

REFINITIV

## DELTA REPORT

### 10-Q

SGRP - SPAR GROUP, INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

**TOTAL DELTAS 1455**

■ CHANGES	180
■ DELETIONS	585
■ ADDITIONS	690

[Table of Contents](#)

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the first quarterly period ended **September 30, 2023** **March 31, 2024**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 0-27408

**SPAR GROUP, INC.**

(Exact name of Registrant as specified in its charter)

Delaware

33-0684451

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1910 Opdyke Court, Auburn Hills, Michigan

48326

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (248) 364-7727

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 twelve 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes  No

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	SGRP	The NASDAQ Stock Market LLC

As of November 7, 2023 May 2, 2024, the Registrant had 23,240,959 24,333,147 shares of common stock, par value \$0.01 per share, outstanding.

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## SPAR Group, Inc.

### Index

#### PART I: FINANCIAL INFORMATION

Item 1	<a href="#"><u>Condensed Consolidated Financial Statements (Unaudited)</u></a>	
	<a href="#"><u>Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 (Unaudited)</u></a>	2
	<a href="#"><u>Condensed Consolidated Balance Sheets as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 (Unaudited)</u></a>	3
	<a href="#"><u>Condensed Consolidated Statements of Stockholders' Equity for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023 (Unaudited)</u></a>	4
	<a href="#"><u>Condensed Consolidated Statements of Cash Flows for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 (Unaudited)</u></a>	6
	<a href="#"><u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u></a>	7
Item 2	<a href="#"><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></a>	20 21
Item 3	<a href="#"><u>Quantitative and Qualitative Disclosures about Market Risk</u></a>	26
Item 4	<a href="#"><u>Controls and Procedures</u></a>	26
PART II: OTHER INFORMATION		
Item 1	<a href="#"><u>Legal Proceedings</u></a>	28 27
Item 1A	<a href="#"><u>Risk Factors</u></a>	29 27
Item 2	<a href="#"><u>Unregistered Sales of Equity Securities and Use of Proceeds</u></a>	29 27
Item 3	<a href="#"><u>Defaults Upon Senior Securities</u></a>	29 27
Item 4	<a href="#"><u>Mine Safety Disclosures</u></a>	29 27
Item 5	<a href="#"><u>Other Information</u></a>	29 27
Item 6	<a href="#"><u>Exhibits</u></a>	30 28
SIGNATURES		31 29

## Item 1. Condensed Consolidated Financial Statements (Unaudited)

**SPAR Group, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)**  
 (Unaudited)  
*(In thousands, except per share amounts)*

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
Net revenues	\$ 67,333	\$ 69,832	\$ 197,649	\$ 196,626	\$ 68,693	\$ 64,380
Related party - cost of revenues	1,628	2,535	4,807	7,201	-	1,497
Cost of revenues	52,332	54,457	152,235	151,806	56,151	48,745
Gross profit	13,373	12,840	40,607	37,619	12,542	14,138
Selling, general and administrative expense	11,284	10,614	32,345	29,952	9,616	10,456
Gain on sale of business					(7,157)	-
Depreciation and amortization	548	506	1,574	1,524	511	532
Operating income	1,541	1,720	6,688	6,143	9,572	3,150
Interest expense, net	380	270	1,248	595		
Other income, net	(164)	(126)	(347)	(363)		
Interest expense					530	390
Other expense (income), net					7	(58)
Income before income tax expense	1,325	1,576	5,787	5,911	9,035	2,818
Income tax expense	227	676	1,806	1,942	1,854	1,041
Net income	1,098	900	3,981	3,969	7,181	1,777
Net income attributable to non-controlling interest	(839)	(932)	(2,217)	(2,180)	(554)	(911)
Net income (loss) attributable to SPAR Group, Inc.	\$ 259	\$ (32)	\$ 1,764	\$ 1,789		
Net income attributable to SPAR Group, Inc.					\$ 6,627	\$ 866
Basic income per common share attributable to SPAR Group, Inc.	\$ 0.01	\$ (0.00)	\$ 0.08	\$ 0.08	\$ 0.28	\$ 0.04
Diluted income per common share attributable to SPAR Group, Inc.	\$ 0.01	\$ (0.00)	\$ 0.08	\$ 0.08	\$ 0.28	\$ 0.04
Weighted-average common shares outstanding – basic	23,237	22,227	23,201	21,873	23,817	23,114
Weighted-average common shares outstanding – diluted	23,376	22,227	23,350	22,010	24,013	23,279
Net income	\$ 1,098	\$ 900	\$ 3,981	\$ 3,969	\$ 7,181	\$ 1,777
Other comprehensive income (loss)						
Other comprehensive income						
Foreign currency translation adjustments	(497)	(1,085)	(359)	(5,021)	(2,520)	177
Comprehensive income (loss)	601	(185)	3,622	(1,052)		
Comprehensive income					4,661	1,954
Comprehensive (income) loss attributable to non-controlling interest	(688)	(303)	(1,788)	1,696	490	(1,003)
Comprehensive income (loss) attributable to SPAR Group, Inc.	\$ (87)	\$ (488)	\$ 1,834	\$ 644		
Comprehensive income attributable to SPAR Group, Inc.					\$ 5,151	\$ 951

See accompanying notes to the unaudited condensed consolidated financial statements.

**SPAR Group, Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**  
(Uaudited)  
*(In thousands, except share and per share data)*

	<b>September 30,</b>	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>	
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 7,960	\$ 9,345	
Accounts receivable, net	65,650	63,714	
Prepaid expenses and other current assets	6,163	7,861	
Total current assets	79,773	80,920	
Property and equipment, net	3,094	3,261	
Operating lease right-of-use assets	2,023	969	
Goodwill	1,712	1,708	
Intangible assets, net	1,295	2,040	
Deferred income taxes, net	3,859	3,766	
Other assets	2,259	1,934	
Total assets	<u>\$ 94,015</u>	<u>\$ 94,598</u>	
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	\$ 10,533	\$ 10,588	
Accrued expenses and other current liabilities	16,674	20,261	
Due to affiliates	2,999	2,964	
Customer incentives and deposits	1,771	2,399	
Lines of credit and short-term loans	19,323	17,980	
Current portion of operating lease liabilities	946	363	
Total current liabilities	52,246	54,555	
Operating lease liabilities, net of current portion	1,077	606	
Long-term debt	922	1,376	
Total liabilities	54,245	56,537	
Commitments and contingencies – See Note 4			
Stockholders' equity:			
Series B convertible preferred stock, \$0.01 par value per share: 2,000,000 shares authorized as of September 30, 2023 and December 31, 2022; 2,000,000 shares issued as of September 30, 2023 and December 31, 2022; 650,000 shares and 854,753 shares outstanding as of September 30, 2023 and December 31, 2022, respectively	7	9	
Common stock, \$0.01 par value per share: 47,000,000 shares authorized as of September 30, 2023 and December 31, 2022; 23,446,444 and 23,059,138 shares issued as of September 30, 2023 and December 31, 2022, respectively; 23,240,959 shares and 22,853,653 shares outstanding as of September 30, 2023 and December 31, 2022, respectively	232	229	
Treasury stock, at cost, 205,485 shares and 205,485 shares as of September 30, 2023 and December 31, 2022, respectively	(285 )	(285 )	
Additional paid-in capital	20,928	20,708	
Accumulated other comprehensive loss	(4,871 )	(4,941 )	
Retained earnings	8,471	6,707	
Total stockholders' equity attributable to SPAR Group, Inc.	24,482	22,427	
Non-controlling interest	15,288	15,634	

Total stockholders' equity	39,770	38,061
Total liabilities and stockholders' equity	\$ 94,015	\$ 94,598

	March 31, 2024	December 31, 2023
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 16,629	\$ 10,719
Accounts receivable, net	68,728	59,776
Prepaid expenses and other current assets	7,837	5,614
Total current assets	93,194	76,109
Property and equipment, net	2,643	2,871
Operating lease right-of-use assets	1,682	2,323
Goodwill	942	1,382
Intangible assets, net	865	1,180
Deferred income taxes	3,074	4,687
Other assets	2,131	1,729
<b>Total assets</b>	<b>\$ 104,531</b>	<b>\$ 90,281</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 11,001	\$ 9,488
Accrued expenses and other current liabilities	20,060	15,274
Due to affiliates	3,168	3,205
Customer incentives and deposits	5,113	1,905
Lines of credit and short-term loans	15,159	17,530
Current portion of operating lease liabilities	522	1,163
Total current liabilities	55,023	48,565
Operating lease liabilities, net of current portion	1,160	1,160
Long-term debt	8,292	310
<b>Total liabilities</b>	<b>64,475</b>	<b>50,035</b>
<b>Commitments and contingencies – See Note 4</b>		
<b>Stockholders' equity:</b>		
Series A convertible preferred stock, \$0.01 par value per share: Authorized and available shares – 2,445,598 Issued and outstanding shares – None	-	-
Series B convertible preferred stock, \$0.01 par value per share: Authorized and available shares – 2,000,000 Issued and outstanding shares – 0 shares and 650,000 shares as of March 31, 2024 and December 31, 2023, respectively	-	7
Common stock, \$0.01 par value per share: 47,000,000 shares authorized as of March 31, 2024; 24,215,959 and 23,446,444 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively	242	232
Treasury stock, at cost, 205,485 shares as of March 31, 2024 and December 31, 2023	(285)	(285)
Additional paid-in capital	21,131	21,004
Accumulated other comprehensive loss	(4,659)	(3,341)
Retained earnings	16,524	10,609
<b>Total stockholders' equity attributable to SPAR Group, Inc.</b>	<b>32,953</b>	<b>28,226</b>
Non-controlling interest	7,103	12,020
<b>Total stockholders' equity</b>	<b>40,056</b>	<b>40,246</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 104,531</b>	<b>\$ 90,281</b>

See accompanying notes to the unaudited condensed consolidated financial statements.

**SPAR Group, Inc. and Subsidiaries**  
**Condensed Consolidated Statement of Stockholders' Equity**  
**(Unaudited)**  
*(In thousands)*

	Series B Convertible Preferred						Accumulated						
	Common Stock		Stock		Treasury Stock		Additional		Other		Non-		
	Shares	Amount	Shares	Amount	Shares	Amount	Capital		Paid-In	Comprehensive	Retained	Controlling	Total
Balance at December 31, 2022	22,961	\$ 229	855	\$ 9	205	\$ (285)	20,708	\$ (4,941)	6,707	\$ 15,634	\$ 38,061		
Share-based compensation								173					173
Conversion of preferred stock to common stock	307	4	(205)	(2)			3						5
Dividend to NCI												(334)	(334)
Other comprehensive income								85			92		177
Net income									866		911		1,777
Balance at March 31, 2023	23,268	\$ 233	650	\$ 7	205	\$ (285)	20,884	\$ (4,856)	7,573	\$ 16,303	\$ 39,859		
Share-based compensation							(39)						(39)
Dividend to NCI												(850)	(850)
Other changes to noncontrolling interest												(460)	(460)
Retirement of shares	(35)	(1)											(1)
Other comprehensive income (loss)								331			(370)		(39)
Net income									639		467		1,106
Balance at June 30, 2023	23,233	\$ 232	650	\$ 7	205	\$ (285)	20,845	\$ (4,525)	8,212	\$ 15,090	\$ 39,576		
Share-based compensation							83						83
Exercise of stock options	8	0											0
Distribution to NCI												(490)	(490)
Other comprehensive income (loss)								(346)			(151)		(497)
Net income									259		839		1,098
Balance at September 30, 2023	23,241	\$ 232	650	\$ 7	205	\$ (285)	20,928	\$ (4,871)	8,471	\$ 15,288	\$ 39,770		

*See accompanying notes to the unaudited condensed financial statements.*

	Series B Convertible						Accumulated						
	Common Stock		Preferred Stock		Treasury Stock		Additional		Other		Non-		
	Shares	Amount	Shares	Amount	Shares	Amount	Capital		Paid-In	Comprehensive	Retained	Controlling	Total
Balance at January 1, 2024	23,241	\$ 232	650	\$ 7	205	\$ (285)	21,004	\$ (3,341)	10,609	\$ 12,020	\$ 40,246		

