energy addresses these requirements and is the natural replacement for baseload fossil fuels and nuclear generation.

Global

We believe the global markets continue to present growth and expansion opportunities in both established and emerging markets.

We believe several global climate-related initiatives are likely to create business expansion opportunities for us and support the global growth of the renewable sector. Although in January 2025 President Trump signed an Executive Order to withdraw the United States from the Paris Agreement, it was initially adopted by the Twenty-first Conference of the Parties to the United Nations (UN) Framework Convention on Climate Change (2015) and subsequent UN Climate Change Conferences have reaffirmed the commitments of the Paris Agreement.

Outside of the U.S., the majority of power-generating capacity has historically been owned and controlled by governments. Since the early 1990s, however, many foreign governments have privatized their power generation industries through sales to third parties encouraging new capacity development and/or refurbishment of existing assets by independent power developers. These foreign governments have taken a variety of approaches to encourage the development of competitive power markets, including awarding long-term contracts for energy and capacity to independent power generators and creating competitive wholesale markets for selling and trading energy, capacity, and related products. Some foreign regions and countries have also adopted active government programs designed to encourage clean renewable energy power generation such as the following countries in which we operate, sell products and/or are conducting business development activities:

Europe

Europe has the fourth largest geothermal power capacity, the majority of which stems from Italy and Turkey and recently small-scale projects in Germany. We are looking for opportunities to expand in Europe, primarily in our Product segment.

Since 2004, we have established strong business relationships in the Turkish geothermal market and provided our wide range of solutions, including our binary systems, to over 40 geothermal power plants with a total capacity of over 900MW. We believe the potential for geothermal growth in Turkey is high, specifically in center-south and east areas of the country. However, due to the ongoing economic crisis in Turkey, new projects and investments are at a standstill.

We are also experiencing growing interest and believe there are opportunities in Greece, Croatia and Hungary.

Latin America

Several Latin American countries have renewable energy programs and have pursued development in the geothermal market.

In Guatemala, where our Zunil and Amatitlan power plants are located, the government approved and adopted the Energy Policy 2013-2027 that secures, among other things, a supply of electricity at competitive prices by diversifying the energy mix with an 80% renewable energy share target for 2027. The energy market in Guatemala experienced significant fluctuations in 2024 due to drought and extreme weather conditions with prices reaching an all-time high monthly price of \$214 per MWh, while the all-time high demand exceeded 2,120MW. These extreme conditions led to an increase in the opportunity price of energy, which raised concerns in the energy market. The second half of the year is expected to bring more stable and lower prices compared to the first half. While the first half of the year averaged over \$150 per MWh, the second half is expected to be around \$110 per MWh. As for future projections, a year-on-year increase of more than 20% in the spot price has been observed in recent years. If this trend continues, the price of energy is expected close to \$130 per MWh in 2024 and around \$150 per MWh in 2025. Energy market players are advised to have energy coverage and contracts for the long term so as not to be exposed to ever-increasing spot prices. In addition, no significant investments in generation are anticipated in the coming years, which could keep prices high until at least 2032 to 2034, considering the development time of new generation projects and the continued increase in demand. The current energy market situation in Guatemala has been volatile due to extreme weather factors, but it is expected to stabilize in the second half of the year.

In Honduras, where we operate our Platanares power plant, the government set a target to reach at least 80% renewable energy production by 2034. Honduras and its population have suffered constant interruptions to the electricity supply throughout history, a situation that has worsened since 2023 and continued in 2024. The Honduras government has so far been unable to respond to the instability of supply, and there is no evidence of progress in the bidding processes to address the generation deficit.

In New Zealand, where we have been actively providing geothermal power plant solutions since 1988, the government's policies to fight climate change include a net zero GHG emissions reduction target by 2050 and a renewable electricity generation target of 90% of New Zealand's total electricity generation by 2035. We continue selling power plants and products to our New Zealand customers and cooperate with other potential customers for adding geothermal power generation capacity within the coming years. In 2023, we signed an EPC contract to build the Ngatamariki 58MW geothermal power plant following the 59MW Tehuka 3 geothermal project contract signed in 2022. In 2024 we signed an EPC contract to build the Te-Mihi 2A 101MW geothermal power plant. Ormat is currently constructing the 58MW Ngatamariki, the 50MW TOPP2 and the 59MW Tehuka 3 geothermal power plants.

Asia

Indonesia has a geothermal potential of 23GW, the largest in the world, but has only utilized about 2.5 GW (i.e. 12%) of this potential. The Government of Indonesia has made a Nationally Determined Contribution to reduce GHG emissions by 43.2% and achieve net zero emissions by 2060. To meet this target, the Indonesian government has planned to increase the use of renewable energy, with geothermal energy planned to increase by 3GW by 2030.

To further accelerate the development of renewable energy, Presidential Regulation No. 112 was enacted in 2022, which outlines renewable energy investment incentives and sets more favorable electricity tariffs for renewable energy. We commenced commercial operation of the 35MW Ijen Power Plant, a joint development with Medco Power Indonesia, which started operation in February 2025. We are making intensive efforts to expand our power plant portfolio in Indonesia, by adding more megawatts to the already operating 330MW Sarulla power plant. Throughout 2024, Ormat won three tenders of fields with the potential of 80MW in total to expand our exploration field portfolio in Indonesia.

In the Product segment, we see increasing market demand for our binary technology. With the successful COD of the 15MW Salak binary power plant in early February 2025 which uses the Ormat system and is the first full single phase binary power plant in Indonesia, we will continue to develop and capture the binary market in Indonesia with geothermal and REG power plants.

Several operating geothermal companies have announced plans to develop binary power plants. According to PLN's 2021-2030 Electricity Supply Business Plan, there is a binary market of 300MW until 2028 which is ready to be developed.

East Africa

In East Africa the geothermal potential along the Rift Valley is estimated at several thousand MW. The countries along the Rift Valley are at different stages of development of their respective geothermal potential.

In Kenya, there are already several geothermal power plants, including our 150MW Olkaria III complex. The Kenyan government has identified the country's untapped geothermal potential as the most suitable indigenous source of electricity.

The Kenyan government is aiming to reach 10GW of power generating capacity by 2037, pursuant to the Least-Cost Power Development Plan 2017-37, which had a target of 62% of such capacity generated from renewable energy sources (including large hydro and solar).

Energy Storage

Energy storage systems utilize surplus available electricity that enables utilities and grid operators to optimize the operation of the grid, run generators closer to full capacity for longer periods, and operate the grid more efficiently and effectively. As penetration of wind and solar resources increases, so does the need for services that energy storage systems can provide to “balance the grid”, such as local capacity, frequency regulation, ramping, reactive power, and movement of energy from times of excess supply to times of high demand. Common applications for energy storage systems include ancillary services, wind/solar smoothing, energy trading, gas peaker replacement, and transmission and distribution deferral.

In general, the energy storage market is impacted by battery prices that are linked to volatile lithium prices. In the U.S., the Energy Storage Market and our Energy Storage segment currently enjoy tail winds as a result of declining lithium prices and the IRA's existing ITC tax incentives. We do not currently believe such tax incentives to be significantly impacted by the new presidential administration; however, we intend to continue monitoring proposed regulatory and tax law changes to understand their impact on the Company. For more information, see Part I of this Annual Report, Item 1A “Risk Factors—Risks Related to the Company's Business and Operation—We could be impacted by regulatory and other responses to climate change” and “—Risks Related to Governmental Regulations, Laws and Taxation—The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows.” Furthermore, various battery suppliers are preparing to manufacture batteries in the U.S., which is expected to result in additional tax benefits for our projects in the U.S. that will use domestically produced batteries. However, our energy storage segment may also be adversely affected by the prospect of expanded trade restrictions.

According to Wood Mackenzie's Energy Storage Monitor, the U.S. energy storage market added 3,806MW/9,906MWh across all segments in Q4 2024, a new quarterly record. Texas and California were responsible for 93% of the total MW and MWh capacity. Most of these additions, 3,431MW/9,188MWh, were grid-scale storage facilities which our Energy Storage segment focuses on. This segment's installation capacity increased by 80% over Q3 2023. Wood Mackenzie is forecasting that cumulative energy storage deployments will grow to 74 GW by 2028, with the majority expected to be grid-scale installations.

We currently own and operate 16 grid-scale BESS facilities, where revenues are derived from selling energy, capacity and/or ancillary services in merchant markets like PJM, ISO-NE, ERCOT and CAISO. We are pursuing the development of additional grid-connected BESS projects in multiple regions, with expected revenues coming from providing energy, capacity and/or ancillary services on a merchant basis, or through long term bilateral contracts with load serving entities, e.g., investor-owned utilities, publicly owned utilities and community choice aggregators. We are also pursuing the development and construction of hybrid solar PV and BESS facilities. We believe that the key bottleneck for storage development in the U.S. remains interconnection.

The high demand for storage due to grid volatility and the expected massive intermittent power as a result of data centers demands has opened new tolling agreements markets in Texas and increased tolling prices in California. Tolling agreements enable Ormat to increase the fixed revenues in the segment and reduce the volatility caused by merchant revenues.

For the first time, we won a tender issued by the Israeli Electricity Authority and have been awarded two separate 15-year tolling agreements for two Energy Storage facilities. The facilities under the tolling agreements are expected to have a combined capacity of approximately 300MW/1200MWh. The ownership of the projects will be shared, 50/50 between Ormat and Allied Infrastructure LTD, a leading infrastructure company in Israel.

Solar PV

Although there is a renewed focus on fossil fuel energy sources by the new presidential administration, the solar PV market continues to grow and is benefited from the general desire to replace fossil fuel generation with renewable resources. We are monitoring market drivers with the potential to develop solar PV power plants in locations where we can offer competitively priced power generation. We currently operate 60MW of standalone solar PV generation and are currently constructing a 42MW solar PV and 35MW/140MWh BESS project in the Imperial Valley in California. We also have a pipeline of hybrid PV and BESS development projects in various western states, targeting future utility procurement.

In addition, Ormat continues to focus on adding solar PV systems to some of our operating geothermal power plants to reduce internal consumption loads. Since 2019, we successfully placed in service 48MW of solar PV augmentation systems and acquired an additional 20MW of solar PV augmentations adjacent to operating geothermal power plants in Nevada are currently developing an additional 14MW.

Other Opportunities

Recovered Energy Generation

In addition to geothermal power generation, we are pursuing Recovered Energy Generation (REG) opportunities in the U.S. and worldwide. To date, we have built 23 power plants in North America which generate electricity from waste heat from gas turbine-driven compressor stations located along interstate natural gas pipelines, from midstream and gas processing facilities, and from other industrial applications.

The REG sector exists where available electricity is expensive or where the regulatory environment facilitates construction and marketing of power from recovered waste heat. However, these projects generally produce less than nine MW so we expect growth to be relatively slow and geographically dispersed.

Operations of our Electricity Segment

How We Own Our Power Plants

We customarily establish a separate subsidiary to own interests in each of our power plants. This ensures that the power plant, and the revenues generated by it, will be the only source for repaying indebtedness, if any, incurred to finance the construction or the acquisition (or to refinance the construction or acquisition) of the relevant power plant. If we do not own all of the interest in a power plant, we enter into a shareholders' agreement or a partnership agreement that governs the management of the specific subsidiary and our relationship with our partner in connection with the specific power plant. Our ability to transfer or sell our interests in certain power plants may be restricted by certain purchase options or rights of first refusal in favor of our power plant partners or the power plant's power purchasers and/or certain change of control and assignment restrictions in the underlying power plant and financing documents. With certain limited exceptions most of our domestic geothermal and REG power plants are Qualifying Facilities under the PURPA and are eligible for regulatory exemptions from most provisions of the FPA and certain state laws and regulations.

How We Explore and Evaluate Geothermal Resources

We conduct exploration activities globally. It generally takes two to five years from the time we start active exploration of a particular geothermal resource to the time we have resource confirmation through drilling and testing. This timeframe assumes the resource is commercially viable and there is an intention to pursue its development. Exploration activities generally involve the phases described below.

Initial Evaluation

We identify and evaluate potential geothermal resources through field investigations using a robust geoscience program identified through both public and private data sources.

Our initial evaluation is usually conducted by our internal exploration team, although we might engage outside service providers for some tasks from time to time. The costs associated with an initial evaluation vary from site to site, based on various factors, including the acreage involved and the costs, if any, of obtaining information from private databases or other sources. On average, our expenses for an initial evaluation range from approximately \$10,000 (mainly in the U.S.) to \$50,000 (mainly for international prospects) including travel, chemical analyses, and data acquisition.

If we conclude, based on the information considered in the initial evaluation, that the geothermal resource has potential to support a commercially viable power plant, considering various factors described below, we proceed to land rights acquisition.

Land Acquisition

We acquire land rights to any geothermal resources that our initial evaluation indicates could potentially support a commercially viable power plant. For domestic power plants, we either lease or own the sites on which our power plants are located. For our foreign power plants, our lease rights for the power plant site are generally contained in the terms of a concession agreement or other contract with the host government or an agency thereof. In certain cases, we also enter into one or more geothermal resource leases (or subleases), a concession, an option agreement or other agreement granting us the exclusive right to extract geothermal resources from specified areas of land, with the owners (or sublessors) of such land.

For most of our current exploration sites in the U.S., we acquire rights to use the geothermal resource through land leases with the BLM (which regulates leasehold interests in U.S. federal land), with various states, or through private leases. A summary of our typical lease terms is provided below under “Description of our Leases and Lands”. The up-front bonus and royalty payments vary from site to site and are based on, among other things, current market conditions.

Surveys

We conduct geological, geochemical, and/or geophysical surveys on the sites we acquire. These surveys are conducted incrementally considering relative value and cost, and the geologic model is updated continuously.

We make a further determination of the commercial viability of the potential geothermal resource based on the results of this process, particularly the results of the geochemical surveys estimating temperature and the overall geologic model, including potential resource size. If the results from the geochemical surveys are poor (i.e., low derived resource temperatures or poor permeability) or the geologic model indicates small or unlikely chance of finding a hydrothermal system, we re-evaluate the commercial viability of the geothermal resource and may not proceed to exploratory drilling. We generally only move forward with those sites that we believe have a moderate to high probability of successful development.

Exploratory Drilling & Testing

We drill exploratory wells on the high priority, relatively low risk sites to confirm and/or define a geothermal resource. Each year we determine and approve an exploration budget for the entire exploration activity in such year. We prioritize budget allocation between the various geothermal sites based on commercial, business, and portfolio management factors. The costs we incur for exploratory drilling vary from site to site based on various factors, including the accessibility of the drill site, the exploration strategy, and conceptual model of the resource. The type of exploratory drilling performed varies and can range from shallow temperature gradient wells to medium depth core drilling to full-size exploration wells. The exploration program typically focuses on the lowest cost option to de-risk the prospect such as temperature gradient wells to delineate a thermal anomaly and further de-risk targets with larger diameter wells. However, on average, exploration costs, prior to drilling of a full-size well, are approximately \$1.0 million to \$5.0 million for each site, not including land acquisition, and depending on the success we see in the early stages of exploration. Outside the U.S. exploration costs can be higher.

Pending successful results, a full-size drilling campaign is recommended. Larger diameter wells are required to produce and inject fluid at rates that can evaluate commercial viability of individual wells and the resource. The goal of a full-size exploration campaign is to confirm commercial production and injection zones and allow for a long-term test of the resource.

At various points during our exploration activities, we reassess whether the geothermal resource involved will support a commercially viable power plant based on information available at that time. For example, once we have successful exploration wells, we then test the resource for up to several months to study long-term viability with temporary surface equipment. Well testing data informs the resource numerical model and supports decisions such as power plant capacity and specifications.

If we conclude that a geothermal resource will support a commercially viable power plant, we move to the phase of constructing a power plant at the site. Additional wells may be drilled during the plant construction phase to meet the design point criteria.

How We Construct Our Power Plants.

The principal phases involved in constructing one of our geothermal power plants are as follows:

- *Drilling production and injection wells.* We consider completing the drilling of the first production well to be the beginning of our construction phase for a power plant. However, this is not always sufficient for a full release of a project for construction. The number of production wells varies from plant to plant depending on, among other things, the geothermal resource, the projected capacity of the power plant, the power generation equipment to be used and the way geothermal fluids will be re-injected through injection wells to maintain the geothermal resource and surface conditions. We generally drill the wells ourselves although in some cases we use outside contractors. The cost for each production and injection well varies depending on, among other things, the depth and size of the well and market conditions affecting the supply and demand for drilling equipment, labor and operators. In the last five years, our typical cost for each production and injection well ranged between \$1.0 million to \$13.0 million. An average cost for a domestic well was approximately \$3.5 million and \$8.0 million for international wells.
- *Designing the well field, power plant, equipment, controls, and transmission facilities.* We usually use our own employees to design the well field and the power plant, including equipment that we manufacture and that will be needed for the power plant. In some cases, depending on complexity and location, we use third parties to help us with the design. The designs vary based on various factors, including local laws, required permits, the geothermal resource, the expected capacity of the power plant and the way geothermal fluids will be re-injected to maintain the geothermal resource and surface conditions.
- *Obtaining any required permits, electrical interconnection and transmission agreements.* We use our own employees and from time to time, depending on complexity and location, outside consultants to obtain any required permits and licenses for our power plants that are not already covered by the terms of our site leases. The permits and licenses required vary from site to site and are described below under “Environmental Permits”.
- *Manufacturing (or in the case of equipment we do not manufacture ourselves, purchasing) the equipment required for the power plant.* Generally, we manufacture most of the power generating unit equipment we use at our power plants. Multiple sources of supply are typically available for all other equipment we do not manufacture.
- *Assembling and constructing the well field, power plant, transmission facilities, and related facilities.* We use our own employees to manage construction work. The construction and installation works (such as site grading, civil, structural, mechanical, insulation, electrical, control and communication works) are normally subcontracted. Construction materials (such as concrete, rebar etc.), construction equipment (cranes, forklifts etc.) and tools are provided by us to the subcontractors in some cases or provided by the subcontractors.

In recent years, it has taken approximately two to three years from the time we drill a production well until a power plant becomes operational. During 2024 in the Electricity segment, we focused on the commencement of operations for the repower of the Beowawe geothermal power plant and also commenced construction of the Beowawe solar PV project to supply power to the auxiliary loads of our geothermal power plant in Nevada. In addition, we commenced operations at North Valley and Steamboat 2-3 (Phase 2) solar PV power plants in Nevada. We also focused on construction of the Puna repower in Hawaii, Dominica geothermal power plant in the island of Dominica, Bouillante geothermal expansion in Guadeloupe, and construction of the TOPP2 geothermal power plant in New Zealand. We also conducted enhancement work in some other of our operating power plants worldwide.

When deciding whether to continue holding lease rights and/or to pursue exploration activity, we diligently prioritize our prospective investments, taking into account resource and probability assessments in order to make informed decisions about whether a particular project will support commercial operation.

We may conclude that a prospective geothermal resource will not support commercial operations. In such case, costs associated with exploration activities will be expensed accordingly under the Write-off of Unsuccessful Exploration Activities line item in the consolidated statements of operations in our financial statements.

How We Operate and Maintain Our Power Plants

Our operations and maintenance practices are designed to minimize operating costs without compromising safety or environmental standards while maximizing plant flexibility and maintaining high reliability. Our operations and maintenance practices for geothermal power plants seek to preserve the sustainable characteristics of the geothermal resources we use to produce electricity and maintain steady-state operations within the constraints of those resources reflected in our relevant geologic and hydrologic studies. Our approach to plant management emphasizes the operational autonomy of our individual plant or complex managers and staff to identify and resolve operations and maintenance issues at their respective power plants; however, each power plant or complex draws upon our available collective resources and experience, and that of our subsidiaries. We have organized our operations such that inventories, maintenance, backup, and other operational functions

are pooled within each power plant complex and provided by one operation and maintenance provider. This approach enables us to realize cost savings and enhances our ability to meet our power plant availability goals.

Safety is a key area of concern to us. We believe that the most efficient and profitable performance of our power plants can only be accomplished within a safe working environment for our employees. Our compensation and incentive program includes safety as a factor in evaluating our employees, and we have a well-developed reporting system to track safety and environmental incidents, if any, at our power plants.

How We Sell Electricity

In the U.S., our purchasers are investor-owned or publicly owned utilities, including electric cooperatives, and, more recently, CCAs. Outside of the U.S., our purchasers are either state-owned utilities or privately-owned entities and we typically operate our facilities under rights granted to us by a governmental agency pursuant to a concession agreement. In each case, we enter into long-term contracts (typically, PPAs) for the sale of electricity or the conversion of geothermal resources into electricity. Although previously our power plants' revenues under a PPA generally consisted of two payments, energy payments and capacity payments, our recent PPAs provide for energy payments only. Energy payments are normally based on a power plant's electrical output actually delivered to the purchaser measured in kWh, with payment rates either fixed or indexed to the power purchaser's "avoided" power costs (i.e., the costs the power purchaser would have incurred itself had it produced the power it is purchasing from third parties) or rates that escalate at a predetermined percentage each year. Capacity payments are normally calculated based on the generating capacity or the declared capacity of a power plant available for delivery to the purchaser, regardless of the amount of electrical output actually produced or delivered. In addition, we have one domestic power plant located in Hawaii that is eligible for capacity payments under the respective PPAs upon reaching certain levels of generation, or subject to a capacity payment reduction if certain levels of generation are not reached.

How We Finance Our Power Plants

We have funded our power plants with different sources of liquidity such as a non-recourse or limited recourse debt, lease financing, tax monetization transactions, internally generated cash, which includes funds from operations, as well as proceeds from loans under corporate credit facilities, green convertibles corporate bonds, public debt and equity offerings, senior unsecured corporate bonds, and the sale of equity interests and other securities. Our debt financing permits the development of power plants with a limited amount of equity contributions, but also increases the risk that a reduction in cashflow could adversely affect a particular power plant's ability to meet its debt obligations. Leveraged financing also means that distributions of dividends or other distributions by our subsidiaries to us are contingent on compliance with financial and other covenants contained in the applicable finance documents.

In 2024, we entered into several corporate and project finance loans, commercial papers and expanded and renewed our revolving credit facilities to support our geothermal and storage growth. In addition, we sold PTCs and ITCs from our Heber and Bottleneck projects.

How We Mitigate International Political Risk.

We generally, but not always, purchase insurance policies to cover our portion of our book equity exposure to certain political risks involved in operating in developing countries, as described below under "Insurance". However, insurance may not cover all political risks or coverage amounts may not be sufficient.

Description of Our Leases and Lands

We have domestic leases on approximately 375,574 acres of federal, state, and private land in California, Hawaii, Nevada, New Mexico, Utah, Idaho and Oregon. The approximate breakdown between federal, state and private leases and owned land is as follows:

- ~82% of the acreage under our control is leased from the U.S. government, mainly through the BLM. Roughly 18% of that acreage is currently suspended;
- ~15% is leased or subleased from private landowners and/or leaseholders; and
- ~3% is owned by us.

Additionally, Ormat will be granted federal geothermal leases for approximately 15,369 acres, awarded through various state auctions held in 2024. Each lease has standard terms and requirements, as summarized below. Internationally, our land position includes approximately 59,154 acres in various countries.

BLM Geothermal Leases

Certain of our domestic project subsidiaries have entered into geothermal resource leases with the U.S. government, pursuant to which they have obtained the right to conduct their geothermal development and operations on federally-owned land. These leases are made pursuant to the Geothermal Steam Act. The lessor under such leases is the U.S. government, acting through the BLM.

BLM geothermal leases grant the geothermal lessee the right and privilege to drill for, extract, produce, remove, utilize, sell, and dispose of geothermal resources on certain lands, together with the right to build and maintain necessary improvements thereon. The actual ownership of the geothermal resources and other minerals beneath the land is retained in the federal mineral estate. The geothermal lease does not grant to the geothermal lessee the exclusive right to develop the lands, although the geothermal lessee does hold the exclusive right to develop geothermal resources within the lands. Since BLM leases do not grant to the geothermal lessee the exclusive right to use the surface of the land, BLM may grant rights to others for activities that do not unreasonably interfere with the geothermal lessee's uses of the same land, including, off-road vehicles, and/or wind or solar energy developments.

Typical BLM leases issued to geothermal lessees before August 8, 2005 have a primary term of ten years and will renew so long as geothermal resources are being produced or utilized in commercial quantities but cannot exceed a period of forty years after the end of the primary term. If at the end of the forty-year period geothermal steam is still being produced or utilized in commercial quantities and the lands are not needed for other purposes, the geothermal lessee will have a preferential right to renew the lease for a second forty-year term, under terms and conditions as the BLM deems appropriate.

BLM leases issued after August 8, 2005 have a primary term of ten years. If the geothermal lessee does not reach commercial production within the primary term, the BLM may grant two five-year extensions. If the lessee is drilling a well for the purposes of commercial production, the lease may be extended for five years and thereafter, as long as steam is being produced and used in commercial quantities, the lease may be extended for up to thirty-five years. If, at the end of the extended 35-year term, geothermal steam is still being produced or utilized in commercial quantities and the lands are not needed for other purposes, the geothermal lessee will have a preferential right to renew the lease under terms and conditions as the BLM deems appropriate.

For BLM leases issued before August 8, 2005, the geothermal lessee is required to pay an annual rental fee (on a per acre basis), which escalates according to a schedule described therein, until production of geothermal steam in commercial quantities has commenced. After such production has commenced, the geothermal lessee is required to pay royalties (on a monthly basis) on the amount or value of (i) steam, (ii) by-products derived from production, and (iii) commercially demineralized water sold or utilized by the project (or reasonably susceptible to such sale or use).

For BLM leases issued after August 8, 2005, (i) a geothermal lessee who has obtained a lease through a non-competitive bidding process will pay an annual rental fee equal to \$1.00 per acre for the first ten years and \$5.00 per acre each year thereafter; and (ii) a geothermal lessee who has obtained a lease through a competitive process will pay a rental equal to \$2.00 per acre for the first year, \$3.00 per acre for the second through tenth year and \$5.00 per acre each year thereafter. Rental fees paid before the first day of the year for which the rental is owed will be credited towards royalty payments for that year. For BLM leases issued, effective, or pending on August 5, 2005 or thereafter, royalty rates are fixed between 1.0%-2.5% of the gross proceeds from the sale of electricity during the first ten years of production under the lease. The royalty rate set by the BLM for geothermal resources produced for the commercial generation of electricity but not sold in an arm's length transaction is 1.75% for the first 10 years of production and 3.5% thereafter. The royalty rate for geothermal resources sold by the geothermal lessee or an affiliate in an arm's length transaction is 10.0% of the gross proceeds from the arm's length sale.

The holder of a BLM geothermal lease has the ability to request in writing that the BLM suspend operations related to certain leases or an approved unit for reasons that negatively impact the operator's ability to develop the resource. BLM reviews these requests and determines if the suspension is justified. If a suspension is approved the operator is no longer required to drill, produce geothermal resources or pay rents or royalties during the suspension and the lease term will be extended by the length of time the suspension is in effect. Leases can be unsuspended via a written request to BLM and when the suspension ends the operator resumes rental and royalty payments along with drilling and production requirements.

In the event of a default under any BLM lease, or the failure to comply with any of the provisions of the Geothermal Steam Act or regulations issued under the Geothermal Steam Act or the terms or stipulations of the lease, the BLM may, 30 days after notice of default is provided to the relevant project, (i) suspend operations until the requested action is taken, or (ii) cancel the lease.

Private Geothermal Leases

Certain of our domestic project subsidiaries have entered into geothermal resources leases with private parties, pursuant to which they have obtained the right to conduct their geothermal development and operations on privately owned land. In many cases, the lessor under these private geothermal leases owns only the geothermal resource and not the surface of the land.

Typically, the leases grant our project subsidiaries the exclusive right and privilege to drill for, produce, extract, take and remove from the leased land water, brine, steam, steam power, minerals (other than oil), salts, chemicals, gases (other than gases associated with oil), and other products produced or extracted by such project subsidiary. The project subsidiaries are also granted certain non-exclusive rights pertaining to the construction and operation of plants, structures, and facilities on the leased land. Additionally, the project subsidiaries are granted the right to dispose geothermal fluid as well as the right to re-inject into the leased land water, brine, steam, and gases in a well or wells for the purpose of maintaining or restoring pressure in the productive zones beneath the leased land or other land in the vicinity. Because the private geothermal leases do not grant to the lessee the exclusive right to use the surface of the land, the lessor reserves the right to conduct other activities on the leased land in a manner that does not unreasonably interfere with the geothermal lessee's uses of the same land, which other activities may include agricultural use (farming or grazing), recreational use and hunting, and/or wind or solar energy developments.

The leases provide for a term consisting of a primary term in the range of five to 30 years, depending on the lease, and so long thereafter as lease products are being produced or the project subsidiary is engaged in drilling, extraction, processing, or reworking operations on the leased land.

As consideration under most of our project subsidiaries' private leases, the project subsidiary must pay to the lessor a certain specified percentage of the value "at the well" (which is not attributable to the enhanced value of electricity generation), gross proceeds, or gross revenues of all lease products produced, saved, and sold on a monthly basis. In certain of our project subsidiaries' private leases, royalties payable to the lessor by the project subsidiary are based on the gross revenues received by the lessee from the sale or use of the geothermal substances, either from electricity production or the value of the geothermal resource "at the well".

In addition, pursuant to the leases, the project subsidiary typically agrees to commence drilling, extraction or processing operations on the leased land within the primary term, and to conduct such operations with reasonable diligence until lease products have been found, extracted and processed in quantities deemed "paying quantities" by the project subsidiary, or until further operations would, in such project subsidiary's judgment, be unprofitable or impracticable. The project subsidiary has the right at any time within the primary term to terminate the lease and surrender the relevant land. If the project subsidiary has not commenced any such operations on said land (or on the unit area, if the lease has been unitized), or terminated the lease within the primary term, the project subsidiary must pay to the lessor, in order to maintain its lease position, annually in advance, a rental fee until operations are commenced on the leased land.

If the project subsidiary fails to pay any installment of royalty or rental when due and if such default continues for a period of fifteen days specified in the lease, for example, after its receipt of written notice thereof from the lessor, then at the option of the lessor, the lease will terminate as to the portion or portions thereof as to which the project subsidiary is in default. If the project subsidiary defaults in the performance of any obligations under the lease, other than a payment default, and if, for a period of 90 days after written notice is given to it by the lessor of such default, the project subsidiary fails to commence and thereafter diligently and in good faith take remedial measures to remedy such default, the lessor may terminate the lease.

We do not regard any property that we lease as material unless and until we begin construction of a power plant on the property.

Description of Our Power Plants

Domestic Operating Power Plants

The following descriptions summarize certain industry metrics for our domestic operating power plants:

Power plants in the U.S.

Project Name	Size (MW)	Technology	Resource Cooling	Customer	PPA Expiration
Brawley	7	Geothermal water-cooled binary system	Depends on the mix of used production wells , with current decline rate around 1°F per year	SCE	2031
Brady Complex	24	Geothermal air and water-cooled binary system	Brady and Desert Peak 2 - less than 3°F per year (DP2 is declining less than 1°F per year)	Brady - SCPPA DP2 - NV Energy	Brady — 2043 Desert Peak 2 — end of 2027
Brady Solar	6	Solar PV System	NA	Internal use ⁽⁵⁾	NA
Don A. Campbell Complex ⁽¹⁾	28	Geothermal air-cooled binary system	4°F per year	SCPPA	Phase 1 - 2034 Phase 2 -2035
Heber Complex	91	Geothermal dual flash and binary systems using a water-cooled system	1°F to 2°F per year	SCPPA and Peninsula Clean Energy (PCE), CPA	Heber 1 — 2051 Heber 2 — end of 2038 Heber South — End of 2037
Jersey Valley	8	Geothermal air-cooled binary system	Under 2°F per year	Nevada Power Company	2032
Mammoth Complex	65	Geothermal air-cooled binary system	1°F per year	PG&E and Southern California Edison (will be replaced by a PPA with Calpine). Monterey Bay, SCPPA and SVCE	G-1 and G-3 - 2033 CD4 - 2047 G-2 plant - 2037
McGinness Hills Complex ⁽⁷⁾	146	Geothermal air-cooled binary system	5°F to 6°F per year	Nevada Power Company and SCPPA.	Phases 1 and 2 - 2033 Phase 3 - 2043.
Neal Hot Springs	22	Geothermal air-cooled binary system	1.5°F over the past year	Idaho Power Company	2038
OREG 1	22	Geothermal air-cooled binary system	NA	Basin Electric Power Cooperative	2031
OREG 2	22	Geothermal air-cooled binary system	NA	Basin Electric Power Cooperative	2034
OREG 3	5.5	Geothermal air-cooled binary system	NA	Great River Energy.	2029
Ormesa Complex	36	Geothermal water-cooled binary system and water-cooled flash system.	1°F to 2°F per year	SCPPA under a single PPA.	2042

Project Name	Size (MW)	Technology	Resource Cooling	Customer	PPA Expiration
Puna Complex	38	Geothermal combined cycle and air-cooled binary system	The resource temperature is stable	HELCO	2027
Raft River	12	Geothermal water-cooled binary system	The resource temperature is stable	Idaho Power Company	2032
San Emidio Complex	39	Geothermal-water-cooled binary system	Temperature declining in response to recent increase in flow from North Valley Plant. Expect to stabilize over next few years.	NV Energy	San Emidio-2038 North Valley-2048
North Valley Solar	7	Solar PV System	NA	Internal use	NA
Steamboat Complex	79	Geothermal air and water-cooled binary system and a single flash system	2°F to 3°F per year	* Steamboat 2 & 3- SCPPA * Galena1 & 3- Nevada Power Company * Galena 2 & Steamboat Hills- SCPPA	Steamboat 2 and 3- 2043 Galena1- 2026 Steamboat Hills and Galena 2 - 2043 Galena 3- 2028
Steamboat Complex Solar	17	Solar PV System	NA	Internal use ⁽⁵⁾	NA
Tungsten Mountain Geothermal	41	Geothermal air and water-cooled binary system	About 3°F per year	SCPPA	2043
Tungsten Mountain Solar	12	Solar PV System	NA	Internal use ⁽⁵⁾	NA
Tuscarora	17	Geothermal water-cooled binary system	2°F per year	Nevada Power Company	2032
Dixie Valley ⁽⁶⁾	64	Geothermal air-cooled binary system and water-cooled flash system.	The resource temperature is stable	SCE	2038
Beowawe	20	Flash System and Binary	Temperature declining in response to recent increase in flow from Beowawe upgrade, expect to stabilize over next few years	NV Energy	2025
Beowawe Solar	20	Solar PV System	NA	Internal use ⁽⁵⁾	NA
Wister	20	Solar PV System	NA	San Diego Gas & Electric	2042
Stillwater Complex	12	Geothermal air-cooled binary system	1°F to 2°F per year	NV Energy	2029
Stillwater Solar PV	20	Solar PV System	NA	Internal use ⁽⁵⁾	NA
Stillwater Solar PV	20	Solar PV System	NA	Wynn Las Vegas	2025
Salt Wells	9	Geothermal air-cooled binary system	Less than 1°F per year	NV Energy	2029

Project Name	Size (MW)	Technology	Resource Cooling	Customer	PPA Expiration
Cove Fort	18	Geothermal air-cooled binary system	The resource temperature is stable	Salt River Project	2033
Woods Hill	20	Solar PV System	NA	Seven different off-takers in Connecticut	2038

Foreign Power plants

Project Name	Size (MW)	Technology	Resource Cooling	Customer	PPA Expiration
Amatitlan (Guatemala)	20	Geothermal air-cooled binary system and a small back pressure steam turbine (one MW)	About 2°F per year	INDE and another local purchaser.	2028
Bouillante (France)	15	Geothermal direct steam turbines.	The resource temperature is stable	EDF pursuant to a PPA.	2030
Olkaria III Complex (Kenya) ⁽²⁾	150	Geothermal air-cooled binary system	Temperature stabilized in 2024	KPLC	Plant 2 - 2033 Plant 1&3 - 2034 Plant 4 - 2036
Platanares (Honduras) ⁽³⁾	30 ⁽⁴⁾	Geothermal air-cooled binary system	5°F per year	ENEE	2047
Zunil (Guatemala)	20	Geothermal air-cooled binary system	The resource temperature is stable	INDE	2034
Sarulla Complex - (Indonesia)	42	Geothermal Combined Cycle steam and binary systems	NIL power plant - 3°F per year and SIL - about 1°F per year	PLN	2047
Ijen (Indonesia)	17 ⁽⁹⁾	Geothermal Combined Cycle steam and binary systems	NA ⁽⁸⁾	PLN	2055

1. Don A. Campbell has experienced cooling since mid-2016, with a 4°F decline in the last year, causing a reduction in its generating capacity. A temperature mitigation program is ongoing and a new and hotter production well utilized in late 2024. In addition, new injection wells in use since mid-2024.
2. The Olkaria complex experienced lower performance of the wellfield since 2021 and in 2024 we stabilized the resource following a drilling campaign in 2024 and currently the complex is generating 147 MW. In addition, the complex is experiencing heavy curtailments by KPLC, however the capacity payments are paid on the full generating capacity.
3. We hold the Platanares assets, including the project's wells, land, permits and a PPA, under a BOT structure for 15 years from September 26, 2017, the date the Platanares plant commenced commercial operation. A portion of the land on which the project is located is held by us through a lease from a local municipality.
4. In the second quarter of 2022, Sarulla agreed with its banks on a framework that will enable it to perform remediation works that are aimed to restore the power plants' performance. The first phase of the recovery plan included the drilling of an additional production well that was successful, and certain modifications to surface equipment that are still underway. Following the positive indications from the first phase, during the second quarter of 2024, Sarulla commenced discussions with the banks towards implementation of the additional phases. As we determined that the

current situation and circumstances related to our equity method investment in Sarulla are temporary, no impairment testing was required for the period.

5. The Tungsten, Brady, Steamboat, Beowawe, North Valley and Still Water Solar PV power plants generate energy that is used for the auxiliary power of the geothermal power plants.
6. The Dixie Valley power plant experienced partial shutdown following a failure that required turbine rotor replacement, generator replacement and wells clean out. The power plant was back to generation in early November, 2024.
7. McGinness Hills Complex has experienced cooling in the last few years, with a 5°F to 6°F decline in the last year. Temperature mitigation program is ongoing, which includes drilling of new wells. In addition, the complex experienced heavy curtailments in the second half of 2024 as a result of NV Energy T-line maintenance. We expect continued curtailment also in 2025.
8. Ijen power plant in Indonesia commenced operation in February 2025.
9. Represents Ormat's 49% equity share in the project

Future Projects

Projects Released for Construction

We have several projects in various stages of construction, including 8 projects that we have fully released for construction with a total capacity of 134MW and one project with capacity of 10MW to 15MW that is in the early stages of construction.

These projects are expected to have a total geothermal generating capacity of between 92MW (representing our interest) and solar PV projects with a total capacity of 42MW.

Project Name	Location	Expected Size (MW)	Technology	Customer	Expected COD	Current Condition
Zunil	Guatemala	5	Geothermal air-cooled binary system	INDE	Q2 2026	Drilling was delayed to 2026
Bouillante	Guadeloupe	10	Geothermal water-cooled binary system	EDF	H1 2026	Major equipment shipped. Construction is ongoing
Topp 2	New Zealand	50	Geothermal air-cooled binary system	EGL	Q4 2025	Construction is ongoing
Dominica	Dominica	10	Geothermal air-cooled binary system	DOMLEC	Q4 2025	Construction is ongoing.
Arrowleaf Solar	California, U.S.	42	Solar PV System	SDCP	Q4 2025	Construction is in Progress
Cove Fort upgrade	Utah, U.S.	7	Geothermal air-cooled binary system	Salt River Project	End 2025	Engineering and procurement is ongoing
Stillwater upgrade	NV, U.S.	5	Geothermal air-cooled binary system	NV Energy	End 2025	Engineering and procurement is ongoing
Salt Wells upgrade	NV, U.S.	5	Geothermal air-cooled binary system	NV Energy	Q1 2026	Engineering and procurement is ongoing

Project Name	Location	Expected Size (MW)	Technology	Customer	Expected COD	Current Condition
Carson Lake	Nevada, U.S.	10 - 15	Geothermal air-cooled binary system	No PPA	TBD	On Hold

Projects under Various Stages of Development that were not Released for Construction

We also have projects under various stages of development in the U.S. that we estimate will increase the generating capacity of our geothermal projects by approximately 22MW and a Solar PV project with a total of 14MW. We expect to continue to explore these and other opportunities for expansion so long as they continue to meet our business objectives and investment criteria. However, we prioritize our investments based on their readiness for continued construction and expected economics and therefore we are not planning to invest in all of such projects in 2025.

Project	Location	Technology	Size (MW)	Customer	Expected COD
North Valley 2	Nevada, U.S.	Geothermal	10	NV Energy	H2 2026
McGinness Solar	Nevada, U.S.	Solar PV	14	SCPPA	H2 2026
Dixie Meadows	Nevada, U.S.	Geothermal	12	SCPPA	On Hold

Future Prospects

We have a substantial land position that is expected to support future development and on which we have started or plan to start exploration activity. When deciding whether to continue holding lease rights and/or to pursue exploration activity, we diligently prioritize our prospective investments, taking into account resource and probability assessments in order to make informed decisions about whether a particular project will support commercial operation.

Our current land position is comprised of various leases, concessions and private land for geothermal resources in **44** prospects across the western U.S., Latin America and Africa. In the U.S. we hold **31** prospects:

- 21 prospects in Nevada
- 4 prospects in California
- 2 prospects in Oregon
- 3 prospects in Utah
- 1 in New Mexico

Outside the U.S. we hold **13** prospects:

- 5 prospects in Indonesia
- 4 prospects Ethiopia
- 2 prospects in Guatemala
- 1 prospect in Honduras
- 1 prospect in New Zealand

Competition

Electricity Segment

Ormat's Electricity Segment competes with geothermal power plant operators, other renewable energy providers, and other geothermal developers. The competition occurs both at the early stages of development and when obtaining a PPA. In the development stage, the Company must acquire the rights to the resource or purchase a site that is already in the planning, permitting, or construction phase. Occasionally, other geothermal developers may become customers of Ormat in the Product Segment.

Our main competitors in the U.S. include CalEnergy, Calpine Corporation, Cyrq Energy Inc., and other smaller pure-play developers. Additionally, we are starting to see new industry comers in the U.S. specializing in alternative geothermal systems that are competing mainly on geothermal leases and are aiming to use new drilling techniques and technologies. Internationally, our competitors are gaining experience from developing geothermal projects in their home countries, such as Mercury and Contact Energy in New Zealand, Energy Development Corporation in the Philippines, Storenergy and Meridian in France, and Enel Green Power in Italy. In Indonesia, Ormat experiences competition from Kaishan, PT Pertamina Geothermal Energy, PT Star Energy, and in a recent tender from Chevron (who teamed with Pertamina) to compete for land. Impex remains active in the Japanese geothermal sector, though Ormat has not experienced any direct competition yet. Turkish developers are also focusing on international market expansion. Additionally, Ormat faces competition from smaller pure-play geothermal developers and local providers.

When Ormat seeks to obtain a new PPA, it mainly faces competition from other renewable energy sources such as Enhanced Geothermal Systems (EGS) developers, wind, biomass, solar, and hydroelectric power. In the U.S, Ormat competes with existing geothermal power plants as they are re-contracted.

As a geothermal company, Ormat focuses on niche markets where its vertical integration proves advantageous for the development of competitive baseload projects.

Product Segment

In our Product segment, we face competition from power plant equipment manufacturers and system integrators as well as engineering or project management companies.

Our competitors among power plant equipment suppliers are divided by technology, steam turbines and binary power plant manufacturers. Our main steam turbine competitors are industrial steam turbine manufacturers such as Mitsubishi Heavy Industries, Fuji Electric Co., Ltd. and Toshiba Corporation of Japan, GE/Nuovo Pignone and Ansaldo Energia of Italy.

Our binary technology competitors are manufacturers using the ORC technology such as Mitsubishi Heavy Industries through Turboden, TICA, a Chinese air conditioning company that acquired Italian Exergy, Egesim, a Turkish electrical contractor who is collaborating with Atlas Copco mainly in the Turkish market and internationally, Kaishan, a compressor manufacturer from China who also develops its own projects and Fuji Electric Co., Ltd of Japan. While we believe that we have a distinct competitive advantage based on our accumulated experience, an increase in competition, which we are currently experiencing, has started to affect our ability to secure new purchase orders from potential customers. The increased competition led to a reduction in the operating margins, which in turn impacted our profitability.

In the case of proposed EPC projects we also compete with other service suppliers, such as project/engineering companies or EPC contractors.

Energy Storage Segment

In the Energy Storage segment, we face significant competition from companies that have already established businesses in the sector, companies that are seeking to acquire established businesses to gain a foothold in the sector, and new market entrants.

The energy storage space is comprised of a multitude of companies with different business strategies, such as project developers, independent power producers, system integrators, EPC contractors, component suppliers (e.g. batteries, inverters, control software, and balance of plant), and scheduling coordinators, among others. The energy storage space is experiencing consolidation as well as other dynamics in the supply chain (e.g. pure developers turning into IPPs). Thus, the number of IPPs in the market remains high and competition is intense.

We continue to develop greenfield projects with great emphasis on the quality of the location and other characteristics that will make for highly profitable projects as well as targeting strategic acquisitions of development assets or platforms. Additionally, we believe that our participation and expertise in various parts of the value chain, such as engineering, procurement, construction, project development, operation and maintenance, and asset management and market participation, together with our relatively long experience in commercial operations gives us a competitive advantage in the market of utility scale energy storage.

Customers

All of our revenues from the sale of electricity in the year ended December 31, 2024 were derived from fully-contracted energy and/or capacity payments under long-term PPAs with governmental, public or private utility entities. The percentage of total revenues above 5% is detailed in the table below:

<u>Utility</u>	<u>% of total revenues for the year ended</u> <u>December 31, 2024</u>
SCPPA (U.S.).....	20.6%
NV Energy (U.S.).....	15.1%
KPLC (Kenya).....	13.0%

Based on publicly available information, as of December 31, 2024, the credit ratings of our rated electric utility customers are as set forth below:

<u>Issuer</u>	<u>Standard & Poor's Ratings Services</u>	<u>Moody's Investors Service Inc.</u>
Southern California Edison.....	BBB (Stable)	Baa1 (Stable)
HELCO.....	B- (Negative watch)	Ba3 (Stable)
Sierra Pacific Power Company.....	A- (Stable)	Baa2 (Stable)
Nevada Power Company.....	A- (Stable)	Baa1 (Stable)
SCPPA.....	AA+ (Stable)	Stable
PG&E.....	BB (Positive)	Ba1 (Positive)
EDF.....	BBB (Positive)	Baa1 (Stable)

The credit ratings of any power purchaser may change from time to time. There is no publicly available information with respect to the credit rating or stability of the power purchasers under the PPAs for our foreign power plants other than EDF (France).

Our revenues from the Product segment are derived from contractors, owners, or operators of power plants, process companies, and pipelines.

Our revenues from the Energy Storage segment are derived from selling energy, capacity services under long term capacity contracts and/or ancillary services in merchant markets like PJM, ISO New England, ERCOT and CAISO or under long-term tolling agreement that secure fixed revenues. In addition, we are pursuing projects that will serve entities, such as investor-owned utilities, publicly owned utilities and community choice aggregators.

Human Capital Resources

Our Team

As a global renewable energy company, we are proud to employ and work closely with the communities we serve, knowing we have the ability to contribute to local economies and social well-being. The promise of renewable energy that we deliver to our customers and stakeholders goes hand in hand with our commitment to local employment and skill development wherever we work.

Our success largely depends on our ability to recruit, train, develop and retain a productive and engaged workforce. Accordingly, investing in our employees, focusing on safety, offering competitive compensation and benefits, promoting a diverse workforce, adopting forward thinking human capital management practices and community outreach are critical elements of our corporate strategy.

As of December 31, 2024, we employed 1,512 employees, of whom 526 were in Israel, 713 were in the U.S., and 273 were in other countries and 59 employees who are temporary or contracted. Any future material growth in our employee headcount will be attributable to purchasing or developing new power plants and energy storage facilities.

Workforce Health and Safety

The health and safety of our employees, subcontractors, the public, and the environment is our overarching priority. We proactively identify, assess and manage risks in the facilities and offices that we own and operate. Our goal is to report, analyze, learn and improve performance to reduce the number of safety incidents. We seek to continuously improve our safety performance and instill a workplace safety culture. To this end, we instill in all employees the value of safety and acting with integrity. We also periodically conduct quality, environmental, health, and safety audits of our plants and facilities.

Ormat has an integrated Quality, Environment, Health, and Safety (QEHS) Policy that sets out our general commitments towards health and safety principles at our sites and for all our stakeholders. The policy is publicly available on Ormat's website and outlines our responsibilities to provide high quality products, conduct our business with care for the environment, and integrate our QEHS system into our business strategy and work processes. In addition, our Human Rights and Labor Policy, also available publicly on our website, outlines our commitments to ensuring that essential health and safety standards and practices are enforced in the workplace, developing risk awareness, and encouraging responsible health and safety behavior among employees.

In addition, we have an outreach plan to support communities where we do business such as addressing the reduced availability of food to vulnerable populations and providing medical and personal protective equipment to local healthcare workers across the globe.

Diversity Initiatives

We strive to provide a diverse and inclusive working environment where people are respected and feel a sense of belonging regardless of race, nationality, gender, age, religion or sexual orientation. Our offices, manufacturing plants and power plants are in multiple jurisdictions and our global workforce holds many different and unique beliefs. We are committed to local employment at all our operational and manufacturing locations. While our first and foremost consideration of a potential candidate is professional skills and overall qualifications for the position, we work with several organizations in the U.S. to help us present opportunities to ethnic minorities and veterans for open positions. Furthermore, we are committed to eliminating discrimination in our hiring and employment termination practices and ensuring that all employees are adequately accommodated and treated equally.

We actively seek opportunities to hire and promote female employees and managers across our Company, including our various operations worldwide.

Competitive Compensation and Benefits

We strive to ensure that all eligible employees receive fair and competitive compensation and benefits, including paid maternity or paternity leave, sponsorship of learning opportunities, health care insurance, short-term and long-term disability, among others. Our global employees are entitled to retirement and pension benefits at or beyond the legally required level of employer contribution in the relevant country of operation, including access to 401(k) plans in the U.S. We fully cover retirement and pension plan liabilities in relevant countries of operation with our available resources. In addition, all our current employees in Israel are entitled to benefits in the event of termination or retirement following the Israeli Government's sponsorship of programs that provide limited non-pension benefits.

Employee Investment

We focus on creating opportunities for employee education, development and training and we strive to ensure that employees are fulfilling their professional and personal goals. Our training opportunities include technical and soft skill courses offered in-person and online to help our employees improve their performance, and a leadership development program to help employees develop their leadership skills. We have annual performance reviews for most of our employees. We also have a tuition reimbursement program and provide access to reskilling or upskilling training to employees transitioning to another position at the Company or another workforce. Our Human Resources department and various business units work together on initiatives to create a sense of community and togetherness. We offer employees options to improve their work-life balance, including community events, holiday and team milestone celebrations, volunteering opportunities and fitness support.

Collective Bargaining Agreements & Employee Unions

As of December 31, 2024, the only employees currently represented by a labor union are the employees of our Bouillante power plant located in Guadeloupe and our battery and maintenance employees in Philadelphia. The employees in Guadeloupe are represented by the Confédération Générale du Travail de Guadeloupe and those in Philadelphia by the IBEW Local 777.

We have no collective bargaining agreements for our Israeli employees. However, by order of the Israeli Ministry of Economy and Industry, the provisions of a collective bargaining agreement between the Histadrut (the General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (which includes the Industrialists Association) may apply to some of our Israeli non-managerial, finance and administrative, and sales and marketing personnel. This collective bargaining agreement principally concerns the cost of living pay increases, length of the workday, minimum wages and insurance for work-related accidents, annual and other vacation, sick pay, and determination of severance pay, pension contributions, and other conditions of employment. We currently provide such employees with benefits and working conditions, at least as favorable as the conditions specified in the collective bargaining agreement.

We have not encountered any labor, strikes, or work stoppages. We seek to continue to maximize a positive work environment for all our employees.

Insurance

We maintain partial physical damage and business interruption insurance, including the perils of flood, volcanic eruption, earthquake and windstorm, cyber coverage, general and excess liability, pollution legal liability, control of well, drilling rigs, construction risks, as well as customary worker's compensation and automobile, marine transportation insurance, charterers' liability and such other commercially available insurance as is generally carried by companies engaged in similar businesses and owning similar properties in the same general areas as us. Such insurance covering our properties extends to Omat and/or our owned, controlled, direct or indirect affiliated or associated companies, subsidiary companies or corporations in amounts generally based upon the estimated replacement value and maximum foreseeable loss of our facilities (provided that certain perils including earthquake, volcanic eruption and flood coverage are subject to sublimit and/or annual aggregate limits depending on the type and location of the facility) and business interruption insurance coverage in an amount that also varies from location to location but limited to 12 months of operation.

We purchase, when and where available, certain insurance policies to cover a portion or all of our book equity investment to specified political risks involved in operating in developing countries. We hold a global political risk insurance program covering the significant political risks at certain of our locations. This program is issued by the global insurers in the private sector. Such insurance policies generally cover, subject to the limitations and restrictions contained therein, losses derived from a specified governmental act, such as expropriation, political violence, and the inability to convert local currency into hard currency and, in certain cases, the breach of agreements with governmental entities, in approximately 70% of our book net equity investment.

Regulation of the Electric Utility Industry in the U.S.

The following is a summary overview of the electric utility industry and applicable federal and state regulations and should not be considered a full statement of the law or all issues pertaining thereto.

PURPA

PURPA and FERC's regulations thereunder exempt owners of certain Qualifying Facilities, including small power production facilities that use geothermal resources as their primary energy source, from regulation under the PUHCA 2005, from many provisions of the FPA and from state laws relating to the financial, organization and rate regulation of electric utilities.

PURPA provides the owners of power plants certain benefits described below if a power plant is a "Qualifying Facility." A small power production facility is a Qualifying Facility if: (i) the facility does not exceed 80 MW; (ii) the primary energy source of the facility is biomass, waste, geothermal, or renewable resources, or any combination thereof, and at least 75% of the total energy input of the facility is from these sources, and fossil fuel input is limited to specified uses; and (iii) the facility, if larger than one megawatt, has filed with FERC a notice of self-certification of qualifying status, or has been certified as a Qualifying Facility by FERC. The 80 MW size limitation, however, does not apply to a facility if (i) it produces electric energy solely by the use, as a primary energy input, of solar, wind, waste or geothermal resources; and (ii) an application for certification or a notice of self-certification of qualifying status of the facility was submitted to not later than December 31, 1994, and construction of the facility commenced not later than December 31, 1999.

With respect to the FPA, FERC's regulations under PURPA do not exempt from the rate provisions of the FPA sales of energy or capacity from Qualifying Facilities larger than 20 MW in size that are made (a) pursuant to a contract executed after March 17, 2006 or (b) not pursuant to a state regulatory authority's implementation of PURPA. The practical effect of these regulations is to require owners of Qualifying Facilities that are larger than 20MW in size to obtain market-based rate authority from FERC if they seek to sell energy or capacity other than pursuant to a contract executed on or before March 17, 2006 or pursuant to a state regulatory authority's implementation of PURPA. A sale to a public utility under PURPA at state approved avoided cost rates is generally exempt from FERC rate regulation.

In addition, provided that the purchasing electric utility has not been relieved from its mandatory purchase obligation, PURPA and FERC's regulations obligate electric utilities to purchase energy and capacity from Qualifying Facilities at either the electric utility's avoided cost or a negotiated rate. FERC's regulations under PURPA allow FERC, upon request of a utility, to terminate a utility's obligation to purchase energy from Qualifying Facilities upon a finding that Qualifying Facilities have nondiscriminatory access to: (i) independently administered, auction-based day ahead, and real time markets for electric energy and wholesale markets for long-term sales of capacity and electric energy; (ii) transmission and interconnection services provided by a FERC-approved regional transmission entity and administered under an open-access transmission tariff that affords nondiscriminatory treatment to all customers, and competitive wholesale markets that provide a meaningful opportunity to sell capacity, including long-term and short-term sales, and electric energy, including long-term, short-term, and real-time sales, to buyers other than the utility to which the Qualifying Facility is interconnected; or (iii) wholesale markets for the sale of capacity and electric energy that are at a minimum of comparable competitive quality as

markets described in (i) and (ii) above. FERC regulations protect a Qualifying Facility's rights under any contract or obligation involving purchases or sales that are entered into before FERC has determined that the contracting utility is entitled to relief from the mandatory purchase obligation. FERC has granted the request of California investor-owned utilities for a waiver of the mandatory purchase obligation for Qualifying Facilities larger than 20 MW in size. In addition, FERC recently amended its PURPA regulations to reduce the rebuttable presumption that small power production facilities in organized markets have nondiscriminatory access to markets from 20MW to 5MW. Therefore, the California investor-owned utilities may have a basis to further reduce their mandatory purchase obligation.

We expect that our power plants in the U.S will continue to meet all criteria required for Qualifying Facility status under PURPA. However, if any of our domestic power plants were to lose its Qualifying Facility status, such power plant could become subject to the full scope of the FPA and applicable state regulation. The application of the FPA and other applicable state regulation to our domestic power plants could require our operations to comply with an increasingly complex regulatory regime that may be costly and greatly reduce our operational flexibility.

PUHCA

Under PUHCA 2005, the books and records of a utility holding company, its affiliates, associate companies, and subsidiaries are subject to FERC and state commission review with respect to transactions that are subject to the jurisdiction of either FERC or the state commission or costs incurred by a jurisdictional utility in the same holding company system. However, if a company is a utility holding company solely with respect to Qualifying Facilities, exempt wholesale generators, or foreign utility companies, it will not be subject to review of books and records by FERC under PUHCA 2005. Qualifying Facilities or exempt wholesale generators that make only wholesale sales of electricity are not subject to state commissions' rate regulations and, therefore, in all likelihood would not be subject to any review of their books and records by state commissions pursuant to PUHCA 2005 as long as the Qualifying Facility is not part of a holding company system that includes a utility subject to regulation in that state. Additionally, most or all of our power plants and storage projects qualify as exempt wholesale generators, exempting them from PUHCA requirements as well.

FPA

Pursuant to the FPA, FERC has exclusive jurisdiction over the rates for most wholesale sales of electricity and transmission of electricity in interstate commerce. These rates may be based on a cost-of-service approach or may be determined on a market basis through competitive bidding or negotiation. FERC can accept, reject or suspend rates. The rates can be suspended for up to five months, at which point the rates become effective subject to refund. FERC can order refunds for rates that are found to be "unjust and unreasonable" or "unduly discriminatory or preferential."

Moreover, the loss of the Qualifying Facility status of any of our power plants might also permit the off-taker, pursuant to the terms of its PPA, to cease taking and paying for electricity from the relevant power plant and to seek refunds for past amounts paid and/or a reduction in future payments.

Additionally, FERC possesses civil penalty authority, up to approximately \$1.5 million per violation of the FPA per day. FERC can also require the disgorgement of unjust profits earned in connection with such violations of the FPA and revoke the right of the power plants to make sales at market-based rates.

Under the Energy Policy Act of 2005, the FPA was supplemented to empower FERC to ensure the reliability of the bulk electric system. Such authority required that FERC assume both oversight and enforcement roles. Pursuant to its new directive, FERC certified the North American Electric Reliability Corporation as the nation's Electric Reliability Organization (ERO) to develop and enforce mandatory reliability standards to address medium and long-term reliability concerns. Today, enforcement of the mandatory reliability standards, including the protection of critical energy infrastructure, is a substantial function of the ERO and of FERC, which may impose penalties of up to approximately \$1.5 million a day for violating mandatory reliability standards. We examine our projects' compliance with NERC standards on an ongoing basis and begin work on the process of NERC registration as new projects approach the threshold at which NERC standards become applicable.

Thus, if any of the power plants were to lose Qualifying Facility status, the application of the FPA and other applicable state regulations to such power plants could require compliance with an increasingly complex regulatory regime that may be costly and greatly reduce our operational flexibility. Even if a power plant does not lose Qualifying Facility status, the owner of a Qualifying Facility/power plant in excess of 20 MW will become subject to rate regulation under the FPA for sales of energy or capacity pursuant to a contract executed after March 17, 2006 or not pursuant to a state regulatory authority's implementation of PURPA. A decrease in existing rates or being ordered by FERC to pay refunds for rates found to be "unjust and unreasonable" or "unduly discriminatory or preferential" would likely result in a decrease in our future revenues.

State Regulation

Our power plants in California, Nevada, Oregon, and Idaho, by virtue of being Qualifying Facilities that make only wholesale sales of electricity, are not subject to rate, financial and organizational regulations applicable to electric utilities in those states. The power plants each sell or will sell their electrical output under PPAs to electric utilities (Sierra Pacific Power Company, Nevada Power Company, Peninsula Clean Energy, SCPPA and Idaho Power Company). All of the utilities except SCPPA are regulated by their respective state public utilities commissions. Sierra Pacific Power Company and Nevada Power Company, which merged and are doing business as NV Energy, are regulated by the PUCN. Peninsula Clean Energy is regulated by the CPUC.

Under Hawaiian law, non-fossil generators are not subject to regulation as public utilities. Hawaiian law provides that a geothermal power producer is to negotiate the rate for its output with the public utility purchaser. If such rate cannot be determined by mutual accord, the PUCH will set a just and reasonable rate. If a non-fossil generator in Hawaii is a Qualifying Facility, federal law applies to such Qualifying Facility and the utility is required to purchase the energy and capacity at its avoided cost. The rates for our power plant in Hawaii are established under a long-term PPA with HELCO.

Environmental Permits

U.S. environmental permitting regimes with respect to geothermal projects center upon several general areas of focus. The first involves land use approvals. These may take the form of Special Use Permits or Conditional Use Permits from local planning authorities or a series of operation and utilization plan approvals and right of way approvals where the geothermal facility is entirely or partly on BLM or United States Forest Service lands. Certain federal approvals require a review of environmental impacts in conformance with the federal National Environmental Policy Act. In California, some local permit approvals require a similar review of environmental impacts under a state statute known as the California Environmental Quality Act. These federal and local land use approvals typically impose conditions and restrictions on the construction, scope and operation of geothermal projects.

The second category of permitting focuses on the installation and use of the geothermal wells themselves. Geothermal projects typically have four types of wells: (i) resource confirmation wells designed to define and verify the geothermal resource, (ii) production wells to extract the hot geothermal liquids (also known as brine) for the power plant, (iii) injection wells to inject the brine back into the subsurface resource, and (iv) monitoring wells to monitor the geothermal resource. For example, on BLM lands in Nevada, California, Oregon, Utah, and Idaho, the well permits take the form of geothermal drilling permits for well installation. Approvals are also required to modify wells, including for use as production or injection wells. For all wells drilled in Nevada, a geothermal drilling permit must also be obtained from the Nevada Division of Minerals. Those wells in Nevada to be used for injection will also require Underground Injection Control (UIC) permits from the Nevada Division of Environmental Protection, Bureau of Water Pollution Control. All geothermal wells drilled in Oregon (except on tribal lands) require a geothermal well drilling permit from the Oregon Department of Geology and Mineral Industries. All geothermal wells drilled in Idaho require a well construction permit from the Idaho Department of Water Resources (IDWR) and injection wells also require UIC permitting through IDWR. Geothermal wells in Utah require permits from the Utah Division of Water Rights, and injection wells require a permit from the Utah Department of Environmental Quality. Geothermal wells on private lands in California require drilling permits from the California Department of Conservation's Geologic Energy Management Division (CalGEM). The eventual designation of these installed wells as individual production or injection wells and the ultimate closure of any wells is also reviewed and approved by CalGEM.

The third category of permits involves the regulation of potential air emissions associated with the construction and operation of wells and power plants and surface water discharges associated with construction and operations activities. Generally, each well and plant requires a preconstruction air permit and storm water discharge permit before earthwork can commence. In addition, in some jurisdictions the wells that are to be used for production require, and those used for injection may require air emissions permits to operate. Internal combustion engines and other air pollutant emissions sources at the projects may also require air emissions permits, including managing fugitive dust emissions during construction. For our projects, these permits are typically issued at the state or county level. Permits are also required to manage storm water during project construction and to manage drilling mud from well construction, as well as to manage certain discharges to surface impoundment, if any.

The fourth category of permits, required in Nevada, California, Oregon, Utah, and Idaho, includes ministerial permits such as building permits, hazardous materials storage and management permits, and pressure vessel operating permits. We are also required to obtain water rights permits in Nevada if water cooling is being used at the power plant. In addition to permits, there are various regulatory plans and programs that are required, including risk management plans (federal and state programs) and hazardous materials management plans (in California).

In some cases, our projects may also require permits, issued by the applicable federal agencies or authorized state agencies, regarding threatened or endangered species, permits to impact wetlands or other waters and notices of construction of structures which may have an impact on airspace. Environmental laws and regulations may change in the future that may modify the time it takes to receive such permits and the associated costs of compliance.

Our Battery Energy Storage System (BESS) projects are subject to similar permitting and regulatory compliance requirements. All of our current BESS projects are located on privately owned land and may require ministerial permits from local agencies as described above or undergo a state environmental permitting process (e.g., under the California Environmental Quality Act) with the city or county as the lead permitting agency. Storage projects are also required to comply with all applicable federal, state, and local laws and regulations, and similar to geothermal projects, may require various regulatory plans and programs including emergency action plans and fire response plans.

As of the date of this report, all of the material environmental permits and approvals currently required for our operating power plants and BESS projects have been obtained. We sometimes experience regulatory delays in obtaining various environmental permits and approvals required for projects in development and construction. These delays may lead to increases in the time and cost to complete these projects. Our operations are designed and conducted to comply with applicable environmental permit and approval requirements. Non-compliance with any such requirements could result in fines and penalties and could also affect our ability to operate the affected project.

Environmental Laws and Regulations

Our facilities and operations are subject to a number of federal, state, local and foreign environmental laws and regulations relating to development, construction and operation. In the U.S, these may include the Clean Air Act, the Clean Water Act, the Emergency Planning and Community Right-to-Know Act, the Endangered Species Act, the National Environmental Policy Act, the Resource Conservation and Recovery Act, and related state laws and regulations.

Our geothermal operations involve significant quantities of brine (substantially, all of which we reinject into the subsurface) and scale, both of which can contain materials (such as arsenic, antimony, lead, and naturally occurring radioactive materials) in concentrations that exceed regulatory limits used to define hazardous waste. We also use various substances, including isopentane and industrial lubricants that could become potential contaminants and are generally flammable. As a result, our projects are subject to domestic and foreign federal, state and local statutory and regulatory requirements regarding the generation, handling, transportation, use, storage, treatment, fugitive emissions, and disposal of hazardous substances. The cost of investigation and removal or remediation activities associated with a spill or release of such materials could be significant. Hazardous materials are also used in our equipment manufacturing operations in Israel.

Although we are not aware of any mismanagement of these materials, including any mismanagement prior to the acquisition of some of our power plants that has materially impaired any of the power plant sites, any disposal or release of these materials onto the power plant sites, other than by means of permitted injection wells, or could lead to contamination of the environment and result in material cleanup requirements or other responsive obligations under applicable environmental laws.

Regulation Related to the Energy Storage Segment

Our participation in the energy storage space and in energy management requires us to obtain and maintain certain additional authorizations and approvals. These include (1) authorization from FERC to make wholesale sales of energy, capacity, and ancillary services at market-based rates, and (2) membership status with eligibility to serve designated contractual functions in the ISO/RTOs of PJM, NYISO, CAISO, ISO-NE, and ERCOT. Among other requirements, our market-based rate sellers are subject to certain market behavior and anti-market manipulation rules and, if any of our subsidiaries were deemed to have violated any one of those rules, such subsidiary could be subject to potential disgorgement of profits associated with the violation and/or suspension or revocation of market-based rate authority, as well as criminal and civil penalties. If the market-based rate authority for one (or more) of our subsidiaries was revoked or it was not able to obtain market-based rate authority when necessary, and it was required to sell energy on a cost-of-service basis, it could become subject to the full accounting, record keeping and reporting requirements of FERC. In the future, we may need to obtain and maintain similar membership and eligibility status with other ISO/RTOs in order to offer such services in their respective areas.

Regulation of the Electric Utility Industry in our Foreign Countries of Operation

The following is a summary overview of certain aspects of the electric industry in the foreign countries in which we have an operating geothermal power plant. As such, it should not be considered a full statement of the laws in such countries or all of the issues pertaining thereto.

Guatemala

The General Electricity Law of 1996, Decree 93-96, created a wholesale electricity market in Guatemala and established a new regulatory framework for the electricity sector. The law created a new regulatory commission, the CNEE, and a new Independent System Operator and wholesale power market administrator, the AMM, for the operation and administration of the sector. The AMM is a private not-for-profit entity. The CNEE functions as an independent agency under the Ministry of Energy and Mines and is in charge of regulating, supervising, and controlling compliance with the electricity law, overseeing the market and setting rates for transmission services, and distribution to medium and small customers. All distribution companies must supply electricity to such customers, and need power purchase agreements with independent power producers to cover that demand pursuant to long-term contracts with electricity generators. Large customers can contract directly with the distribution companies, electricity generators or power marketers, or buy energy in the spot market. Guatemala has approved a Law of Incentives for the Development of Renewable Energy Power plants, Decree 52-2003, in order to promote the development of renewable energy power plants in Guatemala. This law provides certain benefits to companies utilizing renewable energy, including a 10-year exemption from corporate income tax and VAT on imports and customs duties for new generation equipment. In August 2024 CNEE issued a resolution that approved the Technical Norms for the Connection, Operation, Control and Commercialization of the Renewable Distributed Generation and Self-producers Users with Exceeding Amounts of Energy. This Technical Norm was created to regulate all aspects of generation, connection, operation, control and commercialization of electric energy produced with renewable sources to promote and facilitate the installation of new generation plants, and to promote the connection of existing generation plants which have excess amounts of electric energy for commercialization, provided the capacity does not exceed 5MW. At present, the General Electricity Law and the Law of Incentives for the Development of Renewable Energy Power Plants are still in force.

Kenya

The electric power sector in Kenya is regulated by the Kenyan Energy Act. Among other things, the Kenyan Energy Act provides for the licensing of electricity power producers and public electricity suppliers or distributors. KPLC is the major licensed public electricity supplier and has a virtual monopoly in the distribution of electricity in the country with the exception of a few off-grid, which have been licensed by the EPRA. The Kenyan Energy Act permits IPPs to install power generators and sell electricity to KPLC, which is owned by various private and government entities, and which currently purchases energy and capacity from other IPPs in addition to our Olkaria III complex. The electricity sector is regulated by the EPRA under the Kenyan Energy Act. KPLC's retail electricity rates are subject to approval by the EPRA. The EPRA has an expanded mandate to regulate not just the electric power sector but the entire energy sector in Kenya. Transmission of electricity is undertaken by KETRACO while another company, GDC, is responsible for geothermal assessment, drilling of wells and sale of steam for electricity operations to IPPs and KenGen. Both KETRACO and GDC are wholly owned by the government of Kenya. Renewable energy dominated by geothermal, wind and, presently at a lower level, solar is one of the key energy sub-sectors in Kenya contributing significantly to the overall energy mix as a result of the implementation of the feed-in tariff policy by the Ministry of Energy. The implementation of the Renewable Energy Auctions Policy by the Ministry of Energy, which was expected to replace the feed-in-tariff policy with respect to solar, wind and other renewable energy projects exceeding 20MW, has yet to be implemented. Under the national constitution enacted in August 2010, formulation of energy policy (including electricity) and energy regulation are functions of the national government. However, the constitution lists the planning and development of electricity and energy regulation as a function of the county governments (i.e. the regional or local level where an individual power plant is or is intended to be located).

Indonesia

The Electricity Law No. 32 of 2009 (in conjunction with Government Regulation In Lieu of Law No. 2 of 2022 on Job Creation*/Omnibus Law) is the principal regulation for the electricity industry in Indonesia which divides the industry into two broad categories: (1) electrical power provision, covering electric power generation, transmission, distribution and sales, and (2) electrical power support such as services (consulting, construction, installation, operation & maintenance, certification & training, testing etc.) and industry (manufacture of tools, power plant equipment, cables, electrical equipment, etc.). The Electrical power provision business is dominated by PLN (a state-owned enterprise), which is the sole owner of transmission and distribution assets and 91.6%** of the power generation assets as per 2023. Private sector participation in power generation is allowed through an IPP scheme, mostly done through tenders or direct appointment for some power sources such as geothermal. Geothermal power is regulated by The Geothermal Law issued in 2014 (Law No 21 of 2014, as also amended by the Indonesian Omnibus Law in 2022), that endorses private participation as geothermal IPP. The Central government conducts tenders for geothermal fields, awarding a Geothermal Business License for the winner. Geothermal Business License holders can conduct exploration and feasibility studies within five years and subject to two extensions of

one-year each, conduct well development and power plant construction and sell the electricity generated to PLN for a maximum of 30 years. Prior to the expiration of the Geothermal License, the IPP can propose to extend the license for an additional 20 years. In 2022, Presidential Regulation No. 112 was enacted with the aim of accelerating renewable energy. This regulation replaces the basis of the renewable energy tariff from the average electricity generation basic cost to a ceiling price. In this scheme, the tariff is negotiated between the IPP and PLN and must not be higher than the ceiling tariff set for a particular type of renewable energy power plant, which then is multiplied by a factor based on location.

The Law No. 11 of 2020 on Job Creation is changed by the Government Regulation In Lieu of Law No. 2 of 2022 on Job Creation, thus the latter is the Omnibus Law

Based on the Annual Report of PLN for 2023, it is stated that PLN operate 7,036 power generator units, of which 6,446 units belong to PLN (Page 4, 152, 153, and 154 of 2023 Annual Report. The Annual Report is made in bilingual format and available in <https://web.pln.co.id/bki/laporan-tahunan>)

Guadeloupe

EDF is the transmission and distribution utility in Guadeloupe and also operates a significant portion of Guadeloupe's fossil fuel energy generation. There are also a number of IPPs in Guadeloupe, primarily producing renewable electricity. The electricity sector in Guadeloupe is regulated by the Commission Regulation of Energy (CRE), which also regulates the French electricity and gas markets in mainland France and its other overseas territories. The electricity sector in Guadeloupe is characterized by both enabling features and obstacles with respect to renewable energy. One of the most influential enabling features is a French law requiring the utility to purchase power from any interconnected renewable generator. The major obstacle preventing further uptake of renewable electricity generation is the cap on variable generation at 30% of instantaneous system load. According to the multi-annual energy program (PPE) for Guadeloupe, the island aims to reach total energy independence by 2030. The program outlines the development schedule with an emphasis on solar, wind and geothermal growth for the years 2023-2026. The PPE also predicts a geothermal installed capacity of 78MW by 2028.

Honduras

In 2014, Honduras approved its new Law of Electrical Industry, which provides the legal framework for the electricity sector and replaces the previous Electricity Subsector Framework Law. The Law establishes technology-specific auctions for renewable energy. It creates the Regulatory Commission of Electric Power (CREE) as the entity in charge of supervising the bidding processes and the awarding of PPAs. CREE is also responsible for granting study permits for the construction of generation projects that use renewable natural resources. Permits will have a maximum duration of two years, and will be revoked if no studies have been initiated within a period of six months and the reports required by the CREE have not been submitted. The new law also establishes that all new capacity must be contracted through auctions and that the government can set a minimum quota for renewables in each auction. With respect to metering, after previous regulation applied legal incentives to renewable energy metering, the new law mandates utilities to buy excess power and credit it towards monthly bills and to install bi-directional meters.

Among others, the objectives of the law are to adapt the electricity sector's legislation to the Framework Treaty for the Central American Electricity Market, which Honduras is a party to, and update the operating rules in the country's electricity industry by incorporating structures and modern practices to increase the sector's efficiency and competency in the production and marketing of electricity services.

With the passage of this new law, Honduras has moved into a new and open market. Under this legislation, all aspects of the market have been opened to private parties. This legislation is still being implemented within the market.

Honduras also approved a Law of Incentives for Renewable Energy Projects, Decree 70-2007, further amended by Decree 138-2013, with additional incentives such as to solar PV projects. The purpose, as in other countries of the region, is to promote the development of renewable energy power plants. Laws provide certain benefits to companies that generate power through renewable sources, including a 10-year exemption from corporate income tax and VAT on imports and customs duties, a fast-track process for certain permits and a Sovereign Guaranty by the Central Government for the payments of the off-taker, the Public Utility Company, ENEE. At present, the Law of the Electrical Industry and the Laws of Incentives for Renewable Energy Projects are still in force.

Operations of our Product Segment

Power Units for Geothermal Power Plants

We design, manufacture, and sell power units for geothermal electricity generation, which we refer to as OECs. Our customers include contractors and geothermal plant owners and operators.

The power units are usually paid for in installments, in accordance with milestones set forth in the supply agreement. We also provide the purchaser with spare parts (either upon their request or our recommendation). We provide the purchaser with at least a 12-month warranty for such products. We provide the purchaser with performance guarantees (usually in the form of standby letters of credit), which partially terminates upon delivery of the equipment to the site and terminates in full at the end of the warranty period.

Power Units for Recovered Energy-Based Power Generation

We design, manufacture, and sell power units used to generate electricity from recovered energy or so-called “waste heat”. Our existing and target customers include interstate natural gas pipeline owners and operators, gas processing plant owners and operators, cement plant owners and operators, biomass facilities owners and operators and all other companies engaged in energy-intensive industrial processes such as glass, steel and other. We manufacture and sell the power units for recovered energy-based power generation to third parties for use in “inside-the-fence” installations or otherwise.

EPC of Power Plants

We engineer, procure and construct, as an EPC contractor, geothermal and recovered energy power plants on a turnkey basis, using power units we design and manufacture. Our customers are geothermal power plant owners as well as our target customers for the sale of our recovered-energy based power units described above. Unlike many other companies that provide EPC services, we believe that our advantage is in using our own manufactured equipment and thus have better quality and control over the quality, timing and delivery of equipment and related costs. The consideration for such services is usually paid in installments, in accordance with milestones set forth in the EPC contract and related documents. We provide performance guarantees securing our obligations under the contract.

In connection with the sale of our power units for geothermal power plants, power units for recovered energy-based power generation, we enter into agreements, from time to time, with sales representatives for the marketing and sale of such products pursuant to which we are obligated to pay commissions to such representatives upon the sale of our products in the relevant territory.

Our manufacturing operations and products are certified ISO 9001, ISO 14001, American Society of Mechanical Engineers (ASME), Pressure Equipment Directive, and TÜV, and we are an approved supplier to many electric utilities around the world.

Backlog

We have a product backlog of approximately \$340.0 million as of February 25, 2025, which includes revenues for the period between January 1, 2025 and February 25, 2025, compared to \$152.0 million as of February 22, 2024, which included revenues for the period between January 1, 2024 and February 26, 2024. The increase in the 2024 backlog is mainly related to the continued recovery and the signing of a new large EPC contract in New Zealand during 2024 and the Dominica BOT project.

The following is a breakdown of the Product segment backlog amount (in millions) by countries as of February 25, 2025:

Country	Backlog Amount	Percentage of Backlog
New Zealand	\$251.8	74.0%
Dominica Island	46.0	13.5%
Portugal	22.5	6.6%
Turkey	5.0	1.5%
Guatemala	8.1	2.4%
U.S.	3.0	0.9%
Israel	1.9	0.6%
Others.....	1.8	0.5%
Total	\$340.1	100%

The following is a breakdown of the Product segment backlog by technology as of February 25, 2025:

	% of Total Backlog	Latest Expected Completion
Geothermal	98.1%	2026
Recovered Energy.....	1.2%	2025
Others	0.7%	2025

Operations of our Energy Storage Segment

Storage Projects

In addition to our Geothermal activity, we own, operate and develop energy storage projects in the U.S. at a total capacity of 290MW/658MWh.

Under construction and development

Project Name	Customer	Location	Size (MW)	MWh	Type of contract	Expected COD
Arrowleaf.....	SDCP	CA	35	140	Full tolling	Q4 2025
Lower Rio	Equilibrium Energy	TX	60	120	Full tolling	Q2 2025
Bird Dog	Equilibrium Energy	TX	60	120	Full tolling	Q1 2026
Shirk.....	CAISO	CA	80	320	RA under negotiation	Q1 2026
Israel – High Voltage (2 projects).....	Israeli Electricity Authority	Israel	150	600	Full tolling	2028
Total.....			385.0	1,300.0		

Energy Storage Pipeline

For an energy storage prospect to move into the EPC phase, it requires site control, an executed interconnection agreement, permits from all authorities and a viable financial model. We have a substantial pipeline of approximately 2.9GW/10.7GWh of projects in different stages of development for future growth in the U.S. and Israel that will support our target to reach an energy storage portfolio of between 950-1050MW/2,500-2,900MWh by the end of 2028.

ITEM 1A. RISK FACTORS

The following risk factors should be read carefully in connection with evaluating us and this Annual Report. Certain statements in “Risk Factor” are forward-looking statements. See “Cautionary Note Regarding Forward-Looking Statements” elsewhere in this Annual Report.

Risks Related to the Company’s Business and Operation

Our financial performance depends on the successful operation of our geothermal, REG and solar PV power plants under the Electricity segment, as well as our Energy Storage facilities, which are subject to various operational risks.

Our financial performance depends on the successful operation of our geothermal, REG, and solar PV power plants. In connection with such operations, we derived 79.8% of our total revenues for the year ended December 31, 2024 from the sale of electricity and 4.3% from the sale of services in the Storage segment. The cost of operation and maintenance and the operating performance of our geothermal power, REG, and solar PV power plants and our storage facilities may be adversely affected by a variety of factors, including:

- regular and unexpected maintenance and replacement expenditures;
- shutdowns due to the breakdown or failure of our equipment or third-party equipment of the transmission serving utility;
- labor disputes or collective bargaining arrangements with employees that successfully unionize;
- labor market risk;
- the presence of hazardous materials on our power plant sites;
- continued availability of cooling water supply;
- catastrophic events such as fires, explosions, earthquakes, volcanic activity, landslides, floods, releases of hazardous materials, severe weather storms or other weather events (including weather conditions associated with climate change, or similar occurrences affecting our power plants or any of the power purchasers or other third parties providing services to our power plants, such as the 2018 volcanic eruption that occurred in Hawaii’s Big Island that impacted our Puna project;
- the aging of power plants (which may reduce their availability and increase the cost of their maintenance);
- unsuccessful augmentation of batteries or other necessary equipment; and
- cyber-attacks that may interrupt the operation of our power plants.

Any of these events could significantly increase the expenses incurred by our storage facilities or our power plants, or could reduce the overall effectiveness of our storage facilities or the generating capacity of our power plants and could significantly reduce or entirely eliminate the revenues generated by one or more of our power plants, which in turn would reduce our net income and could materially and adversely affect our business, financial condition, future results and cash flows.

Our exploration, development, and operation of geothermal energy resources are subject to geological risks and uncertainties, which may result in insufficient prospects to support our growth, decreased performance or increased costs for our power plants.

Our primary business involves the exploration, development, and operation of geothermal energy resources. These activities are subject to uncertainties that, in certain respects, are similar to those typically associated with oil and gas exploration, development, and exploitation, such as dry holes, uncontrolled releases, and pressure and temperature decline. Any of these uncertainties may increase our capital expenditures and our operating costs or reduce the efficiency of our power plants. We may not find geothermal resources capable of supporting a commercially viable power plant at exploration sites where we have conducted tests, acquired land rights, and drilled test wells, which would adversely affect our development of geothermal power plants and as a result would adversely affect our growth plans. Further, since the commencement of their operations, several of our power plants have experienced geothermal resource cooling, uncontrolled flow and/or reservoir pressure decline in the normal course of operations. Because geothermal reservoirs are complex geological structures, we can only estimate their geographic area and sustainable output. The viability of geothermal power plants depends on different factors directly related to the geothermal resource (such as the temperature, pressure, storage capacity, transmissivity, and recharge) as well as operational factors relating to the extraction or reinjection of geothermal fluids. Our geothermal energy power plants may also suffer an unexpected decline in the capacity of their respective geothermal wells and are exposed to a risk of geothermal reservoirs not being sufficient for sustained generation of the electrical power capacity desired over time. Recent examples include the Olkaria complex, which experienced a reduction in generation due to lower performance of the well field; the Sarulla complex, where we experienced a reduction in generation

primarily due to wellfield issues at one of its power plants, as well as equipment failures which resulted in a decrease in profitability; and our Brawley power plant in California, where we recorded a non-cash impairment loss due to electricity generation lower than its generating capacity due to continuous wellfield issues. For more information on the ongoing impacts of these, see “Property, Plant and Equipment and Construction-In-Process – Impairment of Long-Lived Assets.

Another aspect of geothermal operations is the management and stabilization of subsurface impacts caused by fluid injection pressures of production and injection fluids to mitigate ground subsidence or inflation. Inflation and subsidence, if not controlled, can adversely affect farming operations and other infrastructure at or near the land surface.

Additionally, active geothermal areas, such as the areas in which our power plants are located, may be subject to frequent low-level seismic disturbances. Serious seismic disturbances, volcanic eruptions and lava flows are possible and could result in damage to our power plants (or transmission lines used by customers who buy electricity from us) or equipment or degrade the quality of our geothermal resources to such an extent that we could not perform under the PPA for the affected power plant, which in turn could reduce our net income and materially and adversely affect our business, financial condition, future results and cash flow. If we suffer a serious seismic disturbance, volcanic eruptions and lava flows, our business interruption and property damage insurance may not be adequate to cover all losses sustained as a result thereof. In addition, insurance coverage may not continue to be available in the future in amounts adequate to insure against such seismic disturbances, volcanic eruptions and lava flows.

Furthermore, absent additional geologic/hydrologic studies, any increase in power generation from our geothermal power plants, failure to reinject the geothermal fluid or improper maintenance of the hydrological balance may affect the operational duration of the geothermal resource and cause it to decline in value over time and may adversely affect our ability to generate power from the relevant power plant.

We may decide not to implement, or may not be successful in implementing, one or more elements of our multi-year strategic plan, and the plan as implemented may not achieve its goal of enhancing shareholder value through the long-term growth of our Company

We are implementing a multi-year strategic plan to:

- strengthen our core geothermal business in the U.S. as well as globally;
- establishing a strong market position in the IFM energy storage market; and
- exploring opportunities in new areas by looking for synergistic growth opportunities utilizing our core competence, market reputation as a successful company and new market opportunities focused upon environmental solutions.

There are uncertainties and risks associated with our strategic plan, including with respect to implementation and outcome. We may decide to change, or to not implement, one or more elements of the plan over time or we may not be successful in implementing one or more elements of the plan, in each case for a number of reasons. For example, we may face significant challenges and risks expanding into the energy storage market (or expanding our core geothermal business), including:

- our ability to compete with the large number of other companies pursuing similar business opportunities in energy storage and solar PV power generation, many of which already have established businesses in these areas and/or have greater financial, strategic, technological or other resources than we have;
- our ability to obtain financing on terms we consider acceptable, or at all, which we may need, for example, to develop new projects, to obtain any technology, personnel, intellectual property, or to acquire one or more existing businesses as a platform for our expansion, or to fund internal research and development, for energy storage and solar PV electric power generation products and services;
- our ability to provide energy storage services that keep pace with rapidly changing technology, customer preferences, equipment costs, increasing raw materials and transportation costs, market conditions and other factors that are unknown to us now that will impact these markets;
- our ability to manage the risks and uncertainties associated with our operating storage facilities and future development of storage and geothermal projects which may operate as facilities without long-term sales agreements, including the variability of revenues and profitability of such projects;
- our ability to devote the amount of management time and other resources required to implement this plan, while continuing to grow our core geothermal and recovered energy businesses; and
- our ability to recruit appropriate employees and labor market challenges.

Strengthening our core geothermal business to new customers and geographical areas will have many of the same risks and uncertainties as those outlined above.

Implementing the plan may also involve various costs, including, among other things:

- opportunity costs associated with foregone alternative uses of our resources;
- various expense items that will impact our current financial results; and
- asset revaluations (for example, businesses or other assets acquired for new energy storage or solar PV power generation products or services may suffer impairment charges, as a result of rapidly changing technology, market conditions or otherwise).

These costs may not be recovered, in whole or in part, if one or more elements of the plan are not successfully implemented. These costs, or the failure to implement successfully one or more elements of the plan, could adversely affect our reputation and the reputation of our subsidiaries and could materially and adversely affect our business, financial condition, future results and cash flow.

Apart from the risks associated with implementing the plan, the plan itself will expose us to other risks and uncertainties once implemented. Expanding our customer base may expose us to customers with different credit profiles than our current customers. Expanding our geographic base will subject us to risks associated with doing business in new foreign countries in which we will have to learn the business and political environment. In addition, expanding into new technologies will expose us to new risks and uncertainties that are unknown to us now in addition to the risks and uncertainties that may be similar to those we now face. The success of the plan, once implemented, will depend, among other things, on our ability to manage these risks effectively.

The trading price of our common stock could decline if securities, industry analysts or our investors disagree with our strategic plan or the way we implement it. Accordingly, there is no assurance that the plan will enhance shareholder value through long-term growth of the Company to the extent currently anticipated by our management or at all.

Our investments in battery Energy Storage System (BESS) technology involves new technologies and new advanced technologies with relatively limited history with respect to reliability and performance and may not perform as expected. In addition, our investments and profitability may be negatively affected by a number of factors, including increases in storage costs, expanded trade restrictions, risk of fire and volatility in merchant prices.

We devote resources to research and development related to our Energy Storage segment, and the ability of these BESS facilities to meet our performance expectations is subject to the risks inherent in newly constructed facilities, including, but not limited to, system failures, outages and design and/or construction flaws, latent defects and degradation of equipment in excess of our expectations. Battery storage facilities utilize new technologies with a relatively limited history with respect to reliability and performance. We will need to innovate in order to keep pace with industry developments and customer expectations, and there is no guarantee that such new technologies will perform as expected. If any of our battery energy storage services contains manufacturing defects or any undetected defects, errors or bugs in hardware or software, our business and financial results could be adversely affected.