Share-based compensation	-	-	-	-	-	-	128	-	-	-	128
Conversion of preferred stock to common stock	975	10	(650 )	(7 )	-	-	(1 )	-	-	-	2
Sale of joint ventures	-	-	-	-	-	-	-	712	(712 )	(4,981 )	(4,981 )
Other comprehensive income (loss)	-	-	-	-	-	-	-	(2,030 )	-	(490 )	(2,520 )
Net income	-	-	-	-	-	-	-	-	6,627	554	7,181
Balance at March 31, 2024	<u>24,216</u>	<u>\$ 242</u>	<u>-</u>	<u>\$ 205</u>	<u>\$ (285 )</u>	<u>\$ 21,131</u>	<u>\$ (4,659 )</u>	<u>\$ 16,524</u>	<u>\$ 7,103</u>	<u>\$ 40,056</u>	

SPAR Group, Inc. and Subsidiaries  
**Condensed Consolidated Statement of Stockholders' Equity (Continued)**  
**(Unaudited)**  
*(In thousands)*

	Accumulated										Non-		Total	
	Common Stock		Series B Preferred Stock		Treasury Stock		Additional		Other					
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Comprehensive Loss	Retained Earnings	Controlling Interest	Stockholders' Equity			
Balance at December 31, 2021	21,320	\$ 213	-	\$ -	54	\$ (104 )	\$ 17,231	\$ (5,028 )	\$ 7,439	\$ 17,597	\$ 37,348			
Share-based compensation expense	-	-	-	-	-	-	150	-	-	-	-			150
Issuance of Series B convertible preferred stock	-	-	2,000	20	-	-	3,248	-	-	-	-			3,268
Conversion of Series B convertible preferred stock to common stock	525	5	(350 )	(3 )	-	-	-	-	-	-	-			2
Other comprehensive income (loss)	-	-	-	-	-	-	1,602	-	-	(1,976 )	(374 )			
Net income	-	-	-	-	-	-	-	672	783	1,455				
Balance at March 31, 2022	<u>21,845</u>	<u>\$ 218</u>	<u>1,650</u>	<u>\$ 17</u>	<u>54</u>	<u>\$ (104 )</u>	<u>\$ 20,629</u>	<u>\$ (3,426 )</u>	<u>\$ 8,111</u>	<u>\$ 16,404</u>	<u>\$ 41,849</u>			
Share-based compensation	-	-	-	-	-	-	130	-	-	-	-			130
Stock repurchase program	(74 )	-	-	-	74	(89 )	1	-	-	-	-			(88 )
Other comprehensive (loss)	-	-	-	-	-	-	(2,237 )	-	-	(1,325 )	(3,562 )			
Net income (loss)	-	-	-	-	-	-	-	1,149	465	1,614				
Balance at June 30, 2022	<u>21,771</u>	<u>\$ 218</u>	<u>1,650</u>	<u>\$ 17</u>	<u>128</u>	<u>\$ (193 )</u>	<u>\$ 20,760</u>	<u>\$ (5,663 )</u>	<u>\$ 9,260</u>	<u>\$ 15,544</u>	<u>\$ 39,943</u>			
Share-based compensation	-	-	-	-	-	-	309	-	-	-	-			309
Majority Shareholder agreement	949	9	(633 )	(6 )	-	-	-	-	-	-	-			3
Exercise of stock options	38	-	-	-	-	-	(118 )	-	-	-	-			(118 )
Stock repurchase program	(74 )	-	-	-	74	(92 )	-	-	-	-	-			(92 )
Retirement of shares	(3 )	-	-	-	-	-	-	-	-	-	-			
Other comprehensive (loss)	-	-	-	-	-	-	(511 )	-	-	(574 )	(1,085 )			
Net income (loss)	-	-	-	-	-	-	(32 )	932	900					

Balance at September 30,													
2022	22,681	\$ 227	1,017	\$ 11	202	\$ (285 )	20,951	\$ (6,174 )	9,228	\$ 15,902	\$ 39,860		

	Accumulated												Total Stockholders' Equity	
	Common Stock		Series B Preferred Stock		Treasury Stock		Additional		Other		Non-			
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-In Capital	Comprehensive Loss	Retained Earnings	Controlling Interest				
Balance at January 1,														
2023	22,961	\$ 229	855	\$ 9	205	\$ (285 )	20,708	\$ (4,941 )	6,707	\$ 15,634	\$ 38,061			
Share-based compensation expense	-	-	-	-	-	-	173	-	-	-	-	173		
Conversion of Series B convertible preferred stock to common stock	307	4	(205 )	(2 )	-	-	3	-	-	-	-	5		
Dividend to NCI	-	-	-	-	-	-	-	-	-	-	(334 )	(334 )		
Other comprehensive income	-	-	-	-	-	-	85	-	92	92	177			
Net income	-	-	-	-	-	-	-	866	911	911	1,777			
Balance at March 31,														
2023	23,268	\$ 233	650	\$ 7	205	\$ (285 )	20,884	\$ (4,856 )	7,573	\$ 16,303	\$ 39,859			

See accompanying notes to the unaudited condensed consolidated financial statements.

**SPAR Group, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**  
 (Unaudited)  
 (In thousands)

	Nine Months Ended September 30,		Three Months Ended March 31,	
	2023	2022	2024	2023
<b>Cash flows from operating activities:</b>				
Net income	\$ 3,981	\$ 3,969	\$ 7,181	\$ 1,777
Adjustments to reconcile net income to net cash provided by (used in) operating activities				
Depreciation and amortization	1,574	1,524	511	532
Amortization of operating lease right-of-use assets	433	589	176	133
Bad debt expense, net of recoveries	138	35	-	-
Deferred income tax expense (benefit)	(15)	-	-	-
Provision for expected credit losses	-	61	(35)	-
Deferred income tax (benefit)	-	1,613	(129)	-
Gain on sale of business	-	(7,157)	-	-
Share-based compensation expense	217	585	128	173
Majority stockholders change in control agreement	-	(420)	-	-
<b>Changes in operating assets and liabilities:</b>				
Accounts receivable	(1,963)	(12,283)	(8,952)	607
Prepaid expenses and other current assets	1,635	(4,164)	(2,385)	1,301
Accounts payable	409	3,708	2,618	(325)

Operating lease liabilities	(433)	(589)	(176)	(133)
Accrued expenses and other current liabilities	(4,336)	2,884		
Net cash provided by (used in) operating activities	1,640	(4,162)		
Accrued expenses, other current liabilities, due to affiliates and customer incentives and deposits			6,997	(965)
Net cash provided by operating activities			615	2,936
Cash flows from investing activities				
Purchases of property and equipment	(1,083)	(1,237)	(432)	(343)
Cash transferred in the sale of a business			(446)	-
Net cash used in investing activities	(1,083)	(1,237)	(878)	(343)
Cash flows from financing activities				
Borrowings under line of credit	80,151	33,151	25,780	26,659
Repayments under line of credit	(79,520)	(23,904)	(23,657)	(26,577)
Payments to acquire noncontrolling interests	(473)	-		
Distribution to noncontrolling interest	(1,674)	-		
Proceeds from term debt			8,187	445
Payments on term debt			(1,503)	(124)
Payments on capital lease obligations			-	(5)
Payments of notes to seller			(1,120)	(722)
Dividend on noncontrolling interest			(1,343)	(304)
Net cash provided by (used in) financing activities	(1,516)	9,247	6,344	(628)
Effect of foreign exchange rate changes on cash	(426)	(5,200)	(171)	(57)
Net change in cash, cash equivalents and restricted cash	(1,385)	(1,352)		
Cash, cash equivalents at beginning of period	9,345	13,473		
Cash, cash equivalents at end of period	\$ 7,960	\$12,121		
Net change in cash and cash equivalents			5,910	1,908
Cash and cash equivalents at beginning of period			10,719	9,345
Cash and cash equivalents at end of period			\$ 16,629	\$ 11,253
Supplemental disclosure of cash flows information:				
Cash paid for interest	\$ 1,302	\$ 738	\$ 523	\$ 425
Cash paid for income taxes	\$ 1,945	\$ 1,710	\$ 209	\$ 476
Supplemental disclosure of non-cash investing and financing activities:				
Non-cash majority stockholders change in control agreement charges	\$ -		\$ 3,270	

See accompanying notes to the unaudited condensed consolidated financial statements.

SPAR Group, Inc. and Subsidiaries  
Notes to Condensed Consolidated Financial Statements  
(unaudited)

#### 1. Nature of the Business

SPAR Group, Inc. ("SGRP" or the "Corporation"), and its subsidiaries (and SGRP together with its subsidiaries may be referred to as "SPAR Group", the "Company", "SPAR", "We", or "Our") is a global merchandising and brand marketing services company, providing a broad range of services to retailers, consumer goods manufacturers and distributors around

the world.

## 2. Summary of Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2022, included in the 2022 Annual Report on Form 10-K that was filed with the Securities and Exchange Commission on April 17, 2023, 1, 2024.

The unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements. In the opinion of management, the included disclosures are adequate, and the accompanying unaudited condensed consolidated financial statements contain all adjustments which are necessary for a fair presentation of the Company's consolidated financial position as of September 30, 2023, March 31, 2024, consolidated results of operations and comprehensive income for the three and ninemonths ended September 30, 2023, March 31, 2024 and 2022, 2023, and consolidated cash flows for the nine three months ended September 30, 2023, March 31, 2024 and 2022, 2023. Such adjustments are of a normal and recurring nature. The consolidated results of operations for the three and ninemonths ended September 30, 2023, March 31, 2024 are not necessarily indicative of the consolidated results of operations that may be expected for the year ending December 31, 2023, 2024.

### **Principles of Consolidation**

The Company consolidates its 100%-owned subsidiaries and all of the 51%-owned joint ventures in which the Company has a controlling financial interest. All significant intercompany transactions have been eliminated in the unaudited condensed consolidated financial statements.

### **Use of Estimates**

The preparation of the unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the amounts disclosed for contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting year. Significant balances subject to such estimates and assumptions include carrying amounts of property and equipment and intangible assets, valuation allowances for receivables, carrying amounts for deferred tax assets and liabilities, and liabilities incurred from operations and customer incentives. Actual results could differ from those estimates.

### **Segment Reporting**

Reportable segments are components of the Company for which separate financial information is available that is evaluated on a regular basis by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources and in assessing performance. The Company's CODM is the Chief Executive Officer.

The Company provides similar merchandising, marketing and business services throughout the world and has *three* reportable regional segments: (i) Americas, which is comprised of United States, Canada, Brazil and Mexico; (ii) Asia-Pacific ("APAC"), which is comprised of Japan, China, India and Australia; and (iii) Europe, Middle East and Africa ("EMEA"), which is comprised of South Africa. Certain corporate expenses have been allocated to segments based on each segment's revenue as a percentage of total company revenue.

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### **Recently Adopted Accounting Pronouncements**

In June 2016, November 2023, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses Segment Reporting (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU No.2016-13")* *Improvements to Reportable Segment Disclosures*, which replaces will require Companies to report additional segment information, including certain significant segment expenses, and permit the existing incurred loss impairment model with an expected credit loss model and requires disclosure of additional measures of a financial asset measured at amortized cost to be presented at the net amount expected to be collected. segment's profit or loss. The guidance was will be effective for the Company Company's fiscal year beginning January 1, 2023, 2024 and for interim periods therein. Early adoption is permitted, thereafter. The Company adopted ASU No. 2016-13 on January 1, 2024.

### **Recently Issued Accounting Pronouncements Not Yet Adopted**

In August 2023, the FASB issued ASU No.2023-05, *Business Combinations – Joint Venture Formations (Subtopic 805): Recognition and Initial Measurement*, which will require joint ventures to recognize and initially measure its assets and liabilities at fair value upon formation. The guidance will be effective for the Company prospectively for all joint venture

formations on or after January 1, 2025. Early adoption of this standard did and retrospective application is permitted. The Company does not believe adoption will have a material impact effect on the Company's condensed its consolidated financial statements results of operations or and related disclosures.

In December 2023, the FASB issued ASU No.2023-09, *Income Taxes (Topic 740):Improvements to Income Tax Disclosures*, which will require Companies to report specific categories of rate-reconciliation, certain details of income taxes paid and of certain information by tax jurisdictions. The guidance will be effective for the Company's fiscal year beginning January 1, 2025. The Company is currently evaluating the impact adoption will have on its consolidated financial statements and related disclosures.

### 3. Debt

#### **North Mill Capital Credit Facility**

The Company, through SPAR Marketing Force, Inc. ("SMF") and SPAR Canada Company ULC ("SCC", and collectively with SMF, the "NM Borrowers"), has a secured revolving credit facility in the United States (the "US Revolving Credit Facility") and Canada (the "Canada Revolving Credit Facility", and collectively with the US Revolving Credit Facility, the "NM Credit Facility") with North Mill Capital, LLC, d/b/a SLR Business Credit ("NM").

In order to obtain, document and govern the NM Credit Facility, SMF, SCC, SGRP and certain of SGRP's direct and indirect subsidiaries in the United States and Canada (including SMF and SCC as borrowers and SGRP as a guarantor, collectively, the "NM Loan Parties") entered into a Loan and Security Agreement with NM dated as of April 10, 2019, which, as amended from time to time (as amended, the "NM Loan Agreement"), governs the NM Credit Facility. Pursuant to the NM Loan Agreement, the NM Borrowers agreed to reimburse NM for legal and documentation fees incurred in connection with the NM Loan Agreement and such amendments.

On July 1, 2022, the NM Loan Parties and NM executed and delivered a Fourth Modification Agreement, effective as of June 30, 2022 (the "Fourth Modification Agreement"), pursuant to which the NM Loan Parties and NM agreed to extend the NM Credit Facility from October 10, 2023, to October 10, 2024, and increased the amount of the US Revolving Credit Facility to \$17.5 million while the Canada Revolving Credit Facility remained at CDN\$1.5 million. In addition, the Fourth Modification Agreement permanently increased SMF's borrowing base availability for billed receivables to up to 90% from 85%, and unbilled receivables to up to 80% from 70%, and increased the cap on unbilled accounts for SMF to \$6.5 million from \$5.5 million.

8

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On August 9, 2022, the NM Loan Parties and NM executed and delivered a Fifth Modification Agreement, effective immediately (the "Fifth Modification Agreement"), pursuant to which the NM Loan Parties and NM agreed to temporarily increase the borrowing base availability under the NM Credit Facility, and the NM Borrowers agreed to pay certain additional fees.

On February 1, 2023, the NM Loan Parties and NM executed and delivered a Sixth Modification Agreement, effective immediately (the "Sixth Modification Agreement"), pursuant to which the NM Loan Parties and NM agreed to increase the amount of the US Revolving Credit Facility to \$28.0 million and increase the Canada Revolving Credit Facility to CDN\$2.0 million. In addition, the Sixth Modification Agreement increased the cap on unbilled accounts in the borrowing base for SMF to \$7.0 million from \$6.5 million.

On March 27, 2024, the NM Loan Parties and NM executed and delivered a Seventh Modification Agreement, effective immediately (the "Seventh Modification Agreement"), pursuant to which the NM Loan Parties and NM agreed to extend the NM Credit Facility from October 10, 2024 to October 10, 2025.

The Restated US Note and Restated Canadian Note (together, the "NM Notes") and the NM Loan Agreement together require the NM Borrowers to pay interest on the loans thereunder equal to: (i) the Prime Rate designated from time to time by Wells Fargo Bank; plus (ii) one and nine-tenths percentage points (1.90%) or an aggregate minimum of 6.75% per annum. In addition, the NM Borrowers are paying a facility fee to NM in an amount equal to: (i) for the year commencing on October 10, 2022, approximately \$0.1 million plus 0.80% of the amount of any advances other than under the US Revolving Credit Facility plus an additional facility fee of \$15,000 for every incremental \$1.0 million of loan balance in excess of \$21.0 million, and (ii) for the year commencing on October 10, 2023, approximately \$0.2 million plus 0.80% of the amount of any advances other than under the US Revolving Credit Facility plus an additional facility fee of \$15,000 for every incremental \$1.0 million of loan balance in excess of \$21.0 million. For the Sixth Modification Agreement, the NM Borrowers paid NM a fee of approximately \$28,000 for the US and \$3,000 for Canada. \$28,000.

As of September 30, 2023, March 31, 2024, the aggregate interest rate was 10.40% 10.32% per annum and the aggregate outstanding loan balance was approximately \$15.6 \$14.6 million, which is included within lines of credit and short-term loans in the unaudited condensed consolidated balance sheets. The aggregate outstanding loan balance is divided between the US Revolving Credit Facility and the Canada Revolving Credit Facility as follows: (i) the outstanding loan balance under the US Revolving Credit Facility was approximately \$14.5 million; \$13.7 million; and (ii) the outstanding loan balance under the Canada Revolving Credit Facility was approximately \$1.1 million \$0.9 million.

The NM Credit Facility contains certain financial and other restrictive covenants and also limits certain expenditures by the NM Loan Parties, including maintaining a positive trailing EBITDA for each the NM Borrowers (i.e., SMF and SCC) and imposes limits on all of the NM Loan Parties (including SGRP) on non-ordinary course payments and transactions,

incurring or guaranteeing indebtedness, increases in executive, officer or director compensation, capital expenditures and certain other investments. The NM Loan Parties were in compliance with such covenants as of **September 30, 2023**, **March 31, 2024**

9

The obligations of the NM Borrowers are secured by the receivables and other assets of the NM Borrowers and substantially all of the assets of the other NM Loan Parties, however, the obligations are *not* secured by any equity in, financial asset respecting or asset of any Excluded Subsidiary (as such term is defined in the NM Loan Agreement). Pursuant to the NM Loan Agreement, Excluded Subsidiary means each of the following direct or indirect subsidiaries of SGRP: (i) Resource Plus of North Florida, Inc. ("Resource Plus"), Mobex of North Florida, Inc., and Leasex, LLC, and their respective subsidiaries; (ii) NMS Retail Services ULC, which is an inactive Nova Scotia ULC; (iii) SPAR Group International, Inc.; (iv) SPAR FM Japan, Inc.; (v) SPAR International, Ltd.; (vi) each other subsidiary formed outside of the United States or Canada; and (vii) any other entity in which any such subsidiary is a partner, joint venture or other equity investor.

#### **Resource Plus Seller Notes**

Effective with the closing of the Company's acquisition of Resource Plus in

**2018**, **9** the Company issued promissory notes to the sellers of \$2.3 million. The promissory notes are payable at annual installments in various amounts on December 31 of each year, starting with December 31, 2018 and continuing through December 31, 2023.

#### **International Credit Facilities**

In October 2017, SPARFACTS Australia Pty. Ltd. secured a line of credit facility with National Australia Bank for AUD\$0.8 million. The facility provides for borrowing based upon a formula, as defined in the applicable loan agreement (principally 80% of eligible accounts receivable less certain deductions) and was due on demand.

In December 2020, SPAR China secured a loan with Industrial Bank for **3.0 million** **2.0 million** Chinese Yuan. The loan **will expire** was renewed in December **2023** **2023** and **is expires** in December 2024. The annual interest rate was 3.56% as of March 31, 2024. As of March 31, 2024, the outstanding balance was approximately \$0.3 million, and was due on demand.

In December 2021, SPAR China secured a loan with Industrial and Commercial Bank of China for 2.0 million Chinese Yuan, which Yuan. The loan will expire in November 2024. The annual interest rate was paid in 4.0% as of **July** **March 31, 2024**. As of **2023**, **March 31, 2024**, the outstanding balance was approximately \$0.3 million, and was due on demand.

In March 2022, SGRP Meridian (Pty), Ltd. secured loans with Investec Bank Ltd, for **100.5 million** **80.0 million** **105 million** South African Rand; of which **80.0 million** **105 million** South African Rand which expires in **July 2024** **2025**. This loan is secured by the Company's available cash and 25.0 million Accounts Receivable and is being repaid in monthly installments commensurate with an amortization schedule. The interest rate of 11.75% is calculated based on the South African Rand expires Prime rate. As part of the agreement, SGRP Meridian is subject to covenant restrictions that mandate minimum levels of Debt to EBITDA, Asset and Accounts Receivable balances, and coverage ratios.

SGRP Meridian is in compliance with these covenants as of **July 2025**, **March 31, 2024**.

#### **Summary of the Company's lines of credit and short-term loans (in thousands):**

	Interest Rate		Balance		Interest Rate		Balance	
	as of		as of		as of		as of	
	September 30, 2023	September 30, 2023	September 30, 2023	December 31, 2022				
Australia - National Australia Bank	12.10 %	\$ 132			10.60 %	\$ 156		
China- Industrial and Commercial Bank	4.15 %	-			4.15 %	290		
China- Industrial Bank	4.00 %	411			4.00 %	435		
South Africa - Investec Bank Ltd.	11.75 %	2,522			10.50 %	1,700		
USA - North Mill Capital	10.40 %	15,558			5.25 %	14,399		
USA - Resource Plus Seller Notes	1.85 %	700			1.85 %	1,000		
Total		\$ 19,323				\$ 17,980		

	Interest Rate		Balance		Interest Rate		Balance	
	as of		as of		as of		as of	
	March 31, 2024	March 31, 2024	March 31, 2024	December 31, 2023				
USA / Canada - North Mill Capital	10.40 %		14,605		10.40 %		12,475	
USA - Resource Plus Seller Notes	N/A		-		1.85 %		1,120	
China - Industrial Bank	3.56 %		277		3.56 %		283	

China - Industrial and Commercial Bank of China	4.00 %	277	4.00 %	283
South Africa - Investec Bank Ltd.	N/A	-	11.75 %	3,369
<b>Total</b>		<b>\$ 15,159</b>		<b>\$ 17,530</b>

10

**Summary of the Company's Long- term debt (dollars in thousands):**

	Interest Rate as of September 30, 2023	Balance Outstanding September 30, 2023	Interest Rate as of December 31, 2022	Balance Outstanding December 31, 2022	Interest Rate as of March 31, 2024	Balance	Interest Rate as of March 31, 2024	Interest Rate as of December 31, 2023	Balance as of December 31, 2023
Brazil - Banco Santander					10.75%	\$ 8,292	N/A	\$ -	
South Africa - Investec Bank Ltd.	11.75 %	\$ 922	10.50 %	\$ 1,376	N/A	-	11.75 %	310	
<b>Total</b>		<b>\$ 922</b>		<b>\$ 1,376</b>		<b>\$ 8,292</b>		<b>\$ 310</b>	

10

**Summary of Unused Company Credit and Other Debt Facilities (in thousands):**

		September 30, 2023	December 31, 2022
<b>Unused Availability:</b>			
United States / Canada		\$ 1,863	\$ 4,601
Australia		383	390
South Africa		2,107	454
Mexico		-	1
<b>Total Unused Availability</b>		<b>\$ 4,353</b>	<b>\$ 5,446</b>
		March 31, 2024	December 31, 2023
<b>Unused Availability:</b>			
United States / Canada		\$ 4,395	\$ 6,525
South Africa		-	2,064
<b>Total Unused Availability</b>		<b>\$ 4,395</b>	<b>\$ 8,589</b>

**4. Commitments and Contingencies**

**Legal Matters**

The Company is a party to various legal actions and administrative proceedings arising in the normal course of business. In the opinion of Company's management, resolution of these matters is *not* anticipated to have a material adverse effect on the Company or its estimated or desired affiliates, assets, business, clients, capital, cash flow, credit, expenses, financial condition, income, legal costs, liabilities, liquidity, locations, marketing, operations, prospects, sales, strategies, taxation or other achievement, results or condition.

All prior litigations associated with the Company through SPAR Business Services, Inc. ("SBS") and its independent contractors have been settled as per CIC Agreement (note 8).

**5. Common Stock**

As of **September 30, 2023**, **March 31, 2024**, the **Company's Corporation's** certificate of incorporation authorized the **Company Corporation** to issue 47,000,000 shares of common stock, par value \$0.01 per share.