Our investments in BESS facilities may also be negatively affected by the prospect of expanded trade restrictions between the governments of the U.S. and where our global supply chain partners operate. As of early 2025, the Trump administration has imposed a 10% tariff on goods imported from China. We source the components of our batteries used in our battery energy storage services primarily from China, including into the U.S. At this time, it is unclear how further expanded trade restrictions may impact our investments or our global supply chain partners' businesses, although they pose the risk of making it more expensive to source and profitably run our battery storage services.

The revenues from our BESS facilities fluctuate over time since a large portion of such revenues are generated in the merchant markets, where price volatility is inherent. This volatility in merchant prices may adversely effect our Energy Storage profitability. Developments in alternative technologies may materially and also adversely affect demand for battery energy storage.

Our BESS projects are also subject to current permitting and regulatory compliance requirements and an evolving regulatory landscape at both the federal and state level. Our projects under development have experienced delays and may in the future experience delays as a result of these requirements. In addition, we may be required by local governmental agencies to restrict our battery charging services. For example, in February 2021, as a result of the power crisis in Texas, we incurred \$9.1 million in losses associated with our Rabbit Hill facility because ERCOT restricted us from providing battery charging services.

Any of these events could significantly increase the expenses incurred by our BESS facilities or could significantly reduce or entirely eliminate the revenues generated by one or more of our BESS facilities plants, which in turn would reduce our net income and could materially and adversely affect our business, financial condition, future results and cash flows.

Concentration of customers, specific projects and regions may expose us to heightened financial exposure.

Our businesses often rely on a single customer to purchase all or a significant portion of a facility's output. The financial performance of these facilities depends on the ability of each customer to perform its obligations under a long-term agreement between the parties. A facility's financial results could be materially and adversely affected if any of our customers fail to fulfill its contractual obligations and we are unable to find other customers in the marketplace to purchase at the same level of profitability. We cannot assure that such performance failures by our customers will not occur, or that if they do occur, such failures will not adversely affect the cash flows or profitability of our businesses. Moreover, there can be no assurance that we will be able to enter into replacement agreements on favorable terms or at all.

While we have historically been able to collect on substantially all of our receivable balances, we have received late payments and have amounts overdue from certain of our significant customers. In the Electricity segment, we are exposed to the credit and financial condition of KPLC that buys the power generated from our Olkaria III complex in Kenya. In 2024, KPLC accounted for 13.0% of our total revenues. There has been a deterioration in the collection from KPLC that became slower than in the past, and as of December 31, 2024, the amount overdue from KPLC in Kenya was \$38.3 million of which \$20.0 million was paid in January and February of 2025. In addition, KPLC recently requested more favorable rates on its existing PPAs with it. Any change in KPLC's financial condition or the terms of our agreement with KPLC, may adversely affect us.

In Honduras, as of December 31, 2024, the total amount overdue from ENEE was \$16.2 million of which \$2.5 million was collected in January and February of 2025. In addition, due to the financial situation in Honduras, the Company may experience additional delays in collection. The Company believes it will be able to collect all past due amounts in Honduras.

We are also exposed to the credit and financial condition of SCPPA and its municipal utility members that account for 20.6% of our total revenues in 2024, as customers that buy the output from seven of our geothermal power plants. Because our contracts with SCPPA are long-term, we may be adversely affected if the credit quality of any of these customers were to decline or if their respective financial conditions were to deteriorate or if they are otherwise unable to perform their obligations under our long-term contracts.

In addition, we generate a significant portion of our revenue from our two largest projects, the McGinness Hills complex in east Nevada and the Olkaria III Complex in Kenya, which together accounted for approximately 23.7% of the total generating capacity of our Electricity segment in 2024. These two facilities accounted for 23.5% of our total revenues for the year ended December 31, 2024. Any disruption to the operation of these facilities would have a disproportionately adverse effect on our revenues and on our profitability. In the fourth quarter of 2024, we experienced high curtailments in the McGinness Hills complex related mostly to third party grid maintenance that impacted our revenues by approximately \$3.2 million. We expect these curtailments to continue also in 2025.

Our global operations expose us to risks related to the application of international laws and regulations, any of which may adversely affect our business, financial condition, future results and cash flows.

Our global operations in countries including Kenya, Turkey, Guadeloupe, Guatemala, Honduras, Indonesia and others require us to comply with the laws and regulations of various governments and regulatory authorities outside the U.S. in addition to legal and regulatory requirements in the U.S. Such foreign laws or regulations may not provide the same type of legal certainty, rights, or judicial processes with respect to our contractual relationships in such countries, as are afforded to our operations in the U.S. A failure to receive adequate judicial or enforcement protection of our contractual rights abroad may adversely affect our ability to fulfill our contracts successfully and generate revenues therefrom. In particular, the legal and regulatory systems in the foreign jurisdictions where we operate can be characterized by one or more of the following:

- Selective or inconsistent enforcement of laws or regulations, sometimes in ways that have been perceived as being motivated by political or financial considerations;
- A perceived lack of judicial and prosecutorial independence from political, social and commercial forces;
- A high degree of discretion on the part of the judiciary and governmental authorities;
- Legal and bureaucratic obstacles and corruption;
- Rapidly evolving legal systems may not always coincide with market developments.

We face additional risks inherent in conducting business internationally, including compliance with laws and regulations of many jurisdictions that apply to our international operations. These laws and regulations may apply to us, our subsidiaries, individual directors, officers, employees and agents, and may restrict our operations, trade practices, investment or acquisition decisions or partnership opportunities. These requirements include, but are not limited to, data privacy requirements, labor relations laws, tax laws, competition regulations, import and trade restrictions, economic sanctions, and export requirements.

In particular, our international operations are subject to U.S. and foreign anti-corruption laws and regulations, such as the Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”) and other local laws that prohibit corrupt payments to governmental officials or certain payments or remunerations to customers. The FCPA prohibits U.S. companies and their officers, directors, employees and agents acting on their behalf from corruptly offering, promising, authorizing or providing anything of value to foreign officials for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favorable treatment. The FCPA also requires companies to make and keep books, records and accounts that accurately and fairly reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. As part of our business, we deal with state-owned business enterprises, the employees and representatives of which may be considered foreign officials for purposes of the FCPA. As a result, business dealings between our employees and any such foreign official could expose us to the risk of violating anti-corruption laws even if such business practices may be customary or are not otherwise prohibited between us and a private third-party. Violations of these legal requirements are punishable by criminal fines and imprisonment, civil penalties, disgorgement of profits, injunctions, debarment from government contracts as well as other remedial measures.

Given the high level of complexity of these laws, there is a risk that some provisions may be breached by us, for example through fraudulent or negligent behavior of individual employees (or third parties acting on our behalf), our failure to comply with certain formal documentation requirements, or otherwise. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, requirements to obtain export licenses, cessation of business activities in sanctioned countries, implementation of compliance programs and prohibitions on the conduct of our business. Any such violation could include prohibitions on our ability to offer our products in one or more countries and could materially damage our reputation, our brand, our ability to attract and retain employees, our business, our financial condition and our results of operations.

Furthermore, existing laws or regulations may be amended or repealed, and new laws or regulations may be enacted or issued. In addition, the laws and regulations of some countries may limit our ability to hold a majority interest in some of the power plants that we may develop or acquire, thus limiting our ability to control the development, construction and operation of such power plants, or our ability to import our products into such countries.

Political, economic and other conditions in the emerging economies where we operate, may subject us to greater risk than in the developed U.S. economy, which may have a materially adverse effect on our business.

We have substantial operations outside of the U.S., both in our Electricity segment and our Product segment. In 2024, 36.6% of our total revenues were derived from international operations, and our Electricity segment international operations had higher gross profit than our U.S. operations. In 2024 a substantial portion of international revenues came from Kenya and, to a lesser extent, from Honduras, Guatemala, Guadeloupe and other countries. Thus, disturbances to and challenges facing our foreign operations, especially in Kenya, could have impacts on our business ranging from moderate to severe. Our foreign operations and our exposure to foreign customers that are in most cases, government owned utilities, subject us to significant political, economic and financial risks, which vary by country, and include:

- changes in government policies or personnel;
- changes in general economic conditions;
- restrictions on currency transfer or convertibility;
- the adoption or expansion of trade restrictions, such as Turkey’s ban on trade with Israel, the occurrence or escalation of a “trade war,” or other governmental action related to tariffs or trade agreements or policies among the governments of the U.S. and countries where we operate (such as ones similar to the tariffs imposed by the U.S. in early 2025 on Canada and Mexico, which were subsequently paused, and on China, despite not being countries where we do business, could be illustrative of trade wars with countries where we do have operations and/or customers);
- reduced protection for intellectual property rights in some countries;
- changes in labor relations;

- political instability and civil unrest, and risk of war;
- terrorist acts or other similar events;
- changes in the local electricity and/or geothermal markets;
- difficulties enforcing our rights against a governmental agency because of the doctrine of sovereign immunity and foreign sovereignty over international operations;
- breach or repudiation of important contractual undertakings by governmental entities; and
- expropriation and confiscation of assets and facilities, including without adequate compensation.

Electricity Segment. In 2024, the international operations of the Electricity segment accounted for 22% of our total revenues, but accounted for 39% of our gross profit, 78% of our net income and 31% of our EBITDA. A substantial portion of Electricity segment international revenues came from Kenya (which also contributed disproportionately to our gross profit and net income) and, to a lesser extent, from Guadeloupe, Guatemala and Honduras. In Kenya, any break-up or potential privatization of KPLC, the power purchaser for our power plants located in Kenya, may adversely affect our Olkaria III complex and our overall results of operations.

Product Segment. With respect to our Product segment, 94% of our Product segment revenues in 2024 came from international sales, primarily New Zealand. Since we primarily engage in sales in those markets where there is a geothermal reservoir, any such change might adversely affect geothermal developers in those markets and, subsequently, the ability of such developers to purchase our products.

General. Outbreaks of civil and political unrest and acts of terrorism have also occurred in several countries in Africa, the Middle East and Latin America, where we have operations, such as Kenya and Honduras. Kenya experienced numerous terrorist attacks in 2014 and 2015, and has experienced an upsurge in attacks in more recent years, including in early 2019, from extremist groups. Guatemala also experienced several months of anti-government protests in 2023 and 2024. Continued or escalated civil and political unrest and acts of terrorism in the countries in which we operate could result in our curtailing operations. In the event that countries in which we operate experience civil or political unrest or acts of terrorism, especially in events where such unrest leads to an unseating of the established government, our operations in such countries could be materially impaired.

As a result of these risks, we purchase certain types of political risk insurance policies for selected countries where we operate and which are exposed to political turmoil, geopolitical issues or political uncertainty. While such policies are designed to offer assistance with respect to some political incidents that could give rise to financial liability, it does not mitigate all of the above-mentioned risks. In addition, insurance proceeds received pursuant to our political risk insurance policies, where applicable, may not be adequate to cover all losses sustained as a result of any covered risks and may at times be pledged in favor of the power plant lenders as collateral. Also, insurance may not be available in the future with the scope of coverage and in amounts of coverage adequate to insure against such risks and disturbances. Any or all of the changes discussed above could materially and adversely affect our business, financial condition, future results and cash flow.

Conditions in and around Israel, where the majority of our senior management and our main production and manufacturing facilities are located, may adversely affect our operations and may limit our ability to produce and sell our products, and support our Electricity segment.

We are a multinational company and do not derive a majority of our revenues from Israel; however, the majority of our senior management and our main production and manufacturing facilities are located in Israel, approximately 26 miles from the border with the Gaza Strip, and we receive supplies for and ship products for our Product segment via the Port of Ashdod, which is also close to the Gaza Strip and its coastline. As such, political, economic and security conditions in Israel and the Middle East region directly affect our operations.

Starting October 7, 2023, Israel has been engaged in a complex multifront war, fighting against large-scale, repeated attacks on civilians from Iran, Hamas in the Gaza Strip, Hezbollah in Lebanon, the Houthis in Yemen, militant terrorist groups in the West Bank and others. Although Israel has since agreed to ceasefires with each of Hamas and Hezbollah with respect to the conflicts in the Gaza Strip and Lebanon, these conflicts could re-escalate if the ceasefires are violated. Iran, which has launched missiles directly at civilian targets in Israel twice during the current conflict, and other proxy forces and terrorist organizations have threatened to escalate the fighting throughout Israel, including targeting major infrastructure facilities. Additionally, the Houthis launched repeated attacks on marine vessels in the Red Sea, an important maritime route for international trade.

Since the beginning of the current war, several hundred thousand Israeli reservists have been drafted at various points in time to perform military service, including, an average of six percent of our workforce in Israel (average of two percent of our total global workforce), the vast majority of whom work in our Product segment. Some rockets have also landed during the war near our facilities. While these disruptions have caused an increase in insurance premium costs for shipments into and out of the seaport, as of the date of this Annual Report, none of our facilities or infrastructure have been damaged nor have our supply chains been significantly impacted since the war broke out. However, a prolonged war could result in further military reserve duty call-ups as well as irregularities to our supply chain and to our ability to ship our products from Israel, which could disrupt the operations of our Product segment and potentially delay some of its growth plans in the Electricity segment, materially impacting our financial position and results of operations.

Future regional conflicts could additionally result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in such agreements. In addition, new customers may be reluctant to do business with us, and existing customers may be reluctant to renew their agreements with us, due to their uncertainty regarding our ability to perform under our commitments. Limitations on travel to Israel from abroad could make it harder for us to secure contracts in the Product segment with new business partners. We have shelter-in-place and work-from-home measures, government-imposed restrictions on movement and travel and other precautions taken to address the ongoing conflict and which have temporarily and may continue to disrupt our management and employees' ability to effectively perform their daily tasks. All of the foregoing factors could negatively affect operations within our Product segment and/or delay growth in our Electricity segment.

Finally, political conditions within Israel could affect our operations or negatively impact the business environment in Israel due to the reluctance of foreign investors to invest or conduct business in Israel, increased currency fluctuations, downgrades in credit rating, increased interest rates, increased volatility in securities markets, adverse impacts on the labor market, and other related changes in macroeconomic conditions. We cannot be certain whether this will adversely impact the perception of our business and our share price, or impact our business operations in Israel.

Responses in various countries where we have business operations to Israel's ongoing military conflicts on some of its borders or future similar conflicts may adversely affect our operations and may limit our ability to produce and sell our products.

Although we are a multinational company and we do not derive a majority of our revenues from Israel, we have known ties to Israel through the presence of our senior management and a significant portion of our Product segment there. The perception that we are an Israeli company could impair our business and results of operations due to the international response to Israel's ongoing military conflicts on its borders or future similar conflicts. Our business could be substantially harmed by the interruption or curtailment of trade between Israel and its trading partners or the use of restrictive laws, policies or practices directed toward Israel or companies having operations in Israel. These restrictions may limit materially our ability to obtain raw materials from these countries or to sell our products to companies and customers in these countries. Deterioration in political relations between Israel and other countries, and/or violence from popular movements or terrorist activities in countries where we do business motivated by anti-Israel sentiment, such as Turkey or Indonesia, could impact our ability to secure new contracts, renew existing contracts and/or carry on business in those countries. Moreover, there have been increased efforts by activists to cause companies and consumers to boycott Israeli companies. Such efforts, particularly if they become more widespread, may materially and adversely impact our ability to sell our products outside of Israel.

Some of our leases will terminate if we do not extract geothermal resources in "commercial quantities", if we fail to comply with the terms or stipulations of such leases or any of the provisions of the Geothermal Steam Act or if the lessor under any such lease defaults on any debt secured by the relevant property, thus requiring us to enter into new leases or secure rights to alternate geothermal resources, none of which may be available on terms as favorable to us as any such terminated lease, if at all.

Most of our geothermal resource leases are for a fixed primary term, and then continue for so long as geothermal resources are extracted in "commercial quantities" or pursuant to other terms of extension. The land covered by some of our leases is undeveloped and has not yet produced geothermal resources in commercial quantities. Leases that cover land which remains undeveloped and does not produce, or does not continue to produce, geothermal resources in commercial quantities and leases that we allow to expire, may terminate. In the event that a lease is terminated and we determine that we will need that lease once the applicable power plant is operating, we would need to enter into one or more new leases with the owner(s) of the premises that are the subject of the terminated lease(s) in order to develop geothermal resources from, or inject geothermal resources into, such premises or secure rights to alternate geothermal resources or lands suitable for injection. We may not be able to do this or may not be able to do so without incurring increased costs, which could materially and adversely affect our business, financial condition, future results and cash flow.

Additionally, pursuant to the terms of our BLM leases, we are required to conduct our operations on BLM-leased land in a workmanlike manner and in accordance with all applicable laws and BLM directives and to take all mitigating actions required by the BLM to protect the surface of and the environment surrounding the relevant land. Certain BLM leases contain additional requirements, some of which relate to the mitigation or avoidance of disturbance of any antiquities, cultural values or threatened or endangered plant, wildlife and species. In the event of a default under any BLM lease, or the failure to comply with such requirements, or any non-compliance with any of the provisions of the Geothermal Steam Act or regulations issued thereunder, the BLM may, 30 days after notice of default is provided to our relevant project subsidiary, suspend our operations until the requested action is taken or terminate the lease, either of which could materially and adversely affect our business, financial condition, future results and cash flow.

The fee interest in the land which is the subject of some of our leases (or subleases) may currently be or may become subject to encumbrances securing loans from third-party lenders to the lessor (or sublessor). Our rights as lessee (or sublessee) under such leases (or subleases) are or may be subject and subordinate to the rights of any such lender. Accordingly, a default by the lessor (or sublessor) under any such loan could result in a foreclosure on the underlying fee interest in the property and thereby terminate our leasehold interest and result in the shutdown of the power plant located on the relevant property and/or terminate our right of access to the underlying geothermal resources required for our operations.

Our business development activities may not be successful and our projects under construction or facilities undergoing enhancement and repowering may encounter delays, which may impact our future growth.

We are routinely in the process of developing and constructing new power plants in the ordinary course of business. Our success in developing a project is contingent upon, among other things, negotiation of satisfactory engineering and construction agreements and obtaining PPAs and transmission services agreements, receipt of required governmental permits (including environmental permits), obtaining adequate financing, and the timely implementation and satisfactory completion of field development, testing and power plant construction and commissioning. We may be unsuccessful in accomplishing any of these matters or doing so on a timely basis such in cases where we have to handle legal proceedings with respect to environmental permits. Although we may attempt to minimize the financial risks attributable to the development of a project by securing a favorable PPA and applicable transmission services agreements, obtaining all required governmental permits and approvals and arranging, in certain cases, adequate financing prior to the commencement of construction, the development of a power project may require us to incur significant expenses for preliminary engineering, permitting and legal and other expenses before we can determine whether a project is feasible, economically attractive or capable of being financed.

Currently, we have geothermal projects and prospects under exploration, development or construction in the U.S., as well as in Indonesia, Guadeloupe, Guatemala, New Zealand and Dominica and we intend to pursue the development of other new plants. In addition, our current growth plans include enhancement and repowering of a number of our operating facilities, including the Zunil, Beowawe, Ijen and Puna power plants and involve replacement of old equipment and optimization of the geothermal field, including repair and enhancement of existing wells and drilling of new wells. Our completion of these facilities' development and/or enhancement is subject to substantial risks, including:

- inability to secure a PPA;
- inability to secure transmission services agreements;
- inability to secure the required financing;
- cost increases and delays due to unanticipated shortages of adequate resources to execute the project such as equipment, material and labor;
- work stoppages resulting from force majeure events including riots, strikes and weather conditions;
- inability or delays in obtaining permits, licenses and other regulatory approvals;
- inability to satisfactorily complete field development and testing;
- failure to secure sufficient land positions for the wellfield, power plant and rights of way;
- failure by key contractors and vendors to timely and properly perform, including where we use equipment manufactured by others;

- inability to secure or delays in securing the required transmission line and/or capacity;
- adverse environmental and geological conditions (including, but not limited to, discoveries of contamination, protected plant or animal species or habitat, archaeological or cultural resources, or inclement weather conditions);
- adverse local business law;
- our attention to other projects and activities, including those in the solar energy and energy storage sectors; and
- changes in laws that mandate, incentivize or otherwise favor renewable energy sources (for more information, see “–We could be impacted by regulatory and other responses to climate change”).

Any one of these could give rise to delays, cost overruns, the termination of the plant expansion, construction or development or the loss (total or partial) of our interest in the project under development, construction, or expansion.

In addition, we enter into various types of arrangements with communities and joint venture partners, including in some cases, indigenous peoples, for the development of projects. In some circumstances, we may be required to notify, consult, or obtain the consent of certain stakeholders, such as indigenous peoples, landowners, and/or municipalities. In some jurisdictions where we have greenfield power projects, it may be possible to claim indigenous rights to land and the existence or declaration of indigenous title may affect the existing or future activities of our projects and impact our business, financial condition and results of operations. Certain of these communities and partners may have or may develop interests or objectives which are different from or even in conflict with our objectives. Any such differences could have a negative impact on the success of our projects.

We rely on power transmission facilities that we do not own or control.

We depend on transmission facilities owned and operated by others to deliver the power we sell from our power plants to our customers. If transmission is disrupted, or if the transmission capacity infrastructure is inadequate, or if there is a failure that requires long shutdown for repair, or if curtailment is required due to load system inefficiency, our ability to sell and deliver power to our customers may be adversely impacted and we may either incur additional costs or forego revenues. In addition, lack of access to new transmission capacity may affect our ability to develop new projects. Existing congestion of transmission capacity, as well as expansion of transmission systems and competition from other developers seeking access to expanded systems, could also affect our performance.

Our use of joint ventures may limit our flexibility with jointly owned investments.

We have partners in several of our plants and we may continue in the future to develop and/or acquire and/or hold properties in joint ventures with other entities when circumstances warrant the use of these structures. These arrangements are often driven by the magnitude of capital required to complete acquisitions of generating assets, strategic partnering arrangements to access operating expertise, and other geothermal and energy industry wide trends that we presume will continue in the future. Where we hold a minority interest in a joint venture or share control or management with another party in a joint venture (such as in the case of our plant in Guadeloupe), our ability to influence joint venture operations may be limited. As such, our ownership of assets in joint ventures is subject to risks that may not be present with other methods of ownership, including:

- we could experience an impasse on certain decisions because we do not have sole decision-making authority, which could require us to expend additional resources on resolving such impasses or potential disputes, including arbitration or litigation;
- our joint venture partners could have investment goals that are not consistent with our investment objectives, including the timing, terms and strategies for any investments in the projects that are owned by the joint ventures, which could affect decisions about future capital expenditures, major operational expenditures and retirement of assets, among other things;
- our ability to transfer our interest in a joint venture to a third-party may be restricted and the market for our interest may be limited;
- our joint venture partners may be structured differently than us for tax purposes, and this could impact our ability to fully take advantage of federal tax incentives available for renewable energy projects;
- our joint venture partners might become bankrupt, fail to fund their share of required capital contributions or fail to fulfill their obligations as a joint venture partner, which may require us to infuse our own capital into the venture on behalf of the partner despite other competing uses for such capital; and

- our joint venture partners may have competing interests in our markets and investments in companies that compete directly or indirectly with us that could create conflict of interest issues.

For example, we hold a 12.75% minority interest in the Sarulla complex and, as a result, cannot control the development of its remediation plan, pace of exploration or development or major drilling decisions. Because we may, in some instances, have a reduced level of influence over our joint ventures, we may not be able to realize some or all of the benefits that we believe will be created from our involvement. If any of the foregoing were to occur, our business, financial condition and results of operations could suffer as a result.

Our operations could be adversely impacted by climate change and other extreme weather events.

We are susceptible to losses and interruptions caused by extreme weather conditions such as droughts, hurricanes, tsunamis, floods, wildfires, and water or other natural resource shortages, occurrences of which may increase in frequency and severity as a result of climate change. Climate change may also produce general changes in weather or other environmental conditions, including temperature or precipitation levels, and thus may impact consumer demand for electricity. Daily and seasonal fluctuations in temperature generally have a more significant impact on the generating capacity of geothermal energy plants than conventional power plants. Some of our power plants experience reduced generation in warm periods due to the lower heat differential between geothermal fluid and the ambient surroundings. While we generally account for the projected impact seasonal fluctuations in temperature based on our historic experience, the impact of climate change on traditional weather patterns has become more pronounced. This has reduced the certainty of our modelling efforts. For example, at the end of 2024, following wildfires in California, we experienced delays in permitting for our storage facilities as well as a reduction in demand for electricity creating overload on the grid and resulting in unexpected curtailments at some of our power plants, which in turn adversely impacted our revenues in the fourth quarter of 2024. To the extent weather conditions continue to be impacted by climate change, the generating capacity of certain of our facilities may be adversely impacted in a manner that we could not predict which may in turn adversely impact our results of operations. In addition, the potential physical effects of climate change, such as increased frequency and severity of storms, floods, and other climatic events, could disrupt our operations and cause us to incur significant costs to prepare for or respond to these effects. If we experience physical damage to our equipment and infrastructure due to climate-related natural disasters, it could lead to the suspension of our operations, additional costs to restore service and repair facilities, and delays in power generation resulting in lost revenue and potential exposure to legal claims. Such events could also impact our ability to obtain insurance coverage and we may experience rising costs of insurance coverage resulting from any damages to our assets, which could have an impact on our profitability.

Climate change could also affect the availability of a secure and economical supply of water, whether due to an increase in water restrictions, an impact on our ability to obtain water permits, or otherwise. Water is essential for the continued operation of certain of our power plants that use water cooling systems. We monitor water risk carefully. If it is determined that a water supply risk exists that could impact projected generation levels at any plant, risk mitigation efforts are identified and evaluated for implementation.

We could be impacted by regulatory and other responses to climate change and other sustainability-related matters.

As a renewable energy solution provider, we are motivated to identify our opportunities and risks with respect to climate change and take efforts to reduce our GHG emissions and improve our energy efficiency. While we generally view this as an opportunity, uncertainty regarding recent regulation or reduction in incentives in this area could also adversely affect us. In the U.S., where we have a significant portion of our operations, no comprehensive climate change legislation has been implemented federally.

To date, the U.S. Environmental Protection Agency (the “EPA”) has adopted rules that, among other things, establish construction and operating permit reviews for GHG emissions from certain large stationary sources, require the monitoring and reporting of GHG emissions from certain sources and implement standards directing the reduction of methane from certain facilities in the oil and gas sector. Similarly, various states have adopted or are considering adopting legislation and regulation focused on GHG cap-and-trade programs, carbon taxes, reporting and tracking programs and emissions limits. The recent change in the U.S. presidential administration increases the prospect of further regulatory ambiguity and change. Shortly after taking office in January 2025, President Donald Trump signed several Executive Orders specific to the energy industry, including “Declaring a National Energy Emergency” and “Unleashing American Energy.” Both signal a shift in the U.S. government's approach to energy-related initiatives, policies, and regulations, and contain directives that, among other things, i) encourage further domestic energy exploration and production, including on federal lands and waters, ii) instruct federal agency and department officials to expedite the completion and authorization of various energy-related projects, iii) promote the streamlining of various permitting processes at the federal level, and iv) rescind and revise regulations that burden future energy development, identification, and production. Notably, the Trump administration specifically highlighted “geothermal heat” as one source of energy for increased domestic attention and production. The orders neither establish new, nor rescind existing, administrative rules or statutes, which would require action by the relevant agencies and/or the U.S.

Congress, and the impact on existing and future regulation, or the implementation of that regulation, remains to be seen. While the first order suggests a positive posture of the Trump administration toward geothermal energy in contrast to other renewable sources, we cannot currently make any assurance regarding the influence of the policies or political stances of the Trump administration or current U.S. Congress on our business. Relatedly, in recent years, specifically in the U.S., “anti-ESG” sentiment has gained momentum, with several states and Congress having proposed or enacted “anti-ESG” policies, legislation, or initiatives or issued related legal opinions. For more information, see “Risks Related to Governmental Regulations, Laws and Taxation—The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows.”

Uncertainty associated with these regulations, our inability to meet the demands of these regulations or our failure to predict accurately the impact of our response to these regulations could adversely affect our business and prospects. We could also face an increase in competition as a result of the energy transition, as new entrants of disruptive technologies and/or competitors, including in the solar, wind, and storage sectors, could adversely impact our ability to renew existing PPAs or sign new contracts. On the other hand, anti-ESG related policies, legislation, initiatives, litigation, legal opinions, and scrutiny could result in the Company facing additional compliance obligations, becoming the subject of investigations and enforcement actions, or sustaining reputational harm.

In addition, the SEC proposed rules in 2022 that would require public companies to include extensive climate-related disclosures in their SEC filings. While these rules are currently stayed and may eventually not go into effect, we would expect to incur substantial additional compliance costs to the extent these or similar rules are adopted. Such compliance costs could in turn adversely effect our business or results of operations. We publish an annual Sustainability Report, which describes, among other things, the measurement of our greenhouse gas emissions and our efforts to reduce emissions. Our disclosures on these matters, a failure to meet evolving stakeholder expectations for ESG practices and reporting, or expenses required to carry on sustainability reporting and/or meet customer requirements or sustainability targets, may potentially harm our customer relationships and/or subject us to significant costs and liabilities and reputational risks, any of which could adversely affect our business, financial condition and results of operations.

We may not be able to successfully conclude the transactions, integrate companies, which we acquired and may acquire in the future, which could materially and adversely affect our business, financial condition, future results and cash flow.

Our strategy is to continue to expand in the future, including through acquisitions to enhance our geothermal portfolio and accelerate growth in our Electricity segment. Integrating acquisitions is often costly, and we may not be able to successfully integrate our acquired companies with our existing operations without substantial costs, delays or other adverse operational or financial consequences. Completion of M&A transactions may be subject to fulfilling conditions and receiving regulatory approval. Integrating our acquired companies involves a number of risks that could materially and adversely affect our business, including:

- failure of the acquired companies to achieve the results we expect;
- inability to retain key personnel of the acquired companies;
- risks associated with unanticipated events or liabilities; and
- the difficulty of establishing and maintaining uniform standards, controls, procedures and policies, including accounting controls and procedures.

If any of our acquired companies suffers customer dissatisfaction or performance problems, this could adversely affect the reputation of our group of companies and could materially and adversely affect our business, financial condition, future results and cash flow.

We encounter intense competition in the energy storage market.

We are experiencing intense competition in the energy storage market from independent power producers, developers, and third-party investors. If we are unable, as a result of increased competition, to grow our energy storage portfolio while meeting our profitability goals, our business, financial condition, future results and cash flow could be materially and adversely affected.

Changes in costs and technology may significantly impact our business by making our power plants and products less competitive resulting in the inability to sign new PPAs for our Electricity segment and new supply and EPC contracts for our Products segment.

A basic premise of our business model is that generating baseload power at geothermal power plants produces electricity at a competitive price. However, traditional coal-fired systems and gas-fired systems may under certain economic conditions produce electricity at lower average prices than our geothermal plants. In addition, there are other technologies that can produce electricity such as hydroelectric systems, fuel cells, microturbines, wind turbines, energy storage systems and solar PV systems. Some of these alternative technologies currently produce electricity at higher average prices than our geothermal plants while others produce electricity at lower average prices. It is possible that technological advances and economies of scale will further reduce the cost of alternate methods of power generation. It is also possible that intermittent energy technologies will compete with our basic premise of a firm (non-intermittent) renewable baseload power source by combining renewable technologies with energy storage to provide an alternative to firm baseload energy. If this were to happen, the competitive advantage of our power plants may be significantly impaired and will cause reduction and/or inability to sign new PPAs for our Electricity segment and new supply and EPC contracts for our Products segment.

Our intellectual property rights may not be adequate to protect our business.

Our existing intellectual property rights may not be adequate to protect our business. We occasionally file patent applications which cover our products (mainly power units based on the ORC) and systems (mainly geothermal power plants and industrial waste heat recovery plants for electricity production). However, the patent application process is expensive, time-consuming and complex and we may not be able to prepare, file, prosecute, maintain and enforce all necessary or desirable patent applications at a reasonable cost or in a timely manner. Patents may be invalidated and patents may not be issued on the basis of our patent applications. Additionally, the scope of patent protection can be reinterpreted after issuance. Even if our patent applications do issue as patents, they may not issue in a form that is sufficiently broad to protect our technology, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive advantage. In addition, any patents issued to us or for which we have use rights may be challenged, narrowed, invalidated or circumvented. Third parties may initiate opposition, interference, re-examination, post-grant review, inter partes review, nullification or derivation actions, or similar proceedings challenging the inventorship, validity, enforceability or scope of our patents. An adverse determination in any such proceeding or litigation could reduce the scope of, or invalidate our patent rights, allow third parties to commercialize our technology and compete directly with us, without payment to us, or result in our inability to commercialize our technology without infringing third-party patent rights. Such proceedings also may result in substantial cost and require significant time from our management, even if the eventual outcome is favorable to us. Our competitors or other third parties may also be able to circumvent our patents by developing similar or alternative technologies in a non-infringing manner. Consequently, we do not know whether any of our technology will be protectable or remain protected by valid and enforceable patents.

In order to safeguard our unpatented proprietary know-how, trade secrets and technology, we rely on a combination of trade secret protection and non-disclosure provisions in agreements with employees and third parties having access to confidential or proprietary information. These measures may not adequately protect us from disclosure, use, reverse engineering, infringement, misappropriation or other violation of our proprietary information and other intellectual property rights by third parties. Furthermore, non-disclosure provisions can be difficult to enforce and, even if successfully enforced, may not be entirely effective. In addition, we cannot guarantee that we have entered into non-disclosure agreements with all employees and third parties that have or may have had access to our trade secrets and other confidential or proprietary information.

Even if we adequately protect our intellectual property rights, litigation may be necessary to enforce these rights, which could result in substantial costs to us and a substantial diversion of management attention. Furthermore, attempts to enforce our intellectual property rights against third parties could also provoke these third parties to assert their own intellectual property or other rights against us, or result in a holding that invalidates or narrows the scope of our rights, in whole or in part. Our success and ability to compete also depends in part on our ability to operate without infringing, misappropriating or otherwise violating the intellectual or proprietary rights of third parties. While we have attempted to ensure that our technology and the operation of our business does not infringe on other parties' patents and other intellectual property or

proprietary rights, our competitors or other third parties may assert that certain aspects of our business or technology infringe upon, misappropriate or otherwise violate their intellectual property or proprietary rights. In addition, former employers of our current, former or future employees may assert claims that such employees have improperly disclosed to us the confidential or proprietary information of these former employers. Infringement, misappropriation or other intellectual property violation claims, regardless of merit or ultimate outcome, can be expensive, hard to predict and time-consuming and can divert management's attention from our core business. An assertion of an intellectual property infringement, misappropriation or other violation claim against us may result in adverse judgments, settlements on unfavorable terms or cause us to pay significant money damages, lose significant revenues, be prohibited from using the relevant technology or other intellectual property, or incur significant license, royalty or technology development expenses. Future litigation may also involve non-practicing entities or other intellectual property owners who have no relevant product offerings or revenue and against whom our own intellectual property may therefore provide little or no deterrence or protection.

A cyber-incident, cyber security breach, severe natural event or physical attack on our operational networks and information technology systems could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.

We rely on information technology systems that allow us to create, store, retain, transmit and otherwise process proprietary and sensitive or confidential information, including our business and financial information, and personal information regarding our employees and third-parties. We also rely on our operational technology systems to manufacture equipment for our energy projects, operate our power plants and provide our services. In addition, we often rely on third-party vendors to host, maintain, modify and update our systems.

Our and our third-party vendors' technology systems can be damaged by malicious events such as cyber and physical attacks, computer viruses, malicious and destructive code, phishing attacks, denial of service or information, as well as security breaches, natural disasters, fire, power loss, telecommunications failures, employee misconduct, human error, and third parties such as traditional computer hackers, persons involved with organized crime or foreign state or foreign state-supported actors. Furthermore, our disaster recovery planning may not be sufficient for all situations. Any failure, disruptions to or decrease in the functionality of our or our third-party vendors' operational and information technology networks could impact our ability to maintain effective internal controls over financial reporting, cause harm to the environment, the public or our employees, and significantly disrupt and damage our assets and operations or those of third parties.

We and our third-party vendors have been, and may in the future be, subject to breaches and attempts to gain unauthorized access to our information technology systems or sensitive or confidential data, or to disrupt our operations. To date, none of these breaches or attempts has, individually or in the aggregate, resulted in a security incident with a material effect on our operations or our financial condition, results of operations, liquidity, or cash flows. Despite implementation of security and control measures, we and our third-party vendors have not always been able to, and there can be no assurance that we or our third-party vendors will be able to in the future, anticipate or prevent unauthorized access to our or our third-party vendors' operational technology networks, information technology systems or data, or the disruption of our or our third-party vendors' operations. The techniques used to obtain unauthorized access to our and our third-party vendors' operational technology networks, information technology systems or data are constantly evolving and have become increasingly complex and sophisticated. Furthermore, such techniques change frequently and are often not detected until after they have been launched against a target. Therefore, we may be unable to anticipate these techniques and may not become aware in a timely manner of such a security breach, which could exacerbate any damage we experience. Such events could cause interruptions in the operation of our business, damage our operational technology networks and information technology systems, subject us to significant expenses, remediation costs, litigation, disputes, claims by third parties and regulatory actions or investigations that could result in damages, material fines and penalties, and harm to our reputation, any of which could have a material adverse effect on our financial condition, results of operations, liquidity, and cash flows. We may maintain cyber liability insurance that covers certain damages caused by cyber incidents. However, there is no guarantee that adequate insurance will continue to be available at rates that we believe are reasonable or that the costs of responding to and recovering from a cyber-incident will be covered by insurance or recoverable in rates.

In addition, we are subject to various legislation, regulations, directives and guidelines from federal, state, local and foreign agencies, such as FERC, that are intended to strengthen cybersecurity measures required for information and operational technology and critical energy infrastructure and that apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal information. In California, there are obligations on businesses to be transparent with their data privacy practices and vests consumers and employees with rights to access and delete the personal information held by businesses. These cybersecurity, data protection and privacy law regimes continue to evolve and may result in ever-increasing public scrutiny and escalating levels of capital expenditures, regulatory enforcement, sanctions and fines and increased costs for compliance. We have instituted security measures and safeguards to protect our operational systems and information technology assets, including certain safeguards required by FERC. Despite our implementation of security measures and safeguards, any failure to comply with FERC or any of these legal requirements could result in enforcement

action against us, including fines, imprisonment of company officials and public censure, any of which could harm our reputation and have a material adverse effect on our financial condition, results of operations, liquidity, and cash flows.

Risks Related to Governmental Regulations, Laws and Taxation

Our financial performance could be adversely affected by changes in the legal and regulatory environment affecting our operations.

All of our power plants are subject to extensive regulation, and therefore changes in applicable laws or regulations, or interpretations of those laws and regulations, could result in increased compliance costs, the need for additional capital expenditures or the reduction of certain benefits currently available to our power plants. The structure of domestic and foreign energy regulation currently is, and may continue to be, subject to challenges, modifications, the imposition of additional regulatory requirements, and restructuring proposals. We or our power purchasers may not be able to obtain all regulatory approvals that may be required in the future, or any necessary modifications to existing regulatory approvals, or maintain all required regulatory approvals. In addition, the cost of operation and maintenance and the operating performance of geothermal power plants may be adversely affected by changes in certain laws and regulations, including tax laws.

Any changes to applicable laws and regulations or interpretations of those laws and regulations could significantly increase the regulatory-related compliance, tax and other expenses incurred by the power plants and could significantly reduce or entirely eliminate the revenues generated by one or more of the power plants, which in turn would reduce our net income and could materially and adversely affect our business, financial condition, future results and cash flow. For more information, see “Risks Related to the Company’s Business and Operation—We could be impacted by regulatory and other responses to climate change.”

Pursuant to the terms of some of our PPAs with investor-owned electric utilities and publicly-owned electric utilities in states that have renewable portfolio standards, the failure to supply the contracted capacity and energy thereunder may result in the imposition of penalties.

Pursuant to the terms of certain of our PPAs, we may be required to make payments to the relevant power purchaser under certain conditions, such as shortfall in delivery of renewable energy and energy credits, and not meeting certain performance threshold requirements, as defined in the relevant PPA. The amount of payment required is dependent upon the level of shortfall in delivery or performance requirements and is recorded in the period the shortfall occurs. In addition, if we do not meet certain minimum performance requirements, the capacity of the relevant power plant may be permanently reduced. Any or all of these considerations could materially and adversely affect our business, financial condition, future results and cash flow.

If any of our domestic power plants loses its current Qualifying Facility status under PURPA, or if amendments to PURPA are enacted that substantially reduce the benefits currently afforded to Qualifying Facilities, our domestic operations could be adversely affected.

Most of our domestic power plants are Qualifying Facilities pursuant to PURPA, which largely exempts the power plants from the FPA, and certain state and local laws and regulations regarding rates and financial and organizational requirements for electric utilities.

If any of our domestic power plants were to lose its Qualifying Facility status, such power plant could become subject to the full scope of the FPA and applicable state regulation. The application of the FPA and other applicable state regulation to our domestic power plants could require our operations to comply with an increasingly complex regulatory regime that may be costly and greatly reduce our operational flexibility.

If a domestic power plant were to lose its Qualifying Facility status, it would become subject to full regulation as a public utility under the FPA, and the rates charged by such power plant pursuant to its PPAs may be subject to the review and approval of FERC. FERC, upon such review, may determine that the rates currently set forth in such PPAs are not appropriate and may set rates that are lower than the rates currently charged. In addition, FERC may require that the affected domestic power plant refund amounts previously paid by the relevant power purchaser to such power plant. Even if a power plant does not lose its Qualifying Facility status, pursuant to regulations issued by FERC for Qualifying Facility power plants above 20MW, if a power plant’s PPA is terminated or otherwise expires, and the subsequent sales are not made pursuant to a state’s implementation of PURPA, that power plant will become subject to FERC’s ratemaking jurisdiction under the FPA. Moreover, a loss of Qualifying Facility status also could permit the power purchaser, pursuant to the terms of the particular PPA, to cease taking and paying for electricity from the relevant power plant or, consistent with FERC precedent, to seek refunds of past amounts paid. This could cause the loss of some or all of our revenues payable pursuant to the related PPAs, result in significant liability for refunds of past amounts paid, or otherwise impair the value of our power plants. If a power purchaser were to cease taking and paying for electricity or seek to obtain refunds of past amounts paid, there can be no assurance that the costs incurred in connection with the power plant could be recovered through sales to other purchasers or that we would have sufficient funds to make such payments. In addition, the loss of Qualifying Facility status would be an

event of default under the financing arrangements currently in place for some of our power plants, which would enable the lenders to exercise their remedies and enforce the liens on the relevant power plant.

Pursuant to the Energy Policy Act of 2005, FERC also has the authority to prospectively lift the mandatory obligation of a utility under PURPA to offer to purchase the electricity from a Qualifying Facility if the utility operates in a workably competitive market. Our existing PPAs between a QF and a utility are not affected. If, in addition to the California utilities' waiver of the mandatory purchase obligation for QF projects that exceed 20MW described in the risk factor above, the utilities in the other regions in which our domestic power plants operate were to be relieved of the mandatory purchase obligation, they would not be required to purchase energy from the power plant in the region under Federal law upon termination of the existing PPA or with respect to new power plants, which could materially and adversely affect our business, financial condition, future results and cash flow. Moreover, FERC has the authority to modify its regulations relating to the utility's mandatory purchase obligation under PURPA, which could result in the reduction in the purchase obligation of California and other utilities to a level below 5MW, or the elimination of the purchase obligation. If that were to occur it could materially and adversely affect our business, financial condition, future results and cash flow.

The PURPA and QF described risks identified above are not likely to affect our Nevada based facilities that entered into PPAs with NV Energy as the off-taker after Nevada initially adopted its RPS in 2001. Those PPAs and the related rates agreed to for such facilities by the off-taker were not based upon PURPA or a QF mandated rate but were instead adopted as a result of a competitive bidding process and approved as part of the off-taker's integrated resource planning process and in order for the off-taker to comply with Nevada's RPS. While those PPAs were initially required to file for QF or EWG status with the FERC, the PPAs and their related prices for the term of the PPA were not approved by the FERC pursuant to PURPA. The PURPA and QF risks described above also are not likely to affect our Nevada and California based projects that have their PPAs with the SCPA because SCPA is not a regulated public utility under PURPA.

The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows.

Construction and operation of our geothermal power plants and recovered energy-based power plants has benefited, and may benefit in the future, from public policies and government incentives that support energy production (including, in certain cases, renewable energy and enhance the economic feasibility of these projects in regions and countries where we operate.

The change in U.S. presidential administrations raises the prospect of shifts in public policies and government incentives in the energy industry. Among the recent policy shifts announced by the new Trump administration is a pause in disbursements and review of funding processes for projects supported by the 2022 IRA. The IRA contains various tax incentives and other provisions aimed at incentivizing investment, development and deployment of renewable energy sources and technologies including ITCs and PTCs for certain projects. To date, we have relied upon applicable tax law and guidance from the Internal Revenue Service (IRS).

Currently, we do not expect any significant impacts to the construction or operations of our geothermal power plants, recovered energy-based power plants, battery energy storage systems and solar PV facilities. However, the new U.S. presidential administration and/or the current U.S. Congress may, within the scope of their authority, take action to revise, repeal, or otherwise modify existing rules and regulations, including various tax incentives, and the impact of such on the Company remains uncertain at this time. The IRA and its tax credits remain in place as of the date of this Annual Report, and would require an act of Congress to be repealed, and any changes to federal agency rules would require administrative action. We may face further uncertainty as a result of regulatory actions and efforts to pass legislation that repeals or substantially modifies provisions of the IRA, and other clean energy incentives, rules, regulations and laws.

There are additional public policy and government incentives that currently benefit and that we expect will benefit the Company in the future in countries outside of the U.S. as well as States within the U.S. The incentives in these jurisdictions include accelerated depreciation tax benefits, rebates, mandated feed-in tariffs and other similar incentives.

The availability and continuation of these public policies and government incentives have a significant effect on the economics and viability of our development program and continued construction of new geothermal, recovered energy-based, solar PV facilities and, recently, energy storage projects. Changes to such public policies, or any reduction in or elimination or expiration of such government incentives, could affect us in different ways. For example, any reduction in, termination or expiration of renewable portfolio standards may result in less demand for generation from our geothermal and recovered energy-based power plants. Any reductions in, termination or expiration of other government incentives could reduce the economic viability of, and cause us to reduce, the construction of new geothermal, recovered energy-based, solar PV or any other power plants. Policies supporting or deregulating the exploration, production and use of fossil fuels may create regulatory uncertainty in the renewable energy industry.

Similarly, any such changes that affect the geothermal energy industry in a manner that is different from other sources of renewable energy, such as wind or solar, may put us at a competitive disadvantage compared to businesses engaged in the development, construction and operation of renewable power projects using such other resources. In addition, although we may have the legal ability to monetize ITCs and PTCs, our ability to do so is subject to market prices and demand, which may be lower than we anticipate. Any of the foregoing outcomes could have a material adverse effect on our business, financial condition, future results, and cash flows.

We are a holding company and our cash depends substantially on the performance of our subsidiaries and the power plants they operate, most of which are subject to restrictions and taxation on dividends and distributions.

We are a holding company whose primary assets are our ownership of the equity interests in our subsidiaries. We conduct no other business and, as a result, we depend entirely upon our subsidiaries' earnings and cash flow.

The agreements pursuant to which some of our subsidiaries have incurred debt restrict the ability of these subsidiaries to pay dividends, make distributions or otherwise transfer funds to us prior to the satisfaction of other obligations, including the payment of operating expenses, debt service and replenishment or maintenance of cash reserves. In the case of some of our power plants that are owned jointly with other partners, there may be certain additional restrictions on dividend distributions pursuant to our agreements with those partners. In all of the foreign countries where our existing power plants are located, dividend payments to us may also be subject to withholding taxes. Each of the events described above may reduce or eliminate the aggregate amount of cash we can receive from our subsidiaries.

The costs of compliance with federal, state, local and foreign environmental laws and our ability to obtain and maintain environmental permits and governmental approvals required for development, construction and/or operation may result in liabilities, costs and delays in construction (as well as any fines or penalties that may be imposed upon us in the event of any non-compliance or delays with such laws or regulations) that could materially and adversely affect our business, financial condition, future results and cash flow and these liabilities and costs may increase in the future.

Our operations are subject to extensive environmental laws, ordinances and regulations, which may cause us to incur significant costs and liabilities. These laws, ordinances and regulations can be subject to change and such change could result in increased compliance costs, the need for additional capital expenditures, or otherwise adversely affect us. In addition, our power plants are required to comply with numerous federal, state, local and foreign statutory and regulatory environmental standards and to maintain numerous environmental permits and governmental approvals required for development, construction and/or operation. We may not be able to renew, maintain or obtain all environmental permits and governmental approvals required for the continued operation or further development and construction of the power plants. We have not yet obtained certain permits and government approvals required for the completion and successful operation of power plants under development, construction or enhancement. Our failure to renew, maintain or obtain required permits or governmental approvals, including the permits and approvals necessary for operating power plants under development, construction or enhancement, could cause our operations to be limited or suspended resulting in fines under the PPA.

We may also be subject to litigation seeking to rescind or delay our receipt of environmental permits and governmental approvals. For example, a lawsuit was filed by the Center for Biological Diversity and the Fallon Paiute-Shoshone Tribe in 2021 that sought to revoke the BLM's approval of the development of our Dixie Meadows geothermal power plant in Nevada, which was later closed without prejudice. There can be no assurance that the Company will be able to obtain the necessary approvals to develop Dixie Meadows as originally intended, or at all.

In addition, some of the environmental permits and governmental approvals that have been issued to the power plants contain conditions and restrictions, including restrictions or limits on emissions and discharges of pollutants and contaminants, or may have limited terms. If we fail to satisfy these conditions or comply with these restrictions, or with any statutory or regulatory environmental standards, we may become subject to regulatory enforcement action and the operation

of the power plants could be adversely affected or be subject to fines, penalties or additional costs or other sanctions, including the imposition of investigatory or remedial obligations of the issuance of orders limiting or prohibiting our operations.

We could be exposed to significant liability for violations of hazardous substances laws because of the use or presence of such substances at our power plants.

Our power plants are subject to numerous domestic and foreign federal, regional, state and local statutory and regulatory standards relating to the generation, handling, transportation, use, storage, treatment and disposal of hazardous substances. We use butane, pentane, industrial lubricants, and other substances at our power plants which are or could become classified as hazardous substances. If any hazardous substances are found to have been released into the environment at or by the power plants in concentrations that exceed regulatory limits, we could become liable for the investigation and removal of those substances, regardless of their source and time of release. If we fail to comply with these laws, ordinances or regulations (or any change thereto), we could be subject to civil or criminal liability, the imposition of liens or fines, and cessation of operations, large expenditures to bring the power plants into compliance or other sanctions. Furthermore, under certain federal and states laws in the U.S., we can be held liable for the cleanup of releases of hazardous substances at any of our current or former facilities or at any other locations where we arranged for disposal of those substances, even if we did not cause the release at that location or if the release complied with applicable law at the time it occurred. Liability under these laws can be joint and several. The cost of any remediation activities in connection with a spill or other release of such substances could be significant and could expose us to significant liability.

U.S. federal, state and international income tax law changes could adversely affect us.

The Company continuously monitors and examines the impact of U.S. and international tax law changes, such as the Tax Act, CARES and similar tax law changes internationally, in order to determine the impact it may have on our business. The overall impact of the global tax law changes is uncertain, and our business, financial condition, future results and cash flow, as well as our stock price, could be adversely affected.

The Organization for Economic Co-operation and Development (OECD) has a framework to implement a global minimum corporate tax of 15% for companies with global revenues and profits above certain thresholds (referred to as Pillar 2), with certain aspects of Pillar 2 effective January 1, 2024 and other aspects effective January 1, 2025. Several countries in which the Company operates, have enacted Pillar 2. Pillar 2 rules apply to the Company beginning in the year after December 31, 2025. Based on enacted laws, Pillar 2 is not expected to materially impact the Company's effective tax rate. New legislation or guidance could change this assessment.

Litigation, legal proceedings, regulatory investigations or other administrative proceedings could expose us to significant liabilities and reputational damage that could have a material adverse effect on us.

We are involved in the ordinary course of business and otherwise in a number of lawsuits involving, among other matters, employment, commercial, and environmental issues, and other claims for injuries and damages. We are also involved in the ordinary course of business in regulatory investigations and other administrative proceedings, and we are exposed to the risk that we become the subject of additional regulatory investigations or administrative proceedings. We evaluate litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these evaluations and estimates, when required by applicable accounting rules, we establish reserves and disclose the relevant litigation claims or legal proceedings, as appropriate. These evaluations and estimates are based on the information available to management at the time and involve a significant amount of judgment. Actual outcomes or losses may differ materially from current evaluations and estimates. The settlement or resolution of such claims or proceedings may have a material adverse effect on us. We use appropriate means to contest or otherwise respond to litigation and/or regulatory proceedings threatened or filed against us, but the litigation and/or regulatory enforcement environments poses a significant business risk.

Risks Related to Economic and Financial Conditions

We may be unable to obtain the additional financing we need to pursue our growth strategy and any future financing we receive may be less favorable to us than our current financing arrangements, either of which may adversely affect our ability to expand our operations.

Some of our geothermal power plants have been financed using leveraged financing structures, consisting of non-recourse or limited recourse debt obligations. Each of our projects under development or construction and those projects and businesses we may seek to acquire, or construct will require substantial capital investment. Our continued access to capital on acceptable or favorable terms to us is necessary for the success of our growth strategy, particularly in enhancing our portfolio through M&A activities. Our attempts to obtain future financings may not be successful or on favorable terms.

In recent years, we have also increased our corporate recourse debt at the holding company level due to our ability to obtain improved economic terms, and in June 2022 we issued, \$431.3 million aggregate principal amount of 2.50% convertible senior notes due 2027, and an additional \$45.2 million aggregate principal amount of the same notes in July 2024. We refer to these notes collectively as the “Notes”. Our existing and any future indebtedness may make it more difficult for us to refinance or borrow additional funds in the future, limiting our ability to pursue our growth strategy.

Market conditions and other factors may not permit future project and acquisition financings on terms similar to those our subsidiaries have previously received. Our ability to arrange for financing on a substantially non-recourse or limited recourse basis, and the costs of such financing, are dependent on numerous factors, including general economic conditions, conditions in the global capital and credit markets, investor confidence, the continued success of current power plants, the credit quality of the power plants being financed, the political situation in the country where the power plant is located, and the continued existence of tax and securities laws which are conducive to raising capital. If we are not able to obtain financing for our power plants on a substantially non-recourse or limited recourse basis, we may have to finance them using recourse capital such as direct equity investments or the incurrence of additional debt by us.

Also, in the absence of favorable financing options, we may decide not to build new plants or acquire facilities from third parties. Any of these alternatives could have a material adverse effect on our growth prospects.

We may also need additional financing to implement our strategic plan. For example, our cash flow from operations and existing liquidity facilities may not be adequate to finance any acquisitions we may want to pursue or new technologies we may want to develop or acquire. Financing for acquisitions or technology development activities may not be available on the non-recourse or limited recourse basis we have historically used for our business, or on other terms we find acceptable.

Our debt obligations may adversely affect our ability to raise additional capital and will be a burden on our future cash resources, particularly if we elect to settle these obligations in cash upon conversion or upon maturity or required repurchase.

Our ability to meet our payment obligations under the Notes, depends on our future cash flow performance. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors, as well as other factors that may be beyond our control. There can be no assurance that our business will generate positive cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our debt payment obligations and to fund other liquidity needs. If we are unable to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. Our ability to refinance our indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. As a result, we may be more vulnerable to economic downturns, less able to withstand competitive pressures and less flexible in responding to changing business and economic conditions.

Our foreign power plants and foreign manufacturing operations expose us to risks related to fluctuations in currency rates, which may reduce our profits from such power plants and operations.

Risks attributable to fluctuations in currency exchange rates can arise when any of our foreign subsidiaries incur operating or other expenses in one type of currency but receive revenues in another. In such cases, an adverse change in exchange rates can reduce such subsidiary’s ability to meet its debt service obligations, reduce the amount of cash and income we receive from such foreign subsidiary or increase such subsidiary’s overall expenses. In addition, the imposition by foreign governments of restrictions on the transfer of foreign currency abroad, or restrictions on the conversion of local currency into foreign currency, would have an adverse effect on the operations of our foreign power plants and foreign manufacturing operations, and may limit or diminish the amount of cash and income that we receive from such foreign power plants and operations.

Our power plants have generally been financed through a combination of our corporate funds and limited or non-recourse project finance debt and lease financing. If our project subsidiaries default on their obligations under such limited or non-recourse debt or lease financing, we may be required to make certain payments to the relevant debt holders, and if the collateral supporting such leveraged financing structures is foreclosed upon, we may lose certain of our power plants.

Our power plants have generally been financed using a combination of our corporate funds and limited or non-recourse project finance debt or lease financing. Limited recourse project finance debt refers to our additional agreement, as part of the financing of a power plant, to provide limited financial support for the power plant subsidiary in the form of limited guarantees, indemnities, capital contributions and agreements to pay certain debt service deficiencies. Non-recourse project finance debt or lease financing refers to financing arrangements that are repaid solely from the power plant’s revenues and are secured by the power plant’s physical assets, major contracts, cash accounts and, in many cases, our ownership interest in the project subsidiary. If our project subsidiaries default on their obligations under the relevant debt documents, creditors of a limited recourse project financing will have direct recourse to us, to the extent of our limited recourse obligations, which

may require us to use distributions received by us from other power plants, as well as other sources of cash available to us, in order to satisfy such obligations. In addition, if our project subsidiaries default on their obligations under the relevant debt documents (or a default under such debt documents arises as a result of a cross-default to the debt documents of some of our other power plants) and the creditors foreclose on the relevant collateral, we may lose our ownership interest in the relevant project subsidiary or our project subsidiary owning the power plant would only retain an interest in the physical assets, if any, remaining after all debts and obligations were paid in full.

Possible fluctuations in the cost of construction, raw materials, commodities and drilling may materially and adversely affect our business, financial condition, future results, and cash flow.

Our manufacturing operations are dependent on the supply of various raw materials, including primarily steel and aluminum, commodities, vessels and industrial equipment components that we use. We currently obtain all such raw materials, commodities and equipment at prevailing market prices. We are not dependent on any one supplier and do not have any long-term agreements with any of our suppliers. Global events, such as U.S. tariffs on Canada, Mexico and China that were recently imposed or are set to take effect, and the uncertainty surrounding the possibility of expanded trade restrictions among the governments of the U.S. and countries where our suppliers operate, could result in delays in supply and increased costs. Our development activity is also impacted by the supply delay and cost increase of storage batteries and solar PV panels. Further cost increases of such raw materials, commodities and equipment could adversely affect our profit margins.

Our commodity derivative activity may limit potential gains, increase potential losses, result in earnings volatility and involve other risks.

We enter, from time to time, into commodity derivative contracts to manage our price exposure to our energy storage segment revenue. While these transactions are intended to limit our exposure to the adverse effects of fluctuations of storage services prices, they may also limit our ability to benefit from favorable changes in market conditions, and may subject us to periodic earnings volatility in the instances where we do not seek hedge accounting for these transactions or if the correlation between the hedge and the actual performance of the asset will be lower. Also, in connection with such derivative transactions, we may be required to make cash payments to maintain margin accounts and to settle the contracts at their value upon termination.

Finally, this activity exposes us to potential risk of counterparties to our derivative contracts failing to perform under the contracts. As a result, the effectiveness of our risk management could have an impact on our business, results of operations and cash flows.

We have incurred substantial indebtedness that may decrease our business flexibility, access to capital, and/or increase our borrowing costs, and we may still incur substantially more debt, which may adversely affect our operations and financial results.

As of December 31, 2024, we had \$476.4 million outstanding aggregate principal amount of Notes. Our indebtedness may limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes, limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes, require us to use a substantial portion of our cash flow from operations to make debt service payments, limit our flexibility to plan for, or react to, changes in our business and industry, place us at a competitive disadvantage compared to our less leveraged competitors and increase our vulnerability to the impact of adverse economic and industry conditions.

We may issue additional shares of our common stock in connection with conversions of the Notes, and thereby dilute our existing stockholders and potentially adversely affect the market price of our common stock.

In the event that the Notes are converted and the conversion value exceeds \$1,000 per \$1,000 principal amount of Notes, the ownership interests of existing stockholders will be diluted, and any sales in the public market of any shares of our common stock issuable upon such conversion could adversely affect the prevailing market price of our common stock. In addition, the anticipated conversion of the Notes could depress the market price of our common stock.

The fundamental change provisions of the Notes may delay or prevent an otherwise beneficial takeover attempt of us.

If the Company undergoes a “fundamental change”, subject to certain conditions, holders may require the Company to repurchase for cash all or part of their Notes at a fundamental change repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, if such fundamental change also constitutes a “make-whole fundamental change”, the conversion rate for the Notes may be increased upon conversion of the Notes in connection with such “make-whole fundamental change”. Any increase in the conversion rate will be determined based on the date on which the “make-whole fundamental change” occurs or becomes effective and the price paid (or deemed paid) per share of our common stock in such transaction. Any such increase will be dilutive to our existing stockholders. Our obligation to repurchase the Notes or increase the conversion rate upon the occurrence of a make-whole fundamental change may, in certain circumstances, delay or prevent a takeover of us that might otherwise be beneficial to our stockholders.

The Capped Call Transactions may affect the value of the Notes and our common stock.

In connection with the issuance of the Notes, we entered into Capped Call Transactions with certain financial institutions. The Capped Call Transactions are expected generally to reduce or offset the potential dilution upon conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be, with such reduction and/or offset subject to a cap.

From time to time, certain financial institutions (with which we entered into the Capped Call Transactions) or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes. This activity could also cause or avoid an increase or a decrease in the market price of our common stock.

The potential effect, if any, of these transactions and activities on the price of our common stock or Notes will depend in part on market conditions and cannot be ascertained at this time. Any of these activities could adversely affect the value of our common stock.

We are subject to counterparty risk with respect to the Capped Call Transactions.

All or some of the financial institutions (which are counterparties to the capped call transactions) might default under the Capped Call Transactions. Our exposure to the credit risk of the counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at the time under the capped call transactions with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.

We are exposed to swap counterparty credit risk that could materially and adversely affect our business, operating results, and financial condition.

We rely on cross-currency swap contracts to effectively manage our currency risk related to our Senior Unsecured Bonds - Series 4 issued in July 2020. Failure of any of our counterparties to perform under derivatives contracts could disrupt our hedging operations if the counterparties do not fulfill their obligations under the agreements, particularly if we were entitled to a termination payment under the terms of the contract that we did not receive, if we had to make a termination payment upon default of the counterparty, or if we were unable to reposition the swap with a new counterparty.

We may not be able to obtain sufficient insurance coverage to cover damages resulting from any damages to our assets and profitability including but not limited to natural disasters such as volcanic eruptions, lava flows, wind and earthquake, which could materially and adversely affect our business, operating results, and financial condition.

We maintain physical damage and business interruption insurance. However, our business interruption and property damage insurance coverage may not be sufficient to cover all losses sustained as a result of natural disasters such as flood, volcanic eruptions, lava flows, wind and earthquake or any other insurable risk. In addition, insurance coverage may not continue to be available in the future at rates that we believe are reasonable or in amounts of coverage or with scope of coverage adequate to insure against future natural disasters. Following the May 2018 eruption of the Kilauea volcano in Hawaii, the full amount of our insurance claim for damages to our Puna power plant was denied and we experienced increased costs and difficulties in obtaining sufficient insurance coverage for natural disasters. Before the eruption in 2018, we obtained natural disasters business interruption and property damage insurance coverage of up to approximately \$100 million compared to \$30 million, with portions of the risk self-insured, secured in 2022 and 2023. An inability to obtain sufficient

and adequate insurance to cover all book net equity may cause us to self-insure some or all of a particular location and losses, causing us to experience higher than expected insurance costs.

If insurance premiums or deductibles were to increase in the future, if certain types of insurance coverage were to become unavailable or cost prohibitive, if we were to have to increase the percentage of our self-insured insurance coverage or if we were to experience losses in excess of, or outside the scope of, our insurance coverage, such additional costs could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Risks Related to Force Majeure

The existence of a prolonged force majeure event or a forced outage affecting a power plant, or the transmission systems could reduce our net income and materially and adversely affect our business, financial condition, future results and cash flow.

The operation of our subsidiaries' geothermal power plants is subject to a variety of risks, including public health issues, such as epidemics, pandemics, and other outbreaks, as well events such as fires, explosions, earthquakes, landslides, floods, severe storms, volcanic eruptions, lava flow or other similar events. Any of these events could result in a shutdown of certain of our businesses. If a power plant experiences an occurrence resulting in a force majeure event, although our subsidiary that owns that power plant would be excused from its obligations under the relevant PPA, the relevant power purchaser may not be required to make any capacity and/or energy payments with respect to the affected power plant for as long as the force majeure event continues and, pursuant to certain of our PPAs, will have the right to prematurely terminate the PPA. Additionally, to the extent that a forced outage has occurred, and if as a result the power plant fails to attain certain performance requirements under certain of our PPAs, the power purchaser may have the right to permanently reduce the contract capacity (and correspondingly, the amount of capacity payments due pursuant to such agreements in the future), seek refunds of certain past capacity payments, and/or prematurely terminate the PPA. As a consequence, we may not receive any net revenues from the affected power plant other than the proceeds from any business interruption insurance that applies to the force majeure event or forced outage after the relevant waiting period and may incur significant liabilities in respect of past amounts required to be refunded.

In addition to our power plant in Puna, Hawaii, our power plant in Amatitlan, Guatemala is located in proximity to an active volcano. We cannot be certain how investors will assess the risks to which our facilities are subject and whether this assessment will adversely impact perceptions of our business and our share price.

Threats of terrorism and other disasters may impact our operations in unpredictable ways and could adversely affect our business, financial condition, future results and cash flow.

Our operations and facilities, in particular, our generation and transmission facilities, information technology systems and other infrastructure facilities, systems and physical assets that we acquire, construct or develop, as well as those of third parties on which we rely, may be targets of terrorist acts and threats, as well as events occurring in response to or in connection with them, that could cause environmental repercussions, result in full or partial disruption of our operations. These operations and facilities are also subject to natural disasters, public health crises, fire, power loss and telecommunication failures. Any of our assets or those of third-party vendors could be directly or indirectly affected by such events or activities. Any such terrorist acts, environmental repercussions or disruptions or natural disasters could result in a significant decrease in revenues or significant reconstruction or remediation costs, beyond what could be recovered through insurance policies, which could have a material adverse effect on the business, financial condition, results of operations and cash flows.

Risks Related to Ownership of Our Common Stock

Future equity issuances, including through our current or any future equity compensation plans, could result in dilution, which could cause the price of our shares of common stock to decline.

We may issue additional shares of our common stock in the future pursuant to current or future equity compensation plans, upon conversions of preferred stock or debt, including the Notes, or in connection with future acquisitions or financings. We may also seek to raise additional funds, finance acquisitions or develop strategic relationships by issuing additional shares of our common stock. If we choose to raise capital by selling shares of our common stock, or securities convertible into shares of our common stock, or additional shares are issued for the reasons described above or otherwise, the issuance could have a dilutive effect on the holders of our common stock and could have a material negative effect on the market price of our common stock.

The price of our common stock has in the past and may in the future fluctuate substantially, and your investment may decline in value.

The market price of our common stock has in the past and may in the future be highly volatile and may fluctuate substantially due to many factors, including:

- actual or anticipated fluctuations in our results of operations including as a result of seasonal variations in our Electricity segment-based revenues or variations from year-to-year in our Product segment-based revenues;
- variance in our financial performance from the expectations of market analysts;
- conditions and trends in the end markets we serve, and changes in the estimation of the size and growth rate of these markets;
- our ability to integrate acquisitions;
- announcements of significant contracts by us or our competitors;
- changes in our pricing policies or the pricing policies of our competitors;
- restatements of historical financial results and changes in financial forecasts;
- loss of one or more of our significant customers;
- legislation;
- changes in market valuation or earnings of our competitors;
- the trading volume of our common stock;
- the trading of our common stock on multiple trading markets, which takes place in different currencies and at different times; and
- general economic conditions.

In addition, the stock market in general, and the NYSE and the market for energy companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of particular companies affected. These broad market and industry factors may materially harm the market price of our common stock, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted against that company. Such litigation, if instituted against us could result in substantial costs and a diversion of management's attention and resources, which could materially harm our business, financial condition, future results and cash flow. We are generally obliged under our bylaws, to the extent permitted under Delaware law, to indemnify our current and former officers who are named as defendants in these types of lawsuits. While a certain amount of insurance coverage is available for expenses or losses associated with these lawsuits, this coverage may not be sufficient for certain litigation. For information on our recently dismissed and ongoing securities class actions, see "Commitments and Contingencies" in Note 21 to the consolidated financial statements contained in Item 8 of this Annual Report.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk management and strategy

We prioritize the management of cybersecurity risk and the protection of information across our enterprise by embedding data protection and cybersecurity risk management in our operations. Our processes for assessing, identifying, and managing material risks from cybersecurity threats have been integrated into our overall risk management system and processes.

As a foundation of this approach, our privacy and security policies govern our business lines and subsidiaries. We monitor the privacy and security regulations applicable to us in the regions where we do business as well as proposed privacy and security regulations and emerging risks.

We conduct internal and external penetration testing and risk assessments on a regular basis, and have engaged consultants, auditors and other relevant third parties to assist us with cybersecurity risk management processes. Our operations rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Computer viruses, hackers, and employee or vendor misconduct, and other external hazards could expose our data systems and those of our vendors to security breaches, cybersecurity incidents or other disruptions, any of

which could materially and adversely affect our ability to conduct our business. While we have experienced cybersecurity incidents, to date, we are not aware that we have experienced a material cybersecurity incident. The sophistication of cybersecurity threats continues to increase, and the controls and preventative actions we take to reduce the risk of cybersecurity incidents and protect our systems, including the regular testing of our cybersecurity incident response plan, may be insufficient. In addition, new technology that could result in greater operational efficiency may further expose our computer systems to the risk of cybersecurity incidents. We may also maintain cyber liability insurance that covers certain damages caused by cybersecurity incidents. However, there is no guarantee that adequate insurance will continue to be available at rates that we believe are reasonable or that the costs of responding to and recovering from a cybersecurity incident will be covered by insurance or recoverable in rates.

For more information, see Part I of this Annual Report, Item 1A “Risk Factors—Risks Related to the Company’s Business and Operation—A cyber-incident, cyber security breach, severe natural event or physical attack on our operational networks and information technology systems could have a material adverse effect on our financial condition, results of operations, liquidity and cash flows.”

Governance

As part of our overall risk management approach, we prioritize the management of cybersecurity risk at several levels, including Board oversight, executive commitment and employee training. Our Audit Committee, comprised fully of independent directors from our Board, oversees the Board’s responsibilities relating to cybersecurity risks. Each of our Audit Committee and Board is informed of such risks through reports from our Chief Information Officer (“CIO”) at least twice per year.

Our Chief Information Security Officer (“CISO”), who has been a chief information security officer at Ormat for seven years, is certified by the International Information System Security Certification Consortium as an Information Systems Security Management Professional (“ISSMP”), as an Information Systems Security Architecture Professional (“ISSAP”), and as a Certified Information Systems Security Professional (“CISSP”). Our CISO oversees compliance of our information security (“IS”) standards and mitigation of IS risks. We also have the following internal bodies to support our processes to assess and manage cybersecurity risk as follows:

- The Crisis Incident Management Team, which includes members of the executive management team, the CIO, CISO, and other senior executives across the Company, is alerted as appropriate to cybersecurity incidents, as well as other crises, such as natural disasters and outages. This team also periodically oversees tabletop drills on various cybersecurity incidents.
- The Cyber Risk Disclosure Committee brings together senior management, including the CEO, CFO, General Counsel and other relevant functions to review the materiality of cyber incidents for disclosure purposes. The Cyber Risk Disclosure Committee members are also part of the Crisis Incident Management team.
- The IT leadership team, led by our Chief Information Officer, oversees IT initiatives while considering cybersecurity risk mitigation with respect to these initiatives. The team provides periodic presentations to senior management and the Board on cybersecurity risk and mitigation.
- The VP of Technical and Maintenance chairs monthly cybersecurity meetings to review cyber risks or threats related to the operations of our geothermal projects.

At the level of the general employee population, we hold trainings on privacy and information security, records and information management, and information security regulatory compliance, conduct phishing tests and generally seek to promote awareness of cybersecurity risk through broad communication and educational initiatives, depending on the employee’s level, role and exposure to sensitive systems and the associated cybersecurity risk profile. We also contract with an external vendor to monitor alerts in real time on cybersecurity incidents.

With respect to third party service providers, we obligate our vendors to adhere to privacy and cybersecurity measures. We also restrict vendors’ access to our organizational systems through a segmented and controlled environment which is monitored by us, and perform detailed and customized risk assessments of certain vendors, including their ability to protect data from unauthorized access.

ITEM 2. PROPERTIES

Our main corporate offices are located at 6884 Sierra Center Drive in Reno, Nevada 89511 in the U.S, which property we currently own. We also occupy an approximately 807,000 square foot office and manufacturing facility located in the Industrial Park of Yavne, Israel, which we lease from the Israel Land Administration. See Item 13 — “Certain Relationships

and Related Transactions”. In Turkey, we established and leased a facility to locally produce power plant components to our local customers.

We believe that our current offices and manufacturing facilities will be adequate for our operations as currently conducted.

Each of our power plants is located on property leased or owned by us or one of our subsidiaries or is a property that is subject to a concession agreement.

Information and descriptions of our plants and properties are included in Item 1 — “Business”.

ITEM 3. LEGAL PROCEEDINGS

The information required with respect to this item can be found under “Commitments and Contingencies” in Note 20 of the consolidated financial statements contained in Item 8 of this Annual Report and is incorporated by reference herein.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market for Our Common Stock

Our common stock has traded on the NYSE under the symbol "ORA" since November 11, 2004. Prior to November 11, 2004, there was no public market for our common stock. Effective on February 10, 2015, our common stock also began trading on the TASE under the same symbol.

Record Holders

As of February 25, 2025, there were 15 record holders of our common stock, including Cede & Co., the nominee of the Depository Trust Company. The number of record holders may not be representative of the number of beneficial owners of our common stock, whose shares are held in street name by banks, brokers and other nominees.

Dividend Policy

We have adopted a dividend policy pursuant to which we currently expect to distribute at least 20% of our annual profits available for distribution by way of quarterly dividends. In determining whether there are profits available for distribution, our Board of Directors will take into account our business plan and current and expected obligations, and no distribution will be made that in the judgment of our Board would prevent us from meeting such business plan or obligations.

Stock Performance Graph

The following performance graph represents the cumulative total shareholder return for the period December 31, 2019 through December 31, 2024 for our common stock, compared to the Standard and Poor's Composite 500 Index, S&P Global Clean Energy Index and PBW - Invesco WilderHill Clean Energy ETF. We have also provided the data in the format of a chart under the graph for ease of reference. The data assumes that \$100 was invested at the market close on December 31, 2019 in our common stock, the Standard and Poor's Composite 500 Index, the S&P Global Clean Energy Index and the PBW - Invesco WilderHill Clean Energy ETF, and assumes reinvestments of dividends, if any. The stock price performance on this graph is not necessarily indicative of future performance. On February 25, 2025, the closing price of our common stock as reported on the NYSE was \$68.51 per share.

Comparison of Cumulative Returns (%) for the Period December 31, 2019 through December 31, 2024



	2020	2021	2022	2023	2024
Ormat Technologies, Inc	21.10	6.40	16.00	1.70	-9.10
Standard & Poor's Composite 500 Index	16.30	47.50	18.80	47.60	82.00
PBW - Invesco WilderHill Clean Energy ETF	202.00	108.60	12.00	-13.20	-41.50
S&P Global Clean Energy Index	138.20	80.20	69.30	33.00	-2.80

Equity Compensation Plan Information

For information on our equity compensation plan, see “Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters”.

Issuer Purchases of Equity Securities

None.

Sales of Unregistered Equity Securities

None.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our results of operations, financial condition and liquidity in conjunction with our consolidated financial statements and the related notes. Some of the information contained in this discussion and analysis or set forth elsewhere in this Annual Report including information with respect to our plans and strategies for our business, statements regarding the industry outlook, our expectations regarding the future performance of our business, and the other non-historical statements contained herein are forward-looking statements. See "Cautionary Note Regarding Forward-Looking Statements." You should also review Item 1A — "Risk Factors" for a discussion of important factors that could cause actual results to differ materially from the results described herein or implied by such forward-looking statements.

General

Recent Developments

The most significant recent developments for our Company and business during 2024 and 2025 to date are described below:

- In February 2025, we won a tender issued by the Israeli Electricity Authority and have been awarded two separate 15-year tolling agreements for two Energy Storage facilities. The facilities under the tolling agreements are expected to have a combined capacity of approximately 300MW/1200MWh. The ownership of the projects will be shared, 50/50 between Ormat and Allied Infrastructure LTD, a leading infrastructure company in Israel.
- In February 2025, we announced the successful COD for the Ijen geothermal power plant that is owned jointly with PT Medco Power Indonesia ("Medco Power"). The Ijen Geothermal Power Plant, equipped with OEC, began operations with its first phase, delivering 35 MW of electricity power to the Java grid, Ormat's share of the facility is 17MW. The commencement of this first phase marks a significant step of the Ijen Facility with a total planned capacity of 110 MW under a 30-year PPA.
- In January 2025, we announced the signing of a 10-year PPA with Calpine Energy Solutions, one of North America's largest energy suppliers. Under this agreement, Calpine Energy Solutions agreed to purchase up to 15MW of clean, renewable energy from the Mammoth 2 geothermal power plant located near Mammoth Lakes, California, to support demand within its retail portfolio. Energy deliveries under the PPA are scheduled to begin in the first quarter of 2027 and will replace the existing PPA with SCE. The new PPA includes an increase in production capacity and a higher price point.
- In December 2024, we announced the successful commencement of commercial operations for our Montague energy storage facility. This 20MW/20MWh Battery Energy Storage System (BESS), located in New Jersey, will provide ancillary services on the merchant market to PJM.
- In December 2024, we announced that we successfully secured 1,678 acres in Utah's Bureau of Land Management (BLM) Auction. We expect that these lease acquisitions will significantly support our ongoing operations and development projects in the state, further strengthening Ormat's commitment to advancing renewable energy solutions and meeting Utah's increasing demand for sustainable energy.
- In December 2024, we announced the pricing of an underwritten secondary offering pursuant to which ORIX Corporation agreed to sell 3,700,000 shares of our common stock. The offering closed on December 13, 2024. Ormat did not offer any new shares of its common stock in the offering and did not receive any proceeds from the sale of the shares being offered by ORIX. The shares of common stock were sold to the public at an initial price of \$76.20 per share.
- In November 2024, we signed an EPC contract with Contact Energy for the development of the Te Mihi Stage 2 101MW geothermal power plant in New Zealand. The EPC contract, is valued at approximately \$210 million. Te Mihi Stage 2 geothermal power plant is expected to be completed by mid-2027.
- In November 2024, we announced a successful deal to transfer ITCs from the 80MW/320MWh Bottleneck Project to a third-party. The gross proceeds from this transaction were priced at \$0.93 per dollar. After deducting the buyer's broker and legal fees, the net proceeds from the transaction amounted to approximately \$46.7 million.

- In October 2024, we announced the successful commencement of commercial operations for our largest energy storage facility, the Bottleneck project. This 80MW/320MWh BESS, located in the Central Valley of California, will provide ancillary services to San Diego Gas & Electric (“SDG&E”) under a 15-year Tolling Agreement we signed in 2022.
- In October 2024, we announced that we successfully secured multiple land parcels in Nevada’s Annual BLM Auction. We believe that these lease acquisitions will significantly support Ormat’s ongoing exploration and expansion efforts in the state, further strengthening the Company’s commitment to advancing renewable energy solutions and meeting Nevada’s increasing demand for sustainable energy.
- In August 2024, we signed two seven-year tolling agreements with Equilibrium Energy for the Lower Rio 60MW/120MWh and Bird Dog 60MW/120MWh Energy Storage facilities in Texas. The Lower Rio project is expected to come online in the second quarter of 2025, while the Bird Dog facility is anticipated to be operational in the fourth quarter of 2025. Both projects are eligible to receive a 40% investment tax credit under the Inflation Reduction Act, as of the date of this report. The tolling agreements secure fixed revenues for the energy and ancillary services provided by these facilities.
- In July 2024, we issued an additional \$45.2 million aggregate principal amount of our 2.50% Convertible Senior Notes due 2027. The additional notes were issued as additional notes pursuant to the indenture, dated June 27, 2022, as supplemented by the first supplemental indenture, dated July 15, 2024. The proceeds were used for refinancing current debt.
- In July 2024, we announced the signing of a 15-year Resource Adequacy Purchase and Sale Agreement (“RA Agreement”) with the City of Riverside, for the 80MW/320MWh Shirk Battery Energy Storage System (BESS) located in Visalia, California. The RA Agreement includes a guaranteed commercial operation date (“COD”) for March 1, 2026, that we believe can be achieved by the end of 2025.
- In the second quarter of 2024, we commenced the operation of the 6MW Beowawe Repower geothermal power plant.
- On March 4, 2024, we announced the signing of a 30-year PPA with Electricité de France (“EDF”) for the development of a new 10MW geothermal power plant on the island of Guadeloupe, in which we own a 63.75% equity interest. The new plant development will be added to Ormat’s existing 15MW Bouillante geothermal power plant. The project’s field development is complete and resources are secured and it is expected to be operational by the end of 2025.
- On February 12, 2024, we announced that the Hawai’i Public Utilities Commission (“HPUC”) approved two final amendments to the PPA between our subsidiary, Puna Geothermal Venture (“PGV”), and Hawaiian Electric. This decision enables PGV to contribute up to an additional 8 megawatts of clean, dispatchable renewable power to the Island of Hawai’i, elevating the contract maximum capacity to 46 MW, with a minimum contracted capacity set at 30 MW. The approval follows PGV’s completion and submission of its final Environmental Impact Study (“EIS”) for operations in Puna, Hawai’i, which was a condition for approval of the amended and restated PPA that we submitted to the HPUC in December 2019.
- On January 4, 2024 we announced the closing of the acquisition of a portfolio of geothermal and solar assets from EGPNA, that was announced in October 2023. Under the agreement, Ormat paid \$274.6 million for 100% of the equity interest in the portfolio of assets. The acquired portfolio includes two contracted operating geothermal power plants and one triple hybrid geothermal, solar PV and solar thermal power plant with a total geothermal capacity of approximately 40 MW and solar PV of 20MW, two solar PV assets with a total nameplate capacity of 40 MW, and two greenfield development assets.

Opportunities, Trends and Uncertainties

Different trends, factors and uncertainties may impact our operations and financial condition, including many that we do not or cannot foresee. However, we believe that our results of operations and financial condition for the foreseeable future will be primarily affected by the following trends, factors and uncertainties that are from time to time also subject to market cycles:

- **Increased Demand for Baseload and Data Centers:** There has been increased demand for energy generated from geothermal and other renewable resources in the U.S. driven by both baseload requirements and the growing energy needs of data centers.. This is largely due to legislative and regulatory requirements and incentives, such as state RPS and federal tax credits such as PTCs or ITCs (which are discussed in more detail in the section entitled “Government Grants and Tax Benefits” below). We believe that future demand is expected to be driven primarily by further commitment to, and implementation of, state RPS and greenhouse gas reduction initiatives.

- **Higher Tolling and RA Prices in California:** The market in California has seen higher tolling and RA prices. This trend is influenced by the state's aggressive renewable energy targets and the need to ensure grid reliability. The increased prices provide opportunities for higher returns on equity for new projects.
- **New Tolling in Texas for Storage Facilities:** Texas is introducing new tolling mechanisms for storage facilities. This development is expected to create new opportunities for the development of storage projects, which can enhance grid stability and provide stable revenue streams that mitigate the fluctuation we see from the merchant markets.
- **Government Support and Legislative Changes:** The U.S. federal government has taken, and we expect it to continue to take, certain actions which are supportive of the broader domestic energy industry, including geothermal heat solutions. The new presidential administration may take action to revise, repeal, or otherwise modify existing rules and regulations, including various tax incentives, and the potential impact on the Company remains uncertain at this time. For more information, see Part I of this Annual Report, Item 1A “Risk Factors—Risks Related to Governmental Regulations, Laws and Taxation —The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows.”
- **Local Support:** We expect that a variety of local governmental initiatives will create new opportunities for the development of new projects with the potential to realize higher returns on our equity as well as to create additional markets for our products. These initiatives include the award of long-term contracts to independent power generators, the creation of competitive wholesale markets for selling and trading energy, capacity and related energy products and the adoption of programs designed to encourage “clean” renewable and sustainable energy sources.
- **Product Segment Opportunities and Competition:** In the Product segment, we believe there are new business opportunities in the U.S., Asia Pacific, New Zealand and Central and South America. We have experienced increased competition from binary power plant equipment suppliers including the major steam turbine manufacturers. While we believe that we have a distinct competitive advantage based on our technology, accumulated experience and current worldwide share of installed binary generation capacity, an increase in competition may impact our ability to secure new purchase orders from potential customers. The increased competition may also lead to further reductions in the prices that we are able to charge for our binary equipment.
- **Inflation and Macroeconomic Trends:** Higher rates of inflation, particularly in the U.S., have been observed over the last few years. While most international-based contracts are indexed to inflation, U.S. contracts are not. Although we see a moderation in the rate of inflation, if inflation continues to rise, it may increase expenses and impact profit margins. Additionally, macroeconomic trends, including a potential economic recession, changes in Federal Reserve monetary policy, the policies of the new presidential administration, and geopolitical risks, including ongoing Middle East tensions, may adversely affect our operations and financial condition.
- **Interest Rate Increases:** interest rates for both short-term and long-term debt have increased over the last few years, but starting in 2024 we have seen U.S. short term interest rates begin to come down. Although most of our outstanding debt is at fixed interest rates, if we refinance, or borrow additional amounts, we may incur additional interest expense compared to what we currently incur under our existing loans.

Revenues

Sources of Revenues

We generate our revenues from the sale of electricity from our geothermal and recovered energy-based power plants; the design, manufacture and sale of equipment for electricity generation; the construction, installation and engineering of power plant equipment; and the sale of energy storage services and electricity from our operating energy storage facilities.

Electricity Segment

Revenues attributable to our Electricity segment are derived from the sale of electricity from our power plants pursuant to long-term PPAs. While approximately 81.3% of our Electricity revenues for the year ended December 31, 2024 were derived from PPAs with fixed price components, we have a variable price PPA in Hawaii, which provide for payments based on the local utilities’ avoided cost. The avoided cost is the incremental cost that the power purchaser avoids by not having to generate such electrical energy itself or purchase it from others. In Hawaii, the prices paid for electricity pursuant to the 25 MW PPA for the Puna Complex change primarily as a result of variations in the price of oil as well as other commodities. In 2024, the HPUC approved a new PPA related to Puna with fixed prices, increased capacity and an extension of the term until 2052. Accordingly, our revenues from this power plant may fluctuate. Our Electricity segment revenues are also subject to seasonal variations, as more fully described in “Seasonality” below.

Our PPAs generally provide for energy payments alone, or energy and capacity payments. Generally, capacity payments are payments calculated based on the amount of time and capacity that our power plants are available to generate electricity. Energy payments are payments calculated based on the amount of electrical energy delivered to the relevant power purchaser at a designated delivery point. Our most recent PPAs generally provide for energy payments alone with an obligation to compensate the off-taker for its incremental costs as a result of shortfalls in our supply.

Product Segment

Revenues attributable to our Product segment are based on the sale of equipment, engineering, procurement and construction contracts and the provision of various services to our customers. Product segment revenues fluctuate between periods, primarily based on our ability to receive customer orders, the status and timing of such orders, delivery of raw materials and the completion of manufacturing. Larger customer orders for our products are typically the result of our sales efforts, our participation in, and winning tenders or requests for proposals issued by potential customers in connection with projects they are developing and orders by returning customers. Such projects often take a significant amount of time to design and develop and are subject to various contingencies, such as the customer's ability to raise the necessary financing for a project. Consequently, we are generally unable to predict the timing of such orders for our products and may not be able to replace existing orders that we have completed with new ones. As a result, revenues from our Product segment fluctuate (sometimes extensively) from period to period.

Energy Storage Segment

Revenues attributable to our Energy Storage segment are generated by several grid-connected BESS facilities that we own and operate from selling energy, capacity and/or ancillary services in merchant markets like PJM Interconnect, ISO New England, ERCOT and CAISO or under tolling agreements that have fixed revenues. The revenues fluctuate over time since a large portion of such revenues are generated in the merchant markets, where price volatility is inherent. We are seeking to reduce volatility by increasing the amount of long-term tolling agreements in our portfolio. In 2024 we signed two long-term tolling agreement, that will secure fixed revenues for the 60MW/120MWh Lower Rio and 60MW/120MWh Bird Dog project in Texas.

We are pursuing the development of additional grid-connected BESS projects in multiple regions, with expected revenues coming from providing energy, capacity and/or ancillary services on a merchant basis, and/or through bilateral fixed contracts with load serving entities, investor-owned utilities, publicly owned utilities and community choice aggregators.

Our management assesses the performance of our operating segments differently. In the case of our Electricity segment, when making decisions about potential acquisitions or the development of new projects, management typically focuses on the internal rate of return of the relevant investment, technical and geological matters and other business considerations. Management evaluates our operating power plants based on revenues, expenses, and EBITDA, and our projects that are under development based on costs attributable to each such project. Management evaluates the performance of our Product segment based on the timely delivery of our products, performance quality of our products, and revenues and costs actually incurred to complete customer orders compared to the costs originally budgeted for such orders. We evaluate our Energy Storage segment performance similar to the Electricity segment with respect to projects that we own and operate.