The voting, dividend and liquidation rights of the holders of the **Company's Corporation's** common stock are subject to and qualified by the rights, powers and preferences of the holders of the **Company's Corporation's** Series B convertible preferred stock. Each share of the **Company's Corporation's** common stock is entitled to one vote on all matters submitted to a vote of the **Company's Corporation's** stockholders. Holders of the **Company's Corporation's** common stock are entitled to receive dividends as may be declared by the **Company's Corporation's** board of directors (the "Board"), if any, subject to the preferential dividend rights of the **Company's Corporation's** Series B convertible preferred stock. No cash dividends had been declared or paid during the periods presented.

In May 2022, the Board authorized the Company to repurchase up to 500,000 shares of the Company's common stock pursuant to the 2022 Stock Repurchase Program (the "2022 Stock Repurchase Program"), which ended May 2023. During the three and nine months ended September 30, 2023, there were no shares of common stock repurchased under the 2022 Stock Repurchase Program.

11

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## 6. Preferred Stock

The **Company's Corporation's** certificate of incorporation authorizes it to issue 3,000,000 shares of preferred stock with a par value of \$0.01 per share, which may have such preferences and priorities over the **Company's Corporation's** common stock and other rights, powers and privileges as the Board **of** may establish in its discretion.

In January 2022, the **Company Corporation** filed a "Certificate Certificate of Elimination for its "Certificate of Designation of Series "B" "A" Preferred Stock of SPAR Group, Inc." (the "Preferred "Certificate of Elimination"). Pursuant to the Certificate of Elimination, the previous Series A convertible preferred stock designation was cancelled and withdrawn. As a result, all 3,000,000 shares of the previously authorized Series A convertible preferred stock were returned to the Corporation's authorized "blank check" preferred stock. There were no shares of Series A convertible preferred stock outstanding at the time of the cancellation.

11

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Subsequent to filing the Certificate of Elimination, in January 2022, the Corporation filed a "Certificate of Designation of Series "B" Preferred Stock of SPAR Group, Inc." (the "Preferred Designation") with the Secretary of State of Delaware, which designation had been approved by the Board in January 2022. The Preferred Designation created a series of 2,000,000 shares of convertible preferred stock designated as "Series "Series B" convertible preferred stock, par value of \$0.01 per share. In January 2022, 2,000,000 shares of Series B convertible preferred stock were issued to the majority stockholders and related parties pursuant to the Change of Control, Voting and Restricted Stock Agreement. See Note 8.

Shares of The Series B convertible preferred stock do not carry any voting or dividend rights and upon vesting are convertible converted into the **Company's Corporation's** common stock at a ratio of 1-to-1.5. See Note 8. The holders of the Series B convertible preferred stock have had a liquidation preference over the **Company's Corporation's** common stock and vote voted together for matters pertaining only to the Series B convertible preferred stock where only the holders of the Series B convertible preferred stock are entitled to vote. The holders of outstanding Series B Preferred Stock do not have the right to vote for directors or other matters submitted to the holders of the **Company's Corporation's** common stock.

During the **In nine** January 2022, **months ended September 30, 2023**, **204,753** 2,000,000 shares of Series B convertible preferred stock converted stock were issued to **307,130** the majority stockholders and related parties pursuant to the Change of Control, Voting and Restricted Stock Agreement. See Note 8.

During the year ended December 31, 2022, 1,145,247 shares of Series B convertible preferred stock converted to 1,717,870 shares of the **Company's Corporation's** common stock. As of the year ended **September 30, 2023**, **December 31, 2022**, **650,000** 854,753 shares of Series B convertible preferred stock were outstanding, which upon vesting will would automatically convert to 975,000 into 1,282,129 shares of the **Company's Corporation's** common stock.

Following During the year ended December 31, 2023, all of the remaining Series B convertible preferred stock shares converting to common stock and when there are no more 854,753 shares of Series B convertible preferred stock outstanding, vested and automatically became convertible into 1,282,129 shares of the **Company Corporation's** common stock of which 307,129 shares of the Corporation's Common Stock were issued prior to **may December 31, 2023**, change or cancel The remaining 975,000 shares of SGRP Common Stock were in the authorized process of being issued and the remaining shares of Series B convertible preferred stock, Preferred Stock were in the process of being returned and to cancelled at December 31, 2023. These issuances and cancellations were completed during the extent it reduces such authorization without issuance, the Company can create other series of preferred stock with potentially different dividends, preferences and other terms, quarter ending March 31, 2024.

## 7. Share-Based Compensation

### Stock Options

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the Company recognized share-based compensation expense related to stock options of approximately **\$15,000** **\$34,774** and **\$30,000** **\$47,000**, respectively.

For the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the Company recognized tax benefit available from share-based compensation expense related to stock options **of was** approximately **\$45,000** **\$3,953** and **\$166,000** **\$5,100**, respectively.

#### **Restricted Stock Units**

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the Company recognized share-based compensation expense related to restricted stock units of approximately **\$68,000** **\$93,226** and **\$109,000** **\$126,000**, respectively.

For the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the tax benefit available to the Company **recognized from** share-based compensation expense related to restricted stock units **of was** approximately **\$172,000** **\$14,595** and **\$423,000** **\$7,700**, respectively.

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#### **8. Related Party Transactions**

##### **Domestic Related Party Transactions**

Mr. Robert G. Brown and Mr. William H. Bartels are directors and significant stockholders of SGRP, and thus each is a related party and affiliate of SGRP. Mr. Robert G. Brown was the Chairman of the Board of Directors of SGRP (the "Board"), but ceased to be eligible to hold that position when the 2022 By-Laws became effective on January 25, 2022. SPAR Business Services, Inc. ("SBS") (See note 4) and SPAR Administrative Services, Inc. ("SAS"), are related parties and affiliates of SGRP, but are not under the control or part of the Company. SBS is a related party and affiliate of SGRP because it is owned by SBS LLC, which in turn is beneficially owned by Mr. Robert G. Brown. SAS is a related party and affiliate of SGRP because it is owned principally by Mr. William H. Bartels and entities owned by affiliates of Mr. Robert G. Brown.

##### **Change of Control, Voting and Restricted Stock Agreement**

The Change of Control, Voting and Restricted Stock Agreement (the "CIC Agreement" "CIC Agreement") became effective on January 28, 2022, when signed by the Company and Mr. Robert G. Brown, ("Mr. Brown" "Brown"), Mr. William H. Bartels ("Mr. Bartels" "Bartels"), SPAR Administrative Services, Inc., a corporation ("SAS" SAS), and collectively with SPAR Business Service, Inc. ("SBS"). Mr. Brown, Mr. Bartels, SAS and SAS, SBS may be referred to collectively as the ("Majority Stockholders") "Majority Stockholders". Mr. Bartels and Mr. Brown are Directors of the Corporation. Mr. Brown was the Chairman of the Board of Directors of SGRP (the "Board"), but ceased holding that position when the 2022 By-Laws (as defined below) became effective on January 25, 2022.

The execution of Pursuant to the CIC Agreement, was conditional upon making the changes to and restatement of the Corporation's 2022 By-Laws, which were approved by the Board and became effective on January 25, 2022 (the "2022 By-Laws").

The financial terms of the CIC Agreement Corporation issued to the Majority Stockholders totaled \$4,477,585, consisting 2,000,000 restricted shares of Series B Preferred Stock, which converted into 3,000,000 SGRP Shares pursuant to the 1:1.5 conversion ratio set forth in the CIC Agreement. The final shares under the CIC Agreement vested on November 10, 2023, and all of the following:

1. corresponding The Corporation issued to the Majority Stockholders 2,000,000 restricted shares of Series B Preferred Stock, which are convertible into 3,000,000 SGRP Shares pursuant to the 1:1.5 conversion ratio set forth in the Preferred Designation and the CIC Agreement, subject to adjustment for a forward or reverse share split, share dividend, or similar transactions. These shares will vest over time upon execution of the CIC Agreement in 5 phases through November 10, 2023, assuming the Majority Stockholders' ongoing compliance with the terms and conditions of the CIC Agreement. Series B Preferred Shares may only be transferred to affiliates and certain related parties of the Majority Stockholders if those affiliates and certain related parties execute a process of being joineder to the CIC Agreement. The Series B Preferred Stock shares was valued at \$3,690,000 in total, based on the SGRP stock price on December 31, 2021 of \$1.23 per share for the 3,000,000 conversion SGRP shares.

December 31, 2023.

2. The Corporation made a \$250,000 cash payment to Mr. Brown and agreed to reimburse up to \$35,000 of the legal expenses of the Majority Stockholders that were incurred after January 1, 2021, in connection with the negotiation and execution of the CIC Agreement.
3. The Corporation assumed financial responsibility for, and paid directly to Affinity Insurance Company, Ltd., \$502,585 to settle SAS obligations and the related claim for the 2014-2015 plan year.

Pursuant to the CIC Agreement, all actions, claims and demands between the Majority Stockholders and the Company Corporation were resolved; and the Majority Stockholders and their affiliates during the five-year term of the CIC Agreement, ending on June 25, 2027, have agreed to give up their certain rights with respect to do any the management of

the following; (i) act or attempt to act by written consent; (ii) submit or attempt to submit any stockholder proposals in advance of any annual or special stockholders meeting Corporation.

#### **Bartels' Retirement and Director Compensation**

Mr. William H. Bartels retired as an employee of the Corporation; (iii) call Company as of January 1, 2020 but continues to serve as a member of SPAR's Board. Mr. Bartels is also one of the founders and a significant stockholder of SGRP. Effective January 18, 2020, SPAR's Governance Committee proposed and unanimously approved retirement benefits for the five-year period commencing January 1, 2020, and ending December 31, 2024 (the "Five-Year Period"), for Mr. Bartels. The aggregate value of benefits payable to Mr. Bartels is approximately \$0.2 million per year and a total of \$1.1 million for the Five-Year Period.

As of March 31, 2024, there are approximately \$178,425 of benefits payable, which are included in accrued expenses and other current liabilities in the unaudited condensed consolidated balance sheets.

#### **2023 and 2022 Executive Deferred Compensation Agreements**

The Corporation prepared a 2022 Stock Compensation Plan that would have included Awards for NQSOs and RSUs (as defined below), but that plan was never submitted to its shareholders for approval. However, the Board had previously approved, for certain key executives, incentive stock-based awards for 2023 and 2022 using RSUs or attempt cash. Since there were no plan based RSUs available, those executives instead received deferred compensation in the form of Phantom Stock Units ("PSUs"), which correspond to call any special meetings an equal number of shares of the Corporation's stockholders; (iv) continue or commence or attempt to continue or commence any legal claims against Common Stock ("SGRP Shares"). The number of PSUs received equals the Company; (v) change or attempt to change the size dollar value of the Board; (vi) appoint or remove or attempt incentive award divided by the per share market price of SGRP shares on the date of award. Each PSU represents the right of the grantee to appoint or remove any director or officer receive cash payments based on the fair market value of SGRP Shares at the time of vesting, but not to receive SGRP Shares themselves. The number of the Grantee's PSUs will be automatically adjusted to reflect the specified events respecting the SGRP Shares as provided in the applicable Phantom Stock Agreement. The PSUs do not possess the rights of common stockholders of the Corporation, except including any voting or dividend rights, and cannot be exercised or traded for SGRP Shares. Due to the cash settlement feature, the PSUs are classified as expressly permitted with liabilities in accrued expenses and other current liabilities and other long-term liabilities in the CIC Agreement; (vii) amend or attempt to amend the Corporation's Certificate of Incorporation or 2022 By-Laws; and (viii) enter or attempt to enter into any agreement, arrangement or understanding with any other person in an effort to take any of those actions.

The Corporation's amended and restated 2022 By-Laws were adopted to increase the independence of the Board by making the following changes (among others): (i) the Board size was fixed at 7 and must consist of at least three (3) Super Independent Directors (as defined below) plus the CEO at all times; (ii) the Chairman, Vice Chairman and all Committee Chairpersons must qualify as Super Independent Directors ; and (iii) to establish a quorum, any Board meeting must have 70% of the Directors including the majority of Super Independent Directors. If there are less than three (3) Super Independent Directors, then the least tenured non-Super Independent Director, other than the CEO, may not vote on Board matters, which helps to ensure that the Board remains under independent governance. As defined in the 2022 By-Laws "Super Independent Director" means a member of the Board who: (1) qualifies as an independent director under applicable laws and regulations; (2) is affirmatively determined to be an independent director by the Governance Committee of the Board; (3) excludes the Majority Stockholders, Spar Administrative Services, Inc. and Spar Business Services, Inc. and any of their respective Relatives, Family Members, or Affiliates; and (4) excludes any Person that is or was a present or past employee or advisor of any company with which any of the Majority Stockholders has been involved and any Person that is, or was in the past, related or affiliated in any way to any of the Majority Stockholders, including, without limitation, any Affiliates of Innovative Global Technologies, LLC or SP/R, Inc. Defined Benefit Pension Trust.

In January 2022, for the CIC Agreement and 2022 By-Law to go into effect, two (2) of the Board members at the time, James R. Brown, Sr. and Panagiotis Lazaretos, who are affiliated with the Majority Stockholders, retired from the Board and assumed other advisory roles with the Company under separate agreements (see below).

#### **Panagiotis Lazaretos Consulting Agreement**

On January 27, 2022, the Corporation entered into a consulting agreement with Thenablers, Ltd. effective February 1, 2022 (the " Lazaretos Consulting Agreement"). Thenablers, Ltd. is wholly owned by Mr.Panagiotis Lazaretos, a retired director of the corporation. Following Mr. Lazaretos' retirement as a director on January 25, 2022, Thenablers, Ltd. agreed to provide the consulting services of Mr. Lazaretos to the Corporation regarding global sales and new markets' expansion. The Lazaretos Consulting Agreement cannot be terminated by the consent of either party for the firsttwelve (12) months, and automatically expires on January 31, 2024. As compensation for its services, Thenablers, Ltd. is entitled to receive: (i) base compensation at a rate of \$10,000 per month for the term of the Consulting Agreement; (ii) incentive based compensation as calculated in Exhibit A of the Lazaretos Consulting Agreement; and (iii) the outstanding options granted to Mr. Panagiotis ("Panos") N. Lazaretos on February 4, 2022 will continue to be outstanding and vest according to their terms under the agreement. As permitted by that agreement, on February 2, 2023, the Corporation gave notice that it was terminating that agreement effective July 31, 2023.

#### **Other Domestic Related Party Transactions**

National Merchandising Services, LLC ("NMS"), is a consolidated domestic subsidiary of the Company and is owned jointly by SGRP through its indirect ownership of 51% of the NMS membership interests and by National Merchandising of America, Inc. ("NMA"), through its ownership of the other 49% of the NMS membership interests. Mr. Edward Burdekin is the Chief Executive Officer and President and a director of NMS and also is an executive officer and director of NMA. Ms. Andrea Burdekin, Mr. Burdekin's wife, is the sole stockholder and also a director of both NMA and NMS. NMA is an affiliate of the Company but is not under the control of or consolidated with the Company. Mr. Burdekin also owns 100% of National Store Retail Services ("NSRS"). Beginning in September 2018 and through June 2021, NSRS provided substantially all of the domestic merchandising specialist field force used by NMS. For those services, NMS agrees to reimburse NSRS certain costs for providing those services plus a premium ranging from 4.0% to 10.0% of certain costs. Starting in July 2021, the domestic merchandising specialist field force services provided by NSRS was transitioned to National Remodel & Setup Services, LLC ("NRSS") with the same financial arrangement. Mrs. Andrea Burdekin is the owner of NRSS. NMS also leases office space from Mr. Burdekin. The costs associated with these activities for the three months ended September 30, 2023 and 2022 were approximately \$1.5 million and \$2.5 million, respectively. The costs associated with these activities for the nine months ended September 30, 2023 and 2022 were approximately \$4.2 million and \$7.1 million, respectively. balance sheet.

Effective as of March 24, 2022 (the "2022 Grant Date"), the Corporation issued an award of 111,111 PSUs to each of its Executives: Kori G. Belzer; William Linnane; and Ron Lutz. Vesting will occur in three tranches of one-third each over the three (3) year period following the 2022 Grant Date, provided that: (i) the Grantee is an employee of the Company at the time; and (ii) the Corporation achieved 90% of the agreed upon financial target for 2022. As of December 31, 2023, the Company had determined that the 2022 performance target had not been met and the first tranche of those PSUs did not vest. The Board approved in October 2023 that the second and third tranches of those PSUs will respectively vest on the second and third anniversary of the 2022 Grant Date with no additional vesting criteria.

Effective as of April 3, 2023 (the "2023 Grant Date"), the Corporation granted an award of 181,818 PSUs to each its Executives: Kori G. Belzer; William Linnane; and Ron Lutz. None of those PSUs were vested as of the 2023 Grant Date. The PSUs granted and issued to each such Grantee shall vest over the three-year period following the Grant Date provided that the Grantee is an employee of the Company on the applicable vesting date; and the first tranche of those PSUs was to have vested upon the achievement by the Company of 70% or greater of the budgeted 2023 Global EBIT. If the first-year metrics are achieved, the second and third tranches will respectively vest on the second and third anniversary of the 2023 Grant Date with no additional vesting criteria. As of March 31, 2024, the Company determined that the 2023 performance target had been met, the first tranche of those PSUs had vested, and the second and third tranches of those PSUs will respectively vest on the second and third anniversary of the 2023 Grant Date with no additional vesting criteria.

Effective as of the 2023 Grant Date, the Corporation also granted an award of 378,788 PSUs to Michael R. Matacunas, the Chief Executive Officer and President of the Corporation. None of those PSUs were vested as of the 2023 Grant Date. All of the PSUs granted and issued to him will vest over a one-year period following the 2023 Grant Date provided that the Grantee is an employee of the Company on April 3, 2024, upon the achievement by the Company of 70% or greater of the budgeted 2023 Global EBIT. As of March 31, 2024, the Company had determined that the 2023 performance target had been met, and all of those PSUs have vested.

Effective as of the 2023 Grant Date, the Corporation also granted an award of 75,758 PSUs to Antonio Calisto Pato, the Chief Financial Officer, Secretary and Treasurer of the Corporation. None of those PSUs were vested as of the 2023 Grant Date. All of the PSUs granted and issued to him will vest over the one-year period following the 2023 Grant Date provided that the Grantee is an employee of the Company on April 3, 2024, upon the achievement by the Company of 70% or greater of the budgeted 2023 Global EBIT. As of March 31, 2024, the Company had determined that the 2023 performance target had been met, and all of those PSUs have vested.

#### **Other Related Party Transactions and Arrangements**

Resource Plus is and related companies are owned jointly by SGRP through its direct ownership of 51% of the Resource Plus membership interests and by Mr. Richard Justus through his ownership of the other 49% of the Resource Plus membership interests. Mr. Justus has a 50% ownership interest in RJ Holdings which owns the buildings where Resource Plus is headquartered and operates and are subleased to Resource Plus. The costs associated with these activities for SGRP acquired the remaining joint venture interest in a transaction that closed on three May 1, 2024 months ended (see Note September 30, 2023 and 2022 12 were approximately \$0.1 million and \$0.2 million, respectively. The costs associated with these activities for the nine months ended September 30, 2023 and 2022 were approximately \$0.4 million and \$0.5 million, respectively.

Subsequent Events).

On December 1, 2021, the Corporation entered into the Agreement for Marketing and Advertising Services (the "WB Agreement") with WB Marketing, Inc. (the "Agent", and together with the Company, the "Parties"). The Agent is an entity owned and controlled by Mrs. Jean Matacunas who is the wife of President and Chief Executive Officer, Michael R. Matacunas. Costs associated with these activities for the nine-months ended September 30, 2023 and 2022 were approximately \$0.1 million and \$0.1 million, respectively.

SBS and Infotech are related parties and affiliates of SGRP, but are not under the control or part of the consolidated Company. See *Change of Controls, Voting and Restricted Stock Agreement*, above. In July 1999 the Company, SBS and Infotech entered into a perpetual software ownership agreement providing that each party independently owned an undivided share of and has the right to unilaterally license and exploit certain portions of the Company's proprietary scheduling, tracking, coordination, reporting and expense software are co-owned with SBS and Infotech, and each entered into a non-exclusive royalty-free license from the Company to use certain "SPAR" trademarks in the United States.

14

#### **International Related Party Services Joint Venture Transactions**

The Company's Corporation's principal Brazilian subsidiary, SPAR BSMT, is owned 51% by the Company. Mr. Jonathan Dagues Martins, ("JDM") is the Chief Executive Officer and President of each SPAR Brazil subsidiary pursuant to a Management Agreement between JDM and SPAR BSMT dated September 13, 2016. JDM also is a director of SPAR BSMT. Accordingly, JKC and JDM is are each a related party of respecting the Company. EILLC is owned by Mr. Peter W. Brown, a director of SPAR BSMT and the Corporation.

**SPARFACTS** The Corporation's principal Brazilian operating subsidiary, SPAR Brasil Serviços de Merchandising e Tecnologia S.A. ("SPAR BSMT"), is owned 51% by the Company, 39% by JK Consultoria Empresarial Ltda.-ME, a Brazilian limitada ("JKC"), and 10% by Earth Investments, LLC ("EILLC"). JKC is owned by Mr. Jonathan Dagues Martins ("JDM") and his sister, Ms. Karla Dagues Martins. JDM is the Chief Executive Officer of SPAR BSMT and each of its subsidiaries pursuant to a Management Agreement between JDM and SPAR BSMT dated September 13, 2016. JDM also is a director of SPAR BSMT. EILLC is owned by Mr. Peter W. Brown, who currently is a director of SPAR BSMT.

On March 26, 2024, the Company signed a Share Purchase Agreement with JKC to acquire for 58.9 million BRL (or approximately \$11.8 million) the ownership of SGRP Brasil Participações Ltda ("Brasil Holdings"), the Company's Brazilian holding company. Brasil Holdings in turn owns (and after closing will continue to own) 51% of its operating joint venture subsidiary SPAR Brasil Serviços de Merchandising e Tecnologia S.A. (the "JV"), and the JV's subsidiaries. Closing of the sale is expected in the second quarter of 2024.

SPAR (Shanghai) Marketing Management Co., Ltd. ("SPAR China"), is a consolidated international subsidiary of the Company and is owned 51% by SGRP. Ms. Lynda Chapman the Company. On February 23, 2024, the Company entered into an Equity Transfer Agreement to sell its 51% ownership interest in SPAR (Shanghai) Marketing Management Co., Ltd. to Shanghai Jingbo Enterprise Consulting Co., Ltd. and Shanghai Wedone Marketing Management Co. Ltd. The total price to be paid to the Company is a

director \$200,000. The sale was completed as of SPARFACTS. Her various companies provide office lease, accounting and consultant services to SPARFACTS. April 8, 2024 (see Note 12 – Subsequent Events, below).

#### **Agreement to sell the Company's ownership interest in its South African Joint Venture**

Prior to March 31, 2024, SGRP Meridian Proprietary Limited ("Meridian") was a consolidated international subsidiary of the Company and was owned 51% by the Company and 49% by Friedshelf (Pty) Ltd., Lindicom Proprietary Limited, and Lindicom Empowerment Holdings Proprietary Limited ("Local Owners").

On February 7, 2024, the Company entered into a Sale of Shares Agreement to sell its 51% ownership interest in Meridian to the Local Owners for 180,700,000 South African Rand, most of which would be paid upon closing. Meridian in turn owns (and after closing will continue to own) interests in its subsidiaries: CMR-Meridian Proprietary Limited; Bordax Retail Services (Pty) Ltd; and Bordax Retail Services Gauteng (Pty) Ltd.

The Closing conditions under that Agreement were satisfied in all material respects by March 31, 2024, and on April 29, the Company received 144,560,000 South African Rand from the Local Buyers (or approximately \$7.7 million). The remaining purchase price will be paid on December 31, 2024 or 2025, depending on certain financial triggers, and its payment is secured by an irrevocable unconditional guarantee from Investec Bank Limited. The Company has also licensed certain technology (including SPARView) and trademarks to Meridian in connection with the sale. The Company has recognized a gain of \$7.2 million in the first quarter of 2024 as a result of this transaction.