The following table sets forth a breakdown of our revenues for the years indicated:

	Revenues			% of Revenues for Period Indicated		
	Year Ended December 31,			Year Ended December 31,		
	2024	2023	2022	2024	2023	2022
Revenues:	(Dollars in thousands)					
Electricity	\$ 702,264	\$ 666,767	\$ 631,727	79.8 %	80.4 %	86.0 %
Product	139,661	133,763	71,414	15.9	16.1	9.7
Energy Storage	37,729	28,894	31,018	4.3	3.5	4.2
Total revenues	<u>\$ 879,654</u>	<u>\$ 829,424</u>	<u>\$ 734,159</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>

Geographic Breakdown of Results of Operations

The following table sets forth the geographic breakdown of the revenues attributable to our Electricity, Product and Energy Storage segments for the years indicated:

	Revenues			% of Revenues for Period Indicated		
	Year Ended December 31,			Year Ended December 31,		
	2024	2023	2022	2024	2023	2022
Electricity Segment:	(Dollars in thousands)					
United States.....	\$ 510,645	\$ 473,323	\$ 446,000	72.7 %	71.0 %	70.6 %
International.....	191,619	193,444	185,727	27.3	29.0	29.4
Total.....	<u>\$ 702,264</u>	<u>\$ 666,767</u>	<u>\$ 631,727</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
Product Segment:						
United States.....	\$ 8,969	\$ 7,610	\$ 7,037	6.4 %	5.7 %	9.9 %
International.....	130,692	126,153	64,377	93.6	94.3	90.1
Total.....	<u>\$ 139,661</u>	<u>\$ 133,763</u>	<u>\$ 71,414</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>
Energy Storage Segment:						
United States.....	\$ 37,729	\$ 28,894	\$ 31,018	100.0 %	100.0 %	100.0 %
International.....	—	—	—	—	—	—
Total.....	<u>\$ 37,729</u>	<u>\$ 28,894</u>	<u>\$ 31,018</u>	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>

In 2024, 2023 and 2022, 37%, 39% and 34% of our total revenues were derived from foreign locations, respectively, and our foreign operations had higher gross margins than our U.S. operations in each of those years. A substantial portion of the Electricity Segment foreign revenues came from Kenya and, to a lesser extent, from Honduras, Guadeloupe, and Guatemala. Our operations in Kenya contributed disproportionately to gross profit and net income. The contribution to combined pre-tax income of our domestic and foreign operations within our Electricity segment and Product segment differ in a number of ways, as summarized below.

Electricity Segment

Our Electricity segment domestic revenues were approximately 73%, 71% and 71% of our total Electricity segment for the years ended December 31, 2024, 2023 and 2022, respectively. However, domestic operations have higher costs of revenues and expenses than our foreign operations. Our foreign power plants are located in lower-cost regions, like Kenya, Guatemala, Honduras and Guadeloupe, which favorably impact payroll, and maintenance expenses among other items. Our power plants in foreign locations are also newer than most of our domestic power plants and therefore tend to have lower maintenance costs and higher availability factors than our domestic power plants. Consequently, in 2024 and 2023, our foreign operations of the segment accounted for 39% and 44% of our total gross profits, 78% and 63% of our net income (considering the majority of corporate operating and financing expenses are recorded under our domestic operations), and 31% and 36% of our EBITDA, respectively.

Product Segment

Our Product segment foreign revenues were 94%, 94% and 90% of our total Product segment revenues for the years ended December 31, 2024, 2023 and 2022, respectively.

Energy Storage Segment

Our Energy Storage segment domestic revenues were 100.0% of our total Energy storage segment revenues for years ended December 31, 2024, 2023 and 2022, respectively.

Seasonality

Electricity generation from some of our geothermal power plants is subject to seasonal variations. In the winter, our power plants produce more energy primarily attributable to the lower ambient temperature, which has a favorable impact on the energy component of our Electricity segment revenues as the prices under many of our contracts are fixed throughout the year with no time-of-use impact. The prices paid for electricity under the PPAs for the Mammoth Complex and the North Brawley power plant in California, the Raft River power plant in Idaho, the Neal Hot Springs power plant in Oregon and

Dixie Valley power plant in Nevada, are higher in the months of June through September. The higher payments payable under these PPAs in the summer months partially offset the negative impact on our revenues from lower generation in the summer attributable to a higher ambient temperature. As a result, we expect the revenues and gross profit in the winter months to be higher than the revenues and gross profit in the summer months and in general we expect the first and fourth quarters to generate higher revenues than the second and third quarters. In the Storage segment pursuant to the Bottleneck tolling agreement, approximately 45% of the revenues are generated in the third quarter, and the rest is roughly even between the first, second and fourth quarters.

Breakdown of Cost of Revenues

Electricity Segment

The principal cost of revenues attributable to our operating power plants are operation and maintenance expenses comprised of salaries and related employee benefits, equipment expenses, costs of parts and chemicals, costs related to third-party services, lease expenses, royalties, startup and auxiliary electricity purchases, property taxes, insurance, depreciation and amortization and, for some of our projects, purchases of make-up water for use in our cooling towers. In our California power plants, our principal cost of revenues also includes transmission charges and scheduling charges. In some of our Nevada power plants we also incur transmission and wheeling charges. Some of these expenses, such as parts, third-party services and major maintenance, are not incurred on a regular basis. This results in fluctuations in our expenses and our results of operations for individual power plants from quarter to quarter. Payments made to government agencies and private entities on account of site leases where power plants are located are included in cost of revenues. Royalty payments, included in cost of revenues, are made as compensation for the right to use certain geothermal resources and are paid as a percentage of the revenues derived from the associated geothermal rights. Royalties constituted approximately 4.6% and 4.6% of Electricity segment revenues for the years ended December 31, 2024 and 2023, respectively.

Product Segment

The principal cost of revenues attributable to our Product segment are materials, salaries and related employee benefits, expenses related to subcontracting activities, and transportation expenses. Sales commissions to sales representatives are included in selling and marketing expenses. Some of the principal expenses attributable to our Product segment, such as a portion of the costs related to labor, utilities and other support services are fixed, while others, such as materials, construction, transportation and sales commissions, are variable and may fluctuate significantly, depending on market conditions. As a result, the cost of revenues attributable to our Product segment, expressed as a percentage of total revenues, fluctuates. Another reason for such fluctuation is that in responding to bids for our products, we price our products and services in relation to existing competition and other prevailing market conditions, which may vary substantially from order to order.

Energy Storage Segment

The principal cost of revenues attributable to our Energy Storage segment are direct costs of the BESS that we own, and depreciation and amortization. Direct costs include the labor associated with operations and maintenance of owned BESS.

Critical Accounting Estimates and Assumptions

Our significant accounting policies are more fully described in Note 1 to our consolidated financial statements set forth in Item 8 of this Annual Report. However, certain of our accounting policies are particularly important to an understanding of our financial position and results of operations. In applying these critical accounting estimates and assumptions, our management uses its judgment to determine the appropriate assumptions to be used in making certain estimates. Such estimates are based on management's historical experience, the terms of existing contracts, management's observance of trends in the geothermal industry, information provided by our customers and information available to management from other outside sources, as appropriate. Such estimates are subject to an inherent degree of uncertainty and, as a result, actual results could differ from our estimates. Our critical accounting policies include:

Revenues and Cost of Revenues

Revenues generated from the construction of geothermal and recovered energy-based power plant equipment and other equipment on behalf of third parties (Product revenues) are recognized using the percentage of completion method, which requires estimates of future costs over the full term of product delivery. Such cost estimates are made by management based on prior operations and specific project characteristics and designs. If management's estimates of total estimated costs with respect to our Product segment are inaccurate, then the percentage of completion is inaccurate resulting in an over- or under-estimate of revenue and gross margin. As a result, we review and update our cost estimates on significant contracts on a quarterly basis, and at least on an annual basis for all others, or when circumstances change and warrant a modification to a previous estimate. Changes in job performance, job conditions, and estimated profitability, including those arising from the application of penalty provisions in relevant contracts and final contract settlements, may result in revisions to costs and revenues and are recognized in the period in which the revisions are determined. Provisions for estimated losses relating to

contracts are made in the period in which such losses are determined. Revenues generated from engineering and operating services and sales of products and parts are recorded once the service is provided or product delivered as the customer obtains control of the asset, as applicable.

Property, Plant and Equipment

We capitalize all costs associated with the acquisition, development and construction of power plant facilities. Major improvements are capitalized and repairs and maintenance (including major maintenance) costs are expensed. We estimate the useful life of our power plants to range between 15 and 30 years. Such estimates are made by management based on factors such as prior operations, the terms of the underlying PPAs, geothermal resources, the location of the assets and specific power plant characteristics and designs. Changes in such estimates could result in useful lives which are either longer or shorter than the depreciable lives of such assets. We periodically re-evaluate the estimated useful life of our power plants and revise the remaining depreciable life on a prospective basis.

We capitalize costs incurred in connection with the exploration and development of geothermal resources beginning when we acquire land rights to the potential geothermal resource. Prior to acquiring land rights, we make an initial assessment that an economically feasible geothermal reservoir is probable on that land using available data and external assessments vetted through our exploration department and occasionally outside service providers. Costs incurred prior to acquiring land rights are expensed. It normally takes two to three years from the time we start active exploration of a particular geothermal resource to the time we have an operating production well, assuming we conclude the resource is commercially viable.

In most cases, we obtain the right to conduct our geothermal development and operations on land owned by the BLM, various states or with private parties. Once we acquire land rights to the potential geothermal resource, we perform additional activities to assess the commercial viability of the resource. Such activities include, among others, conducting surveys and other analysis, obtaining drilling permits, creating access roads to drilling sites, and exploratory drilling which may include temperature gradient holes and/or slim holes. Such costs are capitalized and included in construction-in-process. Once our exploration activities are complete, we finalize our assessment as to the commercial viability of the geothermal resource and either proceed to the construction phase for a power plant or abandon the site. If we decide to abandon a site, all previously capitalized costs associated with the exploration project are written off.

Our assessment of economic viability of an exploration project involves significant management judgment and uncertainties as to whether a commercially viable resource exists at the time we acquire land rights and begin to capitalize such costs. As a result, it is possible that our initial assessment of a geothermal resource may be incorrect and we will have to write off costs associated with the project that were previously capitalized. Due to the uncertainties inherent in geothermal exploration, historical impairments may not be indicative of future impairments. Included in construction-in-process are costs related to projects in exploration and development of \$193.7 million and \$162.5 million at December 31, 2024 and 2023, respectively.

Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of

We evaluate long-lived assets, such as property, plant and equipment and construction-in-process for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Factors which could trigger an impairment include, among others, significant underperformance relative to historical or projected future operating results, significant changes in our use of assets or our overall business strategy, negative industry or economic trends, a determination that an exploration project will not support commercial operations, a determination that a suspended project is not likely to be completed, a significant increase in costs necessary to complete a project, legal factors relating to our business or when we conclude that it is more likely than not that an asset will be disposed of or sold.

We test our operating plants that are operated together as a complex for impairment at the complex level because the cash flows of such plants result from significant shared operating activities. For example, the operating power plants in a complex are managed under a combined operation management generally with one central control room that controls all of the power plants in a complex and one maintenance group that services all of the power plants in a complex. As a result, the cash flows from individual plants within a complex are not largely independent of the cash flows of other plants within the complex. We test for impairment of our operating plants which are not operated as a complex, as well as our projects under exploration, development or construction that are not part of an existing complex, at the plant or project level. To the extent an operating plant becomes part of a complex in the future, we will test for impairment at the complex level.

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated future net undiscounted cash flows expected to be generated by the asset. The significant assumptions that we use in estimating our undiscounted future cash flows include (i) projected generating capacity of the power plant and rates to be received under the respective PPA and (ii) projected operating expenses of the relevant power plant. Estimates of future cash flows used to test recoverability of a long-lived asset under development also include cash flows associated with all future expenditures necessary to develop the asset. If future cash flows are actually less than those used in such estimates, we may incur impairment losses in the future that could be material to our financial condition and/or results of operations.

If our assets are considered to be impaired, the impairment to be recognized is the amount by which the carrying amount of the assets exceeds their fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. We believe that for the year ended December 31, 2024, no impairment exists for any of our long-lived assets; however, estimates as to the recoverability of such assets may change based on revised circumstances. Estimates of the fair value of assets require estimating useful lives and selecting a discount rate that reflects the risk inherent in future cash flows.

Goodwill

Goodwill represents the excess of the fair value of consideration transferred in the business combination transactions over the fair value of tangible and intangible assets acquired, net of the fair value of liabilities assumed and the fair value of any noncontrolling interest in the acquisitions. Goodwill is not amortized but rather subject to a periodic impairment testing on an annual basis, which the Company performs on December 31 of each year, or if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Additionally, it is permitted to first assess qualitative factors to determine whether a quantitative goodwill impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that a reporting unit's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. An entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to the quantitative goodwill impairment test. This would not preclude the entity from performing the qualitative assessment in any subsequent period. The quantitative assessment compares the fair value of the reporting unit to its carrying value, including goodwill. Under ASU 2017-04, Intangibles – Goodwill and Other (Topic 350), an entity should recognize an impairment charge for the amount by which the carrying amount of the reporting unit exceeds its fair value. However, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit.

Obligations Associated with the Retirement of Long-Lived Assets

We record the fair market value of legal liabilities related to the retirement of our assets in the period in which such liabilities are incurred. These liabilities include our obligation to plug wells upon termination of our operating activities, the dismantling of our power plants upon cessation of our operations, and the performance of certain remedial measures related to the land on which such operations were conducted. When a new liability for an asset retirement obligation is recorded, we capitalize the costs of such liability by increasing the carrying amount of the related long-lived asset. Such liability is accreted to its present value each period and the capitalized cost is depreciated over the useful life of the related asset. At retirement, we either settle the obligation for its recorded amount or report either a gain or a loss with respect thereto. Estimates of the costs associated with asset retirement obligations are based on factors such as prior operations, the location of the assets and specific power plant characteristics. We review and update our cost estimates periodically and adjust our asset retirement obligations in the period in which the revisions are determined. If actual results are not consistent with our assumptions used in estimating our asset retirement obligations, we may incur additional losses that could be material to our financial condition or results of operations.

Accounting for Income Taxes

Significant estimates are required to arrive at our consolidated income tax provision. This process requires us to estimate our actual current tax exposure and to make an assessment of temporary differences resulting from different treatments of items for tax and accounting purposes. Such differences result in deferred tax assets and liabilities which are included in our consolidated balance sheets. For those jurisdictions where the projected operating results indicate that realization of our net deferred tax assets is not more likely than not, a valuation allowance is recorded.

We evaluate our ability to utilize the deferred tax assets quarterly and assess the need for a valuation allowance. In assessing the need for a valuation allowance, we estimate future taxable income, including the impacts of the enacted tax law, the feasibility of ongoing tax planning strategies and the realizability of tax credits and tax loss carryforwards. Valuation allowances related to deferred tax assets can be affected by changes in tax laws, statutory tax rates, and future taxable income. In the future, if there is insufficient evidence that we will be able to generate sufficient future taxable income in the U.S., we may be required to record a valuation allowance, resulting in income tax loss in our Consolidated Statement of Operations.

In the ordinary course of business, there can be inherent uncertainty in quantifying our income tax positions. We assess our income tax positions and record tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, which is greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information, we recognize between 0 to 100% of the tax benefit. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, we do not recognize any tax benefit in the consolidated financial statements. Resolution of uncertainties in a manner inconsistent with our expectations could have a material impact on our financial condition or results of operations.

New Accounting Pronouncements

See Note 1 to our consolidated financial statements set forth in Item 8 of this Annual Report for information regarding new accounting pronouncements.

Results of Operations

Our historical operating results in dollars and as a percentage of total revenues are presented below.

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands, except earnings per share data)		
Revenues:			
Electricity	\$ 702,264	\$ 666,767	\$ 631,727
Product	139,661	133,763	71,414
Energy Storage	37,729	28,894	31,018
Total revenues	879,654	829,424	734,159
Cost of revenues:			
Electricity	459,526	422,549	380,361
Product	113,911	115,802	60,479
Energy storage	33,598	27,055	24,495
Total cost of revenues	607,035	565,406	465,335
Gross profit			
Electricity	242,738	244,218	251,366
Product	25,750	17,961	10,935
Energy storage	4,131	1,839	6,523
Total gross profit	272,619	264,018	268,824
Operating expenses:			
Research and development expenses	6,501	7,215	5,078
Selling and marketing expenses	17,694	18,306	16,193
General and administrative expenses	80,119	68,179	61,274
Other operating income	(9,375)	—	—
Impairment of long-lived assets	1,280	—	32,648
Write-off of unsuccessful exploration and storage activities	3,930	3,733	828
Operating income	172,470	166,585	152,803
Other income (expense):			
Interest income	7,883	11,983	3,417
Interest expense, net	(134,031)	(98,881)	(87,743)
Derivatives and foreign currency transaction gains (losses)	(4,187)	(3,278)	(6,044)
Income attributable to sale of tax benefits	73,054	61,157	33,885
Other non-operating income (expense), net	188	1,519	(709)
Income from operations before income tax and equity in earnings (losses) of investees	115,377	139,085	95,609
Income tax (provision) benefit	16,289	(5,983)	(14,742)
Equity in earnings (losses) of investees	(425)	35	(3,072)
Net Income	131,241	133,137	77,795
Net income attributable to noncontrolling interest	(7,508)	(8,738)	(11,954)
Net income attributable to the Company's stockholders	\$ 123,733	\$ 124,399	\$ 65,841
Earnings per share attributable to the Company's stockholders:			
Basic:	\$ 2.05	\$ 2.09	\$ 1.17
Diluted:	\$ 2.04	\$ 2.08	\$ 1.17
Weighted average number of shares used in computation of earnings per share attributable to the Company's stockholders:			
Basic	60,455	59,424	56,063
Diluted	60,790	59,762	56,503

Results as a percentage of revenues

	Year Ended December 31,		
	2024	2023	2022
Revenues:			
Electricity	79.8 %	80.4 %	86.0 %
Product.....	15.9	16.1	9.7
Energy storage	4.3	3.5	4.2
Total revenues	100.0	100.0	100.0
Cost of revenues:			
Electricity	65.4	63.4	60.2
Product.....	81.6	86.6	84.7
Energy storage	89.1	93.6	79.0
Total cost of revenues.....	69.0	68.2	63.4
Gross profit (loss):			
Electricity	34.6	36.6	39.8
Product.....	18.4	13.4	15.3
Energy storage	10.9	6.4	21.0
Total gross profit	31.0	31.8	36.6
Operating expenses:			
Research and development expenses	0.7	0.9	0.7
Selling and marketing expenses.....	2.0	2.2	2.2
General and administrative expenses.....	9.1	8.2	8.3
Other operating income	(1.1)	0.0	0.0
Impairment of long-lived assets.....	0.1	0.0	4.4
Write-off of unsuccessful exploration and storage activities	0.4	0.5	0.1
Operating income.....	19.6	20.1	20.8
Other income (expense):			
Interest income	0.9	1.4	0.5
Interest expense, net	(15.2)	(11.9)	(12.0)
Derivatives and foreign currency transaction gains (losses).....	(0.5)	(0.4)	(0.8)
Income attributable to sale of tax benefits	8.3	7.4	4.6
Other non-operating income (expense), net.....	—	0.2	(0.1)
Income from continuing operations before income tax and equity in earnings (losses) of investees	13.1	16.8	13.0
Income tax (provision) benefit.....	1.9	(0.7)	(2.0)
Equity in earnings (losses) of investees	0.0	—	(0.4)
Net Income	14.9	16.1	10.6
Net income attributable to noncontrolling interest	(0.9)	(1.1)	(1.6)
Net income attributable to the Company's stockholders.....	14.1 %	15.0 %	9.0 %

Comparison of the year ended December 31, 2023 and the year ended December 31, 2022

A discussion of changes in our results of operations in 2023 compared to 2022 has been omitted from this Form 10-K, but may be found in “Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations” of our Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 23, 2024, which is incorporated by reference herein. This Form 10-K for the fiscal year ended December 31, 2023 is available free of charge on the SEC's website at www.sec.gov and at www.Ormat.com, by clicking “Investors” located at the top of the home page.

Comparison of the Year Ended December 31, 2024 and the Year Ended December 31, 2023

Total Revenues

	Year Ended		Year Ended		Increase (Decrease)			
	December 31, 2024		December 31, 2023					
	(Dollars in millions)							
Electricity segment revenues	\$	702.3	\$	666.8	\$	35.5	5.3	%
Product segment revenues.....		139.7		133.8		5.9	4.4	
Energy Storage segment revenues		37.7		28.9		8.8	30.6	
Total Revenues	\$	879.7	\$	829.4	\$	50.2	6.1	%

For the year ended December 31, 2024, our total revenues increased by 6.1% from \$829.4 million in 2023 to \$879.7 million in 2024.

For the year ended December 31, 2024, our Electricity segment generated 79.8% of our total revenues, compared to 80.4% in the previous year, while our Product segment generated 15.9% of our total revenues, compared to 16.1% in the previous year, and our Energy Storage segment generated 4.3% of our total revenues, compared to 3.5% in the previous year.

Electricity Segment

Revenues attributable to our Electricity segment for the year ended December 31, 2024 were \$702.3 million, compared to \$666.8 million for the year ended December 31, 2023, representing a 5.3% increase. This increase of \$35.5 million was mainly attributable to (i) \$33.3 million related to the geothermal and solar power plants included in the Enel purchase transaction which were consolidated by the Company starting the first quarter of 2024; (ii) \$17.4 million related to the Puna power plant due to its higher power generation and energy prices in 2024; and (iii) \$11.0 million related to the Heber 1 power plant which resumed operations in May 2023 after a temporary shutdown due to a fire incident that occurred in February 2022. This increase was partially offset by a decrease in revenues in 2024 compared to 2023 as follows: (i) \$12.8 million in the Dixie Valley power plant due to an unplanned outage in 2024; (ii) \$10.3 million in McGinness Hills complex primarily due to curtailments which were mostly related to third-party grid maintenance; (iii) \$4.2 million in the Guadeloupe power plant due to lower availability; and (iv) decreases in power generation in lesser amounts at a number of other power plants.

During the years ended December 31, 2024 and 2023, our consolidated power plants generated 7,450,071 MWh and 7,196,440 MWh, respectively, an increase of 3.5%. The average prices during the years ended December 31, 2024 and 2023 were \$94.3, and \$92.7 per MWh, respectively.

Product Segment

Revenues attributable to our Product segment for the year ended December 31, 2024 were \$139.7 million, compared to \$133.8 million for the year ended December 31, 2023, representing a 4.4% increase. The increase is primarily related to the progress in our projects and timing of when revenues are recognized. During 2024, Product revenues included projects primarily in New Zealand and Dominica, compared to 2023, during which Product revenues included projects primarily in New Zealand and Indonesia.

Energy Storage Segment

Revenues attributable to our Energy Storage segment for the year ended December 31, 2024 were \$37.7 million compared to \$28.9 million for the year ended December 31, 2023, representing a 30.6% increase. This increase of \$8.8 million is mainly related to the new energy storage facilities which commenced commercial operation during 2023, such as Bowling Green in May 2023, Andover and Upton in June 2023, and Pomona 2 in July 2023, as well as the East Flemington and Bottleneck energy storage facilities which commenced commercial operations in the first quarter of 2024 and in the fourth quarter 2024, respectively. This increase was partially offset by lower merchant prices in Texas due to mild weather conditions in the area in 2024 compared to 2023, and primarily during the third quarter of 2024 compared to 2023.

Total Cost of Revenues

	Year Ended December 31, 2024	Year Ended December 31, 2023	Increase (Decrease)	
	(Dollars in millions)			
Electricity segment cost of revenues.....	\$ 459.5	\$ 422.5	\$ 37.0	8.8 %
Product segment cost of revenues.....	113.9	115.8	(1.9)	(1.6)
Energy Storage segment cost of revenues.....	33.6	27.1	6.5	24.2
Total Cost of Revenues	\$ 607.0	\$ 565.4	\$ 41.6	7.4 %

Electricity Segment

Total cost of revenues attributable to our Electricity segment for the year ended December 31, 2024 was \$459.5 million, compared to \$422.5 million for the year ended December 31, 2023, representing an 8.8% increase. This increase of \$37.0 million is primarily attributable to: (i) \$25.5 million related to the geothermal and solar power plants included in the Enel purchase transaction which were consolidated by the Company starting the first quarter of 2024; (ii) \$6.3 million of income from business interruption insurance proceeds related to the Puna power plant as a result of the damage caused by the Kilauea volcano eruption in May 2018, which were included as a reduction to cost of revenues in 2023, compared to none in 2024; (iii) \$3.4 million primarily related to maintenance issues in the Guadeloupe power plant; and (iv) other increases in lesser amounts at a number of other power plants. This increase was partially offset by lower cost of revenues reduced by \$4.3 million at the Heber 1 power plant which resumed operations in May 2023, as described above.

As a percentage of total Electricity revenues, the total cost of revenues attributable to our Electricity segment for the year ended December 31, 2024 was 65.4%, compared to 63.4% for the year ended December 31, 2023. This increase was primarily attributable to higher operational costs and depreciation expenses in some of our power plants as well as the impact of business interruption insurance income included as a reduction to cost of revenues in 2023, as described above. The cost of revenues attributable to our international power plants was 18.3% of our Electricity segment cost of revenues for the year ended December 31, 2024, compared to 18.0% for the year ended December 31, 2023.

Product Segment

Total cost of revenues attributable to our Product segment for the year ended December 31, 2024 was \$113.9 million, compared to \$115.8 million for the year ended December 31, 2023, representing a 1.6% decrease from the prior year. This decrease was primarily attributable to higher profitability of projects, and therefore lower related costs, in projects for which revenues were recognized in 2024, compared to projects for which revenues were recognized in 2023. As a percentage of total Product segment revenues, our total cost of revenues attributable to our Product segment for the year ended December 31, 2024 was 81.6%, compared to 86.6% for the year ended December 31, 2023.

Energy Storage Segment

Cost of revenues attributable to our Energy Storage segment for the year ended December 31, 2024 were \$33.6 million as compared to \$27.1 million in the year ended December 31, 2023. This increase was mainly due to depreciation related to the addition of new energy storage systems to our commercially operating facilities in 2023 and 2024.

Research and Development Expenses

Research and development expenses for the year ended December 31, 2024 were \$6.5 million, compared to \$7.2 million for the year ended December 31, 2023, represent a 9.9% decrease. This decrease is mainly attributable to the timing of research and development projects that took place during the year ended December 31, 2024 compared to 2023.

Selling and Marketing Expenses

Selling and marketing expenses for the year ended December 31, 2024 were \$17.7 million, compared to \$18.3 million for the year ended December 31, 2023, representing a 3.3% decrease. Selling and marketing expenses constituted 2.0% and 2.2% of total revenues for the years ended December 31, 2024 and 2023, respectively.

General and Administrative Expenses

General and administrative expenses for the year ended December 31, 2024 were \$80.1 million, compared to \$68.2 million for the year ended December 31, 2023, representing a 17.5% increase. The increase was primarily attributable to legal fees related to a settlement agreement with a third-party battery systems supplier of \$4.0 million, amortization of stock-based awards of \$2.3 million, insurance costs of \$2.1 million, and timing of when we incur services from our vendors, primarily for legal and information technology services.

General and administrative expenses for the year ended December 31, 2024 constituted 9.1% of total revenues for such period, compared to 8.2%, for the year ended December 31, 2023.

Other Operating Income

Other operating income for the year ended December 31, 2024 was \$9.4 million compared to none for the year ended December 31, 2023. Other operating income represents the non-refundable portion of the recovery of damages received from a third-party battery systems supplier as part of a settlement agreement entered into in August 2024 for which all contingency conditions have been met, as further described under Note 1 to the consolidated financial statements.

Impairment of long-lived assets

Impairment of long-lived assets for the year ended December 31, 2024 was \$1.3 million compared to none for the year ended December 31, 2023. The impairment of long-lived assets is related to the termination of the waste heat agreement between the Company's wholly-owned subsidiary, OREG4, and Highline Electric Association, Inc., effective May 2024

Write-off of Unsuccessful Exploration and Storage Activities

Write-offs of unsuccessful exploration and storage activities for year ended December 31, 2024 were \$3.9 million compared to \$3.7 million for the year ended December 31, 2023. These write-offs are primarily related to geothermal exploration projects that the Company decided to no longer pursue, as well as costs related to a number of battery energy storage projects that the Company decided to no longer pursue and develop.

Interest Income

Interest Income for the year ended December 31, 2024 was \$7.9 million, compared to \$12.0 million for the year ended December 31, 2023. Interest income is primarily related to interest earned on cash and cash equivalents held by the Company during the period. The decrease in interest income is primarily related to lower balances of cash and cash equivalents in 2024 compared to 2023.

Interest Expense, Net

Interest expense, net, for the year ended December 31, 2024 was \$134.0 million, compared to \$98.9 million for the year ended December 31, 2023, representing a 35.5% increase. This increase of \$35.2 million is primarily due to loan agreements entered into during 2023 and 2024, including: (i) the Mizrahi 2023 Loan entered into in November 2023; (ii) the Hapoalim 2023 Loan entered into in February 2023; (iii) the short-term commercial paper entered into in October 2023; (iv) the Hapoalim 2024 Loan entered into in January 2024; (v) the HSBC Bank 2024 Loan entered into in January 2024; (vi) the Mammoth Senior Secured Notes entered into in March 2024; (vii) the DEG 4 Loan entered into in April 2024; (viii) the Discount 2024 Loan entered into in May 2024; (ix) the issuance of the Additional 2.50% Senior Convertible Notes in July 2024; (x) the Discount 2024 II Loan entered into in September 2024; and (xi) the Bottleneck Loan entered into in November

2024. This increase was partially offset by lower interest expenses on other long-term loans as a result of regular principal payments.

Derivatives and Foreign Currency Transaction Gains (Losses)

Derivatives and foreign currency transaction losses for the year ended December 31, 2024 was \$4.2 million, compared to \$3.3 million for the year ended December 31, 2023. Derivatives and foreign currency transaction losses primarily includes losses from foreign currency forward contracts which were not accounted for as hedge transactions, and the impact of changes in foreign currency exchange rates against the U.S. Dollar.

Income Attributable to Sale of Tax Benefits

Income attributable to the sale of tax benefits for the year ended December 31, 2024 was \$73.1 million, compared to \$61.2 million for the year ended December 31, 2023. This income primarily represents the value of PTCs and taxable income or loss generated by certain of our power plants allocated to investors under tax equity transactions, and to income related to the expected sale of transferable production tax credits under the existing IRA regulations. This increase of \$11.9 million is primarily related to the Heber 1 power plant which resumed operations in May 2023, the Beowawe Repower power plant which commenced operations in the second quarter of 2024, and to the increase in the PTCs rates.

Other Non-Operating Income (Expense), Net

Other non-operating income (expense), net for the year ended December 31, 2024 was an income of \$0.2 million, compared to an expense of \$1.5 million for the year ended December 31, 2023. Other non-operating (expense), net for year ended December 31, 2023 is primarily attributable to \$1.2 million related to a settlement and release transaction with a third party entered into in December 2023.

Income Taxes

Income tax (provision) benefit for the year ended December 31, 2024, was a benefit of \$16.3 million, a decrease of \$22.3 million compared to an income tax provision of \$(6.0) million for the year ended December 31, 2023. Our effective tax rate for the year ended December 31, 2024 and 2023, was (14.1)% and 4.3%, respectively. The effective rate differs from the federal statutory rate of 21% for the year ended December 31, 2024 due to the generation of investment tax credits, a net benefit associated with the U.S. state effective tax rate, and the jurisdictional mix of earnings at differing tax rates from the federal statutory tax rate.

Equity in Earnings (losses) of investees, net

Equity in losses of investees, net in the year ended December 31, 2024, was net losses of \$0.4 million, compared to net earnings of \$35.0 thousand in the year ended December 31, 2023. Equity in earnings (losses) of investees, net is mainly derived from our 12.75% share in the earnings or losses in the Sarulla project, and our 49% share in the earnings or losses in the Ijen geothermal project. The decrease in this line item is primarily related to a decrease in net income generated by the Ijen project in 2024, compared to 2023. In the second quarter of 2022, Sarulla agreed with its banks on a framework that will enable it to perform remediation works that are aimed to restore the power plants' performance. The first phase of the recovery plan included the drilling of an additional production well, which was successful, and certain modifications to surface equipment are still underway. Following the positive indications from the first phase, during the second quarter of 2024, Sarulla commenced discussions with the banks towards implementation of the additional phases.

Net Income attributable to the Company's Stockholders

Net income attributable to the Company's stockholders for the year ended December 31, 2024 was \$123.7 million, compared to \$124.4 million for the year ended December 31, 2023, which represents a decrease of \$0.7 million. This decrease was attributable to the decrease in net income which was affected by the factors described above, as well as a decrease in expenses of \$1.2 million in net income attributable to noncontrolling interest.

Liquidity and Capital Resources

Overview of Sources and Uses of Cash

Our principal sources of liquidity have been derived from cash flows from operations, proceeds from third-party debt such as borrowings under our credit facilities and issuances of debt securities, equity offerings, project financing and tax monetization transactions, short term borrowing under our lines of credit, and proceeds from the sale of equity interests in one or more of our projects. We have utilized this cash to develop and construct power plants, storage facilities, fund our acquisitions, pay down existing outstanding indebtedness, and meet our other cash and liquidity needs.

Based on current conditions, we believe that we have sufficient financial resources to fund our activities and execute our business plans. However, the cost of obtaining financing for our project needs may increase significantly or such financing may be difficult to obtain.

As of December 31, 2024, we had access to: (i) \$94.4 million in cash and cash equivalents, of which \$73.9 million was held by our foreign subsidiaries; and (ii) \$374.1 million of unused corporate borrowing capacity under existing committed lines for credit and letters of credit with different commercial banks.

As of December 31, 2024, \$286.6 million in the aggregate was outstanding under credit agreements with several banks as detailed below under “Letters of Credits under the Credit Agreements”.

Our estimated capital needs for 2025 include approximately \$570.0 million for capital expenditures on new projects under development or construction including storage projects, exploration activity and maintenance capital expenditures for our existing projects. In addition, we expect \$235.7 million for long-term debt repayments.

Our capital expenditures primarily relate to the enhancement of our existing power plants and the construction of new power plants. We have budgeted approximately \$460.0 million in capital expenditures for construction of new projects and enhancements to our existing power plants, of which we had invested \$135.0 million as of December 31, 2024. We expect to invest approximately \$160.0 million in 2025 and the remaining approximately \$165.0 million on thereafter.

In addition, we estimate approximately \$410.0 million in additional capital expenditures in 2025 to be allocated as follows: (i) approximately \$140.0 million for the exploration, drilling and development of new projects and enhancements of existing power plants that are not yet released for full construction; (ii) approximately \$55.0 million for maintenance of capital expenditures to our Electricity segment operating power plants; (iii) approximately \$200.0 million for the construction and development of storage projects; and (iv) approximately \$15.0 million for enhancements to our production facilities.

We expect to finance these requirements with: (i) the sources of liquidity described above; (ii) positive cash flows from our operations; and (iii) future project financings and re-financings (including construction loans and tax equity). Management believes that, based on the current stage of implementation of our strategic plan, the sources of liquidity and capital resources described above will address our anticipated liquidity, capital expenditures, and other investment requirements.

Letters of Credits under the Credit Agreements

Some of our customers require our project subsidiaries to post letters of credit in order to guarantee their respective performance under relevant contracts. We are also required to post letters of credit to secure our obligations under various leases and licenses and may, from time to time, decide to post letters of credit in lieu of cash deposits in reserve accounts under certain financing arrangements. In addition, our subsidiary, Ormat Systems, is required from time to time to post performance letters of credit in favor of our customers with respect to orders of products.

The table below describes our committed and non-committed lines:

Credit Agreements	Amount Issued	Issued and Outstanding as of December 31, 2024	Termination Date
(Dollars in millions)			
Committed lines for credit and letters of credit	\$ 533.0	\$ 158.9	March 2025 - December 2025
Committed lines for letters of credit.....	155.0	80.7	March 2025 - December 2025
Non-committed lines	-	47.0	October 2025
Total.....	\$ 688.0	\$ 286.6	

Restrictive Covenants

Our obligations under the credit agreements, the loan agreements, and the trust instrument governing the bonds described above, are unsecured, but we are subject to a negative pledge in favor of the banks and the other lenders and certain other restrictive covenants. These include, among other things, a prohibition on: (i) creating any floating charge or any permanent pledge, charge or lien over our assets without obtaining the prior written approval of the lender; (ii) guaranteeing the liabilities of any third-party without obtaining the prior written approval of the lender; and (iii) selling, assigning, transferring, conveying or disposing of all or substantially all of our assets, or a change of control in our ownership structure. Some of the credit agreements, the term loan agreements, and the trust instrument contain cross-default provisions with respect to other material indebtedness owed by us to any third-party. In some cases, we have agreed to maintain certain financial ratios, which are measured quarterly, such as: (i) equity of at least \$750 million and in no event less than 25% of total assets; and (ii) 12-

month debt, net of cash, cash equivalents, and short-term bank deposits to Adjusted EBITDA ratio not to exceed 6. As of December 31, 2024: (i) total equity was \$2,550.9 million and the actual equity to total assets ratio was 45.0%; and (ii) the 12-month debt, net of cash and cash equivalents to Adjusted EBITDA ratio was 4.03. During the year ended December 31, 2024, we distributed interim dividends in an aggregate amount of \$29.1 million. The failure to perform or observe any of the covenants set forth in such agreements, subject to various cure periods, would result in the occurrence of an event of default and would enable the lenders to accelerate all amounts due under each such agreement.

As described above, we are currently in compliance with our covenants with respect to the credit agreements, the loan agreements, except as described below, and the trust instrument, and believe that the restrictive covenants, financial ratios and other terms of any of our full-recourse bank credit agreements will not materially impact our business plan or operations.

As of December 31, 2024, we did not meet the dividend distribution criteria related to the financing liability (which was assumed by the Company as part of the purchase transaction with TG Geothermal Portfolio, LLC in July 2021), which resulted in certain equity distribution restrictions from this related subsidiary. The amount restricted for distribution by this subsidiary was \$1.4 million as of December 31, 2024. There were no restrictions on the retained earnings or net income of Ormat Technologies, Inc., as the parent company, in respect of this matter, as of December 31, 2024.

Credit Agreements

Credit Agreement with MUFG Union Bank

Ormat Nevada has a credit agreement with MUFG Union Bank under which it has an aggregate available credit of up to \$100.0 million as of December 31, 2024. The credit termination date is June 30, 2025.

The facility is limited to the issuance, extension, modification or amendment of letters of credit. Union Bank is currently the sole lender and issuing bank under the credit agreement, but is also designated as an administrative agent on behalf of banks that may, from time to time in the future, join the credit agreement as lenders. In connection with this transaction, the Company entered into a guarantee in favor of the administrative agent for the benefit of the banks, pursuant to which the Company agreed to guarantee Ormat Nevada's obligations under the credit agreement. Ormat Nevada's obligations under the credit agreement are otherwise unsecured. There are various restrictive covenants under the credit agreement, which include a requirement to comply with the following financial ratios, which are measured quarterly: (i) a 12-month debt to EBITDA ratio not to exceed 4.5; (ii) 12-month DSCR of not less than 1.35; and (iii) distribution leverage ratio not to exceed 2.0. As of December 31, 2024: (i) the actual 12-month debt to EBITDA ratio was 1.90; (ii) the 12-month DSCR was 5.32; and (iii) the distribution leverage ratio was 0.4. In addition, there are restrictions on dividend distributions in the event of a payment default or noncompliance with such ratios, and subject to specified carve-outs and exceptions, a negative pledge on the assets of Ormat Nevada in favor of Union Bank. As of December 31, 2024, the covenants have been met.

As of December 31, 2024, letters of credit in the aggregate amount of \$86.7 million were issued and outstanding under this credit agreement.

Credit Agreement with HSBC Bank USA N.A.

Ormat Nevada has a credit agreement with HSBC Bank USA, N.A for one year with annual renewals. The current expiration date of the facility under this credit agreement is October 31, 2025. On December 31, 2024, the aggregate amount available under the credit agreement was \$35.0 million. This credit line is limited to the issuance, extension, modification or amendment of letters of credit. In addition, Ormat Nevada has an uncommitted discretionary demand line of credit in the aggregate amount of \$65.0 million available for letters of credit including up to \$20 million of credit. In connection with this transaction, the Company entered into a guarantee in favor of the administrative agent for the benefit of the banks, pursuant to which the Company agreed to guarantee Ormat Nevada's obligations under the credit agreement. Ormat Nevada's obligations under the credit agreement are otherwise unsecured.

There are various restrictive covenants under the credit agreement, including a requirement to comply with the following financial ratios, which are measured quarterly: (i) a 12-month debt to EBITDA ratio not to exceed 4.5; (ii) 12-month DSCR of not less than 1.35; and (iii) distribution leverage ratio not to exceed 2.0. As of December 31, 2024: (i) the actual 12-month debt to EBITDA ratio was 1.90; (ii) the 12-month DSCR was 5.32; and (iii) the distribution leverage ratio was 0.4. In addition, there are restrictions on dividend distributions in the event of a payment default or noncompliance with such ratios, and subject to specified carve-outs and exceptions, a negative pledge on the assets of Ormat Nevada in favor of HSBC. As of December 31, 2024, the covenants have been met.

As of December 31, 2024, letters of credit in the aggregate amount of \$34.8 million were issued and outstanding under the committed portion of this credit agreement and \$36.9 million under the uncommitted portion of the agreement.

Future minimum payments

Future minimum payments under long-term obligations as of December 31, 2024, are detailed under the caption Contractual Obligations and Commercial Commitments, below.

Third-Party Debt

Our third-party debt consists of (i) non-recourse and limited-recourse project finance debt or acquisition financing that we or our subsidiaries have obtained for the purpose of developing and constructing, refinancing or acquiring our various projects; (ii) full-recourse debt incurred by us or our subsidiaries for general corporate purposes; (iii) convertible senior notes; (iv) commercial paper; (iv) financing liability assumed as part of the TG Geothermal Portfolio, LLC acquisition; and (v) short term revolving credit lines with banks. Further details related to our third-party debt are provided under Note 11 to the consolidated financial statements.

Non-recourse debt refers to debt involving debt repayments that are made solely from the power plant's revenues (rather than our revenues or revenues of any other power plant) and generally are secured by the power plant's physical assets, major contracts and agreements, cash accounts and, in many cases, our ownership interest in our affiliate that owns that power plant. These forms of financing are referred to as "project financing".

In the event of a foreclosure after a default, our affiliate that owns the power plant would only retain an interest in the power plant assets, if any, remaining after all debts and obligations have been paid in full. In addition, incurrence of debt by a power plant may reduce the liquidity of our equity interest in that power plant because the equity interest is typically subject both to a pledge in favor of the power plant's lenders securing the power plant's debt and to transfer and change of control restrictions set forth in the relevant financing agreements.

Limited recourse debt refers to project financing as described above with the addition of our agreement to undertake limited financial support for our affiliate that owns the power plant in the form of certain limited obligations and contingent liabilities. These obligations and contingent liabilities may take the form of guarantees of certain specified obligations, indemnities, capital infusions and agreements to pay certain debt service deficiencies. Creditors of a project financing of a particular power plant may have direct recourse to us to the extent of these limited recourse obligations.

Non-Recourse and Limited-Recourse Third-Party Debt:

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest rate	Maturity Date	Related Project	Location
(Dollars in millions)						
Mammoth Senior Secured Notes..	\$ 135.1	\$ 129.2	6.73 %	July, 2047 November,	Mammoth Complex	United States
Bottleneck Loan	72.6	72.6	6.31	2039	Bottleneck McGinness	United States
OFC 2 Senior Secured Notes – Series A.....	151.7	56.2	4.69	December, 2032	Hills phase 1, Tuscarora	United States
OFC 2 Senior Secured Notes – Series B.....	140.0	70.7	4.61	December, 2032	McGinness Hills phase 2	United States
Olkaria III Financing Agreement with DFC – Tranche 1.....	85.0	28.3	6.34	December, 2030	Olkaria III Complex	Kenya
Olkaria III Financing Agreement with DFC – Tranche 2.....	180.0	58.2	6.29	June, 2030	Olkaria III Complex	Kenya
Olkaria III Financing Agreement with DFC – Tranche 3.....	45.0	16.1	6.12	December, 2030	Olkaria III Complex	Kenya
Don A. Campbell Senior Secured Notes	92.5	52.2	4.03	September, 2033	Don A. Campbell Complex	United States
Idaho Refinancing Note ⁽¹⁾	61.6	55.9	6.26	March, 2038	Neal Hot Springs, Raft River	United States
U.S. Department of Energy loan ⁽²⁾	96.8	27.5	2.61	February, 2035	Neal Hot Springs	United States
Prudential Capital Group Nevada Loan	30.7	23.0	6.75	December, 2037	San Emidio	United States
Platanares Loan with DFC	114.7	63.5	7.02	September, 2032	Platanares	Honduras
Geothermie Bouillante ⁽³⁾	8.9	1.9	1.52	March, 2026	Geothermie Bouillante	Guadeloupe
Geothermie Bouillante ⁽³⁾	8.9	2.1	1.93	April, 2026	Geothermie Bouillante	Guadeloupe
Total	\$ 1,223.5	\$ 657.4				

⁽¹⁾ Secured by equity interest.

⁽²⁾ Secured by the assets.

⁽³⁾ Loan in Euros and issued amount is EUR 8.0 million

Full-Recourse Third-Party Debt:

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest rate	Maturity Date
(Dollars in millions)				
Hapoalim 2024 Loan	\$ 75.0	\$ 68.0	6.60%	January 2032
HSBC Bank 2024 Loan ⁽¹⁾	125.0	112.5	6.15	January 2028
Mizrahi Loan	75.0	51.6	4.10	April 2030
Mizrahi Loan 2023	50.0	43.8	7.15	October 2031
Hapoalim Loan	125.0	62.5	3.45	June 2028
Hapoalim 2023 Loan	100.0	85.0	6.45	February 2033
HSBC Loan	50.0	28.6	3.45	July 2028
Discount Loan	100.0	62.5	2.90	September 2029
Discount 2024 Loan	31.8	29.8	6.75	May 2032
Discount 2024 II Loan ⁽²⁾	50.0	48.4	SOFR+2.35%	September 2028
Senior Unsecured Bonds Series 4 ⁽³⁾	289.8	192.2	3.35	June 2031
Senior Unsecured Loan 1	100.0	70.6	4.80	March 2029
Senior Unsecured Loan 2	50.0	35.3	4.60	March 2029
Senior Unsecured Loan 3	50.0	35.3	5.44	March 2029
DEG Loan 2	50.0	17.5	6.28	June 2028
DEG Loan 3	41.5	15.3	6.04	June 2028
DEG Loan 4	30.0	30.0	7.90	June 2031
Total	\$ 1,393.1	\$ 988.9		

⁽¹⁾ Interest rate includes the effect of the IR Swap as further described under Note 11 to the consolidated financial statements.

⁽²⁾ The Discount 2024 II Loan bears an annual interest of 3-month Term SOFR plus 2.35%, but not less than Term SOFR of 2.5%.

⁽³⁾ Bonds issued in total aggregate principal amount of NIS 1.0 billion.

Other Third-Party Debt

Loan	Balance as of December 31, 2024	Annual Interest Rate	Maturity Date
(Dollar in millions)			
Financing Liability - Dixie Valley ⁽¹⁾	\$ 220.6	6.11%	June 2038
Convertible Senior Notes ⁽²⁾	476.4	2.50	July 2027
Commercial Paper ⁽³⁾	100.0	* ⁽³⁾	* ⁽³⁾

⁽¹⁾ Final maturity date of the financing liability is assuming execution of the buy-out option in June 2038.

⁽²⁾ The Notes mature in July 2027, unless earlier converted, redeemed or repurchased.

⁽³⁾ The Commercial Paper was issued on October 23, 2023 for a period of 90 days and extends automatically for additional 90-day periods for up to five years, unless the Company notifies the participants otherwise or a notice of termination is provided by the participants in accordance with the provisions of the Commercial Paper Agreement. The Commercial Paper bears an annual interest of three months SOFR +1.1% which will be paid at the end of each 90-day period. As of December 31, 2024, the base rate was 4.6%.

For additional description of our long-term debt, see Note 11, Long-term Debt, Credit Agreements and Financial Liability to our consolidated financial statements, set forth in Item 8 of this Annual Report.

On February 2, 2025, we entered into a definitive loan agreement with Mizrahi Bank under which the bank provided a loan in an aggregate principal amount of \$50 million. The outstanding principal amount of the this loan will be repaid in 16 semi-annual payments of \$3.1 million each, commencing on October 15, 2025. The duration of the loan is 8 years and it bears interest of 6-month SOFR+2.35%, payable every six months. For additional description of our long-term debt entered into subsequent to December 31, 2024, see Note 22 - Subsequent events, to our consolidated financial statements, set forth in Item 8 of this Annual Report.

Liquidity Impact of Uncertain Tax Positions

As discussed in Note 16 - Income Taxes, to our consolidated financial statements set forth in Item 8 of this Annual Report, we have a liability associated with unrecognized tax benefits and related interest and penalties in the amount of approximately \$6.3 million as of December 31, 2024. This liability is included in long-term liabilities in our consolidated balance sheet, because we generally do not anticipate that settlement of the liability will require payment of cash within the next 12 months. We are not able to reasonably estimate when we will make any cash payments required to settle this liability.

Dividends

We have adopted a dividend policy pursuant to which we currently expect to distribute at least 20% of our annual profits available for distribution by way of quarterly dividends. In determining whether there are profits available for distribution, our Board will take into account our business plan and current and expected obligations, and no distribution will be made that in the judgment of our Board would prevent us from meeting such business plan or obligations.

The following are the dividends declared by us during the past two years, as of December 31, 2024:

Date Declared	Dividend Amount per Share	Record Date	Payment Date
February 22, 2023	\$ 0.12	March 8, 2023	March 22, 2023
May 9, 2023	\$ 0.12	May 23, 2023	June 6, 2023
August 2, 2023	\$ 0.12	August 16, 2023	August 30, 2023
November 8, 2023	\$ 0.12	November 22, 2023	December 6, 2023
February 21, 2024	\$ 0.12	March 6, 2024	March 20, 2024
May 8, 2024	\$ 0.12	May 22, 2024	June 5, 2024
August 6, 2024	\$ 0.12	August 20, 2024	September 3, 2024
November 6, 2024	\$ 0.12	November 20, 2024	December 4, 2024
February 26, 2025	\$ 0.12	March 12, 2025	March 26, 2025

Historical Cash Flows

The following table sets forth the components of our cash flows for the relevant periods indicated:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Net cash provided by operating activities.....	\$ 410,919	\$ 309,401	\$ 280,974
Net cash used in investing activities.....	(780,254)	(628,343)	(523,406)
Net cash provided by financing activities.....	287,916	379,964	126,273
Translation adjustments on cash and cash equivalents	(579)	72	(609)
Net change in cash and cash equivalents and restricted cash and cash equivalents	<u>\$ (81,998)</u>	<u>\$ 61,094</u>	<u>\$ (116,768)</u>

For the Year Ended December 31, 2024

Net cash provided by operating activities for the year ended December 31, 2024 was \$410.9 million, compared to \$309.4 million for the year ended December 31, 2023, representing a net increase of \$101.5 million. Net cash provided by operating activities for the year ended December 31, 2024, was primarily attributable to net income of \$131.2 million adjusted for certain non-cash items such as depreciation and amortization, stock-based compensation, and income attributable to sale of tax benefits, among others, as well as primarily by: (i) cash inflow related to the net decrease in trade receivables of \$27.2 million, due to the timing of collection from our customers; (ii) a net increase in accounts payable and accrued expenses of \$11.4 million as a result of timing of payments to our suppliers, and a payment related to recovery of damages received from a third-party battery systems supplier as part of a settlement agreement; (iii) a net increase in prepaid expenses and other of \$8.5 million, primarily as a result of timing of prepayments to our suppliers and governmental authorities; and (iv) a net decrease of \$6.9 million in inventory, primarily related to the progress of our Product projects and timing of allocating costs to such projects. This increase was partially offset a net increase of \$32.3 million in costs and estimated earnings in excess of billings on uncompleted contracts and billings in excess of costs and estimated earnings on uncompleted contracts, as a

result of timing of billing to our customers, and a net increase in deposit and others of \$4.5 million related to timing of payment deposits required for ongoing operations. Net cash provided by operating activities for the year ended December 31, 2023, was primarily attributable net income of \$133.1 million adjusted for certain non-cash items such as depreciation and amortization, stock-based compensation, and income attributable to sale of tax benefits, among others, as well as by primarily: (i) a net increase in accounts payable and accrued expenses of \$68.6 million, primarily as a result of timing of payments to our suppliers; (ii) a net decrease of \$7.9 million in costs and estimated earnings in excess of billings on uncompleted contracts and billings in excess of costs and estimated earnings on uncompleted contracts, as a result of timing of billing to our customers; and (iii) an increase of \$10.7 million in other liabilities, net, primarily as a result of a prepayment made by one of our customers. This increase was partially offset by: (i) a net increase of \$97.6 million in trade receivables due to timing of collection from our customers; (ii) a net increase in inventory of \$22.2 million, primarily related to the progress of our product projects and timing of allocating costs to such projects; and (iii) a net increase of \$7.9 million in prepaid expenses and other primarily as a result of timing of prepayments to our supplier and governmental authorities

Net cash used in investing activities for the year ended December 31, 2024 was \$780.3 million, compared to \$628.3 million for the year ended December 31, 2023. The principal factors that affected the increase in our net cash used in investing activities during the year ended December 31, 2024 were: (i) capital expenditures of \$487.7 million in 2024 compared to \$618.4 million in 2023, primarily for our geothermal power plants and storage facilities under construction that support our growth plan; (ii) cash consideration paid in the purchase transaction with EGPNA of \$274.6 million in 2024, compared to none in 2023; and (iii) cash outflow for investments in unconsolidated companies of \$19.0 million in 2024, compared to \$10.2 million in 2023.

Net cash provided by financing activities for the year ended December 31, 2024 was \$287.9 million, compared to \$380.0 million for the year ended December 31, 2023. The principal factors that affected the decrease in net cash provided by financing activities during the year ended December 31, 2024 were: (i) net proceeds of \$514.6 million from long-term loans entered into during the period such as the Hapoalim 2024 Loan, the HSBC 2024 Loan, the Mammoth Senior Secured Notes, the DEG 4 Loan, the Discount 2024 Loan, the Discount 2024 II Loan, and the Bottleneck Loan; (ii) net proceeds of \$44.0 million related to proceeds from issuance of the Additional Notes; and (iii) cash received from noncontrolling interest in the amount of \$12.3 million. These cash inflows were partially offset by: (i) scheduled repayments of long-term debt in the amount of \$209.3 million; (ii) cash dividend payments of \$29.1 million; (iii) cash paid pursuant to a transaction with noncontrolling interest of \$9.8 million; and (iv) net repayments of revolving credit lines with banks of \$20.0 million. The principal factors that affected our net cash provided by financing activities during the year ended December 31, 2023 were: (i) net proceeds from issuance of common stock of \$341.7 million; (ii) net proceeds from issuance of long-term loans of \$149.8 million; (iii) net proceeds of \$100.0 million from issuance of commercial paper; and (iii) net proceeds from revolving credit lines with banks of \$20.0 million. These cash inflows were partially offset by: (i) scheduled repayments of long-term debt in the amount of \$207.0 million; (ii) cash outflow related to a transaction with noncontrolling interest of \$30.0 million; and (iii) cash dividend payments of \$28.4 million.

For the Year Ended December 31, 2023

A discussion of changes in our cash flows in 2023 compared to 2022 has been omitted from this Form 10-K, but may be found in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 23, 2024, which is incorporated by reference herein. This Form 10-K is available free of charge on the SEC’s website at www.sec.gov and at www.Ormat.com, by clicking “Investors” located at the top of the home page.

Total EBITDA and Adjusted EBITDA

We calculate EBITDA as net income before interest, taxes, depreciation, amortization and accretion. We calculate Adjusted EBITDA as net income before interest, taxes, depreciation, amortization and accretion, adjusted for (i) mark-to-market gains or losses from accounting for derivatives not designated as hedging instruments; (ii) stock-based compensation; (iii) merger and acquisition transaction costs; (iv) gain or loss from extinguishment of liabilities; (v) costs related to a settlement agreement; (vi) non-cash impairment charges; (vii) write-off of unsuccessful exploration and storage activities; and (viii) other unusual or non-recurring items. We adjust for these factors as they may be non-cash, unusual in nature and/or are not factors used by management for evaluating operating performance. We believe that presentation of these measures will enhance an investor’s ability to evaluate our financial and operating performance. EBITDA and Adjusted EBITDA are not measurements of financial performance or liquidity under accounting principles generally accepted in the U.S., or U.S. GAAP, and should not be considered as an alternative to cash flow from operating activities or as a measure of liquidity or an alternative to net earnings as indicators of our operating performance or any other measures of performance derived in accordance with U.S. GAAP. Our Board of Directors and senior management use EBITDA and Adjusted EBITDA to evaluate our financial performance. However, other companies in our industry may calculate EBITDA and Adjusted EBITDA differently than we do.

This information should not be considered in isolation from, or as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP or other non-GAAP financial measures.

Net income for the year ended December 31, 2024 was \$131.2 million, compared to \$133.1 million for the year ended December 31, 2023 and \$77.8 million for the year ended December 31, 2022.

Adjusted EBITDA for the year ended December 31, 2024 was \$550.5 million, compared to \$481.7 million for the year ended December 31, 2023 and \$435.5 million for the year ended December 31, 2022.

The following table reconciles net income to EBITDA and Adjusted EBITDA for the years ended December 31, 2024, 2023 and 2022:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Net income.....	\$ 131,241	\$ 133,137	\$ 77,795
Adjusted for:			
Interest expense, net (including amortization of deferred financing costs)	126,148	86,898	84,326
Income tax provision (benefit).....	(16,289)	5,983	14,742
Adjustment to investment in unconsolidated companies: our proportionate share in interest expense, tax and depreciation and amortization in Sarulla and Ijen	17,637	16,069	13,199
Depreciation, amortization and accretion	259,151	221,415	198,603
EBITDA.....	517,888	463,502	388,665
Mark-to-market on derivative instruments.....	856	(2,206)	1,613
Stock-based compensation.....	20,197	15,478	11,646
Make-whole premium related to long-term debt prepayment.....	—	—	1,102
Reversal of a contingent liability related to a business combination transaction	—	—	(1,829)
Allowance for bad debts	355	—	115
Impairment of long-lived assets.....	1,280	—	32,648
Write-off of unsuccessful exploration and storage activities	3,930	3,733	828
Merger and acquisition transaction costs	1,949	1,234	675
Legal fees related to a settlement agreement with a third-party battery systems supplier	4,000	—	—
Adjusted EBITDA	<u>\$ 550,455</u>	<u>\$ 481,741</u>	<u>\$ 435,463</u>

Adjusted EBITDA for fiscal year 2024 increased by 14.3% compared to fiscal year 2023, primarily due to an increase in operating income of \$5.9 million, or 4%, together with an increase in income attributable to sale of tax benefits of \$11.9 million, or 19%. EBITDA and Adjusted EBITDA include our proportionate share (12.75%) of Sarulla's EBITDA and Adjusted EBITDA, respectively. On May 2014, the Sarulla consortium ("SOL") closed \$1,170 million in financing. As of December 31, 2024, the credit facility has an outstanding balance of \$717.6 million. Our proportionate share in the SOL credit facility is \$91.5 million. See Note 5, investment in unconsolidated companies to the consolidated financial statements for further information relating to our investment in the Sarulla consortium.

Exposure to Market Risks

We, like other power plant operators, are exposed to electricity price volatility risk. Our exposure to such market risk is currently limited because the majority of our long-term PPAs have fixed or escalating rate provisions that limit our exposure to changes in electricity prices, except for 25 MW PPA for the Puna complex. Our energy storage projects sell primarily on a "merchant" basis and are exposed to changes in the electricity market prices. The Puna Complex is currently benefiting from energy prices which are higher than the floor under the 25 MW PPA for the Puna Complex as a result of higher fuel

costs that impact HELCO's avoided cost. In 2024, the HPUC approved a new PPA for our Puna power plant, which has a fixed energy price with no escalation and de-links it from oil prices, as discussed above.

As of December 31, 2024, 97.9% of our consolidated long-term debt was at fixed interest rates and therefore was not subject to interest rate volatility risk. Additionally, our short-term commercial paper, which was issued on October 23, 2023, bears an annual interest of three months SOFR +1.1%, and therefore presents an exposure to interest rate volatility. The outstanding amount of the short-term commercial paper as of December 31, 2024 was \$100.0 million.

Our cash equivalents are subject to interest rate risk. We currently maintain our surplus cash in short-term, interest-bearing bank deposits, money market funds, corporate bonds and debt securities available for sale (with a minimum investment grade rating of A+ by Standard & Poor's Ratings Services).

We are also exposed to foreign currency exchange risk, in particular the fluctuation of the U.S. dollar versus the New Israeli Shekels ("NIS") in Israel, the Euro in Guadeloupe, and the New-Zealand Dollar in respect with our operation there. Risks attributable to fluctuations in currency exchange rates can arise when we, or any of our foreign subsidiaries, borrow funds or incur operating or other expenses in one type of currency but receive revenues in another. In such cases, an adverse change in exchange rates can reduce such subsidiary's ability to meet its debt service obligations, reduce the amount of cash and income we receive from such foreign subsidiary, or increase such subsidiary's overall expenses. In Kenya, the tax related asset and liability are recorded in Kenyan Shillings ("KES"), therefore, any change in the exchange rate in the KES versus the U.S. dollar has an impact on our financial results. Risks attributable to fluctuations in the foreign currency exchange rates can also arise when the currency denomination of a particular contract is not the U.S. dollar. Substantially all of our PPAs in the international markets are either U.S. dollar-denominated or linked to the U.S. dollar except for our operations on Guadeloupe, where we own and operate the Bouillante power plant which sells its power under a Euro-denominated PPA with Électricité de France S.A. Our construction contracts from time to time contemplate costs which are incurred in local currencies. The way we often mitigate such risk is to receive part of the proceeds from the contract in the currency in which the expenses are incurred. Currently, we have forward and cross-currency swap contracts in place to reduce our NIS/U.S. dollar currency exposure related to our Senior Unsecured Bonds - Series 4, as detailed below, and expect to continue to use currency exchange and other derivative instruments to the extent we deem such instruments to be the appropriate tool for managing such exposure.

On July 1, 2020, we concluded an auction tender and accepted subscriptions for senior unsecured bonds comprised of NIS 1.0 billion aggregate principal amount (the "Senior Unsecured Bonds - Series 4"). The Senior Unsecured Bonds - Series 4 were issued in New Israeli Shekels and converted to approximately \$290 million using a cross-currency swap transaction shortly after the completion of such issuance. In June 2022, we issued \$431.3 million aggregate principal amount of our 2.5% convertible senior notes due in 2027. The Notes bear annual interest of 2.5%, payable semiannually in arrears, and mature on July 15, 2027, unless earlier converted, redeemed or repurchased. In July 2024, we issued an additional \$45.2 million aggregate principal amount of our 2.50% convertible senior notes due 2027 under the same terms.

We performed a sensitivity analysis on the fair values of our long-term debt obligations, commercial paper, and foreign currency exchange forward contracts. The foreign currency exchange forward contracts listed below principally relate to trading activities. The sensitivity analysis involved increasing and decreasing forward rates at December 31, 2024 and 2023 by a hypothetical 10% and calculating the resulting change in the fair values.

At this time, the development of our strategic plan has not exposed us to any additional market risk. However, as the implementation of the plan progresses, we may be exposed to additional or different market risks.

The results of the sensitivity analysis calculations as of December 31, 2024 and 2023 are presented below:

The results of the sensitivity analysis calculations as of December 31, 2024 and 2023 are presented below:					
Risk	Assuming a 10% Increase in Rates		Assuming a 10% Decrease in Rates		Change in the Fair Value of
	As of December 31,		As of December 31,		
	2024	2023	2024	2023	
	(In thousands)				
Foreign Currency	\$ (700)	\$ (3,191)	\$ 2,078	\$ 3,901	Foreign Currency Forward Contracts
Interest Rate	(2,986)	—	3,180	—	Bottleneck Loan
Interest Rate	(5,096)	—	5,469	—	Mammoth Senior Secured Notes
Interest Rate	(574)	(754)	584	769	Mizrahi Loan
Interest Rate	(886)	(1,090)	914	1,127	Mizrahi Loan 2023
Interest Rate	(679)	(1,080)	691	1,105	Hapoalim Loan
Interest Rate	(1,708)	(2,142)	1,762	2,216	Hapoalim 2023 Loan
Interest Rate	(1,295)	—	1,333	—	Hapoalim 2024 Loan

Risk	Assuming a 10% Increase in Rates		Assuming a 10% Decrease in Rates		Change in the Fair Value of
	As of December 31,		As of December 31,		
	2024	2023	2024	2023	
Interest Rate	(289)	(462)	294	473	HSBC Loan
Interest Rate	(1,213)	—	1,233	—	HSBC Bank 2024 Loan
Interest Rate	(759)	(1,067)	776	1,093	Discount Loan
Interest Rate	(599)	—	617	—	Discount 2024 Loan
Interest Rate	(851)	—	871	—	Discount 2024 II Loan
Interest Rate	(9,275)	(3,292)	9,882	3,401	Financing Liability
Interest Rate	(2,617)	(3,158)	2,704	3,271	OFC 2 LLC Senior Secured Notes
Interest Rate	(1,909)	(2,532)	1,965	2,617	Olkaria III Loan - DFC
Interest Rate	(924)	—	960	—	DEG 4 Loan
Interest Rate	(3,542)	(4,593)	3,661	4,762	Senior Unsecured Bonds
Interest Rate	(240)	(379)	245	390	Olkaria III plant 4 - DEG 2
Interest Rate	(197)	(313)	201	321	DEG 3 Loan
Interest Rate	(1,142)	(1,334)	1,189	1,392	DAC 1 Senior Secured Notes
Interest Rate	(2,491)	(3,230)	2,561	3,337	Senior Unsecured Loan (Migdal)
Interest Rate	(835)	(913)	886	971	Prudential - NV
Interest Rate	(583)	(667)	603	691	DOE Loan
Interest Rate	(2,026)	(2,239)	2,164	2,399	Prudential - Idaho Refinancing
Interest Rate	(1,517)	(1,854)	1,574	1,929	Platanares Loan - DFC Loan
Interest Rate	(22)	(151)	22	152	Commercial paper
Interest Rate	(17)	(54)	17	55	Other long-term loans

Effect of Inflation

Over the last four years, although to a lesser extent during 2024, we experienced an increase in the overall operating and other costs as a result of higher inflation rates, in particular in the U.S. In addition, we are experiencing an increase in raw material costs and supply chain delays, which may put an additional pressure on our operating margins in the Product segment and continues to increase our cost to build our own power plants and energy storage assets. To address the possibility of rising inflation, some of our contracts include certain provisions that mitigate inflation risk.

In connection with the Electricity segment, none of our U.S. PPAs, including the SCPPA Portfolio PPA, are directly linked to the Consumer Price Index ("CPI"). Inflation may directly impact an expense we incur for the operation of our projects, thereby increasing our overall operating costs and reducing our profit and gross margin. The negative impact of inflation would be partially offset by price adjustments built into some of our PPAs that could be triggered upon such occurrences. In addition to the Puna rates that are impacted by higher commodity prices, the energy payments pursuant to our PPAs for some of our power plants such as the Brady power plant, the Steamboat 2 and 3 power plants and the McGinness Complex increase every year through the end of the relevant terms of such agreements, although such increases are not directly linked to the CPI or any other inflationary index. Lease payments are generally fixed, while royalty payments are generally calculated as a percentage of revenues and therefore are not significantly impacted by inflation. In our Product segment, inflation may directly impact fixed and variable costs incurred in the construction of third-party power plants, thereby lowering our profit margins at the Product segment. We are more likely to be able to offset long term, all or part of this inflationary impact through our project pricing. With respect to power plants that we build for our own electricity production, inflationary pricing may impact our operating costs which may be partially offset in the pricing of the new long-term PPAs that we negotiate.

Interest rate increases for both short-term and long-term debt have increased sharply. Although our outstanding debt bears fixed interest rates, as we refinance it, or borrow additional amounts, we may incur additional interest expense versus expiring loans.

In recent months, we see a slowdown in inflation rates and increases in raw materials costs that we believe have returned to normal levels.

Contractual Obligations and Commercial Commitments

The following tables set forth our material contractual obligations as of December 31, 2024 :

	Payments Due by Period						
	Total	2025	2026	2027	2028	2029	Thereafter
	(Dollars in thousands)						
Long-term debt and financing liability - principal.....	\$2,344,746	\$ 235,665	\$ 240,258	\$ 712,402	\$ 263,123	\$ 241,419	\$ 651,878
Interest on long-term debt and financing liability ⁽¹⁾	709,223	122,735	110,141	92,206	72,601	57,663	253,877
Finance lease obligations	3,075	1,475	1,098	340	152	10	—
Operating lease obligations...	39,343	4,460	3,101	2,600	2,531	2,399	24,252
Benefits upon retirement ⁽²⁾ ...	4,192	447	—	69	424	412	2,840
Asset retirement obligation ...	129,651	658	—	—	—	—	128,993
Purchase commitments ⁽³⁾	408,231	408,231	—	—	—	—	—
Commercial paper ⁽⁴⁾	100,000	100,000	—	—	—	—	—
	\$3,738,461	\$ 873,671	\$ 354,598	\$ 807,618	\$ 338,831	\$ 301,903	\$1,061,840

(1) See interest rates and maturity dates under Liquidity and Capital Resources section above.

(2) The above amounts were determined based on employees' current salary rates and the number of years' service that will have been accumulated at their expected retirement date.

(3) We purchase raw materials for inventories, construction-in-process and services from a variety of vendors. During the normal course of business, in order to manage manufacturing lead times and help assure adequate supply, we enter into agreements with contract manufacturers and suppliers that either allow them to procure goods and services based upon specifications defined by us, or that establish parameters defining our requirements. At December 31, 2024, total obligations related to such supplier agreements were approximately \$408.2 million (approximately \$233.2 million of which relate to construction-in-process). All such obligations are payable in 2025.

(4) The Commercial Paper was issued for a period of 90 days and extends automatically for additional 90 day periods for up to five years, unless the Company notifies the participants otherwise or a notice of termination is provided by the participants in accordance with the provisions of the Commercial Paper Agreement. The Commercial Paper bears an annual interest of three months SOFR +1.1% which will be paid at the end of each 90-day period. As of December 31, 2024, the base rate was 4.6%.

The table above does not reflect unrecognized tax benefits of \$6.3 million, the timing of which is uncertain. Refer to Note 16 to our consolidated financial statements set forth in Item 8 of this Annual Report for additional discussion of unrecognized tax benefits. The above table also does not reflect a liability associated with the sale of tax benefits of \$152.3 million, and other long-term liabilities of \$29.3 million, primarily related to a prepayment from one of our customers. Refer to Note 12 to our consolidated financial statements as set forth in Item 8 of this Annual Report for additional discussion of our liability associated with the sale of tax benefits.

Concentration of Credit Risk

Our credit risk is currently concentrated with the following major customers: Sierra Pacific Power Company and Nevada Power Company (subsidiaries of NV Energy), SCPPA, and KPLC. If any of these electric utilities fail to make payments under their respective PPAs with us, such failure would have a material adverse impact on our financial condition. Also, by implementing our multi-year strategic plan we may be exposed, by expanding our customer base, to different credit profile customers than our current customers.

The Company's revenues from its primary customers as a percentage of total revenues are as follows:

	Year Ended December 31,		
	2024	2023	2022
Southern California Public Power Authority ("SCPPA")	20.6 %	21.2 %	21.5 %
Sierra Pacific Power Company and Nevada Power Company	15.1	14.1	16.9
Kenya Power and Lighting Co. Ltd. ("KPLC")	13.0	13.2	14.4

We have historically been able to collect on substantially all of our receivable balances. As of December 31, 2024, the amount overdue from KPLC in Kenya was \$38.3 million of which \$20.0 million was paid in January and February of 2025. The Company believes it will be able to collect all past due amounts in Kenya. This belief is supported by the fact that in addition to KPLC's obligations under its power purchase agreement, the Company holds a support letter from the Government of Kenya that covers certain cases of KPLC non-payment (such as non-payments that are caused by government actions and/or political events).

In Honduras, as of December 31, 2024, the total amount overdue from ENEE was \$16.2 million of which \$2.5 million was collected in January and February of 2025. In addition, due to the financial situation in Honduras, the Company may experience additional delays in collection. The Company believes it will be able to collect all past due amounts in Honduras.

Government Grants and Tax Benefits

On August 16, 2022, the then President of the U.S. signed into law the Inflation Reduction Act of 2022 (the "IRA"), which is effective for taxable years beginning after December 31, 2022. The IRA included several tax incentives to promote climate change mitigation and clean energy, electric vehicles, battery and energy storage manufacture or purchase. Some of these measures may materially affect our consolidated financial statements, and we are in the process of evaluating the IRA and identifying potential effects of the IRA as more guidance is issued. Furthermore, the IRA introduces the following: (i) a new corporate alternative minimum tax of 15% on adjusted financial statement income of corporations with profits greater than \$1 billion over a three-year period; and (ii) an excise tax of 1% of the fair market value of any stock which is repurchased, reduced by any stock issued during the taxable year. The IRA also includes significant tax incentives for energy and climate initiatives related to Production Tax Credits ("PTC") and Investment Tax Credits ("ITC"), including extending ITCs to energy storage projects for assets placed in service after December 31, 2022 and the ability to transfer or sell PTCs to other taxpayers.

We are currently permitted to depreciate most of the cost of a new geothermal power plant. In cases where we claim ITCs, our tax basis in the plant that is eligible for depreciation is reduced by one-half of the ITC amount. In cases where we claim the PTC, there is no reduction in the tax basis for depreciation. Projects that were placed in service after September 27, 2017, could qualify for a 100% bonus depreciation with respect to its qualifying assets. After applying any depreciation bonus that is available, we are currently permitted to depreciate the remainder of our tax basis in the plant, if any, mostly over five years on an accelerated basis, meaning that more of the cost may be deducted in the first few years than during the remainder of the depreciation period. We will continue to analyze this new provision under the IRA and determine if an election is appropriate as it relates to our business needs. The new presidential administration may take action to revise, repeal, or otherwise modify existing rules and regulations, including various tax incentives, and the potential impact on the Company remains uncertain at this time. For more information, see Part I of this Annual Report, Item 1A "Risk Factors—Risks Related to Governmental Regulations, Laws and Taxation —The reduction, elimination or inability to monetize government incentives could adversely affect our business, financial condition, future results and cash flows."

Ormat Systems received "Benefited Enterprise" status under Israel's Law for Encouragement of Capital Investments, 1959 (the Investment Law), with respect to two of its investment programs through 2011. In January 2011, new legislation amending the Investment Law was enacted. Under the new legislation, a uniform rate of corporate tax will apply to all qualified income of certain industrial companies, as opposed to the previous law's incentives that are limited to income from a "Benefited Enterprise" during their benefits period. As a result, we now pay a uniform corporate tax rate of 16% with respect to that qualified income. In January 2021, Ormat Systems received an approval from the Israeli Innovation Authority that it owns an "Innovation Promoting Enterprise" and therefore is eligible for a reduced corporate tax rate of 12% on its "Preferred Technological Income" for the tax years 2019 and 2020 (effective tax rate of approximately 13% for 2019 and 2020). The tax benefit of lower effective tax rate is reflected in the 2021 net income.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information responding to Item 7A is included in Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Annual Report.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Consolidated Financial Statements of Ormat Technologies, Inc. and Subsidiaries

Report of Independent Registered Public Accounting Firm (PCAOB name: Kesselman & Kesselman C.P.A.s and PCAOB ID: 1309)	102
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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Ormat Technologies, Inc.:

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Ormat Technologies, Inc. and its subsidiaries (the “Company”) as of December 31, 2024 and 2023, and the related consolidated statements of operations and comprehensive income (loss), of equity and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matter

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

Estimates of Future Costs in Product Revenue Recognition

As described in Note 17 to the consolidated financial statements, \$139.7 million of the Company's total revenues for the year ended December 31, 2024 was generated from product revenues, the majority of which related to long-term contracts. For the Company's long-term contracts, control transfers over time and revenue is recognized based on the extent of progress in each period towards completion of the performance obligation. The selection of the measure of progress towards completion requires management judgment and is based on the nature of the products or services to be provided. As disclosed by management, the Company generally uses the percentage of completion method to measure progress for its contracts because management believes that measure best depicts the transfer of control to the customer, which occurs as the Company incurs costs related to those contracts. Under the percentage of completion method, the extent of progress towards completion is based on the ratio of costs incurred to date compared to the total estimated costs at completion of the performance obligation, which includes both the actual costs already incurred and the estimated costs to complete. Revenues are recognized proportionately as costs are incurred. Due to the nature of the work required to be performed on the performance obligation, management's estimation of future costs to completion is complex and requires significant judgment. Management has disclosed that there are factors that can affect the accuracy of cost estimates, including, but not limited to, the ability to properly execute the engineering and design phases consistent with customer expectations, the availability and costs of labor and materials resources, and productivity.

The principal consideration for our determination that performing procedures relating to future costs to completion estimates in revenue recognition is a critical audit matter are that there was significant judgment by management when developing the estimates of future costs to complete projects. This in turn led to significant auditor judgment and effort in performing procedures to evaluate management's estimates of future costs to complete projects, including the assessment of management's judgment about the Company's ability to properly execute the engineering and design phases consistent with customer expectations and significant assumptions related to estimated expected labor costs.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the determination of estimates of future costs to complete projects. These procedures also included, among others, evaluating and testing management's process for determining the estimates of future costs for a sample of projects. Evaluating the reasonableness of significant assumptions used involved evaluating management's ability to estimate future costs to complete projects by (i) performing a comparison of the originally estimated and actual costs incurred on similar completed projects; (ii) evaluating the timely identification of circumstances that warranted a modification to estimated costs to complete projects, including changes in job performance, job conditions, and estimated profitability; and (iii) testing management's process for evaluating the Company's ability to execute the specific contract characteristics.

Tel-Aviv, Israel
February 27, 2025

/s/ Kesselman & Kesselman
Certified Public Accountants (Isr.)
A member firm of PricewaterhouseCoopers International Limited

We have served as the Company's auditor since 2018.

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2024	2023
	(Dollars in thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 94,395	\$ 195,808
Restricted cash and cash equivalents (primarily related to VIEs).....	111,377	91,962
Receivables:.....		
Trade less allowance for credit losses of \$224 and \$90, respectively (primarily related to VIEs)	164,050	208,704
Other.....	50,792	44,530
Inventories	38,092	45,037
Costs and estimated earnings in excess of billings on uncompleted contracts.....	29,243	18,367
Prepaid expenses and other	59,173	41,595
Total current assets	547,122	646,003
Investment in unconsolidated companies.....	144,585	125,439
Deposits and other	75,383	44,631
Deferred income taxes	153,936	152,570
Property, plant and equipment, net (\$3,271,248 and \$2,802,920 related to VIEs, respectively)	3,501,886	2,998,949
Construction-in-process (\$251,442 and \$376,602 related to VIEs, respectively).....	755,589	814,967
Operating leases right of use (\$13,989 and \$9,326 related to VIEs, respectively).....	32,114	24,057
Finance leases right of use (none related to VIEs).....	2,841	3,510
Intangible assets, net	301,745	307,609
Goodwill	151,023	90,544
Total assets.....	\$ 5,666,224	\$ 5,208,279
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 234,334	\$ 214,518
Short term revolving credit lines with banks (full recourse).....	—	20,000
Commercial paper (less deferred financing costs of \$23 and \$29, respectively)	99,977	99,971
Billings in excess of costs and estimated earnings on uncompleted contracts.....	23,091	18,669
Current portion of long-term debt:		
Limited and non-recourse (primarily related to VIEs):	70,262	57,207
Full recourse.....	161,313	116,864
Financing liability	4,093	5,141
Operating lease liabilities	3,633	3,329
Finance lease liabilities	1,375	1,313
Total current liabilities.....	598,078	537,012
Long-term debt, net of current portion:		
Limited and non-recourse (primarily related to VIEs and less deferred financing costs of \$8,849 and \$7,889, respectively).....	578,204	447,389
Full recourse (less deferred financing costs of \$4,671 and \$3,056, respectively).....	822,828	698,187
Convertible senior notes (less deferred financing costs of \$6,820 and \$8,146, respectively).....	469,617	423,104
Financing liability.....	216,476	220,619
Operating lease liabilities	22,523	19,790
Finance lease liabilities.....	1,529	2,238
Liability associated with sale of tax benefits	152,292	184,612

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

Deferred income taxes	68,616	66,748
Liability for unrecognized tax benefits	6,272	8,673
Liabilities for severance pay	10,488	11,844
Asset retirement obligation	129,651	114,370
Other long-term liabilities.....	29,270	22,107
Total liabilities	<u>\$ 3,105,844</u>	<u>\$ 2,756,693</u>
Commitments and contingencies (Note 20)		
Redeemable noncontrolling interest.....	<u>9,448</u>	<u>10,599</u>
Equity:		
The Company's stockholders' equity:		
Common stock, par value \$0.001 per share; 200,000,000 shares authorized; 60,500,580 and 60,358,887 issued and outstanding as of December 31, 2024 and December 31, 2023, respectively	61	60
Additional paid-in capital	1,635,245	1,614,769
Treasury stock, at cost (258,667 shares held as of December 31, 2024 and 2023, respectively)	(17,964)	(17,964)
Retained earnings	814,518	719,894
Accumulated other comprehensive loss	(6,731)	(1,332)
Total stockholders' equity attributable to Company's stockholders	<u>2,425,129</u>	<u>2,315,427</u>
Noncontrolling interest.....	<u>125,803</u>	<u>125,560</u>
Total equity	<u>2,550,932</u>	<u>2,440,987</u>
Total liabilities, redeemable noncontrolling interest and equity	<u>\$ 5,666,224</u>	<u>\$ 5,208,279</u>

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

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands, except earnings per share data)		
Revenues:			
Electricity	\$ 702,264	\$ 666,767	\$ 631,727
Product	139,661	133,763	71,414
Energy storage	37,729	28,894	31,018
Total revenues	<u>879,654</u>	<u>829,424</u>	<u>734,159</u>
Cost of revenues:			
Electricity	459,526	422,549	380,361
Product	113,911	115,802	60,479
Energy storage	33,598	27,055	24,495
Total cost of revenues	<u>607,035</u>	<u>565,406</u>	<u>465,335</u>
Gross profit	272,619	264,018	268,824
Operating expenses:			
Research and development expenses	6,501	7,215	5,078
Selling and marketing expenses	17,694	18,306	16,193
General and administrative expenses	80,119	68,179	61,274
Other operating income	(9,375)	—	—
Impairment of long-lived assets	1,280	—	32,648
Write-off of unsuccessful exploration and storage activities	3,930	3,733	828
Operating income	<u>172,470</u>	<u>166,585</u>	<u>152,803</u>
Other income (expense):			
Interest income	7,883	11,983	3,417
Interest expense, net	(134,031)	(98,881)	(87,743)
Derivatives and foreign currency transaction gains (losses)	(4,187)	(3,278)	(6,044)
Income attributable to sale of tax benefits	73,054	61,157	33,885
Other non-operating income (expense), net	188	1,519	(709)
Income from operations before income tax and equity in earnings (losses) of investees	115,377	139,085	95,609
Income tax (provision) benefit	16,289	(5,983)	(14,742)
Equity in earnings (losses) of investees	<u>(425)</u>	<u>35</u>	<u>(3,072)</u>
Net income	131,241	133,137	77,795
Net income attributable to noncontrolling interest	<u>(7,508)</u>	<u>(8,738)</u>	<u>(11,954)</u>
Net income attributable to the Company's stockholders	<u>123,733</u>	<u>\$ 124,399</u>	<u>\$ 65,841</u>
Comprehensive income:			
Net income	131,241	133,137	77,795
Other comprehensive income (loss), net of related taxes:			
Change in foreign currency translation adjustments	(8,232)	1,257	(2,486)
Change in unrealized gains or losses in respect of the Company's share in derivatives instruments of unconsolidated investment that qualifies as a cash flow hedge	602	(470)	8,370
Change in unrealized gains or losses in respect of a cross-currency swap derivative instrument that qualifies as a cash flow hedge (net of related tax of \$324 and \$1,511, respectively)	988	(4,237)	(1,825)

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

Change in unrealized gains or losses in respect of an interest rate swap derivative instrument that qualifies as a cash flow hedge (net of related tax of \$0)	13	—	—
Change in unrealized gains or losses on marketable securities available-for-sale (net of related tax of \$0).....	—	—	40
Other changes in comprehensive income.....	<u>50</u>	<u>53</u>	<u>59</u>
Comprehensive income	\$ 124,662	129,740	81,953
Comprehensive income attributable to noncontrolling interest.....	<u>(6,328)</u>	<u>(9,173)</u>	<u>(11,421)</u>
Comprehensive income attributable to the Company's stockholders	<u>\$ 118,334</u>	<u>\$ 120,567</u>	<u>\$ 70,532</u>
Earnings per share attributable to the Company's stockholders:			
Basic:.....	<u>\$ 2.05</u>	<u>\$ 2.09</u>	<u>\$ 1.17</u>
Diluted:.....	<u>\$ 2.04</u>	<u>\$ 2.08</u>	<u>\$ 1.17</u>
Weighted average number of shares used in computation of earnings per share attributable to the Company's stockholders:			
Basic.....	<u>60,455</u>	<u>59,424</u>	<u>56,063</u>
Diluted.....	<u>60,790</u>	<u>59,762</u>	<u>56,503</u>

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

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY

	The Company's Stockholders' Equity					
	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)
	Shares	Amount				
					(Dollars in thousands, except per share data)	
Balance at December 31, 2021	56,056	\$	56	\$ 1,271,925	\$	(2,191)
Stock-based compensation	—		—	11,646	—	—
Exercise of options by employees and directors ^(*)	299		—	39	—	39
Purchase of treasury stock	(259)		—	(17,964)	—	(17,964)
Purchase of capped call transactions	—		—	(24,538)	—	(24,538)
Cash paid to noncontrolling interest	—		—	—	—	(4,811)
Cash dividend declared, \$0.48 per share	—		—	—	(27,143)	(27,143)
Increase in noncontrolling interest in CD4	—		—	—	—	3,970
Net income	—		—	—	65,841	11,316
Other comprehensive income (loss), net of related taxes:	—		—	—	—	—
Change in foreign currency translation adjustments	—		—	—	—	(1,953)
Change in unrealized gains or losses in respect of the Company's share in derivative instruments of unconsolidated investment that qualifies as a cash flow hedge	—		—	—	—	8,370
Change in unrealized gains or losses in respect of a cross currency swap derivative instrument that qualifies as a cash flow hedge (net of related tax of \$464)	—		—	—	—	(1,825)
Change in unrealized gains or losses on marketable securities available-for-sale	—		—	—	—	40
Other	—		—	—	—	59
Balance at December 31, 2022	56,096	\$	56	\$ 1,259,072	\$	2,500
Stock-based compensation	—		—	15,478	—	—
Exercise of options by employees and directors ^(*)	123		—	314	—	314
Change in noncontrolling interest rights (net of related tax of \$338)	—		—	901	—	(1,137)
Issuance of common stock	4,140		4	341,667	—	341,671
Cash paid to noncontrolling interest	—		—	—	—	—
Cash dividend declared, \$0.48 per share	—		—	—	(28,412)	(28,412)
Transaction with noncontrolling interest	—		—	(2,663)	—	(2,663)
Net income	—		—	—	124,399	7,799
Other comprehensive income (loss), net of related taxes:	—		—	—	—	—
Foreign currency translation adjustments	—		—	—	—	822
Change in unrealized gains or losses in respect of the Company's share in derivative instruments of unconsolidated investment	—		—	—	—	(470)
Change in unrealized gains or losses in respect of a cross currency swap derivative instrument that qualifies as a cash flow hedge (net of related tax of \$1,511)	—		—	—	—	(4,237)
Other	—		—	—	—	53
Balance at December 31, 2023	60,359	\$	60	\$ 1,614,769	\$	(1,332)
Stock-based compensation	—		—	20,197	—	—
Exercise of stock-based awards by employees and directors ^(*)	142		1	—	—	1
Cash paid to noncontrolling interest	—		—	—	—	(4,707)
Cash dividend declared, \$0.48 per share	—		—	—	(29,109)	(29,109)
Buyout of class B membership in OPAL	—		—	279	—	(1,697)

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

Net income.....	—	—	—	123,733	—	123,733	7,827	131,560
Other comprehensive income (loss), net of related taxes:								
Foreign currency translation adjustments.....	—	—	—	—	(7,052)	(7,052)	(1,180)	(8,232)
Change in unrealized gains or losses in respect of the Company's share in derivative instruments of unconsolidated investment that qualifies as a cash flow hedge.....	—	—	—	—	602	602	—	602
Change in unrealized gains or losses in respect of a cross currency swap derivative instrument that qualifies as a cash flow hedge (net of related tax of \$324).....	—	—	—	—	988	988	—	988
Change in unrealized gains or losses in respect of an interest rate swap derivative instrument that qualifies as a cash flow hedge (net of related tax of \$0).....	—	—	—	—	13	13	—	13
Other.....	—	—	—	—	50	50	—	50
Balance at December 31, 2024.....	\$ 60,501	\$ 61	\$ 1,635,245	\$ 814,518	\$ (6,731)	\$ 2,425,129	\$ 125,803	\$ 2,550,932

(*) Resulted in an amount lower than \$1 thousand.

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

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Cash flows from operating activities:			
Net income	\$ 131,241	\$ 133,137	\$ 77,795
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	262,863	224,797	198,792
Accretion of asset retirement obligation	7,747	6,164	5,257
Stock-based compensation	20,197	15,478	11,646
Income attributable to sale of tax benefits, net of interest expense	(22,145)	(23,462)	(13,153)
Equity in losses (earnings) of investees, net	425	(35)	3,072
Mark-to-market of derivative instruments	856	(2,206)	1,613
Loss (gain) on disposal of property, plant and equipment	101	35	(89)
Write-off of unsuccessful exploration activities	3,930	3,733	828
Impairment of long-lived assets	1,280	—	32,648
Loss from prepayment of a long-term loan	—	—	1,102
Loss (gain) on severance pay fund asset	(413)	154	1,019
Loss (gain) on foreign currency exchange rate	3,428	—	—
Deferred income tax provision	5,300	(6,017)	(18,979)
Liability for unrecognized tax benefits	(2,401)	2,114	829
Other	—	—	575
Changes in operating assets and liabilities, net of businesses acquired:			
Receivables	27,172	(97,640)	(19,929)
Costs and estimated earnings in excess of billings on uncompleted contracts	(11,614)	(1,962)	(6,713)
Long-term costs and estimated earnings in excess of billings on uncompleted contracts	(26,033)	—	—
Inventories	6,945	(22,205)	5,613
Prepaid expenses and other	(8,510)	(3,248)	4,888
Change in operating lease right of use asset	4,368	3,761	2,717
Deposits and other	(4,491)	(7,900)	2,571
Accounts payable and accrued expenses	11,426	68,590	(2,045)
Billings in excess of costs and estimated earnings on uncompleted contracts	5,330	9,884	(463)
Liabilities for severance pay	(1,356)	(989)	(2,861)
Change in operating lease liabilities	(9,472)	(3,435)	(3,581)
Other liabilities, net	4,745	10,653	(2,178)
Net cash provided by operating activities	410,919	309,401	280,974
Cash flows from investing activities:			
Purchase of marketable securities	—	—	(19,192)
Maturities of marketable securities	—	—	32,645
Sale of marketable securities	—	—	29,355
Capital expenditures	(487,678)	(618,383)	(563,476)
Cash received from insurance recoveries	—	—	600
Investment in unconsolidated companies	(18,969)	(10,181)	(4,509)
Cash paid for acquisition of a business, net of cash acquired	(274,631)	—	—
Decrease (increase) in severance pay fund asset, net of payments made to retired employees	1,024	221	1,171
Net cash used in investing activities	(780,254)	(628,343)	(523,406)
Cash flows from financing activities:			
Proceeds from long-term loans, net of transaction costs	514,630	149,837	135,259
Proceeds from exercise of options by employees	—	314	39
Proceeds from issuance of common stock, net of stock issuance costs	—	341,671	—
Proceeds from issuance of convertible notes, net of transaction costs	44,041	—	419,698
Purchase of capped call instruments	—	—	(24,538)
Purchase of treasury stock	—	—	(17,964)
Proceeds from the sale of limited liability company interest, net of transaction costs	—	42,329	50,330
Repayments of commercial paper and prepayments of long-term debt	—	—	(219,126)
Proceeds from issuance of commercial paper, net of transaction costs	—	99,971	—
Proceeds from revolving credit lines with banks	185,500	55,000	—
Repayment of revolving credit lines with banks	(205,500)	(35,000)	—
Cash received from noncontrolling interest	12,251	7,341	5,443
Transaction with noncontrolling interest	(9,803)	(30,000)	—
Repayments of long-term debt and financing liability	(209,280)	(207,039)	(185,163)
Cash paid to noncontrolling interest	(6,373)	(9,856)	(5,880)
Payments under finance lease obligations	(1,383)	(1,963)	(2,983)
Deferred debt issuance costs	(7,058)	(4,229)	(1,699)
Cash dividends paid	(29,109)	(28,412)	(27,143)
Net cash provided by (used in) financing activities	287,916	379,964	126,273
Effect of exchange rate changes on cash and cash equivalents and restricted cash and cash equivalents	(579)	72	(609)
Net change in cash and cash equivalents and restricted cash and cash equivalents	\$ (81,998)	\$ 61,094	\$ (116,768)
Cash and cash equivalents and restricted cash and cash equivalents at beginning of period	287,770	226,676	343,444
Cash and cash equivalents and restricted cash and cash equivalents at end of period	\$ 205,772	\$ 287,770	\$ 226,676
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest, net of interest capitalized	\$ 102,605	\$ 72,236	\$ 69,132
Income taxes, net	\$ 26,183	\$ 26,250	\$ 29,004
Supplemental non-cash investing and financing activities:			
Increase (decrease) in accounts payable related to purchases of property, plant and equipment	\$ (2,501)	\$ (12,417)	\$ 4,764
Right of use assets obtained in exchange for new lease liabilities	\$ 13,360	\$ 6,402	\$ 8,759
Increase in asset retirement cost and asset retirement obligation	\$ 740	\$ 10,546	\$ 7,512

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

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Business

The Company is primarily engaged in the geothermal and recovered energy business and primarily designs, develops, builds, sells, owns and operates clean, environmentally friendly geothermal and recovered energy-based power plants, usually using equipment that it designs and manufactures. The Company owns and operates geothermal and recovered energy-based power plants in various countries, including the United States, Kenya, Guatemala, Guadeloupe and Honduras. The Company's equipment manufacturing operations are primarily located in Israel. Additionally, the Company owns and operates independent storage facilities in the United States providing energy storage and related services. Most of the Company's domestic power plant facilities are Qualifying Facilities under the PURPA. The Power Purchase Agreements ("PPAs") for certain of such facilities are dependent upon their maintaining Qualifying Facility status.

Rounding

Dollar amounts, except per share data, in the notes to these financial statements are rounded to the closest \$1,000, unless otherwise indicated.

Basis of Presentation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and include the accounts of the Company and of all majority-owned subsidiaries in which the Company exercises control over operating and financial policies, and variable interest entities in which the Company has an interest and is the primary beneficiary. Intercompany accounts and transactions have been eliminated in consolidation.

Investments in less-than-majority-owned entities or other entities in which the Company exercises significant influence over operating and financial policies are accounted for using the equity method of accounting or consolidated if they are a variable interest entity in which the Company has an interest and is the primary beneficiary. Under the equity method, original investments are recorded at cost and adjusted by the Company's share of undistributed earnings or losses of such companies. The Company's earnings or losses in investments accounted for under the equity method have been reflected as "equity in earnings (losses) of investees, net" on the Company's consolidated statements of operations and comprehensive income (loss).

Use of estimates in Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of such financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The most significant estimates with regard to the Company's consolidated financial statements relate to the useful lives of property, plant and equipment, impairment of goodwill and long-lived assets, including intangible assets, revenue recognition of product sales using the percentage of completion method, asset retirement obligations, and the provision for income taxes.

Cash and Cash Equivalents

The Company considers all highly liquid instruments, with an original maturity of three months or less, to be cash equivalents.

Restricted Cash and Cash Equivalents

Under the terms of certain long-term debt agreements, the Company is required to maintain certain debt service reserves, including principal and interest, cash collateral and operating fund accounts, including for future wells drilling, which have been classified as restricted cash and cash equivalents. Funds that will be used to satisfy obligations due during the next 12 months are classified as current restricted cash and cash equivalents, with the remainder classified as non-current restricted cash and cash equivalents, if applicable. Such amounts are invested primarily in money market accounts and commercial paper with a minimum investment grade of "A".

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Reconciliation of Cash and Cash Equivalents and Restricted Cash and Cash Equivalents

The following table provides a reconciliation of cash and cash equivalents and restricted cash and cash equivalents reported on the balance sheets that sum to the total of the same amounts shown on the statement of cash flows:

	December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Cash and cash equivalents	\$ 94,395	\$ 195,808	\$ 95,872
Restricted cash and cash equivalents	111,377	91,962	130,804
Total cash and cash equivalents and restricted cash and cash equivalents	<u>\$ 205,772</u>	<u>\$ 287,770</u>	<u>\$ 226,676</u>

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentration of credit risk consist principally of temporary cash investments, accounts receivable, and the cross-currency and interest rate swap transactions.

Cash Investments:

The Company places its temporary cash investments with high credit quality financial institutions located in the U.S. and in foreign countries. At December 31, 2024 and 2023, the Company had deposits totaling \$31.2 million and \$43.2 million, respectively, in ten United States financial institutions that were federally insured up to \$250,000 per account. At December 31, 2024 and 2023, the Company's deposits in foreign countries of approximately \$73.9 million and \$57.5 million, respectively, were not insured.

Account Receivables:

At December 31, 2024 and 2023, accounts receivable related to operations in foreign countries amounted to approximately \$105.2 million and \$152.2 million, respectively. At December 31, 2024 and 2023, accounts receivable from the Company's major customers (see Note 17) amounted to approximately 57% and 57%, respectively, of the Company's accounts receivable. The aggregate amount of notes receivable exceeding 10% of total receivables for the year ended December 31, 2024 and 2023 is \$99.7 million and \$161.0 million, respectively.

The Company has historically been able to collect substantially all of its receivable balances. As of December 31, 2024, the amount overdue from KPLC in Kenya was \$38.3 million of which \$20.0 million was paid in January and February of 2025. The Company believes it will be able to collect all past due amounts in Kenya. This belief is supported by the fact that in addition to KPLC's obligations under its power purchase agreement, the Company holds a support letter from the Government of Kenya that covers certain cases of KPLC non-payment (such as non-payments that are caused by government actions and/or political events).

In Honduras, as of December 31, 2024, the total amount overdue from ENEC was \$16.2 million of which \$2.5 million was collected in January and February of 2025. In addition, due to the financial situation in Honduras, the Company may experience additional delays in collection. The Company believes it will be able to collect all past due amounts in Honduras.

Additionally, the Company considers the counterparty credit risk related to the cross-currency and interest rate swap transactions, as further described in note 11 to the consolidated financial statements, when assessing the hedge effectiveness, noting such risk to be low as of December 31, 2024.

Inventories

Inventories consist primarily of raw material parts and sub-assemblies for power units and are stated at the lower of cost or net realizable value, using the weighted-average cost method. Inventories are reduced by a provision for slow-moving and obsolete inventories. This provision was not material at December 31, 2024 and 2023.

Deposits and Other

Deposits and other consist primarily of performance bonds for construction and storage projects, long-term insurance contract funds and receivables, certain deferred costs, and long-term costs and estimated earnings in excess of billings on uncompleted contracts related to the Dominica project.

Property, Plant and Equipment, Net

Property, plant and equipment are stated at cost, (except when acquired as part of a business combination, as further described under Note 2 to the consolidated financial statements), net of accumulated depreciation. All costs associated with the acquisition, development and construction of power plants operated by the Company are capitalized. Major improvements are capitalized and repairs and maintenance (including major maintenance) costs are expensed. Power plants operated by the Company, which include geothermal wells and exploration and resource development costs, are depreciated using the straight-line method over their estimated useful lives, which range from 15 to 30 years. The other assets are depreciated using the straight-line method over the following estimated useful lives of the assets:

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	<u>Years</u>
Buildings	25
Leasehold improvements.....	15 - 30
Machinery and equipment — manufacturing and drilling.....	5 - 10
Machinery and equipment — computers.....	3 - 5
Energy storage equipment.....	15 - 20
Solar facility equipment	30
Office equipment — furniture and fixtures	5 - 15
Office equipment — other.....	5 - 10
Vehicles	5 - 7

The cost and accumulated depreciation of items sold or retired are removed from the accounts. Any resulting gain or loss is recognized currently and recorded in the accompanying statements of operations.

The Company capitalizes interest costs as part of constructing power plant facilities. Such capitalized interest is recorded as part of the asset to which it relates and is amortized over the asset's estimated useful life. Capitalized interest costs amounted to \$14.7 million, \$17.3 million, and \$18.7 million for the years ended December 31, 2024, 2023 and 2022, respectively.

During the fourth quarter of 2022, the Company recorded a non-cash impairment charge, primarily related to its Brawley power plant as further detailed below under the caption "Impairment of long-lived assets".

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Exploration and Development Costs

The Company capitalizes costs incurred in connection with the exploration and development of geothermal resources once it acquires land rights to the potential geothermal resource. Prior to acquiring land rights, the Company makes an initial assessment that an economically feasible geothermal reservoir is probable on that land. The Company determines the economic feasibility of potential geothermal resources internally, with all available data and external assessments vetted through the exploration department and occasionally using outside service providers. Costs associated with the initial assessment are expensed and included in cost of electricity revenues in the consolidated statements of operations and comprehensive income (loss). Such costs were immaterial during the years ended December 31, 2024, 2023 and 2022. It normally takes two to three years from the time active exploration of a particular geothermal resource begins to the time a production well is in operation, assuming the resource is commercially viable. However, in certain sites the process may take longer due to permitting delays, transmission constraints or any other commercial milestones that are required to be reached in order to pursue the development process.

In most cases, the Company obtains the right to conduct the geothermal development and operations on land owned by the Bureau of Land Management ("BLM"), various states or with private parties. The land lease payments made during the exploration, development and construction phase are accounted under lease accounting as further described under the caption Leases below and reflected as expenses under "Electricity cost of revenues" in the consolidated statements of operations and comprehensive income (loss). Upon commencement of power generation on the leased land, the Company begins to pay the lessor's long-term royalty payments based on the utilization of the geothermal resources as defined in the respective agreements. Such payments are expensed when the related revenues are earned and included in "Electricity cost of revenues" in the consolidated statements of operations and comprehensive income (loss).

Following the acquisition of land rights to the potential geothermal resource, the Company conducts further studies and surveys, including water and soil analyses, among others, and augments its database with the results of these studies. The Company then initiates a suite of geophysical surveys to assess the resource and determine drilling locations. If the results of these activities support the initial assessment of the feasibility of the geothermal resource, the Company then proceeds to exploratory drilling and other related activities which may include drilling of temperature gradient holes, drilling of slim holes, building access roads to drilling locations, drilling full size production and/or injection wells and flow tests. If the slim hole supports a conclusion that the geothermal resource will support a commercially viable power plant, it may be converted to a full-size commercial well, used either for extraction or re-injection of geothermal fluids, or be used as an observation well to monitor and define the geothermal resource. Costs associated with these activities and other directly attributable costs, including interest once physical exploration activities begin, and permitting costs are capitalized and included in "Construction-in-process". If the Company concludes that a geothermal resource will not support commercial operations, capitalized costs are expensed in the period such determination is made.

When deciding whether to continue holding lease rights and/or to pursue exploration activity, the Company diligently prioritizes prospective investments, taking into account resource and probability assessments in order to make informed decisions about whether a particular project will support commercial operation. During the years ended December 31, 2024, 2023 and 2022, the Company recorded \$3.9 million, \$3.7 million, and \$0.8 million of unsuccessful exploration and storage activities, respectively, that the Company decided to no longer pursue, out of which \$2.0 million in 2024 relate to storage activities that the Company decided to no longer pursue.

All exploration and development costs that are being capitalized will be depreciated over their estimated useful lives when the related geothermal power plant is substantially complete and ready for use. A geothermal power plant is substantially complete and ready for use when electricity generation commences.

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Asset Retirement Obligation

The Company records the fair value of a legal liability for an asset retirement obligation in the period in which it is incurred. The Company's legal liabilities include plugging wells and post-closure costs of power producing and storage sites. When a new liability for asset retirement obligations is recorded, the Company capitalizes the costs of the liability by increasing the carrying amount of the related long-lived asset. The liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. The Company periodically reassesses the assumptions used to estimate the expected cash flows required to settle the asset retirement obligation, including changes in estimated probabilities, amounts, and timing of the settlement of the asset retirement obligation, as well as changes in the legal requirements of an obligation and revises the previously recorded asset retirement obligation accordingly. At retirement, the obligation is settled for its recorded amount at a gain or loss.

Deferred Financing Costs

Deferred financing costs are presented as a direct deduction from the carrying value of the associated debt liability or under "Deposits and other" if associated with lines of credit. Such deferred costs are amortized over the term of the related obligation using the effective interest method or ratably, as applicable. Amortization of deferred financing costs is presented as interest expense in the consolidated statements of operations and comprehensive income (loss). Amortization expense for the years ended December 31, 2024, 2023 and 2022 amounted to \$5.9 million, \$5.9 million, and \$4.2 million, respectively. During the years ended December 31, 2024, 2023 and 2022, no material amounts were written-off as a result of extinguishment of liabilities.

Goodwill

Goodwill represents the excess of the fair value of consideration transferred in the business combination transactions over the fair value of tangible and intangible assets acquired, net of the fair value of liabilities assumed and the fair value of any noncontrolling interest in the acquisitions. Goodwill is not amortized but rather subject to a periodic impairment testing on an annual basis, which the Company performs on December 31 of each year, or if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Additionally, it is permitted to first assess qualitative factors to determine whether a quantitative goodwill impairment test is necessary. Further testing is only required if the entity determines, based on the qualitative assessment, that it is more likely than not that a reporting unit's fair value is less than its carrying amount. Otherwise, no further impairment testing is required. An entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to the quantitative goodwill impairment test. This would not preclude the entity from performing the qualitative assessment in any subsequent period. The quantitative assessment compares the fair value of the reporting unit to its carrying value, including goodwill. Under ASU 2017-04, Intangibles – Goodwill and Other (Topic 350), an entity should recognize an impairment charge for the amount by which the carrying amount of the reporting unit exceeds its fair value. However, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. For further information relating to goodwill see Note 9 - Intangible Assets and Goodwill to the consolidated financial statements.

Intangible Assets

Intangible assets consist of allocated acquisition costs of PPAs, which are amortized using the straight-line method over the 4 to 17-year terms of the agreements (see Note 9) as well as acquisition costs allocation related to the Company's Energy Storage segment activities that are amortized over a period of between approximately 6 and 19 years. Intangible assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. In case there are no such events or change in circumstances, there is no need to perform an impairment testing. The recoverability is tested by comparing the net carrying value of the intangible assets to the undiscounted net cash flows to be generated from the use and eventual disposition of these assets. If the carrying amount of a long-lived asset (or asset group) is not recoverable, the fair value of the asset (asset group) is measured and if the carrying amount exceeds the fair value, an impairment loss is recognized.

Impairment of Long-lived Assets and Long-lived Assets to be Disposed of

The Company evaluates long-lived assets, such as property, plant and equipment and construction-in-process for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Factors which could trigger an impairment include, among others, significant underperformance relative to historical or projected future operating results, significant changes in the Company's use of assets or its overall business strategy, negative industry or economic trends, a determination that an exploration project will not support commercial operations, a determination that a suspended project is not likely to be completed, a significant increase in costs necessary to complete a project, legal factors relating to its business or when it concludes that it is more likely than not that an asset will be disposed of or sold.

The Company tests its operating plants that are operated together as a complex for impairment at the complex level because the cash flows of such plants result from significant shared operating activities. For example, the operating power plants in a complex are managed under a combined operation management generally with one central control room that controls all of the power plants in a complex and one maintenance group that services all of the power plants in a complex. As a result, the cash flows from individual plants within a complex are not largely independent of the cash flows of other plants within the complex. The Company tests for

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impairment of its operating plants which are not operated as a complex as well as its projects under exploration, development or construction that are not part of an existing complex at the plant or project level. To the extent an operating plant becomes part of a complex, the Company will test for impairment at the complex level.

Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated future net undiscounted cash flows expected to be generated by the asset. The significant assumptions that the Company uses in estimating its undiscounted future cash flows include: (i) projected generating capacity of the complex or power plant and rates to be received under the respective PPAs and expected market rates thereafter and (ii) projected operating expenses of the relevant complex or power plant. Estimates of future cash flows used to test recoverability of a long-lived asset under development also include cash flows associated with all future expenditures necessary to develop the asset.

If the assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds their fair value. Management believes that as of December 31, 2024, no impairment exists for long-lived assets, however, estimates as to the recoverability of such assets may change based on revised circumstances. If actual cash flows differ significantly from the Company's current estimates, a material impairment charge may be required in the future.

During the fourth quarter of 2022, the Company recorded a non-cash impairment charge of \$30.5 million relating to its Brawley power plant. Further information relating to this impairment charge is disclosed under Note 8 - Property, Plant and Equipment to the consolidated financial statements.

Derivative Instruments

Derivative instruments (including certain derivative instruments embedded in other contracts) are measured at their fair value and recorded as either assets or liabilities unless exempted from derivative treatment as a normal purchase and sale. Changes in the fair value of derivatives not designated as hedging instruments are recognized in earnings. Changes in the fair value of derivatives designated as cash flow hedging instruments are initially recorded in "Other comprehensive income (loss)" and a corresponding amount is reclassified out of "Accumulated other comprehensive income (loss)" into earnings to offset the impact of the underlying hedge transaction when it affects earnings under the same line item in the consolidated statements of operations and comprehensive income.

The Company maintains a risk management strategy that may incorporate the use of swap contracts, put options, forward exchange contracts, interest rate swaps, and cross-currency swaps to minimize significant fluctuation in cash flows and/or earnings that are caused by oil and natural gas prices, exchange rate or interest rate volatility.

Foreign Currency Translation

The U.S. dollar is the functional currency for all of the Company's consolidated operations and those of its equity affiliates except the Guadeloupe power plant and the Company's operations in New Zealand. For those U.S. dollar functional currency entities, all gains and losses from currency translations are included under "Derivatives and foreign currency transaction gains (losses)" in the consolidated statements of operations and comprehensive income (loss). The Euro and New Zealand Dollar are the functional currencies of the Company's operations in Guadeloupe and New Zealand, respectively, and thus the impact from currency translation adjustments related to those locations is included as currency translation adjustments in "Accumulated other comprehensive income" in the consolidated statements of equity and in comprehensive income. The accumulated currency translation adjustments amounted to a debit of \$9.3 million and a debit of \$2.3 million, as of December 31, 2024 and 2023, respectively.

Comprehensive Income

Comprehensive income includes net income plus other comprehensive income (loss), which for the Company consists primarily of changes in foreign currency translation adjustments, changes in unrealized gains or losses in respect of the Company's share in derivatives instruments of an unconsolidated investment that qualifies as a cash flow hedge, and changes in respect of derivative instruments designated as a cash flow hedge. The changes in foreign currency translation adjustments included under other comprehensive income (loss) during the years ended December 31, 2024, 2023 and 2022 amounted to \$(8.2) million, \$1.3 million, and \$(2.5) million, respectively. The changes in the Company's share in derivative instruments of an unconsolidated investment, and gains or losses in respect of derivative instruments designated as a cash flow hedge are disclosed under Note 5 - Investment in unconsolidated companies, and Note 7 - Fair value of financial instruments, respectively, to the consolidated financial statements.

Power Purchase Agreements

Substantially all of the Company's Electricity revenues are recognized pursuant to PPAs in the United States, and in various foreign countries, including Kenya, Guatemala, Guadeloupe and Honduras. These PPAs generally provide for the payment of energy payments or both energy and capacity payments through their respective terms which expire in varying periods from 2025 to 2051. Generally, capacity payments are calculated based on the amount of time that the power plants are available to generate electricity. The energy payments are calculated based on the amount of electrical energy delivered at a designated delivery point. The price terms are customary in the industry and include, among others, a fixed price, SRAC (the incremental cost that the power purchaser avoids by not having to generate such electrical energy itself or purchase it from others), and a fixed price with an escalation clause that includes the value for

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environmental attributes, known as renewable energy credits. Certain of the PPAs provide for bonus payments in the event that the Company is able to exceed certain target levels and potential payments by the Company if it fails to meet minimum target levels. The Company has PPAs that give the power purchaser or its designee a right of first refusal or a right of first offer to acquire the geothermal power plants at fair market value as negotiated between the parties. One of the Company's subsidiaries in Guatemala sells power at an agreed upon price subject to terms of a "take or pay" PPA.

Pursuant to the terms of certain of the PPAs, the Company may be required to make payments to the relevant power purchaser under certain conditions, such as shortfall in delivery of renewable energy and energy credits, and not meeting certain performance threshold requirements, as defined in the relevant PPA. The amount of payment required is dependent upon the level of shortfall in delivery or performance requirements and is recorded in the period the shortfall occurs. In addition, if the Company does not meet certain minimum performance requirements, the capacity of the power plant may be permanently reduced.

Revenues and Cost of Revenues

Revenues from contracts with customers are recognized in connection with the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Company is required to apply each of the following steps: (1) identify the contract(s) with the customer; (2) identify the performance obligations in the contracts; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

Revenues are primarily related to: (i) sale of electricity from geothermal and recovered energy-based power plants owned and operated by the Company; (ii) geothermal and recovered energy-based power plant equipment sale, engineering, construction and installation, and operating services; and (iii) energy storage and related services.

Electricity Segment Revenues:

Revenues related to the sale of electricity from geothermal and recovered energy-based power plants and capacity payments are recorded based upon output delivered and capacity provided at rates specified under relevant contract terms. The Company assesses whether PPAs entered into, modified, or acquired in business combinations contain a lease element requiring lease accounting. Revenue from such PPAs are accounted for in electricity revenues. In the Electricity segment, revenues for all but thirteen power plants are accounted as operating leases, and therefore equipment related to geothermal and recovered energy generation power plants as described in Note 8 is considered held for leasing. For power plants in the scope of ASC 606, Revenue from Contracts with Customers ("ASC 606"), the Company identified electricity as a separate performance obligation. Performance obligations identified were evaluated and determined to be satisfied over time and qualified for the invoicing practical expedient since the invoiced amounts reasonably represents the value to customers of performance obligations fulfilled to date. The transaction price is determined based on the price per actual mega-watt output or available capacity as agreed to in the respective PPA. Customers are generally billed on a monthly basis and payment is typically due within 30 to 60 days after the issuance of the invoice.

Product Segment Revenues:

Revenues from engineering, operating services, and parts and product sales are recorded upon providing the service or delivery of the products and parts and when collectability is reasonably assured. Revenues from the supply and/or construction of geothermal and recovered energy-based power plant equipment and other equipment to third parties are recognized over time since control is transferred continuously to the Company's customers. The majority of the Company's contracts include a single performance obligation which is essentially the promise to transfer the individual goods or services that are not separately identifiable from other promises in the contracts and therefore deemed as not distinct. Performance obligations are satisfied over-time if the customer receives the benefits as the Company performs work, if the customer controls the asset as it is being constructed, or if the product being produced for the customer has no alternative use and the Company has a contractual right to payment. In the Company's Product segment, revenues are spread over a period of one to two years and are recognized over time based on the cost incurred to date in ratio to total estimated costs which represents the input method that best depicts the transfer of control over the performance obligation to the customer. Costs include direct material, labor, and indirect costs. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

In contracts for which the Company determines that control is not transferred continuously to the customer, the Company recognizes revenues at the point in time when the customer obtains control of the asset. Revenues for such contracts are recorded upon delivery and acceptance by the customer. This generally is the case for the sale of spare parts, generators or similar products.

Accounting for product contracts that are satisfied over time includes use of several estimates such as variable consideration related to bonuses and penalties and total estimated cost for completing the contract. The estimated amount of variable consideration will be included in the transaction price only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. These estimates are based on historical experience, anticipated performance and the Company's best judgment at the time.

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The nature of the Company's product contracts give rise to several modifications or change requests by its customers. Substantially all of the modifications are treated as cumulative catch-ups to revenues since the additional goods are not distinct from those already provided. The Company includes the additional revenues related to the modifications in its transaction price when both parties to the contract approved the modification. As a significant change in one or more of these estimates could affect the profitability of the Company's contracts, the Company reviews and updates its contract-related estimates regularly. If at any time the estimate of contract profitability indicates an anticipated loss on the contract, the Company recognizes the total loss in the period in which it is identified.

Energy Storage Segment Revenues:

Battery energy storage systems as a service, and related services revenues are recorded based on energy management of load curtailment capacity delivered or service provided at rates specified under the relevant contract terms. The Company determined that such revenues are in the scope of ASC 606, and identified energy management services as a separate performance obligation. Performance obligations are satisfied once the Company provides verification to the electric power grid operator or utility of its ability to meet the committed capacity, the power curtailment requirements or the ancillary services and thus entitled to cash proceeds. Such verification may be provided by the Company bi-weekly, monthly or under any other frequency as set by the related program and are typically followed by a payment shortly after. Performance obligations identified were evaluated and determined to be satisfied over time and qualified for the invoicing practical expedient since the amounts included in the verification document reasonably represent the value of performance obligations fulfilled to date. The transaction price is determined based on mechanisms specified in the contract with the customer.

Contract assets related to the Company's Product segment reflect revenues recognized and performance obligations satisfied in advance of customer billing. Contract liabilities related to the Company's Product segment reflect customer billing in advance of the satisfaction of performance under the contract. The Company receives payments from customers based on the terms established in the contracts. Total contract assets and contract liabilities as of December 31, 2024 and 2023 are as follows:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Contract assets (*)	\$ 29,243	\$ 18,367
Contract liabilities (*)	\$ (23,091)	\$ (18,669)

(*) Contract assets and contract liabilities are presented as "Costs and estimated earnings in excess of billings on uncompleted contracts", and "Billings in excess of costs and estimated earnings on uncompleted contracts", respectively, on the consolidated balance sheets. The contract liabilities balance at the beginning of the year was substantially recognized as product revenues during the year ended December 31, 2024 as a result of performance obligations that were satisfied. Additionally, as of December 31, 2024, long-term costs and estimated earnings in excess of billings on uncompleted contracts related to the Dominica project in the amount of \$26.0 million is included under "Deposits and other" in the consolidated balance sheets, and not under the contract assets and contract liabilities above, due its long-term nature.

The following table presents the significant changes in the contract assets and contract liabilities for the years ended December 31, 2024 and 2023:

	Years Ended December 31,			
	2024		2023	
	Contract assets	Contract liabilities	Contract assets	Contract liabilities
	(Dollars in thousands)			
Recognition of contract liabilities as revenue as a result of performance obligations satisfied	\$ —	\$ 12,698	\$ —	\$ 6,883
Cash received in advance for which revenues have not yet recognized, net of expenditures made	—	(17,119)	—	(16,766)
Reduction of contract assets as a result of rights to consideration becoming unconditional	(5,070)	—	(4,094)	—
Contract assets recognized, net of recognized receivables	15,945	—	6,056	—
Net change in contract assets and contract liabilities	\$ 10,875	\$ (4,421)	\$ 1,962	\$ (9,883)

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The timing of revenue recognition, billings and cash collections result in accounts receivable, contract assets and contract liabilities on the consolidated balance sheet. In the Company's Products segment, amounts are billed as work progresses in accordance with agreed-upon contractual terms, or upon achievement of contractual milestones. Generally, billing occurs subsequent to the recognition of revenue, resulting in contract assets. However, the Company sometimes receives advances or deposits from its customers before revenue can be recognized, resulting in contract liabilities. These assets and liabilities are reported on the consolidated balance sheet on a contract-by-contract basis at the end of each reporting period. The timing of billing its customers and receiving advance payments vary from contract to contract. The majority of payments are received no later than the completion of the project and satisfaction of the Company's performance obligation.

On December 31, 2024, the Company had approximately \$338.3 million of remaining performance obligations not yet satisfied or partly satisfied related to its Product segment. The Company expects to recognize approximately 100% of this amount as Product revenues during the next 24 months.

The following schedule reconciles revenues accounted under lease accounting, and revenues accounted under ASC 606, Revenues from Contracts with Customers, to total consolidated revenues for the three years ended December 31, 2024, 2023 and 2022:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Electricity and Storage revenues accounted under lease accounting.....	\$ 553,348	\$ 542,065	\$ 529,264
Electricity, Product and Energy Storage revenues accounted under ASC 606 .	326,306	287,359	204,895
Total consolidated revenues	<u>\$ 879,654</u>	<u>\$ 829,424</u>	<u>\$ 734,159</u>

Disaggregated revenues from contracts with customers for the years ended December 31, 2024, 2023, and 2022 are disclosed under Note 17 - Business Segments, to the consolidated financial statements.

The Dominica Project

In December 2023, the Company entered into agreements with the Commonwealth of Dominica to build and operate a 10 MW binary geothermal power plant in the Caribbean country of Dominica. Under these agreements, the Company will construct the power plant, operate and sell its generated energy to Dominica Electricity Services Limited (presently the only electricity utility in the Commonwealth of Dominica) over a period of 25 years, at the end of which, ownership of the power plant will be transferred to the Government of the Commonwealth of Dominica. The Company accounted for this transaction under the guidance of ASC 853, Service Concession Arrangements ("ASC 853"), which directs a reporting entity to apply ASC 606, Revenue from Contracts with Customers.

Under the aforementioned accounting guidance, the Company identified the construction and the operation of the power plant as two distinct performance obligations, and accordingly allocated the total transaction price to these separate performance obligations in the arrangement, based on their estimated stand-alone selling price. The Company concluded that the performance obligations are satisfied over time. Additionally, starting the second quarter of 2024, in conjunction with the power plant start of construction, the Company started recognizing revenues relating to the construction performance obligation based on an input method using costs incurred to total costs expected in the project. Such revenues are included under Product revenues in the consolidated statements of operations and comprehensive income.

Allowance for Credit Losses

The Company performs an analysis of potential credit losses related to its financial instruments that are within the scope of ASU 2018-19, Codification Improvements to Topic 325, Financial Instruments – Credit Losses. Such instruments are primarily cash and cash equivalents, restricted cash and cash equivalents, receivables (excluding those accounted under lease accounting) and costs and estimated earnings in excess of billings on uncompleted contracts, based on class of financing receivables which share the same or similar risk characteristics such as customer type and geographic location, among others. The Company estimates the expected credit losses for each class of financing receivables by applying the related corporate default rate which corresponds to the credit rating of the specific customer or class of financing receivables. For trade receivables, the Company applied this methodology using aging schedules reflecting how long the receivables have been outstanding. The Company has also considered the existence of credit enhancement arrangements that may mitigate the credit risk of its financial receivables in estimating the applicable corporate default rate. The Company considered the current and expected future economic and market conditions related to inflation and rising interest rates and determined that the estimate of credit losses was not significantly impacted.

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The following table describes the changes in the allowance for expected credit losses for the years ended December 31, 2024 and 2023 (all related to trade receivables):

	Years Ended December 31,	
	2024	2023
	(Dollars in thousands)	
Beginning balance of the allowance for expected credit losses	\$ 90	\$ 90
Change in the provision for expected credit losses for the period	134	—
Ending balance of the allowance for expected credit losses	<u>\$ 224</u>	<u>\$ 90</u>

Leases

ASU 2016-02, Leases (Topic 842), defines a lease as a contract, or part of a contract, that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control over the use of the identified asset means that the customer has both (a) the right to obtain substantially all of the economic benefits from the use of the asset, and (b) the right to direct the use of the asset.

The Company is a lessee in operating lease transactions primarily consisting of land leases for its exploration and development activities in the Electricity segment. The Company is also a lessee in finance lease transactions related to its fleet vehicles in the U.S. Additionally, one of the Company's power plant assets which was included in the Terra-Gen business acquisition in 2021, is subject to a sale and leaseback transaction that is accounted as a "failed" sale and leaseback. Additionally, as further described above under Revenues and cost of revenues, the Company acts as a lessor in PPAs that are accounted under ASC 842, Leases.

In accordance with the lease standard, for agreements in which the Company is the lessee, the Company applies a unified accounting model by which it recognizes a right-of-use asset ("ROU") and a lease liability at the commencement date of the lease contract for all the leases in which the Company has a right to control identified assets for a specified period of time. The classification of the lease as a finance lease or an operating lease determines the subsequent accounting for the lease arrangement.

The Company, both as a lessee and as a lessor, applies the following permitted practical expedients:

1. Not reassess whether any existing contracts are or contain a lease;
2. Applying the practical expedient for a lessee to not separate non-lease components from lease components and, instead, to account for each separate lease component and the non-lease components associated with that lease as a single component;
3. Applying the practical expedient (for a lessee) regarding the recognition and measurement of short-term leases, for leases for a period of up to 12 months from the commencement date. Instead, the Company continued to recognize the lease payments for those leases in profit or loss on a straight-line basis over the lease term.

The Company applies the following significant accounting policies regarding leases it enters into following the adoption of the lease guidance on January 1, 2019:

1. **Determining whether an arrangement contains a lease:** on the inception date of the lease, the Company determines whether the arrangement is a lease or contains a lease, while examining if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
2. **The Company as a lessee:**
 - a. **Lease classification:** at the commencement date, a lease is a finance lease if it meets any one of the criteria below; otherwise, the lease is an operating lease:
 - The lease transfers ownership of the underlying asset to the lessee by the end of the lease term;
 - The lease grants the lessee an option to purchase the underlying asset that the lessee is reasonably certain to exercise;
 - The lease term is for the major part of the remaining economic life of the underlying asset;
 - The present value of the sum of the lease payments and any residual value guaranteed by the lessee that is not already reflected in the lease payments equals or exceeds substantially all of the fair value of the underlying asset;
 - The underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of lease term.
 - b. **Leased assets and lease liabilities - initial recognition:** upon initial recognition, the Company recognizes a liability at the present value of the lease payments to be made over the lease term, and concurrently recognizes a ROU asset at the

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same amount of the liability, adjusted for any prepaid or accrued lease payments, plus initial direct costs incurred in respect of the lease. Since the interest rate implicit in the lease is not readily determinable, the incremental borrowing rate of the Company is used. The subsequent measurement depends on whether the lease is classified as a finance lease or an operating lease.

- c. *The lease term:* the lease term is the non-cancellable period of the lease plus periods covered by an extension or termination option if it is reasonably certain that the Company will exercise the option.
- d. *Subsequent measurement of operating leases:* after lease commencement, the Company measures the lease liability at the present value of the remaining lease payments using the discount rate determined at lease commencement (as long as the discount rate has not been updated as a result of a reassessment event). The Company subsequently measures the ROU asset at the present value of the remaining lease payments, adjusted for the remaining balance of any lease incentives received, any cumulative prepaid or accrued rent if the lease payments are uneven throughout the lease term and any unamortized initial direct costs. Further, the Company recognizes lease expense on a straight-line basis over the lease term.
- e. *Subsequent measurement of finance leases:* after lease commencement, the Company measures the lease liability by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect lease payments made during the period. The Company determines the interest on the lease liability in each period during the lease term as the amount that produces a constant periodic discount rate on the remaining balance of the liability, taking into consideration the reassessment requirements. After lease commencement, the Company measures the ROU assets at cost less any accumulated amortization and any accumulated impairment losses, taking into consideration the reassessment requirements. The Company amortizes the ROU asset on a straight-line basis, unless another systematic basis better represents the pattern in which the Company expects to consume the ROU asset's future economic benefits. The ROU asset is amortized over the shorter of the lease term or the useful life of the ROU asset. The amortization period related to the finance lease transactions on fleet vehicles is 4-5 years. The total periodic expense (the sum of interest and amortization expense) of a finance lease is typically higher in the early periods and lower in the later periods.
- f. *Variable lease payments:*
 - *Variable lease payments that depend on an index or a rate:* on the commencement date, the lease payments may include variability and depend on an index or a rate (such as the Consumer Price Index or a market interest rate). The Company does not remeasure the lease liability for changes in future lease payments arising from changes in an index or rate unless the lease liability is remeasured for another reason. Therefore, after initial recognition, such variable lease payments are recognized in profit or loss as they are incurred.
 - *Other variable lease payments:* variable payments that depend on performance or use of the underlying asset are not included in the lease payments. Such variable payments are recognized in profit or loss in the period in which the event or condition that triggers the payment occurs.

3. The Company as a lessor:

At lease commencement, the Company as a lessor classifies leases as either finance or operating leases. Finance leases are further classified as a sales-type lease or as a direct financing lease, however, the Company has no such leases as a lessor. Under an operating lease, the Company recognizes the lease payment as income over the lease term, generally as earned or on a straight-line basis.

Termination Fee

Fees to terminate PPAs are recognized in the period incurred as selling and marketing expenses. No termination fees were incurred during 2024, 2023 and 2022.

Warranty on Products Sold

The Company generally provides a one to two year warranty against defects in workmanship and materials related to the sale of products for electricity generation. The Company considers the warranty to be an assurance type warranty since the warranty provides the customer the assurance that the product complies with agreed-upon specifications. Estimated future warranty obligations are included in operating expenses in the period in which the related revenue is recognized. Such charges are immaterial for the years ended December 31, 2024, 2023 and 2022.

Research and Development

Research and development costs incurred by the Company for the development of technologies related to its existing and new geothermal and recovered energy power plants as well as its storage facilities are expensed as incurred.

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Stock-Based Compensation

The Company accounts for stock-based compensation using the fair value method whereby compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the requisite employee service period (generally the vesting period of the grant). The Company uses the Complex Lattice, Three-based Option Pricing model and the Monte Carlo Simulation to calculate the fair value of the stock-based compensation awards.

Tax Monetization Transactions

The Company has the following five tax monetization transactions: Tungsten, McGinness Hills 3, Steamboat Hills, CD4 and North Valley, as further described under Note 12 – Tax Monetization Transactions. The purpose of these transactions is to form tax partnerships, whereby investors provide cash in exchange for equity interests that provide the holder a right to the majority of tax benefits associated with a renewable energy project. The Company accounts for a portion of the proceeds from the transaction as debt under ASC 470. Given that a portion of these transactions is structured as a purchase of an equity interest the Company also classifies a portion as noncontrolling interest consistent with guidance in ASC 810. The portion recorded to noncontrolling interest is initially measured at the fair value of the discounted tax attributes and cash distributions which represents the partner's residual economic interest. The residual proceeds are recognized as the initial carrying value of the debt which is classified as a "Liability associated with the sale of tax benefits". The Company applies the effective interest rate method to the liability associated with the tax monetization transaction component as described by ASC 835 and CON 7. The tax benefits and cash distributions realized by the partner each period are treated as the debt servicing amounts, with the tax benefit amounts giving rise to income attributable to the sale of tax benefits. The deferred transaction costs are capitalized and amortized using the effective interest method.

Income Taxes

Income taxes are accounted for using the asset and liability approach, which requires the recognition of taxes payable or refundable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. The measurement of current and deferred tax assets and liabilities are based on provisions of the enacted tax law. The Company accounts for investment tax credits and production tax credits (except for production tax credits which are sold under tax monetization transactions, as described above) as a reduction to income taxes in the year in which the credit arises. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are more likely than not expected to be realized. A valuation allowance has been established to offset the Company's U.S. deferred tax assets. Tax benefits from uncertain tax positions are recognized only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. Interest and penalties assessed by taxing authorities on an underpayment of income taxes are included as a component of income tax provision in the consolidated statements of operations and comprehensive income.

Earnings per Share

Basic earnings per share attributable to the Company's stockholders ("earnings per share") is computed by dividing net income attributable to the Company's stockholders by the weighted average number of shares of common stock outstanding for the period, net of treasury shares. The Company does not have any equity instruments that are dilutive, except for stock-based awards and convertible senior notes.

The table below shows the reconciliation of the number of shares used in the computation of basic and diluted earnings per share:

	Year Ended December 31,		
	2024	2023	2022
	(In thousands)		
Weighted average number of shares used in computation of basic earnings per share.....	60,455	59,424	56,063
Add:			
Additional shares from the assumed exercise of employee stock-based awards	335	338	440
Weighted average number of shares used in computation of diluted earnings per share..	60,790	59,762	56,503

The number of stock-based awards that could potentially dilute future earnings per share which were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive was 38.5 thousand, 82.5 thousand, and 29.2 thousand, respectively, for the years ended December 31, 2024, 2023 and 2022.

As per ASU 2020-06, the if-converted method is required for calculating any potential dilutive effect from convertible instruments. For the years ended December 31, 2024 and 2023, the average price of the Company's common stock did not exceed the per share conversion price of its convertible senior notes (the "Notes") of \$90.27, and other requirements for the Notes to be convertible were

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not met, and as such, there was no dilutive effect from the Notes in respect with the aforementioned periods. Further information on the Notes is detailed under Note 11 to the consolidated financial statements.

Redeemable Noncontrolling Interest

Redeemable noncontrolling interest is currently redeemable and relates to a certain noncontrolling shareholder in a subsidiary having an option to sell its equity interest to the Company. The carrying value of the redeemable noncontrolling interest balance as of December 31, 2024 and 2023 approximates the redemption price of such interests. Changes in the carrying amount of the Company's Redeemable noncontrolling interest were as follows:

	<u>2024</u>	<u>2023</u>
	<u>(Dollars in thousands)</u>	
Redeemable noncontrolling interest as of January 1,.....	\$ 10,599	\$ 9,590
Redeemable noncontrolling interest in results of operation of a consolidated subsidiary.....	(319)	939
Cash paid to noncontrolling interest.....	—	(246)
Currency translation adjustments	(832)	316
Redeemable noncontrolling interest as of December 31,.....	<u>\$ 9,448</u>	<u>\$ 10,599</u>

Cash Dividends

During the years ended December 31, 2024, 2023 and 2022, the Company's Board of Directors (the "Board") declared, approved, and authorized the payment of cash dividends in the aggregate amount of \$29.1 million (\$0.48 per share), \$28.4 million (\$0.48 per share), and \$27.1 million (\$0.48 per share), respectively. Such dividends were paid in the years declared.

Equity Offering

On March 14, 2023, the Company entered into an underwriting agreement with Goldman Sachs & Co. LLC, as the sole underwriter (the "Underwriter"), in connection with a public offering, pursuant to which the Company agreed to issue and sell 3,600,000 shares of common stock, par value \$0.001 per share, and the Underwriter agreed to purchase these shares at a price of \$82.60 per share. In addition, the Company granted the Underwriter a 30-day option to purchase up to an additional 540,000 shares of common stock at the same price per share, which was fully exercised by the Underwriters on April 3, 2023. The total net proceeds from the offering, including the option, were approximately \$341.7 million, after deducting offering expenses.

Purchase of Treasury Stock

In connection with the issuance of the Convertible Senior Notes as further described in Note 11 to the consolidated financial statements, the Company used approximately \$18.0 million of the net proceeds from the issuance of these Convertible Senior Notes to repurchase 258,667 shares of its common stock in privately negotiated transactions at a price of \$69.45 per share. The Company recorded this purchase of treasury stock as a reduction to its equity on the consolidated statements of equity in the second quarter of 2022.

ORPD Transaction

On July 11, 2023, ORPD LLC ("ORPD"), a subsidiary of the Company in which Northleaf Geothermal Holdings, LLC ("Northleaf") and the Company hold 36.75% and 63.25% equity interest, respectively, sold OREG 1, OREG 2, OREG 3 ("OREGs") and the Don A. Campbell complex to Ormat Nevada Inc. ("ONI"), a fully owned subsidiary of the Company. The proceeds from the sale were partially used by ORPD to make a distribution to its shareholders in which Northleaf's share was \$30.0 million. Following this purchase transaction with the noncontrolling interest, the Company fully owns the OREGs and the Don A. Campbell complex and ORPD remains the holder of the Puna geothermal power plant. The Company accounted for this transaction as an equity transaction.

Short-term Commercial Paper

On October 19, 2023, the Company entered into a framework agreement for participation in the issuance of commercial paper (the "Commercial Paper Agreement") with Barak Capital Underwriting Ltd. under which the Company allowed the participants to submit proposals for purchasing and to purchase the Company's commercial paper ("Commercial Paper") in accordance with the provisions of the Commercial Paper Agreement. On October 23, 2023, the Company completed the issuance of the Commercial Paper in the aggregate amount of \$73.2 million, and subsequently on December 11, 2023, the Company issued an additional amount of \$26.8 million, under the same terms. The Commercial Paper was issued for a period of 90 days and extends automatically for additional 90 days periods for up to five years, unless the Company notifies the participants otherwise or a notice of termination is provided by the participants in accordance with the provisions of the Commercial Paper Agreement. The Commercial Paper bears an annual interest of three months SOFR +1.1% which will be paid at the end of each ninety days period. As of December 31, 2024, the base rate was 4.6%.

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War in Israel

Starting October 7, 2023, Israel has been engaged in a complex multifront war, fighting against large-scale, repeated attacks on civilians from Iran, Hamas in the Gaza Strip, Hezbollah in Lebanon, the Houthis in Yemen, militant terrorist groups in the West Bank and others. Although Israel has since agreed to ceasefires with each of Hamas and Hezbollah with respect to the conflicts in the Gaza Strip and Lebanon, these conflicts could re-escalate if the ceasefires are violated. Iran, which has launched missiles directly at civilian targets in Israel twice during the current conflict, and other proxy forces and terrorist organizations have threatened to escalate the fighting throughout Israel, including targeting major infrastructure facilities. Additionally, the Houthis launched repeated attacks on marine vessels in the Red Sea, an important maritime route for international trade.

The majority of the Company's senior management and its main Product segment production and manufacturing facilities are located in Israel approximately 26 miles from the border with the Gaza Strip, and the Company receives supplies for and ship products for its Product segment via the Port of Ashdod, which is also close to the Gaza Strip and its coastline. While these disruptions have caused an increase in insurance premium costs for shipments into and out of the seaport, as of the date of these consolidated financial statements, none of the Company's facilities or infrastructure have been damaged nor have its supply chains been significantly impacted since the war broke out. However, a prolonged war could result in further military reserve duty call-ups as well as irregularities to the Company's supply chain and to its ability to ship its products from Israel, which could disrupt the operations of the Company's Product segment and potentially delay some of its growth plans in the Electricity segment. Management continuously monitors the effect of the war on the Company's financial position and results of operations.

Settlement Agreement

On August 1, 2024, the Company entered into a settlement agreement, effective April 2024, (the "Agreement") with a third-party battery systems supplier (the "Supplier"). Under the Agreement, the Supplier paid to the Company \$35.0 million as a recovery of damages, such as significant loss of potential profit due to project delays, as well as additional cost related to locating and purchasing substitute battery solutions from alternative vendors, incurred by the Company (the "Recovery of Damages") to settle the dispute. On August 16, 2024, the Company received the Recovery of Damages payment contingent upon certain conditions which the Company expects to be met, on a pro-rata basis, during the period until March 31, 2026. The Company accounted for the Recovery of Damages amount under the guidance of ASC 450, Contingencies, and ASC 705, Cost of Sales and Services, and as a result, deemed \$25.0 million as a recovery of damages, which will be recognized as income once contingency conditions are met, and \$10.0 million as a reduction to the cost of battery systems to be purchased under the Agreement. During the year ended December 31, 2024, the Company recognized income of \$9.4 million under "Other operating income" in the consolidated statements of operations and comprehensive income. This amount represents the non-refundable portion of the recovery of damages for which all contingency conditions have been met.

Heber 1 Power Plant Fire

The Company's Heber 1 geothermal power plant located in California experienced an outage following a fire on February 25, 2022 that caused damage primarily to the steam turbine-generator area. In mid-April, 2022 the Company gradually re-started operation of the binary units and in May 2023 the Heber 1 power plant successfully resumed operations. In 2022, the Company recognized \$21.8 million of insurance recoveries in respect of the Heber 1 fire event, of which \$8.0 million was attributable to property damage and thus recorded against the related receivable and offset the loss from the damaged equipment. The remainder of \$13.8 million, was related to business interruption and thus recorded as income under electricity cost of revenues in the consolidated statements of operations and comprehensive income. The Company received all insurance proceeds related to the Heber 1 fire event.

New Accounting Pronouncements

New Accounting Pronouncements Effective in the Year Ended December 31, 2024

Improvements to Reportable Segments Disclosures

In November 2023, the FASB issued ASU 2023-07 "Segment Reporting—Improvements to Reportable Segments Disclosures (Topic 280)" to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this ASU (1) require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss; (2) require that a public entity disclose, on an annual and interim basis, an amount for other segment items by reportable segment and a description of its composition; (3) require that a public entity provide all annual disclosures about a reportable segment's profit or loss and assets currently required by Topic 280 in interim periods; (4) clarify that if the CODM uses more than one measure of a segment's profit or loss in assessing segment performance and deciding how to allocate resources, a public entity may report one or more of those additional measures; and (5) require that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure or measures of segment profit or loss in assessing segment performance and deciding how to allocate resources. The amendments in this ASU are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and should be applied retrospectively to all periods presented.

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The Company applied the disclosure requirements of ASU 2023-07 on the effective date, and updated its disclosure under Note 17, Business Segments, to the consolidated financial statements to comply with the new disclosure guidance.

New Accounting Pronouncements Effective in Future Periods

Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09 “Income Taxes (Topic 740)—Improvements to Income Tax Disclosures” to enhance the transparency and decision usefulness of income tax disclosures, primarily related to the rate reconciliation and income taxes paid information. The amendments in this ASU require that public entities, on an annual basis, disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. This ASU also requires that all entities disclose, on an annual basis, (1) the amount of income taxes paid disaggregated by federal, state, and foreign taxes, (2) the amount of income taxes paid disaggregated by individual jurisdictions in which income taxes paid is equal to or greater than five percent of total income taxes paid, (3) income or loss from continuing operations before income tax expense or benefit disaggregated between domestic and foreign, and (4) income tax expense or benefit from continuing operations disaggregated by federal, state, and foreign. The amendments in this ASU are effective for annual periods beginning after December 15, 2024, and should be applied on a prospective basis with the option to apply retrospectively. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is still evaluating the impact of this update and plans to implement these amendments in its 2025 consolidated annual financial statements.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU 2024-03 “Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40)” to improve the disclosure about a public business entity’s expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The amendments in this ASU require disclosure of the following items in the notes to the financial statements at each interim and annual reporting date:

1. The amounts of (a) purchases of inventory, (b) employee compensation, (c) depreciation, (d) intangible asset amortization, and (e) depreciation, depletion, and amortization recognized as part of oil- and gas-producing activities included in each relevant expense caption. A relevant expense caption is an expense caption presented on the face of the income statement within continuing operations that contain any of the expense categories listed in (a) through (e).
2. A qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively.
3. The total amount of selling expenses recognized in continuing operations, and the entity’s definition of selling expenses.

The amendments of this ASU also require that an entity include certain amounts that are already required to be disclosed under current generally accepted accounting principles in the same disclosure as the other disaggregation requirements. The amendments in this ASU are effective for annual periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, and should be applied either (1) prospectively to financial statements issued for reporting periods after the effective date of the ASU or (2) retrospectively to any or all prior periods presented in the financial statements. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of these amendments on its consolidated financial statements.

Induced Conversions of Convertible Debt Instruments

In November 2024, the FASB issued ASU 2024-04 “Debt – Debt with Conversion and Other Options (Subtopic 470-20)” to improve the relevance and consistency in application of induced conversion guidance. The amendments in this ASU clarify the assessment of whether a transaction should be accounted for as an induced conversion or extinguishment of convertible debt when changes are made to conversion features as part of an offer to settle the instrument. This ASU is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. This ASU can be adopted either on a prospective or retrospective basis. Early adoption is permitted. The Company is currently evaluating the potential impact of this guidance on its consolidated financial statements; however, it anticipates that the adoption of ASU 2024-04 will not have a material impact on its consolidated financial statements.

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NOTE 2 — BUSINESS ACQUISITIONS

Business Combination - Enel Purchase Transaction

On January 4, 2024, the Company closed a purchase transaction with Enel Green Power North America ("EGPNA"), a subsidiary of Enel SpA (ENEL.MI) to acquire a portfolio of assets which includes two contracted geothermal power plants, one triple hybrid power plant which consists of geothermal, solar PV, and solar thermal units, two stand-alone solar power plants, and two greenfield development assets, for a total cash consideration of \$274.6 million (including customary post-closing working capital adjustment to the purchase price, based on the levels of net working capital of the acquired companies) for 100% of the equity interests in the entities holding those assets.

The geothermal power plants include the Cove Fort power plant located in Beaver County, Utah, which sells electricity under a long-term power purchase agreement ("PPA") with Salt River Project, and the Salt Wells power plant located in Churchill County, Nevada, which sells electricity under a long-term PPA with NV Energy. The Stillwater triple hybrid geothermal, solar PV and solar thermal power plant is located in Churchill County, Nevada, and sells electricity to NV Energy under a PPA. The solar assets of Stillwater solar PV II in Churchill County, Nevada, and Woods Hill in Windham County, Connecticut, sell their electricity under PPAs, respectively.

As a result of the acquisition, the Company expanded its overall generation capacity and expects to improve the profitability of the purchased assets through cost reduction, synergies and development of the greenfield assets. The Company accounted for the transaction in accordance with Accounting Standard Codification ("ASC") 805, Business Combinations, and following the transaction, the Company consolidates the power plants and all other assets included in the transaction in accordance with ASC 810, Consolidation.

In the first quarter of 2024, and during 2023, the Company incurred \$1.3 million, and \$1.1 million of acquisition-related costs, respectively. Such costs are included under "General and administrative expenses" in the consolidated statements of operations and comprehensive income for the respective periods. There were no such costs in the second, third and fourth quarters of 2024. Accounting guidance provides that the allocation of the purchase price may be adjusted for up to one year from the date of the acquisition to the extent that additional information is obtained about the facts and circumstances that existed as of the acquisition date.

The following table summarizes the purchase price allocation to the fair value of the assets acquired and liabilities assumed (in millions):

Trade receivables and others ⁽¹⁾	\$	4.4
Deferred income taxes		2.9
Property, plant and equipment and construction-in-process ⁽²⁾		197.7
Operating lease right of use		1.2
Other long-term assets		0.2
Intangible assets ⁽³⁾		23.6
Total assets acquired	\$	230.0
Accounts payable, accrued expenses and others	\$	1.5
Other current liabilities		1.8
Operating lease liabilities		1.2
Other long-term liabilities		5.0
Asset retirement obligation		6.8
Total liabilities assumed	\$	16.3
Total assets acquired, and liabilities assumed, net	\$	213.7
Goodwill ⁽⁴⁾	\$	60.9

⁽¹⁾ The gross amount of trade receivables was fully collected subsequent to acquisition date.

⁽²⁾ The fair value of Property, plant and equipment was estimated by applying the income approach and utilizing the discounted cash flow method. This methodology assesses the value of tangible assets by computing the anticipated cash flows expected to be generated by the respective assets.

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⁽³⁾ Intangible assets are related to the long-term electricity PPAs described above and are amortized over the term of those PPAs. The fair value of the intangible assets was estimated by applying the income approach and utilizing the With and Without method.

⁽⁴⁾ Goodwill is primarily related to the expected synergies, potential cost savings in operations as a result of the purchase transaction as well as potential future development of the greenfield assets. The goodwill is allocated to the Electricity segment and is deductible for tax purposes.

During the year ended December 31, 2024, the acquired portfolio of assets contributed \$33.3 million to the Company Electricity revenues, and \$8.8 million to the Company's earnings which were included in the Company's consolidated statements of operations and comprehensive income for that period.

The following unaudited pro forma summary presents consolidated information of the Company as if the business combination had occurred on January 1, 2023. The pro forma results below include the impact of certain adjustments related to the depreciation of property, plant and equipment, amortization of intangible assets, transaction-related costs, interest costs, and the related income tax effects. This pro forma presentation does not include any impact from transaction synergies or any other material, nonrecurring adjustments directly attributable to the business combination.

	Pro forma for the Year Ended	
	2024	2023
	(Dollars in millions)	
Electricity revenues	\$ 702.3	\$ 702.2
Total revenues	879.7	864.9
Net income attributable to the Company's stockholders	125.2	111.0

NOTE 3 — INVENTORIES

Inventories consist of the following:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Raw materials and purchased parts for assembly.....	\$ 20,574	\$ 20,588
Self-manufactured assembly parts and finished products	17,517	24,449
Total.....	\$ 38,092	\$ 45,037

NOTE 4 — COST AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

Cost and estimated earnings on uncompleted contracts consist of the following:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Costs and estimated earnings incurred on uncompleted contracts	\$ 327,671	\$ 267,111
Less billings to date	(321,519)	(267,413)
Total.....	\$ 6,152	\$ (302)

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These amounts are included in the consolidated balance sheets under the following captions:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Costs and estimated earnings in excess of billings on uncompleted contracts.....	\$ 29,243	\$ 18,367
Billings in excess of costs and estimated earnings on uncompleted contracts.....	(23,091)	(18,669)
Total.....	<u>\$ 6,152</u>	<u>\$ (302)</u>

The completion costs of the Company's construction contracts are subject to estimation. Due to uncertainties inherent in the estimation process, it is reasonably possible that estimated contract earnings will be further revised in the near term.

NOTE 5 — INVESTMENT IN UNCONSOLIDATED COMPANIES

Investment in unconsolidated companies consists of the following:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Investment in Sarulla	\$ 69,718	\$ 71,744
Investment in Ijen	72,367	51,695
Other investment, at cost.....	2,500	2,000
Total investment in unconsolidated companies.....	<u>\$ 144,585</u>	<u>\$ 125,439</u>

Investment in unconsolidated businesses, and equity in the earnings (losses) of investees are included under the Electricity segment.

The Sarulla Complex

The Company holds a 12.75% equity interest in a consortium that developed the 330 MW Sarulla geothermal power plant project in Tapanuli Utara, North Sumatra, Indonesia. The Sarulla project is comprised of three separately constructed 110 MW units. The Sarulla project is owned and operated by the consortium members under the framework of a joint operating contract and energy sales contract that were both executed on April 4, 2013. Under the joint operating contract, PT Pertamina Geothermal Energy, the concession holder for the project, provided the consortium with the right to use the geothermal field, and under the energy sales contract, PT PLN, the state electric utility, is the off-taker at the Sarulla complex for a period of 30 years. The Company has a significant influence over the Sarulla project through representation on Sarulla's board of directors, and thus accounts for its investment in the Sarulla geothermal project under the equity method prescribed by ASC 323 - Investments - Equity Method and Joint Ventures.

During the years ended December 31, 2024, 2023 and 2022, the Company made no cash equity investment in the Sarulla complex. As of December 31, 2024, total cash investment in the Sarulla complex since its inception is \$62.0 million.

The Sarulla consortium entered into interest rate swap agreements with various international banks, effective as of June 4, 2014, and accounted for the interest rate swap as a cash flow hedge upon which changes in the fair value of the hedging instrument, relative to the effective portion, are recorded in other comprehensive income. The Company's share of such gains (losses) recorded in other comprehensive income (loss) are as follows:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Change in unrealized gains or losses in respect of the Company's share in derivatives instruments of unconsolidated investment that qualifies as a cash flow hedge.....	<u>\$ 602</u>	<u>\$ (470)</u>	<u>\$ 8,370</u>

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The related accumulated gain recorded by the Company under accumulated other comprehensive income as of December 31, 2024, 2023 and 2022 and was \$2.1 million, \$1.5 million and \$2.0 million, respectively.

In the second quarter of 2022, Sarulla agreed with its banks on a framework that will enable it to perform remediation works that are aimed to restore the power plants' performance. The first phase of the recovery plan included the drilling of an additional production well, which was successful, and certain modifications to surface equipment are still underway. Following the positive indications from the first phase, during the second quarter of 2024, Sarulla commenced discussions with the banks towards implementation of the additional phases. As the Company determined that the current situation and circumstances related to its equity method investment in Sarulla are temporary, no impairment testing was required at year-end.

The Ijen Project

On July 2, 2019, the Company acquired 49% of the Ijen geothermal project from a subsidiary of Medco Power ("Medco"), which is a party to a Power Purchase Agreement and holds a geothermal license to develop the Ijen project in East Java in Indonesia for a total consideration of approximately \$2.7 million. As part of the transaction, the Company committed to make additional funding for the exploration and development of the project, subject to specific conditions. During 2024, 2023 and 2022, the Company made additional cash investments of approximately \$15.9 million, \$6.1 million, and \$4.5 million, respectively, and \$64.6 million in total. Medco retains 51% ownership in the project company, and the Company and Medco are developing the project and will operate the power plant jointly. The Company accounted for its investment in the Ijen geothermal project company under the equity method prescribed by ASC 323 - Investments - Equity Method and Joint Ventures. Additionally, the Company signed a contract for supply of key equipment to the Ijen project. Refer to Note 18 - Transactions with Related Entities for additional information.

NOTE 6 — VARIABLE INTEREST ENTITIES

The Company's overall methodology for evaluating transactions and relationships under the variable interest entity ("VIE") accounting and disclosure requirements includes the following two steps: (i) determining whether the entity meets the criteria to qualify as a VIE; and (ii) determining whether the Company is the primary beneficiary of the VIE.

In performing the first step, the significant factors and judgments that the Company considers in making the determination as to whether an entity is a VIE include: (i) the design of the entity, including the nature of its risks and the purpose for which the entity was created, to determine the variability that the entity was designed to create and distribute to its interest holders; (ii) the nature of the Company's involvement with the entity; (iii) whether control of the entity may be achieved through arrangements that do not involve voting equity; (iv) whether there is sufficient equity investment at risk to finance the activities of the entity; and (v) whether parties other than the equity holders have the obligation to absorb expected losses or the right to receive residual returns.

If the Company identifies a VIE based on the above considerations, it then performs the second step and evaluates whether it is the primary beneficiary of the VIE by considering the following significant factors and judgments: (i) whether the Company has the power to direct the activities of the VIE that most significantly impact the entity's economic performance; and (ii) whether the Company has the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE.

The Company's VIEs include certain of its wholly owned subsidiaries that own one or more power plants with long-term PPAs. In most cases, the PPAs require the utility to purchase substantially all of the plant's electrical output over a significant portion of its estimated useful life. Some of the VIEs have associated project financing debt that is non-recourse to the general creditors of the Company, is collateralized by substantially all of the assets of the VIE and those of its wholly owned subsidiaries (also VIEs) and is fully and unconditionally guaranteed by such subsidiaries. The Company has concluded that such entities are VIEs primarily because the entities do not have sufficient equity at risk and/or subordinated financial support is provided through the long-term PPAs. The Company has evaluated each of its VIEs to determine the primary beneficiary by considering the party that has the power to direct the most significant activities of the entity. Such activities include, among others, construction of the power plant, operations and maintenance, dispatch of electricity, financing and strategy. Except for power plants that it acquired, the Company is responsible for the construction of its power plants and generally provides operation and maintenance services. Primarily due to its involvement in these and other activities, the Company has concluded that it directs the most significant activities at each of its VIEs and, therefore, is considered the primary beneficiary. The Company performs an ongoing reassessment of the VIEs to determine the primary beneficiary for each. The Company has aggregated its consolidated VIEs into the following categories: (i) wholly owned subsidiaries with project debt; and (ii) wholly owned subsidiaries with PPAs.

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The tables below detail the assets and liabilities (excluding intercompany balances which are eliminated in consolidation) for the Company's VIEs, combined by VIE classifications, that were included in the consolidated balance sheets as of December 31, 2024 and 2023:

	December 31, 2024	
	Project Debt	PPAs
	(Dollars in thousands)	
Assets:		
Restricted cash and cash equivalents	\$ 111,248	\$ —
Other current assets	134,316	43,368
Property, plant and equipment, net	1,852,498	1,418,750
Construction-in-process	85,592	165,850
Other long-term assets	286,840	89,261
Total assets.....	<u>\$ 2,470,494</u>	<u>\$ 1,717,229</u>
Liabilities:		
Accounts payable and accrued expenses	\$ 28,028	\$ 12,635
Long-term debt	710,477	—
Other long-term liabilities.....	427,813	72,374
Total liabilities	<u>\$ 1,166,318</u>	<u>\$ 85,009</u>

	December 31, 2023	
	Project Debt	PPAs
	(Dollars in thousands)	
Assets:		
Restricted cash and cash equivalents	\$ 91,586	\$ —
Other current assets	154,781	46,501
Property, plant and equipment, net	1,646,973	1,155,947
Construction-in-process.....	112,469	264,133
Other long-term assets	306,183	43,478
Total assets.....	<u>\$ 2,311,992</u>	<u>\$ 1,510,059</u>
Liabilities:		
Accounts payable and accrued expenses	\$ 33,357	\$ 14,619
Long-term debt	545,954	—
Other long-term liabilities.....	440,621	61,285
Total liabilities	<u>\$ 1,019,932</u>	<u>\$ 75,904</u>

NOTE 7— FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value measurement guidance clarifies that fair value represents the amount that would be received upon selling an asset or paid upon transferring a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the fair value measurement guidance are described below:

Level 1 — unadjusted observable inputs that reflect quoted prices for identical assets or liabilities in active markets;

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Level 2 — inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly;

Level 3 — unobservable inputs.

The following table sets forth certain fair value information at December 31, 2024 and 2023 for financial assets and liabilities measured at fair value by level within the fair value hierarchy, as well as cost or amortized cost. As required by the fair value measurement guidance, assets and liabilities are classified in their entirety based on the lowest level of inputs that is significant to the fair value measurement.

		December 31, 2024			
		Fair Value			
	Carrying Value at December 31, 2024	Total	Level 1	Level 2	Level 3
		(Dollars in thousands)			
<u>Assets:</u>					
Current assets:					
Cash equivalents (including restricted cash accounts)	\$ 52,031	\$ 52,031	\$ 52,031	\$ —	\$ —
Derivatives: interest rate swap ⁽³⁾	180	180	—	180	—
Derivatives: currency forward contracts ⁽¹⁾	550	550	—	550	—
<u>Liabilities:</u>					
Current liabilities:					
Derivatives: cross-currency swap ⁽²⁾	(3,500)	(3,500)	—	(3,500)	—
Long-term liabilities:					
Derivatives: cross-currency swap ⁽²⁾	(6,653)	(6,653)	—	(6,653)	—
	\$ 42,607	\$ 42,607	\$ 52,031	\$ (9,424)	\$ —

		December 31, 2023			
		Fair Value			
	Carrying Value at December 31, 2023	Total	Level 1	Level 2	Level 3
		(Dollars in thousands)			
<u>Assets:</u>					
Current assets:					
Cash equivalents (including restricted cash accounts)	\$ 53,877	\$ 53,877	\$ 53,877	\$ —	\$ —
Derivatives: currency forward contracts ⁽¹⁾	1,406	1,406	—	1,406	—
<u>Liabilities:</u>					
Current liabilities:					
Derivatives: cross-currency swap ⁽²⁾	(3,686)	(3,686)	—	(3,686)	—
Long-term liabilities:					
Derivatives: cross-currency swap ⁽²⁾	(8,137)	(8,137)	—	(8,137)	—
	\$ 43,461	\$ 43,461	\$ 53,877	\$ (10,416)	\$ —

⁽¹⁾ These amounts relate to currency forward contracts valued primarily based on observable inputs, including forward and spot prices for currencies, net of contracted rates and then multiplied by notional amounts, and are included within "Receivables, other" and "Accounts payable and accrued expenses" on December 31, 2024 and December 31, 2023, as

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applicable, in the consolidated balance sheet with the corresponding gain or loss being recognized within "Derivatives and foreign currency transaction gains (losses)" in the consolidated statement of operations and comprehensive income.

⁽²⁾ These amounts relate to cross-currency swap contracts valued primarily based on the present value of the cross-currency swap future settlement prices for U.S. Dollar and New Israeli Shekel zero yield curves and the applicable exchange rate as of December 31, 2024 and December 31, 2023, as applicable. These amounts are included within "Accounts payable and accrued expenses" and "Other long-term liabilities" on December 31, 2024, and 2023, in the consolidated balance sheets. Cash collateral deposits in respect of the cross-currency swap are presented under "Receivables, others" in the consolidated balance sheet, and amounted to \$9.7 million as of December 31, 2024, and \$10.6 million as of December 31, 2023.

⁽³⁾ This amount relates to interest rate swap contracts valued primarily based on the present value of the interest rate swap settlement prices and the future 3-month SOFR prices based on USD zero yield curve as of December 31, 2024. This amount is included within "Receivables, other" in the consolidated balance sheets on December 31, 2024.

The following table presents the amounts of gain (loss) recognized in the consolidated statements of operations and comprehensive income (loss):

Derivatives instruments	Location of recognized gain (loss)	Amount of recognized gain (loss)		
		Year Ended December 31,		
		2024	2023	2022
(Dollars in thousands)				
Derivatives not designated as hedging instruments				
Currency forward contracts ⁽¹⁾	Derivative and foreign currency transaction gains (losses)	\$ 419	\$ (2,190)	\$ (5,466)
Derivatives designated as cash flow hedging instruments				
Cross-currency swap ⁽²⁾	Derivative and foreign currency transaction gains (losses)	357	(6,201)	(36,803)
Interest rate swap ⁽²⁾	Interest expenses, net	1,504	—	—
Total.....		1,861	(6,201)	(36,803)

⁽¹⁾ The foregoing currency forward transactions were not designated as hedge transactions and were marked to market with the corresponding gains or losses recognized within "Derivatives and foreign currency transaction gains (losses)" in the consolidated statements of operations and comprehensive income.

⁽²⁾ The foregoing cross-currency and interest rate swap transactions were designated as a cash flow hedging instruments. The changes in the cross-currency swap fair value are initially recorded in "Other comprehensive income (loss)" and a corresponding amount is reclassified out of "Accumulated other comprehensive income (loss)" to "Derivatives and foreign currency transaction gains (losses)" to offset the remeasurement of the underlying hedged transaction which also impacts the same line item in the consolidated statements of operations and comprehensive income. The changes in the interest rate swap fair value are initially recorded in "Other comprehensive income (loss)" and a corresponding amount is reclassified out of "Accumulated other comprehensive income (loss)" to "Interest expenses, net" to offset the remeasurement of the underlying hedged transaction which also impacts the same line item in the consolidated statements of operations and comprehensive income.

There were no transfers of assets or liabilities between Level 1, Level 2 and Level 3 during the year ended December 31, 2024.

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The following table presents the effect of derivative instruments designated as cash flow hedges on the consolidated statements of operations and comprehensive income (loss) for the years ended December 31, 2024, 2023 and 2022:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Cash flow hedges:			
Balance in Accumulated other comprehensive income (loss) beginning of period.....	\$ (318)	\$ 3,920	\$ 5,745
<u>Gain or (loss) recognized in Other comprehensive income (loss):</u>			
Cross-currency swap.....	1,346	1,963	(38,628)
Interest rate swap.....	1,517	—	—
<u>Amount reclassified from Other comprehensive income (loss) into earnings:</u>			
Cross-currency swap.....	(357)	(6,201)	36,803
Interest rate swap.....	(1,504)	—	—
Balance in Other comprehensive income (loss) end of period	\$ 684	\$ (318)	\$ 3,920

⁽¹⁾ The amount of gain or (loss) recognized in Other comprehensive income (loss) for the years ended December 31, 2024, 2023 and 2022 is net of tax of \$0.3 million, \$1.5 million and \$0.5 million, respectively.

The estimated net amount of existing gain (loss) that is reported in "Accumulated other comprehensive income (loss)" as of December 31, 2024 that is expected to be reclassified into earnings within the next 12 months is immaterial. The maximum length of time over which the Company is hedging its exposure to the variability in future cash flow is from the transaction commencement date through June 2031.

The fair value of the Company's long-term debt approximates its fair value, except for the following:

	Fair Value		Carrying Amount ^(*)	
	2024	2023	2024	2023
	(Dollars in millions)		(Dollars in millions)	
Hapoalim 2024 Loan	\$ 69.7	\$ —	\$ 68.0	\$ —
HSBC Bank 2024 Loan	117.2	—	112.5	—
Mammoth Senior Secured Notes	130.8	—	129.2	—
Discount 2024 Loan	30.6	—	29.8	—
Discount 2024 II Loan	48.5	—	48.4	—
Bottleneck Loan.....	72.9	—	72.6	—
Mizrahi Loan	51.7	61.4	51.6	60.9
Mizrahi Loan 2023	45.1	52.0	43.8	50.0
Convertible Senior Notes.....	471.2	444.6	476.4	431.3
HSBC Loan	27.6	33.8	28.6	35.7
Hapoalim Loan	59.3	75.0	62.5	80.4
Hapoalim Loan 2023	89.6	99.7	85.0	95.0
Discount Loan	59.0	69.9	62.5	75.0
Financing Liability - Dixie Valley	223.4	207.2	220.6	225.8
Olkaria III Loan - DFC	99.4	116.4	102.5	120.7
Olkaria III plant 4 Loan - DEG 2	17.0	21.6	17.5	22.5
Olkaria III plant 1 Loan - DEG 3.....	14.9	19.0	15.3	19.7
DEG 4 Loan.....	30.9	—	30.0	—
Platanares Loan - DFC	62.8	71.3	63.5	71.7
OFC 2 LLC Senior Secured Notes ("OFC 2").....	119.4	134.2	126.9	142.5
Don A. Campbell 1 Senior Secured Notes ("DAC 1").....	47.6	52.3	52.2	57.4
USG Prudential - NV.....	21.2	22.3	23.0	23.9
USG Prudential - ID Refinancing	51.3	54.1	55.9	58.9
USG DOE.....	27.3	30.0	27.5	30.2
Senior Unsecured Bonds	172.0	202.8	192.2	220.6
Senior Unsecured Loan	135.8	150.4	141.2	158.0
Other long-term debt	3.8	6.8	3.9	7.7

^(*) The carrying amount value excludes the related deferred financing costs.

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The fair value of the long-term debt is determined by a valuation model, which is based on a conventional discounted cash flow methodology and utilizes assumptions of current borrowing rates, except for the fair value of the Convertible Senior Notes for which the fair value was estimated based on a quoted bid price of the Notes in an over-the-counter market on the last trading day of the reporting period. A hypothetical change in the quoted bid price will result in a corresponding change in the estimated fair value of the Notes. The carrying value of the deposits, the short-term revolving credit lines with banks and the commercial paper approximate their fair value.

In recent years, interest rate for both short-term and long-term debt have increased, and additional changes to the related interest rate may have a direct impact on the fair value of the Company's long-term debt.

The following table presents the fair value of financial instruments as of December 31, 2024:

	Level 1	Level 2	Level 3	Total
	(Dollars in millions)			
Hapoalim 2024 Loan.....	\$ —	\$ —	\$ 69.7	\$ 69.7
HSBC Bank 2024 Loan	—	—	117.2	117.2
Mammoth Senior Secured Notes	—	—	130.8	130.8
Discount 2024 Loan.....	—	—	30.6	30.6
Discount 2024 II Loan	—	—	48.5	48.5
Bottleneck Loan.....	—	—	72.9	72.9
Mizrahi Loan.....	—	—	51.7	51.7
Mizrahi Loan 2023.....	—	—	45.1	45.1
Convertible Senior Notes.....	—	471.2	—	471.2
HSBC Loan.....	—	—	27.6	27.6
Hapoalim Loan	—	—	59.3	59.3
Hapoalim Loan 2023.....	—	—	89.6	89.6
Discount Loan.....	—	—	59.0	59.0
Financing Liability - Dixie Valley.....	—	—	223.4	223.4
Olkaria III - DFC	—	—	99.4	99.4
Olkaria III plant 4 - DEG 2	—	—	17.0	17.0
Olkaria III plant 1 - DEG 3	—	—	14.9	14.9
DEG 4 Loan.....	—	—	30.9	30.9
Platanares Loan - DFC.....	—	—	62.8	62.8
OFC 2 Senior Secured Notes	—	—	119.4	119.4
DAC 1 Senior Secured Notes	—	—	47.6	47.6
USG Prudential - NV	—	—	21.2	21.2
USG Prudential - ID Refinancing.....	—	—	51.3	51.3
USG DOE	—	—	27.3	27.3
Senior Unsecured Bonds	—	—	172.0	172.0
Senior Unsecured Loan	—	—	135.8	135.8
Other long-term debt	—	—	3.8	3.8
Deposits	20.5	—	—	20.5

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The following table presents the fair value of financial instruments as of December 31, 2023:

	Level 1	Level 2	Level 3	Total
	(Dollars in millions)			
Mizrahi Loan.....	\$ —	\$ —	\$ 61.4	\$ 61.4
Mizrahi Loan 2023.....	—	—	52.0	52.0
Convertible Senior Notes.....	—	444.6	—	444.6
HSBC Loan.....	—	—	33.8	33.8
Hapoalim Loan	—	—	75.0	75.0
Hapoalim Loan 2023.....	—	—	99.7	99.7
Discount Loan.....	—	—	69.9	69.9
Financing Liability - Dixie Valley.....	—	—	207.2	207.2
Olkaria III Loan - DFC	—	—	116.4	116.4
Olkaria III plant 4 - DEG 2	—	—	21.6	21.6
Olkaria III plant 1 - DEG 3	—	—	19.0	19.0
Platanares Loan - DFC.....	—	—	71.3	71.3
OFC 2 Senior Secured Notes	—	—	134.2	134.2
DAC 1 Senior Secured Notes.....	—	—	52.3	52.3
USG Prudential - NV	—	—	22.3	22.3
USG Prudential - ID.....	—	—	54.1	54.1
USG DOE	—	—	30.0	30.0
Senior Unsecured Bonds.....	—	—	202.8	202.8
Senior Unsecured Loan.....	—	—	150.4	150.4
Other long-term debt.....	—	—	6.8	6.8
Deposits	20.9	—	—	20.9

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NOTE 8 — PROPERTY, PLANT AND EQUIPMENT AND CONSTRUCTION-IN-PROCESS

Property, Plant and Equipment

Property, plant and equipment, net, consist of the following:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Land owned by the Company where the geothermal resource is located.....	\$ 51,500	\$ 47,612
Leasehold improvements.....	12,746	12,588
Machinery and equipment.....	389,252	341,931
Land, buildings and office equipment.....	145,272	127,970
Vehicles.....	20,159	17,097
Energy storage equipment.....	324,065	158,604
Solar facility equipment.....	97,502	59,214
Geothermal and recovered energy generation power plants, including geothermal wells and exploration and resource development costs:		
United States of America, net of cash grants.....	3,585,209	3,191,505
Foreign countries.....	919,680	868,289
Asset retirement cost.....	59,831	59,123
Total cost of property, plant and equipment.....	5,605,216	4,883,933
Less accumulated depreciation.....	(2,103,330)	(1,884,984)
Property, plant and equipment, net.....	<u>\$ 3,501,886</u>	<u>\$ 2,998,949</u>

Depreciation expense for the years ended December 31, 2024, 2023 and 2022 amounted to \$222.2 million, \$186.5 million and \$163.2 million, respectively. Depreciation expense for the years ended December 31, 2024, 2023, and 2022 is net of the impact of the cash grant in the amount of \$6.9 million, \$6.9 million and \$7.5 million, respectively.

U.S. Operations

The net book value of the property, plant and equipment, including construction-in-process, located in the United States was approximately \$3,429.7 million and \$3,059.7 million as of December 31, 2024 and 2023, respectively. These amounts as of December 31, 2024 and 2023 are net of cash grants in the amount of \$121.1 million and \$128.0 million, respectively.

Foreign Operations

The net book value of property, plant and equipment, including construction-in-process, located outside of the United States was approximately \$827.8 million and \$754.2 million as of December 31, 2024 and 2023, respectively.

The Company, through its wholly owned subsidiary, OrPower 4, Inc. (“OrPower 4”), owns and operates geothermal power plants in Kenya. The net book value of assets associated with the power plants was \$382.7 million and \$377.6 million as of December 31, 2024 and 2023, respectively. The Company sells the electricity produced by the power plants to Kenya Power and Lighting Co. Ltd. (“KPLC”) under a 20-year PPA ending between 2033 and 2036.

The Company, through its wholly owned subsidiary, Orzunil I de Electricidad, Limitada (“Orzunil”), owns a 97% interest in a geothermal power plant in Guatemala. The net book value of the assets related to the power plant was \$30.6 million and \$31.9 million at December 31, 2024 and 2023, respectively. The Company sells the electricity produced by the power plants to INDE, a Guatemalan power company under a PPA ending in 2034.

The Company, through its wholly owned subsidiary, Ortitlan, Limitada (“Ortitlan”), owns a power plant in Guatemala. The net book value of the assets related to the power plant was \$41.0 million and \$42.8 million at December 31, 2024 and 2023, respectively.

The Company, through its wholly owned subsidiary, GeoPlatanares, signed a BOT contract for the Platanares geothermal project in Honduras with ELCOSA, a privately owned Honduran energy company, for 15 years from the commercial operation date. Platanares sells the electricity produced by the power plants to ENEE, the national utility of Honduras under

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a 30-year PPA which expires in 2047. The net book value of the assets related to the power plant was \$74.9 million and \$81.9 million at December 31, 2024 and 2023, respectively.

The Company, through its subsidiary, Guadeloupe Bouillante ("GB"), owns a power plant in Guadeloupe. The net book value of the assets related to the power plant was \$112.4 million and \$101.7 million at December 31, 2024 and 2023, respectively. GB sells the electricity produced by the power plants to EDF, the French electric utility, under a 15-year PPA ending in 2030.

Construction-in-Process

Construction-in-process consists of the following:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Projects under exploration and development:		
Up-front bonus costs	\$ 5,331	\$ 5,335
Exploration and development costs	187,669	156,438
Interest capitalized	703	703
Total projects under exploration and development	193,703	162,476
Projects under construction:		
Up-front bonus costs	11,031	11,156
Drilling and construction costs	529,773	618,416
Interest capitalized	21,082	22,919
Total projects under construction	561,886	652,491
Total projects under exploration and development and construction	<u>\$ 755,589</u>	<u>\$ 814,967</u>

	Projects under exploration and development			
	Up-front Bonus Costs	Exploration and Development Costs	Interest Capitalized	Total
	(Dollars in thousands)			
Balance at December 31, 2021	\$ 5,335	\$ 44,664	\$ 703	\$ 50,702
Cost incurred during the year	—	44,566	—	44,566
Balance at December 31, 2022	5,335	89,230	703	95,268
Cost incurred during the year	—	70,667	—	70,667
Write-off of unsuccessful exploration costs	—	(3,459)	—	(3,459)
Balance at December 31, 2023	5,335	156,438	703	162,476
Cost incurred during the year	—	36,339	—	36,339
Write off of unsuccessful exploration costs	(4)	(1,967)	—	(1,971)
Transfer of projects under exploration and development to projects under construction	—	(3,141)	—	(3,141)
Balance at December 31, 2024	<u>\$ 5,331</u>	<u>\$ 187,669</u>	<u>\$ 703</u>	<u>\$ 193,703</u>

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	Projects under construction			
	Up-front Bonus Costs	Drilling and Construction Costs	Interest Capitalized	Total
	(Dollars in thousands)			
Balance at December 31, 2021.....	\$ 39,156	\$ 611,553	\$ 20,072	\$ 670,781
Cost incurred during the year	—	489,953	5,573	495,526
Transfer of completed projects to property, plant and equipment	(28,000)	(340,377)	—	(368,377)
Balance at December 31, 2022.....	11,156	761,129	25,645	797,930
Cost incurred during the year	—	473,422	15,181	488,603
Cost write-off	—	(993)	—	(993)
Transfer of completed projects to property, plant and equipment	—	(615,142)	(17,907)	(633,049)
Balance at December 31, 2023.....	11,156	618,416	22,919	652,491
Cost incurred during the year	—	367,674	12,212	379,886
Cost write off	—	(1,958)	—	(1,958)
Transfer of projects under exploration and development to projects under construction	—	3,141	—	3,141
Transfer of completed projects to property, plant and equipment	(125)	(457,500)	(14,049)	(471,674)
Balance at December 31, 2024.....	<u>\$ 11,031</u>	<u>\$ 529,773</u>	<u>\$ 21,082</u>	<u>\$ 561,886</u>

Impairment of Long-lived Assets

The Brawley power plant has been generating electricity below its generating capacity of 13MW due to continuous wellfield issues which have resulted in higher-than-expected operating costs and lower-than-expected electricity revenues. The Company implemented a number of remediation plans and technical solutions involving additional investments in the power plant in order to improve its performance and reduce operating costs, however, during the fourth quarter of 2022, as a result of the failure of the recent remediation plan and the lower than forecasted performance of the power plant during that quarter, the Company decided that it was no longer economical to continue investing in the Brawley power plant as the probability of success of additional wellfield work to increase capacity and reduce operating costs is low. The Company concluded that the power plant can be operated at optimal capacity of 7MW or lower which will require lower investment and results in lower operating costs.

Based on the above circumstances and indicators, the Brawley power plant was tested for recoverability during the fourth quarter of 2022 by comparing the carrying amount of its assets to the estimated future net undiscounted cash flows expected to be generated by such assets, the result of which was that the carrying amount of the asset was above the estimated future net undiscounted cash flows. The Company then estimated the fair value of those assets using the expected future discounted cash flow approach using Level 3 inputs under ASC 820, as a measure of fair value as it deemed it to be the most appropriate for the power plant. As a result of the impairment analysis, the Brawley power plant was written down to its fair value of \$13.6 million and the Company recorded a non-cash impairment loss of \$30.5 million which was presented in the consolidated statement of operations and comprehensive income (loss) under "Impairment of long-lived-assets" for the year ended December 31, 2022. This write-down is allocated to the Electricity segment.

In estimating the fair value for the power plant, the Company utilized the discounted cash flow approach ("DCF") which is a form of the Income Approach. The DCF approach is based on the present value of the estimated cash flow expected to be generated by the Brawley power plant which is the asset group. The expected cash flow was discounted using a rate of return that reflects the relative risk of the asset, as well as the time value of money. The determination of the Company and asset specific risk-adjusted discount rate is based on the weighted-average cost of capital ("WACC") taking into consideration the value of equity and interest-bearing debt. The Company applied a WACC rate of 9% in the estimation of the Brawley power plant. The Company noted that a 1% change to the WACC or long-term growth rates would not yield a significant change in the estimated fair value of the Brawley power plant. In addition to the WACC rate of 9%, other significant inputs of the future net cash flow estimates were generation capacity output, average realized price, and operating costs growth rate.

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These future net cash flow estimates are classified as Level 3 within the fair value hierarchy. Below are the significant unobservable inputs included in the valuation as of the year ended December 31, 2022.

Significant Unobservable Inputs:

Average generation capacity (MW)	7
Electricity price escalation (%)	2.2 %
Cost long-term growth rate	2.2 %
Average realized electricity price (\$/MW)	92.2

NOTE 9 — INTANGIBLE ASSETS AND GOODWILL

As of December 31, 2024 and 2023, intangible assets amounted to \$301.7 million and \$307.6 million, respectively, net of accumulated amortization of \$177.7 million and \$150.2 million, respectively. Intangible assets are mainly related to the Company's PPAs acquired in business combination transactions, and to its energy storage activities.

The following table summarizes the information related to the Company's intangible assets as of December 31, 2024 and 2023:

	December 31, 2024		December 31, 2023	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(Dollars in thousands)		(Dollars in thousands)	
Amortized intangible assets				
Electricity segment	\$ 425,115	\$ (150,108)	\$ 403,511	\$ (127,324)
Storage segment	54,310	(27,573)	54,310	(22,888)
Total	<u>\$ 479,425</u>	<u>\$ (177,681)</u>	<u>\$ 457,821</u>	<u>\$ (150,212)</u>

Amortization expense for the years ended December 31, 2024, 2023 and 2022 amounted to \$27.8 million, \$26.8 million and \$27.2 million, respectively.

In January 2024, the Company completed the acquisition of a portfolio of geothermal and solar assets from EGPNA which resulted in an increase of \$23.6 million to intangible assets relating to long-term electricity PPAs, as further described under Note 2 to the consolidated financial statements. There were no additions to intangible assets in 2023.

The Company tested the intangible assets for recoverability in December 2024, 2023 and 2022 and assessed whether there were events or change in circumstances which may indicate that the intangible assets are not recoverable. The Company's assessment resulted in that there were no write-offs of intangible assets in 2024, 2023 and 2022, except for an immaterial amount of \$0.9 million related to specific storage customer related assets in 2022.