#### **Summary of Certain Related Party Transactions**

Due to related parties consists of the following as of the periods presented (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
<b>Loans from joint venture partners(1):</b>				
Loans from local investors:(1)				
Mexico			623	623
China	\$ 1,500	\$ 1,382	2,279	2,316
Mexico	623	623		
Australia	610	693		
Resource Plus	266	266	266	266
Total due to affiliates	\$ 2,999	\$ 2,964	\$ 3,168	\$ 3,205

(1) Represent loans due from the local investors into the Company's subsidiaries (representing their proportionate share of working capital loans). The loans have no payment terms, are due on demand, and are classified as current liabilities in the unaudited condensed consolidated balance sheets.

#### **Bartels' Retirement and Director Compensation**

Mr. William H. Bartels retired as an employee of the Company as of January 1, 2020 but continues to serve as a member of SPAR's Board. Mr. Bartels is also one of the founders and a significant stockholder of SGRP. Effective January 18, 2020, SPAR's Governance Committee proposed and unanimously approved retirement benefits for the five-year period commencing January 1, 2020, and ending December 31, 2024 (the "Five-Year Period"), for Mr. Bartels. The aggregate value of benefits payable to Mr. Bartels is approximately \$0.2 million per year and a total of \$1.1 million for the Five-Year Period.

As of September 30, 2023, there are approximately \$0.2 million of benefits payable, which are included in accrued expenses and other current liabilities in the unaudited condensed consolidated balance sheets.

14.15

#### **9. Segment Information**

Select statement of operations activity of the Company's reportable segments for the periods presented were (in thousands):

	Three Months Ended		Nine Months Ended		Three Months Ended	
	September 30,		September 30,		March 31,	
	2023	2022	2023	2022	2024	2023
<b>Net revenues:</b>						
Americas	\$ 53,796	\$ 53,738	\$ 154,457	\$ 149,992	\$ 54,655	\$ 48,578
APAC	5,674	7,147	17,432	19,351	5,761	6,100

EMEA	7,863	8,947	25,760	27,283	8,277	9,702
Total net revenues	\$ 67,333	\$ 69,832	\$ 197,649	\$ 196,626	\$ 68,693	\$ 64,380
<b>Operating income (loss):</b>						
<b>Operating income:</b>						
Americas	\$ 1,328	\$ 1,441	\$ 5,894	\$ 5,862	\$ 9,427	\$ 2,521
APAC	(218)	(341)	(510)	(1,491)	(216)	(192)
EMEA	431	620	1,304	1,772	361	821
Total operating income	\$ 1,541	\$ 1,720	\$ 6,688	\$ 6,143	\$ 9,572	\$ 3,150
<b>Interest expense, net:</b>						
<b>Interest expense:</b>						
Americas	\$ 264	\$ 203	\$ 895	\$ 399	\$ 426	\$ 274
APAC	31	6	47	24	13	(1)
EMEA	85	61	306	172	91	117
Total interest expense, net	\$ 380	\$ 270	\$ 1,248	\$ 595	\$ 530	\$ 390
<b>Other (income) expense, net:</b>						
<b>Other expense (income), net:</b>						
Americas	\$ 5	\$ (12)	\$ 22	\$ (24)	\$ (15)	\$ 28
APAC	(59)	(50)	(69)	(62)	32	(6)
EMEA	(110)	(64)	(300)	(277)	(10)	(80)
Total other (income) expense, net	\$ (164)	\$ (126)	\$ (347)	\$ (363)		
Total other income, net					\$ 7	\$ (58)
<b>Income (loss) before income tax expense:</b>						
<b>Income before income tax expense:</b>						
Americas	\$ 1,059	\$ 1,250	\$ 4,977	\$ 5,487	\$ 9,461	\$ 2,219
APAC	(190)	(297)	(488)	(1,453)	531	(185)
EMEA	456	623	1,298	1,877	(957)	784
Total income before income tax expense	\$ 1,325	\$ 1,576	\$ 5,787	\$ 5,911	\$ 9,035	\$ 2,818
<b>Income tax expense:</b>						
Americas	\$ (163)	\$ 467	\$ 1,068	\$ 1,346	\$ 1,777	\$ 755
APAC	45	(145)	8	(104)	8	21
EMEA	345	354	730	700	69	265
Total income tax expense	\$ 227	\$ 676	\$ 1,806	\$ 1,942	\$ 1,854	\$ 1,041

15 16

Net income, depreciation and amortization expense, and capital expenditures of the Company's reportable segments for the periods presented were (in thousands):

	Three Months Ended March 31,					
<b>Net income (loss):</b>						
Americas	\$ 1,222	\$ 783	\$ 3,909	\$ 4,141	\$ 7,685	\$ 1,464
APAC	(235)	(152)	(496)	(1,349)	523	(206)
EMEA	111	269	568	1,177	(1,027)	519
Total net income	\$ 1,098	\$ 900	\$ 3,981	\$ 3,969	\$ 7,181	\$ 1,777
<b>Net income (loss) attributable to non-controlling interest</b>						
Americas	\$ 604	\$ (582)	\$ 1,484	\$ (1,660)	\$ 282	\$ 485

APAC	(5)	(45)	11	476	(18)	4
EMEA	240	(305)	722	(996)	290	422
Total net income (loss) attributable to non-controlling interest	\$ 839	\$ (932)	\$ 2,217	\$ (2,180)		
Total net income attributable to non-controlling interest					\$ 554	\$ 911
Net income (loss) attributable to SPAR Group, Inc.						
Net income attributable to SPAR Group, Inc.						
Americas	\$ 618	\$ 201	\$ 2,425	\$ 2,481	\$ 7,403	\$ 979
APAC	(230)	(197)	(507)	(873)	541	(210)
EMEA	(129)	(36)	(154)	181	(1,317)	97
Total net income (loss) attributable to SPAR Group, Inc.	\$ 259	\$ (32)	\$ 1,764	\$ 1,789		
Total net income attributable to SPAR Group, Inc.					\$ 6,627	\$ 866
Depreciation and amortization						
Americas	\$ 472	\$ 482	\$ 1,402	\$ 1,456	\$ 442	\$ 462
APAC	36	15	60	39	32	13
EMEA	40	9	112	29	37	57
Total depreciation and amortization	\$ 548	\$ 506	\$ 1,574	\$ 1,524	\$ 511	\$ 532
Capital expenditures:						
Americas	\$ 286	\$ 433	\$ 946	\$ 1,214	\$ 416	\$ 289
APAC	30	—	37	14	11	5
EMEA	49	30	100	9	5	49
Total capital expenditures	\$ 365	\$ 463	\$ 1,083	\$ 1,237	\$ 432	\$ 343

There were no intercompany sales for the three and nine months ended September 30, 2023, March 31, 2024 and 2022, 2023.

Total assets of the Company's reportable segments as of the periods presented were (in thousands):

	September 30,		December 31,		March	December
	2023	2022	2022	2024	31,	31,
<b>Assets:</b>						
Americas	\$ 73,118	\$ 75,440	\$ 98,820	\$ 71,372		
APAC	7,917	5,952	5,711	13,361		
EMEA	12,980	13,206	—	5,548		
Total assets	\$ 94,015	\$ 94,598	\$ 104,531	\$ 90,281		

17

Long-lived assets of the Company's reportable segments as of the periods presented were (in thousands):

	September 30,		December 31,		March	December
	2023	2022	2022	2024	31,	31,
<b>Long lived assets:</b>						
Americas	\$ 5,115	\$ 4,605	\$ 4,408	\$ 4,585		
APAC	1,050	1,244	42	1,015		
EMEA	798	315	—	745		
Total long lived assets	\$ 6,963	\$ 6,164	\$ 4,450	\$ 6,345		

16

**Geographic Data** (in thousands)

	Three Months Ended September 30,				Nine Months Ended September 30,				Three Months Ended March 31,			
	2023		2022		2023		2022		2024		2023	
	% of consolidated net revenue											
United States	\$ 28,722	42.7%	\$ 32,475	46.5%	\$ 81,004	41.0%	\$ 87,406	44.5%	\$ 28,822	42.0%	\$ 26,194	40.7%
Brazil	18,619	27.7	16,904	24.2	56,717	28.7	49,504	25.2	19,297	28.1%	18,082	28.1%
South Africa	7,863	11.7	8,947	12.8	25,759	13.0	27,283	13.9	8,277	12.0%	9,701	15.1%
Mexico	3,033	4.5	2,375	3.4	8,065	4.1	7,132	3.6	3,267	4.8%	2,472	3.8%
China	2,205	3.3	3,460	5.0	7,106	3.6	7,930	4.0	2,698	3.9%	2,677	4.2%
Japan	1,489	2.2	1,725	2.5	4,533	2.3	5,536	2.8	1,418	2.1%	1,553	2.4%
Canada	3,421	5.1	2,707	3.9	8,671	4.4	5,949	3.0	3,269	4.8%	1,830	2.8%
India	1,577	2.2	831	1.1	4,420	2.2	4,765	2.4	1,645	2.4%	1,406	2.2%
Australia	404	0.6	408	0.6	1,374	0.7	1,121	0.6	-	0.0%	465	0.7%
Total net revenue	\$ 67,333	100.0%	\$ 69,832	100.0%	\$ 197,649	100.0%	\$ 196,626	100.0%	\$ 68,693	100.0%	\$ 64,380	100.0%

## 10. Leases

The Company is a lessee under certain operating leases for office space and equipment.

The components of lease expenses consisted of the following for the periods presented (in thousands):

Lease Costs	Classification	Three Months Ended		Nine Months Ended		Three Months Ended	
		September 30,		September 30,		Classification	2024
		2023	2022	2023	2022	2023	2023
Operating lease cost	Selling, General and Administrative Expense	\$ 71	\$ 103	\$ 212	\$ 358	Selling, General and Administrative Expense	\$ 170 \$ 70
Short-term lease cost	Selling, General and Administrative Expense	19	137	130	399	Selling, General and Administrative Expense	176 76
Variable costs	Selling, General and Administrative Expense	13	21	44	74	Selling, General and Administrative Expense	- 16
Total lease cost	Total lease cost	\$ 103	\$ 261	\$ 386	\$ 831	Total lease cost	\$ 346 \$ 162

(1) Variable lease expense consists primarily of property taxes, property insurance, and common area or other maintenance costs for the Company's leases of office space.

17 18

The following includes supplemental information for the periods presented (in thousands):

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2023	2022			2023	2022		
Cash paid for amounts included in the measurement of lease liabilities	\$ 233	\$ 245			\$ 489	\$ 775		
Assets obtained in exchange for new operating lease liabilities								
Operating lease	\$ 386	\$ -			\$ 1,497	\$ -		

	Three Months Ended			
	March 31,			
	2024	2023		
Operating cash flows from operating leases			\$ 176	\$ 150
Right-of-use assets obtained in exchange for lease obligations				
Operating leases			\$ 2,104	\$ 303

Balance sheet information related to leases consisted of the following as of the periods presented (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
<b>Assets:</b>				
Operating lease right-of-use assets	\$ 2,023	\$ 969	\$ 1,682	\$ 2,323
<b>Liabilities:</b>				
Current portion of operating lease liabilities	946	363	522	1,163
Non-current portion of operating lease liabilities	1,077	606	1,160	1,160
Total operating lease liabilities	<u>\$ 2,023</u>	<u>\$ 969</u>	<u>\$ 1,682</u>	<u>\$ 2,323</u>
Weighted-average remaining lease term - operating leases (in years)	2.1	2.04	2.91	2.64
Weighted-average discount rate - operating leases	10.0%	6.4%	7.9%	8.8%

The following table summarizes the maturities of lease liabilities as of **September 30, 2023** (**March 31, 2024**) (in thousands):

Period Ending December 31,	Amount	Amount
2023	\$ 281	
2024	886	\$ 1,045
2025	957	555
2026	179	175
2027	144	152
2028		110
Thereafter	109	5
Total Lease Payments	2,556	2,042
Less: imputed interest	533	(360)
Total	<u>\$ 2,023</u>	<u>\$ 1,682</u>

**1819**

## 11. Earnings Per Share

The following table sets forth the computations of basic and diluted net income per share (in thousands, except per share data):

	Three Months Ended				Nine Months Ended			
	September 30,		September 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
<b>Numerator:</b>								
Net income (loss) attributable to SPAR Group, Inc.	\$ 259	\$ (32)	\$ 1,764	\$ 1,789				
<b>Denominator:</b>								
Weighted-average common shares outstanding – basic	23,237	22,227	23,201	21,873				
<b>Effect of potentially dilutive securities:</b>								
Stock options and unvested restricted shares	139	-	149	137				
Weighted-average common shares outstanding – diluted	23,376	22,227	23,350	22,010				
Basic income per common share attributable to SPAR Group, Inc.	\$ 0.01	\$ 0.00	\$ 0.08	\$ 0.08				
Diluted income per common share attributable to SPAR Group, Inc.	\$ 0.01	\$ 0.00	\$ 0.08	\$ 0.08				

	Three Months Ended			
	March 31,			
	2024	2023		
<b>Numerator:</b>				
Net income attributable to SPAR Group, Inc.	\$ 6,627	\$ 866		
<b>Denominator:</b>				
Shares used in basic net income per share calculation	23,817	23,114		
<b>Effect of diluted securities:</b>				
Stock options and unvested restricted shares	196	165		
Shares used in diluted net income per share calculations	24,013	23,279		
Basic net income per common share	\$ 0.28	\$ 0.04		
Diluted net income per common share	\$ 0.28	\$ 0.04		

## 12. Subsequent Events

With the exception of those below, there are no additional subsequent events through May 15, 2024, the date these unaudited condensed consolidated financial statements were available for issuance.

### **Agreement to sell the Company's ownership interest in its Chinese Joint Venture**

On February 23, 2024, the Company entered into an Equity Transfer Agreement to sell its 51% ownership interest in SPAR (Shanghai) Marketing Management Co., Ltd. to Shanghai Jingbo Enterprise Consulting Co., Ltd. and Shanghai Wedone Marketing Management Co. Ltd. The total price to be paid to the Company is \$200,000. The sale was completed as of April 8, 2024.

### **Agreement to sell the Company's Brazilian subsidiary that owns its interest in its Brazilian Joint Venture**

On March 26, 2024, the Company signed a share purchase agreement with JK Consultoria Empresarial Ltda. ("JKC") for JKC to acquire the Company's Brazilian holding company (which in turn owns the Company's 51 percent interest in its Brazilian joint venture subsidiary) for BRL 58.9 million or approximately \$11.8 million. Closing of the sale is dependent upon a number of conditions and is expected in the second quarter of 2024.

### **Agreement to acquire minority interest in Resource Plus**

On April 18, 2024, the Company entered into a Securities Purchase Agreement to buy from Mr. Richard Justus the remaining minority joint venture interests of RPI and its sister companies, Mobex of North Florida, Inc., and Leasex, LLC. Based on the terms set in the original joint venture agreement, the Company will pay a total of \$3 million in annual payments over a five-year period. \$250,000 was paid within five business days of closing, and the remaining \$2,750,000 will be paid pursuant to a Secured Promissory Note. The agreement resulted in the termination of all relevant shareholder and operating agreements, although specific confidentiality obligations remain effective for three years post-closing and specific mutual releases were provided. The purchase was closed and completed on May 1, 2024. See *Other Domestic Related Party Transactions* in Note 8, above.

## Repurchase of 1,000,000 SGRP Shares From William H. Bartels

On May 13, 2024, SGRP privately repurchased 1,000,000 shares of SGRP's Common Stock from William H. Bartels, effective as of April 30, 2024, at a purchase price of \$1.80 per share (the Nasdaq closing price on April 29, 2024).

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

#### Forward-Looking Statements

*This Quarterly Report on Form 10-Q (this "Quarterly Report") contains "forward-looking statements" within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, made by, or respecting, SPAR Group, Inc. ("SGRP" "SGRP" or the "Corporation") and its subsidiaries (together (and SGRP together with SGRP, its subsidiaries may be referred to as "SPAR Group", the "SPAR Group" "p" or the "Company" "Company"). There also are forward-looking statements contained in: (a) SGRP's 2022 2023 Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, as filed with the Securities and Exchange Commission (the "SEC" "SEC") on April 17, 2023 April 1, 2024, and SGRP's First Amendment to the 2022 2023 Annual Report on Form 10-K/A for the year ended December 31, 2022 December 31, 2023, as filed with the SEC on May 1, 2023 April 30, 2024 (as so amended, the "Annual Report" "Annual Report"); and (b) SGRP's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and statements as and when filed with the SEC (including this Quarterly Report and the Annual Report, each a "SEC Report" "SEC Report"). "Forward-looking statements" are defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act" "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act" "Exchange Act"), and other applicable federal and state securities laws, rules and regulations, as amended (together with the Securities Act and Exchange Act, the "Securities Laws" "Securities Laws").*

*Readers can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Words such as "may," "will," "expect," "intend," "believe," "estimate," "anticipate," "continue," "plan," "project," or the negative of these terms or other similar expressions also identify forward-looking statements. Forward-looking statements made by the Company in this Quarterly Report and the Annual Report may include (without limitation) statements regarding: risks, uncertainties, cautions, circumstances and other factors ("Risks" "Risks"). Those Risks include (without limitation): the impact of the Company's strategic review process or any resulting action or inaction; the impact of selling certain of the Company's subsidiaries or any resulting impact on revenues, earnings or cash; the impact of adding new directors or new finance team members; the potential negative effects of any stock repurchase and/or payment; the potential continuing negative effects of the COVID-19 COVID pandemic on the Company's business; the Company's potential non-compliance with applicable Nasdaq director independence; independence, bid price or other rules; the Company's cash flow or financial condition; and plans, intentions, expectations, guidance or other information respecting the pursuit or achievement of the Company's corporate objectives. The Company's forward-looking statements also include (without limitation) those made (as applicable) in this Quarterly Report and the Annual Report in "Business", "Risk Factors", "Factors", "Legal Proceedings," and "Proceedings", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Directors, Executive Officers and Corporate Governance", "Executive Compensation", "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters", and "Certain Relationships and Related Transactions, and Director Independence".*

*You should carefully review and consider the Company's forward-looking statements (including all risk factors and other cautions and uncertainties) and other information made, contained or noted in or incorporated by reference into this Quarterly Report, the Annual Report, and the other applicable SEC Reports, but you should not place undue reliance on any of them. The results, actions, levels of activity, performance, achievements or condition of the Company (including its affiliates, assets, business, clients, capital, cash flow, credit, expenses, financial condition, income, legal costs, liabilities, liquidity, locations, marketing, operations, performance, prospects, sales, strategies, taxation or other achievement, results, risks, trends or condition) and other events and circumstances planned, intended, anticipated, estimated or otherwise expected by the Company (collectively, "Expectations" "Expectations"), and our forward-looking statements (including all Risks) and other information reflect the Company's current views about future events and circumstances. Although the Company believes those Expectations and views are reasonable, the results, actions, levels of activity, performance, achievements or condition of the Company or other events and circumstances may differ materially from our Expectations and views, and they cannot be assured or guaranteed by the Company, since they are subject to Risks and other assumptions, changes in circumstances and unpredictable events (many of which are beyond the Company's control). In addition, new Risks arise from time to time, and it is impossible for the Company to predict these matters or how they may arise or affect the Company. Accordingly, the Company cannot assure you that its Expectations will be achieved in whole or in part, that it has identified all potential Risks, or that it can successfully avoid or mitigate such Risks in whole or in part, any of which could be significant and materially adverse to the Company and the value of your investment in the Company's common stock. Common Stock.*

*These forward-looking statements reflect the Company's Company's Expectations, views, Risks and assumptions only as of the date of this Quarterly Report and the Annual Report, and the Company does not intend, assume any obligation, or promise to publicly update or revise any forward-looking forward-looking statements*

(including any Risks or Expectations) or other information (in whole or in part), whether as a result of new information, new or worsening Risks or uncertainties, changed circumstances, future events, recognition, or otherwise.

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## SPAR Group, Inc. and Subsidiaries

### Overview of Our Business

SPAR Group is a leading merchandising and brand marketing distribution services and analytics company, providing a broad range of sales enhancing services and insights to retailers across most classes of trade and consumer goods manufacturers and distributors around the world. The Company's goal is to be the most creative, energizing and effective global services company that drives sales, margins and operating efficiency for our brand and retail clients.

As of **September 30, 2023** **March 31, 2024**, the Company operated in **nine countries, including seven countries**: the United States, Canada, Mexico, Brazil, South Africa, Australia, China, Japan and India. Across all of these countries, the Company successfully executes programs through its multi-lingual logistics, reporting and communication technology, which provides clients value through real-time insight on store and store/product conditions.

With more than 50 years of experience and a diverse network of merchandising specialists around the world, the Company continues to grow its relationships with some of the world's leading businesses. The combination of resource scale, deep expertise, advanced technology and unwavering commitment to excellence, separates the Company from the competition.

The Company's focus Company is providing services. The dedicated to delivering a spectrum of specialized services tailored to enhance retail operations and profitability across the globe. Our team works collaborates closely with clients to determine identify their key objectives to execute globally, focusing on enhancing their primary goals, ensuring the execution of strategies that boost sales and profit. At retail, the Company's profit margins. With a focus on merchandising and brand marketing, our specialists perform deploy a wide range variety of programs to maximize aimed at maximizing product sell-through to consumers. Some of these programs include These initiatives range from launching new products installing and setting up promotional displays to assembling product fixtures and ensuring shelves are fully stocked and consistent stock availability, thus facilitating efficient reordering when they are not. The Company also assists with processes. Furthermore, we extend our expertise to sales enhancement and customer service. service improvement. As retailers adapt to changes and new opportunities, the retail landscape evolves, our team engages in the total is adept at undertaking comprehensive store renovations and updating of stores, as well as preparing new locations for their grand openings. The Company's openings, ensuring they meet the modern consumer's expectations. Additionally, our distribution associates work play a pivotal role in retail and consumer goods distribution and fulfilment centers, to prepare the centers to open, testing systems, putting away, picking products preparing these facilities for operation, optimizing system functionality, managing product logistics, and providing peak essential staffing services for solutions to meet our clients to optimize their supply chain.

The Company reviews its results in three segments, as follows: (i) the Americas, which is comprised of the United States, Canada, Brazil and Mexico; (ii) Asia-Pacific ("APAC"), which is comprised of Japan, China, India and Australia; and (iii) Europe, the Middle East and Africa ("EMEA"), which is comprised of South Africa clients' needs effectively.

The Company's business is led and operated from its global headquarters in Auburn Hills, Michigan, with local leadership and offices in each country.

### Adjusted EBITDA

Adjusted EBITDA is a non-GAAP measure of our operating performance and should not be considered as an alternative to net income as a measure of financial performance or any other performance measure derived in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). "Adjusted EBITDA" is defined as net income before (i) depreciation and amortization, (ii) interest expense, net, (iii) income tax expense, (iv) Board of Directors incremental compensation expense, (v) restructuring, (vi) goodwill impairment, (vii) nonrecurring legal settlement costs and associated legal expenses unrelated to the Company's core operations, and (viii) special items as determined by management. This metric is a supplemental measure of our operating performance that is neither required by, nor presented in accordance with, U.S. GAAP.

We present Adjusted EBITDA because we believe it assists investors and analysts in comparing our operating performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our ongoing operating performance. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in our presentation of Adjusted EBITDA. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items. There can be no assurance that we will not modify the presentation of Adjusted EBITDA in future periods, and any such modification may be material. In addition, Adjusted EBITDA may not be comparable to similarly titled measures used by other companies in our industry or across different industries.

Our management believes Adjusted EBITDA is helpful in highlighting trends in our core operating performance compared to other measures, which can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. We also use Adjusted to supplement U.S. GAAP measures of performance in the evaluation of the effectiveness of our business strategies and to make budgeting decisions.