Estimated future amortization expense for the intangible assets as of December 31, 2024 is as follows:

	(Dollars in thousands)
Year ending December 31:	
2025	\$ 28,482
2026	26,277
2027	24,395
2028	24,374
2029	24,350
Thereafter	169,776
Total	<u>\$ 297,654</u>

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Goodwill

Goodwill amounting to \$151.0 million and \$90.5 million as of December 31, 2024 and 2023, respectively, represents the excess of the fair value of consideration transferred in business combination transactions over the fair value of tangible and intangible assets acquired, net of the fair value of liabilities assumed and non-controlling interest (as applicable) in the acquisitions. For the years 2024, 2023 and 2022, the Company's qualitative impairment assessment of goodwill related to its reporting units resulted in no impairment.

Changes in the carrying amount of the Company's goodwill for the years ended December 31, 2024 and 2023 were as follows:

	<u>2024</u>	<u>2023</u>
	(Dollars in thousands)	
Goodwill as of January 1,.....	\$ 90,544	\$ 90,325
Goodwill acquired ⁽¹⁾	60,872	—
Translation differences	<u>(393)</u>	<u>219</u>
Goodwill as of December 31,.....	<u>\$ 151,023</u>	<u>\$ 90,544</u>

⁽¹⁾ Goodwill acquired in 2024 is related to the Enel Purchase transaction as further described under Note 2 to the consolidated financial statements.

NOTE 10 — ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

	<u>December 31,</u>	
	<u>2024</u>	<u>2023</u>
	(Dollars in thousands)	
	(Dollars in thousands)	
Trade payable.....	\$ 124,697	\$ 140,694
Salaries and other payroll costs.....	30,206	28,302
Customer advances	3,613	769
Accrued interest	23,274	17,826
Income tax payable	8,885	6,995
Property tax payable	3,812	2,606
Scheduling and transmission.....	1,714	1,892
Royalty accrual	7,062	5,445
Deferred income related to recovery of damages from a supplier	22,500	—
Warranty accrual	1,287	1,812
Other	7,284	8,177
Total	<u>\$ 234,334</u>	<u>\$ 214,518</u>

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NOTE 11 — LONG-TERM DEBT, CREDIT AGREEMENTS AND FINANCE LIABILITY

Long-term debt consists of the following loan agreements:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Limited and non-recourse agreements (*):		
Limited recourse:		
Loan agreement with DFC (the Olkaria III power plant)	\$ 102,520	\$ 120,668
Loan agreement with DFC (the Platanares power plant)	63,495	71,687
Idaho Refinancing, U.S. Department of Energy and Prudential Capital Group Nevada.	106,420	112,959
OFC 2 Senior Secured Notes	126,859	142,464
Mammoth Senior Secured Notes	129,245	—
Bottleneck Loan	72,600	—
Other loans	1,867	3,460
Non-recourse:		
DAC 1 Senior Secured Notes	52,219	57,397
Other loans	2,090	4,216
Total limited and non-recourse agreements	\$ 657,315	\$ 512,852
Less current portion	(70,262)	(57,207)
Noncurrent portion.....	<u>\$ 587,053</u>	<u>\$ 455,645</u>
Full recourse agreements (*):		
Senior Unsecured Bonds - Series 4	\$ 192,218	\$ 220,568
Senior Unsecured Loan (“Migdal”).....	141,200	158,000
Other full recourse loans ⁽¹⁾	592,603	397,009
Loan agreements with DEG	62,792	42,160
Total full recourse agreements.....	\$ 988,812	\$ 817,737
Less current portion.....	(161,313)	(116,864)
Noncurrent portion	<u>\$ 827,499</u>	<u>\$ 700,873</u>
Convertible senior notes (all noncurrent) (*).....	<u>\$ 476,437</u>	<u>\$ 431,250</u>
Financing liability.....	\$ 220,569	\$ 225,760
Less current portion	(4,093)	(5,141)
Noncurrent portion.....	<u>\$ 216,476</u>	<u>\$ 220,619</u>

(*) The amounts presented exclude the related deferred financing costs, if any.

⁽¹⁾ Includes the following loans: Hapoalim, Hapoalim 2023, Hapoalim 2024, Mizrahi, Mizrahi 2023, HSBC, Discount, Discount 2024 and Discount 2024 II loans.

Full-Recourse Third-Party Debt

Hapoalim 2024 Loan

Concurrently with the purchase transaction with EGPNA, on January 2, 2024, as further described under Note 2, the Company entered into a definitive loan agreement (the “BHI Loan Agreement 2024”) with Hapoalim Bank. The BHI Loan Agreement 2024 provides for a loan by Hapoalim Bank to the Company in an aggregate principal amount of \$75 million (the “Hapoalim 2024 Loan”). The BHI Loan Agreement 2024 includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$75 million, and (iii) an equity capital to total assets ratio of not less than

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25%. The BHI Loan Agreement includes other customary affirmative and negative covenants, including nonpayment and noncompliance events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Hapoalim 2024 Loan.....	\$75.0	\$68.0	6.6%	January 2032
⁽¹⁾ payable quarterly.				

HSBC Bank 2024 Loan

Concurrently with the purchase transaction with EGPNA, on January 2, 2024, as further described under Note 2, the Company entered into a definitive loan agreement (the "HSBC Loan Agreement 2024") with HSBC Bank. The HSBC Loan Agreement 2024 provides for a loan by HSBC Bank to the Company in an aggregate principal amount of \$125 million (the "HSBC Bank 2024 Loan"). The outstanding principal amount of the HSBC Bank 2024 Loan will be repaid in 7 semi-annual payments of \$12.5 million each, commencing on July 1, 2024, and an additional final principal payment on January 1, 2028 of \$37.5 million. The duration of the HSBC Bank 2024 Loan is 4 years and it bears interest of 3-month Secured Overnight Financing Rate ("SOFR") plus 2.25%, payable quarterly. The HSBC Loan Agreement 2024 includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The HSBC Loan Agreement 2024 includes other customary affirmative and negative covenants, including nonpayment and noncompliance events of default. As of December 31, 2024, the covenants have been met.

Interest Rate Swap

Concurrently with the issuance of the HSBC Bank 2024 Loan, the Company entered into a long-term interest rate swap ("IR Swap") transaction with the objective of hedging the variable interest rate fluctuations related to the HSBC Bank 2024 Loan at a fixed 3-month SOFR of 3.9%. The terms of the IR Swap match those of the HSBC Bank 2024 Loan, including the notional amount of the principal and interest payment dates. The Company designated the IR Swap as a cash flow hedge as per ASC 815, Derivatives and Hedging, and accordingly measures the IR Swap instrument at fair value. The changes in the IR Swap fair value are initially recorded in Other Comprehensive Income (Loss) and reclassified to Interest expense, net in the same period or periods during which the hedged transaction affects earnings. The hedged transaction and the IR Swap effect in earnings are presented in the same line item in the consolidated statements of operations and comprehensive income.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
HSBC Bank 2024 Loan.....	\$125.0	\$112.5	SOFR+2.25%	January 2028
⁽¹⁾ payable quarterly.				

Discount 2024 Loan

On May 22, 2024, the Company entered into a definitive loan agreement (the "Discount 2024 Loan Agreement") with Israel Discount Bank Ltd. ("Discount Bank"). The Discount 2024 Loan Agreement provides for a loan by Discount Bank to the Company in an aggregate principal amount of \$31.8 million (the "Discount 2024 Loan"). The outstanding principal amount of the Discount 2024 Loan will be repaid in 32 quarterly payments of \$1 million each, commencing on August 22, 2024. The Discount 2024 Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Discount 2024 Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Discount 2024 Loan.....	\$31.8	\$29.8	6.75%	May 2032
⁽¹⁾ payable quarterly.				

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Discount 2024 II Loan

On September 26, 2024, the Company entered into a definitive loan agreement (the "Discount 2024 II Loan Agreement") with Discount Bank of New York ("Discount NY Bank"). The Discount 2024 II Loan Agreement provides for a loan by Discount NY Bank to the Company in an aggregate principal amount of \$50 million (the "Discount 2024 II Loan"). The outstanding principal amount of the Discount 2024 II Loan will be repaid in 15 quarterly payments of \$1.56 million each, commencing on December 31, 2024, with a final 16th payment equal to the remaining unpaid principal amount of the loan of \$26.6 million. The duration of the Discount 2024 II Loan is 4 years, unless extended by the Company under certain conditions for an additional period of up to 4 years. The Discount 2024 II Loan bears an annual interest of 3-month Term SOFR plus 2.35%, with a SOFR floor of 2.5%. The Discount 2024 II Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Discount 2024 II Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Discount 2024 II Loan	\$50.0	\$48.4	SOFR+2.35%	September 2028

⁽¹⁾ payable quarterly.

Mizrahi 2023 Loan

On November 1, 2023, the Company entered into a definitive loan agreement (the "Mizrahi 2023 Loan Agreement") with Mizrahi Tefahot Bank Ltd. ("Mizrahi Bank"). The Mizrahi 2023 Loan Agreement provides for a loan by Mizrahi Bank to the Company in an aggregate principal amount of \$50.0 million (the "Mizrahi 2023 Loan"). The outstanding principal amount of the Mizrahi 2023 Loan will be repaid in 16 semi-annual payments of \$3.1 million each, commencing on April 12, 2024. The duration of the Mizrahi 2023 Loan is 8 years. The Mizrahi 2023 Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Mizrahi 2023 Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Mizrahi Loan 2023	\$50.0	\$43.8	7.15%	October 2031

⁽¹⁾ payable semi-annually.

Hapoalim 2023 Loan

On February 27, 2023, the Company entered into a definitive loan agreement (the "BHI Loan Agreement") with Bank Hapoalim B.M. ("Hapoalim Bank"). The BHI Loan Agreement provides for a loan by Hapoalim Bank to the Company in an aggregate principal amount of \$100.0 million (the "BHI Loan" or "Hapoalim 2023 Loan"). The outstanding principal amount of the BHI Loan will be repaid in 20 semi-annual payments of \$5.0 million each, commencing on August 27, 2023. The duration of the BHI Loan is 10 years. The BHI Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The BHI Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Hapoalim 2023 Loan	\$100.0	\$85.0	6.45%	February 2033

⁽¹⁾ payable semi-annually.

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Mizrahi Bank Loan

On April 12, 2022, the Company entered into a definitive loan agreement (the "Mizrahi Loan Agreement") with Mizrahi Tefahot Bank Ltd. ("Mizrahi Bank"). The Mizrahi Loan Agreement provides for a loan by Mizrahi Bank to the Company in an aggregate principal amount of \$75.0 million (the "Mizrahi Bank Loan"). The outstanding principal amount of the Mizrahi Bank Loan will be repaid in 16 semi-annual payments of \$4.7 million each, commencing on October 12, 2022. The duration of the Mizrahi Bank Loan is 8 years. The Mizrahi Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Mizrahi Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Mizrahi Bank Loan.....	\$75.0	\$51.6	4.10%	April 2030
⁽¹⁾ payable semi-annually.				

Bank Hapoalim Loan

On July 12, 2021, the Company entered into a definitive loan agreement (the "Hapoalim Loan Agreement") with Bank Hapoalim B.M. ("Bank Hapoalim"). The Hapoalim Loan Agreement provides for a loan by Bank Hapoalim to the Company in an aggregate principal amount of \$125 million (the "Hapoalim Loan"). The outstanding principal amount of the Hapoalim Loan will be repaid in 14 semi-annual payments of \$8.9 million each, commencing on December 12, 2021. The duration of the Hapoalim Loan is 7 years. The Hapoalim Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Hapoalim Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Hapoalim Loan.....	\$125.0	\$62.5	3.45%	June 2028
⁽¹⁾ payable semi-annually.				

HSBC Bank Loan

On July 15, 2021, the Company entered into a definitive loan agreement (the "HSBC Loan Agreement") with HSBC Bank PLC ("HSBC Bank"). The HSBC Loan Agreement provides for a loan by HSBC Bank to the Company in an aggregate principal amount of \$50 million (the "HSBC Loan"). The outstanding principal amount of the HSBC Loan will be repaid in 14 semi-annual payments of \$3.6 million each, commencing on January 19, 2022. The duration of the HSBC Loan is 7 years. The HSBC Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The HSBC Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
HSBC Loan	\$50.0	\$28.6	3.45%	July 2028
⁽¹⁾ payable semi-annually.				

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Discount Bank Loan

On September 2, 2021, the Company entered into a definitive loan agreement (the "Discount Loan Agreement") with Israel Discount Bank Ltd. ("Discount Bank"). The Discount Loan Agreement provides for a loan by Discount Bank to the Company in an aggregate principal amount of \$100 million (the "Discount Loan"). The outstanding principal amount of the Discount Loan will be repaid in 16 semi-annual payments of \$6.25 million each, commencing on March 2, 2022. The duration of the Discount Loan is 8 years. The Discount Loan Agreement includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Discount Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Discount Loan.....	\$100.0	\$62.5	2.9%	September 2029

⁽¹⁾ payable semi-annually.

Senior Unsecured Bonds - Series 4

On July 1, 2020, the Company concluded an auction tender and accepted subscriptions for New Israeli Shekels ("NIS") 1.0 billion aggregate principal amount of senior unsecured bonds (the "Senior Unsecured Bonds - Series 4"). The Senior Unsecured Bonds - Series 4 are denominated in NIS and were converted to approximately \$289.8 million using a cross-currency swap transaction shortly after the completion of such issuance as further detailed below. The Senior Unsecured Bonds - Series 4 are payable semi-annually in arrears starting December 2020 and will be repaid in 10 equal annual payments commencing June 2022 unless prepaid earlier by the Company pursuant to the terms and conditions of the trust instrument that governs the Senior Unsecured Bonds - Series 4. As of December 31, 2024, the covenants relating to the Senior Unsecured Bonds - Series 4 have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Senior Unsecured Bonds - Series 4 .	\$ 289.8	\$ 192.2	3.35 %	June 2031

⁽¹⁾ payable semi-annually.

Cross-Currency Swap

Concurrently with the issuance of the Senior Unsecured Bonds - Series 4, the Company entered into a long-term cross-currency swap with the objective of hedging the currency rate fluctuations related to the aggregated principal amount and interest of the Senior Unsecured Bonds - Series 4 at an average fixed rate of 4.34%. The terms of the cross-currency swap match those of the Senior Unsecured Bonds - Series 4, including the notional amount of the principal and interest payment dates. The Company designated the cross-currency swap as a cash flow hedge as per ASC 815, Derivatives and Hedging and accordingly measures the cross-currency swap instrument at fair value. The changes in the cross-currency swap fair value are initially recorded in Other Comprehensive Income (Loss) and reclassified to Derivatives and foreign currency transaction gains (losses) in the same period or periods during which the hedged transaction affects earnings. The hedged transaction and the Senior Unsecured Bonds - Series 4 effect in earnings are presented in the same line item in the consolidated statements of operations and comprehensive income.

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Senior Unsecured Loan

On March 22, 2018 the Company entered into a definitive loan agreement (the "Migdal Loan Agreement") with Migdal Insurance Company Ltd., Migdal Makefet Pension and Provident Funds Ltd. and Yozma Pension Fund of Self-Employed Ltd., all entities within the Migdal Group, a leading Israeli insurance company and institutional investor in Israel. The Migdal Loan Agreement provides for a loan by the lenders to the Company in an aggregate principal amount of \$100.0 million (the "Migdal Loan"). The Migdal Loan is repaid in 15 semi-annual payments of \$4.2 million each, commencing on September 15, 2021, with a final payment of \$37.0 million on March 15, 2029.

The Loan is subject to early redemption by the Company prior to maturity from time to time (but not more frequently than once per quarter) and at any time in whole or in part, at a redemption price set forth in the Migdal Loan Agreement. If the rating of the Company is downgraded to "ilA-" (or equivalent), of any of Standard and Poor's, Moody's or Fitch (whether in Israel or outside of Israel) (each a "Credit Rating Agency"), the interest rate applicable to the Migdal Loan will increase by 0.50%. If the rating of the Company is further downgraded to a lower level by any Credit Rating Agency, the interest rate applicable to the Migdal Loan will be increased by 0.25% for each additional downgrade. In no event will the cumulative increase in the interest rate applicable to the Loan exceed 1% regardless of the cumulative rating downgrade. A subsequent upgrade or reinstatement of a rating by any Credit Rating Agency will reduce the interest rate applicable to the Migdal Loan by 0.25% for each upgrade (but in no event will the interest rate applicable to the Migdal Loan fall below the base interest rate of 4.8%). Additionally, if the ratio between short-term and long-term debt to financial institutions and bondholders, deducting cash and cash equivalents to EBITDA is equal to or higher than 4.5, the interest rate on all amounts then outstanding under the Migdal Loan shall be increased by 0.5% per annum over the interest rate then-applicable to the Migdal Loan.

The Migdal Loan Agreement includes various affirmative and negative covenants, including a covenant that the Company maintain (i) a debt to adjusted EBITDA ratio below 6.0, (ii) a minimum equity amount (as shown on its consolidated financial statements, excluding noncontrolling interests) of not less than \$750 million, and (iii) an equity attributable to Company's stockholders to total assets ratio of not less than 25%. The Migdal Loan Agreement includes other customary affirmative and negative covenants and events of default.

On March 25, 2019, the Company entered into a first addendum ("First Addendum") to the Migdal Loan Agreement with the Migdal Group dated March 22, 2018. The First Addendum provides for an additional loan by the lenders to the Company in an aggregate principal amount of \$50.0 million (the "Additional Migdal Loan"). The Additional Migdal Loan is repaid in 15 semi-annual payments of \$2.1 million each, commencing on September 15, 2021, with a final payment of \$18.5 million on March 15, 2029. The Additional Migdal Loan was entered into under substantially the same terms and conditions of the Migdal Loan Agreement as disclosed above.

In April 2020, the Company entered into a second addendum (the "Second Addendum") to the loan agreement with the Migdal Group dated March 22, 2018. The Second Addendum provides for an additional loan by the lenders to the Company in an aggregate principal amount of \$50.0 million (the "Second Addendum Migdal Loan"). The principal amount of \$31.5 million of the Second Addendum Migdal Loan will be repaid in 15 equal semi-annual payments commencing on September 15, 2021 and ending on September 15, 2028. The principal amount of \$18.5 million is repaid in one bullet payment on March 15, 2029. The Second Addendum Migdal Loan was entered into under substantially the same terms and conditions of the Migdal Loan Agreement. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Migdal Loan.....	\$ 100.0	\$ 70.6	4.80%	March 2029
Additional Migdal Loan.....	50.0	35.3	4.60%	March 2029
Second Addendum Migdal Loan.....	50.0	35.3	5.44%	March 2029
Total Senior Unsecured Loan	<u>\$ 200.0</u>	<u>\$ 141.2</u>		

⁽¹⁾ payable semi-annually in arrears.

Loan Agreements with DEG (the Olkaria III Complex)

On October 20, 2016, OrPower 4 entered into a new \$50.0 million subordinated loan agreement with Deutsche Investitions-und Entwicklungsgesellschaft mbH ("DEG") (the "DEG 2 Loan Agreement") and on December 21, 2016, OrPower 4 completed a drawdown of the full loan amount of \$50 million, with a fixed interest rate of 6.28% for the duration of the loan (the "DEG 2 Loan"). The DEG 2 Loan is being repaid in 20 equal semi-annual principal installments which commenced on December 21, 2018, with a final maturity date of June 21, 2028. Proceeds of the DEG 2 Loan were used by

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OrPower 4 to refinance Plant 4 of the Olkaria III Complex, which was originally financed using equity. The DEG 2 Loan is subordinated to the senior loan provided by DFC for Plants 1-3 of the Olkaria III Complex. The DEG 2 Loan is guaranteed by the Company.

On January 4, 2019, OrPower 4 entered into an additional \$41.5 million subordinated loan agreement with DEG (the “DEG 3 Loan Agreement”) and on February 28, 2019, OrPower 4 completed a drawdown of the full loan amount, with a fixed interest rate of 6.04% for the duration of the loan (the “DEG 3 Loan”). The DEG 3 Loan is being repaid in 19 equal semi-annual principal installments, which commenced on June 21, 2019, with a final maturity date of June 21, 2028. Proceeds of the DEG 3 Loan were used by OrPower 4 to refinance upgrades to Plant 1 of the Olkaria III Complex, which were originally financed using equity. The DEG 3 Loan is subordinated to the senior loan provided by DFC (formerly OPIC) for Plants 1-3 of the Olkaria III Complex. The DEG 3 Loan is guaranteed by the Company.

On April 4, 2024, OrPower 4 entered into a new \$30 million subordinated loan agreement with DEG, and on April 18, 2024, it completed a drawdown of the full loan amount of \$30 million (the “DEG 4 Loan”). The DEG 4 Loan will be repaid in 6 equal semi-annual principal installments commencing on December 21, 2028. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
DEG 2 Loan	\$ 50.0	\$ 17.5	6.28%	June 2028
DEG 3 Loan	41.5	15.3	6.04%	June 2028
DEG 4 Loan	30.0	30.0	7.90%	June 2031
	<u>\$ 121.5</u>	<u>\$ 62.8</u>		

⁽¹⁾ payable semi-annually.

Non-Recourse and Limited-Recourse Third-Party Debt

Bottleneck Loan

On November 19, 2024, a wholly owned indirect subsidiary of the Company entered into a note purchase agreement (“NPA”) for the private placement of \$72.6 million senior secured notes due November 29, 2039. The NPA was signed with various investors, including funds and accounts managed by BlackRock Investment Management, LLC. and affiliates thereof (“BlackRock”) for the financing of the Bottleneck battery energy storage project located in the Central Valley of California (the “Project”).

On November 20, 2024, the Company completed the drawdown of the full loan amount (the “Bottleneck Loan”), bearing an annual interest rate of 6.31%. The loan will be repaid in 30 semi-annual repayments based on a sculpted amortization schedule starting on May 29, 2025. The NPA contains customary terms and conditions for senior secured notes issued in a private placement, including, without limitation, affirmative and negative covenants such as information reporting, minimum debt service coverage ratios, and prohibitions on certain fundamental changes of the borrower. The NPA also contains customary events of default with customary cure and notice periods, including, without limitation, nonpayment, breach of covenant, and certain events of bankruptcy. The Company provided a guaranty to the note holders covering certain outstanding obligations towards vendors of equipment installed in the project. Covenants will be first calculated on the date of the first principal payment in the second quarter of 2025.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Bottleneck Loan	\$72.6	\$72.6	6.31 %	November 2039

⁽¹⁾ payable semi-annually.

Mammoth Senior Secured Notes

On March 28, 2024, Mammoth Pacific, LLC (the “Issuer”), a wholly-owned indirect subsidiary of the Company, entered into a note purchase agreement with the Prudential Insurance Company of America, pursuant to which the Issuer issued approximately \$135.1 million principal amount of senior secured notes (the “Mammoth Senior Secured Notes”). The note

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purchase agreement also includes an approximately \$9 million tranche of floating rate notes to be issued in the event of a shortfall in debt service with respect to the Mammoth Senior Secured Notes. The Issuer shall pay a commitment fee on the revolving note tranche at a rate of 0.5% per annum. If drawn, the revolving notes shall bear interest at a rate equal to Term SOFR plus 1.25%. The Mammoth Senior Secured Notes are secured by the equity interests in the Issuer, and by the Issuer's 100% ownership interests in its project subsidiaries including four geothermal power plants known as the Mammoth G1, G2, G3 and Casa Diablo 4 ("CD4") projects. The remaining classes of ownership interests in CD4 are owned by an unrelated third-party and are not part of the collateral security package for the Mammoth Senior Secured Notes. The Mammoth Senior Secured Notes will be repaid in 46 semi-annual payments, commencing on November 30, 2024. The Mammoth Senior Secured Notes bear interest at a fixed rate of 6.73% per annum and have a final maturity date of July 14, 2047. The Company has provided a limited guarantee with respect to certain obligations of the Issuer as a member of CD4.

There are various restrictive covenants under the Mammoth Senior Secured Notes, including limitations on additional indebtedness of the Issuer and its subsidiaries. Failure to comply with these and other covenants will, subject to customary cure rights, constitute an event of default by the Issuer. In addition, there are restrictions on the ability of the Issuer to make distributions to its shareholders. Among other things, the distribution restrictions include both a historical and projected minimum debt service coverage ratio requirement. As part of the security package, the note purchase agreement states the Issuer shall establish and maintain customary reserve accounts which include a debt service reserve account, a make-up well reserve account and a maintenance reserve account. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Mammoth Senior Secured Notes.....	\$135.1	\$129.2	6.73%	July 2047
⁽¹⁾ payable quarterly				

Finance Agreement with DFC (formerly OPIC) (the Olkaria III Complex)

On August 23, 2012, OrPower 4, the Company's wholly owned subsidiary, entered into a Finance Agreement with U.S. International Development Finance Corporation, an agency of the U.S. government, to provide limited-recourse senior secured debt financing in an aggregate principal amount of up to \$310.0 million (the "OPIC Loan") for the refinancing and financing of the Olkaria III geothermal power complex in Kenya.

The OPIC Loan is comprised of up to three tranches:

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
OPIC Loan - Tranche I.....	\$ 85.0	\$ 28.3	6.34 %	December 2030
OPIC Loan - Tranche II	180.0	58.2	6.29 %	June 2030
OPIC Loan - Tranche III	45.0	16.1	6.12 %	December 2030
Total OPIC Loan	<u>\$ 310.0</u>	<u>\$ 102.6</u>		

⁽¹⁾ payable quarterly.

The OPIC Loan is collateralized by substantially all of OrPower 4's assets and by a pledge of all of the equity interests in OrPower 4. There are various restrictive covenants under the OPIC Loan, which include a required historical and projected 12-month DSCR. As of December 31, 2024, the covenants have been met.

Finance Agreement with DFC (the Platanares power plant)

On April 30, 2018, Geotérmica Platanares, S.A. de C.V. ("Platanares"), a Honduran sociedad anónima de capital variable and an indirect subsidiary of Ormat Technologies, Inc., entered into a Finance Agreement (the "Finance Agreement") with DFC, pursuant to which DFC will provide to Platanares senior secured non-recourse debt financing in an aggregate principal amount of up to \$114.7 million (the "Platanares Loan"), the proceeds of which will be used principally for the refinancing

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and financing of the Platanares 35 MW geothermal power plant located in western Honduras. The finance agreement was amended and closed in October of 2018.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
DFC - Platanares Loan	\$114.7	\$63.5	7.02%	September 2032
⁽¹⁾ payable quarterly.				

The Platanares Loan is secured by a first priority lien on all of the assets and ordinary shares of Platanares. The Finance Agreement contains various restrictive covenants applicable to Platanares, among others (i) to maintain a projected and historic debt service coverage ratio; (ii) to maintain on deposit in a debt service reserve account and well reserve account funds or assets with a value in excess of a minimum threshold and (iii) covenants that restrict Platanares from making certain payments or other distributions to its equity holders. As of December 31, 2024, the covenants have been met.

Don A. Campbell Senior Secured Notes — Non-Recourse

On November 29, 2016, ORNI 47 LLC (“ORNI 47”), the Company’s subsidiary, entered into a note purchase agreement (the “ORNI 47 Note Purchase Agreement”) with MUFG Union Bank, N.A., as collateral agent, Munich Reinsurance America, Inc. and Munich American Reassurance Company (the “Purchasers”) pursuant to which ORNI 47 issued and sold to the Purchasers \$92.5 million aggregate principal amount of its Senior Secured Notes (the “DAC 1 Senior Secured Notes”) in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. ORNI 47 is the owner of the first phase of the Don A. Campbell geothermal power plant (“DAC 1”).

The net proceeds from the sale of the DAC 1 Senior Secured Notes, were used to refinance the development and construction costs of the DAC 1 geothermal power plant, which were originally financed using equity.

The DAC 1 Senior Secured Notes constitute senior secured obligations of ORNI 47 and are secured by all of the assets of ORNI 47. The ORNI 47 Note Purchase Agreement requires ORNI 47 to comply with certain covenants, including, among others, restrictions on the incurrence of indebtedness or liens, amendment or modification of material project documents, the ability of ORNI 47 to merge or consolidate with another entity. In addition, there are restrictions on the ability of ORNI 47 to make distributions to its shareholders, which include a required historical and projected DSCR. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
DAC 1 Senior Secured Notes.....	\$92.5	\$52.2	4.03%	September 2033
⁽¹⁾ payable quarterly.				

OFC 2 Senior Secured Notes

In September 2011, OFC 2, the Company’s wholly owned subsidiary and OFC 2’s wholly owned project subsidiaries (collectively, the “OFC 2 Issuers”) entered into a note purchase agreement (the “Note Purchase Agreement”) with OFC 2 Noteholder Trust, as purchaser, John Hancock Life Insurance Company (U.S.A.), as administrative agent, and the DOE, as guarantor, in connection with the offer and sale of up to \$350.0 million aggregate principal amount of OFC 2 Senior Secured Notes (“OFC 2 Senior Secured Notes”) due December 31, 2034. The DOE will guarantee payment of 80% of principal and interest on the OFC 2 Senior Secured Notes pursuant to Section 1705 of Title XVII of the Energy Policy Act of 2005, as amended. The conditions precedent to the issuance of the OFC 2 Senior Secured Notes includes certain specified conditions required by the DOE in connection with its guarantee of the OFC 2 Senior Secured Notes.

On October 31, 2011, the OFC 2 Issuers completed the sale of \$151.7 million in aggregate principal amount Series A Notes due 2032 (the “Series A Notes”). The net proceeds from the sale of the Series A Notes were used to finance a portion of the construction costs of Phase I of the McGinness Hills and Tuscarora power plants and to fund certain reserves.

On August 29, 2014, OFC 2 sold \$140.0 million of OFC 2 Senior Secured Notes (the “Series C Notes”) to finance the construction of the second phase of the McGinness Hills project. The Series C Notes are the last tranche under the Note Purchase Agreement with John Hancock Life Insurance Company and are guaranteed by the DOE’s Loan Programs Office in accordance with and subject to the DOE’s Loan Guarantee Program under Section 1705 of Title XVII of the Energy Policy Act of 2005.

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The OFC 2 Senior Secured Notes are collateralized by substantially all of the assets of OFC 2 and those of its wholly owned subsidiaries and are fully and unconditionally guaranteed by all of the wholly owned subsidiaries of OFC 2. There are various restrictive covenants under the OFC 2 Senior Secured Notes, which include limitations on additional indebtedness of OFC 2 and its wholly owned subsidiaries. Failure to comply with these and other covenants will, subject to customary cure rights, constitute an event of default by OFC 2. In addition, there are restrictions on the ability of OFC 2 to make distributions to its shareholders. Among other things, the distribution restrictions include a historical debt service coverage ratio requirement and a projected future DSCR requirement. As of December 31, 2024, the covenants have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
	(Dollars in millions)			
OFC 2 Senior Secured Notes - Series A.	\$ 151.7	\$ 56.2	4.69 %	December 2032
OFC 2 Senior Secured Notes - Series C.	140.0	70.7	4.61 %	December 2032
Total OFC 2 Senior Secured Notes	<u>\$ 291.7</u>	<u>\$ 126.9</u>		

⁽¹⁾ payable quarterly in arrears.

The Company provided a guaranty in connection with the issuance of the Series A Notes and Series C Notes. The guaranty may be drawn in the event of, among other things, the failure of any facility financed by the relevant series of OFC 2 Senior Secured Notes to reach completion and meet certain operational performance levels (the “non-performance trigger”) which gives rise to a prepayment obligation on the OFC 2 Senior Secured Notes. The guarantee may also be drawn if there is a payment default on the OFC 2 Senior Secured Notes or upon the occurrence of certain fundamental defaults that result in the acceleration of the OFC 2 Senior Secured Notes, in each case, prior to the date that the relevant facility(ies) financed by such OFC 2 Senior Secured Notes reaches completion and meets the applicable operational performance levels. The Company’s liability under the guaranty with respect to the non-performance trigger is limited to an amount equal to the prepayment amount on the OFC 2 Senior Secured Notes necessary to bring the OFC 2 Issuers into compliance with certain coverage ratios. The Company’s liability under the guaranty with respect to the other trigger event described above is not so limited.

Idaho Refinancing Note

On November 28, 2022, Idaho USG Holdings, LLC (the “Issuer”) entered into a note purchase agreement with the Prudential Insurance Company of America and other noteholders, pursuant to which the Issuer issued approximately \$61.6 million in aggregate principal amount of senior secured notes (“Idaho Refinancing Note”). Proceeds of the Idaho Refinancing Note were used by the Issuer for the refinancing of the Prudential Capital Group - Idaho non-recourse loan which had a remaining balance of approximately \$16.0 million due in full in March 2023 (the “Idaho Refinancing”).

The Idaho Refinancing note purchase agreement also includes an approximately \$4.3 million revolving note tranche to be issued in the event of a shortfall in debt service with respect to the Idaho Refinancing Note. The Issuer shall pay a commitment fee on the revolving note tranche at a rate of 0.5% per annum. If drawn, the revolving notes shall bear interest at a rate of Term SOFR + 140bps.

The Idaho Refinancing is secured by the Issuer’s 100% ownership interests in Raft River Energy I LLC, which owns the Raft River geothermal project, and by the Issuer’s 60% ownership interests in Oregon USG Holdings, LLC, the owner of USG Oregon LLC, which owns the Neal Hot Springs geothermal project. The Idaho Refinancing Note will be repaid in 31 semi-annual payments, commencing on March 31st, 2023. The Idaho Refinancing Note bears interest at a fixed rate of 6.26% per annum and has a final maturity date of March 31, 2038. The Company has provided a limited guarantee with respect to certain insurance obligations of the Issuer.

There are various restrictive covenants under the Idaho Refinancing, including limitations on additional indebtedness of the Issuer and its subsidiaries. Failure to comply with these and other covenants will, subject to customary cure rights, constitute an event of default by the Issuer. In addition, there are restrictions on the ability of the Issuer to make distributions to its shareholders. Among other things, the distribution restrictions include both a historical and projected minimum debt service coverage ratio requirement. As of December 31, 2024, the covenants for this loan have been met.

As part of the security package, the note purchase agreement states the Issuer shall establish and maintain customary reserve accounts which include a debt service reserve account, a make-up well reserve account, a maintenance reserve account and a construction reserve account.

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U.S. Department of Energy Loan

On August 31, 2011, USG Oregon LLC (“USG Oregon”), which was included in the purchase transaction of certain geothermal assets from U.S. Geothermal, Inc. in 2018, completed the first funding drawdown associated with the U.S. Department of Energy (“DOE”) loan guarantee of \$96.8 million (“Loan Guarantee”) to construct its power plant at Neal Hot Springs project in Eastern Oregon. In connection with the Loan Guarantee, the DOE has been granted a security interest in all of the equity interests of USG Oregon, as well as in the assets of USG Oregon, including a mortgage on real property interests relating to the Neal Hot Springs site. As of December 31, 2024, the covenants for this loan have been met.

Prudential Capital Group – Nevada

On September 26, 2013, USG Nevada LLC, which was included in the purchase transaction of certain geothermal assets from U.S. Geothermal, Inc. in 2018, entered into a note purchase agreement with the Prudential Capital Group to finance Phase I of the San Emidio geothermal project located in northwest Nevada. Principal payments are due quarterly based upon minimum debt service coverage ratios established according to projected operating results made at the loan origination date and available cash balances. The loan agreement is secured by USG Nevada LLC’s right, title and interest in and to its real and personal property, including the San Emidio project and the equity interests in USG Nevada LLC. As of December 31, 2024, the covenants for this loan have been met.

Loan	Amount Issued	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date
(Dollars in millions)				
Idaho Refinancing Note	\$ 61.6	\$ 55.9	6.26%	March 2038
U.S. Department of Energy	96.8	27.5	2.60%	February 2035
Prudential Capital Group – Nevada	30.7	23.0	6.75%	December 2037
Total.....	<u>\$ 189.1</u>	<u>\$ 106.4</u>		

⁽¹⁾ payable semi-annually, except for Prudential Capital Group - Nevada which is payable quarterly.

Bpifrance Loan - Non-Recourse

On April 4, 2019, an indirect subsidiary of the Company (“Guadeloupe”), entered into a \$8.9 million loan agreement with Banque Publique d’Investissement (“Bpifrance”). On April 29, 2019, Guadeloupe completed the drawdown of the full loan amount, bearing a fixed interest rate of 1.93%. The loan will be repaid in 20 equal quarterly principal installments, commencing June 30, 2021. The final maturity date of the loan is March 31, 2026. The loan is not guaranteed by the Company or any of its other subsidiaries. As of December 31, 2024, \$2.7 million was outstanding under the Bpifrance Loan.

Société Générale Loan - Limited Recourse

On April 9, 2019, Guadeloupe, entered into a \$8.9 million loan agreement with Société Générale. On April 29, 2019, Guadeloupe completed the drawdown of the full loan amount of the loan, bearing a fixed interest rate of 1.52%. The loan is being repaid in 28 quarterly principal installments, which commenced on July 29, 2019. The final maturity date of the loan is April 29, 2026. The loan has a limited guarantee by one of the Company’s subsidiaries. As of December 31, 2024, \$2.3 million was outstanding under the Société Générale Loan.

Convertible Senior Notes

On June 22, 2022, the Company issued \$375.0 million aggregate principal amount of its 2.5% convertible senior notes (the “Notes”, or the “Original Notes”) due 2027. Additionally, on July 15, 2024, the Company issued an additional 2.5% convertible senior notes (the “Additional Notes”) as further described below. The Original Notes were offered and sold in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended, pursuant to an indenture between the Company and U.S. Bank National Association, as trustee. Additionally, the Company granted the initial purchasers an option to purchase up to an additional \$56.25 million aggregate principal amount of the Notes. The initial purchasers executed their option on June 27, 2022, and by that, increased the total aggregated principal amount of the Notes issued to \$431.25 million. The Notes bear annual interest of 2.5%, payable semiannually in arrears on January 15 and July 15 of each year, beginning on January 15, 2023. The Notes mature on July 15, 2027, unless earlier converted, redeemed or repurchased and are the Company's senior unsecured obligations.

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Holders of the Notes may convert all or any portion of their Notes at their option at any time prior to the close of business on the business day immediately preceding January 15, 2027 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2022 (and only during such calendar quarter), if the last reported sale price of the Company's common stock, par value \$0.001 per share (the "Common Stock"), for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day (equivalent to an initial conversion price of approximately \$90.27 per share of common stock); (2) during the five consecutive business day period immediately after any five consecutive trading day period (the "Measurement Period") in which the trading price per \$1,000 principal amount of Notes, as determined following a request by a holder or holders of the Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of the Company's Common Stock and the conversion rate on each such trading day; (3) if the Company calls any or all of the Notes for redemption (the Company may not redeem the notes prior to July 21, 2025), at any time prior to the close of business on the second scheduled trading day prior to the redemption date, but only with respect to the Notes called (or deemed called) for redemption; or (4) upon the occurrence of specified corporate events. On or after January 15, 2027 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their Notes at any time, regardless of the foregoing circumstances. Upon conversion, the Company will pay cash up to the aggregate principal amount of the Notes to be converted and pay or deliver, as the case may be, cash, shares of its common stock or a combination of cash and shares of its common stock, at its election, in respect of the remainder, if any, of its conversion obligation in excess of the aggregate principal amount of the Notes being converted.

The initial conversion rate was 11.0776 shares of common stock per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$90.27 per share of common stock, subject to adjustment in certain events. In addition, following certain corporate events that occur prior to the maturity date or if the Company delivers a notice of redemption, it will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Notes in connection with such a corporate event or notice of redemption, as the case may be. The Company may not redeem the notes prior to July 21, 2025. The Company may redeem for cash all or any portion of the Notes, at its option, on or after July 21, 2025 and on or before the 41st scheduled trading day immediately preceding the maturity date, if the last reported sale price of its common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest, but excluding the redemption date. No sinking fund is provided for the Notes. Additionally, if the Company undergoes a fundamental change (other than certain exempted fundamental changes), holders may require the Company to repurchase for cash all or any portion of their Notes at a fundamental change repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest.

The Company incurred approximately \$11.6 million of costs in respect of the issuance of the Notes, which were deferred and are presented as a reduction to the Notes principal amounts on the consolidated balance sheets. The deferred issuance costs are amortized over the term of the Notes into interest expenses, net in the consolidated statements of operations and comprehensive income. During the years ended December 31, 2024, 2023 and 2022, \$2.3 million, \$2.3 million, and \$1.1 million, respectively, were recorded as amortized issuance costs under interest expenses, net. The effective interest rate on the Notes, including the impact of the deferred debt issuance costs, is 3.1%.

Based on the closing market price of the Company's common stock on December 31, 2024, the if-converted value of the Notes was less than their aggregate principal amount.

Capped Call Transactions

In connection with the issuance of the Original Notes described above, the Company entered into capped call transactions (the "Capped Calls") with certain counterparties. The capped call transactions will cover, subject to customary adjustments, the number of shares of our common stock initially underlying the Notes of approximately 4.8 million shares of common stock and at an initial strike price of \$90.27 per share. The Capped Calls are generally intended to reduce the potential dilution to the Company's Common Stock upon any conversion of the Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted Notes, in the event that at the time of conversion, the Common Stock price exceeds the conversion price. If, however, the market price per share of Common Stock exceeds the cap price of the Capped Calls, there would nevertheless be dilution or there would not be an offset of such potential cash payments, in each case, to the extent that such market price exceeds the cap price of the Capped Calls.

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The Capped Calls exercise price is equal to the \$90.27 initial conversion price of each of the Notes and the cap price of the Capped Calls is initially \$107.63 per share, which represents a premium of approximately 55% above the closing price of the Company's common stock on the date of the Notes offering and is subject to customary anti-dilution adjustments. The Capped Calls transactions are separate transactions entered into by the Company with the option counterparties, are not part of the terms of the Notes and will not change the holders' rights under the Notes.

The Company paid approximately \$24.5 million for the Capped Calls which was recorded as a reduction to Additional Paid-in Capital in the consolidated statements of equity in the second quarter of 2022, as such transactions qualify for the equity classification with no subsequent adjustment to fair value under ASU 815, Derivatives and Hedging. The Capped Calls are not included in the calculation of diluted earnings per share because their impact is anti-dilutive. The Capped Calls transaction does not cover the Additional Notes described below.

Additional 2.50% Senior Convertible Notes

On July 15, 2024, the Company issued an additional \$45.2 million aggregate principal amount of its 2.50% Convertible Senior Notes due 2027 (the "Additional Notes"). The Additional Notes were issued as additional notes pursuant to the indenture, dated June 27, 2022, as supplemented by the first supplemental indenture, dated July 15, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee (the "Indenture"). The Additional Notes constitute a further issuance of, and form a single series with, the \$431.3 million aggregate principal amount of the Company's outstanding 2.5% Convertible Senior Notes due 2027 originally issued in June 2022 (the "Original Convertible Notes" and together with the Additional Notes, the "Notes"). The Additional Notes will have substantially identical terms to the Existing Convertible Notes, except that the Additional Notes have a different issuance date and will initially trade under a different restricted CUSIP number than the Existing Convertible Notes until such time as the Additional Notes are no longer required to bear restrictive legends under the Indenture and have an unrestricted CUSIP. The aggregated proceeds received from the issuance of the Additional Notes were \$44.0 million, net of discount and fees of \$1.1 million.

Prepayment of Series 3 Bonds

Additionally, in connection with the issuance of the Notes as described above, on June 27, 2022, the Company used approximately \$221.9 million of the net proceeds from the issuance of these Notes to prepay its Series 3 Bonds that were set to mature in September 2022 in a single bullet payment. This amount included an aggregated principal amount of \$218.0 million, \$2.8 million of accrued interest and \$1.1 million of make-whole premium which was recorded in the second quarter of 2022 under Other non-operating income (expense), net in the consolidated statements of operations and comprehensive income.

Financing Liability

The financing liability was assumed by the Company as part of the purchase transaction with TG Geothermal Portfolio, LLC (the "Seller") in July 2021, under which it acquired a number of geothermal assets and a transmission line. The financing liability is related to a sale and leaseback transaction entered into by the Seller in September 2015 under which it sold and leased back the undivided interests in the Dixie Valley power plant asset through June 2038. The lease transaction was accounted for by the Seller as a finance lease due to the Seller's continued involvement and management of the power plant and the existence of an early buy-out option in September 2024. During the fourth quarter of 2023, the Company decided to defer the buy-out payment to June 2038, as permitted under the lease transaction agreement, which resulted in an adjustment to the effective interest rate of the financing liability which increased from 2.55% to 6.12%, prospectively, and is being re-evaluated every quarter. The annual interest rate of the financing liability as of December 31, 2024, was 6.11%. As of December 31, 2024, the dividend distribution criteria related to the financing liability has not been met, which resulted in certain equity distribution restrictions from this related subsidiary. The amount restricted for distribution by this subsidiary was \$1.4 million as of December 31, 2024. There were no restrictions on the retained earnings or net income of Ormat Technologies, Inc., as the parent company, in respect of this matter, as of December 31, 2024.

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Loan	Balance as of December 31, 2024	Annual Interest Rate ⁽¹⁾	Maturity Date ⁽²⁾
	(Dollars in millions)		
Financing Liability - Dixie Valley.....	\$220.6	6.11%	June 2038

⁽¹⁾ payable semi-annually

⁽²⁾ final maturity date of the financing liability is assuming execution of the buy-out option in June 2038.

Revolving Credit Lines with Commercial Banks

As of December 31, 2024, the Company has credit agreements for committed and uncommitted credit lines with a number of financial institutions for an aggregate amount of \$688.0 million (including \$100.0 million from MUFG Union Bank, N.A. (“Union Bank”) and \$35.0 million from HSBC Bank USA N.A. as described below). Under the terms of these credit agreements, the Company, or its Israeli subsidiary, Ormat Systems Ltd. (“Ormat Systems”), can request: (i) extensions of credit in the form of loans and/or the issuance of one or more letters of credit in the amount of up to \$533.0 million; and (ii) the issuance of one or more letters of credit in the amount of up to \$155.0 million. The credit agreements mature between March 2025 and December 2025. Loans and draws under the credit agreements or under any letters of credit will bear interest at the respective bank’s cost of funds or SOFR plus a margin. As of December 31, 2024, no short-term credit lines were outstanding, and letters of credit with an aggregate amount of \$286.6 million were issued and outstanding under committed and non-committed lines under such credit agreements (including the amounts outstanding under the section Credit Agreements below with MUFG Union bank and HSBC bank).

Credit Agreements

Credit Agreement with MUFG Union Bank

Ormat Nevada has a credit agreement with MUFG Union Bank under which it has an aggregate available credit of up to \$100.0 million as of December 31, 2024. The credit termination date is June 30, 2025.

The facility is limited to the issuance, extension, modification or amendment of letters of credit. Union Bank is currently the sole lender and issuing bank under the credit agreement, but is also designated as an administrative agent on behalf of banks that may, from time to time in the future, join the credit agreement as lenders. In connection with this transaction, the Company entered into a guarantee in favor of the administrative agent for the benefit of the banks, pursuant to which the Company agreed to guarantee Ormat Nevada’s obligations under the credit agreement. Ormat Nevada’s obligations under the credit agreement are otherwise unsecured.

There are various restrictive covenants under the credit agreement, which include a requirement to comply with the following financial ratios, which are measured quarterly: (i) a 12-month debt to EBITDA ratio not to exceed 4.5; (ii) 12-month DSCR of not less than 1.35; and (iii) distribution leverage ratio not to exceed 2.0. As of December 31, 2024: (i) the actual 12-month debt to EBITDA ratio was 1.90; (ii) the 12-month DSCR was 5.32; and (iii) the distribution leverage ratio was 0.4. In addition, there are restrictions on dividend distributions in the event of a payment default or noncompliance with such ratios, and subject to specified carve-outs and exceptions, a negative pledge on the assets of Ormat Nevada in favor of Union Bank. As of December 31, 2024, the covenants have been met.

As of December 31, 2024, letters of credit in the aggregate amount of \$86.7 million were issued and outstanding under this credit agreement.

Credit Agreement with HSBC Bank USA N.A.

Ormat Nevada has a credit agreement with HSBC Bank USA, N.A for one year with annual renewals. The current expiration date of the facility under this credit agreement is October 31, 2025. On December 31, 2024, the aggregate amount available under the credit agreement was \$35.0 million. This credit line is limited to the issuance, extension, modification or amendment of letters of credit. In addition, Ormat Nevada has an uncommitted discretionary demand line of credit in the aggregate amount of \$65.0 million available for letters of credit including up to \$20 million of credit. In connection with this transaction, the Company entered into a guarantee in favor of the administrative agent for the benefit of the banks, pursuant to which the Company agreed to guarantee Ormat Nevada’s obligations under the credit agreement. Ormat Nevada’s obligations under the credit agreement are otherwise unsecured.

There are various restrictive covenants under the credit agreement, including a requirement to comply with the following financial ratios, which are measured quarterly: (i) a 12-month debt to EBITDA ratio not to exceed 4.5; (ii) 12-month DSCR of not less than 1.35; and (iii) distribution leverage ratio not to exceed 2.0. As of December 31, 2024: (i) the actual 12-month debt to EBITDA ratio was 1.90; (ii) the 12-month DSCR was 5.32; and (iii) the distribution leverage ratio was 0.4. In

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addition, there are restrictions on dividend distributions in the event of a payment default or noncompliance with such ratios, and subject to specified carve-outs and exceptions, a negative pledge on the assets of Ormat Nevada in favor of HSBC. As of December 31, 2024, the covenants have been met.

As of December 31, 2024, letters of credit in the aggregate amount of \$34.8 million were issued and outstanding under the committed portion of this credit agreement and \$36.9 million under the uncommitted portion of the agreement.

Surety Bonds

The Company entered into surety bond agreements (the “Surety Agreements”) with Chubb Limited, Travelers, Arch, Allianz and certain other third parties (the “Surety”) pursuant to which, as of December 31, 2024, the Company may request that the Surety issue up to an aggregate amount of \$960.0 million of surety bonds with respect to the contractual obligations of the Company and its subsidiaries. Out of this amount, \$750.0 million were available for surety bonds and surety-backed letters of credit. There is no expiration date for the Surety Agreements, but they may be terminated by the Company at any time upon between twenty and thirty days’ prior written notice to the Surety. Delivery of such termination notice will not affect any surety bonds issued and outstanding prior to the date on which such notice is delivered. As of December 31, 2024, the Surety issued surety bonds in the amount of \$230.0 million, and surety-backed letters of credit in the amount of \$62.6 million, under the Surety Agreements.

Restrictive Covenants

The Company’s obligations under the credit agreements, the loan agreements, and the trust instrument governing the bonds, described above, are unsecured, but are subject to a negative pledge in favor of the banks and the other lenders and certain other restrictive covenants. These include, among other things, a prohibition on: (i) creating any floating charge or any permanent pledge, charge or lien over the Company's assets without obtaining the prior written approval of the lender; (ii) guaranteeing the liabilities of any third-party without obtaining the prior written approval of the lender; and (iii) selling, assigning, transferring, conveying or disposing of all or substantially all of the Company's assets, or a change of control in the Company's ownership structure. Some of the credit agreements, the term loan agreements, as well as the trust instrument contain cross-default provisions with respect to other material indebtedness owed by us to any third-party. In some cases, the Company has agreed to maintain certain financial ratios, which are measured quarterly, such as: (i) equity of at least \$750 million and in no event less than 25% of total assets; and (ii) 12-month debt, net of cash, cash equivalents marketable securities and short-term bank deposits to Adjusted EBITDA ratio not to exceed 6.0. As of December 31, 2024: (i) total equity was \$2,550.9 million and the actual equity to total assets ratio was 45.0%, and (ii) the 12-month debt, net of cash, cash equivalents marketable securities and short-term bank deposits to Adjusted EBITDA ratio was 4.03 and as such, the covenants have been met as of December 31, 2024. During the year ended December 31, 2024, the Company distributed dividends in an aggregate amount of \$29.1 million.

Future Minimum Payments

Future minimum payments under long-term obligations, including long-term debt and financing liability, as of December 31, 2024 are as follows:

	(Dollars in thousands)
Year ending December 31:	
2025	\$ 235,665
2026	240,258
2027	712,402
2028	263,123
2029	241,419
Thereafter.....	651,878
Total	<u><u>\$ 2,344,746</u></u>

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NOTE 12 —TAX MONETIZATION TRANSACTIONS

North Valley Tax Monetization Transaction

On October 27, 2023, one of the Company's wholly-owned subsidiaries that indirectly owns the North Valley Geothermal power plant entered into a partnership agreement with a private investor. Under the transaction documents, the private investor acquired membership interests in the North Valley Geothermal power plant project for an initial purchase price of \$43.1 million and for which it will pay additional installments that are expected to amount to approximately \$6.1 million. The Company continues to operate and maintain the power plant and will receive substantially all the distributable cash flow generated by the power plant, as described below.

Under the transaction documents, prior to December 31, 2032 ("Target Flip Date"), the Company's wholly-owned subsidiary, Ormat Nevada Inc. ("Ormat Nevada"), receives substantially all of the distributable cash flow generated by the project, while the private investor receives substantially all of the tax attributes of the project. Following the later of the Target Flip Date and the date on which the private investor reaches its target return, Ormat Nevada will receive 97.5% of the distributable cash and taxable income, on a go-forward basis. In the event that the private investor will not reach its target return by the Target Flip Date, then for the period between the Target Flip Date and the date on which the private investor reaches its target return, the private investor will receive 100% of the distributable cash generated by the power plant and 99% of the tax attributes as long as the project is generating Production Tax Credits ("PTCs") (and 5% of the tax attributes afterwards).

On the Target Flip Date, Ormat Nevada has the option to purchase the private investor's interests at the then-current fair market value, plus an amount that causes the private investor to reach its target return, if needed. If Ormat Nevada exercises this purchase option, it will become the sole owner of the project again.

Private investor's capital contribution of \$43.1 million was recorded as allocation to noncontrolling interests of \$0.3 million, and to liability associated with sale of tax benefits of \$42.8 million.

Casa Diablo IV ("CD4") Tax Monetization Transaction

On December 23, 2022, one of the Company's wholly-owned subsidiaries that indirectly owns the CD4 geothermal power plant entered into a partnership agreement with JPM. Under the transaction documents, the private investor acquired membership interests in the CD4 geothermal power plant project for an initial purchase price of \$50.3 million and for which it will pay additional installments that are expected to amount to approximately \$7.3 million. The Company continues to operate and maintain the power plant and will receive substantially all the distributable cash flow generated by the power plant, as described below.

Under the transaction documents, prior to December 31, 2031 ("CD4 Target Flip Date"), the Company receives substantially all of the distributable cash flow generated by the project, while the private investor receives substantially 99% of the tax attributes of the project. Following the later of the CD4 Target Flip Date and the date on which the private investor reaches its target return, the Company will receive 97.5% of the distributable cash and 95.0% of the taxable income, on a go forward basis. In the event that JPM will not reach its target return by the CD4 Target Flip Date, then for the period between the CD4 Target Flip Date and the date on which the private investor reaches its target return, JPM will receive 75% of the distributable cash generated by the power plant and 99% of the tax attributes as long as the project is generating PTCs (and 5% of the tax attributes afterwards).

On the Target Flip Date, the Company has the option to purchase the private investor's interests at the then-current fair market value, plus an amount that causes JPM to reach its target return, if needed. If the Company exercises this purchase option, it will become the sole owner of the project again.

JPM's capital contribution of \$50.3 million was recorded as allocation to noncontrolling interests of \$3.9 million and to liability associated with sale of tax benefits of \$46.4 million.

Steamboat Hills Tax Monetization Transaction

On October 25, 2021, one of the Company's wholly-owned subsidiaries that indirectly owns the Steamboat Hills Repower Geothermal power plant entered into a partnership agreement with a private investor. Under the transaction documents, the private investor acquired membership interests in the Steamboat Hills Repower Geothermal power plant project for an initial purchase price of \$38.9 million and for which it will pay additional installments that are expected to amount to approximately \$5.3 million. The Company continues to operate and maintain the power plant and will receive substantially all the distributable cash flow generated by the power plant, as described below.

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Under the transaction documents, prior to December 31, 2029 (“Steamboat Hills Target Flip Date”), the Company’s wholly-owned subsidiary, Ormat Nevada, receives substantially all of the distributable cash flow generated by the project, while the private investor receives substantially all of the tax attributes of the project. Following the later of the Steamboat Hills Target Flip Date and the date on which the private investor reaches its target return, Ormat Nevada will receive 97.5% of the distributable cash and 95.0% of the taxable income, on a go forward basis. In the event that the private investor will not reach its target return by the Steamboat Hills Target Flip Date, then for the period between the Steamboat Hills Target Flip Date and the date on which the private investor reaches its target return, the private investor will receive 100% of the distributable cash generated by the power plant and 99% of the tax attributes as long as the project is generating PTCs (and 5% of the tax attributes afterwards).

On the Steamboat Hills Target Flip Date, Ormat Nevada has the option to purchase the private investor’s interests at the then-current fair market value, plus an amount that causes the private investor to reach its target return, if needed. If Ormat Nevada exercises this purchase option, it will become the sole owner of the project again.

McGinness Hills 3 Tax Monetization Transaction

On August 14, 2019, one of the Company’s wholly-owned subsidiaries that indirectly owns the McGinness Hills phase 3 geothermal power plant entered into a partnership agreement with a private investor. Under the transaction documents, the private investor acquired membership interests in the McGinness Hills phase 3 geothermal power plant for an initial purchase price of \$59.3 million and for which it will pay additional installments that are expected to amount to approximately \$9.0 million and can reach up to \$22.0 million based on the actual generation. The Company continues to consolidate, operate and maintain the power plant and will receive substantially all the distributable cash flow generated by the power plant and the private investor will receive substantially all of the tax attributes, as described below.

Pursuant to the transaction documents, prior to December 31, 2027 (“MGH3 Target Flip Date”), one of the Company’s wholly owned subsidiaries receives substantially all of the distributable cash flow generated by the McGinness Hills phase 3 power plant, while the private investor receives substantially all of the tax attributes of the project. Following the later of the MGH3 Target Flip Date and the date on which the private investor reaches its target return, the Company will receive 97.5% of the distributable cash generated by the power plant and 95.0% of the tax attributes, on a go forward basis. In the event that the private investor will not reach its target return by the MGH3 Target Flip Date, then for the period between the MGH3 Target Flip Date and the date on which the private investor reaches its target return, the private investor will receive 100% of the distributable cash generated by the power plant and 99% of the tax attributes as long as the project is generating PTCs (and 5% of the tax attributes afterwards).

On the MGH3 Target Flip Date, the Company, through one of its wholly-owned subsidiaries, has the option to purchase the private investor’s interests at the then-current fair market value, plus an amount that causes the private investor to reach its target return, if needed. If the Company exercises this purchase option, it will become the sole owner of the project again.

Tungsten Mountain Tax Monetization Transaction

On May 17, 2018, one of the Company’s wholly-owned subsidiaries that indirectly owns the Tungsten Mountain geothermal power plant entered into a partnership agreement with a private investor. Under the transaction documents, the private investor acquired membership interests in the Tungsten Mountain geothermal power plant project for an initial purchase price of approximately \$33.4 million and for which it will pay additional installments that are expected to amount to \$13.0 million. The Company continues to operate and maintain the power plant and will receive substantially all the distributable cash flow generated by the power plant, as described below.

Under the transaction documents, prior to December 31, 2026 (“Tungsten Mountain Target Flip Date”), the Company’s wholly-owned subsidiary, Ormat Nevada, receives substantially all of the distributable cash flow generated by the project, while the private investor receives substantially all of the tax attributes of the project. Following the later of the Tungsten Mountain Target Flip Date and the date on which the private investor reaches its target return, Ormat Nevada will receive 97.5% of the distributable cash and 95.0% of the taxable income, on a go forward basis. In the event that the private investor will not reach its target return by the Tungsten Mountain Target Flip Date, then for the period between the Tungsten Mountain Target Flip Date and the date on which the private investor reaches its target return, the private investor will receive 100% of the distributable cash generated by the power plant and 99% of the tax attributes as long as the project is generating PTCs (and 5% of the tax attributes afterwards).

On the Tungsten Mountain Target Flip Date, Ormat Nevada has the option to purchase the private investor’s interests at the then-current fair market value, plus an amount that causes the private investor to reach its target return, if needed. If Ormat Nevada exercises this purchase option, it will become the sole owner of the project again.

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Opal Geo Tax Monetization Buyout

On July 31, 2024, the Company entered into an agreement with the third-party investor in Opal Geo, LLC (“Opal Geo”), a wholly-owned limited liability company formed solely for purpose of monetization of federal production tax credits and certain other tax benefits, to purchase 100% of the Class B membership interests in Opal Geo for a total of \$9.8 million. As a result, the Company became the sole owner and beneficiary of all the economic benefits in Opal Geo, and continued to consolidate Opal Geo in its consolidated financial statements. The purchase of the Class B membership interest in Opal Geo was recorded as an equity transaction resulting in a reduction to the remaining balance of the related liability associated with sale of tax benefits, and the related noncontrolling interest of \$1.7 million. The surplus of \$0.5 million was charged to additional paid-in capital on the Company’s consolidated balance sheets..

Transferable Production and Investment Tax Credits

Under the current IRA provision that includes a transferability provision for certain tax credits related to the clean production of energy, a reporting entity can monetize such credits through sale to a third-party. The option for transferability of credits applies to taxable years beginning after December 31, 2022. Several of the Company’s projects, which are not currently part of a tax monetization transaction, generate eligible tax credits, such as investment tax credits (“ITCs”) and PTCs, that are eligible to be transferred to a third-party under the existing provisions of the IRA. The Company accounts for ITCs under ASC 740 through the “Income tax (provision) benefit” line in the consolidated statement of operations and comprehensive income. PTCs are accounted similarly to refundable or direct-pay credits outside of the “Income tax (provision) benefit” line with income recognized in the “Income attributable to sale of tax benefits” line in the consolidated statement of operations and comprehensive income. Income recognized related to the expected sale of such transferable PTCs during the years ended December 31, 2024 and 2023, was \$23.4 million, and \$10.8 million, net of discount, respectively. Tax benefits recognized under Income tax (provision) benefit related to transferable ITCs during the years ended December 31, 2024 and 2023, were \$47.7 million and \$18.7 million, net of discount, respectively.

NOTE 13 — ASSET RETIREMENT OBLIGATION

The following table presents a reconciliation of the beginning and ending aggregate carrying amount of asset retirement obligation for the years presented below:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Balance at beginning of year	\$ 114,370	\$ 97,660	\$ 84,891
Revision in estimated cash flows	(893)	2,056	(1,802)
Liabilities incurred and acquired	8,427	8,490	9,314
Accretion expense	7,747	6,164	5,257
Balance at end of year	<u>\$ 129,651</u>	<u>\$ 114,370</u>	<u>\$ 97,660</u>

NOTE 14 — STOCK-BASED COMPENSATION

The Company makes an estimate of expected forfeitures and recognizes compensation costs only for those stock-based awards expected to vest. As of December 31, 2024, the total future compensation cost related to unvested stock-based awards that are expected to vest is \$14.8 million, which will be recognized over a weighted average period of 1.18 years.

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During the years ended December 31, 2024, 2023 and 2022, the Company recorded compensation related to stock-based awards as follows:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Cost of revenues.....	\$ 9,169	\$ 6,899	\$ 6,382
Selling and marketing expenses.....	921	866	1,230
Research and development expenses	144	94	—
General and administrative expenses	9,963	7,620	4,034
Total stock-based compensation expense.....	20,197	15,479	11,646
Tax effect on stock-based compensation expense.....	1,998	1,598	1,270
Net effect of stock-based compensation expense.....	<u>\$ 18,199</u>	<u>\$ 13,881</u>	<u>\$ 10,376</u>

During the fourth quarter of 2024, 2023 and 2022, the Company evaluated the trends of the employees stock-based award forfeiture rate and determined that the actual rates are 10.9%, 11.6% and 11.5%, respectively. This represents an increase (decrease) of (6.0)%, 0.9%, and 3.6%, respectively, from prior estimates. As a result of the change in the estimated forfeiture rate, there was an immaterial impact on stock-based compensation expense for each of the respective periods.

Valuation Assumptions

The Company estimates the fair value of the stock-based awards using the Complex Lattice, Tree-based option-pricing model. The dividend yield forecast is expected to be at least 20% of the Company's yearly net profit, which is equivalent to a 0.7% yearly weighted average dividend rate in the year ended December 31, 2024. The risk-free interest rate was based on the yield from U.S. constant treasury maturities bonds with an equivalent term. The forfeiture rate is based on trends in actual stock-based awards forfeitures.

The Company calculated the fair value of each stock-based award on the date of grant based on the following assumptions:

	Year Ended December 31,		
	2024	2023	2022
For stock based awards issued by the Company:			
Risk-free interest rates.....	4.5 %	4.2 %	1.7 %
Expected lives (in weighted average years)	2.2	2.5	5.3
Dividend yield	0.7 %	0.6 %	0.7 %
Expected volatility (weighted average).....	31.9 %	38.2 %	34.6 %

The Company estimated the forfeiture rate (on a weighted average basis) as follows:

	Year Ended December 31,		
	2024	2023	2022
Weighted average forfeiture rate.....	8.2 %	8 %	10.2 %

Stock-based Awards

The 2012 Incentive Compensation Plan

In May 2012, the Company's shareholders adopted the 2012 Incentive Plan, which provides for the grant of the following types of awards: incentive stock options, non-qualified stock options, restricted stock units ("RSUs"), stock appreciation rights ("SARs"), stock units, performance awards, phantom stock, incentive bonuses, and other possible related dividend equivalents to employees of the Company, directors and independent contractors. Under the 2012 Incentive Plan, a total of 4,000,000 shares of the Company's common stock were reserved for issuance, all of which could be issued as options or as other forms of awards. Options and SARs granted to employees under the 2012 Incentive Plan typically vest and become exercisable as follows: 50% on the two years anniversary of the grant date and 25% on each of the three years and four years anniversaries of the grant date. Options granted to non-employee directors under the 2012 Incentive Plan will vest and become exercisable one year after the grant date. Restricted stock units granted to directors and members of senior management vest according to a vesting schedule as follows: for the directors, 100% on the one year anniversary of the grant

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date and for members of senior management, 25% on each of the first, second, third and fourth anniversaries of the grant date. The term of stock-based awards typically ranges from six to ten years from the grant date. The shares of common stock issued in respect of awards under the 2012 Incentive Plan were issued from the Company's authorized share capital upon exercise of options or SARs. The 2012 Incentive Plan expired in May 2018 upon adoption of the 2018 Incentive Compensation Plan ("2018 Incentive Plan"), and as of December 31, 2024, no stock-based awards were outstanding under the 2012 Incentive Plan.

The 2018 Incentive Compensation Plan

In May 2018, the Company held its 2018 Annual Meeting of Stockholders at which the Company's stockholders approved the 2018 Incentive Plan. The 2018 Incentive Plan provides for the grant of the following types of awards: incentive stock options, RSUs, SARs, Performance Stock Units ("PSUs"), stock units, performance awards, phantom stock, incentive bonuses and other possible related dividend equivalents to employees of the Company, directors and independent contractors. Under the 2018 Incentive Plan, a total of 5,000,000 shares of the Company's common stock were authorized and reserved for issuance, all of which could be issued as options or as other forms of awards. SARs, RSUs and PSUs granted to employees under the 2018 Incentive Plan typically vest and become exercisable as follows: 50% on the second anniversary of the grant date, and 25% on each of the third and fourth anniversaries of the grant date, or, 33.3% on each of the first, second and third anniversaries of the grant date. SARs, RSUs and PSUs granted to directors under the 2018 Incentive Plan typically vest and become exercisable (100%) on the first anniversary of the grant date. The term of stock-based awards typically ranges from six to ten years from the grant date. The shares of common stock issued in respect of awards under the 2018 Incentive Plan are issued from the Company's authorized share capital upon exercise of options or SARs. In June 2022, the 2018 Incentive Compensation Plan was amended and restated to increase the number of shares authorized for issuance by 1,700,000 shares, to change the fungible ratio, and to implement a one year mandatory minimum vesting period.

As of December 31, 2024, 2,714,080 shares of the Company's common stock are available for future grants under the 2018 Incentive Plan.

In March 2024, the Company granted certain members of its management and employees an aggregate of 209,563 RSUs and 61,197 PSUs under the Company's 2018 Incentive Compensation Plan. The RSUs and PSUs have vesting periods of between 1 to 3 years from the grant date.

The fair value of each RSU and PSU on the grant date was \$64.9 and \$64.0, respectively. The Company calculated the fair value of each RSU and PSU on the grant date using the complex lattice, tree-based option-pricing model, and the Monte Carlo simulation, based on the following assumptions:

Risk-free interest rates	4.27%	—	4.94%
Expected life (in years).....	1	—	3
Dividend yield		0.73%	
Expected volatility (weighted average)	28.0%	—	34.0%

In March 2023, the Company granted certain members of its management and employees an aggregate of 174,422 RSUs and 35,081 PSUs under the Company's 2018 Incentive Compensation Plan. The RSUs and PSUs have vesting periods of between 1 to 4 years from the grant date. The fair value of each RSU and PSU on the grant date was \$79.9 and \$79.6, respectively. The Company calculated the fair value of each RSU and PSU on the grant date using the Complex Lattice, Tree-based option-pricing model based on the following assumptions:

Risk-free interest rates	3.86%	—	4.68%
Expected life (in years).....	1	—	4
Dividend yield		0.59%	
Expected volatility (weighted average)	36.0%	—	42.2%

In May 2023, the Company granted its directors an aggregate of 10,852 RSUs under the Company's 2018 Incentive Compensation Plan. The RSUs have vesting periods 1 year from the grant date. The fair value of each RSU on the grant date was \$82.9. The Company calculated the fair value of each RSU and PSU on the grant date using the complex lattice, tree-based option-pricing model based on the following assumptions:

Risk-free interest rates	4.70%
Expected life (in years).....	1
Dividend yield	0.56%
Expected volatility (weighted average)	34.80%

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On November 30, 2022, the Company granted certain employees an aggregate of 19,750 RSUs under the Company's 2018 Incentive Plan. The RSUs have a vesting period of between 2 to 3 years from the grant date. The fair value of each RSU on the grant date was \$89. The Company calculated the fair value of each RSU on the grant date using the Complex Lattice, Tree-based option-pricing model based on the following assumptions:

Risk-free interest rates	4.13%	—	4.38%
Expected life (in years).....	2	—	3
Dividend yield		0.56%	
Expected volatility (weighted average)	43.17%	—	40.57%

On March 1, 2022, the Company granted certain directors, members of its management and employees an aggregate of 513,385 SARs, 72,303 RSUs and 19,581 PSUs under the Company's 2018 Incentive Plan. The exercise price of each SAR was \$71.15 which represented the fair market value of the Company's common stock on the grant date. The SARs will expire in 6 years from date of the grant and the SARs, RSUs and PSUs have a vesting period of between 2 to 4 years from grant date. The average fair value of each SAR, RSU and PSU on the grant date was \$22.3, \$69.6 and \$75.3, respectively. The Company calculated the fair value of each SAR on the grant date using the Complex Lattice, Tree-based option-pricing model based on the following assumptions:

Risk-free interest rates	1.31%	—	1.62%
Expected life (in years).....	2	—	6
Dividend yield		0.67%	
Expected volatility (weighted average)	32.85%	—	46.07%

Information on the awards outstanding and the related weighted average exercise price as of and for the years ended December 31, 2024, 2023 and 2022 are presented in the table below:

	Year Ended December 31,					
	2024		2023		2022	
	Awards (In thousands)	Weighted Average Exercise Price	Awards (In thousands)	Weighted Average Exercise Price	Awards (In thousands)	Weighted Average Exercise Price
Outstanding at beginning of year	1,483	\$ 52.57	1,810	\$ 60.08	2,025	\$ 58.70
Granted:						
SARs ⁽¹⁾	—	—	0	0.00	513	71.15
RSUs ⁽²⁾	242	—	189	—	109	—
PSUs ⁽³⁾	61	—	35	—	20	—
Exercised	(377)	62.91	(492)	56.00	(728)	52.73
Forfeited	(29)	64.16	(59)	54.09	(129)	62.27
Expired	—	—	—	—	—	—
Outstanding at end of year	<u>1,380</u>	69.91	<u>1,483</u>	52.57	<u>1,810</u>	60.08
Options and SARs exercisable at end of year	<u>614</u>	69.41	<u>606</u>	66.81	<u>749</u>	58.30
Weighted-average fair value of awards granted during the year		<u>\$ 64.95</u>		<u>\$ 79.98</u>		<u>\$ 33.02</u>

(1) Upon exercise, SARs entitle the recipient to receive shares of common stock equal to the increase in value of the award between the grant date and the exercise date.

(2) An RSU represents the right to receive one share of common stock once certain vesting conditions are met. The value of an RSU approximates the value of the underlying stock.

(3) The Performance shares units shall be paid out based on achievement of three-year relative total stockholder return compared to other companies in the S&P 500 index or based on achievement of three-year megawatt COD capacity targets.

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The following table summarizes information about stock-based awards outstanding at December 31, 2024 (shares in thousands):

Exercise Price	Awards Outstanding			Awards Exercisable		
	Number of Stock-based Awards Outstanding	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value	Number of Stock-based Awards Exercisable	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
\$ —	537	1.0	\$ 36,349			\$ —
63.40	45	1.5	196	45	1.5	196
67.54	7	1.8	1	7	1.9	1
68.34	47	1.4	—	47	1.4	—
69.14	335	1.4	—	335	1.4	—
71.15	385	3.2	—	160	3.2	—
71.71	4	0.6	—	4	0.6	—
76.43	5	0.9	—	5	0.9	—
76.54	9	2.9	—	6	2.9	—
78.53	6	2.3	—	5	2.4	—
90.28	1	2.0	—	1	2.0	—
	<u>1,380</u>	<u>1.8</u>	<u>\$ 36,546</u>	<u>614</u>	<u>1.9</u>	<u>\$ 197</u>

The following table summarizes information about stock-based awards outstanding at December 31, 2023 (shares in thousands):

Exercise Price	Awards Outstanding			Awards Exercisable		
	Number of Stock-based Awards Outstanding	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value	Number of Stock-based Awards Exercisable	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
\$ —	345	1.6	\$ 26,127	—	0.0	\$ —
51.71	8	1.0	193	8	1.0	193
53.16	3	0.9	73	3	0.9	73
53.44	78	0.5	1,736	78	0.5	1,736
57.97	8	0.6	134	8	0.6	134
63.40	45	2.5	562	34	2.5	422
67.54	7	2.9	54	7	2.9	54
68.34	47	2.4	349	35	2.4	261
69.14	470	2.4	3,128	316	2.4	2,101
71.15	448	4.2	2,077	101	4.2	468
71.71	4	1.6	16	4	1.6	16
76.43	5	1.9	—	5	1.9	—
76.54	9	3.9	—	4	3.9	—
78.53	6	3.3	—	3	3.3	—
90.28	1	3.0	—	—	3.0	—
	<u>1,483</u>	<u>2.6</u>	<u>\$ 34,449</u>	<u>606</u>	<u>2.4</u>	<u>\$ 5,458</u>

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The aggregate intrinsic value in the above tables represents the total pretax intrinsic value, based on the Company's stock price of \$67.72 and \$75.79 as of December 31, 2024 and 2023, respectively, which would have potentially been received by the stock-based award holders had all stock-based award holders exercised their stock-based award as of those dates. The total number of in-the-money stock-based awards exercisable as of December 31, 2024 and 2023 was 51,940 and 605,753, respectively.

The total pretax intrinsic value of options exercised during the year ended December 31, 2024 and 2023 was \$3.4 million and \$11.5 million, respectively, based on the average stock price of \$72.0 and \$79.4 during the years ended December 31, 2024 and 2023, respectively.

NOTE 15 — INTEREST EXPENSE, NET

The components of interest expense are as follows:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Interest related to sale of tax benefits.....	\$ 18,149	\$ 15,289	\$ 14,853
Interest expense.....	130,605	100,853	\$ 91,617
Less — amount capitalized.....	(14,723)	(17,261)	\$ (18,727)
	<u>\$ 134,031</u>	<u>\$ 98,881</u>	<u>\$ 87,743</u>

NOTE 16 — INCOME TAXES

U.S. and foreign components of income from continuing operations, before income taxes and equity in income (losses) of investees consisted of:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
U.S.	\$ 36,984	\$ 53,984	\$ 23,709
Non-U.S. (foreign).....	78,393	85,101	71,900
Total income from continuing operations, before income taxes and equity in losses	<u>\$ 115,377</u>	<u>\$ 139,085</u>	<u>\$ 95,609</u>

The components of the provision (benefit) for income taxes, net are as follows:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Current:			
Federal	\$ 961	\$ 672	\$ 641
State	1,478	(1,806)	2,227
Foreign	22,075	35,379	29,370
Total current income tax expense	<u>\$ 24,514</u>	<u>\$ 34,245</u>	<u>\$ 32,238</u>
Deferred:			
Federal	(44,992)	(12,780)	(17,179)
State.....	(5,893)	6,041	2,649
Foreign	10,082	(21,523)	(2,966)
Total deferred tax provision (benefit)	<u>(40,803)</u>	<u>(28,262)</u>	<u>(17,496)</u>
Total Income tax provision	<u>\$ (16,289)</u>	<u>\$ 5,983</u>	<u>\$ 14,742</u>

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Reconciliation of the U.S. federal statutory tax rate to the Company's effective income tax rate is as follows:

	Year Ended December 31,		
	2024	2023	2022
U.S. federal statutory tax rate.....	21.0 %	21.0 %	21.0 %
Foreign tax credits	(3.6)%	(3.8)%	(3.8)%
Withholding tax.....	(0.3)	1.0	0.2
Valuation allowance - U.S.	—	—	(9.3)
State income tax, net of federal benefit.....	(0.7)	2.4	5.3
Uncertain tax positions	(2.1)	1.5	0.9
Foreign tax rate change.....	—	(5.7)	—
Effect of foreign income tax, net.....	15.6	0.4	6.2
Production tax credits	(4.4)	—	(4.0)
Investment tax credits	(42.9)	(14.0)	—
Tax on global intangible low-tax income.....	5.1	4.1	4.8
Noncontrolling interest	(1.2)	(1.0)	(2.2)
Other, net.....	(0.6)	(1.6)	(3.7)
Effective tax rate	<u>(14.1)%</u>	<u>4.3 %</u>	<u>15.4 %</u>

The net deferred tax assets and liabilities consist of the following:

	December 31,	
	2024	2023
	(Dollars in thousands)	
Deferred tax assets (liabilities):		
Net foreign deferred taxes, primarily depreciation	\$ (36,955)	\$ (27,623)
Depreciation	(38,831)	40,993
Intangible drilling costs.....	(19,307)	(17,543)
Net operating loss carryforward - U.S.	22,760	24,822
Tax monetization transaction	(53,950)	(125,462)
Right-of-use assets	(7,317)	(5,218)
Lease liabilities	5,949	5,105
Production and investment tax credits	118,461	109,556
Foreign tax credits	30,919	33,412
Withholding tax.....	(19,308)	(20,437)
Basis difference in partnership interest	(13,586)	(12,448)
Excess business interest	18,122	6,162
Sale and leaseback transaction.....	54,480	58,608
Other assets.....	14,512	12,404
Accrued liabilities and other	12,071	6,361
Total	88,020	88,692
Less - valuation allowance.....	(2,700)	(2,870)
Total, net	<u>\$ 85,320</u>	<u>\$ 85,822</u>

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The following table presents a reconciliation of the beginning and ending valuation allowance:

	Year Ended December 31,	
	2024	2023
	(Dollars in thousands)	
Balance at beginning of the year.....	\$ 2,870	\$ 2,473
Additions to valuation allowance.....	0	479
Release of valuation allowance.....	(170)	(82)
Balance at end of the year.....	<u>\$ 2,700</u>	<u>\$ 2,870</u>

At December 31, 2024, the Company had U.S. federal net operating loss ("NOL") carryforwards of approximately \$32.9 million, all of which was generated before 2018 and expires by 2038.

At December 31, 2024, the Company had PTCs in the amount of \$109.7 million. These PTCs are available for a 20-year period and begin to expire in 2026. At December 31, 2024, the Company had ITCs in the amount of \$8.8 million. These ITCs are available for a 22-year period, and begin to expire in 2046. At December 31, 2024, the Company had U.S. foreign tax credits ("FTCs") in the amount of \$30.9 million. These FTCs are available for a 10-year period, and begin to expire in 2027.

At December 31, 2024, the Company had state NOL carryforwards of approximately \$244.5 million, \$239.8 million which expire between 2025 and 2044 and \$4.7 million are available to be carried forward for an indefinite period. At December 31, 2024, the Company had no remaining state tax credits.

The Company has recorded deferred tax assets for net operating losses, foreign tax credits, and production tax credits. Realization of the deferred tax assets and tax credits is dependent on generating sufficient taxable income in appropriate jurisdictions prior to expiration of the NOL carryforwards and tax credits. Based upon available evidence of the Company's ability to generate additional taxable income in the future and historical losses in prior years, a valuation allowance in the amount of \$2.7 million and \$2.9 million is recorded against the U.S. deferred tax assets as of December 31, 2024 and 2023, respectively, as it is more likely than not that the deferred tax assets will not be realized. The overall decrease in the valuation allowance of \$0.2 million is due to the ability to utilize attributes that previously have been fully valued. The Company is maintaining a valuation allowance of \$2.7 million against a portion of its state NOLs and capital loss carryforward that are expected to expire before they can be utilized in future periods.

On April 24, 2018, the Company acquired 100% of stock of USG for approximately \$110 million. Under the acquisition method of accounting, the Company recorded a net deferred tax asset of \$1.7 million comprised primarily of federal and state NOLs netted against deferred tax liabilities for partnership basis differences and fixed assets. The total amount of acquired federal and state NOLs, which are subject to limitations under Section 382, were \$113.9 million and \$49.9 million, respectively. A valuation allowance of \$1.8 million has been recorded against such acquired state NOLs, as it is more likely than not that the deferred tax asset will not be realized.

The FASB released guidance Staff Q&A, Topic 740, No. 5, that states a company can make an accounting policy election to either recognize deferred taxes related to GILTI or to provide for the GILTI tax expense in the year the tax is incurred as a period cost. The Company has elected to treat any GILTI inclusions as a period cost. We have elected and applied the tax law ordering approach when considering GILTI as part of our valuation allowance.

The Company uses the flow-through method to account for investment tax credit earned on eligible battery storage projects. Under this method, the investment tax credits are recognized as a reduction to income tax expense in the year they are earned rather than a reduction in the asset basis.

The following table presents the deferred taxes on the balance sheet as of the dates indicated:

	Year Ended December 31,	
	2024	2023
	(Dollars in thousands)	
Non-current deferred tax assets.....	\$ 153,936	\$ 152,570
Non-current deferred tax liabilities.....	(68,616)	(66,748)
Non-current deferred tax assets, net.....	85,320	85,822
Uncertain tax benefit offset ⁽¹⁾	(95)	(95)
	<u>\$ 85,225</u>	<u>\$ 85,727</u>

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⁽¹⁾ The non-current deferred tax asset has been reduced by the uncertain tax benefit of \$0.1 million in accordance with ASU 2013-11, Income Taxes.

At December 31, 2024, the Company is no longer indefinitely reinvested with respect to the earnings of its foreign subsidiaries due to forecasted changes in cash needs and the impact of U.S. tax reform. The Company has accrued withholding taxes that would be owed upon future distributions of such earnings. Accordingly, as of December 31, 2024, the Company has accrued \$15.0 million of foreign withholding taxes on future distributions of foreign earnings.

Uncertain Tax Positions

The Company is subject to income taxes in the United States (federal and state) and numerous foreign jurisdictions. Significant judgment is required in evaluating the Company's tax positions and determining its provision for income taxes. During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. The Company establishes reserves for tax-related uncertainties based on estimates of whether, and the extent to which additional taxes will be due. These reserves are established when the Company believes that certain positions might be challenged despite evidence supporting the position. The Company adjusts these reserves in light of changing facts and circumstances, such as the outcome of tax audits. The provision for income taxes includes the impact of reserve positions and changes to reserves that are considered probable.

At December 31, 2024 and 2023, there are \$6.3 million and \$8.7 million of unrecognized tax benefits, respectively, that if recognized would reduce the effective tax rate. Interest and penalties assessed by taxing authorities on an underpayment of income taxes are included as a component of income tax provision in the consolidated statements of operations and comprehensive income.

A reconciliation of the Company's unrecognized tax benefits is as follows:

	Year Ended December 31,	
	2024	2023
	(Dollars in thousands)	
Balance at beginning of year.....	\$ 6,930	\$ 5,300
Additions based on tax positions taken in prior years.....	1,260	395
Additions based on tax positions taken in the current year.....	431	1,376
Reduction based on tax positions taken in prior years.....	(3,964)	(141)
Reduction based on tax positions taken in the current year.....	—	—
Balance at end of year.....	<u>\$ 4,657</u>	<u>\$ 6,930</u>

The Company and its U.S. subsidiaries file consolidated income tax returns for federal and state (where applicable) purposes. As of December 31, 2024, the Company has not been subject to U.S. federal or state income tax examinations.

The Company remains open to examination by the Internal Revenue Service for the years 2006-2023 and by local state jurisdictions for the years 2010-2023. These examinations may lead to ordinary course adjustments or proposed adjustments to the Company's taxes or the Company's net operating losses with respect to years under examination as well as subsequent periods.

The Company's foreign subsidiaries remain open to examination by the local income tax authorities in the following countries for the years indicated:

Israel	2023	—	2024
Kenya.....	2019	—	2024
Guatemala.....	2020	—	2024
Honduras.....	2018	—	2024
Guadeloupe.....	2021	—	2024

Management believes that the liability for unrecognized tax benefits is adequate for all open tax years based on its assessment of many factors, including among others, past experience and interpretations of local income tax regulations. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. As a result, it is possible that federal, state and foreign tax examinations will result in assessments in future periods. To the extent any such assessments occur, the Company will adjust its liability for unrecognized tax benefits. The Company is not able to reasonably estimate the amount of unrecognized tax benefits that will be reduced within the next twelve months.

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Tax Benefits in the United States

On August 16, 2022, the Inflation Reduction Act was signed into law in the United States. The Company believes that the construction and operations of its geothermal power plants, recovered energy-based power plants, battery energy storage systems and solar PV will benefit in the future from the IRA and enhance the economic feasibility of projects in the United States. PTCs can be generated from 3.00 cents per kWh, once the Wages & Apprenticeship rules are met, and if bonus credit requirements are met the credit could rise up to 3.63 cents per kWh. ITCs can be earned on investments from 30.0%, once the Wages & Apprenticeship rules are met, and if bonus credit requirements are met the credit could rise up to 50.0%. Battery Energy Storage Systems are eligible for ITC for projects placed-in-service after December 31, 2022. In addition, the Company can now monetize PTCs and ITCs earned by transferring the credits to a third-party without having to enter into a tax equity transaction.

Income Taxes Related to Foreign Operations

Guadeloupe - The Company's operations in Guadeloupe are taxed at a maximum rate of 26.5% in 2021, and 25% in 2022 and beyond.

Guatemala — The enacted tax rate is 25%. Orzunil, a wholly owned subsidiary, was granted a benefit under a law which promotes development of renewable power sources. The law allows Orzunil to reduce the investment made in its geothermal power plant from income tax payable, which currently reduces the effective tax rate to zero. Ortitlan pays income tax of 7% on its Electricity revenues.

Honduras - The Company's operations in Honduras are exempt from income taxes for the first ten years starting at the commercial operation date of the power plant, which was in September 2017.

Israel — The Company's operations in Israel through its wholly owned Israeli subsidiary, Ormat Systems Ltd. ("Ormat Systems"), are taxed at a reduced corporate tax rate under the "Benefited Enterprise" tax regime of the Encouragement of Capital Investments Law, 1959 (the "Investment Law"), with respect to two of its investment programs. In January 2011, new legislation amending the Investment Law by adding, inter alia, the Preferred Enterprise Regime was enacted. Under the Preferred Enterprise Regime, a uniform reduced corporate tax rate would apply to all qualified income of certain industrial companies, as opposed to the Investment Law incentives that are limited to income from a "Benefited Enterprise" during their benefits period. According to the amendment, the uniform tax rate applicable to the zone where the production facilities of Ormat Systems are located is 16% for qualifying income.

Kenya - In June 2023, the President of Kenya signed into law the 2023 Finance Act ("Finance Act"). The Finance Act, among several other changes, reduced the statutory corporate income tax rate for Branches from 37.5% to 30%, introduced a Branch Profits tax based on the change in Net Assets and limits interest deductions to 30% of EBITDA. The Finance Act also reduced the corporate tax rate on Branches from 37.5% to 30.0%. The Company implemented this change and recorded an associated benefit during 2023.

Tax Investigation in Kenya

On April 23, 2024, the Company's branch in Kenya received a Letter of Preliminary Investigation Findings (the "Letter") from the Kenya Revenue Authority ("KRA") relating to tax years 2017 to 2022. The Letter set forth a demand for approximately \$79.0 million before any potential interest and penalties. On July 8, 2024, the KRA informed the Company that its investigation was concluded and closed and that the initial demand for \$79.0 million would be reduced to zero, and as a result, no additional taxes, interest or penalties would be due.

NOTE 17 — BUSINESS SEGMENTS

The Company has three reporting segments: the Electricity segment, the Product segment and the Energy Storage segment. These segments are managed and reported separately as each offers different products and serves different markets.

- Under the Electricity segment, the Company builds, owns and operates geothermal, solar PV and recovered energy-based power plants in the United States, and geothermal power plants in foreign countries, and sells the electricity generated by those power plants.
- Under the Product segment, the Company designs, manufactures and sells equipment for geothermal and recovered energy-based electricity generation and provide services relating to the engineering, procurement and construction of geothermal and recovered energy-based power plants.
- Under the Energy Storage segment, the Company provides battery energy storage systems as a service as well as related services.

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The accounting policies of the segments are the same as those described under Note 1 to the consolidated financial statements. Transfer prices between the segments were determined on current market values or cost plus markup of the seller's segment. The Company's Chief Operating Decision Maker ("CODM") is comprised of its CEO and CFO. To evaluate segment performance and allocate the Company's resources, the CODM uses segment measures of gross profit and operating income. The CODM reviews budget-to-actual variances of both profit measures on a monthly basis when making decisions about allocation of the Company's resources to the segments.

Summarized financial information concerning the Company's reportable segments is shown in the following tables, including, as further described under Note 1 to the consolidated financial statements, the Company's disaggregated revenues from contracts with customers as required by ASC 606. Total consolidated revenues, gross profit (loss) and operating income (loss) of our business segments exclude intersegment revenues, gross profit (loss) and operating income (loss) as these activities are eliminated in consolidation and are not included in CODM's evaluation of performance of each segment.

	Electricity	Product	Energy Storage	Total
	(Dollars in thousands)			
Year Ended December 31, 2024:				
Revenues from external customers:				
United States ⁽¹⁾	\$ 510,645	\$ 8,969	\$ 37,729	\$ 557,343
Foreign ⁽²⁾	191,619	130,692	—	322,311
Net revenues from external customers	702,264	139,661	37,729	879,654
Less:				
Depreciation and amortization expenses ⁽³⁾	218,252	10,363	20,262	248,876
Other cost of revenues expenses ⁽⁴⁾	241,274	103,548	13,336	358,159
Segment gross profit (loss)	242,738	25,750	4,131	272,619
Less:				
Segment operating expenses ⁽⁵⁾	80,832	15,428	3,889	100,149
Segment operating income (loss)	\$ 161,906	\$ 10,322	\$ 242	\$ 172,470
Total depreciation and amortization expense ⁽⁶⁾	230,957	11,693	20,213	262,863
Segment assets at period end ^{(7) (*)}	4,983,069	229,687	453,468	5,666,224
Expenditures for long-lived assets	375,540	10,005	102,133	487,678
* Including unconsolidated investments	144,585	—	—	144,585
Year Ended December 31, 2023:				
Revenues from external customers:				
United States ⁽¹⁾	\$ 473,323	\$ 7,610	\$ 28,894	\$ 509,827
Foreign ⁽²⁾	193,444	126,153	—	319,597
Net revenues from external customers	666,767	133,763	28,894	829,424
Less:				
Depreciation and amortization expenses ⁽³⁾	189,194	5,358	14,621	209,173
Other cost of revenues expenses ⁽⁴⁾	233,355	110,444	12,434	356,233
Segment gross profit (loss)	244,218	17,961	1,839	264,018
Less:				
Segment operating expenses ⁽⁵⁾	75,384	14,425	7,624	97,433
Segment operating income (loss)	\$ 168,834	\$ 3,536	\$ (5,785)	\$ 166,585
Total depreciation and amortization expense ⁽⁶⁾	199,344	10,908	14,545	224,797
Segment assets at period end ^{(7) (*)}	4,652,392	199,897	355,990	5,208,279
Expenditures for long-lived assets	474,592	20,599	123,192	618,383
* Including unconsolidated investments	125,439	—	—	125,439

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Year Ended December 31, 2022:

Revenues from external customers:

United States ⁽¹⁾	\$ 446,000	\$ 7,037	\$ 31,018	\$ 484,055
Foreign ⁽²⁾	185,727	64,377	—	250,104
Net revenues from external customers	631,727	71,414	31,018	734,159
Less:				
Depreciation and amortization expenses ⁽³⁾	173,954	7,302	11,524	192,780
Other cost of revenues expenses ⁽⁴⁾	206,407	53,177	12,971	272,555
Segment gross profit (loss)	251,366	10,935	6,523	268,824
Less:				
Segment operating expenses ⁽⁵⁾	95,188	12,019	8,814	116,021
Segment operating income (loss)	<u>\$ 156,178</u>	<u>\$ (1,084)</u>	<u>\$ (2,291)</u>	<u>\$ 152,803</u>
Total depreciation and amortization expense ⁽⁶⁾	179,966	7,302	11,524	198,792
Segment assets at period end ^{(7) (*)}	4,253,910	118,018	239,651	4,611,579
Expenditures for long-lived assets	462,269	16,352	84,855	563,476
* Including unconsolidated investments	115,693	—	—	115,693

(1) Electricity segment revenues in the United States are all accounted under lease accounting, except for \$153.2 million, \$124.7 million, and \$102.5 million for the years 2024, 2023 and 2022, which are accounted under ASC 606. Product and Energy Storage segment revenues in the United States are accounted under ASC 606, as further described under Note 1 to the consolidated financial statements, except for Energy Storage revenues of \$4.2 million, for the year ended December 31, 2024, and none for years ended 2023 and 2022, that are accounted under lease accounting.

(2) Electricity segment revenues in foreign countries are all accounted under lease accounting. Product and Energy Storage segment revenues in foreign countries are accounted under ASC 606 as further described under Note 1 to the consolidated financial statements.

(3) Depreciation and amortization expense amounts align with the segment-level information that is regularly provided to the CODM, and do not include intersegment transactions. Depreciation and amortization expenses included in the segment measure of gross profit are related to the specific tangible and intangible assets associated with each of the reportable segment.

(4) Other cost of revenues expenses for each reportable segment include:

Electricity: primarily cost of manpower, utilities, repair and maintenance, royalties, and property taxes.

Products: primarily cost of raw materials and finished goods used in manufacturing, manpower, transportation, and third-party subcontractors.

Energy Storage: primarily cost of manpower, utilities, and insurance.

(5) Segment operating expenses include research and development expenses, selling and marketing expenses, and general and administrative expenses such as manpower, depreciation and amortization, legal and professional services. Such expenses do not include intersegment transactions. Segment operating expenses related to the Energy Storage segment are directly related to this segment. Segment operating expenses related to the Electricity and Product segments are allocated between these two segments based on their weighted contribution to revenues, except for certain specific expenses or gains that are specifically allocated to one of these segments, as applicable, such as impairment of long-lived assets, write-off of unsuccessful exploration activities, and other operating income.

(6) Total depreciation and amortization expenses for each segment are related to the specific tangible and intangible assets associated with the respective reportable segment.

(7) Electricity segment assets include goodwill in the amount of \$146.4 million, \$85.9 million and \$85.7 million as of December 31, 2024, 2023 and 2022, respectively, \$60.9 million of which was added in the first quarter of 2024 as a result of the Enel purchase Transaction as further described under Note 2 to the consolidated financial statements. Energy Storage segment assets include goodwill in the amount of \$4.6 million, \$4.6 million and \$4.6 million as of December 31, 2024, 2023 and 2022, respectively. No goodwill is included in the Product segment assets as of December 31, 2024, 2023 and 2022.

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Reconciling information between reportable segments and the Company's consolidated totals is shown in the following table:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Reconciliation of profit or loss (segment gross profit):			
Total segment gross profit (loss)	\$ 272,619	\$ 264,018	\$ 268,824
Less operating expenses:			
Research and development expenses	6,501	7,215	5,078
Selling and marketing expenses	17,694	18,306	16,193
General and administrative expenses	80,119	68,179	61,274
Other operating income	(9,375)	—	—
Write-off of long-lived assets	1,280	0	32,648
Write-off of unsuccessful exploration activities	3,930	3,733	828
Operating income	\$ 172,470	\$ 166,585	\$ 152,803
Interest income	7,883	11,983	3,417
Interest expense, net	(134,031)	(98,881)	(87,743)
Derivatives and foreign currency transaction gains (losses)	(4,187)	(3,278)	(6,044)
Income attributable to sale of tax benefits	73,054	61,157	33,885
Other non-operating income (expense), net	188	1,519	(709)
Total consolidated income before income taxes and equity in earnings (losses) of investees	<u>\$ 115,377</u>	<u>\$ 139,085</u>	<u>\$ 95,609</u>
Reconciliation of profit or loss (segment operating income):			
Total segment operating income	\$ 172,470	\$ 166,585	\$ 152,803
Interest income	7,883	11,983	3,417
Interest expense, net	(134,031)	(98,881)	(87,743)
Derivatives and foreign currency transaction gains (losses)	(4,187)	(3,278)	(6,044)
Income attributable to sale of tax benefits	73,054	61,157	33,885
Other non-operating income (expense), net	188	1,519	(709)
Total consolidated income before income taxes and equity in earnings (losses) of investees	<u>\$ 115,377</u>	<u>\$ 139,085</u>	<u>\$ 95,609</u>

The Company sells electricity, products, and provides energy storage services mainly to the geographical areas set forth below based on the location of the customer. The following tables present certain data by geographic area:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Revenues from external customers attributable to:			
United States	\$ 557,343	\$ 509,827	\$ 484,055
Indonesia	7,616	26,732	15,631
Kenya	114,066	109,217	105,837
Turkey	3,013	2,469	1,961
Chile	—	—	579
Guatemala	28,955	30,174	28,831
New Zealand	78,665	66,526	17,130
Honduras	30,304	31,589	33,837
Other foreign countries	59,692	52,889	46,298
Consolidated total	<u>\$ 879,654</u>	<u>\$ 829,424</u>	<u>\$ 734,159</u>

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The following table presents information on geographic area of long-lived assets:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Long-lived assets (primarily power plants and related assets) located in:			
United States	\$ 3,464,011	\$ 3,085,892	\$ 2,857,503
Kenya	382,738	377,563	301,491
Guadeloupe	112,375	101,728	80,988
Other foreign countries	333,306	276,300	173,890
Consolidated total	<u>\$ 4,292,430</u>	<u>\$ 3,841,483</u>	<u>\$ 3,413,872</u>

The following table presents revenues from major customers:

	Year Ended December 31,					
	2024		2023		2022	
	Revenues	%	Revenues	%	Revenues	%
	(Dollars in thousands)		(Dollars in thousands)		(Dollars in thousands)	
Southern California Public Power ⁽¹⁾	\$ 181,120	20.6 %	\$ 181,656	21.2 %	\$ 157,663	21.5 %
Sierra Pacific Power Company and Nevada Power Company ⁽¹⁾⁽²⁾	133,108	15.1	116,797	14.1	124,116	16.9 %
KPLC ⁽¹⁾	114,066	13.0	109,217	13.2	105,837	14.4 %

⁽¹⁾ Revenues reported in Electricity segment.

⁽²⁾ Subsidiaries of NV Energy, Inc.

NOTE 18 — TRANSACTIONS WITH RELATED ENTITIES

There were no transactions between the Company and related entities, other than those disclosed below and elsewhere in these consolidated financial statements. The company considers entities in which it accounts for its ownership in those entities under the equity method as related entities. Refer to Note 5, Investment in Unconsolidated Companies, for further information on such investments.

In 2023, the Company signed a contract for supply of key equipment to the Ijen project in Indonesia, which is jointly developed by Medco and the Company. The Ijen project is owned by PT Medco Cahaya Geothermal (“MCG”), in which the Company holds ownership of 49%, as further described under Note 5, Investment in Unconsolidated Companies, to the consolidated financial statements.

Products revenues for the years ended December 31, 2024 and 2023, included revenues related to the supply agreement for the Ijen project in Indonesia in the amount of \$7.4 million, and \$24.0 million, respectively. As of December 31, 2024 and 2023, the amounts due from MCG were none and \$4.3 million, respectively.

There are no Product revenues or amounts due related to the Sarulla project for the year ended December 31, 2024, and as of December 31, 2024, respectively. Products revenues for the year ended December 31, 2023, included revenues in the amount of \$1.6 million, related to a project enhancement for the Sarulla project in Indonesia. As of December 31, 2023, the amount due from the Sarulla project was \$1.2 million.

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NOTE 19 — EMPLOYEE BENEFIT PLAN

401(k) Plan

The Company has a 401(k) Plan (the “Plan”) for the benefit of its U.S. employees. Employees of the Company and its U.S. subsidiaries who have completed 60 days of employment are eligible to participate in the Plan. Contributions are made by employees through pre- and post-tax deductions up to 60% of their annual salary, subject to the maximum amount permitted by law. In 2024, 2023 and 2022, the Company matched employee contributions, after completion of one year of service, up to a maximum of 6%, 6% and 5% of the employee’s annual salary, respectively. The Company’s contributions to the Plan were \$4.3 million, \$3.9 million and \$2.6 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Severance Plan

The Company, through Ormat Systems, provides limited non-pension benefits to all current employees in Israel who are entitled to benefits in the event of termination or retirement in accordance with the Israeli Government sponsored programs. These plans generally obligate the Company to pay one month’s salary per year of service to employees in the event of involuntary termination. There is no limit on the number of years of service in the calculation of the benefit obligation. The liabilities for these plans are recorded at each balance sheet date by determining the undiscounted obligation as if it were payable at that point in time. Such liabilities have been presented in the consolidated balance sheets as “liabilities for severance pay”. The Company has an obligation to partially fund the liabilities through regular deposits in pension funds and severance pay funds. The amounts funded are \$5.9 million and \$6.5 million at December 31, 2024 and 2023, respectively, and have been presented in the consolidated balance sheets as part of “Deposits and other”. The severance pay liability covered by the pension funds is not reflected in the financial statements as the severance pay risks have been irrevocably transferred to the pension funds. Under the Israeli severance pay law, restricted funds may not be withdrawn or pledged until the respective severance pay obligations have been met. As allowed under the program, earnings from the investment are used to offset severance pay costs. Severance pay expenses for the years ended December 31, 2024, 2023 and 2022 were \$2.9 million, \$2.2 million and \$2.2 million, respectively, which are net of income (loss) amounting to \$0.4 million, \$(0.2) million, and \$(1.0) million, respectively, generated from the regular deposits and amounts accrued in severance funds.

The Company expects to pay the following future benefits to its employees upon their reaching normal retirement age, not including amounts already funded into the severance funds to-date:

	(Dollars in thousands)
Year ending December 31:	
2025	\$ 447
2026	—
2027	69
2028	424
2029	412
2030-2047	2,840
Total	<u>\$ 4,192</u>

The above amounts were determined based on the employees’ current salary rates and the number of years’ service that will have been accumulated at their retirement date. These amounts do not include amounts that might be paid to employees that will cease working with the Company before reaching their normal retirement age.

NOTE 20 — COMMITMENTS AND CONTINGENCIES

Geothermal Resources

The Company, through its project subsidiaries in the United States and other foreign locations, controls certain rights to geothermal fluids through certain leases with the BLM or through private leases. Royalties on the utilization of the geothermal resources are computed and paid to the lessors as defined in the respective agreements. Royalty expense under the geothermal resource agreements were \$32.1 million, \$30.9 million and \$30.1 million for the years ended December 31, 2024, 2023 and 2022, respectively.

ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES
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Letters of Credit

In the ordinary course of business with customers, vendors, and lenders, the Company is contingently liable for performance under letters of credit totaling \$286.6 million at December 31, 2024. Management does not expect any material losses to result from these letters of credit because performance is not expected to be required.

Purchase Commitments

The Company purchases raw materials for inventories, construction-in-process and services from a variety of vendors. During the normal course of business, in order to manage manufacturing lead times and help assure adequate supply, the Company enters into agreements with contract manufacturers and suppliers that either allow them to procure goods and services based upon specifications defined by the Company, or that establish parameters defining the Company's requirements. At December 31, 2024, total obligations related to such supplier agreements were approximately \$408.2 million (out of which approximately \$233.2 million relate to construction-in-process). All such obligations are payable in 2025.

Grants and Royalties

The Company, through Ormat Systems, had historically, through December 31, 2003, requested and received grants for research and development from the Office of the Chief Scientist of the Israeli Government. Ormat Systems is required to pay royalties to the Israeli Government at a rate of 3.5% to 5.0% of the revenues derived from products and services developed using these grants. No royalties were paid for the years ended December 31, 2024, 2023 and 2022. The Company is not liable for royalties if the Company does not sell such products and services. Such royalties are capped at the amount of the grants received plus interest of 5.9%. The cap at December 31, 2024 and 2023, amounted to \$2.6 million and \$2.5 million, respectively, of which approximately \$1.6 million and \$1.5 million, represents the interest portion, as defined above, for 2024 and 2023, respectively.

Lease Commitments

The Company's lease commitments are detailed under Note 21, Leases to the consolidated financial statements.

Contingencies

On July 29, 2024, a former employee filed a class action against the Company in Imperial County, California alleging violations of the California Labor Code, to act in a representative capacity for other Ormat employees in California alleging violations of California wage and hour regulations. The complaint was amended on September 12, 2024 to add companion Private Attorneys General Act claims. The complaint seeks recovery of various damages as well as equitable relief. The Company has filed an answer denying the material allegations of the complaint, and has removed the matter from state to federal court. The parties have filed a joint motion to stay the litigation pending mediation. The Company intends to vigorously defend itself against the claims. No amounts have been accrued for potential losses under this matter, as the probability of the claimant receiving a material award is low. Additionally, the Company cannot reasonably predict the outcome of the proceedings, which is inherently uncertain and may depend, among other things, on the size of the class to the extent it is certified.

On February 7, 2025, Engie Resources, LLC and certain of its affiliates filed an action against the Company's wholly-owned subsidiary in the United States District Court for the Northern District of Texas. The complaint alleges that the Company breached its contractual obligations, including certain indemnity obligations, under certain service agreements with or involving the plaintiffs, by failing to properly schedule responsive reserve service on behalf of the plaintiffs during the power crisis in Texas in February 2021. The complaint seeks recovery from the Company of \$47.5 million in damages, as well as equitable relief. The Company considers it has strong legal defenses and intends to vigorously defend itself against the claims and take all necessary legal action to have them dismissed. No amounts have been accrued for potential losses under this matter, as the probability of the claimant receiving a material award is low. Due to the early stage of the matter, the Company cannot reasonably predict the outcome of the proceedings, which is inherently uncertain.

Additionally, from time to time, the Company is named as a party to other various lawsuits, claims and other legal and regulatory proceedings that arise in the ordinary course of the Company's business. These actions typically seek, among other things, compensation for alleged personal injury, breach of contract, property damage, punitive damages, civil penalties or other losses, or injunctive or declaratory relief. With respect to such lawsuits, claims and proceedings, the Company accrues reserves when a loss is probable, and the amount of such loss can be reasonably estimated. It is the opinion of the Company's management that the outcome of these proceedings, individually and collectively, will not be material to the Company's consolidated financial statements as a whole.

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In Kenya, since 2021, various task forces have been appointed by the President and/or the Senate to review and analyze PPAs entered into between KPLC and various independent power producers (including our long-term PPA for the Olkaria complex), with the recommendation that KPLC review its contracts and attempt renegotiation with these independent power producers to reduce PPA tariffs within existing contractual arrangements. The Company has been approached by certain of these task forces and has participated in requested discussions with them, which remain ongoing.

NOTE 21 — LEASES

The Company is a lessee in operating transactions primarily consisting of land leases for its exploration and development activities and storage activities. Additionally, the Company is a lessee in finance lease transactions for its fleet vehicles. The Company is a lessor in PPAs that are accounted under lease accounting, as further described under Note 1 to the consolidated financial statements under “Revenues and cost of revenues”, and “Leases”.

Leases in Which the Company is a Lessee

The table below presents the effects on the amounts relating to total lease cost:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Lease cost			
Finance lease cost:			
Amortization of right-of-use assets.....	\$ 1,388	\$ 1,922	\$ 2,861
Interest on lease liabilities.....	143	168	441
Operating lease cost	5,657	4,771	3,695
Short-term and variable lease cost	6,738	6,741	7,436
Total lease cost.....	<u>\$ 13,926</u>	<u>\$ 13,602</u>	<u>\$ 14,433</u>

Other information

Cash paid for amounts included in the measurement of lease liabilities:

Operating cash flows for finance leases.....	\$ 143	\$ 168	\$ 441
Operating cash flows for operating leases	10,526	4,448	4,507
Financing cash flows for finance leases.....	1,383	1,963	2,983
Right-of-use assets obtained in exchange for new finance lease liabilities	761	1,671	2,473
Right-of-use assets obtained in exchange for new operating lease liabilities	12,599	4,731	6,286

	December 31,	
	2024	2023
Additional information as of the end of the year:		
Weighted-average remaining lease term — finance leases (in years).....	13.4	14.3
Weighted-average remaining lease term — operating leases (in years).....	16.3	16.2
Weighted-average discount rate — finance leases (in percentage).....	6 %	6 %
Weighted-average discount rate — operating leases (in percentage).....	5 %	5 %

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Future minimum lease payments under non-cancellable leases as of December 31, 2024 were as follows:

	Operating Leases	Finance Leases	Financing Liability ⁽¹⁾
	(Dollars in thousands)		
Year ending December 31,			
2025	\$ 4,460	\$ 1,475	\$ 17,535
2026	3,101	1,098	22,675
2027	2,600	340	20,815
2028	2,531	152	20,578
2029	2,399	10	23,165
Thereafter.....	24,252	0	254,046
Total future minimum lease payments	39,343	3,075	358,814
Less imputed interest	13,187	171	138,245
Total	<u>\$ 26,156</u>	<u>\$ 2,904</u>	<u>\$ 220,569</u>

⁽¹⁾ Financing liability was assumed as part of the Terra-Gen business combination transaction in 2021 as further described under Note 11 to the consolidated financial statements, and is related to the sale and lease-back transaction of the Dixie Valley geothermal assets.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Leases in Which the Company is a Lessor

The table below presents lease income recognized as a lessor:

	Year Ended December 31,		
	2024	2023	2022
	(Dollars in thousands)		
Lease income relating to lease payments of operating leases	\$ 553,348	\$ 542,065	\$ 529,264

NOTE 22 — SUBSEQUENT EVENTS

Cash Dividend

On February 26, 2025, the Company's Board of Directors declared, approved and authorized payment of a quarterly dividend of \$7.3 million (\$0.12 per share) to all holders of the Company's issued and outstanding shares of common stock on March 12, 2025, payable on March 26, 2025.

Mizrahi 2025 Loan

On February 2, 2025, the Company entered into a definitive loan agreement (the "Mizrahi Loan Agreement 2025") with Mizrahi Bank. The Mizrahi Loan Agreement 2025 provides for a loan by Mizrahi Bank to the Company in an aggregate principal amount of \$50.0 million (the "Mizrahi 2025 Loan"). The outstanding principal amount of the Mizrahi 2025 Loan will be repaid in 16 semi-annual payments of \$3.1 million each, commencing on October 15, 2025. The duration of the Mizrahi 2025 Loan is 8 years and it bears interest of 6-month SOFR+2.35%, payable every six months. The Mizrahi Loan Agreement 2025 includes various affirmative and negative covenants, including a requirement that the Company maintain (i) a financial debt to adjusted EBITDA ratio not to exceed 6.0, (ii) a minimum equity capital amount of not less than \$750 million, and (iii) an equity capital to total assets ratio of not less than 25%. The Mizrahi Loan Agreement includes other customary affirmative and negative covenants, including payment and covenant events of default.

Legal Proceedings

On February 7, 2025, Engie Resources, LLC and certain of its affiliates filed an action against the Company's wholly-owned subsidiary in the United States District Court for the Northern District of Texas. The complaint alleges that the Company breached its contractual obligations, including certain indemnity obligations, under certain service agreements with or involving the plaintiffs, by failing to properly schedule responsive reserve service on behalf of the plaintiffs during the power crisis in Texas in February 2021. The complaint seeks recovery from the Company of \$47.5 million in damages, as well as equitable relief. Refer to Note 20 to the consolidated financial statements for further information.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our CEO (principal executive officer) and CFO (principal financial officer), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(e), we carried out an evaluation, under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures as of December 31, 2024. Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of December 31, 2024 to provide the reasonable assurance described above.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including the CEO and the CFO, we carried out an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2024 using the criteria established in “Internal Control-Integrated Framework” (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2024.

Our internal control over financial reporting as of December 31, 2024 has been audited by Kesselman & Kesselman, Certified Public Accountants (Isr.), an independent registered public accounting firm and a member of PricewaterhouseCoopers International Limited (“PwC”), as stated in their report which is included under “Item 8—Financial Statements.”

ITEM 9B. OTHER INFORMATION

- (a) *Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*

Executive Vice President—Electricity Segment Transition

On February 24, 2025, Shimon Hatzir notified the Company of his intent to retire as Executive Vice President—Electricity Segment of the Company, effective September 1, 2025. Starting such date until August 31, 2026 (the “Separation Date”), Mr. Hatzir will remain employed as a senior consultant to the Company’s management, where he will continue supporting various strategic, business development and operational efforts in the Electricity segment. The Company thanks Mr. Hatzir for his contributions as Executive Vice President—Electricity Segment, and looks forward to continuing to work with him in his new role.

As part of his transition, on February 25, 2025, Mr. Hatzir and the Company entered into a separation agreement (the “Separation Agreement”), which provides that his current employment agreement (as described in the Company’s 2024 proxy statement filed on March 27, 2024) will remain in effect until the Separation Date, and until then, he will be entitled to all payments and benefits under such agreement, except that any cash bonus payout under the Company’s 2025 Management Plan will be pro-rated through August 31, 2025 and he will not be eligible for equity grants after February 25, 2025. Additionally, Mr. Hatzir will be entitled to the severance payments required to be paid to him under Israeli law, as described in the Company’s 2024 proxy statement. This description of the Separation Agreement does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text thereof, a copy of which is filed with this Annual Report as Exhibit 10.41 and incorporated by reference herein.

- (b) On December 2, 2024, Jessica Woelfel, the Company’s General Counsel, Chief Compliance Officer and Corporate Secretary, entered into a written stock selling plan in accordance with Rule 10b5-1 under the Exchange Act, which provides for the sale of a maximum of 4,000 shares of common stock underlying SARs and will expire upon the earlier of August 8, 2025 or when all shares are sold.

Except as described above, during the fiscal quarter ended December 31, 2024, none of our directors or officers adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

Information required by this item is incorporated herein by reference to our definitive proxy statement for the 2025 annual meeting of stockholders, which is to be filed with the SEC (the “2025 Proxy Statement”).

ITEM 11. EXECUTIVE COMPENSATION

Information required by this item is incorporated herein by reference to our 2025 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this item is incorporated herein by reference to our 2025 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item is incorporated herein by reference to our 2025 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this item is incorporated herein by reference to our 2025 Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) List of Financial Statements

See Index to Financial Statements in Part II, Item 8 of this Annual Report.

(2) List of Financial Statement Schedules

All applicable schedule information is included in our Financial Statements in Part II, Item 8 of this Annual Report.

(b) Exhibit Index. We hereby file, as exhibits to this Annual Report, those exhibits listed on the Exhibit Index immediately following the signature page hereto.

<u>Exhibit No.</u>	<u>Document</u>
3.1	Fifth Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 of Ormat Technologies, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2024.
3.2	Seventh Amended and Restated By-laws of Ormat Technologies, Inc., incorporated by reference to Exhibit 3.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the SEC on August 4, 2022.
3.3	Amended and Restated Limited Liability Company Agreement of ORPD LLC, dated April 30, 2015, by and among Ormat Nevada Inc., Northleaf Geothermal Holdings LLC, and ORPD Holding LLC incorporated by reference to Exhibit 3.5 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2015.
4.1	Form of Common Share Stock Certificate, incorporated by reference to Exhibit 4.1 to Ormat Technologies, Inc.'s Registration Statement on Form S-1 (File No. 333-117527) filed with the Securities and Exchange Commission on July 21, 2004.
4.2	Indenture of Trust and Security Agreement, dated September 23, 2011, among OFC 2 LLC, ORNI 15 LLC, ORNI 39 LLC, ORNI 42 LLC, HSS II, LLC, and Wilmington Trust Company, as Trustee and Depository, incorporated by reference to Exhibit 4.8 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2011.
4.3+	Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934, incorporated by reference to Exhibit 4.4 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2021.
4.4	Deed of Trust, dated June 25, 2020, by and between Ormat Technologies, Inc. and Mishmeret Trust Services Company Ltd., as trustee, and a Form of Bonds (included in Schedule One to the Deed of Trust), incorporated by reference to Exhibit 4.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 1, 2020.
4.5	Indenture, dated June 27, 2022, between Ormat Technologies, Inc. and U.S. Bank Trust Company, National Association, incorporated by reference to Exhibit 4.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2022.
4.6	Form of 2.50% Senior Convertible Note due 2027 (included in Exhibit 4.6).

- 4.7 First Supplemental Indenture, dated July 15, 2024, between Ormat Technologies, Inc. and U.S. Bank Trust Company, National Association, as trustee, incorporated by reference to Exhibit 4.2 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 18, 2024.
- 4.8 Form of Additional 2.50% Senior Convertible Note due 2027, incorporated by reference to Exhibit 4.3 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 18, 2024.
- 10.1 Agreement for Purchase of Membership Interests in ORPD LLC, dated February 5, 2015, by and between Ormat Nevada Inc. and Northleaf Geothermal Holdings LLC is incorporated by reference to Exhibit 3.5 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2015.
- 10.2 Agreement for Purchase of Membership Interests in ORNI 37 LLC, dated November 22, 2016, by and between Northleaf Geothermal Holdings LLC and Ormat Nevada Inc., incorporated by reference to Exhibit 10.1.13 to Ormat Technologies, Inc.'s Form 10-K filed with the Securities and Exchange Commission on March 1, 2017.
- 10.3 Amended and Restated Limited Liability Company Agreement of Opal Geo LLC, dated December 16, 2016, by and between OrLeaf LLC and JPM Capital Corporation, incorporated by reference to Exhibit 10.1.14 to Ormat Technologies, Inc.'s Form 10-K filed with the Securities and Exchange Commission on March 1, 2017.
- 10.4 Equity Contribution Agreement, dated December 16, 2016, by and among JPM Capital Corporation, Ormat Nevada Inc. and OrLeaf LLC, incorporated by reference to Exhibit 10.1.15 to Ormat Technologies, Inc.'s Form 10-K filed with the Securities and Exchange Commission on March 1, 2017.
- 10.5* Amended and Restated Ormat Technologies, Inc. 2012 Incentive Compensation Plan, incorporated by reference to Exhibit 10.2 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 11, 2014.
- 10.6* Form of Incentive Stock Option Agreement to Ormat Technologies, Inc.'s 2012 Incentive Compensation Plan, incorporated by reference to Exhibit 10.31.2 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2014.
- 10.7* Form of Freestanding Stock Appreciation Right Agreement to Amended and Restated Ormat Technologies, Inc.'s 2012 Incentive Compensation Plan, incorporated by reference to Exhibit 10.31.3 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2014.
- 10.8* Ormat Technologies, Inc.'s Annual Management Incentive Plan, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 29, 2016.
- 10.9* Form of Restricted Stock Unit Agreement under the Amended and Restated Ormat Technologies, Inc. 2012 Incentive Compensation Plan, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities Exchange Commission on November 9, 2017.
- 10.10* Ormat Technologies, Inc. Amended and Restated 2018 Incentive Compensation Plan, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 3, 2022.

- 10.11* Form of Restricted Stock Unit Grant Notice and Terms and Conditions (Executive Officers) to Ormat Technologies, Inc.'s Amended and Restated 2018 Incentive Compensation Plan, incorporated by reference to Exhibit 10.5 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 8, 2018.
- 10.12* Form of Restricted Stock Unit Grant Notice and Terms and Conditions (Directors) to Ormat Technologies, Inc.'s Amended and Restated 2018 Incentive Compensation Plan, incorporated by reference to Exhibit 10.4.11 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2019.
- 10.13* Form of Stock Appreciation Right Grant Notice and Terms and Conditions (Directors) to Ormat Technologies, Inc.'s Amended and Restated 2018 Incentive Compensation Plan.1, incorporated by reference to Exhibit 10.4.12 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2019.
- 10.14* Form of Indemnification Agreement, incorporated by reference to Exhibit 10.11 to Ormat Technologies, Inc.'s Registration Statement Amendment No. 2 on Form S-1 (File No. 333-117527) filed with the Securities and Exchange Commission on October 20, 2004.
- 10.15 Third Amended and Restated Power Purchase Agreement for Olkaria III Geothermal Plants, dated November 26, 2014, between OrPower 4 Inc. and The Kenya Power and Lighting Company Limited, incorporated by reference to Exhibit 10.34 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2021.
- 10.16 Amendment of the Third Amended and Restated Power Purchase Agreement and Termination of Amended and Restated Olkaria III Project Security Agreement, dated October 30, 2015, between The Kenya Power and Lighting Company Limited and OrPower 4 Inc., incorporated by reference to Exhibit 10.35 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2021.
- 10.17 Second Amendment of the Third Amended and Restated Power Purchase Agreement, dated December 20, 2016, between The Kenya Power and Lighting Company Limited and OrPower 4 Inc., incorporated by reference to Exhibit 10.36 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2021.
- 10.18 Third Amendment of the Third Amended and Restated Power Purchase Agreement, dated February 19, 2021, between The Kenya Power and Lighting Company PLC and OrPower 4 Inc., incorporated by reference to Exhibit 10.37 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2022.
- 10.19 Note Purchase Agreement, dated September 23, 2011, among OFC 2 LLC, ORNI 15 LLC, ORNI 39 LLC, ORNI 42 LLC, and HSS II, LLC, as Issuers, OFC 2 Noteholder Trust, as Purchaser, John Hancock Life Insurance Company (U.S.A.), as Administrative Agent, and the United States Department of Energy (DOE), as Guarantor, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-O filed with the Securities and Exchange Commission on November 4, 2011.
- 10.20 Finance Agreement, dated August 23, 2012, between OrPower 4, Inc., an indirect wholly-owned subsidiary of Ormat Technologies, Inc., and Overseas Private Investment Corporation, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2012.
- 10.21 Amendment No. 1 to the Finance Agreement, dated August 23, 2012, between OrPower 4, Inc., an indirect wholly-owned subsidiary of Ormat Technologies, Inc., and Overseas Private Investment Corporation, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2012.

- 10.22 Loan Agreement, dated March 22, 2018, by and among Ormat Technologies, Inc. and Migdal Insurance Company Ltd., Migdal's Makefet Pension and Provident Funds Ltd. and Yozma Pension Fund of Self Employed Ltd., incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 19, 2018.

- 10.23 First Addendum to Loan Agreement, dated March 25, 2019, by and among Ormat Technologies, Inc. and Migdal Insurance Company Ltd., Migdal Makefet Pension and Provident Funds Ltd. and Yozma Pension Fund of Self Employed Ltd., incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 8, 2019.

- 10.24 Second Addendum to Loan Agreement, dated April 13, 2020, between and among Ormat Technologies, Inc. and Migdal Insurance Company Ltd., Migdal Makefet Pension and Provident Funds Ltd. And Yozma Pension Fund of Self-Employed Ltd., incorporated by reference to Exhibit 10.2 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 6, 2020.

- 10.25 Finance Agreement, dated April 30, 2018 between Geotérmica Platanares, S.A. DE C.V. and Overseas Private Investment Corporation incorporated by reference to Exhibit 10.2 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 19, 2018.

- 10.26 Amendment to Finance Agreement, dated October 17, 2018 between Geotérmica Platanares, S.A. DE C.V. and Overseas Private Investment Corporation, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed on November 8, 2018.

- 10.27* Amended and Restated Employment Agreement, dated July 2, 2020, between Ormat Technologies, Inc., Ormat Systems, Ltd. and Doron Blachar incorporated by reference to Exhibit 10.1 and to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 2020.

- 10.28 Agreement for Purchase of Membership Interests, dated May 21, 2021, by and between TG Geothermal Portfolio, LLC and Deer Holdings, LLC, incorporated by reference to Exhibit 10.63 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2022.

- 10.29 Form of Capped Call Confirmation, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 27, 2022.

- 10.30* Amended and Restated Employment Agreement, dated July 2, 2020, between Ormat Technologies, Inc., Ormat Systems, Ltd. and Doron Blachar incorporated by reference to Exhibit 10.1 and to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 6, 2020.

- 10.31* Employment Agreement, dated May 10, 2020, between Ormat Systems Ltd and Assaf Ginzburg, incorporated by reference to Exhibit 10.2 to Ormat Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 11, 2020.

- 10.32* Employment Agreement, dated October 1, 2018, between Ormat Systems Ltd and Shimon Hatzir, incorporated by reference to Exhibit 10.4 to Ormat's Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022.

- 10.33* Employment Agreement, dated April 1, 2020, between Ormat Systems Ltd and Ofer Ben Yosef, incorporated by reference to Exhibit 10.5 to Ormat's Technologies, Inc.'s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 4, 2022.
- 10.34* Employment Agreement dated February 21, 2023 between Ormat Technologies, Inc. and Jessica Woelfel, incorporated by reference to Exhibit 10.42 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 24, 2023.
- 10.35* Ormat Technologies, Inc. Severance Plan, incorporated by reference to Exhibit 10.43 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 24, 2023.
- 10.36* Form of Notification Letter under Ormat Technologies, Inc. Change in Control Severance Plan 43 incorporated by reference to Exhibit C to Exhibit 10.43 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 24, 2023.
- 10.37*† Form of Performance Stock Unit Grant Notice and Terms and Conditions (Executive Officers) (TSR or MW Performance Target, Three-Year Vesting) under Ormat Technologies, Inc.'s 2018 Amended and Restated Incentive Compensation Plan incorporated by reference to Exhibit 10.43 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2024.
- 10.38* Form of Restricted Stock Unit Grant Notice and Terms and Conditions (Executive Officers, Three-Year Vesting) under Ormat Technologies, Inc.'s 2018 Amended and Restated Incentive Compensation Plan, incorporated by reference to Exhibit 10.45 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2024.
- 10.39†^ Membership Interest Purchase Agreement, dated October 23, 2023, between Snow Wolf Holdings LLC and Enel Green Power North America, Inc. and Enel Kansas, LLC, Enel Geothermal, LLC, EGP Nevada Power, LLC, Stillwater Woods Hill Holdings, LLC, Enel Surprise Valley, LLC, and Enel Cove Fort II, LLC, incorporated by reference to Exhibit 10.46 to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2024.
- 10.40* Ormat Technologies, Inc. Second Amended and Restated 2018 Incentive Compensation Plan, incorporated by reference to Exhibit 10.1 to Ormat Technologies, Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2024.
- 10.41+* Separation Agreement, dated February 25, 2025, between Ormat Systems Ltd. and Shimon Hatzir.
- 19.1+ Ormat Technologies, Inc. Insider Trading Policy

- 21.1 Subsidiaries of Ormat Technologies, Inc., incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2022.
- 23.1+ Consent of Kesselman & Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited, Independent Registered Public Accounting Firm.
- 31.1+ Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2+ Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1# Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2# Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 97.1+ Policy Relating to Recovery of Erroneously Awarded Compensation, incorporated by reference to Exhibit 97.1+ to Ormat Technologies, Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2024.

101.INS+ Inline XBRL Instance Document.

101.SCH+ Inline XBRL Taxonomy Extension Schema Document.

101.CAL+ Inline XBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF+ Inline XBRL Taxonomy Extension Definition Linkbase Document.

101.LAB+ Inline XBRL Taxonomy Extension Label Linkbase Document.

101.PRE+ Inline XBRL Taxonomy Extension Presentation Linkbase Document.

104.1+ Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit 101).

* Management contract or compensatory plan in which directors and/or executive officers are eligible to participate.

^ Schedules to this exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K.

† Certain confidential information contained in this document has been redacted in accordance with Item 601(b)(10)(iv) of Regulation S-K.

+ Filed herewith.

Furnished herewith.

ITEM 16. *FORM 10-K SUMMARY*

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORMAT TECHNOLOGIES, INC.

By: /s/ Doron Blachar

Name: Doron Blachar

Title: Chief Executive Officer

Date: February 27, 2025

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Doron Blachar and Assaf Ginzburg, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated on February 27, 2025.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Doron Blachar</u> Doron Blachar	Chief Executive Officer (Principal Executive Officer)	February 27, 2025
<u>/s/ Assaf Ginzburg</u> Assaf Ginzburg	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 27, 2025
<u>/s/ Isaac Angel</u> Isaac Angel	Chairman of the Board of Directors	February 27, 2025
<u>/s/Ravit Barniv</u> Ravit Barniv	Director	February 28, 2025
<u>/s/Karin Corfee</u> Karin Corfee	Director	February 27, 2025
<u>/s/ David Granot</u> David Granot	Director	February 27, 2025
<u>/s/ Mike Nikkel</u> Mike Nikkel	Director	February 27, 2025
<u>/s/ Michal Marom</u> Michal Marom	Director	February 27, 2025
<u>/s/ Dafna Sharir</u> Dafna Sharir	Director	February 27, 2025
<u>/s/ Stanley B. Stern</u> Stanley B. Stern	Director	February 27, 2025
<u>/s/ Byron Wong</u> Byron Wong	Director	February 27, 2025

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-283733) and Form S-8 (Nos. 333-181509, 333-224752, 333-265432 and 333-279325) of Ormat Technologies, Inc. of our report dated February 27, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ Kesselman & Kesselman

Certified Public Accountants (Isr.)

A member firm of PricewaterhouseCoopers International Limited

Tel Aviv, Israel

February 27, 2025

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15(d)-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Doron Blachar, certify that:

1. I have reviewed this Annual Report on Form 10-K of Ormat Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Doron Blachar
Name: Doron Blachar
Title: Chief Executive Officer

Date: February 27, 2025

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15(d)-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Assaf Ginzburg, certify that:

1. I have reviewed this Annual Report on Form 10-K of Ormat Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Assaf Ginzburg
Name: Assaf Ginzburg
Title: Chief Financial Officer

Date: February 27, 2025

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Doron Blachar, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, the Annual Report of Ormat Technologies, Inc. on Form 10-K for the year ended December 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition, results of operations and cash flows of Ormat Technologies, Inc. as of and for the periods presented in such Annual Report on Form 10-K. This written statement is being furnished to the Securities and Exchange Commission as an exhibit accompanying such Annual Report and shall not be deemed filed pursuant to the Securities Exchange Act of 1934.

By: /s/ Doron Blachar

Name: Doron Blachar

Title: Chief Executive Officer

Date: February 27, 2025

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Assaf Ginzburg, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that the Annual Report of Ormat Technologies, Inc. on Form 10-K for the year ended December 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Annual Report on Form 10-K fairly presents in all material respects the financial condition, results of operations and cash flows of Ormat Technologies, Inc. as of and for the periods presented in such Annual Report on Form 10-K. This written statement is being furnished to the Securities and Exchange Commission as an exhibit accompanying such Annual Report and shall not be deemed filed pursuant to the Securities Exchange Act of 1934.

By: /s/ Assaf Ginzburg
Name: Assaf Ginzburg
Title: Chief Financial Officer

Date: February 27, 2025



CORPORATE INFORMATION

Board of Directors

ISAAC ANGEL

Chairman of the Board
Former CEO of Ormat

RAVIT BARNIV

Director
Former CEO of Netvision
Communications

KARIN CORFEE

Director
Founder and CEO of KC
Strategies

DAVID GRANOT

Director
Former CEO of the First
International Bank of
Israel Ltd.

MICHAL MAROM

Director
Co-Founder and Former
CFO of Linkury Ltd.

MIKE NIKKEL*

Director
Senior Managing Director
and Deputy Head of the
Energy and Eco-Services
Business Headquarters of
ORIX

DAFNA SHARIR

Director
Consultant

STANLEY B. STERN

Lead Independent Director
Founder and Managing
Partner of Alnitak Capital

BYRON G. WONG

Director
Consultant

Senior Leadership

DORON BLACHAR

Chief Executive Officer

ASSAF GINZBURG

Chief Financial Officer

SHIMON HATZIR

Executive Vice President—
Electricity Segment

OFER BEN YOSEF

Executive Vice President—
Energy Storage and
Business Development

JESSICA WOELFEL

General Counsel, Chief
Compliance Officer, and
Corporate Secretary

LIZA TAVORI

Executive Vice President –
Human Resources

ELAD ZALKIN

SVP of Projects, Planning
& Control, Business
Excellence

NIRIT GRUSHKO

SVP of Engineering, R&D
Innovation and QEHS

Annual Meeting

The annual meeting of stockholders will be held virtually on May 7, 2025 at 9:00 a.m. EDT. A formal notice of the meeting and proxy materials will be available to each shareholder at <https://web.lumiconnect.com/251938693> and will be mailed to any shareholder who requests a printed copy.

Stock Listings

Ticker: ORA
The New York Stock Exchange
Tel Aviv Stock Exchange

Transfer Agent:

Stockholders wishing to update their address, transfer ownership of stock certificates, report lost certificates or inquire regarding other stock registration matters should contact:

Equiniti Trust Company, LLC
P.O. Box 500
Newark, NJ 07101

Contact Information

Information regarding Ormat Technologies, Inc. is available on our website: www.ormat.com

Smadar Lavi
VP Head of IR and ESG Planning & Reporting
775-356-9029 (ext. 65726)
slavi@ormat.com

* Director is not standing for re-election.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

☒ Filed by the Registrant

☐ Filed by a party other than the Registrant

Check the appropriate box:	
☐	Preliminary Proxy Statement
☐	Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
☐	Definitive Proxy Statement
☒	Definitive Additional Materials
☐	Soliciting Material Pursuant to §240.14a-12

ORMAT TECHNOLOGIES, INC.



(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):	
☒	No fee required
☐	Fee paid previously with preliminary materials
☐	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting of

ORMAT TECHNOLOGIES, INC.

To Be Held On:

May 7, 2025 9:00 AM EDT

via live audio webcast at <https://web.lumiconnect.com/251938693> (Password: ormat2025)

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 4/25/2025.

Please visit <https://www.astproxyportal.com/ast/13766>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (1-888-776-9962) 1-201-299-6210 (for international callers)
E-MAIL: help@equiniti.com

TO VOTE:

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>



ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

VIRTUALLY AT THE MEETING: The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit <https://web.lumiconnect.com/251938693> (Password: ormat2025) and be sure to have available the control number.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. To elect the eight director nominees listed below to the Board of Directors to hold office until the 2026 Annual Meeting of Stockholders. NOMINEES: (A) Isaac Angel (B) Ravit Barniv (C) Karin Corfee (D) David Granot (E) Michal Marom (F) Dafna Sharir (G) Stanley B. Stern (H) Byron G. Wong Please note that you cannot use this notice to vote by mail.	2. To approve, in a non-binding, advisory vote, the compensation of our named executive officers. 3. To ratify the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as our independent registered public accounting firm for 2025. THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH DIRECTOR NOMINEE, AND “FOR” PROPOSALS 2 AND 3.
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)



Filed by the Registrant



Filed by a party other than the Registrant

Check the appropriate box:	
☐	Preliminary Proxy Statement
☐	Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
☒	Definitive Proxy Statement
☐	Definitive Additional Materials
☐	Soliciting Material Pursuant to §240.14a-12

ORMAT TECHNOLOGIES, INC.



(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

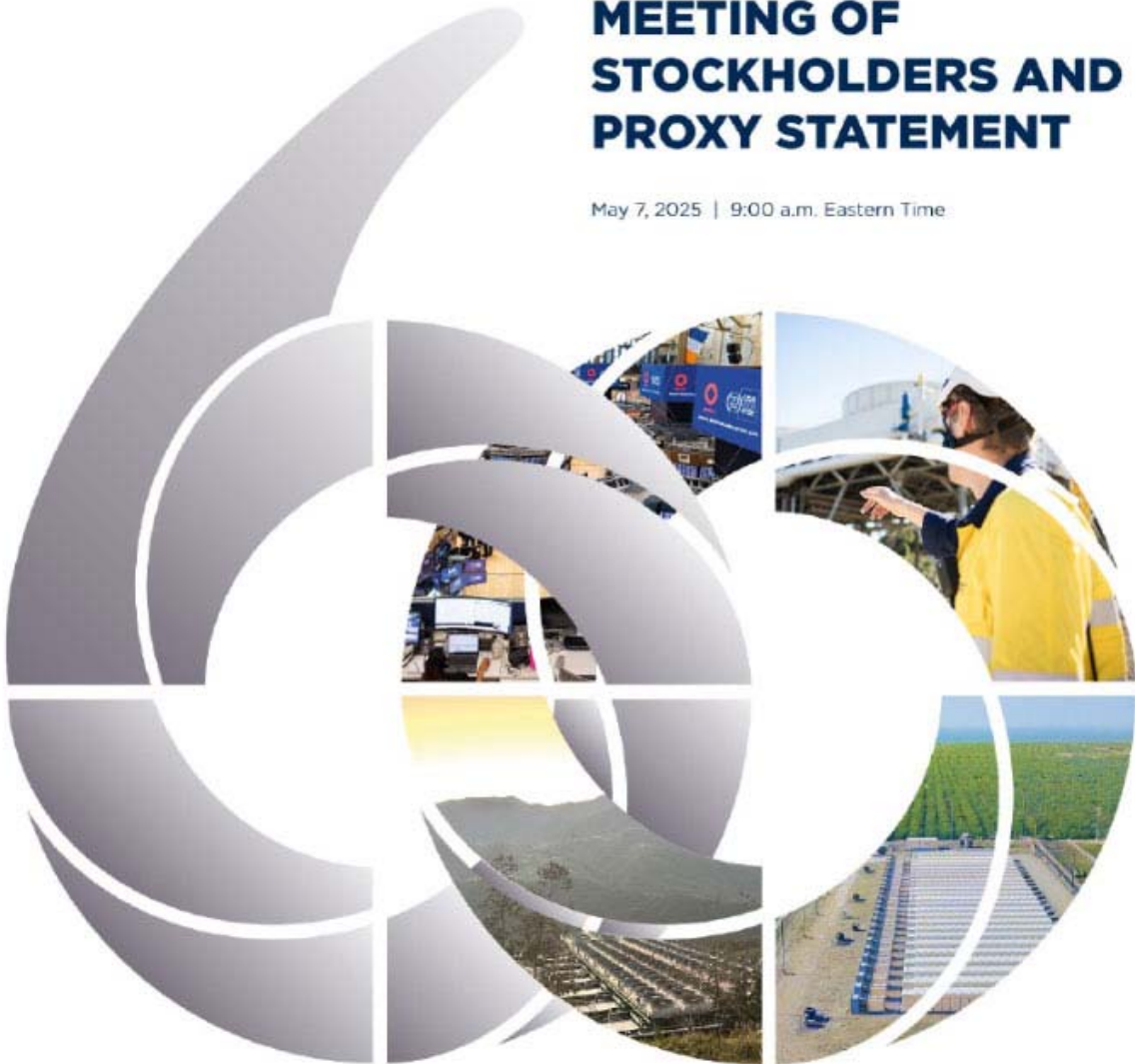
Payment of Filing Fee (Check all boxes that apply):	
☒	No fee required
☐	Fee paid previously with preliminary materials
☐	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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2025

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT

May 7, 2025 | 9:00 a.m. Eastern Time



YEARS OF POWERING A SUSTAINABLE FUTURE
ORMAT

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MISSION

Being a global leader and provider of renewable energy, while building a geographically balanced portfolio of geothermal, recovered energy and energy storage assets.

VALUES



CONSTANT RENEWAL

We continually seek new challenges, advance new technologies, enter new fields and test new business models.



COURAGE

We act with the certainty that comes from knowledge, experience, prudent risk management and an unwavering focus on delivering the best results for our clients.



STABILITY

It defines our workforce, technologies, products, facility performance and our firm financial foundation.



FULL COMMITMENT

We are fully committed to our stakeholders and to building a sustainable future.



CREATIVITY

We understand and fully appreciate the uniqueness of the customers we serve and the vital role creativity plays in finding the right solutions.



Tungsten Power Plant

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A LETTER FROM OUR CHAIRMAN AND CHIEF EXECUTIVE OFFICER



March 27, 2025

DEAR STOCKHOLDER,

As we celebrate Ormat's 60th anniversary, we are filled with immense pride and gratitude for the journey we have undertaken together. This milestone is a testament to the dedication, innovation, and resilience that have defined Ormat since its inception.

Over the past six decades, Ormat has grown from a visionary idea into a global leader in the renewable energy sector. Our unwavering commitment to sustainability, technological advancement, and community engagement has driven us to consistently push the boundaries of what is possible. We have set new standards in geothermal energy and expanded our portfolio to include solar and energy storage solutions.

We are pleased to report that 2024 was a year of strong results for Ormat, despite some operational challenges. We had solid GAAP net income and GAAP diluted EPS, and our Adjusted EBITDA, and Adjusted EPS exceeded expectations, reflecting the successful execution of our strategic initiatives and the dedication of our team. We achieved significant growth in our global portfolio, expanded our market presence, and enhanced operational efficiency.



In 2024, we successfully launched and operated three new storage projects, signed three new PPAs for storage projects and one Resource Adequacy agreement, completed an 11 MW geothermal repower, and conducted several successful drilling campaigns around the world. Additionally, our products division signed contracts totaling \$250 million to build geothermal plants for third parties. We also opened a new U.S. Corporate office, consolidating our workforce from three separate locations to foster better internal collaboration and drive our company forward.

This anniversary is not just a celebration of our past achievements but also a moment to look forward to the future. We are excited about the opportunities that lie ahead and are confident in our ability to continue driving growth and creating value for our shareholders. Our strategic initiatives are focused on expanding our market presence, enhancing operational efficiency, and investing in cutting-edge technologies that will shape the future of energy. We see significant opportunities with the advancement of AI technologies that require the support of data centers and believe that geothermal energy is an important source of baseload energy to support this increased demand.

We extend our sincere thanks to our employees, whose hard work and dedication are the backbone of our success. We also express our gratitude to our shareholders for their continued trust and support. Together, we will continue to build on our legacy and achieve new heights.

Thank you for being a part of Ormat's journey. We look forward to sharing many more milestones with you.

Isaac Angel
Chairman of the Board

Doron Blachar
Chief Executive Officer

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NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS

The Board of Directors (the “Board”) of Ormat Technologies, Inc. (“Ormat” or the “Company”) is making this Proxy Statement available to you in connection with the solicitation of proxies on its behalf for the 2025 Annual Meeting of Stockholders (the “Annual Meeting” or the “2025 Annual Meeting”). The Annual Meeting will be held on May 7, 2025 at 9:00 a.m., Eastern Daylight Time. The Annual Meeting will be a completely virtual meeting, which will be conducted via live audio webcast.

This summary highlights information about the Company and certain information contained elsewhere in this Proxy Statement. You should read the entire Proxy Statement carefully before voting.



DATE
Wednesday,
May 7, 2025



TIME
9:00 a.m.
Eastern
Daylight Time



LOCATION
Virtual at <https://web.lumiconnect.com/251938693>



RECORD DATE
March 12, 2025

VOTING MATTERS AND BOARD RECOMMENDATIONS

Proposal	Board Vote Recommendation	Page
1 Election to our Board of Directors of the eight director nominees	FOR each of the nominees	15
2 Advisory vote on the compensation for our named executive officers	FOR	34
3 Ratification of the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as our independent registered public accounting firm	FOR	64

Stockholders will also transact any other business that may properly come before the Annual Meeting and any adjournments or postponements thereof. These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting.

WHO CAN VOTE: The record date for the Annual Meeting is March 12, 2025. Only stockholders of record at the close of business on that date may vote at the Annual Meeting or any adjournment thereof.

VOTING: Whether or not you plan to attend the Annual Meeting, we strongly urge you to cast your vote promptly. You may vote over the Internet, as well as by telephone or by mail, or otherwise virtually at the Annual Meeting. Please review the instructions on the proxy card (or, if you hold your shares in “street name” through a broker, bank or other nominee, voting instruction form) regarding each of these voting options.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 7, 2025:
We are taking advantage of Securities and Exchange Commission (“SEC”) rules that permit companies to furnish proxy materials to stockholders via the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”). If you received a Notice by mail, you will not receive a printed copy of our proxy materials unless you specifically request one by following the instructions contained in the Notice. The Notice instructs you on how to access our proxy materials, including this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (“Fiscal 2024”), via the Internet at <https://www.astproxyportal.com/ast/13766>, as well as how to vote online or by telephone. We are first making this Proxy Statement and the accompanying materials available to our stockholders on or about March 27, 2025.

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| NOTICE OF 2025 ANNUAL MEETING OF STOCKHOLDERS

CASTING YOUR VOTE

How to Vote	 Internet Visit the applicable voting website and follow the on-screen instructions.	 Telephone Within the United States, U.S. Territories and Canada, call toll-free.	 Mail Complete, sign and mail your proxy card (if a stockholder of record) or voting instruction form (if a street name holder) in the self-addressed envelope provided to you.	 Virtually Attend the Annual Meeting and cast your vote on the meeting website.
Stockholders of Record (Shares registered in your name with Ormat's transfer agent)	www.voteproxy.com	+1 (800) 776-9437		https://web.lumiconnect.com/251938693 password: ormat2025
Street Name Holders (Shares held through a broker, bank or other nominee)	Refer to voting instruction form.	Refer to voting instruction form.		Refer to voting instruction form.

If you own shares that are traded through the Tel Aviv Stock Exchange (“TASE”), you may vote your shares in one of the following ways:

- **By Mail / E-Mail.** Complete, sign and date the proxy card and attach to it an ownership certificate from the TASE Clearing House member through which your shares are registered (i.e., your broker, bank or other nominee), indicating that you were the beneficial owner of the shares as of the record date of March 12, 2025 (the “Record Date”), and return the proxy card, along with the ownership certificate, by mail, to the Company’s registered office, 1 Shidlovsky Street, Yavne 8122101, Israel, or by e-mail, to corporate_secretary@ormat.com, to be received no later than 6:59 a.m., Israel time, on Wednesday, May 7, 2025. If the TASE member holding your shares is not a TASE Clearing House member, please make sure to include an ownership certificate from the TASE Clearing House member in which name your shares are registered.
- **By Voting Electronically.** Vote your shares through the electronic voting system of the Israel Securities Authority (https://votes.isa.gov.il), subject to proof of ownership of the shares on the Record Date, as required by law. Voting through the electronic voting system will be allowed until 6:59 a.m., Israel time, on Wednesday, May 7, 2025. You may receive guidance on the use of the electronic voting system from the TASE member through which you hold your shares.

YOUR VOTE IS IMPORTANT TO US. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE CAST YOUR VOTE PROMPTLY. YOU MAY VOTE OVER THE INTERNET, BY PHONE OR BY SIGNING AND DATING A PROXY CARD AND RETURNING IT TO US BY MAIL.

By submitting your proxy using any of the methods specified in the Notice, you authorize each of Doron Blachar our Chief Executive Officer, Assaf Ginzburg, our Chief Financial Officer, and Jessica Woelfel, our General Counsel, Chief Compliance Officer and Corporate Secretary, to represent you and vote your shares at the Annual Meeting in accordance with your instructions. You may also vote your shares to adjourn the Annual Meeting and will be authorized to vote your shares at any postponements or adjournments of the Annual Meeting.

By Order of the Board of Directors.



JESSICA WOELFEL
General Counsel, Chief Compliance Officer and
Corporate Secretary
March 27, 2025

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2025 PROXY STATEMENT SUMMARY |

2025 PROXY STATEMENT SUMMARY

The Board of Directors (the “Board”) of Ormat Technologies, Inc. (“Ormat” or the “Company”) is making this Proxy Statement available to you in connection with the solicitation of proxies on its behalf for the 2025 Annual Meeting of Stockholders (the “Annual Meeting” or the “2025 Annual Meeting”). The Annual Meeting will be held on May 7, 2025 at 9:00 a.m. Eastern Daylight Time. The Annual Meeting will be a completely virtual meeting, which will be conducted via live audio webcast.

This summary highlights information about the Company and certain information contained elsewhere in this Proxy Statement. You should read the entire Proxy Statement carefully before voting.

WHO WE ARE

At Ormat, we’re always on, delivering renewable power and energy solutions to our customers around the clock and around the world. Clean, reliable energy solutions provided from geothermal power, recovered energy, as well as solar photovoltaic (“PV”) and energy storage solutions, is our expertise, commitment and focus.

With 60 years of experience, Ormat is a leading geothermal company and the only vertically integrated company engaged in geothermal and recovered energy generation (“REG”), with robust plans to accelerate long-term growth in the energy storage market and to establish a leading position in the U.S. energy storage market. Ormat owns, operates, designs, manufactures and sells geothermal and REG power plants primarily based on the Ormat Energy Converter—a power generation unit that converts low-, medium- and high-temperature heat into electricity. Ormat has engineered, manufactured and constructed power plants, which it currently owns or has installed for utilities and developers worldwide, totaling approximately 3,400MW of gross capacity, including geothermal and REG sites, as of December 31, 2024. Ormat leverages its core capabilities in the geothermal and REG industries and its global presence to expand its activities in clean energy production and energy storage solutions.

A Leading Renewable Energy Provider

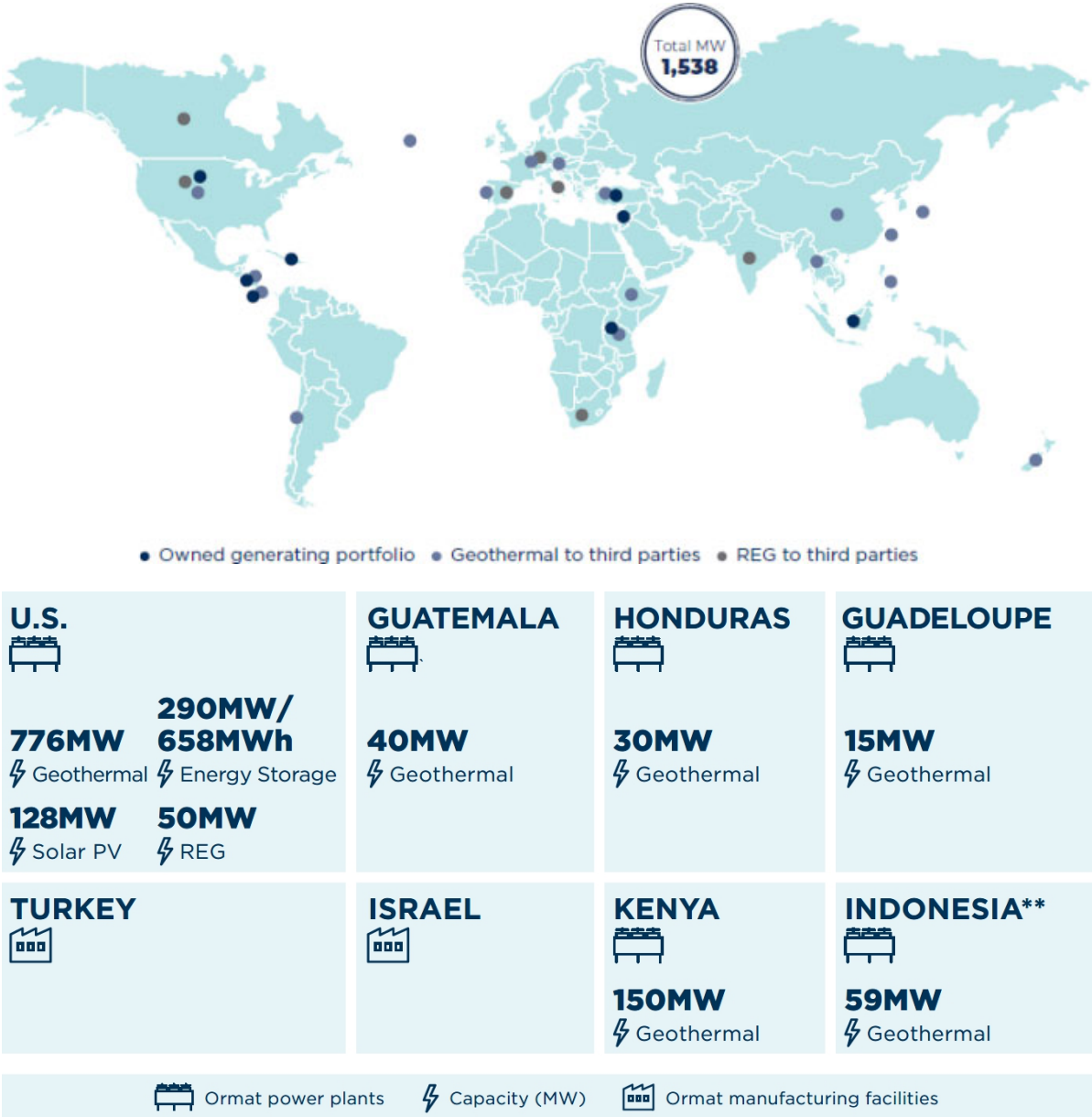
60 Years of experience	Own & operate 1.5GW Geothermal, Storage, Solar PV & REG	~1,500 Employees
80% of 2024 revenues  ELECTRICITY	16% of 2024 revenues  PRODUCT	4% of 2024 revenues  ENERGY STORAGE

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| 2025 PROXY STATEMENT SUMMARY

Our Current Global Portfolio

By the end of 2028, we aim to add 402MW to 502MW, reaching between 1,650MW to 1,750MW in our Electricity segment. Additionally, we plan to add 660MW to 760MW, bringing our total generation capacity between 950MW to 1,050MW in our Storage segment.



* The information presented is correct as of the publication of this report.
** Ormat owns a 12.75% interest in the 330MW Sarulla Complex and a 49% interest in the 35MW Ijen Complex.

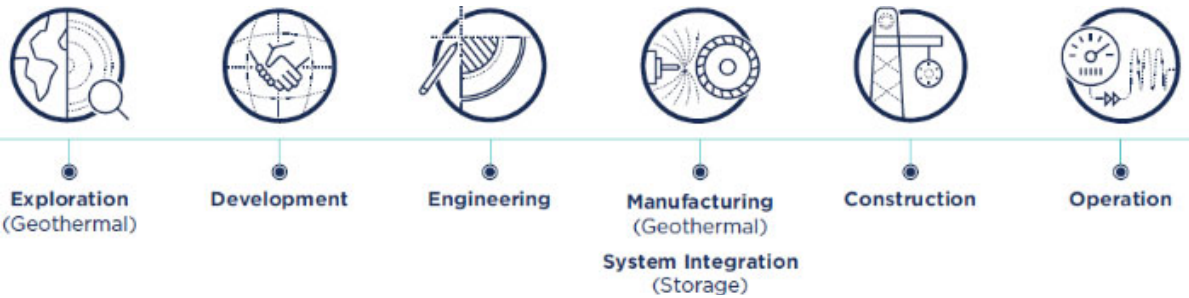
Ormat’s current total generating portfolio is 1,538MW and encompasses a diverse range of geothermal, solar PV, battery storage, and REG assets strategically distributed across the U.S., Kenya, Guatemala, Indonesia, Honduras, and Guadeloupe. We are committed to identifying opportunities and mitigating risks associated with climate change, and we actively strive to minimize our environmental impact in areas such as climate, water use, and waste reduction. Our geothermal power plants emit significantly lower levels of carbon dioxide compared to coal or other fossil fuel-based power plants, while providing a consistent and stable power supply, making them an ideal source of renewable ‘baseload’ power.

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2025 PROXY STATEMENT SUMMARY |

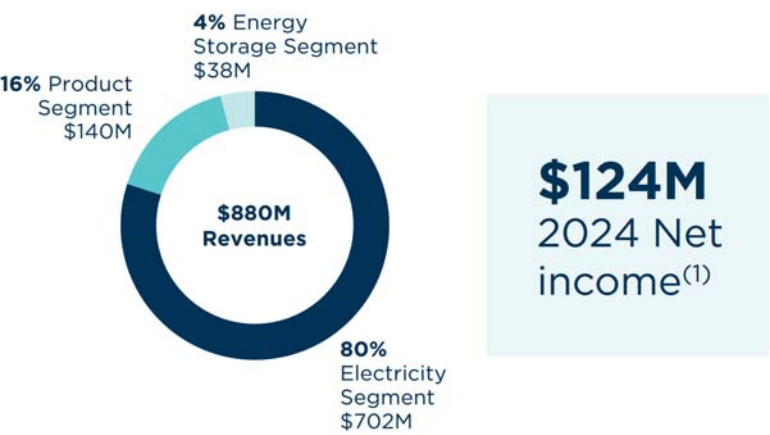
Ormat is Well-Positioned in the Value Chain

For both geothermal energy and energy storage

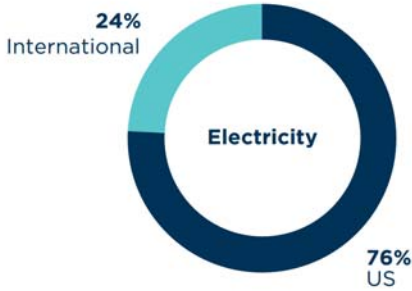


Key Highlights

Financial Strength: 2024 Results



Electricity: Diversified Portfolio



Strong Financial Positioning
Installed capacity growth (MW)



Revenues Growth (\$m)



(1) Net Income attributable to the Company's stockholders.

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| 2025 PROXY STATEMENT SUMMARY

Strategic Highlights

- ✓ In January 2024, we closed the acquisition of a portfolio of geothermal and solar assets from Enel Green Power North America, advancing our Electricity Segment growth plans and strengthening the Company's presence in the United States.
- ✓ Received approval from the HPUC for two final amendments to the PPA between Puna Geothermal Venture and Hawaiian Electric, elevating the contract capacity to 46MW, with a minimum contracted capacity of 30 MW.
- ✓ Signed a 30-year PPA with EDF for the development of a new 10MW geothermal power plant in Guadeloupe.
- ✓ Commenced the operation of the 6MW Beowawe Repower geothermal power plant.
- ✓ Signed a 15-year Resource Adequacy Purchase and Sale Agreement with the City of Riverside for the 80MW/ 320MWh Shirk Battery Energy Storage System.
- ✓ Signed two seven-year tolling agreements with Equilibrium Energy for the Lower Rio 60MW/120MWh and Bird Dog 60MW/120MWh Energy Storage facilities in Texas.
- ✓ Successfully commenced commercial operation of our largest energy storage facility, the Bottleneck project. This 80MW/320MWh Battery Energy Storage System ("BESS"), located in the Central Valley of California, will provide ancillary services to San Diego Gas & Electric ("SDG&E") under a 15-year Tolling Agreement signed in 2022.
- ✓ Announced the successful deal to transfer ITCs from the 80MW/320MWh Bottleneck Project to a third party with favorable pricing.
- ✓ Signed an Engineering, Procurement, and Construction ("EPC") contract with Contact Energy for the development of the Te Mihi Stage 2 101MW geothermal power plant in New Zealand. The EPC contract is valued at approximately \$200 million.
- ✓ Announced the successful commencement of commercial operations for our Montague energy storage facility. This 20MW/20MWh BESS, located in New Jersey, will provide ancillary services on the merchant market to PJM.
- ✓ Secured multiple strategic land parcels in Nevada and Utah in the states' Bureau of Land Management (BLM) Auctions, supporting our ongoing operations and development of projects in the respective states.
- ✓ Signed a 10-year PPA with Calpine Energy Solutions for up to 15MW.
- ✓ In February 2025, we announced the COD of the Ijen geothermal power plant, jointly owned with Medco Power. The plant began operations, delivering 35MW to the Java grid, with Ormat's share at 17MW.
- ✓ In February 2025, we won a tender from the Israeli Electricity Authority and secured two 15-year tolling agreements for energy storage facilities with a combined capacity of 300MW/1200 MWh, in partnership with Allied Infrastructure Ltd. (50/50 ownership).



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2025 PROXY STATEMENT SUMMARY |

At the core of our business strategy, we strive to advance a number of goals and work toward accomplishing them in several ways:

 Increasing clean energy production capacity We aim to deliver more renewable energy through the development and construction of new geothermal power plants to both our own portfolio and to third parties, expansion of our geographical reach, and acceleration of our energy storage assets.	 Promoting innovation in all our activities We strive to establish and operate our sites in the most innovative way, and our R&D department regularly searches for innovations to improve the efficiency of our operations, including environmental performance, at existing and new sites.	 Maintaining synergy with the communities in which we operate We work to understand the needs and concerns of local communities near our sites, and to build lasting relationships and community engagement programs that meet their needs.
 Prioritizing and developing our people We seek to provide a diverse and inclusive working environment where employees can fulfill their professional goals, and to instill a safe workplace culture.	 Commitment to a fair supply chain We see great importance in managing a fair supply chain and working with suppliers and business partners with good human rights practices, and we are committed to complying with applicable laws and human rights commitments.	 Strong values for solid governance We strive to conduct our business everywhere with honesty and integrity, and we believe candor, openness, and fairness must be demonstrated by every Ormat employee, manager, and director at all times.

Ormat has been sustainably generating power since 1965, and we remain committed to providing renewable energy safely, economically, and in an environmentally responsible manner. We are committed to accomplishing our goals in a transparent, ethical manner that supports the development and growth of our employees, partners, investors, and the communities in which we operate. As such, a focus on environmental, social, and governance issues is part of our DNA, and we seek to ensure that our business and ESG strategies are fundamentally aligned. We have set a target of five percent annual average GHG emissions intensity (tCO2e/MWh) reduction in Scope 1 (direct emissions) and Scope 2 (indirect emissions) GHG emissions measured against the 2019 base levels and exceeded this target in 2020, 2021, 2022 and 2023.



Establishment of Sustainability Committee in 2023
In 2023, the Board of Directors established a Sustainability Committee (formerly called the ESG Committee) as part of the Company’s commitment to environmental matters that impact the Company and governance of sustainability issues.

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| 2025 PROXY STATEMENT SUMMARY

We also align our disclosures with certain recommendations of the Task Force on Climate-related Financial Disclosures (“TCFD”), as well as with the GRI Standards and SASB standards.



We report our progress on environmental goals and commitments annually in our Sustainability Reports, including, but not limited to, our climate change mitigation measures, biodiversity conservation, and water management efforts. A copy of our most recent Sustainability Report is accessible, free-of-charge, in the Sustainability section of our website at www.ormat.com. The contents of our website, including the Sustainability Reports, are not part of or otherwise incorporated by reference into this Proxy Statement.

Committed to People and Communities

At Ormat, we are committed to the advancement and development of people—both our employees and the members of the communities where we operate. We believe in promoting an environment that encourages the development of innovative, diverse ideas and are committed to hiring from local communities. As of December 31, 2024, we employed 1,571 employees worldwide.

Sustainability Highlights

Environment*

17%

Absolute reduction in Scope 1 and 2 GHG emissions compared with 2019 baseline

28%

Reduction in GHG emissions intensity (tCO₂e/MWh) compared with 2019 baseline

\$477M

Green convertible bonds



Social

26%

Women in VP-level positions

24.6

Average training hours per employee

0.96

Total Recordable Incident Rate (TRIR)



Governance

Our corporate governance practice is defined by honesty, openness and fairness. We are constantly improving our governance and our level of disclosure on related topics, such as **anti-corruption, executive remuneration and regulatory compliance**

Sustainability Board Committee established in 2023

50%

Female representation in our Board of Directors**

3 out of 5

Board committees are led by women



* Environmental data is taken from our most recent sustainability report, which provides information as of 2023, except for the Green convertible bonds which is as of 2024.

** This is an increase from 44% at the end of 2024.

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VOTING ROADMAP

This summary highlights select information contained elsewhere in this proxy statement. This summary does not contain all the information that you should consider, and you should read the entire proxy statement carefully before submitting your proxy and voting instructions.

PROPOSAL 1

Election of Eight Directors

See page 15

✓ The Board recommends a vote **FOR** each director nominee.

BOARD AND GOVERNANCE HIGHLIGHTS

Board Nominees

You are being asked to vote on the following eight nominees for directors to serve on our Board for a one-year term expiring at the 2026 Annual Meeting of Stockholders. Information about each director’s experiences, qualifications, attributes and skills can be found in the sections below. The below chart shows the membership of our director nominees on the committees before the Annual Meeting. For information on membership after the Annual Meeting, see “Proposal 1 - Election of Directors - How our Board is Organized and Governed - Board Committees.”

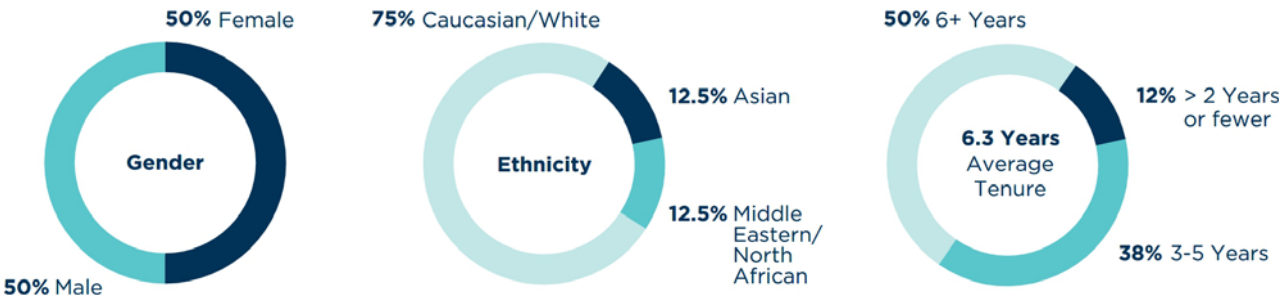
Name	Age	Director Since	Independent	Committee Memberships				
				Audit	Compensation	Nominating & Corporate Governance	Investment	Sustainability
Isaac Angel ☆	68	2020						
Ravit Barniv	61	2024	✓					
Karin Corfee	64	2022	✓	✓				✓ ☆
David Granot	78	2012	✓			✓	✓ ☆	✓
Michal Marom	55	2022	✓	✓ ☆	✓			
Dafna Sharir	56	2018	✓		✓ ☆	✓		
Stanley B. Stern +	67	2015	✓	✓		✓ ☆	✓	
Byron G. Wong	73	2017	✓	✓				✓

☆ Chairman of the Board

☆ Chair of Committee

+ Lead Independent Director

Board Snapshot



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VOTING ROADMAP
BOARD AND GOVERNANCE HIGHLIGHTS

Our Experienced and Balanced Board

		Board Skills and Experience
	Senior Leadership and Strategy Experience as a senior executive at a large organization	8/8
	Public Company Corporate Governance Experience serving on the board of a public company and/or a strong understanding of corporate governance best practices	6/8
	Finance and Accounting Experience in financial accounting and reporting, auditing processes and standards, internal controls and/or corporate finance	8/8
	Capital Markets Experience with a range of capital raising transactions	6/8
	ESG Experience with corporate social responsibility practices, including sustainability	4/8
	Capital Projects Experience overseeing, managing or advising on large-scale capital projects	4/8
	Business Development Experience with developing and implementing strategies for growth, including M&A transactions	7/8
	Energy Industry Experience in the energy, power generation, renewables and/or utility sectors	5/8
	International Business Experience with managing international operations	4/8
	Information Technology/Cybersecurity Experience in information technology, including the importance of maintaining stakeholder trust through protecting their information	5/8

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Corporate Governance Highlights



Board independence

All directors are independent, other than Mr. Angel, our former CEO, and all committees are made up of independent directors.



Executive sessions

Independent members of the Board and each of the committees meet regularly in executive session with no members of management present.



Board evaluation

Each of the Board and its committees evaluates and discusses its respective performance and effectiveness annually.



Engagement with stockholders

The Board and management value the perspectives of our stockholders and work to provide our stockholders with continuous and meaningful engagement.



Director accountability

All directors must be elected annually, by majority vote of the stockholders (except in contested elections, where they are elected by plurality).



Time commitment

We maintain stringent internal over-boarding standards for our directors, which reflect the standards of ISS and Glass Lewis. None of our directors is currently over-boarded under such standards.



Compensation review

The Compensation Committee reviews the appropriateness of our executive officer and director compensation.



Risk oversight

The Board and committees regularly review their oversight of risk and the allocation of risk oversight among the committees.



Board refreshment

Subject to certain exceptions, directors will not be nominated for re-election to the Board if they have served on the Board for more than 15 years at the time of such proposed nomination.

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VOTING ROADMAP
EXECUTIVE COMPENSATION HIGHLIGHTS

PROPOSAL 2

Advisory Vote on Executive Compensation

See page 34

✓ The Board recommends a vote **FOR** this proposal.

EXECUTIVE COMPENSATION HIGHLIGHTS

Our executive compensation program consists of three elements, namely, annual salary, annual bonus and equity awards, with an emphasis on at-risk and/or long-term compensation.

	Element	Form	Metrics and Key Features
01	Annual Salary	Fixed Cash	Set at levels that reflect competitive compensation averages for similar executives
02	Management Plan	Annual Performance-Based Plan	A mix of quantitative and qualitative metrics: Company Performance Metric • Revenue • Adjusted EBITDA Individual Performance Metrics • Financial and operational CEO Goals • Qualitative
03	Long-Term Equity Awards	Performance Stock Units (PSUs)	60% of long-term equity awards Vesting: 3-year performance period and service period vests equally over three years. Performance Metrics: • 50% relative TSR • 50% Megawatts capacity targets
		Restricted Stock Units (RSUs)	40% of long-term equity awards Vesting: 3 years

PROPOSAL 3

Ratification of Appointment of Independent Registered Public Accounting Firm

See page 64

✓ The Board recommends a vote **FOR** this proposal.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our Board currently consists of nine members. Upon the recommendation of the Nominating and Corporate Governance Committee, the Board has considered and nominated the following slate of nominees for a one-year term expiring in 2026: Isaac Angel, Ravit Barniv, Karin Corfee, David Granot, Michal Marom, Dafna Sharir, Stanley B. Stern, and Byron G. Wong. Action will be taken at the Annual Meeting for the election of these nominees.

Mike Nikkel will not stand for reelection and will serve until this Annual Meeting. Mr. Nikkel was previously nominated by ORIX, whose nomination rights were terminated in connection with the ORIX December 2024 secondary offering (the “ORIX Offering”). For more information, see “Transactions with Related Persons—Transactions with ORIX.” Therefore, the Board has set the size of the Board at eight effective as of the date of this Annual Meeting.

It is intended that the proxies delivered pursuant to this solicitation will be voted in favor of the election of Isaac Angel, Ravit Barniv, Karin Corfee, David Granot, Michal Marom, Dafna Sharir, Stanley B. Stern, and Byron G. Wong, except in cases of proxies bearing contrary instructions. In the event that these nominees should become unavailable for election, the persons named in the proxy will have the right to use their discretion to vote for a substitute in accordance with SEC rules.

Election of each director nominee requires the affirmative vote of the holders of a majority of votes cast for the election of each director at the Annual Meeting. Abstentions and “broker non-votes” will have no effect on the outcome of this proposal.



OUR BOARD RECOMMENDS THAT YOU VOTE “FOR” THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS IN 2025

The following information describes the offices held and other business directorships of each nominee required to be disclosed by SEC rules. Beneficial ownership of equity securities of the nominees is shown under the section entitled “Security Ownership of Certain Beneficial Owners and Management” below.

	ISAAC ANGEL DIRECTOR QUALIFICATIONS: Extensive experience with our Company, management experience and institutional and strategic knowledge about our energy market, industry and our business BACKGROUND: Mr. Angel has served as Chairman of our Board since January 2021, and served as Executive Chairman of our Board from July 2020 to December 2020. Mr. Angel was also our CEO from 2014 to July 2020. Previously, Mr. Angel served as chairman of the board of directors of Gilat Satellite Networks Ltd. (Nasdaq: GILT), a U.S. public company, from March 2020 to March 2023, as a director of Frutarom Ltd. from 2008 until 2016 and Retalix Ltd. from 2012 until 2013, and as executive chairman of LeadCom Integrated Solutions Ltd. from 2008 to 2009. From 2006 to 2008, Mr. Angel served as Executive Vice President, Global Operations of VeriFone after it acquired Lipman Electronic Engineering Ltd. (“Lipman”), and from 1979 to 2006, he served in various positions at Lipman, including as its President and CEO.
	RAVIT BARNIV DIRECTOR QUALIFICATIONS: - Extensive management, financial and corporate governance experience - Extensive experience in highly-regulated industries EDUCATION: - BA, Economics and Philosophy, Tel Aviv University - MBA, Finance, Tel Aviv University - MA, Governance, specialization in counterterrorism, IDC Herzliya (now Reichman University) - MBA, Healthcare Innovation, IDC Herzliya (now Reichman University) OTHER CURRENT PUBLIC COMPANY DIRECTORSHIPS: - Strauss Group Ltd. BACKGROUND: Ms. Barniv was previously a member of our Board from November 2015 until May 2021 and currently serves on the Board of Directors of Strauss Group Ltd. (TASE: STRS), a leading food and beverage company based in Israel. Ms. Barniv previously served as the chairperson of the board of directors of Tnuva Group, the largest food group in Israel, from 2013 to 2015, as a board member of Clalit Health Care, Israel's largest healthcare provider, from November 2016 to October 2022, and as a chairperson of the board of directors of Shikun & Binui Ltd., an infrastructure, real estate and renewable energy group in Israel, from 2007 to 2012. Ms. Barniv served and as CEO of Netvision Communications, an internet service provider and provider of integration and telecommunication services, from 2001 to 2007.

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PROPOSAL 1 ELECTION OF DIRECTORS
NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS IN 2025



Age 64
Member of our Board since June 2022

Independent Director

• Audit Committee
• Sustainability Committee (Chair)

KARIN CORFEE

DIRECTOR QUALIFICATIONS:

- Depth of experience in the energy sector and expertise with strategic planning, renewables, energy storage, sustainability and stewardship

EDUCATION:

- BS, Political Economy of Natural Resources, University of California at Berkeley
- MS, Civil Engineering, Stanford University

BACKGROUND:

Ms. Corfee has over three decades of experience assisting large corporations, utilities, government agencies, and investors with clean energy transition strategies. Ms. Corfee has served on the board of directors of ClimeCo, a privately held global carbon management and sustainability company, since September 2021 and the Center for Resource Solutions, a non-profit that creates policy and market solutions to advance renewable energy, since March 2015. She is the founder and CEO of KC Strategies LLC, a business consultancy firm since April 2021. Previous work experience includes serving as Vice President of Professional & Advisory Services at Kevala, Inc., a power grid analytics company, from October 2021 to June 2022 where she built their professional advisory services team. From October 2019 through April 2021, Ms. Corfee served as a Partner at Guidehouse, a management consulting firm, where she oversaw the firm’s western energy practice. Ms. Corfee also served as Managing Director at Navigant Consulting, Inc., a management consulting firm from 2011 to its acquisition by Guidehouse in October 2019. Ms. Corfee also served as a Vice President at KEMA, Inc. (now DNV), a global energy consultancy company, from 1998 to 2011. Prior to consulting, Ms. Corfee worked for electric and gas utilities in North America, including Pacific Gas and Electric Company, City of Palo Alto Utilities, and Union Electric Company (now Ameren Corporation).



Age 78
Member of our Board since May 2012

Independent Director

• Nominating and Corporate Governance Committee
• Investment Committee (Chair)
• Sustainability Committee

DAVID GRANOT

DIRECTOR QUALIFICATIONS:

- Extensive management, banking, and financial experience, and overall business knowledge

EDUCATION:

- BA, Economics, Hebrew University
- MBA, Hebrew University

OTHER CURRENT PUBLIC COMPANY DIRECTORSHIPS:

- Rav-Bariach (08) Industries Ltd. (retiring May 2025)
- Bezeq The Israel Telecommunication Corp. Ltd.
- M.L.R.N. Projects and Trading Ltd. (Chairman)
- CLAL Insurance Enterprises Holdings Ltd.

BACKGROUND:

Mr. Granot currently serves on the boards of directors of Bezeq The Israel Telecommunication Corp. Ltd. (TASE: BEZQ), M.L.R.N. Projects and Trading Ltd. (where he is Chairman of the board) (TASE: MLRN), CLAL Insurance Enterprises Holdings Ltd. (TASE: CLIS) and Rav-Bariach (08) Industries Ltd., which are all public companies in Israel. Mr. Granot submitted notice that he will retire from the board of Rav-Bariach (08) Industries Ltd., effective May 1, 2025. He also serves on the boards of directors of Sonol Israel Ltd., a private company in Israel, and as the Chairman of the Investment Committee of Tel Aviv University. During the past five years, Mr. Granot served as a member of the boards of directors of the following non-U.S. public and private companies, for which he no longer serves as a director: Akerstein Ltd., Fritz Companies Israel T. Ltd. (chairman), Alrov (Israel) Ltd., Geregu Power Plc, Harel Insurance, Investments and Financial Services Ltd. (chairman of the Nostro investments committee), Calcalit Jerusalem Ltd., Tempo Beverages Ltd., and Protalix BioTherapeutics, Inc. (NYSE: PLX). From 2001 through 2007, Mr. Granot was the Chief Executive Officer of the First International Bank of Israel Ltd.

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PROPOSAL 1 ELECTION OF DIRECTORS

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS IN 2025



Age 55
Member of our Board since June 2022

- Independent Director
- Audit Committee (Chair)
 - Compensation Committee

MICHAL MAROM

DIRECTOR QUALIFICATIONS:

- Extensive corporate governance and financial experience

EDUCATION:

- BA, Business, Israeli College of Management Academic Studies
- MSF, Baruch College

OTHER CURRENT PUBLIC COMPANY DIRECTORSHIPS:

- Paz Oil Company Ltd.
- PAZ Energy Ltd.
- Ayalon Insurance Company Ltd.

BACKGROUND:

Ms. Marom served on the board of directors and the audit and compensation committees of REE Automotive Ltd. (Nasdaq: REE), a U.S. public company, from July 2021 to February 2025, and is a current member of the board of directors of Paz Oil Company Ltd. (TASE: PZOL), a leading energy company in Israel and Ayalon Insurance Company Ltd (TASE: AYOL), one of the six largest insurance and finance companies in Israel, which are both public companies in Israel. Additionally, she served as a director of Union Bank of Israel, which subsequently was acquired by Bank Mizrahi-Tefahot, and as the Chair of the Audit Committee of Halman Aldubi, an investment firm, which subsequently was acquired by The Phoenix Holdings Ltd. From 2011 to 2015, Ms. Marom served as the Chief Financial Officer of Linkury Ltd., an Israeli high-tech company she co-founded in 2011. She previously served on the boards of the following public and private Israeli companies: OPC Energy Ltd. (TASE: OPCE), the largest supplier of electrical power in Israel, Partner Communications Ltd. (TASE: PTNR), from 2021 to 2023, and Dan Transportation Ltd., from 2014 to 2022. Ms. Marom is a certified public accountant in Israel and also acts as a consultant providing strategic advice on business models and financial transactions.



Age 56
Member of our Board since May 2018

- Independent Director
- Compensation Committee (Chair)
 - Nominating and Corporate Governance Committee

DAFNA SHARIR

DIRECTOR QUALIFICATIONS:

- Extensive domestic and international financial and legal experience, specifically in mergers and acquisitions

EDUCATION:

- BA, Economics, Tel Aviv University
- LLB, Tel Aviv University School of Law
- LLM, New York University School of Law
- MBA, INSEAD

OTHER CURRENT PUBLIC COMPANY DIRECTORSHIPS:

- Cognyte Software Ltd.
- Gilat Satellite Networks Ltd.

BACKGROUND

Ms. Sharir has served on the board of directors of Gilat Satellite Networks Ltd. (Nasdaq: GILT), a U.S. public company, since 2016, and on the board of directors and audit committee of Cognyte Software Ltd. (Nasdaq: CGNT), a U.S. public company, since 2022. She also serves on the board of directors of Minute Media Inc., a private company, since 2021. From 2013 to 2018, she served on the board of directors of Frutarom Industries Inc., and from 2012 to 2015, she served on the board of directors of Ormat Industries Inc., which was merged into Ormat Systems Ltd. ("Ormat Systems") in February 2015. Since 2005, Ms. Sharir has served as a consultant, providing mergers and acquisitions advisory services, including with respect to due diligence, structuring, and negotiation, to public and private companies around the world. From 2002 to 2005, she served as Senior Vice President—Investments of AMPAL-American Israel Corporation, formerly a U.S. public company, and was responsible for all of its acquisitions and dispositions. From 1999 to 2002, she served as Business Development—Director of Mergers and Acquisitions at AMDOCS and was responsible for international acquisitions and equity investments.

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PROPOSAL 1 ELECTION OF DIRECTORS
NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS IN 2025



Age 67
Member of our Board since November 2015

- Lead Independent Director
- Audit Committee
 - Nominating and Corporate Governance Committee (Chair)
 - Investment Committee

STANLEY B. STERN

- DIRECTOR QUALIFICATIONS:
 - Extensive management, strategic analysis, banking and financial experience across a broad spectrum of industries
- EDUCATION:
 - BA, Economics and Accounting, City University of New York, Queens College
 - MBA, Harvard University

OTHER CURRENT PUBLIC COMPANY DIRECTORSHIPS:

- Audiocodes, Inc.
- Radware Ltd.
- Tigo Energy, Inc.

BACKGROUND:

Mr. Stern is the Managing Partner of Alnitak Capital, which he founded in 2013 to provide board level strategic advisory services and merchant banking services, primarily in technology, energy and healthcare related industries. From 1981 to 2000 and from 2004 to 2013, he was a Managing Director at Oppenheimer & Co, where, among other positions, he was head of the investment banking department and technology investment banking group. He also held positions at Salomon Brothers, STI Ventures and C.E. Unterberg. Mr. Stern serves as a member of the board of directors of the following U.S. public companies: AudioCodes, Ltd. (Nasdaq: AUDC) since 2012, Tigo Energy, Inc. (Nasdaq: TIGO) since 2015 and Radware Ltd. (Nasdaq: RDWR) since September 2020. Mr. Stern previously served from 2015 to 2018 as the chairman of the board of directors of SodaStream International Ltd., a U.S. public company, until its sale to Pepsico in 2018, and as a member of the board of directors of the following public and private companies, for which he no longer serves as a director: Given Imaging Ltd., Fundtech Inc., Tucows, Inc. (chairman), Polypid Ltd., Odimo, Inc, and Ekso Bionics Holdings, Inc. (lead independent director).



Age 73
Member of our Board since July 2017

- Independent Director
- Audit Committee
 - Sustainability Committee

BYRON G. WONG

- DIRECTOR QUALIFICATIONS:
 - Extensive experience and proficiency in understanding, developing and managing energy and power projects globally
- EDUCATION:
 - BA, Economics, University of California, Los Angeles
 - MBA, University of California, Los Angeles

BACKGROUND:

Mr. Wong has been a private energy consultant following his retirement from Chevron Corporation (“Chevron”) at the end of 2012 after more than 31 years with Chevron, its affiliates and predecessor companies. While at Chevron, from 2001 to 2012, Mr. Wong was Senior Vice President — Commercial Development (Asia) for Chevron Global Power Company, managing a team of professionals in identifying and developing opportunities for independent power projects to monetize Chevron’s gas in the region, and also participating as a member of a decision review board for overseeing Chevron’s geothermal development opportunities in Indonesia and the Philippines. Prior to the merger with Chevron in 2001, Mr. Wong established and staffed the initial Asian office location for Texaco Power and Gasification in Singapore in 1999. Before moving to Singapore, from 1995 to 1999, Mr. Wong was based in London with Texaco Europe: first as the Director of New Business Development (Downstream) for Central/ Eastern Europe and Former Soviet Union, with primary responsibility for developing Texaco’s downstream entry into this region, and later, from 1998 to early 1999 as Vice President of Upstream Corporate Development for Europe, Eurasia, Middle East and North Africa, focusing on opportunities for upstream oil and gas mergers, divestments and acquisitions.

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OUR BOARD’S SKILLS, EXPERIENCE AND BACKGROUNDS

Board Highlights

 **6** directors with gender and/or ethnic or racial diversity

 **3** directors who are current or former CEOs

 **1** director who is a former CFO

 **4** directors with international experience

Board Credentials and Characteristics

In considering each director nominee, the Nominating and Corporate Governance Committee and the Board evaluated such person’s key qualifications, skills, experience and perspectives that he or she could bring to the Board, as well as existing commitments to other businesses, professional experience, understanding of the Company’s business environment and the composition and combined expertise of the existing Board. Certain of the skills considered by the Board are summarized in the matrix below. The fact that a particular qualification, skill, experience or perspective is not listed below does not mean that the nominee does not possess it or that the Nominating and Corporate Governance Committee and the Board did not evaluate it.

The Nominating and Corporate Governance Committee also considers factors such as age, gender and ethnic and racial background as set forth in the Company’s Corporate Governance Guidelines. In addition, under our Corporate Governance Guidelines, our Board shall at all times include a minimum of two female directors, subject to periods of director transitions. The Nominating and Corporate Governance Committee makes recommendations to the Board to ensure it is composed of directors with sufficiently diverse and independent backgrounds. The matrix below also provides additional information regarding our directors’ self-identified gender and race/ethnicity.

	Board Skills and Experience							
	Isaac Angel	Ravit Barniv	Karin Corfee	David Granot	Michal Marom	Dafna Sharir	Stanley Stern	Byron Wong
Senior Leadership and Strategy Experience as a senior executive at a large organization								
Public Company Corporate Governance Experience serving on the board of a public company and/or a strong understanding of corporate governance best practices								
Finance and Accounting Experience in financial accounting and reporting, auditing processes and standards, internal controls and/or corporate finance								
Capital Markets Experience with a range of capital raising transactions								
Sustainability Experience with corporate social responsibility practices, including sustainability								
Capital Projects Experience overseeing, managing or advising on large scale capital projects								
Business Development Experience with developing and implementing strategies for growth, including M&A transactions								

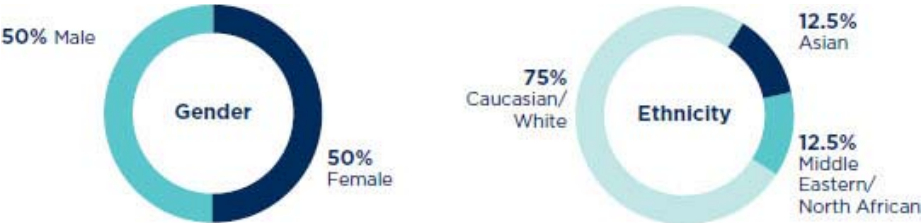
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PROPOSAL 1 ELECTION OF DIRECTORS
OUR BOARD'S SKILLS, EXPERIENCE AND BACKGROUNDS

	Board Skills and Experience							
	Isaac Angel	Ravit Barniv	Karin Corfee	David Granot	Michal Marom	Dafna Sharir	Stanley Stern	Byron Wong
Energy Industry Experience in the energy, power generation, renewables and/or utility sectors	☒	☒	☒		☒			☒
International Business Experience with managing international operations	☒	☒		☒				☒
Information Technology/Cybersecurity Experience in information technology, including the importance of maintaining stakeholder trust through protecting their information	☒	☒		☒		☒	☒	

	Gender							
	Isaac Angel	Ravit Barniv	Karin Corfee	David Granot	Michal Marom	Dafna Sharir	Stanley Stern	Byron Wong
Male	☒			☒			☒	☒
Female		☒	☒		☒	☒		

	Race/Ethnicity							
	Isaac Angel	Ravit Barniv	Karin Corfee	David Granot	Michal Marom	Dafna Sharir	Stanley Stern	Byron Wong
Asian (excludes Indian/South Asian)								☒
Black/African American								
Caucasian/White	☒	☒	☒	☒	☒	☒	☒	
Hispanic/Latin American								
Indian/South Asian								
Middle-Eastern/North African	☒							
Native American/Alaskan Native								
Native Hawaiian/Other Pacific Islander								



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PROPOSAL 1 ELECTION OF DIRECTORS |

HOW OUR BOARD IS SELECTED AND EVALUATED

Board Tenure

The Nominating and Corporate Governance Committee strives to maintain a healthy degree of Board refreshment and prevent entrenchment, while weighing the strong contributions delivered by directors with deep knowledge of our Company’s history and strategic long-term goals. Our Board is periodically refreshed with the addition of candidates whom we believe bring new ideas and fresh perspectives into the boardroom. We have added four new directors since 2019. As shown below, the Board’s balanced approach to Board tenure has resulted in an appropriate mix of long-serving and newer directors (which reflects the composition of the Board following the Annual Meeting assuming the election of all director nominees).



HOW OUR BOARD IS SELECTED AND EVALUATED

Director Independence and Independence Determinations

The New York Stock Exchange listing standards require a majority of our directors and each member of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee to be independent. Under our Corporate Governance Guidelines and the NYSE rules, a director is not independent unless the Board affirmatively determines that he or she does not have a direct or indirect material relationship with the Company or any of its subsidiaries. The Board’s policy is to review and determine the independence of all incumbent directors annually, and to review and determine the independence of new director nominees and appointees when nominated or appointed.

The Board has established guidelines of director independence to assist it in making independence determinations, which conform to the independence requirements in the NYSE listing standards. In addition to applying these guidelines, which are set forth in our Corporate Governance Guidelines, the Board will consider all relevant facts and circumstances in making an independence determination. In the event a director has a relationship with the Company that is relevant to his or her independence and is not addressed by the independence guidelines, the Board will determine in its judgment whether such relationship is material.

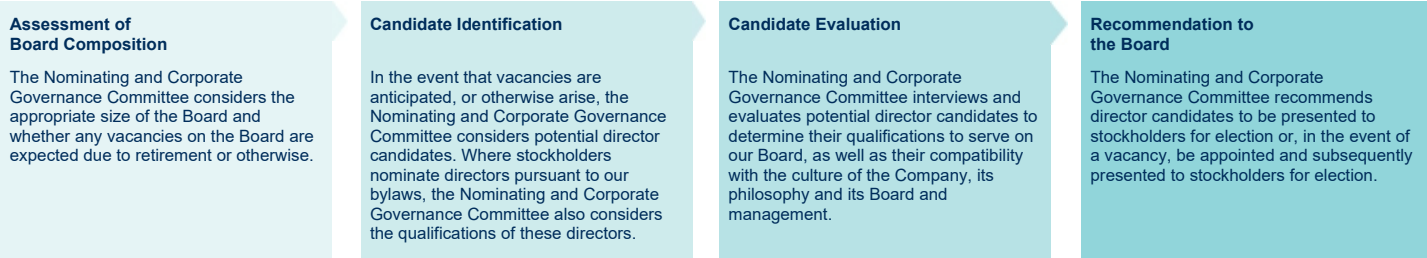
The Nominating and Corporate Governance Committee undertook its annual review of director independence and made a recommendation to our Board regarding director independence. As a result of this review, our Board affirmatively determined that all of the director nominees and directors serving during Fiscal 2024, other than Mr. Angel, are independent under the guidelines for director independence set forth in the Corporate Governance Guidelines and for purposes of applicable NYSE standards, including with respect to committee service.

Our Board has also affirmatively determined that (i) each current member, each member who served during Fiscal 2024 and each nominee who will serve on our Audit Committee, assuming his or her election, is “independent” for purposes of audit committee membership under the applicable SEC rules and NYSE listing standards, and (ii) each current member, each member who served during Fiscal 2024 and each nominee who will serve on our Compensation Committee, assuming his or her election, is “independent” for purposes of compensation committee membership under the applicable SEC rules and NYSE listing standards.

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| PROPOSAL 1 ELECTION OF DIRECTORS
HOW OUR BOARD IS ORGANIZED AND GOVERNED

Board Recruitment Process



Candidate Identification

Candidates may come to the attention of the Nominating and Corporate Governance Committee through current Board members, management, stockholders or other persons. The Nominating and Corporate Governance Committee may also utilize the services of professional search firms to identify and recruit qualified candidates for the Board.

Director candidates identified by stockholders will be evaluated in the same manner in which the Nominating and Corporate Governance Committee evaluates any other director candidates, as described below.

All recommendations for nomination received by the Corporate Secretary that satisfy our bylaw requirements relating to such director nominations will be presented to the Board for its consideration. Stockholders must, in particular, satisfy the notification, timeliness, consent and information requirements set forth in our bylaws. These requirements are also described under the section entitled “Stockholder Proposals for the 2025 Annual Meeting of Stockholders.”

The Nominating and Corporate Governance Committee seeks to achieve a diversity of backgrounds and experience within the Board and works to further the Company’s goal of eliminating discrimination in our hiring and employment termination practices and ensuring that all employees are adequately accommodated and treated equally.

This process is designed to provide that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Company. Accordingly, in determining the pool from which Board nominees are chosen, the Nominating and Corporate Governance

Candidate Evaluation

The Nominating and Corporate Governance Committee is responsible for conducting appropriate inquiries into the backgrounds and qualifications of potential director candidates and their suitability for service on our Board. In evaluating each candidate, the Nominating and Corporate Governance Committee considers guidelines it has developed that set forth the criteria and qualifications for Board membership, including, but not limited to, relevant knowledge and individual qualifications (including professional experience, understanding of the Company’s business environment, and diversity of background and experience), personal qualities of leadership (including strength of character, wisdom, judgment, ability to make independent analytical inquiries, and the ability to work collegially with others), potential conflicts of interest, existing commitments to other businesses, and legal considerations such as antitrust issues, independence under applicable SEC rules and regulations and the NYSE listing standards, and overall fit with the composition and expertise of the existing Board.

Committee is committed to seeking out highly qualified women and minority candidates, as well as candidates with diverse backgrounds, and experiences with the relevant mix of skills and other qualifying criteria as described above.

HOW OUR BOARD IS ORGANIZED AND GOVERNED

Our Board manages or directs the business and affairs of the Company, as provided by Delaware law, and conducts its business and affairs through meetings of the Board and five standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, the Investment Committee, and the Sustainability

Committee. In addition, from time to time, special committees may be established under the direction of the Board of Directors when necessary to address specific issues. The following shows an overview of the composition of our Board, as further detailed in the below sections of this Proxy Statement.

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PROPOSAL 1 ELECTION OF DIRECTORS |

HOW OUR BOARD IS ORGANIZED AND GOVERNED

Board Leadership Structure

Our Policy

The Board maintains the flexibility to determine whether the roles of Chairman of the Board and CEO should be combined or separated, based on what it believes is in the best interests of the Company at a given point in time. The Board believes that this flexibility is in the best interest of the Company and its stockholders. The Board believes that one leadership structure is not more effective at creating long-term stockholder value, and the decision of whether to combine or separate the positions of CEO and Chairman should depend on a company’s particular circumstances at a given point in time. Specifically, an effective governance structure must balance the powers of the CEO and the independent directors and ensure that the independent directors are fully informed, are ready to discuss and debate the issues that they deem important, and are able to provide effective oversight of management. Our Board also believes that it should retain the flexibility to make this determination in the manner it feels will provide the most appropriate leadership for the Company from time to time. Our Chairman is appointed annually by the Board.

Our Current Board Leadership Structure

The Board’s leadership structure is designed to promote Board effectiveness and to appropriately allocate authority and responsibility between the Board and management. The Board believes that separating the Chair and CEO positions continues to be the appropriate leadership structure for the Company at this time, as it provides the Company and the Board with strong leadership and independent oversight of management and allows the CEO to focus primarily on the management and operation of our business. Factors that the Board considers in reviewing its leadership structure and making this determination include, but are not limited to, the current composition of the Board, the policies and practices in place to provide independent Board oversight of management, the Company’s circumstances and the views of our stockholders and other stakeholders.

Separation of CEO and Chairman <i>Doron Blachar, CEO</i> <i>Isaac Angel, Chairman</i>	Currently, the CEO position is separate from the Chairman of the Board position; Mr. Angel serves as Chairman, while Mr. Blachar serves as our CEO and does not serve on our Board. We believe this structure is appropriate corporate governance for us at this time, as it best encourages the free and open dialogue of competing views and provides for strong checks and balances. Additionally, the Chairman’s attention to Board and committee matters allows the CEO to focus more specifically on overseeing the Company’s day-to-day operations as well as strategic opportunities and planning.
Lead Independent Director <i>Stanley Stern</i>	Under our bylaws, a Lead Independent Director must be appointed where the Chairman and CEO are the same individual. If one is required, the Lead Independent Director must be elected via secret ballot by a majority vote of the independent directors. The Lead Independent Director’s responsibilities (to the extent one is appointed) include but are not limited to the following: • coordinating the activities of the independent directors; • determining the schedule of Board and committee meetings and preparing meeting agendas; • assessing the flow of information from management to ensure independent directors can perform their duties responsibly; • ensuring the Compensation Committee’s oversight of the Company’s incentive-based compensation policies and procedures; • in conjunction with the Compensation Committee, evaluating the CEO’s performance; • coordinating, preparing the agendas for and moderating executive sessions; and • recommending the membership of Board committees and committee chairs. Currently, our Chairman and CEO are different individuals. However, because the Chairman of our Board, Mr. Angel, was determined by our Board not to be independent under our Corporate Governance Guidelines and the listing standards of the NYSE, our Board determined it was appropriate to appoint a lead independent director to enhance the Board’s ability to carry out effectively its roles and responsibilities on behalf of our stockholders. Stanley Stern currently serves as Lead Independent Director.

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PROPOSAL 1 ELECTION OF DIRECTORS
HOW OUR BOARD IS ORGANIZED AND GOVERNED

Board Committees

The following table summarizes the current membership of each of the Board's committees.

Name	Audit Committee	Compensation Committee	Nominating & Corporate Governance Committee	Investment Committee	Sustainability Committee
Isaac Angel <i>Chairman of the Board</i>					
Ravit Barniv					
Karin Corfee	✓				✓★
David Granot			✓	✓★	✓
Michal Marom	✓★	✓			
Mike Nikkel		✓		✓	
Dafna Sharir		✓★	✓		
Stanley B. Stern <i>Lead Independent Director</i>	✓		✓★	✓	
Byron G. Wong	✓				✓

★ Chair

The following table summarizes the anticipated membership of the Board committees after the Annual Meeting, assuming each director's election to the Board.

Name	Audit Committee	Compensation Committee	Nominating & Corporate Governance Committee	Investment Committee	Sustainability Committee
Isaac Angel <i>Chairman of the Board</i>					
Ravit Barniv	✓			✓	✓
Karin Corfee	✓				✓★
David Granot			✓	✓★	
Michal Marom	✓★	✓			
Dafna Sharir		✓★	✓		
Stanley B. Stern <i>Lead Independent Director</i>		✓	✓★	✓	
Byron G. Wong	✓				✓

★ Chair

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PROPOSAL 1 ELECTION OF DIRECTORS |

HOW OUR BOARD IS ORGANIZED AND GOVERNED

The Board of Directors has adopted written charters for each of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Sustainability Committee and Investment Committee. The charters of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Sustainability Committee and Investment Committee are available on the Company’s website in the “Investor Relations” section of our website at www.ormat.com. As noted above, all members are “independent” under applicable standards.

Audit Committee



Members: 4

- Michal Marom (Chair, pictured)
- Stanley B. Stern
- Karin Corfee
- Byron G. Wong

Number of Meetings in 2024: 6

Qualifications:

- All members are “financially literate” under NYSE listing standards.
- Ms. Marom has “accounting or related financial management expertise” under NYSE listing standards and is an “audit committee financial expert” under applicable SEC rules.

Key Responsibilities:

- Selects an independent registered public accounting firm to be engaged to audit our financial statements
- Annually reviews and discusses with the independent registered public accounting firm its independence
- Reviews and discusses the audited annual financial statements and unaudited quarterly financial statements with the independent registered public accounting firm
- Discusses with management and the independent registered public accounting firm any significant financial reporting issues and judgments and the adequacy of internal controls
- Annually prepares the Audit Committee report
- Oversees our internal audit function
- Oversees Sarbanes-Oxley Act compliance
- Manages and reviews our compliance with legal and regulatory requirements with respect to accounting policies, internal controls and financial reporting and with our Code of Business Conduct and Ethics
- Oversees the whistleblower ethics hotline and the procedures established by the Company for receiving and addressing anonymous complaints regarding financial or accounting irregularities
- Reviews and approves or ratifies related person transactions

Compensation Committee



Members: 3

- Dafna Sharir (Chair, pictured)
- Michal Marom
- Mike Nikkel

Number of Meetings in 2024: 4

Key Responsibilities:

- Annually reviews and approves corporate goals and objectives relevant to the compensation of our CEO and other executive officers
- Annually evaluates the performance of our CEO and other executive officers in light of these goals and objectives and their individual achievements and recommends to our Board for approval the compensation of our CEO and other executive officers
- Periodically reviews and approves of all other elements of our CEO's and other executive officers' compensation, including cash-based and equity- based awards, employment, severance or change in control agreements, and any special or supplemental compensation and benefits for our CEO and other executive officers
- Makes recommendations to our Board with respect to the adoption, amendment, termination or replacement of incentive compensation, equity-based plans, revenue sharing plans or other compensation plans maintained by the Company
- Makes recommendations to our Board as to the appropriate compensation for Board members
- Annually reviews the “Compensation Discussion and Analysis,” recommends its inclusion in the proxy statement and prepares the Compensation Committee report
- Makes recommendations to our Board as to changes in Ormat’s general compensation philosophy
- Monitors Ormat’s compliance with SEC and NYSE rules and regulations regarding “say-on-pay” and binding stockholder approval of certain executive compensation

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PROPOSAL 1 ELECTION OF DIRECTORS
HOW OUR BOARD IS ORGANIZED AND GOVERNED

Nominating and Corporate Governance Committee	
 Members: 3 - Stanley B. Stern (Chair, pictured) - David Granot - Dafna Sharir Number of Meetings in 2024: 2	Key Responsibilities: - Develops criteria and qualifications for Board membership - Identifies and approves individuals who meet Board membership criteria and are qualified to serve as members of our Board - Recommends director nominees for our annual meetings of stockholders - Recommends Board members for committee service - Develops and recommends to our Board corporate governance guidelines - Reviews the adequacy of our certificate of incorporation and bylaws - Reviews and monitors compliance with our Corporate Governance Guidelines - Oversees the evaluation of the Board and management - Makes independence determinations and periodically reviews independence standards
Investment Committee	
 Members: 3 - David Granot (Chair, pictured) - Mike Nikkel - Stanley B. Stern Number of Meetings in 2024: 1	Key Responsibilities: - Reviews and approves the cash derivatives and investment policy adopted by our Board (the “Investment Policy”), which outlines general guidelines for hedging interest expense and foreign exchange - Considers and, as applicable, approves and authorizes hedging transactions we may enter into to hedge our exposure to certain risks and currencies in accordance with the Investment Policy - Meets on an as-needed basis as instructed by our Board
ESG Committee	
 Members: 3 - Karin Corfee (Chair, pictured) - David Granot - Byron G. Wong Number of Meetings in 2024: 2	Key Responsibilities: - Reviews and makes recommendations to the Board regarding the Company’s sustainability practices and policies, and risk and opportunities - Reviews the Company’s reporting on environmental performance, including the Company’s annual sustainability report - Reviews and recommends strategies to reduce the Company’s carbon footprint and other environmental risks - Assess the Company’s climate-related risks and opportunities, and review and recommend strategies to reduce its carbon footprint and other environmental risks. *Our Sustainability Committee was renamed in 2024 and was previously known as the ESG Committee.

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Board Service Policies

Time commitment and expectation on meeting attendance and active participation	• All directors are expected to make every effort to attend our annual meeting of stockholders. • All directors are expected to make every effort to attend all meetings of the Board and meetings of the committees of which they are members, and to meet as frequently as necessary in order to properly discharge their responsibilities.
Overboarding policy	• The Company values the experience that our directors bring from other boards on which they serve but recognizes that those boards may also present demands on a director’s time and availability and may present conflicts or legal issues. • In 2023, the Nominating and Corporate Governance Committee recommended, and the Board approved, an amendment to our Corporate Governance Guidelines which provided that no director may serve on more than four public company boards (including the Company’s Board). • No member of the Audit Committee may serve on more than three public company audit committees (including the Company’s Audit Committee). • Without specific approval from the Nominating and Corporate Governance Committee, directors who also serve as chief executive officers or in equivalent positions generally should not serve on more than two public company boards (including the Company’s Board), in addition to their employer’s board.
Term limits	• The Board has a 15-year term limit. We believe that maintaining an appropriate balance of tenure on the Board allows us to benefit from both the historical and institutional knowledge of longer-tenured directors as well as the additional, fresh perspectives contributed by newer directors. • Under this policy, directors will not be nominated for re-election to the Board if they have served on the Board for more than 15 years at the time of such proposed nomination, subject to such waivers as may be granted under our Corporate Governance Guidelines.

Meeting Attendance

All of the directors serving at the time of the 2024 Annual Meeting of Stockholders attended the meeting, other than Hidetake Takahashi who did not stand for reelection. During 2024, (i) the Board met seven times, (ii) the Audit Committee met six times, (iii) the Nominating and Corporate Governance Committee met two times, (iv) the Compensation Committee met four times, (v) the Sustainability Committee met two times, and (vi) the Investment Committee met one time. No member of the Board attended fewer than 75% of the aggregate of the total number of meetings of the Board (held during the period for which he or she was a director) and the total number of meetings held by all committees of the Board on which such director served (held during the period that such director served).

Executive Sessions

The Board regularly meets in executive session, chaired by the Lead Independent Director, with no members of management present. The independent directors of the Board also meet in executive session with no members of management present. Each of the committees of the Board also meets regularly in executive session.

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PROPOSAL 1 ELECTION OF DIRECTORS
HOW OUR BOARD IS ORGANIZED AND GOVERNED

Board and Committee Evaluations

Every year, the Board and each of its committees evaluate and discuss their respective performance and effectiveness. The Board and committee evaluation for 2024 was led by our General Counsel, Chief Compliance Officer and Corporate Secretary. These evaluations were conducted by providing each director with detailed questionnaires relating to the Board and its committees, covering a wide range of topics, including, but not limited to, the fulfillment of the Board and committee responsibilities identified in the Corporate Governance Guidelines and committee charters. All responses from directors are kept confidential and anonymous.

STEP 1: Initiation of Evaluations	Our General Counsel, Chief Compliance Officer and Corporate Secretary initiates the annual evaluation process by presenting the proposed approach to the Board and distributing questionnaires to each director soliciting his or her opinions on Board performance and effectiveness.
STEP 2: Board and Committee Assessment Questionnaires	Each director completes a questionnaire addressing the Board's knowledge and understanding of, and performance with respect to, the Company's business, strategy, values, plans and mission, the appropriateness of the Board's structure and composition, the communication among the directors and between the Board and management and the Board's meeting process. Committee members additionally assess, among other topics, how the committee has satisfied the responsibilities contained in its charter, the organization of the committee, the committee meeting process and the committee's oversight.
STEP 3: Follow-Up Interviews	Our General Counsel, Chief Compliance Officer and Corporate Secretary reviews each questionnaire and conducts follow-up interviews with each director as necessary.
STEP 4: Presentation of Findings	Our General Counsel, Chief Compliance Officer and Corporate Secretary prepares and presents to the Board a report aggregating and summarizing for the Board and its committees the findings from the questionnaires and interviews.
STEP 5: Implementation of Feedback	The Board and its committees discuss the findings and consider what, if any, actions should be implemented to enhance future performance.

Governance Documents

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that is applicable to all of our employees, executive officers and directors, as well as a Code of Ethics Applicable to Senior Executives that is applicable to our principal executive officers, principal financial officers, principal accounting officer and controller, and all persons performing similar functions, including our chief executive and senior financial officers. If we make any amendments to our Code of Business Conduct and Ethics or our Code of Ethics Applicable to Senior Executives or grant any waiver, including any implicit waiver, from a provision of either code applicable to our CEO, CFO, or principal accounting officer, we intend to disclose the nature of such amendment or waiver on our website within four business days to the extent required by SEC rules.

Corporate Governance Guidelines

We have also adopted Corporate Governance Guidelines, which, together with our certificate of incorporation and bylaws, establish the governance framework for the management of the Company. Our Corporate Governance Guidelines are intended to align the interests of directors and management with those of our stockholders. The guidelines address, among other matters, the role of our Board, Board composition and committees, Board membership criteria, director independence, Board meetings, performance evaluation and succession planning.

Our Code of Business Conduct and Ethics, Code of Ethics Applicable to Senior Executives and Corporate Governance Guidelines are available in the "Investor Relations" section of our website at www.ormat.com.

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HOW OUR BOARD EXERCISES OVERSIGHT

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stakeholders and focusing on multiple factors.



Strategy

The Board takes an active role in assisting management with the development of the Company's strategy, strategic oversight of operations, and financial and investment activities. In accordance with our Corporate Governance Guidelines, at least one Board meeting annually is devoted to our long-term business strategy. At these meetings, the Board and management discuss the competitive landscape in our industry, emerging technologies, significant business risks and opportunities, and strategic priorities of the Company. Specific short-and long-term strategic plans are also discussed on an as-needed basis throughout the year, and our senior management team regularly reports to the Board on the execution of our long-term strategic plans, the status of important projects and initiatives, and the key opportunities and risks facing the Company.

Risk Oversight

Our Board's role in risk oversight at the Company is consistent with the Company's leadership structure, with the CEO and other members of senior management having responsibility for assessing and managing the Company's risk exposures, and our Board and its committees providing oversight in connection with those efforts and attempts to mitigate identified risks.

Our Board assesses on an ongoing basis the risks faced by the Company in executing its business plans, in part based on regular updates from management and its committees on such risks and the related risk mitigation measures. Updates from management include quarterly reports by our CEO and CFO outlining operational risks and financial risks, respectively. Our Audit Committee oversees the Board's responsibilities relating to cybersecurity risks, and is informed of such risks through reports from our Chief Information Officer on at least an annual basis. ESG and climate change considerations are factored into the business strategy through the recognition of risks and opportunities.

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| PROPOSAL 1 ELECTION OF DIRECTORS
HOW OUR BOARD EXERCISES OVERSIGHT

While our full Board is ultimately responsible for oversight of risk management, its committees critically assist the Board in fulfilling its monitoring responsibilities in certain areas of risk, as shown below.

Board/Committee	Key Areas of Risk Oversight
Entire Board	• Strategic, financial, industrial, competitive and operational risks and exposures; • Technological risks, including cybersecurity and information technology risks and developments; • Litigation and regulatory exposures; • Climate change, social and other ESG related risks, strategies and approach; and • Other current matters that may present material risk to our operations, plans, prospects or reputation, both from a global perspective and on a power plant-by-power plant basis.
Audit Committee	• Risks and exposures associated with financial matters, including financial reporting, tax, accounting, and disclosure; • Audit oversight; • Internal control over financial reporting (including the internal controls related to ESG disclosures and metrics); and • Internal audit; and Cybersecurity and information technology risks and developments.
Compensation Committee	• Risks relating to whether compensation plans, policies and practices are likely to have a material adverse effect on the Company; and • Risks relating to alignment of compensation with Company performance goals and appropriate balance between different types of compensation.
Investment Committee	• Financial risk exposures, particularly risks and exposures associated with cash investment guidelines, financial risk policies and hedging activities.
Sustainability Committee	• Sustainability risks and opportunities, including climate-related risks and opportunities

Management Succession Planning

We believe succession planning, including succession in the event of an emergency or retirement of our CEO, is an important function of the Board. The Nominating and Corporate Governance Committee, with input from our CEO, is responsible for identifying possible successors to our CEO and developing a succession plan, which

includes, among other things, an assessment of the experience, performance and skills for possible successors to the CEO. As provided by our Corporate Governance Guidelines, the plan is annually reviewed by the entire Board.

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PROPOSAL 1 ELECTION OF DIRECTORS
HOW OUR BOARD EXERCISES OVERSIGHT

Stockholder Engagement

Stockholder engagement is fundamental to our commitment to good governance. We engage regularly with our investors to share updates on our strategic, financial and operating performance, and to listen to valuable feedback on issues our stockholders care about most. Additionally, at least once a year our management

invites the Company’s largest stockholders to engage in a dialogue regarding governance, compensation, sustainability and other matters important to them. Management reports on the conversations with those investors to the Board and also, as appropriate, to the Compensation Committee.



Ormat’s 2024 Analyst Day at the NYSE

Participants	Topics Discussed	Actions Taken
In 2024, the Company took an integrated approach to its stockholder engagement efforts. The Company approached stockholders, with an offer to meet by phone, representing more than 75% of the Company’s outstanding shares.	Governance Sustainability matters, including STBi reporting Executive compensation Board Composition and Diversity	The stockholder engagement program continues to influence and inform the Company’s policies and practices. • In the past few years, based in part on investor input, the Company has provided additional disclosure in its Sustainability Report. • Beginning in 2020, the Company has adjusted its compensation practices in response to stockholder feedback.

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PROPOSAL 1 ELECTION OF DIRECTORS
DIRECTOR COMPENSATION

Communicating with our Board

Stockholders and other interested parties may communicate with a member or members of our Board, including the chairman of the Board, Chairs of the Audit, Compensation or Nominating and Corporate Governance Committees or to the non-management or independent directors as a group by addressing such communications to the Corporate Secretary, Ormat Technologies, Inc., 6884 Sierra Center Pkwy., Reno, Nevada 89511. Such communications received

from stockholders may be done confidentially or anonymously. Complaints or concerns relating to our financial reporting, accounting, internal accounting controls or auditing will be referred to the Chair of our Audit Committee. Correspondence will then be directed to the group of directors, or to an individual director, as appropriate.

DIRECTOR COMPENSATION

FISCAL 2024 NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM

The compensation of our non-employee directors for Fiscal 2024 was as follows:

Annual Board Retainer	\$95,000 cash retainer and an annual equity grant with a value of \$120,000 (\$180,000 for the non-employee chairman of the Board) *
Additional Cash Retainer for Non-Employee Chairman of the Board	\$40,000 cash retainer
Annual Cash Retainer Committee Chair	\$10,000, except \$20,000 for Audit Committee

* Equity grant is in the form of RSUs, with the actual number of RSUs based on the closing price of our Common Stock on the next business day following the date of grant. The RSUs vest in full on the first anniversary of the grant date.

We also promptly reimburse all directors for transportation and lodging expenses actually incurred to attend meetings of our Board or committees.

The timing of compensation and the annual equity grants to non-employee directors runs from the time of the Company's annual meeting of stockholders rather than at the end of each fiscal year and cash retainers, which are paid quarterly, are based on the annual meeting cycle rather than the fiscal year-end cycle.

The directors affiliated with ORIX at the time of the grant of the Fiscal 2024 equity portion of the annual board retainers, Messrs. Nikkel and Takahashi, declined the grant of, and thus were deemed never to have acquired, the RSUs, which were subsequently cancelled for no value. They also forwent their cash compensation for the 2024 board term.

The following table sets forth the total compensation paid to each member of our Board during Fiscal 2024:

Name	Fee Earned or Paid in Cash (\$)	Stock Awards(\$) ⁽¹⁾	Total (\$)
Isaac Angel	135,000	180,000	315,000
Ravit Barniv ⁽²⁾	71,250	120,000	191,250
Karin Corfee	105,000	120,000	225,000
David Granot	105,000	120,000	225,000
Michal Marom	115,000	120,000	235,000
Mike Nikkel ⁽³⁾	—	—	—
Dafna Sharir	105,000	120,000	225,000
Stanley B. Stern	105,000	120,000	225,000
Hidetake Takahashi ⁽³⁾	—	—	—
Byron G. Wong	95,000	120,000	215,000

(1) Represents the grant date fair value of RSU awards based on the closing price of our Common Stock on the next day of business following the date of grant, computed in accordance with Topic 718. For a summary of the assumptions made in the valuation of the awards, please see Note 14 to the Consolidated Financial Statements in our Annual Report on Form 10-K for Fiscal 2024. Each RSU represents the right to receive one share of Common Stock upon vesting.

(2) Ms. Barniv was elected to the Board at the annual meeting of stockholders held in Fiscal 2024.

(3) Mr. Nikkel and Mr. Takahashi, who are each affiliated with ORIX, elected to forgo all of their compensation for Fiscal 2024. Mr. Takahashi did not stand for reelection at the annual meeting of stockholders held in Fiscal 2024.

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PROPOSAL 1 ELECTION OF DIRECTORS |
DIRECTOR COMPENSATION

The following table provides the aggregate number as of December 31, 2024 of unexercised options and SARs and unvested RSUs outstanding for each of our non-employee directors who served during Fiscal 2024.

Name	Unexercised Options Outstanding	Unexercised SARs Outstanding	Unvested RSUs Outstanding
Isaac Angel	—	—	2,630
Ravit Barniv ⁽¹⁾	—	—	1,753
Karin Corfee	—	—	1,753
David Granot	—	—	1,753
Michal Marom	—	—	1,753
Mike Nikkel	—	—	—
Dafna Sharir	—	1,621	1,753
Stanley B. Stern	—	2,982	1,753
Hidetake Takahashi ⁽²⁾	—	—	—
Byron G. Wong	—	2,525	1,753

(1) Ms. Barniv was elected to the Board at the annual meeting of stockholders held in Fiscal 2024.
(2) Mr. Takahashi did not stand for reelection at the annual meeting of stockholders held in Fiscal 2024.

FISCAL 2025 NON-EMPLOYEE DIRECTOR
COMPENSATION PROGRAM

In the first quarter of Fiscal 2025, the Board determined, based on, among other factors, market data provided by F.W. Cook, to leave our director compensation program for Fiscal 2025 the same as in Fiscal 2024, except as follows: it increased the annual equity grant for

non-employee directors other than the Chairman to \$130,000 and increased the annual cash retainers for each of the Chairs of the Audit Committee, Nominating and Corporation Governance Committee, Compensation Committee, Sustainability Committee and Investment Committee to \$25,000, \$15,000, \$20,000, \$12,500 and \$12,500 respectively.

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PROPOSAL 2

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Under Section 14A of the Exchange Act and pursuant to SEC rules and regulations, we are required to hold an advisory stockholder vote to approve the compensation of our named executive officers at least every three years. At our 2024 Annual Meeting of Stockholders, our stockholders voted to hold the non-binding stockholder vote to approve the compensation of our named executive officers every year. Accordingly, the Company currently intends to hold such votes annually. The next such non-binding vote on executive compensation will be held at the Company's 2026 Annual Meeting of Stockholders.

The present vote to approve the compensation of our named executive officers is advisory and therefore not binding on the Company, our Board or our Compensation Committee. However, participating in such vote is an important mechanism by which our stockholders may convey their views about our executive compensation programs and policies. Our Board and Compensation Committee value stockholder input on these matters and will consider the results of this advisory vote, among other factors, in making future decisions about executive compensation for our named executive officers.

This vote relates to the compensation of our named executive officers as disclosed in the following sections of this Proxy Statement:

- the information set forth in "Compensation Discussion and Analysis" on pages 35 to 49, which describes our compensation objectives and the various elements of our compensation program and policies applicable to our named executive officers; and

- the accompanying tables, narrative disclosures and other information on pages 50 to 58, which describe how we have compensated our named executive officers.

As described in detail in "Compensation Discussion and Analysis," our executive compensation program is designed to attract and retain highly qualified executive officers and to incentivize superior performance. We believe that our executive compensation program directly links executive compensation with our performance and aligns the interests of our executive officers with those of our stockholders.

This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we recommend that our stockholders vote upon the following resolution at the Annual Meeting:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the 'Compensation Discussion and Analysis', compensation tables and related narrative discussion, is hereby APPROVED."

Approval of the compensation of our named executive officers on an advisory basis requires the affirmative vote of the holders of a majority of the voting power of our shares present in person or represented by proxy and entitled to vote on the matter. Abstentions will count as votes "against" and "broker non-votes" will have no effect on the outcome of this proposal.



OUR BOARD RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL, ON A NON-BINDING AND ADVISORY BASIS, OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

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COMPENSATION DISCUSSION AND ANALYSIS

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COMPENSATION DISCUSSION AND ANALYSIS
OUR EXECUTIVE OFFICERS

This Compensation Discussion and Analysis is designed to provide our stockholders with a clear understanding of our compensation philosophy and objectives, compensation-setting process and the Fiscal 2024 compensation of our named executive officers (“NEOs”). For 2024, our NEOs, which include all of our executive officers as of March 27, 2025, were:

OUR EXECUTIVE OFFICERS

Our executive officers are appointed by, and serve at the discretion of, our Board of Directors. The following sets forth certain information with respect to our executive officers as of March 27, 2025.



Age 57
Chief Executive Officer

DORON BLACHAR

Doron Blachar has served as our Chief Executive Officer since July 1, 2020. Prior to that, Mr. Blachar served as the Company’s Chief Financial Officer from April 2013 to May 2020 and as President from November 2019 to July 2020. From 2011 to 2013, Mr. Blachar served as a member of the board of A.D.O. Group Ltd., a TASE-listed company. From 2009 to 2013, Mr. Blachar was the CFO of Shikun & Binui Ltd. From 2005 to 2009, Mr. Blachar served as Vice President—Finance of Teva Pharmaceutical Industries Ltd. From 1998 to 2005, Mr. Blachar served in a number of positions at Amdocs Limited, including as Vice President—Finance from 2002 to 2005. Mr. Blachar earned a BA in Accounting and Economics and an MBA from Tel Aviv University. He is also a Certified Public Accountant in Israel.



Age 49
Chief Financial Officer

ASSAF GINZBURG

Assaf Ginzburg has served as our Chief Financial Officer since May 10, 2020. Since October 2022, Mr. Ginzburg has served as a member of the board of Ithaca Energy plc, a company listed on the London Stock Exchange. Mr. Ginzburg also held several positions, including Executive Vice President and Chief Financial Officer of Delek US Holdings, Inc. (NYSE: DK) and Delek Logistics Partners, LP (NYSE: DKL) from 2013 to 2017 and from 2019 to May 2020, and has over 15 years of experience in the energy industry. Mr. Ginzburg earned a BA in Economics and Accounting from Tel Aviv University, and he has been a member of the Israeli Institute of Certified Public Accountants since 2001.



Age 63
Executive Vice President—Electricity Segment

SHIMON HATZIR

Shimon Hatzir has served as Executive Vice President—Electricity Segment since April 1, 2021. Mr. Hatzir served in various roles at the Company for 32 years, most recently, beginning in October 2018 as General Manager of our Energy Storage segment. Previously, Mr. Hatzir has served as Executive Vice President, Engineering and Research and Development at the Company. Mr. Hatzir holds a Bachelor of Science in Mechanical Engineering from Tel Aviv University as well as a Certificate from the Executive Management Program at Technion Israel Institute of Management. Mr. Hatzir will be retiring from his role as Executive Vice President - Electricity Segment of the Company, effective September 1, 2025, and will remain employed as a senior consultant to the Company until August 31, 2026.



Age 60
Executive Vice President—Energy Storage and Business Development

OFER BEN YOSEF

Ofer Ben Yosef has served as our Executive Vice President—Energy Storage and Business Development since January 1, 2021. From April 2020 until January 2021, Mr. Ben Yosef served as our Executive Vice President— Business Development, Sales and Marketing. From 2008 to 2020, Mr. Ben Yosef served as a Division President at Amdocs Ltd. From 2000 to 2008, Mr. Ben Yosef served at other operational roles at Amdocs Ltd. From 1996 to 2000, Mr. Ben Yosef served as IT manager at AIG Israel. He earned a BA in Earth Science from Bar Ilan University, a BA in Software Development from Tel Aviv University and an MBA from Bar Ilan University.



Age 48
General Counsel, Chief Compliance Officer and Corporate Secretary

JESSICA WOELFEL

Jessica Woelfel has served as our General Counsel and Chief Compliance Officer since January 25, 2022, and has served as our Corporate Secretary since November 2, 2022. Ms. Woelfel previously served as our Interim General Counsel and Chief Compliance Officer from March 2021 to January 2022, and as Vice President, U.S. Legal for the Company’s business in the United States from January 2019 to March 2021. Ms. Woelfel has more than 20 years of legal experience and, prior to joining the Company, was a partner at McDonald Carano LLP, in Reno, Nevada from 2010 to 2018 and an associate at Sonnenschein, Nath and Rosenthal LLP in San Francisco, California. Ms. Woelfel holds a Bachelor’s degree from the University of California, Berkeley and a J.D. from the University of California, Hastings College of Law.

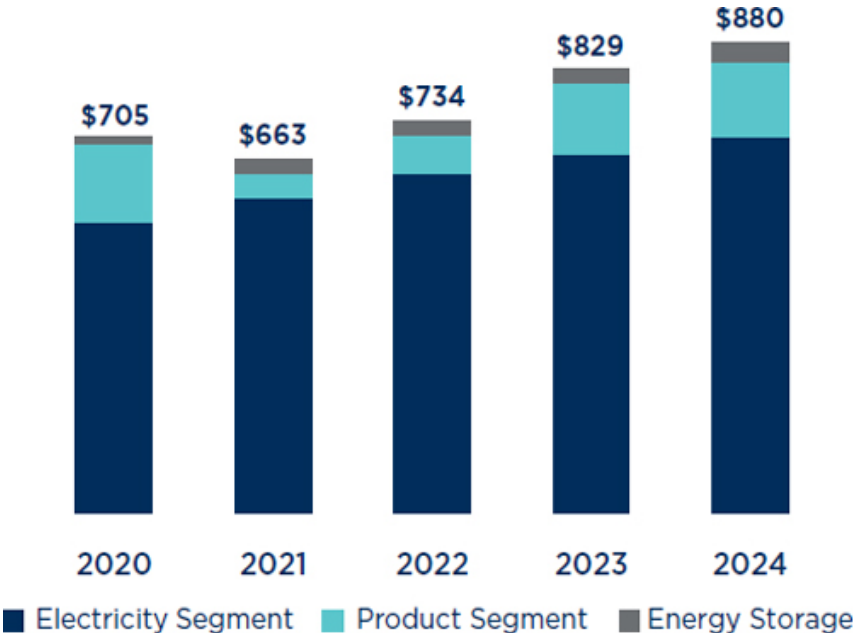
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EXECUTIVE SUMMARY

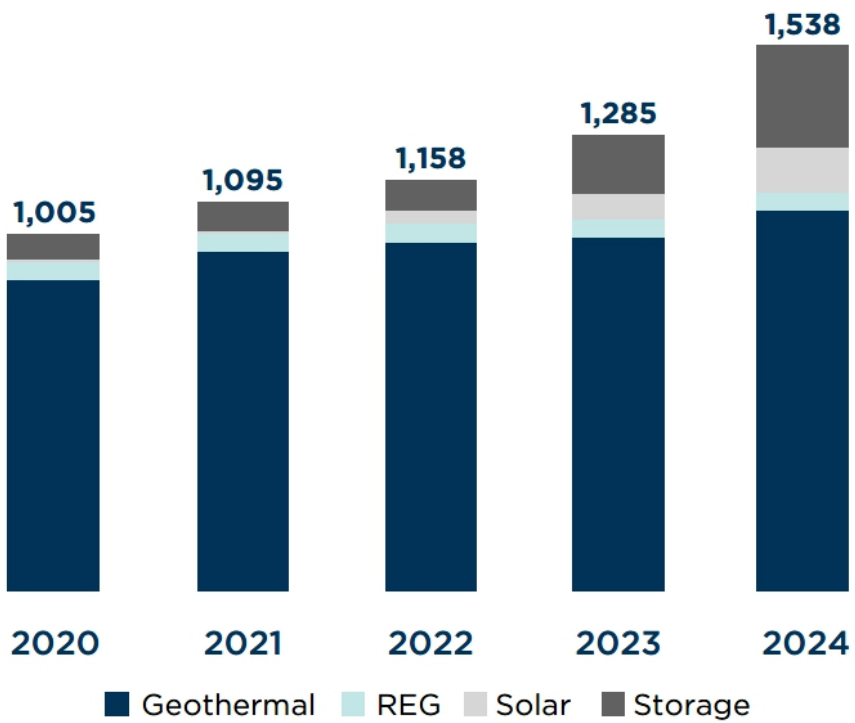
2024 Highlights

During Fiscal 2024, we successfully executed our strategic plan by expanding our portfolio and improving our operational performance.

Revenue (\$M)

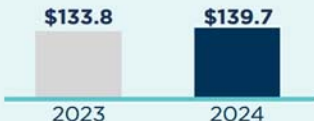


Installed capacity growth (MW)



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COMPENSATION DISCUSSION AND ANALYSIS
EXECUTIVE SUMMARY

Reached a record backlog of \$340M as of February 2025. Since the beginning of 2024, commenced commercial operation of 120MW/360MWh of new capacity from 3 new energy storage facilitates.	Net income attributable to stockholders (\$M)  <table><tr><th>Year</th><th>Net income (\$M)</th></tr><tr><td>2023</td><td>\$124</td></tr><tr><td>2024</td><td>\$124</td></tr></table>	Year	Net income (\$M)	2023	\$124	2024	\$124	Electricity Revenue (\$M)  <table><tr><th>Year</th><th>Revenue (\$M)</th></tr><tr><td>2023</td><td>\$666.8</td></tr><tr><td>2024</td><td>\$702.3</td></tr></table> Product Revenue (\$M)  <table><tr><th>Year</th><th>Revenue (\$M)</th></tr><tr><td>2023</td><td>\$133.8</td></tr><tr><td>2024</td><td>\$139.7</td></tr></table> Storage Revenue (\$M)  <table><tr><th>Year</th><th>Revenue (\$M)</th></tr><tr><td>2023</td><td>\$28.9</td></tr><tr><td>2024</td><td>\$37.7</td></tr></table>	Year	Revenue (\$M)	2023	\$666.8	2024	\$702.3	Year	Revenue (\$M)	2023	\$133.8	2024	\$139.7	Year	Revenue (\$M)	2023	\$28.9	2024	\$37.7
Year	Net income (\$M)																									
2023	\$124																									
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2023	\$666.8																									
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Year	Revenue (\$M)																									
2023	\$28.9																									
2024	\$37.7																									
Resource recovery and stability (Puna, Olkaria) and curtailments (US, Olkaria) in Electricity	Signed 2 new tolling agreements and one Resource Adequacy Agreement in Storage	Successful acquisition of geothermal and solar assets portfolio from Enel																								
28% reduction in GHG emissions intensity (tCO2e/MWh) compared with 2019 baseline	26% women in VP-level positions	3 out of 5 board committees are led by women																								

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We Pay For Performance

We believe that the Fiscal 2024 compensation of our NEOs appropriately reflects and rewards their significant contributions to the Company’s strong performance during a year that presented unique and unprecedented challenges for our executive team to manage.

Compensation Objectives and Design

The overall objective of our executive compensation program is to offer short-term, medium-term and long-term compensation elements that enable us to attract, motivate and retain talented executives who contribute to our continued success. Equally important to us is to align the interests of our NEOs with those of our stockholders by designing our executive compensation program to “pay for performance” and to incentivize the creation of stockholder value.

We aim to design executive compensation packages that meet competitive compensation averages for NEOs with similar responsibilities at companies with similar financial and operating characteristics in similar locations. In 2024 we did not benchmark to a particular industry or companies, but we informally considered published data, such as labor indices and compensation surveys, in formulating our executive compensation packages and consulted with compensation consultants in both the United States and Israel.

The key features of our executive compensation program are summarized below.

What We Do	What We Don't Do
✔ Design key elements of our compensation program to pay based on our financial and operating performance.	✗ Use financial or operational metrics that promote excessive risk-taking.
✔ Use metrics important to our business in our incentive compensation plans and set challenging performance targets.	✗ Provide preferential payments or above-market returns on any deferred compensation plan.
✔ Use a variety of equity award structures, including PSUs and RSUs (as well as SARs and options historically), to tailor our compensation to our performance.	✗ Provide excessive perquisites to our executive officers.
✔ Regularly evaluate risk in light of our compensation programs.	✗ Allow our executive officers, employees or directors to hedge or pledge our stock.
✔ Cap the amount of our annual incentive pay at reasonable levels.	✗ Re-price underwater options or SARs.
✔ Promote long-term focus through multi-year vesting of our equity awards.	✗ Pay tax gross-ups.
✔ Grant PSU awards with a three-year performance and service period, based on challenging relative total shareholder return and Megawatts goals.	✗ Pay out dividends or dividend equivalents on equity awards prior to vesting.
✔ Maintain a formal claw-back policy applicable to our current and former executive officers.	✗ Pay guaranteed bonuses.
✔ Engage an independent compensation consultant.	✗ Provide automatic salary increases.

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COMPENSATION DISCUSSION AND ANALYSIS
EXECUTIVE SUMMARY

Compensation Elements

Our executive compensation program consists of three elements, namely, annual salary, annual bonus and equity awards, with an emphasis on at-risk and/or long-term compensation.

Element	Purpose	Key Features
SHORT-TERM FIXED COMPENSATION		
Annual Salary	- Monthly cash compensation - Provides a predictable annual income at a level consistent with the individual's contributions of our executive officers	See page 42 for more details
MEDIUM-TERM VARIABLE COMPENSATION		
Management Plan	- Annual bonus opportunity based on challenging, pre-set performance metrics or other incentive-based compensation - Links our executive officers' compensation to the Company's overall annual performance, as well as, in most cases, individual achievement	2024 Metrics: - Company Performance Metrics (Revenue, Adjusted EBITDA) - Quantitative individual performance criteria - Qualitative CEO goals No bonus paid unless net income is positive See pages 43-46 for more details
LONG-TERM EQUITY AWARDS		
Mix of equity awards, typically granted each year, to promote long-term leadership and align the interests of our executive officers with those of our stockholders		
Performance Stock Units (PSUs)	- Focuses executives on the achievement of specific long-term financial performance goals directly aligned with our operating and strategic plans - PSUs weighted approximately 60%	Vesting: 3-year performance period and 3-year service period Performance Metrics: 50% relative TSR 50% Megawatts capacity targets TSR Payout capped at 100% if absolute TSR is negative See pages 46-47 for more details
Restricted Stock Units (RSUs)	- Assists in retaining our executives to ensure execution of our long-term strategies - RSUs weighted approximately 40%	Vesting: 3 years

We determine each element individually based on the relevant criteria described in this discussion.

In addition to these main compensation components, our NEOs who are residents of Israel receive, as a function of their salary payments, the standard social benefits (namely, severance pay, defined contribution plan, and disability) paid to all of our employees who are based in Israel. These social benefits are fixed as a percentage of

the NEO's salary and are not subject to discretionary adjustments. NEOs who are residents of the United States participate in a defined contribution plan (401(k) plan) and receive health insurance benefits, in addition to Social Security. We do not cover any tax payments or otherwise "gross-up" any part of the compensation packages of our executive officers regardless of their location.

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COMPENSATION DISCUSSION AND ANALYSIS |

COMPENSATION GOVERNANCE

Views of Our Stockholders

The Compensation Committee is committed to regularly reviewing, assessing and, when appropriate, adjusting the Company’s compensation programs based on feedback from our stockholders, best practices and compensation trends. At our 2024 Annual Meeting of Stockholders, we received substantial support for our executive compensation program, with approximately 86% of the vote (excluding “broker non-votes”) for the approval of our annual “say-on-pay” proposal. We have ongoing discussions with many of our stockholders regarding our executive compensation program, and the Compensation

Committee considers these discussions when reviewing our executive compensation program and will continue to consider stockholder feedback and the results of “say-on-pay” votes when making future decisions. The Compensation Committee believes the results of the fiscal 2024 “say-on-pay” vote convey positive stockholder support for its decisions on annual executive compensation and illustrate that the Company’s executive compensation program is aligned with our stated compensation philosophy and objectives and thus determined that significant changes to our executive compensation program were not warranted as a result of the outcome of the 2024 “say-on-pay” vote.

COMPENSATION GOVERNANCE

Roles and Responsibilities

Role of the Compensation Committee

The Compensation Committee, which consists entirely of independent directors, oversees our executive compensation programs and met throughout Fiscal 2024. The Compensation Committee administers our annual cash bonus and long-term equity incentive plans and reviews performance levels relevant to compensation. It also decides the compensation of all named executive officers other than our CEO, seeks to ensure that all executive compensation is fair and aligned with our compensation policy, and makes recommendations to our Board of Directors with respect to the compensation of the CEO and our compensation practices generally. The CEO recuses himself from all Board discussions and decisions on his own compensation.

The Compensation Committee reviews all information presented and discusses the recommendations with the CEO and with our compensation consultant. In making decisions regarding pay levels and practices for our named executive officers, the Compensation Committee considers a variety of factors, including:

- absolute corporate performance relative to our objectives;
- creation of long-term value for our stockholders and stockholder views on compensation; and
- feedback from stockholders and proxy advisers as part of outreach efforts.

The duties and responsibilities of the Compensation Committee are laid out in its charter, which can be found on our website, and described above under “How our Board is Organized—Board Committees.”

Role of the Independent Compensation Consultant

As outlined in its charter, the Compensation Committee has the right to retain compensation consultants (and other outside consultants) to provide independent advice to the Compensation Committee. In Fiscal 2024, the Compensation Committee appointed F.W. Cook & Co. (“F.W. Cook”) as an independent outside compensation consultant. During Fiscal 2024, F.W. Cook provided general market data on compensation levels for the Company’s named executive officers and non-employee directors,

market practices in incentive design and equity usage, and emerging trends related to clawback policies. As part of its annual independence assessment during Fiscal 2024 (cited under “—Annual Process” below), the Compensation Committee considered the six factors specified by the SEC in Rule 10C-1 under the Exchange Act and by Section 303A.05 of the NYSE Listed Company Manual to monitor the independence of its compensation consultant, and determined that F.W. Cook’s provision of services to the Company did not raise a conflict of interest.

Role of Management

Each year, the CEO provides an assessment of the performance of each named executive officer, other than himself, during the prior year and recommends to the Compensation Committee the compensation to be awarded to each such named executive officer, which is then determined by the Compensation Committee. The CEO’s recommendations are based on numerous factors including:

- corporate and individual performance;
- leadership competencies; and
- market competitiveness.

The CEO also provides a self-assessment of his achievements for the prior year, which the Compensation Committee reviews and considers when making a recommendation for an appropriate level of compensation for the CEO to the Board for approval. The CEO does not participate in any deliberations regarding his own compensation.

Management of Compensation-Related Risk

In 2024, in consultation with our CEO and F.W. Cook, our Compensation Committee assessed our compensation plans, policies and practices for the named executive officers and other employees and concluded that they do not create risks that are reasonably likely to have a material adverse effect on our Company. This risk assessment included, among other things, a review of our cash and equity incentive compensation plans to ensure that they are aligned with our Company performance goals and overall target total direct compensation to ensure an appropriate balance between fixed and variable pay components. Our Compensation Committee conducts this assessment annually.

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COMPENSATION DISCUSSION AND ANALYSIS
2024 COMPENSATION DETERMINATIONS

Other Compensation-Related Policies and Procedures

Claw-back Policy: We maintain a claw-back policy as required by the rules of the NYSE. Our claw-back policy covers each of our current and former executive officers. The policy provides that, subject to the limited exemptions provided by the NYSE rules, if the Company is required to restate its financial results due to material noncompliance with financial reporting requirements under the securities laws, the Compensation Committee must reasonably and promptly seek recovery of any cash- or equity-based incentive compensation (including vested and unvested equity) paid or awarded to the executive officer, to the extent that the compensation (i) was based on erroneous financial data and (ii) exceeded what would have been paid to the executive officer under the restatement. Recovery applies to any such excess cash- or equity-based bonus/other incentive compensation received by any covered executive officer, while he/she was an executive officer, on or after October 2, 2023 during the three completed fiscal years immediately preceding the date on which the Company determines an accounting restatement is required. For more information, see the full text of our claw-back policy, which is filed as an exhibit to our Annual Report on Form 10-K.

Anti-Hedging and Anti-Pledging Policies: Our insider trading policy prohibits, without exception, our executive officers, employees and directors from engaging in

speculative transactions designed to decrease the risks of holding Company securities, such as short sales of Company securities and transactions in puts, calls, publicly-traded options and other derivative securities with respect to Company securities. The policy also forbids all of our executive officers, employees and directors from entering into hedging or monetization transactions, such as zero-cost collars and forward sale contracts, which allow such individuals to continue to own Company securities without the full risks and rewards of ownership. In addition, our executive officers, employees and directors are prohibited, without exception, from pledging Company securities as collateral for loans and may not hold Company securities in margin accounts. For more information, see “Other Information—Insider Trading Policy.”

Equity Grant Procedures: The Company’s Compensation Committee approves equity awards for our NEOs on or before the date of grant, and it is the Compensation Committee’s general practice to approve annual equity awards in March of each year. On occasion, equity awards may be granted outside of our annual grant cycle for new hires, promotions, retention, or other purposes. Generally, the date of grant for equity awarded to our NEOs is during an open quarterly window period under the Company’s insider trading policy or when the Company otherwise has no material non-public information. The Company does not permit the timed disclosure of material non-public information for the purpose of affecting the value of executive compensation.

2024 COMPENSATION DETERMINATIONS

Annual Salary

Consistent with our objectives with respect to our executive officers, the Compensation Committee provides guidance in setting base salaries for the Company’s executive officers at levels that reflect the Compensation Committee’s interpretation of competitive compensation averages for individuals with similar responsibilities at companies with similar financial, operating and industry characteristics, in similar locations. From time to time, the Compensation Committee will undertake or commission a formal study or survey to benchmark compensation to a particular industry or to particular companies. The members of the Compensation Committee also evaluate executive compensation using their accumulated individual knowledge and industry experience, as well as publicly available compensation information with respect to companies that have a similar market capitalization or similar annual revenues, and that operate under a business structure similar to ours (although not necessarily in the same industry).

In addition, the Compensation Committee takes into consideration the performance of the Company, individual performance of each executive officer, and the individual executive officer’s scope of responsibility in relation to other officers and key executives within the Company. Salaries also reflect current practices within the specific

geographic region and among executives holding similar positions. In addition to these factors, the annual salary for an executive officer depends on a number of more subjective factors, including our evaluation of the executive’s leadership role, professional contribution, experience and sustained performance.

Following publication of the prior fiscal year’s audited financial statements, the CEO recommends to the Compensation Committee whether and the degree to which salary increases should be awarded to any of the executive officers. The CEO and the Compensation Committee will consider factors such as, but not limited to, the net income of the Company during the prior year, the need for a salary adjustment to remain competitive with compensation averages for executives in similar positions, and the individual executive officer’s effectiveness in supporting the Company’s long-term goals. We also consider the contribution to our success of the department of which the executive officer was in charge, as well as our general achievements made within that department and by the executive officer during the prior fiscal year. In 2024, the Compensation Committee did not increase our NEOs’ base salaries. For Fiscal 2024, the base salaries of the NEOs were as follows: for Mr. Blachar, \$542,688; for Mr. Ginzburg, \$407,723; for Mr. Hatzir, \$358,083; for Mr. Ben Yosef, \$332,272; for Ms. Woelfel, \$360,165.

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Management Plan

Each year, following publication of our financial statements for the prior fiscal year, the Compensation Committee determines and approves the amount of any annual bonus payable to our CEO and, based upon the recommendations of our CEO, reviews and approves the annual bonus payable to our other executive officers.

Annual bonuses for our executive officers are payable in accordance with the Company's Management Plan. Mr. Blachar's eligibility for an annual cash bonus under the Management Plan is also governed by additional terms provided in his employment agreement (the "Blachar Employment Agreement"), which are described under "Executive Compensation Tables—Employment Agreements" below.

The Management Plan provides for annual cash bonuses for participating employees based on the achievement of certain performance metrics. At the beginning of each fiscal year, our CEO and the Compensation Committee review the Company's objectives under the Company's strategic plan and annual budget, the compensation practices of our peers, and other market data, and the CEO recommends performance metrics, which are measurable financial and operational goals, for the upcoming fiscal year for all executive officers other than himself. These measurable financial and operational goals may be with respect to the performance of the Company on a consolidated basis, the performance of the Company in a particular country or region, or the performance of a business unit or operating segment of the Company, including a geographically-based business unit.

Performance Metrics

After taking into account the CEO's recommendations, the Compensation Committee establishes (i) Company Performance Metrics (as defined in the Management Plan) applicable to all executive officers, (ii) other quantitative individual performance criteria for each executive officer (the "Individual Performance Metrics") and (iii) qualitative "CEO Goals" for each executive officer. The "CEO Goals" include certain operational objectives for each executive officer, thus enabling the Compensation Committee to evaluate achievement based on both the executive officer's individual performance and our overall Company performance during the covered fiscal year. Collectively, the metrics focus on financial and operational performance, our execution of our business plan, the individual performance of the executive officer, certain subjective assessments of the executive leadership and other contributions to and impacts by the executive officer on the Company.

The Compensation Committee sets target levels of achievement under each of such Company Performance Metrics, Individual Performance Metrics and CEO Goals, and assigns a weight to each of these three elements reflecting the contribution of achievement to the total payout. The Compensation Committee has the ability to adjust the targets once they are set for extraordinary events. The Management Plan provides that, unless otherwise determined by the Compensation Committee, for executive officers (other than Mr. Blachar) the Company Performance Metrics may not have a collective weight of less than 50%. The Compensation Committee determined that the Company Performance Metrics should have a weight of 60% in 2024 for these NEOs. For Mr. Blachar, as dictated by the Blachar Employment Agreement, the Company Performance Metrics and the Individual Performance Metrics must have a collective weight of 75%, and the CEO Goals must have a weight of 25%.

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COMPENSATION DISCUSSION AND ANALYSIS
2024 COMPENSATION DETERMINATIONS

The chart below indicates the rationale for the Company Performance Metric, the Individual Performance Metrics (as a group) and the CEO Goals (as a group), and the weighting of each component for the CEO and other NEOs for Fiscal 2024.

Category	Rationale	Components	Weighting	
			CEO	Other NEOs
Company Performance Metric	Financial metrics, based against targets set by the Board, that support commitment to provide solid returns to our shareholders and support our dividend	Revenue		GC: 
		Adjusted EBITDA ⁽¹⁾		GC: 
				Others: 
Individual Performance Metrics	Other quantitative financial and operational metrics that focus on our core business drivers and growth targets	Specific to each NEO's role at the Company, including items such as:		GC: 
		- Income before income taxes - Net income - Electricity and Product segment revenue - Electricity and Energy Storage segment EBITDA - Product segment gross margin - Product backlog - Energy Storage segment growth - Targeted operational goals - Reporting compliance - Capital expenditure		EVP Electricity:  Others: 
CEO Goals	Qualitative metrics that encourage the efficient management of the Company and its culture	Measuring the CEO's effectiveness at, among other things: - Managing and operating the Company - Human capital management - Impact on social and environmental responsibility initiatives - M&A activity		EVP Electricity:  Others: 

(1) Adjusted EBITDA, as reported on our financial results, is defined as net income before interest, taxes, depreciation, amortization, and accretion, adjusted for (i) mark-to-market gains or losses from accounting for derivatives not designated as hedging instruments; (ii) stock-based compensation; (iii) merger and acquisition transaction costs; (iv) gain or loss from extinguishment of liabilities; (v) cost related to a settlement agreement; (vi) non-cash impairment charges; (vii) write-off of unsuccessful exploration activities; and (viii) other unusual or non-recurring items.

Finally, in addition to determining pre-set performance metrics and weights for each such metric, the Compensation Committee establishes threshold and maximum bonus opportunities for each executive officer, based on base salary. For Mr. Ginzburg, Mr. Hatzir and Mr. Ben Yosef, the Compensation Committee set threshold and maximum bonus opportunities for Fiscal 2024 under the Management Plan at approximately 10% and 83%, respectively, of the NEOs' base salaries. For Ms. Woelfel, the Compensation Committee set threshold and maximum bonus opportunities for Fiscal 2024 under the Management Plan at

approximately 10% and 75% of her base salary. There is no target bonus opportunity for the NEOs other than Mr. Blachar. For Mr. Blachar, the Compensation Committee set his threshold, target and maximum bonus opportunities for Fiscal 2024 at 100%, 100% and approximately 117% (i.e., 100% of base salary, plus 2 months extra of base salary), respectively, of his base salary. For more information on threshold, target and maximum bonus opportunities, see "Executive Compensation Tables—Grants of Plan-Based Awards in 2024."

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COMPENSATION DISCUSSION AND ANALYSIS |
2024 COMPENSATION DETERMINATIONS

Bonus payouts are determined based on the level of actual achievement for each goal under the Management Plan. Achievement is assessed stringently but holistically. For the CEO's bonus, if the actual results exceed the target of one metric, it can offset the other metrics. If the level of achievement of a Company Performance Metric falls between the levels corresponding to a threshold and

maximum bonus, bonus payout is based on a linear interpolation between the threshold and maximum bonus amounts. Mr. Blachar's maximum bonus opportunity is achievable only if the net income metric set for him (under the Individual Performance Goals) exceeds its target. Regardless of other performance, no bonus is paid under the Management Plan for any fiscal year, unless the Company's net income for such fiscal year is positive.

The chart below indicates the actual achievements under each element of the Management Plan for each NEO in Fiscal 2024, based on our Company's and the NEOs' individual performance as described in more depth following the chart

NEO	Company Performance Metrics		Individual Performance Metrics	CEO Goals
	Revenue	Adjusted EBITDA		
Doron Blachar, Chief Executive Officer	77%	104%	108%	70%
Assaf Ginzburg, Chief Financial Officer	86%	95%	100%	100%
Shimon Hatzir, Executive Vice President, Electricity Segment	86%	95%	78%	70%
Ofar Ben Yosef, Executive Vice President, Business Development and Sales	86%	95%	84%	100%
Jessica Woelfel, General Counsel, CCO, and Corporate Secretary	86%	95%	90%	100%

Company Performance Metrics Results

For the Company Performance Metrics applicable to all NEOs, the Compensation Committee considered the following financial results for Fiscal 2024:

Company Performance Metric	Target	Actual
Revenue	\$900 million	\$879.7 million
Adjusted EBITDA	\$531 million	\$550.5 million

Assessment of Individual and CEO Goals

In assessing the level of achievement on the Individual Performance Goals and the CEO Goals under the Management Plan for Fiscal 2024, the Compensation Committee reviewed a number of factors. For Mr. Blachar, whose targets within the Individual Performance Goals included net income of \$112 million and income before income taxes of \$115 million, the Compensation Committee considered actual adjusted net income above target of \$121 million and actual adjusted income before income taxes of \$137 million. For the other NEOs, the Compensation Committee considered, among other things, net income, individual segment revenue and gross margin, and electricity generation results as compared to the targets. With respect to the CEO Goals, the Compensation Committee determined that he should receive 70% of the qualitative CEO Goals component of his bonus in light of the Company's achievements with respect to, among other things:

- the Electricity segment results;
- the Company met its financial guidance;
- the Company signed the accretive acquisition of Enel North America's geothermal and solar assets in the United States;
- the Company's successful resolution of legal and regulatory matters;
- the Company signed three battery storage PPAs and saw the successful commencement of commercial operations at three new energy storage sites, including Bottleneck, the Company's largest energy storage facility to date;
- the Company signed an engineering, procurement and construction contract to build the Te-Mihi 2A 101 MW geothermal power plant in New Zealand;
- the Company's successful global employment engagement programs; and
- management of robust social programs to support local communities in all international locations.

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COMPENSATION DISCUSSION AND ANALYSIS
2024 COMPENSATION DETERMINATIONS

Management Plan Payouts

The chart below indicates, for each of our NEOs, after linear interpolation, the amount of the bonus earned and paid out to him or her, expressed as a percentage of the maximum bonus amount, and the bonus payouts in respect of the level of performance achieved with respect to the Company Performance Metrics, Individual Performance Metrics and CEO Goals, as described above.

NEO	% of Award Paid Out	Bonus Payout
Doron Blachar, Chief Executive Officer	93%	\$608,000
Assaf Ginzburg, Chief Financial Officer	97%	\$342,000
Shimon Hatzir, Executive Vice President, Electricity Segment	82%	\$253,000
Ofar Ben Yosef, Executive Vice President, Business Development and Sales	91%	\$252,000
Jessica Woelfel, General Counsel, Chief Compliance Officer, and Corporate Secretary	96%	\$260,000

Equity Awards

We are committed to long-term incentive programs for our executive officers that promote the long-term growth of the Company and align the interests of our executive officers with those of our stockholders. The determination of the total amount of annual equity awards that may be awarded to our employees in a particular year is determined in a similar manner to our annual bonuses under the Management Plan. We make equity awards to our executive officers and employees on an annual basis in line with market norms, and in order to reinforce our pay for performance culture.

We make equity awards following the publication of our financial results for the preceding year and our Compensation Committee determines the total amount of annual equity awards that may be made to all of our employees. Within one month after the Compensation Committee determines the total amount of annual equity awards that may be made to all of our employees, including our executive officers, our CEO recommends to the

Compensation Committee the particular amount of equity awards to be made to each of the executive officers (other than himself) after consideration of a variety of factors, including the Company's performance and relative stockholder return, the expected contribution of the executive officers to the Company's growth and success, awards granted to the executive officers in past years and certain survey and other market data regarding the compensation practices of our peers. These factors are not assigned any particular weight, and the Compensation Committee does not use a formula to apply these factors in determining the number of equity awards to be made to each of our executive officers. Instead, the Compensation Committee uses its judgment and experience in considering these factors to determine the appropriate number of equity awards to be granted to each of our executive officers for each fiscal year to ensure there is a strong link between our executive officers' compensation and performance and alignment of their interests with those of our stockholders. All equity awards are made pursuant to the Company's 2018 Incentive Compensation Plan, as amended (the "2018 ICP").

Awards granted to NEOs include two distinct components: Performance Stock Units (PSUs) and Restricted Stock Units (RSUs). Each executive's target grant value is based on his or her role.

60% (PSUs)

- 50% based on the Company's achievement of three-year relative total stockholder return ("relative TSR")
- 50% based on the Company's achievement of MW capacity targets over a three-year period



40% (RSUs)

- A long term compensation element designed to retain talent and encourage performance

During 2024, our NEOs received equity incentive compensation weighted towards performance-based awards, with a target allocation mix of 60% PSUs and 40% RSUs. The PSUs are calculated based on percentage of total grant date fair value for all grants (assuming a payout at the probable outcome level for PSUs) and based on capacity growth based on Megawatts ("MW"), such that 50% of granted PSUs are tied to TSR

PSUs tied to TSR are paid out based on the Company's achievement of three-year relative total shareholder return ("relative TSR") compared to companies in the S&P 500 index. The Compensation Committee chose relative TSR as the performance metric due to its prevalent use in compensation design and its focus on driving stockholder value within a broad-market investment portfolio. The performance metrics are as follows:

performance relative to the S&P 500, and 50% of granted PSUs are tied to targeted MW growth. The Fiscal 2024 PSU and RSU awards vest over three years, with one-third vesting on each anniversary of the grant date. Each RSU represents the right to receive one share of Common Stock upon vesting and is valued on the date of grant based on the closing price of our Common Stock on the next business day following the date of grant.

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COMPENSATION DISCUSSION AND ANALYSIS 2022-2025 PERFORMANCE STOCK UNITS PROGRAM RESULT	
Three-year relative TSR	PSUs earned*
75 th percentile and above	150% (maximum)
55 th percentile	100% (target)
35 th percentile	50% (threshold)
Below 35 th percentile	0%
* Subject to linear interpolation.	

Additionally, where three-year absolute TSR is negative, regardless of performance relative to our peers, the TSR PSU payout will be capped at 100% of target.

PSUs tied to MW targets are paid out based on the Company's achievement of defined three-year MW growth targets established by the Compensation Committee at the time of grant and the Compensation Committee does not have discretion to vary the MW targets after the grant date. The number of PSUs that may be earned ranges from 0% to 200% of target. The Compensation Committee chose MW targets as the performance metric to align with the Company's multiyear capacity expansion targets that further strengthens our earnings generation capabilities. At least 50% of the MW growth must be via organic growth. The MW target performance metrics are challenging, but attainable goals that motivate exceptional performance against our operating plan. The targets are set at levels we believe require significant effort on the part of our executives, yet also represent a reasonable expectation of operational results based on prior-year performance, existing business conditions, the markets in which we

participate and our outlook. While we believe in transparency and disclose as much information to stockholders as is necessary to understand how our executive compensation program works, we believe that disclosing these metrics on a prospective basis would provide our competitors with insight regarding confidential business growth strategies, and would thereby result in competitive harm to the Company. We will disclose the targets and actual performance on a retrospective basis for the MW PSUs that vest after completion of the three-year performance period. PSUs tied to each of the relative TSR and MW targets are also subject to service-based vesting and will vest ratably over three years (one-third on each of the one, two, and three-year anniversaries of the date of grant). No PSUs will actually be earned or paid until completion of the three-year performance period from the date of the grant.

2022-2025 PERFORMANCE STOCK UNITS PROGRAM RESULT

The PSUs granted in 2022 (the “2022 PSUs”) to our NEOs were earned at 83.7% of target based on the Company's achievement of three-year relative TSR compared to companies in the S&P 500 index.

	2022-2025 Target PSUs (#)	2022-2025 Earned PSUs (#) ⁽¹⁾
Doron Blachar	5,974	5,000
Assaf Ginzburg	3,319	2,778
Shimon Hatzir	2,655	2,222
Ofer Ben Yosef	2,655	2,222
Jessica Woelfel	2,323	1,944

(1) Pursuant to the contractual requirements of the 2022 PSU awards, Ormat's three-year relative TSR was calculated to account for the ORIX Offering. Accordingly, the three-year relative TSR calculation was bifurcated into two weighted segments: the first segment was Ormat's relative TSR for the period from the original grant date until December 11, 2024 (the last trading day before announcement of the offering and the offering price), and the second segment was Ormat's relative TSR for the period from December 12, 2024 (the first trading day after such announcement) until the last day of the original performance period. Ormat's relative TSR percentile for (x) the first segment was at approximately the 51st percentile (which was weighted at 93% based on the days elapsed) and resulted in 83.7% of the PSUs being earned and (y) the second segment was below the 35th percentile (which was weighted at 7% based on the days elapsed) and resulted in no PSUs being earned.

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| **COMPENSATION DISCUSSION AND ANALYSIS**
OTHER COMPENSATION ELEMENTS

OTHER COMPENSATION ELEMENTS

We generally provide to our CEO and other executive officers the same benefits that we provide to all employees, including certain retirement benefits, health and welfare benefits, and other benefits. In addition, our executive officers are provided with certain additional benefits that are intended to be competitive with the practices of similar companies in our industry and the regions in which we operate. Benefit plans and perquisites are intended to supplement cash compensation and often involve non-monetary rewards, coverage of certain business-related expenses, insurance, pension and savings plans and other deferred monetary savings. These benefits and perquisites may vary depending on geographic location and other circumstances. Global, regional and local units may develop their own benefit plans and procedures, consistent with our principles and guidelines and subject to any required Company approvals. Benefits and perquisites may include, in

Retirement and Other Local Benefits

ISRAEL

Israeli law generally requires severance pay equal to one month’s salary for each year of employment upon the termination of an employee’s employment due to retirement, death, termination without cause (and other circumstances as defined under Israeli law). We make monthly contributions on behalf of our Israel-based executive officers to a pension plan, known as a management insurance plan, or to a pension fund. These funds provide a combination of pension allowance and/or insurance and severance pay benefits to the executive officers. We contribute 7.5% of the monthly salary to the pension component (including disability insurance) and 8.33% of the monthly salary to the severance component and the employee contributes an amount between 6% and 7% of salary to the pension component. Our CEO is entitled to similar contributions on behalf of the Company as pension contribution and on account of severance. Accordingly, a substantial part of our statutory severance obligation is covered by these monthly contributions. Generally, in addition, our Israel-based NEOs are entitled to participate in an education fund plan (the “Education Fund”), pursuant to which each executive officer who participates in the plan contributes an amount equal to 2.5% of their monthly salary to the Education Fund and the Company 7.5% of their monthly salary to the Education Fund up to a certain sum. For more information, see the “All Other Compensation” column in the “Summary Compensation Table”, in “Executive Compensation Tables.”

addition to benefits that are mandated by applicable law and/or generally provided to other employees (including related costs and expenses): car, transportation and accommodations; telecommunication devices; media and computer equipment and expenses; medical insurance; travel and relocation (including family-related expenses, such as tuition and commuting); and life and medical insurance and benefits (including for executive officers’ families). Each of our named executive officers, other than Ms. Woelfel, is also party to an employment agreement with Ormat Systems, one of the Company’s subsidiaries organized in Israel, that sets forth their respective terms of employment, which terms are generally applicable to all of Ormat Systems’ employees under Israeli law, covering matters such as vacation, health and other benefits. For more information, see, in “Executive Compensation Tables.”

THE UNITED STATES

In the United States we provide various defined contribution plans for the benefit of our U.S.-based executive officers, including a 401(k) plan with a Company match. Under these plans, contributions are based on specified percentages of pay.

Details regarding benefits and perquisites specific to each NEO can be found in the footnotes to the “All Other Compensation” column in the “Summary Compensation Table” in “Executive Compensation Tables”.

Other Bonuses

The Compensation Committee also has the authority to make discretionary bonuses during any fiscal year, as the Compensation Committee determines in its discretion is appropriate and in the best interests of the Company. These discretionary bonuses are made outside of, and not based on pre-set goals or formulas in, the Management Plan, and are instead sized based on various factors determined at the Compensation Committee’s discretion, such as individual performance, individual goals, other contributions to the Company and expected future contributions to the Company. For Fiscal 2024, the Compensation Committee did not grant any discretionary bonuses to any Management Plan participants.

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FISCAL 2025 COMPENSATION

In the first quarter of Fiscal 2025, the Compensation Committee conducted its annual executive compensation review and approved the compensation of our NEOs for the year. The Compensation Committee considered, among other factors, our strategic plans for growth and expansion, our corporate performance, our NEOs' individual performance, and market data provided by F.W. Cook.

The Compensation Committee set the Fiscal 2025 target bonus for Mr. Blachar to be at 100% of his base salary and set the Fiscal 2025 target bonuses for the other NEOs in amounts ranging between 75% and 83% of their base salaries. The Compensation Committee increased the value of equity awards granted to our NEOs for Fiscal 2025 under the 2018 ICP in amounts ranging from 11% to 20% and increased the NEOs base salaries between 8% and 18%, based on market data, job performance and each NEO's responsibilities for Fiscal 2024.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the "Compensation Discussion and Analysis" with management and based on the review and discussions, it has recommended to the Board that the "Compensation Discussion and Analysis" be included in this Proxy Statement relating to our 2025 Annual Meeting of Stockholders.
Submitted by the members of the Compensation Committee of the Company's Board.

Dafna Sharir, Chair
Michal Marom
Mike Nikkel

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EXECUTIVE COMPENSATION TABLES

SUMMARY COMPENSATION TABLE

The following table sets forth, for the periods required to be disclosed under SEC rules, the total compensation of our (i) CEO, (ii) CFO and (iii) three most highly compensated executive officers, other than our CEO and CFO, who were serving as executive officers as of December 31, 2024:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Doron Blachar <i>Chief Executive Officer</i>	2024	542,688	—	2,500,000	—	608,000	169,494	3,820,182
	2023	528,300	—	1,800,000	—	594,000	136,276 ⁽⁴⁾	3,058,576
	2022	506,910	—	675,000	225,000	510,000	140,249	2,057,159
Assaf Ginzburg <i>Chief Financial Officer</i>	2024	407,723	—	950,000	—	342,000	90,785 ⁽⁵⁾	1,790,508
	2023	393,940	—	850,000	—	274,000	85,499	1,603,439
	2022	375,748	—	445,000	125,000	249,600	87,441	1,282,789
Shimon Hatzir <i>Executive Vice President, Electricity Segment</i>	2024	358,083	—	750,000	—	253,000	182,873 ⁽⁶⁾	1,543,956
	2023	353,458	—	700,000	—	223,000	93,195	1,369,653
	2022	364,965	—	400,000	100,000	211,100	98,431	1,174,496
Ofar Ben Yosef <i>Executive Vice President, Energy Storage and Business Development</i>	2024	332,272	—	600,000	—	252,000	80,412 ⁽⁷⁾	1,254,684
	2023	318,111	—	500,000	—	165,000	77,260	1,060,371
	2022	328,466	—	300,000	100,000	211,000	83,049	1,022,515
Jessica Woelfel <i>General Counsel, Chief Compliance Officer, and Corporate Secretary</i>	2024	360,165	—	525,000	—	260,000	15,250 ⁽⁸⁾	1,160,415
	2023	333,231	—	450,000	—	220,000	14,954	1,018,185

(1) The “Stock Awards” column reflects the dollar amounts that represent the aggregate grant date fair value of the applicable equity awards computed in accordance with FASB ASC Topic 718 (“Topic 718”). For a summary of the assumptions made in the valuation of the awards, please see Note 14 to the Consolidated Financial Statements in our Annual Report on Form 10-K for Fiscal 2024. \$1,000,000, \$380,000, \$300,000, \$240,000 and \$210,000 represent the grant date fair values of all RSU awards to each of Messrs. Blachar, Ginzburg, Hatzir, Ben Yosef and Woelfel, respectively, which are calculated in accordance with the accounting standards for share-based compensation using Ormat’s closing stock price on the next day of business following the date of grant. Each RSU represents the right to receive one share of Common Stock upon vesting. The “Stock Awards” column above also reflects the \$750,000, \$285,000, \$225,000, \$180,000 and \$157,500 grant date fair values of the target number of TSR PSUs and \$750,000 \$285,000, \$225,000, \$180,000 and \$157,500 grant date fair values of the target number of MW PSUs, in each case, for each of Messrs. Blachar, Ginzburg, Hatzir, Ben Yosef and Woelfel, respectively, that were eligible to vest based on our relative TSR performance goals and MW goals, respectively, which for accounting purposes is based on the probable outcome (determined as of the grant date) of the performance-based condition applicable to the grant. Assuming the maximum level of performance achievement for the TSR PSUs (which is 150% of target) and for the MW PSUs, (which is 200% of target), the aggregate values of TSR PSUs for our NEOs in 2024 are \$1,125,000, \$427,500, \$337,500, \$270,000 and \$236,250, and the aggregate values of the MW PSUs for each of our NEOs in 2024 are \$1,500,000, \$570,000, \$450,000, \$360,000 and \$315,000, in each case, for each of Messrs. Blachar, Ginzburg, Hatzir, Ben Yosef and Woelfel, respectively.

(2) The “Non-Equity Incentive Plan Compensation” column reflects the amount of any cash awards granted under the Management Plan to the NEOs. These amounts reflect cash awards earned for 2024 performance, which were paid in 2025. For more information, see “Compensation Discussion and Analysis—2024 Compensation Determinations—Management Plan” above.

(3) Car-related expenses included in this column include also gas, maintenance and insurance, which are perquisites customary in Israel and are provided by the Company in amounts that are customary and prevalent among Israeli companies in comparable industries.

(4) Includes severance and pension contributions as required by Israeli law in the amount of \$85,562; payments of car-related expenses in the amount of \$22,857; vacation redemption in the amount of \$54,756; and payments for Israel National Insurance, health insurance, convalescence pay, Education Fund and other perquisites.

(5) Includes severance and pension contributions as required by Israeli law in the amount of \$62,960; payments of car-related expenses in the amount of \$14,295; and payments for Israel National Insurance, convalescence pay, Education Fund and other perquisites.

(6) Includes severance and pension contributions as required by Israeli law in the amount of \$53,104; payments of car-related expenses in the amount of \$32,181; vacation redemption in the amount of \$55,016; spousal travel expenses of \$25,291; and payments for Israel National Insurance, health insurance, convalescence pay, Education Fund and other perquisites.

(7) Includes severance and pension contributions as required by Israeli law in the amount of \$49,939; payments of car-related expenses in the amount of \$12,710; and payments for Israel National Insurance, convalescence pay, Education Fund and other perquisites.

(8) Reflects the value of cash we contributed to the named executive officer’s account in our 401(k) plan.

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GRANTS OF PLAN-BASED AWARDS IN 2024

The following table sets forth grants of plan-based awards to each NEO during the year ended December 31, 2024:

Name	Grant Date	Type of Award	Estimated Future Payouts Under Non-Equity Incentive Plan Compensation ⁽¹⁾			Estimated Future Payouts Under Equity Incentive Plan Compensation			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards ⁽²⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Doron Blachar		Annual Cash Bonus: Management Plan	542,688	542,688	634,945							
	3/21/24 ⁽³⁾	PSUs				3,397	6,793	10,190				\$540,000
	3/21/24 ⁽⁴⁾	PSUs				3,393	6,786	13,572				\$540,000
	3/21/24 ⁽⁵⁾	RSUs							9,009			\$720,000
Assaf Ginzburg		Annual Cash Bonus: Management Plan	40,772	—	305,792							
	3/21/24 ⁽³⁾	PSUs				1,604	3,208	4,812				\$255,000
	3/21/24 ⁽⁴⁾	PSUs				1,603	3,205	6,410				\$255,000
	3/21/24 ⁽⁵⁾	RSUs							4,254			\$340,000
Shimon Hatzir		Annual Cash Bonus: Management Plan	35,808	—	268,562							
	3/21/24 ⁽³⁾	PSUs				1,321	2,642	3,963				\$210,000
	3/21/24 ⁽⁴⁾	PSUs				1,320	2,639	5,278				\$210,000
	3/21/24 ⁽⁵⁾	RSUs							3,504			\$280,000
Ofar Ben Yosef		Annual Cash Bonus: Management Plan	32,227	—	241,704							
	3/21/24 ⁽³⁾	PSUs				944	1,887	2,831				\$150,000
	3/21/24 ⁽⁴⁾	PSUs				943	1,885	3,770				\$150,000
	3/21/24 ⁽⁵⁾	RSUs							2,502			\$200,000
Jessica Woelfel		Annual Cash Bonus: Management Plan	36,017	—	270,124							
	3/21/24 ⁽³⁾	PSUs				849	1,698	2,547				\$135,000
	3/21/24 ⁽⁴⁾	PSUs				847	1,694	3,388				\$135,000
	3/21/24 ⁽⁵⁾	RSUs							2,252			\$180,000

(1) Represents the threshold, target (if applicable) and maximum cash payout opportunities for Fiscal 2024 under the Management Plan. Other than for Mr. Blachar, there is no target for cash payout opportunities for our NEOs. For a further discussion of the payout opportunities, see “Compensation Discussion and Analysis—2024 Compensation Determinations—Management Plan.”

(2) Represents the aggregate grant date fair value computed in accordance with Topic 718. For a summary of the assumptions made in the valuation of the awards, please see Note 14 to the Consolidated Financial Statements in our Annual Report on Form 10-K for Fiscal 2024.

(3) Represents the shares of Common Stock underlying 3-year relative TSR PSUs granted to our NEOs under our 2018 ICP in 2024. We discuss these awards under the heading “Compensation Discussion and Analysis – 2024 Compensation Determinations– Equity Awards”. The amounts disclosed in the “Estimated Future Payouts Under Equity Incentive Plan Awards” columns represent the number of shares of Common Stock issuable assuming achievement of the specific threshold, target or maximum levels of performance established by the Compensation Committee for these PSUs over the performance period.

(4) Represents the shares of Common Stock underlying 3-year MW PSUs granted to our NEOs under our 2018 ICP in 2024. The amounts disclosed in the “Estimated Future Payouts Under Equity Incentive Plan Awards” columns represent the number of shares of Common Stock issuable assuming achievement of the specific threshold, target or maximum levels of performance established by the Compensation Committee for these PSUs over the performance period.

(5) Represents shares of our Common Stock underlying RSUs granted under our 2018 ICP in 2024. We discuss these awards under the heading “Compensation Discussion and Analysis – 2024 Compensation Determinations – Equity Awards”.

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| EXECUTIVE COMPENSATION TABLES
EMPLOYMENT AGREEMENTS

EMPLOYMENT AGREEMENTS

The following are descriptions of the material terms of the employment agreements of our NEOs, as well as other factors that may help with an understanding of the data disclosed in the Summary Compensation Table and under the heading “Grants of Plan-Based Awards” above.

General

Each of Mr. Blachar, our CEO, Mr. Ginzburg, our CFO, Mr. Hatzir, our Executive Vice President, Electricity Segment, Mr. Ben Yosef, our Executive Vice President, Business Development and Sales, is employed by Ormat Systems, one of the Company’s subsidiaries that is organized in Israel. Ms. Woelfel, our General Counsel, CCO, and Corporate Secretary, is employed by Ormat Technologies.

Each of Mr. Blachar, Mr. Ginzburg, Mr. Hatzir, Mr. Ben Yosef and Ms. Woelfel is party to an employment agreement with their employer that sets forth their respective terms of employment, which terms are generally applicable to all employees under local law, covering matters such as vacation, health, and other benefits.

Doron Blachar

In connection with Mr. Blachar’s appointment as CEO, Mr. Blachar entered into an amended and restated employment agreement with the Company and Ormat Systems, dated July 2, 2020 (the “Blachar Employment Agreement”). Pursuant to the Blachar Employment Agreement, Mr. Blachar is entitled to receive a gross monthly salary of NIS 135,000, which salary is linked to changes in the cost of living index in Israel. He is eligible to receive an annual cash bonus in a target amount equal to 12 monthly salaries, based on criteria established by the Company, and to receive grants of future equity awards, subject to the terms and conditions of the equity incentive plan and the award agreement. The Blachar Employment Agreement also covers matters such as the Company’s management insurance plan or pension fund (to which Ormat Systems is to contribute a percentage of Mr. Blachar’s salary), contributions by the Company to an education fund and use of a Company-leased car.

In the event that within two months prior to, or 12 months following, the occurrence of a “Change of Control” (as defined in the Blachar Employment Agreement), Mr. Blachar’s employment is terminated by the Company other than for “Cause” or he resigns for “Good Reason” (each as defined in the Blachar Employment Agreement), all of his outstanding RSUs and PSUs will immediately vest, with performance-based equity awards vesting based on target level of performance.

Under the Blachar Employment Agreement, either party may terminate the employment relationship upon six months’ prior written notice or, in the event of a termination for Cause, immediately. In the event Mr. Blachar’s employment is terminated by the Company without Cause, or he resigns within two months before, or 12 months following, the consummation of a Change of Control, Mr. Blachar will be

entitled to an extension of his notice period from six months to 12 months. The Company may determine not to take advantage of the full notice period and may terminate Mr. Blachar’s employment at any time during such notice period. In the event of such termination, the Company will pay to Mr. Blachar his salary and other related benefits due to him during the notice period. In the event of a termination of employment other than a termination for Cause occurring prior to July 1, 2022, the Company will pay Mr. Blachar an amount equal to six times his monthly salary. In addition, in the event of a termination of Mr. Blachar’s employment other than for “Cause,” he is eligible to receive (i) an amount equal to the difference between (x) the product of his last month’s salary by the term of his employment and (y) the sums accumulated under his pension and/or management insurance on account of his severance pay, including any profits and differentials, and (ii) a pro-rata portion of his annual cash bonus based on the number of months he was actually employed at the Company in such fiscal year. The Blachar Employment Agreement provides that the post-employment restrictive covenants set forth in his initial employment agreement with the Company, dated January 6, 2013, will continue to remain in effect (“Prior Employment Agreement”). Under his Prior Employment Agreement, Mr. Blachar is subject to certain non-competition and non-solicitation provisions for a period of 12 months following his termination of employment.

Assaf Ginzburg

In connection with his appointment as CFO, Mr. Ginzburg entered into an employment agreement with Ormat Systems, dated May 10, 2020 (the “Ginzburg Employment Agreement”). Pursuant to the Ginzburg Employment Agreement, Mr. Ginzburg is entitled to receive a gross monthly salary of NIS 95,000, which salary is linked to changes in the cost of living index in Israel, and is eligible for an annual bonus based on criteria to be established by Ormat Systems and, subject to Board approval, to participate in the Company’s equity incentive plan. The Ginzburg Employment Agreement sets forth other terms of employment, which terms are generally applicable to all of Ormat Systems’ employees, covering matters such as vacation, health and other benefits, including subject to Mr. Ginzburg’s election, coverage by Ormat Systems’ management insurance plan or pension fund, to which Ormat Systems will contribute a percentage of Mr. Ginzburg’s salary, contributions by Ormat Systems to an education fund and use of a Company-leased car.

In addition, under the Ginzburg Employment Agreement, either party may terminate the employment relationship upon four months’ prior written notice or, in the event of termination for “Cause” (as defined in the Ginzburg Employment Agreement), immediately. Ormat Systems may determine not to take advantage of the full notice period and may terminate Mr. Ginzburg’s employment at any time during such notice period. In the event of such termination, Ormat Systems will pay to Mr. Ginzburg his salary and other related benefits due to him during the

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EXECUTIVE COMPENSATION TABLES |
EMPLOYMENT AGREEMENTS

notice period. In addition, in the event of a termination of employment not for Cause, Mr. Ginzburg will be eligible to receive a pro-rata portion of his annual bonus for the year of termination.

The Ginzburg Employment Agreement contains non-competition and non-solicitation provisions that are designed to restrict Mr. Ginzburg from the following activities for a period of 12 months following his termination of employment: (i) holding an interest (other than a minority interest in a public company) in a competitive business; (ii) engaging in activities competitive with the business; (iii) soliciting any employee of the Subsidiary and its affiliates; and (iv) soliciting any customers (the “Restrictive Covenants”).

Shimon Hatzir

Mr. Hatzir entered into an employment agreement with Ormat Systems on October 1, 2018 (the “Hatzir Employment Agreement”), pursuant to which Mr. Hatzir is entitled to receive a gross monthly salary of NIS 77,000, which salary is linked to changes in the cost of living index, and is eligible for an annual bonus based on criteria to be established by Ormat Systems and, subject to Board approval, to participate in the Company’s equity incentive plan. The Hatzir Employment Agreement sets forth other terms of employment, which terms are generally applicable to all of Ormat Systems’ employees, covering matters such as vacation, health, and other benefits, including subject to Mr. Hatzir’s election, coverage by Ormat Systems’ management insurance plan or pension fund, to which Ormat Systems will contribute a percentage of Mr. Hatzir’s salary, contributions by Ormat Systems to an education fund and use of a Company-leased car.

In addition, under the Hatzir Employment Agreement, either party may terminate the employment relationship upon two months’ prior written notice or, in the event of termination for “Cause” (as defined in the Hatzir Employment Agreement), immediately. Ormat Systems may determine not to take advantage of the full notice period and may terminate Mr. Hatzir’s employment at any time during such notice period. In the event of such termination, Ormat Systems will pay to Mr. Hatzir his salary and other related benefits due to him during the notice period. Following the notice period, subject to his release of any claims against Ormat Systems, Mr. Hatzir will be entitled to receive his salary and all social benefits for an additional four months. The Hatzir Employment Agreement contains the Restrictive Covenants.

As previously disclosed, Mr. Hatzir will retire effective September 1, 2025. Starting such date until August 31, 2026 (the “Separation Date”), he will remain employed as a senior consultant to the Company’s management, where he will continue supporting various strategic, business development and operational efforts in the Electricity segment. To facilitate this transition, Mr. Hatzir and the Company have entered into a separation agreement (the “Hatzir Separation Agreement”), which provides that the Hatzir Employment Agreement will

remain in effect until the Separation Date, and until then, he will be entitled to all payments and benefits under such agreement, except that any cash bonus payout under the Management Plan for 2025 will be pro-rated through August 31, 2025, and he will not be eligible for equity grants after February 25, 2025. Additionally, Mr. Hatzir will be entitled to the severance payments required to be paid to him under Israeli law, as described above in “Compensation Discussion and Analysis—Retirement and Other Benefits—Israel.”

Ofer Ben Yosef

Mr. Ben Yosef entered into an employment agreement with Ormat Systems in April 2020 (the “Ben Yosef Employment Agreement”), pursuant to which Mr. Ben Yosef is entitled to receive a gross monthly salary of NIS 85,000, which salary is linked to changes in the cost of living index, and is eligible for an annual bonus based on criteria to be established by Ormat Systems and, subject to Board approval, to participate in the Company’s equity incentive plan. The Ben Yosef Employment Agreement sets forth other terms of employment, which terms are generally applicable to all of Ormat Systems’ employees, covering matters such as vacation, health, and other benefits, including subject to Mr. Ben Yosef’s election, coverage by Ormat Systems’ management insurance plan or pension fund, to which Ormat Systems is to contribute a percentage of Mr. Ben Yosef’s salary, contributions by Ormat Systems to an education fund and use of a Company-leased car.

In addition, under the Ben Yosef Employment Agreement, either party may terminate the employment relationship upon four months’ prior written notice or, in the event of termination for “Cause” (as defined in the Ben Yosef Employment Agreement), immediately. Ormat Systems may determine not to take advantage of the full notice period and may terminate Mr. Ben Yosef’s employment at any time during such notice period. In the event of such termination, Ormat Systems will pay to Mr. Ben Yosef his salary and other related benefits due to him during the notice period. The Ben Yosef Employment Agreement contains the Restrictive Covenants.

Jessica Woelfel

Ms. Woelfel entered into an employment agreement with the Company on February 1, 2023, pursuant to which Ms. Woelfel would be entitled to receive, in the event the Company terminates her employment without “Cause” (as defined in her employment agreement) and subject to the execution of a release and compliance with her restrictive covenants, four months of continued base salary, any earned but unpaid annual bonus, a prorated target annual bonus for the year of termination and eligibility for reimbursements of COBRA premiums for four months. Ms. Woelfel’s employment agreement includes 12 month post-termination non-competition and employee and customer non-solicit restrictions, as well as perpetual confidentiality and non-disparagement provisions.

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EXECUTIVE COMPENSATION TABLES
OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table sets forth the outstanding equity awards of our NEOs as of December 31, 2024:

Name	Grant Date	Option Awards			Option Expiration Date	Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares That Have Not Vested (\$) ⁽¹¹⁾
Doron Blachar	July 1, 2020	45,365 ⁽¹⁾	—	63.40	July 1, 2026	—	—	—	—
	March 1, 2022	4,952	4,951 ⁽²⁾	71.15	March 1, 2028	—	—	—	—
	March 1, 2022	—	—	—	—	1,610 ⁽³⁾	109,020	—	—
	March 1, 2022	—	—	—	—	—	—	2,987 ⁽⁴⁾	202,280
	March 21, 2023	—	—	—	—	6,757 ⁽⁵⁾	457,584	—	—
	March 21, 2023	—	—	—	—	—	—	3,397 ⁽⁶⁾	230,011
	March 21, 2023	—	—	—	—	—	—	6,786 ⁽⁷⁾	459,548
	March 1, 2024	—	—	—	—	15,419 ⁽⁸⁾	1,044,175	—	—
	March 1, 2024	—	—	—	—	—	—	5,899 ⁽⁹⁾	399,480
	March 1, 2024	—	—	—	—	—	—	11,649 ⁽¹⁰⁾	788,870
Assaf Ginzburg	May 12, 2020	25,524 ⁽¹⁾	—	68.34	May 12, 2026	—	—	—	—
	March 1, 2022	2,751	2,751 ⁽²⁾	71.15	March 1, 2028	—	—	—	—
	March 1, 2022	—	—	—	—	894 ⁽³⁾	101,710	—	—
	March 1, 2022	—	—	—	—	670 ⁽¹¹⁾	75,790	—	—
	March 1, 2022	—	—	—	—	—	—	1,660 ⁽⁴⁾	112,381
	March 21, 2023	—	—	—	—	3,191 ⁽⁵⁾	216,095	—	—
	March 21, 2023	—	—	—	—	—	—	1,604 ⁽⁶⁾	108,623
	March 21, 2023	—	—	—	—	—	—	3,205 ⁽⁷⁾	217,043
	March 1, 2024	—	—	—	—	5,859 ⁽⁸⁾	396,771	—	—
	March 1, 2024	—	—	—	—	—	—	2,242 ⁽⁹⁾	151,794
	March 1, 2024	—	—	—	—	—	—	4,427 ⁽¹⁰⁾	299,796
Shimon Hatzir	June 15,2020	20,000 ⁽¹⁾	—	69.14	June 15, 2026	—	—	—	—
	December 31, 2020	573 ⁽¹⁾	—	90.28	December 31, 2026	—	—	—	—
	March 1, 2022	2,201	2,200 ⁽²⁾	71.15	March 1, 2028	—	—	—	—
	March 1, 2022	—	—	—	—	716 ⁽³⁾	48,488	—	—
	March 1, 2022	—	—	—	—	1,005 ⁽¹¹⁾	68,059	—	—
	March 1, 2022	—	—	—	—	—	—	1,328 ⁽⁴⁾	89,898
	March 21, 2023	—	—	—	—	2,628 ⁽⁵⁾	177,968	—	—
	March 21, 2023	—	—	—	—	—	—	1,321 ⁽⁶⁾	89,458
	March 21, 2023	—	—	—	—	—	—	2,639 ⁽⁷⁾	178,713
	March 1, 2024	—	—	—	—	4,626 ⁽⁸⁾	313,273	—	—
	March 1, 2024	—	—	—	—	—	—	1,770 ⁽⁹⁾	119,831
	March 1, 2024	—	—	—	—	—	—	3,495 ⁽¹⁰⁾	236,681

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EXECUTIVE COMPENSATION TABLES |

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽¹¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares That Have Not Vested (\$) ⁽¹¹⁾
Ofar Ben Yosef	May 12, 2020	21,271 ⁽¹⁾	—	68.34	May 12, 2026	—	—	—	—
	March 1, 2022	2,200	2,201 ⁽²⁾	71.15	March 1, 2028	—	—	—	—
	March 1, 2022	—	—	—	—	716 ⁽³⁾	48,488	—	—
	March 1, 2022	—	—	—	—	—	—	1,328 ⁽⁴⁾	89,898
	March 21, 2023	—	—	—	—	1,877 ⁽⁵⁾	127,110	—	—
	March 21, 2023	—	—	—	—	—	—	944 ⁽⁶⁾	63,894
	March 21, 2023	—	—	—	—	—	—	1,885 ⁽⁷⁾	127,652
	March 1, 2024	—	—	—	—	3,700 ⁽⁸⁾	250,564	—	—
	March 1, 2024	—	—	—	—	—	—	1,416 ⁽⁹⁾	95,892
	March 1, 2024	—	—	—	—	—	—	2,796 ⁽¹⁰⁾	189,345
Jessica Woelfel	August 8, 2019	4,000 ⁽¹⁾	—	71.71	August 8, 2025	—	—	—	—
	June 15, 2020	10,000 ⁽¹⁾	—	69.14	June 15, 2026	—	—	—	—
	March 31, 2021	4,801	1,600 ⁽¹⁾	78.53	March 31, 2027	—	—	—	—
	March 1, 2022	1,926	1,925 ⁽¹⁾	71.15	March 1, 2028	—	—	—	—
	March 1, 2022	—	—	—	—	626 ⁽¹¹⁾	42,393	—	—
	March 1, 2022	—	—	—	—	—	—	1,162 ⁽⁴⁾	78,657
	March 21, 2023	—	—	—	—	1,689 ⁽⁵⁾	114,379	—	—
	March 21, 2023	—	—	—	—	—	—	849 ⁽⁶⁾	57,494
	March 21, 2023	—	—	—	—	—	—	1,697 ⁽⁷⁾	114,921
	March 1, 2024	—	—	—	—	3,238 ⁽⁸⁾	219,277	—	—
	March 1, 2024	—	—	—	—	—	—	1,239 ⁽⁹⁾	83,905
	March 1, 2024	—	—	—	—	—	—	2,446 ⁽¹⁰⁾	165,643

(1) Represents SARs which vest and become exercisable 50% on the second anniversary of the grant date and 25% on each of the third and fourth anniversaries of the grant date. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(2) Represents SARs which vest and become exercisable 25% on each of the first, second, third and fourth anniversaries of the grant date. Each SAR represents the right to receive shares of Common Stock with a value equal to the amount by which the market value of the shares in respect of which the SAR is exercised exceeds the grant price set forth in the SAR, multiplied by the number of shares in respect of which the SAR is exercised.

(3) Represents RSUs which vest 25% on each of the first, second, third and fourth anniversaries of the grant date. Each RSU represents the right to receive one share of Common Stock upon vesting.

(4) Represents the number of PSUs that are eligible to vest, based on our relative TSR from the grant date until the third anniversary thereof. In accordance with SEC rules and based on the relative TSR from the grant date through the end of Fiscal 2024, this table shows the number of shares underlying the outstanding PSU award assuming a payout at the threshold level. The PSUs vest 25% on each of the first, second, third and fourth anniversaries of the grant date (with the total amount ultimately vested reflecting relative TSR performance as of the third anniversary of the grant date). Each PSU represents the right to receive one share of Common Stock upon vesting.

(5) Represents RSUs which vest 25% on each of the first, second, third and fourth anniversaries of the grant date. Each RSU represents the right to receive one share of Common Stock upon vesting.

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| EXECUTIVE COMPENSATION TABLES
OPTION EXERCISES AND STOCK VESTED IN 2024

- (6) Represents the number of TSR PSUs that are eligible to vest, based on our relative TSR from the grant date until the third anniversary thereof. In accordance with SEC rules and based on the relative TSR from the grant date through the end of Fiscal 2024, this table shows the number of shares underlying the outstanding TSR PSU award assuming a payout at the threshold level. The PSUs vest 25% on each of the first, second, third and fourth anniversaries of the grant date (with the total amount ultimately vested reflecting relative TSR performance as of the third anniversary of the grant date). Each TSR PSU represents the right to receive one share of Common Stock upon vesting.

(7) Represents the number of MW PSUs that are eligible to vest, based on our MW targets from the grant date until the third anniversary thereof. In accordance with SEC rules and based on the commercial operations date MW progress through the end of Fiscal 2023, this table shows the number of shares underlying the outstanding MW PSU award assuming a payout at the target level. The MW PSUs vest 25% on each of the first, second, third and fourth anniversaries of the grant date (with the total amount ultimately vested reflecting MW growth performance as of the third anniversary of the grant date). Each MW PSU represents the right to receive one share of Common Stock upon vesting.

(8) Represents RSUs which vest 33.33% on each of the first and second anniversary of the grant date and 33.34% on the third anniversary of the grant date. Each RSU represents the right to receive one share of Common Stock upon vesting.

(9) Represents the number of TSR PSUs that are eligible to vest, based on our relative TSR from the grant date until the third anniversary thereof. In accordance with SEC rules and based on the relative TSR from the grant date through the end of Fiscal 2024, this table shows the number of shares underlying the
- outstanding TSR PSU award assuming a payout at the threshold level. The PSUs vest 33.3% on each of the first, second and third anniversaries of the grant date (with the total amount ultimately vested reflecting relative TSR performance as of the third anniversary of the grant date). Each TSR PSU represents the right to receive one share of Common Stock upon vesting.

(10) Represents the number of MW PSUs that are eligible to vest, based on our MW targets from the grant date until the third anniversary thereof. In accordance with SEC rules and based on the commercial operations date MW progress through the end of Fiscal 2024, this table shows the number of shares underlying the outstanding MW PSU award assuming a payout at the target level. The MW PSUs vest 33.3% on each of the first, second and third anniversaries of the grant date (with the total amount ultimately vested reflecting MW growth performance as of the third anniversary of the grant date). Each MW PSU represents the right to receive one share of Common Stock upon vesting.

(11) Represents RSUs which vest 33% on the second anniversary of the grant date and 67% on the third anniversary of the grant date. Each RSU represents the right to receive one share of Common Stock upon vesting.

(12) The market value is based on the closing price of our Common Stock on December 31, 2024, which was the last trading day of Fiscal 2024, of \$67.72, multiplied by the number of underlying shares of Common Stock. All amounts shown for TSR PSUs are shown at threshold level of achievement representing a 50% payout and all amounts shown for MW PSUs are shown at target level of achievement representing a 100% payout and all amounts shown for MW PSUs are shown at target level of achievement representing a 100% payout.

OPTION EXERCISES AND STOCK VESTED IN 2024

The following table provides information regarding the exercise of SARs and vesting of RSUs held by our NEOs during the year ended December 31, 2024.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽¹⁾
Doron Blachar	—	—	5,542	374,205
Assaf Ginzburg	—	—	3,170	215,071
Shimon Hatzir	—	—	2,252	149,618
Ofer Ben Yosef	—	—	2,090	142,800
Jessica Woelfel	—	—	876	57,914

(1) Value realized on vesting is based on the fair market value of closing market price of our Common Stock at the time of vesting and includes the value of payments in lieu of fractional shares.

PENSION PLANS

We did not maintain a pension plan requiring disclosure under SEC rules for any of our NEOs in Fiscal 2024.

NON-QUALIFIED DEFERRED COMPENSATION

We did not maintain a non-qualified deferred compensation plan requiring disclosure under SEC rules for any of our NEOs in Fiscal 2024.

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EXECUTIVE COMPENSATION TABLES |

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

For 2024, our named executive officers were entitled to certain benefits upon a termination and/or change in control pursuant to their employment agreements and equity award agreements. Pursuant to the Change in Control Severance Plan (the “Severance Plan”), in the event that certain management employees’, including the NEOs (the “Eligible Participants”), employment is terminated by the Company without Cause within three months prior to and 24 months following a Change in Control, other than due to death or Disability, or an Eligible Participant resigns for Good Reason (all as defined in the Severance Plan) and subject to the effectiveness of a release and continued compliance with restrictive covenants, the Eligible Participant is entitled to the following: (i) cash severance payable in a lump sum equal to 200% or 150% (depending on if the Eligible Participant is designated as tier 1 or 2, respectively) of the sum of his/her base salary and target bonus; (ii) payment of a prorated target bonus in respect of the year of termination payable in a lump sum; (iii) for U.S. participants, eligibility for monthly reimbursements of COBRA premiums for 18 months; and (iv) accelerated vesting of all equity awards that were outstanding as of the Change in Control, with any performance-vesting awards to be deemed vested at actual level of performance determined at the time of such termination (or target level if actual performance cannot reasonably be determined). The Severance Plan supersedes the severance provisions in connection with a Change in Control previously applicable to the NEOs described above who have chosen to participate.

The above severance benefits are in lieu of any other severance benefits to which the participant may be entitled in connection with a Change in Control, except for certain statutory severance entitlements under Israeli law. As a condition of participation, Eligible Participants must execute and comply with restrictive covenants, which generally provide for post-termination non-competition and employee and customer non-solicit restrictions for periods of 12 or 18 months for tiers 1 and 2 respectively, as well as perpetual confidentiality and non-disparagement provisions. All of our NEOs are designated as Tier 2, and elected to participate in the Severance Plan, other than Mr. Blachar.

You should refer to the Severance Plan, filed as an exhibit to the Company’s Annual Report on Form 10-K for Fiscal 2024, for the actual definitions.

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EXECUTIVE COMPENSATION TABLES
POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Required Tabular Disclosure for Potential Payments as of December 31, 2024

As required by SEC rules, this section reflects the amount of compensation that would have been payable to each of our NEOs in the event of termination of such executive's employment, assuming the termination occurred effective as of December 31, 2024.

The following table presents potential payouts to our NEOs at year-end upon termination of employment in the circumstances indicated pursuant to the terms of applicable plans and agreements. The payouts set forth below assume the triggering event indicated occurred on December 31, 2024, when the closing price of our Common Stock was \$67.72 per share as of December 31, 2024. These payouts are calculated for SEC disclosure purposes and are

not necessarily indicative of the actual amounts the named executive would receive. In addition to the amounts reported below, our Israel-based NEOs are entitled to continued health, social and other benefits provided by law in connection with a termination of employment by the Company without cause. As described above, Mr. Hatzir will be retiring from his role as Executive Vice President - Electricity Segment of the Company effective September 1, 2025, and will remain employed as a senior consultant to the Company until August 31, 2026. For information on the Hatzir Separation Agreement (which applies for his severance payments after December 31, 2024), see "Executive Compensation Tables - Employment Agreements - Mr. Hatzir".

Name and Principal Position	Death or Disability ⁽¹⁾ (\$)	Termination of Employment by the Company without Cause ⁽²⁾ (\$)	Voluntary Termination of Employment by Employee ⁽³⁾ (\$)	Termination in Connection with a Change in Control ⁽⁴⁾ (\$)
Doron Blachar				
Accelerated vesting of equity awards	3,690,968	—	—	3,690,968
Cash Payments	608,000	879,344	608,000	2,909,376
Assaf Ginzburg				
Accelerated vesting of equity awards	1,680,003	—	—	1,680,003
Cash Payments	342,000	477,908	342,000	1,466,584
Shimon Hatzir				
Accelerated vesting of equity awards	1,322,369	—	—	1,322,369
Cash Payments	253,000	432,041	253,000	1,169,624
Ofar Ben Yosef				
Accelerated vesting of equity awards	992,843	—	—	992,843
Cash Payments	252,000	359,424	252,000	1,113,408
Jessica Woelfel				
Accelerated vesting of equity awards	876,669	—	—	876,669
Cash Payments	262,274	380,055	260,000	1,231,181

(1) Upon the death of a NEO, such NEO will be entitled to accelerated vesting of certain equity awards, which include the value of all RSUs and PSUs outstanding at December 31, 2024, with target performance assumed for PSUs, in accordance with the terms of the award agreements. The cash payments amounts include the Fiscal 2024 annual bonuses for each of the NEOs made pursuant to the Company's Management Plan, which provides that if a participant's employment terminates as a result of death or disability, the participant's beneficiary will be entitled to receive a pro rata portion of any award he or she would have been entitled to upon the determination of the level of achievement of the performance measures after the approval of the Company's annual financial statements and for Ms. Woelfel, the estimated value of four months of COBRA reimbursements.

(2) The cash payments include (i) continued monthly salary for each of the NEOs during the notice provision (in the case of Ms. Woelfel, her entitlement to salary continuation) included in their employment agreements in the event of a termination of employment on December 31, 2024, which is six months for Mr. Blachar and Mr. Hatzir (inclusive of his four month adjustment period) and four months for each of Mr. Ginzburg, Mr. Ben Yosef and Ms. Woelfel, (ii) the Fiscal 2024 annual bonuses for each of the NEOs made pursuant to the Company's Management Plan, which provides that if a participant is terminated without cause, he or she will be entitled to receive a pro rata portion of any award he or she would have been entitled to upon the determination of the level of achievement of the performance measures after the approval of the Company's annual financial statements.

(3) We have entered into "Section 14 arrangements," contained in the employment agreements of each of our NEOs based in Israel, pursuant to which we make monthly contributions to fund any severance payments that are required under Israeli law. Without these arrangements, the NEOs would be entitled to receive severance payments only in the event their employment was terminated by the Company. The effect of the Section 14 arrangements is that the NEOs based in Israel will receive the severance payments in the event they terminate their employment with the Company for any reason; however, the amount the NEOs would receive under the Section 14 arrangements is not able to be determined. The cash payments amounts included in this column represent the severance payments to the NEOs pursuant to the Fiscal 2024 annual bonuses for each of the NEOs made pursuant to the Company's Management Plan, which provides that if a participant's employment is terminated for any reason, other than by the Company for cause, he or she will be entitled to receive a pro rata portion of any award he or she would have been entitled to upon the determination of the level of achievement of the performance measures after the approval of the Company's annual financial statements, and will be increased for the NEOs based in Israel based on the amount they would receive under the Section 14 arrangements.

(4) Reflects the benefits that would have been to our NEOs pursuant to the Severance Plan described above in the event of a termination on December 31, 2024 as follows: (i) cash severance payable in a lump sum equal to 200% (for Mr. Blachar) and 150% (for the other NEOs) of the sum of the NEO's base salary and target bonus; (ii) target bonus for fiscal 2024; (iii) for Ms. Woelfel, the estimated value of 18 months of COBRA reimbursements; and (iv) the value of all unvested equity awards outstanding as of December 31, 2024, with any performance-criteria calculated at target level.

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PAY RATIO

CEO PAY RATIO

Our CEO, Doron Blachar, had Fiscal 2024 total compensation of \$3,820,182, as reflected in the Summary Compensation Table included above. We estimate that the median of the annual total compensation of Ormat employees for the year ended December 31, 2024 was \$110,239. For purposes of this calculation, our global employee population consisted of 713 U.S. and 799 non-U.S. employees (before the exclusion of employees in

Guadeloupe) on December 31, 2024. In accordance with SEC rules, we excluded our CEO and employees from Guadeloupe (23 employees, which represented less than 5% of our employee base) to identify the median compensated employee. As a result, Mr. Blachar's annual total compensation was approximately 35 times that of the median annual total compensation of all employees.

IDENTIFYING THE MEDIAN EMPLOYEE

We identified the median employee using compensation information derived from our payroll records. Our methodology in calculating the annual total compensation for employees (other than our CEO) included salary, social benefits, health insurance and cash bonus. Accordingly, the calculation included the following compensation components in the following jurisdictions: (a) in the United States, annual total compensation included salary, health insurance (employer's portion) and 401(k) plan (employer's portion); (b) in Israel, annual total compensation included salary, bonus (including discretionary bonus) and social benefits; and (c) in jurisdictions where we have employees

other than in the United States and Israel, annual total compensation included salary, bonus and social benefits. Equity awards that were exercised or that vested during 2024 were included in the calculation of annual total compensation, as shown in our payroll and human resource records for 2024.

In identifying the median employee and determining total compensation or any elements of total compensation, we did not make any cost-of-living adjustments or any other material assumptions, adjustments or estimates, except as otherwise disclosed herein.

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PAY VERSUS PERFORMANCE

Pursuant to Item 402(v) of Regulation S-K, we are providing the following information about the relationship between (i) executive “compensation actually paid” to the Company’s chief executive officer and other named executive officers and (ii) certain aspects of the financial performance of the Company.

The Compensation Committee does not in practice use “compensation actually paid” as the basis for making compensation decisions. For further information concerning our compensation philosophy and how we align executive compensation with our performance, see “Compensation Discussion and Analysis.” The below disclosure is provided only to comply with applicable SEC rules.

PAY VERSUS PERFORMANCE TABLE

Year ⁽¹⁾	Summary Compensation Table Total for PEO 1 ⁽²⁾	Summary Compensation Table Total for PEO 2 ⁽²⁾	Compensation Actually Paid to PEO 1 ⁽³⁾	Compensation Actually Paid to PEO 2 ⁽³⁾	Average Summary Compensation Table Total for Other NEOs ⁽²⁾	Average Compensation Actually Paid to Other NEOs ⁽³⁾	Value of Initial Fixed \$100 Investment Based On ⁽⁴⁾		Net Income (\$000)	Adjusted EBITDA ⁽⁶⁾ (\$000)
							Total Shareholder Return	Peer Group Total Shareholder Return ⁽⁵⁾		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)
2024	—	3,820,182	—	3,072,297	1,437,391	1,195,493	90.87	58.66	131,241	550,455
2023	—	3,058,576	—	2,152,769	1,262,912	932,504	101.7	87.1	133,137	481,741
2022	—	2,057,159	—	2,830,554	1,134,725	1,453,939	116.05	111.98	77,795	435,463
2021	—	1,074,687	—	197,417	563,282	194,105	106.41	208.65	76,077	401,444
2020	1,842,741	2,405,763	3,388,339	3,986,154	1,294,262	1,725,013	121.15	302.04	101,806	420,159

(1) Isaac Angel served as our Chief Executive Officer, also referred to as our Principal Executive Officer (“PEO”), until July 1, 2020, when he was succeeded by Doron Blachar. Mr. Blachar has served as the PEO since July 1, 2020 and for the entirety of 2024, 2023, 2022 and 2021. Mr. Angel is labeled as “PEO 1” and Mr. Blachar as “PEO 2.” Our other NEOs for the applicable fiscal years are labeled as “Other NEOs” and are as follows:

- 2024: Assaf Ginzburg, Shimon Hatzir, Ofer Ben Yosef and Jessica Woelfel.
- 2023: Assaf Ginzburg, Shimon Hatzir, Ofer Ben Yosef and Jessica Woelfel.
- 2022: Assaf Ginzburg, Shlomi Argas, Shimon Hatzir and Ofer Ben Yosef.
- 2021: Assaf Ginzburg, Shlomi Argas, Shimon Hatzir and Ofer Ben Yosef.
- 2020: Assaf Ginzburg, Shlomi Argas, Zvi Krieger and Hezi Kattan.

(2) Amounts reported in these columns represent (i) the total compensation reported in the Summary Compensation Table (“SCT”) for the applicable year in the case of Mr. Angel (PEO 1 for 2020) and Mr. Blachar (PEO 2 for 2020, and otherwise the sole PEO for subsequent years), and (ii) the average of the total compensation reported in the SCT for the applicable year for our Other NEOs.

(3) Amounts reported in these columns represent the amount of “Compensation Actually Paid” (“CAP”) as computed in accordance with Item 402(v) of Regulation S-K. A reconciliation of the adjustments for PEOs and for the average of the Other NEOs is set forth in the following table. The CAP amounts do not reflect the actual amount of compensation earned by or paid to the PEOs or Other NEOs in the applicable year. In accordance with the requirements of Item 402(v) of Regulation S-K, the following adjustments were made to each applicable executive officer’s total compensation reported in the SCT for each year to determine the CAP:

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PAY VERSUS PERFORMANCE |

PAY VERSUS PERFORMANCE TABLE

	2024		2023		2022		2021		2020		
	PEO D. Blachar	Average Other	PEO D. Blachar	Average Other NEOs	PEO D. Blachar	Average Other NEOs	PEO D. Blachar	Average Other NEOs	PEO 1 I. Angel	PEO 2 D. Blachar	Average Other NEOs
Summary Compensation Table Total	\$3,820,182	\$1,437,391	\$3,058,576	\$1,262,912	\$2,057,159	\$1,134,725	\$1,074,687	\$563,282	\$1,842,741	\$2,405,763	\$1,294,262
Less Fair Value of Stock Awards and Option Awards Reported in SCT for the Covered Year	(2,500,000)	(706,250)	(1,800,000)	(625,000)	(900,000)	(468,750)	—	—	—	(1,500,000)	(787,500)
Plus Year End Fair Value of Equity Awards Granted During the Covered Year that Remain Outstanding and Unvested as of Last Day of the Covered Year	2,134,534	602,991	1,542,619	535,630	1,286,723	661,194	—	—	—	2,808,248	1,149,132
Plus Year over Year Change in Fair Value as of the Last Day of the Covered Year of Outstanding and Unvested Equity Awards Granted in Prior Years	(217,300)	(96,001)	(470,447)	(197,457)	319,048	136,611	(658,791)	(310,336)	1,379,542	281,057	198,868
Plus Fair Value as of Vesting Date of Equity Awards Granted and Vested in the Same Covered Year	—	—	—	—	—	—	—	—	—	—	—
Plus Year over Year Change in Fair Value as of the Vesting Date of Equity Awards Granted in Prior Years that Vested During the Covered Year	(165,119)	(42,637)	(177,979)	(43,582)	67,624	(9,840)	(218,479)	(58,841)	166,056	(8,914)	(129,749)
Less Fair Value at the End of the Prior Year of Equity Awards that Were Forfeited Due to Failure to Meet Vesting Conditions in the Covered Year	—	—	—	—	—	—	—	—	—	—	—
Plus Value of Dividends or other Earnings Paid on Stock or Option Awards Not Otherwise Reflected in Fair Value or Total Compensation for the Covered Year	—	—	—	—	—	—	—	—	—	—	—
Compensation Actually Paid	3,072,297	1,195,493	2,152,769	932,504	2,830,554	1,453,939	197,417	194,105	3,388,339	3,986,154	1,725,013

In the table above, the unvested equity values are computed in accordance with the methodology used for financial reporting purposes, and for unvested awards subject to performance-based vesting conditions, based on the probable outcome of such performance-based vesting conditions as of the last day of the covered year.

(4) TSR is cumulative for the measurement periods beginning on December 31, 2019 and ending on December 31 of each of 2024, 2023, 2022, 2021 and 2020, respectively, calculated in accordance with Item 201(e) of Regulation S-K. The TSR assume \$100 was invested at the close of market on December 31, 2019 in our Common Stock, and assumes the reinvestment of any dividends.

(5) "Peer Group" represents the PBW - Invesco WilderHill Clean Energy ETF. The Peer Group TSR assumes \$100 was invested at the close of market on December 31, 2019 in the stocks of the companies included in the PBW - Invesco WilderHill Clean Energy ETF, and assumes the reinvestment of any dividends.

(6) Adjusted EBITDA is defined as net income before interest, taxes, depreciation and amortization and accretion, adjusted for the following: (i) mark-to-market gains or losses from accounting for derivatives; (ii) stock-based compensation; (iii) merger and acquisition transaction costs; (iv) gain or loss from extinguishment of liabilities; (v) cost related to a settlement agreement; (vi) non-cash impairment charges; (vii) write-off of unsuccessful exploration activities; and (viii) other unusual or non-recurring items.

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| PAY VERSUS PERFORMANCE
TABULAR LIST OF MOST IMPORTANT FINANCIAL PERFORMANCE MEASURES

TABULAR LIST OF MOST IMPORTANT FINANCIAL PERFORMANCE MEASURES

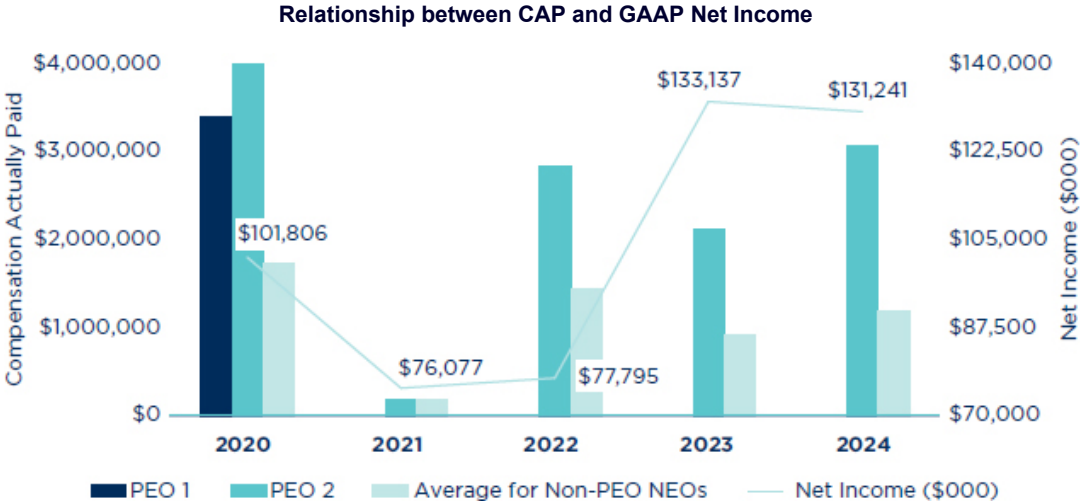
The following is a list of performance measures, which in our assessment represent the most important performance measures used by the Company to link NEO compensation to Company performance. Each performance metric below is used for purposes of determining payouts under either our Management Plan or vesting of our PSUs. Please see “Compensation Discussion and Analysis” for a further description of these performance metrics (including, in the case of Adjusted EBITDA, how it is calculated) and how they are used in our executive compensation program. As noted above, we do not in practice use any performance measures to link “compensation actually paid” (as calculated herein) to Company performance. However, we are providing this list in accordance with Item 402(v) of Regulation S-K to provide information on performance measures used by the Compensation Committee to determine NEO compensation, as more fully described in “Compensation Discussion and Analysis.”

Most Important Financial Performance Measures	
Adjusted EBITDA	
Revenue	
Relative TSR	
Megawatt Growth	

RELATIONSHIP BETWEEN CAP AND CERTAIN FINANCIAL MEASURES

Relationship between CAP and GAAP Net Income

As required by SEC rules, the graph below reflects the relationship between (i) the CAP of the PEO and average CAP of the Other NEOs and (ii) our GAAP Net Income for each of the fiscal years covered by the Pay Versus Performance Table.



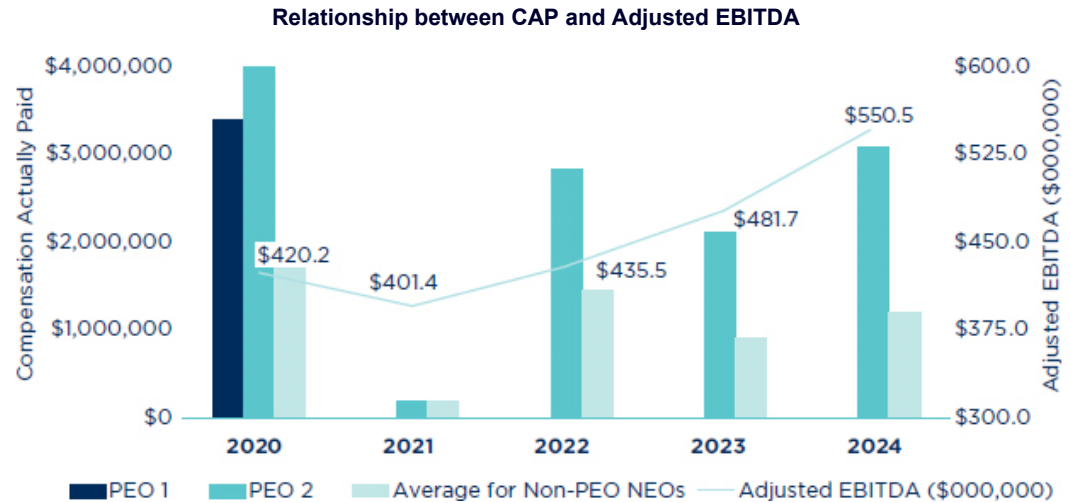
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PAY VERSUS PERFORMANCE |

RELATIONSHIP BETWEEN CAP AND CERTAIN FINANCIAL MEASURES

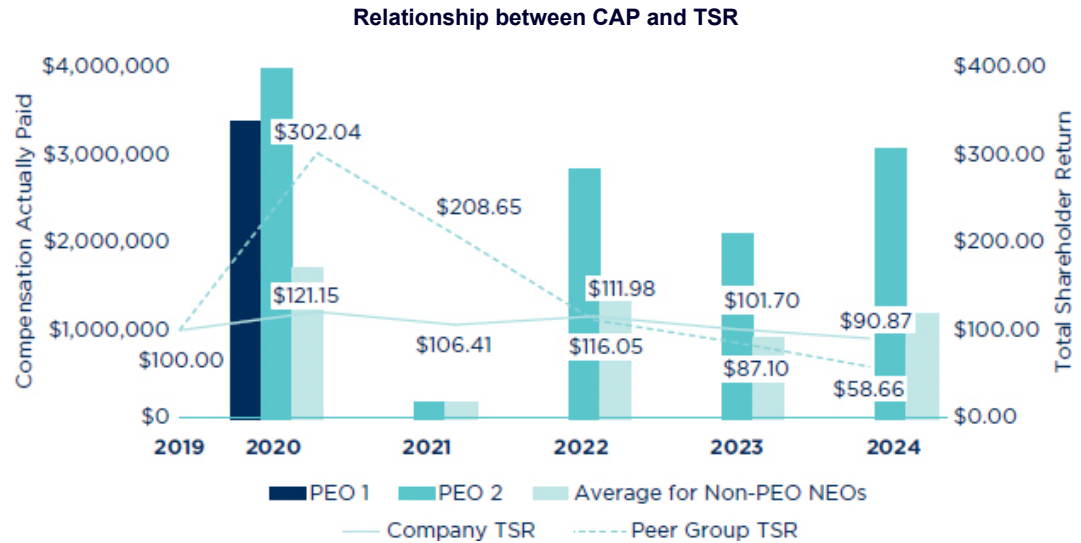
Relationship Between CAP and Adjusted EBITDA (our Company-Selected Measure)

As required by SEC rules, the graph below reflects the relationship between (i) the CAP of the PEO and average CAP of the Other NEOs and (ii) our Adjusted EBITDA for each of the fiscal years covered by the Pay Versus Performance Table.



Relationship Between CAP and TSR

As required by SEC rules, the graph below reflects the relationship between (i) the CAP of the PEO and average CAP of the other NEOs, (ii) our TSR, and (iii) our Peer Group TSR for each of the fiscal years covered by the Pay Versus Performance Table.



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PROPOSAL 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ratification of the appointment of PwC as our independent registered public accounting firm requires the affirmative vote of the holders of a majority of the voting power of our shares present in person or represented by proxy and entitled to vote on the matter. Abstentions will count as votes “against” and “broker non-votes” will have no effect on the outcome of this proposal.



OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF KESSELMAN & KESSELMAN, A MEMBER FIRM OF PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED, AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company’s financial statements. The Audit Committee has selected Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited (“PwC”), to serve as our independent registered public accounting firm for 2025.

Stockholder approval is not required to appoint PwC as the independent registered public accounting firm for 2025. Our Board believes, however, that submitting the appointment of PwC to the stockholders for ratification is a matter of good corporate governance. Even if the appointment is ratified, our Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines such a change would be in the best interests of the Company and our stockholders.

As part of the evaluation of its independent registered public accounting firm, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm. In addition, in conjunction with the mandated rotation of the independent registered public accounting firm’s lead audit partner, the Audit Committee and the Audit Committee Chair are directly involved in the selection of PwC’s lead audit partner. PwC has served as the Company’s independent registered public accounting firm since 2018. The Audit Committee and the Board of Directors believe that the continued retention of PwC to serve as the Company’s independent registered public accounting firm is in the best interests of the Company and its stockholders.

We expect that a representative from PwC will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

AUDIT AND NON-AUDIT FEES

The following tables set forth the aggregate fees billed to us for Fiscal 2024 and Fiscal 2023 by PwC member firms:

	2024 (\$)	2023 (\$)
Audit Fees ⁽¹⁾	3,720,966	3,634,982
Audit-Related Fees ⁽²⁾	80,000	165,000
Tax Fees ⁽³⁾	894,658	1,541,959
All Other Fees ⁽⁴⁾	—	—
Total:	4,695,654	5,341,941

- (1) Audit Fees represent the aggregate fees billed for professional services rendered for the audit of our annual financial statements, review of our quarterly financial statements included in our Form 10-Q filings, SEC registration statements and other filings, and services that are normally provided in connection with our statutory and regulatory filings.
- (2) Audit-Related Fees represent the aggregate fees billed for assurance and related services reasonably related to the performance of the audit or review of our financial statements and that are not reported under paragraph (1) above. In 2024, Audit-Related Fees also consisted of fees for attestation services that are not required by statute or regulation. In 2024 and 2023, Audit-Related Fees also consisted of fees related to the assessment of compliance with professional standards in connection with a system implementation.
- (3) Tax Fees represent the aggregate fees billed for professional services rendered for tax compliance, tax advice, and tax planning.
- (4) All Other Fees represent annual software license fees.

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PROPOSAL 3 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM |

AUDIT COMMITTEE PRE-APPROVAL PROCEDURES FOR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

AUDIT COMMITTEE PRE-APPROVAL PROCEDURES FOR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

In accordance with our Audit Committee pre-approval policy, all audit and non-audit services performed for us by our independent registered public accounting firm in Fiscal 2024 and Fiscal 2023 were pre-approved by the Audit Committee of our Board, which concluded that the provision of such services by PwC member firms was compatible with the maintenance of that firm’s independence in the conduct of its auditing functions.

The pre-approval policy provides for pre-approval of audit and permissible non-audit services and requires the specific pre-approval by the Audit Committee, prior to engagement, of such services, other than audit services covered by the annual engagement letter, except as would be considered de minimis under Exchange Act rules. A limited authority was delegated to the Chair of the Audit Committee to approve audit, audit-related and tax services in an amount of up to \$50,000, provided such approval is reported to the Audit Committee at its next meeting.

AUDIT COMMITTEE REPORT

The Audit Committee consists solely of independent directors, as required by and in compliance with SEC rules and regulations and the NYSE listing standards. The Audit Committee operates pursuant to a written charter adopted by the Board.

The Audit Committee is responsible for assisting the Board in its oversight responsibilities related to accounting policies, internal controls, financial reporting and legal and regulatory compliance. Management of the Company has the primary responsibility for the Company’s financial reporting processes, principles and internal controls as well as the preparation of its financial statements. The Company’s independent registered public accounting firm is responsible for performing an audit of the Company’s financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States. In addition, the independent registered public accounting firm is responsible for auditing and expressing an opinion on the Company’s internal control over financial reporting.

The Audit Committee has reviewed and discussed the Company’s audited financial statements as of and for the fiscal year ended December 31, 2024 with management and the independent registered public accounting firm. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by applicable standards adopted by the Public Company Accounting Oversight Board, including matters concerning the independence of the independent registered public accounting firm. In addition, the Audit Committee has received from the independent registered public accounting firm written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board and has discussed these documents with the independent registered public accounting firm, as well as other matters related to the

independent registered public accounting firm’s independence from management and the Company (including also considering whether the independent registered public accounting firm’s provision of tax services to the Company is consistent with maintaining the independent registered public accounting firm’s independence). The Audit Committee has concluded that the independent registered public accounting firm is independent from the Company and its management.

Based on the review and discussions described above, the Audit Committee recommended to the Board that the Company’s audited financial statements be included in its Annual Report on Form 10-K for Fiscal 2024, for filing with the SEC.

Submitted by the Audit Committee of the Company’s Board.

Michal Marom, Chair

Karin Corfee
Stanley B. Stern
Byron G. Wong

The foregoing Report of the Audit Committee of the Board of Directors shall not be deemed to be soliciting material or be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except to the extent the Company specifically incorporates this information by reference, and shall not otherwise be deemed to be filed with the SEC under the Securities Act or the Exchange Act.

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TRANSACTIONS WITH RELATED PERSONS

The following section discloses all related person transactions which we have been a party since January 1, 2024, as required to be reported under Item 404 (a) of Regulation S-K.

TRANSACTIONS WITH ORIX

On May 4, 2017, the Company entered into a commercial cooperation agreement (the “CCA”), a registration rights agreement (the “RRA”) and a governance agreement (the “Governance Agreement” and collectively with the CCA and RRA, the “Transaction Agreements”) with ORIX in connection with its purchase of approximately 22.1% of our common stock for approximately \$627 million. The Transaction Agreements became effective upon the closing of the ORIX Transaction on July 26, 2017, and the Governance Agreement was amended on April 13, 2020 and the RRA on November 16, 2022.

As described below, the Governance Agreement would terminate automatically if ORIX and its affiliates collectively owned less than 5% of the voting power of

Commercial Cooperation Agreement

Pursuant to the CCA, the Company and its affiliates had an exclusive right of first refusal to own, invest in, develop and operate new geothermal business opportunities outside the State of Japan that are sourced by or presented to ORIX or its affiliates after the effective date of the CCA, subject to certain limitations. The Company and its affiliates also had the exclusive right to provide certain geological, engineering, procurement, construction, operational and/or management services, and the option to acquire up to 49% ownership of all geothermal projects within the State of Japan that (i) are new geothermal business opportunities sourced by or presented to ORIX or its affiliates after the effective date of the CCA, (ii) have an expected generating capacity of greater than 15MW and (iii) that are 100% owned by ORIX or its affiliates, or with respect to which ORIX or its affiliates have the ability to control all relevant decisions without being required to obtain

Governance Agreement

The Governance Agreement provided ORIX certain governance rights based on its beneficial ownership of outstanding voting securities, including the right to nominate certain directors to our Board. As described above, the Governance Agreement automatically terminated at the closing of the ORIX secondary offering on December 13, 2024, and ORIX ceased to have rights to nominate directors to our Board. Pursuant to the Governance Agreement, ORIX was required to use its reasonable best efforts to cause its one director, Mr. Nikkel, nominated by it to tender his resignation, unless a majority of the directors other than the directors appointed by ORIX agreed in writing that Mr. Nikkel was

our outstanding voting securities, and the CCA would terminate automatically at termination of the Governance Agreement. In December 2024, ORIX exercised its rights under the RRA to sell 3,700,000 shares in an underwritten secondary offering, resulting in it and its affiliates collectively owning less than 5% of the voting power of outstanding voting securities. As a result, at the closing of this secondary offering on December 13, 2024, the Governance Agreement and CCA automatically terminated, and are no longer in effect, and effective 90 days later, ORIX ceased to have rights under the RRA to require that we effect any SEC registrations or offerings on its behalf.

any third party consent. Subject to certain limitations, ORIX and its affiliates were required to use their commercially reasonable efforts to engage the Company or its affiliates to provide certain geological, engineering, procurement, construction, operational and/or management services to all geothermal projects within the State of Japan that meet the foregoing criteria, but that have an expected generating capacity of 15MW or less. Furthermore, ORIX was required to use commercially reasonable efforts to assist the Company and its affiliates in obtaining project financing for geothermal projects from certain providers of debt financing with which ORIX or its affiliates have a commercial relationship at the applicable time. As described above, the CCA automatically terminated at the closing of the ORIX secondary offering on December 13, 2024.

not required to resign. A majority of the members of our Board agreed that Mr. Nikkel was not required to resign following the offering in 2024 due to his extensive experience and knowledge of the renewable energy market, and ORIX and Mr. Nikkel agreed that he would remain as a member of our Board. On March 11, 2025, as the Board finalized preparations for this Annual Meeting, Mr. Nikkel informed the Board that according to ORIX guidelines and requirements, he would not be able to stand for reelection and would step down from our Board on the date of this Annual Meeting.

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Registration Rights Agreement

The RRA provided, among other things, that we were required to file a shelf registration statement, or a post-effective amendment or prospectus supplement to any then effective registration statement, to permit a public offering and sale of shares of common stock held by ORIX, after the closing of an underwritten secondary offering by ORIX in November 2022. We were required to keep such shelf registration statement available for a period of three years after its initial effectiveness subject to our right to suspend its availability for up to 120 days (and no more than 90 consecutive days) in any calendar year. ORIX could, at any time, request an underwritten shelf takedown for shares of common stock held by it; provided, that the market value of such shares to be sold pursuant to the underwritten shelf takedown have a market value of at least \$100 million at the time of the demand. ORIX could exercise such demand rights twice, which it did first in the secondary offering in November 2022 and again in the secondary offering in

December 2024. We were also required to bear certain expenses relating to these registrations and offerings, including registration, filing and listing fees, printing fees and legal and accounting expenses. For the December 2024 secondary offerings, the total expenses payable by us were approximately \$350,000.

The RRA also provided that, as long as ORIX has “registrable securities” as defined in the RRA, if at any time the Company proposed to file a registration statement with the SEC in connection with any public offering of its Common Stock, ORIX would be permitted to require the Company to include the securities held by ORIX in such registration. 90 days after the closing of the underwritten secondary offering on December 13, 2024, ORIX ceased to own “registrable securities,” such that it no longer has rights under the RRA to require that we effect any additional SEC registrations or offerings on its behalf.

REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS

Our Board of Directors recognizes the fact that transactions with related persons present a heightened risk of conflicts of interests and/or improper valuation (or the perception thereof) and adopted a written policy on transactions with related persons. Under this policy:

- any related person transaction, and any material amendment or modification to a related person transaction, in which the amount involved exceeds \$120,000, in each case which are required to be disclosed pursuant to Item 404(a) of Regulation S-K or approved pursuant to NYSE rules, must be reviewed and approved or ratified by the Audit Committee or by the disinterested members of the Board; and
- any employment relationship or transaction involving an executive officer and any related compensation must be approved by the Compensation Committee of the Board of Directors or recommended by the Compensation Committee for its approval.

In connection with the review and approval or ratification of a related person transaction:

- management must disclose to the Audit Committee or disinterested directors, as applicable, the name of the related person and the basis on which the person is a related person, the related person’s interest in the transaction, the material terms of the related person transaction, including the approximate dollar value of the amount involved in the transaction or, in the case of indebtedness, the amount of principal, the approximated dollar value of the related person’s interest in the transaction and any other material information regarding the related person or the transaction;

- management must advise the Audit Committee or disinterested directors, as applicable, as to whether the related person transaction complies with the terms of our agreements governing our material outstanding indebtedness that limit or restrict our ability to enter into a related person transaction;
- management must advise the Audit Committee or disinterested directors, as applicable, as to whether the related person transaction will be required to be disclosed in our applicable filings under the Securities Act or the Exchange Act, and related rules, and, to the extent required to be disclosed, management must ensure that the related person transaction is disclosed in accordance with such Acts and related rules; and
- management must advise the Audit Committee or disinterested directors, as applicable, as to whether the related person transaction constitutes a “personal loan” for purposes of Section 402 of the Sarbanes-Oxley Act of 2002.

In addition, the related person transaction policy provides that the Audit Committee or disinterested directors, as applicable, in connection with any approval or ratification of a related person transaction involving a non-employee director or director nominee, should consider all relevant facts and circumstances, including, but not limited to whether such transaction would compromise the director or director nominee’s status as an “independent” or “non-employee” director, as applicable, under the rules and regulations of the SEC and the NYSE.

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EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes share and exercise price information about the Company's equity compensation plans as of December 31, 2024:

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights ⁽¹⁾	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ⁽²⁾	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans ⁽³⁾
Equity Compensation plans approved by security holders	1,461,967	\$ 69.9	2,714,080
Equity Compensation plans not approved by security holders	—	—	—
Total	1,461,967	\$ 69.9	2,714,080
(1) Includes outstanding stock options, SARs, RSUs and PSUs issued pursuant to the 2012 Incentive Compensation Plan (the "2012 ICP") and the 2018 ICP. Pursuant to SEC guidance, the number of unearned PSUs included is at the maximum payout level. (2) Since RSU and PSU awards have no exercise price, they are not included in the weighted-average exercise price calculation in this column. (3) Includes shares available for future grant under the 2018 ICP. Following approval of our 2018 ICP at the 2018 Annual Meeting of Stockholders, no further awards have been, or may be, granted under the 2012 ICP.			

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows information with respect to the beneficial ownership of our Common Stock as of March 12, 2025 for:

- each person known to us to own beneficially 5% or more of our outstanding Common Stock;
- each of our directors or director nominees;
- each of our named executive officers; and
- all of our directors, director nominees and executive officers as a group.

As of March 12, 2025, there were 60,610,141 shares of our Common Stock outstanding. Except as indicated by footnote and subject to community property laws where applicable, to our knowledge, the persons named in the table below have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

The amounts and percentages of shares beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a “beneficial ownership” of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities, including SARs and/or RSUs, of which that person has a right to acquire beneficial ownership (i) within 60 days, or (ii) in the case of directors or executive officers, upon termination of service other than for death, disability or involuntary termination. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person’s ownership percentage, but not for purposes of computing any other person’s percentage. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

	Amount and Nature of Beneficial Ownership	Percent of Common Stock Outstanding
Beneficial Owners of More than 5%		
BLACKROCK, INC.	8,847,797 ⁽¹⁾	14.6%
THE VANGUARD GROUP	6,060,547 ⁽²⁾	10.0%
DIRECTORS, DIRECTOR NOMINEES AND NAMED EXECUTIVE OFFICERS		
ISAAC ANGEL ^{††}	47,668 ⁽³⁾	*
RAVIT BARNIV [†]	1,753 ⁽⁴⁾	*
KARIN CORFEE ^{††}	4,661 ⁽⁵⁾	*
DAVID GRANOT ^{††}	6,188 ⁽⁶⁾	*
MIKE NIKKEL ^{††}	—	—
MICHAL MAROM ^{††}	3,975 ⁽⁷⁾	*
DAFNA SHARIR ^{††}	9,460 ⁽⁸⁾	*
STANLEY B. STERN ^{††}	12,019 ⁽⁹⁾	*
BYRON G. WONG ^{††}	17,521 ⁽¹⁰⁾	*
DORON BLACHAR [†]	81,397 ⁽¹¹⁾	*
ASSAF GINZBURG [†]	60,669 ⁽¹²⁾	*
SHIMON HATZIR [†]	39,509 ⁽¹³⁾	*
OFER BEN YOSEF [†]	33,148 ⁽¹⁴⁾	*
JESSICA WOELFEL ^{††}	22,114 ⁽¹⁵⁾	*
DIRECTORS, DIRECTOR NOMINEES AND EXECUTIVE OFFICERS AS A GROUP (14 PERSONS)	340,676 ⁽¹⁶⁾	*

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| DELINQUENT SECTION 16(A) REPORTS

- † c/o Ormat Systems Ltd., Industrial Area, P.O. Box 68 Yavne 81100, Israel.
- †† c/o Ormat Technologies, Inc., 6884 Sierra Center Pkwy., Reno, Nevada 89511.
- * Represents beneficial ownership of less than 1% of the outstanding shares of Common Stock.
- (1) Based on Schedule 13G/A (Amendment No. 9) filed with the SEC on March 7, 2024 by BlackRock Inc. ("Blackrock"). Includes, as of February 29, 2024, 8,847,797 shares beneficially owned, consisting of 8,730,812 shares as to which BlackRock has sole voting power and 8,884,797 shares to which BlackRock has sole dispositive power. BlackRock's address is 50 Hudson Yards, New York, NY 10001.
- (2) Based on Schedule 13G/A (Amendment No. 9) filed with the SEC on March 6, 2025 by The Vanguard Group ("Vanguard"). Includes, as of February 28, 2025, 6,060,547 shares beneficially owned, consisting of 37,045 shares as to which Vanguard has shared voting power, 5,955,893 shares as to which Vanguard has sole dispositive power and 102,654 shares as to which Vanguard has shared dispositive power. Vanguard's address is 100 Vanguard Blvd., Malvern, PA 19355.
- (3) Includes 2,630 shares of Common Stock underlying RSUs.
- (4) Includes 1,753 shares of Common Stock underlying RSUs.
- (5) Includes 1,753 shares of Common Stock underlying RSUs.
- (6) Includes 2,525 shares of Common Stock underlying SARs and 3,663 shares of Common Stock underlying RSUs.
- (7) Includes 1,753 shares of Common Stock underlying RSUs.
- (8) Includes 2,525 shares of Common Stock underlying SARs and 5,314 shares of Common Stock underlying RSUs.
- (9) Includes 2,525 shares of Common Stock underlying SARs and 6,512 shares of Common Stock underlying RSUs.
- (10) Includes 2,525 shares of Common Stock underlying SARs and 8,090 shares of Common Stock underlying RSUs.
- (11) Includes 2,252 shares of Common Stock underlying RSUs.
- (12) Includes 1,063 shares of Common Stock underlying RSUs.
- (13) Includes 876 shares of Common Stock underlying RSUs.
- (14) Includes 625 shares of Common Stock underlying RSUs.
- (15) Includes 1,600 shares of Common Stock underlying SARs and 563 shares of Common Stock underlying RSUs.
- (16) Includes, in the aggregate, 7,500 shares of Common Stock underlying options, 11,400 shares of Common Stock underlying SARs and 36,847 shares of Common Stock underlying RSUs, which are owned by all directors, director nominees and executive officers.

DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires that our executive officers, directors and certain persons who beneficially own more than 10% of our Common Stock file with the SEC reports of ownership and changes in ownership of our Common Stock and other equity securities.

Based solely on a review of the copies of Forms 3, 4 and 5 filed with the SEC and on written representations from certain reporting persons, we believe that during Fiscal 2024, our directors, executive officers and ten-percent stockholders complied with all applicable Section 16(a) filing requirements on a timely basis, except that, due to inadvertent administrative oversight, each of Messrs. Ginzburg and Hatzir filed a late Form 4 on March 4, 2025 for the vesting of RSUs in 2024.

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Why am I being provided with these materials?

We are providing this Proxy Statement to you in connection with the Board’s solicitation of proxies to be voted at our Annual Meeting to be held on May 7, 2025, and at any postponements or adjournments of the Annual Meeting. We have either (1) delivered to you a Notice and made these proxy materials available to you on the Internet or (2) delivered printed versions of these materials, including a proxy card, to you by mail.

How can I attend and vote at the Annual Meeting?

To be admitted to the Annual Meeting, go to <https://web.lumiconnect.com/251938693>. In order to gain access, stockholders of record as of the Record Date of March 12, 2025 should click on “I have a login,” enter the control number found on your proxy card, voting instruction form or notice you previously received and enter the password “ormat2025” (the password is case sensitive).

If your shares are held in “street name” through a broker, bank or other nominee, to be admitted to the Annual Meeting, you may also need to obtain a legal proxy reflecting the number of shares of Common Stock of the Company you held as of the Record Date, along with your name and email address, and a request for registration to Equiniti Trust Company, LLC: (1) by email to proxy@equiniti.com; (2) by facsimile to (718) 765-8730; or (3) by mail to Equiniti Trust Company, LLC, Attn: Proxy Tabulation Department, 55 Challenger Road, Suite 200B 2nd Floor, Ridgefield Park, NJ 07660. Requests for registration must be labeled as “Legal Proxy” and be received by Equiniti Trust Company, LLC no later than 5:00 p.m. Eastern Daylight Time on May 1, 2025.

Will I be able to participate in the online Annual Meeting on the same basis I would be able to participate in a live annual meeting?

The online meeting format for the Annual Meeting will enable full and equal participation by all our stockholders from any place in the world at little to no cost. We designed the format of the online Annual Meeting to ensure that our stockholders who attend our Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting and to enhance stockholder access, participation and communication through online tools. We will be providing stockholders with the ability to submit appropriate questions real-time via the meeting website <https://web.lumiconnect.com/251938693>. We are limiting questions to one per stockholder unless time otherwise permits. We will be answering as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting.

How do I vote my shares without attending the Annual Meeting?

If you are a stockholder of record, you may vote by granting a proxy. Specifically, you may vote:

- By Internet - You may submit your proxy by going to www.voteproxy.com and follow the on-screen instructions or scan the QR code on your Notice or proxy card with your smartphone. You will need the Notice or proxy card in order to vote by Internet.
- By Telephone - You may submit your proxy by using a touch-tone telephone to call toll-free +1 (800) 776-9437 in the United States or +1 (201) 299-4446 from foreign countries and following the instructions. You will need the Notice or proxy card in order to vote by telephone.
- By Mail - You may vote by mail by requesting a proxy card from us, indicating your vote by completing, signing and dating the card where indicated and by mailing or otherwise returning the card in the envelope that will be provided to you. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity, indicate your name and title or capacity.

If you hold your shares in street name, you may vote by submitting voting instructions to your bank, broker or other nominee. In most instances, you will be able to do this on the Internet, by telephone or by mail as indicated above. Please refer to information from your bank, broker or other nominee on how to submit voting instructions.

Internet and telephone voting facilities will close at 11:59 p.m. (Eastern Daylight Time) on May 6, 2025 for the voting of shares held by stockholders of record or held in street name.

Mailed proxy cards with respect to shares held of record or in street name must be received no later than May 7, 2025.

What am I voting on at the Annual Meeting?

At the Annual Meeting, there are three proposals scheduled to be voted on:

- Proposal 1: elect the eight director nominees listed in this Proxy Statement (the “Nominee Proposal”);
- Proposal 2: ratify the appointment of PwC as our independent registered public accounting firm for 2025 (the “Ratification Proposal”); and
- Proposal 3: approve the compensation of our NEOs on an advisory basis (the “Say-on-Pay Proposal”).

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| QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Members of our management team and a representative of PwC will be present at the Annual Meeting to respond to appropriate questions from stockholders.

Who is entitled to vote?

Only stockholders of record at the close of business on the Record Date may vote at the Annual Meeting. The only class of stock entitled to vote at the Annual Meeting is Ormat’s Common Stock. Each holder of Common Stock is entitled to one vote for each share of Common Stock held by such holder. On the Record Date, there were 60,610,141 shares of Common Stock outstanding and entitled to vote at the Annual Meeting.

What is the difference between being a “record holder” and holding shares in “street name”?

A record holder holds shares in his, her or its name. Shares held in “street name” are shares that are held in the name of a bank or broker on a person’s or entity’s behalf.

Am I entitled to vote if my shares are held in “street name”?

If your shares are held in street name, the Notice will be forwarded to you by your bank or brokerage firm, along with a voting instruction card. You may vote by directing your bank or brokerage firm how to vote your shares. In most instances, you will be able to do this over the Internet, by telephone, or by mail as indicated below.

Under the rules of the NYSE, if you do not give instructions to your bank or brokerage firm, it may vote on matters that the NYSE determines to be “routine”, but will not be permitted to vote your shares with respect to “non-routine” items. Under the NYSE rules, the Ratification Proposal is a routine matter, but the Nominee Proposal and Say-on-Pay Proposal are not considered to be routine matters, so the broker or bank cannot vote your shares on the Nominee Proposal and Say-on-Pay Proposal unless you provide voting instructions for each of these matters. If you do not provide voting instructions on a “non-routine” matter, your shares will not be voted on that matter, which is referred to as a “broker non-vote.” “Broker non-votes” will have no impact on the outcome of the Nominee Proposal or the Say-on-Pay Proposal, but will count toward a quorum at the Annual Meeting. For more information, see “—How many shares must be present to hold the Annual Meeting?”

As a street name holder, you may not vote your shares at the Annual Meeting unless you obtain a proxy form from your broker or bank to use at the Annual Meeting.

How many shares must be present to hold the Annual Meeting?

In order for us to conduct the Annual Meeting, the holders of a majority of the shares of Common Stock outstanding on the Record Date represented in person or by proxy shall constitute a quorum at the Annual Meeting. Abstentions and “broker non-votes” are counted as present and entitled to vote for purposes of determining a quorum.

What does it mean if I receive more than one Notice or proxy card at the same time?

It generally means you hold shares in more than one brokerage account. To ensure that all of your shares are voted, please sign and return each proxy card, or, if you vote by Internet or telephone, vote once for each Notice or proxy card you receive.

Can I change my vote after I submit my proxy?

Yes. Whether you have voted by Internet, telephone or mail, if you are a record holder of shares, you may revoke your proxy or change your vote at any time before it is actually voted:

- by signing and delivering another proxy with a later date that is received no later than May 7, 2025;
- by voting again by Internet or telephone at a later time before the closing of those voting facilities at 11:59 p.m. (Eastern Daylight Time) on May 6, 2025;
- by sending a written statement to that effect to the Company’s Corporate Secretary, provided that such statement is received no later than May 7, 2025; or
- by voting via the Internet at the Annual Meeting.

Please note, however, that if you are a beneficial owner of shares and you wish to revoke your proxy or vote at the Annual Meeting, you must follow the instructions provided to you by your bank, broker or other record holder and/or obtain from the record holder a proxy issued in your name. Your attendance via the Internet at the Annual Meeting will not, by itself, revoke your proxy.

What will be the result if I submit my executed proxy card without making specific instructions?

If you are the record holder of shares and properly submit an executed proxy card without making specific instructions, your shares will be voted in the manner recommended by our Board of Directors as follows: “FOR” each of the eight director nominees (the Nominee

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING |

Proposal); “FOR” the ratification of the appointment of our independent registered public accounting firm (the Ratification Proposal); and “FOR” the approval, on an advisory basis, of the compensation of our named executive officers (the Say-on-Pay Proposal). If any other matters not included in this Proxy Statement properly come before the meeting, the shares represented by the proxy will be voted by the holders of the proxies in accordance with their best judgment to the extent permitted by Rule 14a-4(c) under the Exchange Act. The proxy may be removed at any time prior to exercise by the means discussed above in “—Can I change my vote after I submit my proxy?”

Who will count the votes?

Ormat’s transfer agent, Equiniti Trust Company, LLC, will tabulate and certify the votes. A representative of the transfer agent may serve as an inspector of election.

Will any other business be conducted at the Annual Meeting?

We know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the stockholders for a vote at the Annual Meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

Who will pay for the cost of this proxy solicitation?

We will pay the cost of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees (for no additional compensation) in person or by telephone, electronic transmission and facsimile transmission. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses. The Company has also retained Morrow Sodali to assist with the solicitation of proxies for a fee of \$7,500, plus reimbursement for out-of-pocket expenses.

Is there a list of stockholders entitled to vote at the Annual Meeting?

The list will be available for 10 days prior to the Annual Meeting, between the hours of 9:00 a.m. and 4:30 p.m. (Pacific Time), at our principal executive offices at 6884 Sierra Center Pkwy., Reno, Nevada 89511, by contacting the Corporate Secretary at (775) 356-9029.

What am I voting on, how many votes are required to approve each item, how are votes counted and how does the Board recommend I vote?

The table below summarizes the proposals that will be voted on, the vote required to approve each item, how votes are counted and how the Board recommends you vote:

Proposal	Vote Required	Voting Options	Board Recommendation	Broker Discretionary Voting Allowed	Impact of Abstain Vote
Proposal 1 – Nominee Proposal	Majority of votes cast – “FOR” must exceed “AGAINST” votes	“FOR” “AGAINST” “ABSTAIN”	“FOR”	No	None
Proposal 2 – Say-on-Pay Proposal	Majority of votes present in person or represented by proxy and entitled to vote on this item of business	“FOR” “AGAINST” “ABSTAIN”	“FOR”	No	“AGAINST”
Proposal 3 – Ratification Proposal	Majority of votes present in person or represented by proxy and entitled to vote on this item of business	“FOR” “AGAINST” “ABSTAIN”	“FOR”	Yes	“AGAINST”

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OTHER MATTERS

We know of no other business that will be presented at the Annual Meeting. If any other matter properly comes before the stockholders for a vote at the Annual Meeting, however, the proxy holders will vote your shares in accordance with their best judgment. This discretionary authority is granted by the execution of the form of proxy.

OTHER INFORMATION

HOUSEHOLDING OF PROXIES

Under rules adopted by the SEC, we are permitted to deliver a single Notice of Internet Availability of Proxy Materials to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, called householding, allows us to reduce the number of copies of these materials we must print and mail. Even if householding is used, each stockholder will continue to be entitled to submit a separate proxy or voting instructions.

The Company is not householding this year for those stockholders who own their shares directly in their own name. If you share the same last name and address with another Company stockholder who also holds his or her shares directly, and you would each like to start householding for the Company's annual reports and proxy materials, please contact us at Ormat Technologies, Inc., 6884 Sierra Center Pkwy., Reno, Nevada 89511, Attention: Corporate Secretary or (775) 356-9029.

This year, some brokers and nominees who hold Company shares on behalf of stockholders may be participating in the practice of householding proxy statements and annual reports for those stockholders. If your household receives a single Notice of Internet Availability of Proxy Materials for this year, but you would like to receive your own copy, please contact us as stated above, and we will promptly send you a copy. If a broker or nominee holds Company shares on your behalf and you share the same last name and address with another stockholder for whom a broker or nominee holds Company shares, and together both of you would like to receive only a single set of the Company's disclosure documents, please contact your broker or nominee as described in the voter instruction card or other information you received from your broker or nominee.

If you consent to householding, your election will remain in effect until you revoke it. Should you later revoke your consent, you will be sent separate copies of those documents that are mailed at least 30 days or more after receipt of your revocation.

ADDITIONAL FILINGS

The Company's reports on Forms 10-K, 10-Q, and 8-K and all amendments to those reports are available without charge through the Company's website, www.ormat.com, as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Our Code of Business Conduct and Ethics, Code of Ethics Applicable to Senior Executives, Clawback Policy, Audit Committee Charter, Corporate Governance Guidelines, Nominating and Corporate Governance Committee Charter, Compensation Committee Charter, Investment Committee Charter, and Sustainability Committee Charter and amendments thereto are also available at our website, as described above.

You may request a copy of our SEC filings, as well as the foregoing corporate documents, at no cost to you, by writing to the Company address appearing in this Proxy Statement or by calling us at (775) 356-9029.

ANNUAL REPORT TO STOCKHOLDERS

Additional copies of our Annual Report to Stockholders for the fiscal year ended December 31, 2024 and copies of our annual report on Form 10-K for the fiscal year ended December 31, 2024 as filed with the SEC are available to

stockholders without charge upon written request addressed to Ormat Technologies, Inc., Attention: Investor Relations, 6884 Sierra Center Pkwy., Reno, Nevada 89511.

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OTHER INFORMATION |
INSIDER TRADING POLICY

INSIDER TRADING POLICY

We have adopted insider trading policies and procedures governing the purchase, sale, and other dispositions of the Company’s securities by directors, officers and employees that are reasonably designed to promote compliance with insider trading laws, rules and regulations. For more information on compensation-related aspects of this policy, see

“Compensation Discussion and Analysis—Compensation Governance—Other Compensation-Related Policies and Procedures—Equity Grant Procedures.” It is also the policy of the Company to comply with all applicable securities laws when transacting in its own securities. A copy of our insider trading policy is attached as Exhibit 19.1 to the 2024 Annual Report.

STOCKHOLDER PROPOSALS FOR 2026 ANNUAL MEETING OF STOCKHOLDERS

Stockholders of the Company may submit proposals that they believe should be voted upon at the Company’s annual meeting of stockholders or nominate persons for election to the Board. Pursuant to Rule 14a-8 under the Exchange Act, stockholder proposals meeting certain requirements may be eligible for inclusion in the Company’s proxy statement for the Company’s 2026 Annual Meeting of Stockholders. To be eligible for inclusion in the Company’s 2026 proxy statement, any such stockholder proposals must be submitted in writing to the Secretary of the Company and must be received no later than November 27, 2025, in addition to complying with certain rules and regulations promulgated by the SEC. The submission of a stockholder proposal does not guarantee that it will be included in the Company’s proxy statement.

Alternatively, stockholders seeking to present a stockholder proposal or nomination at the Company’s 2026 Annual Meeting of Stockholders, without having it included in the Company’s proxy statement, must timely submit notice of such proposal or nomination and provide the information and satisfy the other requirements set forth in the bylaws. To be timely, a stockholder’s notice shall be delivered to the Corporate Secretary at the principal offices of the Company not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the 2025 Annual Meeting of Stockholders, unless the date of the 2026 Annual Meeting of Stockholders is advanced by more than 30 days or delayed (other than as a result of adjournment) by more than 60 days from the anniversary of the 2025 Annual Meeting of Stockholders. For the Company’s 2026 Annual Meeting of Stockholders, this means that any such proposal or nomination must be delivered no earlier than January 7, 2026 and no later than February 6, 2026. If the date of the 2026 Annual Meeting of Stockholders is advanced by more than 30 days or delayed (other than as a result of adjournment)

by more than 60 days from the anniversary of the 2025 Annual Meeting of Stockholders, the stockholder must deliver any such proposal or nomination no earlier than the close of business on the 120th day prior to the 2026 Annual Meeting of Stockholders and not later than the close of business on the later of the 90th day prior to the 2026 Annual Meeting of Stockholders, or if the first public announcement of the date of the 2026 Annual Meeting of Stockholders is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which the public announcement of the date of such meeting is first made. The notice must contain the information required by our bylaws, and the stockholder(s) must comply with the information and other requirements in our bylaws. Additionally, in order for stockholders to give timely notice of nominations for directors for inclusion on a universal proxy card in connection with the 2026 Annual Meeting of Stockholders, notice must be submitted by the same deadline as disclosed above under the advance notice provisions of our Bylaws and must include the information in the notice required by our bylaws and by Rule 14a-19(b) (2) and Rule 14a-19(b)(3) under the Exchange Act (including a statement that the stockholder intends to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than our nominees).

Notices of any proposals or nominations for the Company’s 2026 Annual Meeting of Stockholders should be sent to Ormat Technologies, Inc., Corporate Secretary, 6884 Sierra Center Pkwy., Reno, Nevada 89511.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement contains statements relating to current expectations, estimates, forecasts and projections about future events, including ESG-related targets, that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this proxy statement that address activities, events or developments that we expect or anticipate will or may occur in the future, including such matters as our projections of annual revenues, expenses and debt service coverage with respect to our debt securities, future capital expenditures, business strategy, competitive strengths, goals, development or operation of generation assets, market and industry developments and the growth of our business and operations, as well as goals related to ESG initiatives, are forward-looking statements. When used in this proxy statement, the words “may”, “will”, “could”, “should”, “expects”, “plans”, “anticipates”, “believes”, “estimates”, “predicts”, “projects”, “potential”, “target”, “goal”, or “contemplate” or the negative of these terms or other comparable terminology are intended to identify forward-looking statements, although not all forward-looking statements contain such words or expressions. These forward-looking statements generally relate to Ormat’s plans, objectives and expectations for future operations and are based upon its management’s current estimates and projections of future results or trends.

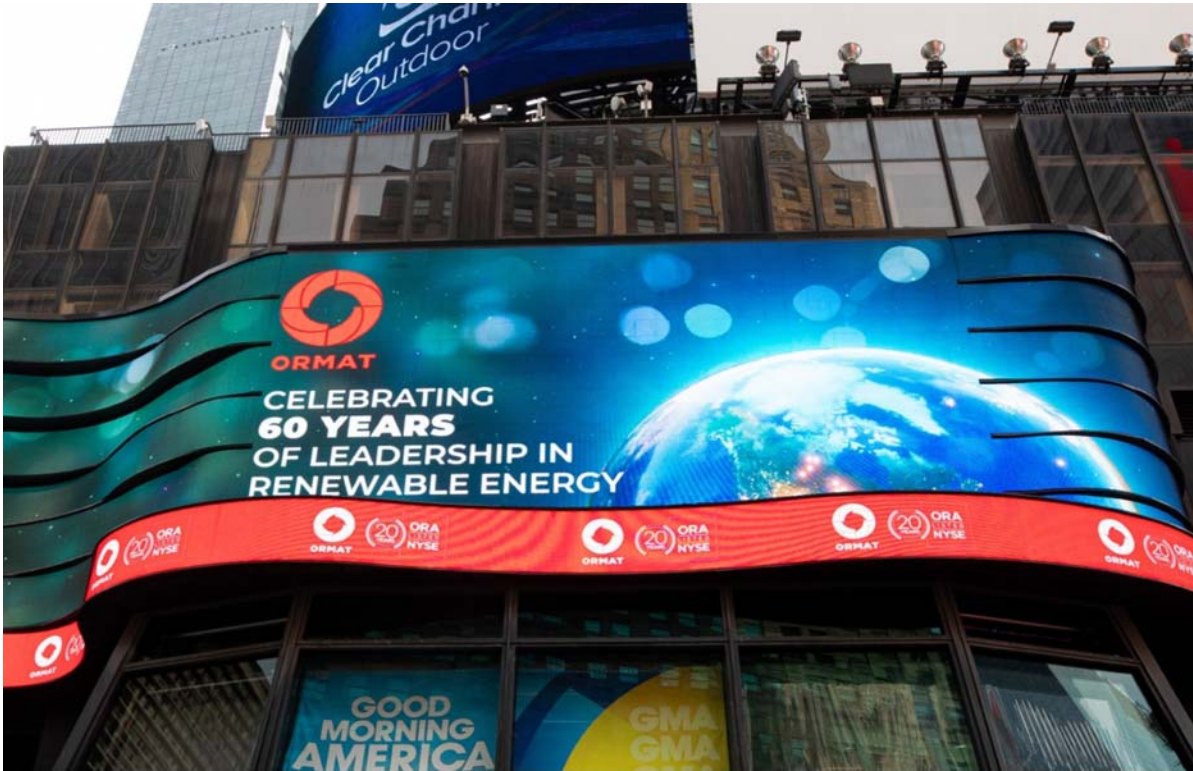
Although we believe that our plans and objectives reflected in or suggested by these forward-looking statements are reasonable, we may not achieve these plans or objectives. Actual future results may differ materially from those projected as a result of certain risks and uncertainties, including our assumptions not being realized, our ability to execute our strategies in the time frame expected or at all, changing government

regulations, scientific or technological developments, climate-related conditions and weather events, our ability to gather and verify data regarding environmental impacts, the compliance of various third parties with our policies and procedures, and our expansion into new products, services, and geographic regions, as well as the risks, uncertainties and other factors described under “Risk Factors” in Ormat’s annual report on Form 10-K filed with the SEC on February 27, 2025 and in quarterly reports on Form 10-Q that are filed from time to time with the SEC.

The inclusion of information in this proxy statement should not be construed as a characterization regarding the materiality or financial impact of that information. Moreover, this proxy statement may use certain terms, including those that GRI Standards, SASB or TFCF or others may refer to as “material,” to reflect the issues or priorities of Ormat and its stakeholders. Used in this context, however, these terms are distinct from, and should not be confused with, the terms “material” and “materiality” as defined by or construed in accordance with securities, or other, laws or as used in the context of financial statements and reporting.

These forward-looking statements are made only as of the date hereof, and, except as legally required, we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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The NYSE celebrating Ormat's 20th year of trading and 60th Anniversary with a billboard at Times Square.

HELPFUL RESOURCES

CONTACT INFORMATION

Questions for the Board, any of the directors or committees of the Board should be directed to:

Ormat Technologies, Inc.
c/o Jessica Woelfel
General Counsel, Chief Compliance Officer, and
Corporate Secretary
6884 Sierra Center Parkway
Reno, NV 89511

Concerns may be raised on a confidential or anonymous basis by telephone or online. To raise a concern online or for dialing instructions, please go to www.ethicspoint.com.

ANNUAL MEETING INFORMATION

The Proxy Statement - <https://www.astproxyportal.com/ast/13766>

Online voting (US) - www.voteproxy.com

Online voting (Israel) - <https://votes.isa.gov.il>

Annual Meeting Webcast - <https://web.lumiconnect.com/251938693>, password ormat2025

ORMAT INFORMATION

Company Website - www.ormat.com

Board of Directors - <https://www.ormat.com/en/company/welcome/leadership/>

Executive Management - <https://www.ormat.com/en/company/welcome/leadership/>

Corporate Governance Documents - <https://www.ormat.com/en/company/welcome/governance/>

Sustainability Information - <https://www.ormat.com/en/sustainability/overview/main/>

INVESTOR TOOLS

<https://investor.ormat.com/corporate-profile/default.aspx>

Web links throughout this document are provided for convenience only, and the contents on the referenced website are not part of or otherwise incorporated by reference into this Proxy Statement.

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ANNUAL MEETING OF STOCKHOLDERS OF
ORMAT TECHNOLOGIES, INC.

May 7, 2025 9:00 AM EDT

PROXY VOTING INSTRUCTIONS

INTERNET - Access “www.voteproxy.com” and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-201-299-4446** from foreign countries and follow the instructions. Have your proxy card available when you call.

Vote online or by phone until 11:59 PM EDT the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

VIRTUALLY AT THE MEETING - You will be able to attend the Annual Meeting online, vote your shares electronically and submit your questions during the Annual Meeting via a live audio webcast by visiting <https://web.lumiconnect.com/251938693> (Password: ormat2025).

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy materials, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.



COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:
The proxy statement and annual report to security holders are available at
<https://www.astproxyportal.com/ast/13766>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH DIRECTOR NOMINEE, AND "FOR" PROPOSALS 2 AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENVELOPE PROVIDED. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

This proxy is solicited on behalf of the Board of Directors of the Company. This proxy, when properly executed, will be voted in accordance with the instructions given below. If this proxy is returned executed but without instructions, it will be voted “FOR” the election of each director nominee listed in proposal 1, and “FOR” proposals 2 and 3.

Note: In their discretion, the proxy holders are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this proxy card. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, guardian or other fiduciary, please give full title as such. If the signer is a corporation, please sign in full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

1.To elect the eight director nominees listed below to the Board of Directors to hold office until the 2026 Annual Meeting of Stockholders.

	FOR	AGAINST	ABSTAIN
(A) Isaac Angel	☐	☐	☐
(B) Ravit Barniv	☐	☐	☐
(C) Karin Corfee	☐	☐	☐
(D) David Granot	☐	☐	☐
(E) Michal Marom	☐	☐	☐
(F) Dafna Sharir	☐	☐	☐
(G) Stanley B. Stern	☐	☐	☐
(H) Byron G. Wong	☐	☐	☐

2.To approve, in a non-binding, advisory vote, the compensation of our named executive officers. ☐ ☐ ☐

3.To ratify the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as our independent registered public accounting firm for 2025. ☐ ☐ ☐

Signature of (Joint Owners) _____ Date: _____



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ORMAT TECHNOLOGIES, INC.

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 7, 2025 AT 9:00 AM EDT

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned stockholder(s) hereby appoint(s) Doron Blachar, Chief Executive Officer, Assaf Ginzburg, Chief Financial Officer and Jessica Woelfel, Corporate Secretary, and each of them, as proxies, each with full power of substitution, to represent the undersigned and to vote as designated on the reverse side, all the shares of Common Stock of Ormat Technologies, Inc. held of record by the undersigned on March 12, 2025 at the Annual Meeting of Stockholders to be conducted via live audio webcast, at <https://web.lumiconnect.com/251938693> (Password: ormat2025) on May 7, 2025 at 9:00 AM EDT, and at any adjournments or postponements thereof, upon the matters set forth in the accompanying proxy materials.

The undersigned stockholder(s) hereby acknowledge(s) receipt of the Notice of Internet Availability and proxy materials, and revoke(s) any proxy or proxies heretofore given to vote at the Annual Meeting of Stockholders or any adjournment or postponement thereof.

(Continued and to be signed on the reverse side)