Adjusted EBITDA has its limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations include:

- Adjusted EBITDA does not reflect our cash expenditure or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in our cash requirements for our working capital needs;
- Adjusted EBITDA does not reflect the interest expense and the cash requirements necessary to service interest or principal payments on our debt;
- Adjusted EBITDA does not reflect cash requirements for replacement of assets that are being depreciated and amortized;
- Adjusted EBITDA does not reflect non-cash compensation, which is a key element of our overall long-term compensation;
- Adjusted EBITDA does not reflect the impact of certain cash charges or cash receipts resulting from matters we do not find indicative of our ongoing operations; and
- Other companies in our industry may calculate Adjusted EBITDA differently than we do.

The following is a reconciliation of our net income to Adjusted EBITDA for the periods presented:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Net Income	\$ 1,098	\$ 900	\$ 3,981	\$ 3,969
Depreciation and amortization	548	506	1,574	1,524
Interest expense, net	380	270	1,248	595
Income tax expense	227	676	1,806	1,942
Other income, net	(164 )	(126 )	(347 )	(363 )
Consolidated EBITDA	2,089	2,226	8,262	7,667
Review of strategic alternatives	143	-	571	-
Shared based compensation	83	309	217	589
Legal costs / settlements - non recurring	140	-	140	(368 )
Restructuring costs	28	-	28	-
Consolidated Adjusted EBITDA	2,483	2,535	9,218	7,888
Adjusted EBITDA attributable to noncontrolling interest	(977 )	(1,295 )	(3,211 )	(3,035 )
Adjusted EBITDA attributable to SPAR Group, Inc.	\$ 1,506	\$ 1,240	\$ 6,007	\$ 4,853

(in thousands)	Three Months Ended March 31,	
	2024	2023
Consolidated Net Income	\$ 7,181	\$ 1,777
Depreciation and amortization	511	532
Interest expense	530	390
Income tax expense	1,854	1,041
Other (income), loss	7	(58 )
Subtotal of Adjustments to Consolidated Net Income	2,902	1,905
Consolidated EBITDA	\$ 10,083	\$ 3,682
Review of Strategic Alternatives	330	317
Gain on Sale of Business	(7,157 )	-
Share Based Compensation	128	173
Consolidated Adjusted EBITDA	\$ 3,384	\$ 4,172
Adjusted EBITDA attributable to non-controlling interest	(918 )	(1,276 )
Adjusted EBITDA attributable to SPAR Group, Inc.	\$ 2,466	\$ 2,896

## RESULTS OF OPERATIONS

For the three months ended September 30, 2023, compared to the three months ended September 30, 2022

The following table sets forth selected financial data and data as a percentage of Net revenues for the periods indicated (in thousands):

	Three Months Ended September 30,			
	2023		2022	
	\$	%	\$	%
Net revenues	\$ 67,333	100.0 %	\$ 69,832	100.0 %
Cost of revenues	53,960	80.1	56,992	81.0
Gross profit	13,373	19.9	12,840	19.0
Selling, general & administrative expense	11,284	16.8	10,614	15.1
Depreciation & amortization	548	0.8	506	0.7
Operating income	1,541	2.3	1,720	2.4
Interest expense, net	380	0.6	270	0.4
Other income, net	(164 )	(0.2 )	(126 )	(0.2 )
Income before income tax expense	1,325	2.0	1,576	2.3
Income tax expense	227	0.3	676	1.0
Net income	1,098	1.6	900	1.4
Net income attributable to non-controlling interest	(839 )	(1.2 )	(932 )	(1.4 )
Net income (loss) attributable to SPAR Group, Inc.	\$ 259	0.4 %	\$ (32 )	(0.1 %)

	Three Months Ended March 31,			
	2024		2023	
	\$	%	\$	%
Net revenues	\$ 68,693	100.0 %	\$ 64,380.0	100.0 %
Related Party - Cost of revenues	-	0.0 %	\$ 1,497.0	2.3 %
Cost of revenues	56,151	81.7 %	48,745.0	75.7 %
Gross Profit	12,542	18.3 %	14,138.0	22.0 %
Selling, general and administrative expense	9,616	14.0 %	10,456.0	16.2 %
Gain on sale of business	(7,157)	10.4 %	-	- %
Depreciation and amortization	511	0.7 %	532.0	0.8 %
Interest expense	530	0.8 %	390.0	0.6 %
Other expense (income), net	7	0.0 %	(58.0 )	-0.1 %
Income before income taxes	9,035	13.2 %	2,818.0	4.4 %
Income tax expense	1,854	2.7 %	1,041.0	1.6 %
Net income	7,181	10.5 %	1,777.0	2.8 %
Net income attributable to non-controlling interest	(554 )	-0.8 %	(911.0 )	-1.4 %
Net income attributable to SPAR Group, Inc.	\$ 6,627	9.6 %	\$ 866.0	1.3 %

### Net Revenues

Net revenues for the three months ended September 30, 2023 March 31, 2024 were \$67.3 million, \$68.7 million, compared to \$69.8 million \$64.4 million for the three months ended September 30, 2022 March 31, 2023, a decrease an increase of \$2.5 \$4.3 million, or 3.6%. This was driven by lower revenue in APAC 7% despite having exited Australia and EMEA impact by exchange rates and underlying performance, with Americas revenue marginally higher year on year.

For the three months ended September 30, 2023 and 2022, the Americas net revenue was \$53.8 million and \$53.7 million, respectively, reflecting growth in our core merchandising services business offset by delays in retail remodel projects to later in the year or early next year by our clients. Core merchandising had a strong growth quarter in the US SPAR owned business, NMS JV (which revenues are included within the 2023 numbers but not in Brazil and in Canada current year).

For the three months ended **September 30, 2023** **March 31, 2024** and **2022**, APAC net revenue was **\$5.7** **\$54.7** million and **\$7.1** million, **\$48.6** million, respectively, a decrease an increase of **\$1.4** **\$6.1** million, or **20.6%**. This decrease is partially **13%** almost all deriving from our US remodel business and our Canadian operations, and in part by foreign currency benefit in Brazil, and offset by slower performance in the result of negative foreign exchange rate movement as well as other extraneous conditions such as the minimum wage increase in Japan. Resource Plus joint venture.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022**, APAC net revenue was **\$5.8** million and **\$6.1** million, respectively, a decrease of **\$0.3** million, or **5%**.

For the three months ended **March 31, 2024** and **2023**, EMEA net revenue was **\$7.9** **\$8.3** million and **\$8.9** million, **\$9.7** million, respectively, a decrease of **\$1.0** million, **\$1.4** million, or **12.1%** partially a consequence the foreign exchange rate impact. The economy in South Africa experienced high inflation, rolling power blackouts and rising food prices during the three-month period. These items combined with a **14%** driven by negative foreign exchange rate impact contributed to falling volumes at retail level, and the quarter results loss of certain customers.

#### Cost of Revenues

The Company's cost of revenues consists of its in-store labor and field management wages, related benefits, travel and other direct labor-related expenses and was **80.1%** **81.7%** of net revenue for the quarter three months ended **September 30, 2023** **March 31, 2024** compared to **81.6%** **78.0%** of net revenues for the quarter three months ended **September 30, 2022** **March 31, 2023**. We delivered an **150**-basis point improvement The decrease in gross margins against the global pressure of recruiting margin is due to: (i) revenue mix in US owned (see hereunder in Americas); and continued though more modest wage inflation. (ii) a material decrease in margin in South Africa (see hereunder in EMEA).

Cost of revenues for the three months ended **September 30, 2023** **March 31, 2024** were **\$54.0** million, **\$56.2** million, compared to **\$57.0** million **\$50.2** million for the three months ended **September 30, 2022** **March 31, 2023**, a decrease an increase of **\$3.0** million, **\$6.0** million, or **5.3%** **12%**.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, the Americas cost of revenues were **\$43.9** million **\$44.6** million and **\$44.5** **\$38.3** million, respectively, a decrease an increase of **\$0.6** million, **\$6.3** million, or **1.4%** **16%**. The Americas cost of revenue as a percent of net revenue was **81.6%** **82%** for the quarter ended **September 30, 2023** **March 31, 2024** and **82.8%** **79%** for the quarter ended **September 30, 2022** **March 31, 2023**, reflecting a **120**-basis-point improvement decrease in gross margin. We were able The decrease in gross margin was expected and forecasted in our budget and is due (i) to achieve these results by our continued focus on contract pricing, the revenue mix in US owned where we saw a stabilization material increase in market wages, increasing our higher Remodels which is a lower margin services mix, business; and reducing travel expenses related to remodel projects. (ii) a decline in Resource Plus's gross margin.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, APAC cost of revenues were **\$4.1** million **\$4.5** million and **\$5.6** million, **\$4.6** million, respectively, a decrease of **\$1.5** million, **\$0.1** million, or **27.0%** **2%**. The APAC cost of revenue as a percent of net revenue was **72.5%** **78%** and **78.8%** **76%** for the quarter ended **September 30, 2023** **March 31, 2024** compared to the quarter ended **September 30, 2022** **March 31, 2023**. The improvement increase in cost as a percentage of revenue was partially due to operating fully primarily the result of economical and business constraints in China compared to the slow recovery from the zero-tolerance policy in 2022 third quarter, which inflated cost of revenue ratios in 2022. and Japan.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, EMEA cost of revenues were **\$5.9** **\$7.0** million and **\$6.9** million, **\$7.3** million, respectively a decrease of **\$1.0** million, **\$0.3** million, or **13.2%** **4%**. The EMEA cost of revenue as a percent of net revenue was **75.6%** **84%** and **76.6%** **76%** for the quarter ended **September 30, 2023** **March 31, 2024** compared to the quarter ended **September 30, 2022** **March 31, 2023**. The This decrease in gross margin is due to (i) additional variable expenses in the cost was primarily of sales, (ii) government imposed wage increases (8.5%) ahead of inflation (5.3%) at a time when the result of the service mix during the quarter and our ability to manage gross margins. economy is under pressure which forced margin reduction in contract renegotiations.

#### Selling, General, and Administrative Expenses

Selling, general and administrative expenses of the Company include its corporate overhead, project management, information technology, executive compensation, human resources, legal and accounting expenses. Selling, general and administrative expenses were approximately **\$11.3** **\$9.6** million, or **16.8%** **14%** of net revenue, and approximately **\$10.6** million, **\$10.5** million, or **15.2%** **16%** of net revenue for the quarter three months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, respectively. Selling, general and administrative expenses for the quarter ended September 30, 2023 includes several one-time expenses of approximately **\$4** million related to our consideration of strategic alternatives, restructuring initiatives, and exceptional legal costs.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, Americas selling, general and administrative expenses were approximately **\$8.1** million **\$7.3** million and **\$7.3** million, **\$7.3** million, respectively, an increase of **\$0.8** million, or **10.8%**. The increase includes the one-time strategic alternative expenses and the annualization of our investment in recruiting and moving our technology to the cloud. no change from prior year levels.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, APAC selling, general and administrative expenses were approximately **\$1.7 million** **\$1.4 million** and **\$1.8 million** **\$1.6 million**, respectively, a decrease of **\$0.1 - \$0.2 million**, or **5.4%**. The decrease is primarily attributable to **-12%** mostly consistent with reduction in **China and Japan's SG&A's expenses** as we carefully manage these businesses in response to the broader economic trends, **revenue**.

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, EMEA selling, general and administrative expenses were approximately **\$1.5 million** **\$0.9 million** and **\$1.5 million**, **\$1.5 million**, respectively, a decrease of **less than \$0.1 - \$0.6 million**, or **1.5%**.

**-40%**, implemented as a reaction to the drop in revenue and increase in cost of sales.

#### Depreciation and Amortization

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, depreciation and amortization was approximately **\$0.5 million** **\$0.5 million** and **\$0.5 million**, respectively.

#### Interest Expense

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, interest expense was approximately **\$0.4 million** **\$0.5 million** and **\$0.3 million**, respectively which reflects higher leverage (to support growth) and an increase in interest rates **\$0.4 million**, respectively.

#### Other Income, Expense (Income), Net

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, other expense (income), net was approximately **(0.1) \$0.0 million** and **-\$0.1 million**, and **(0.1) million**, respectively driven by higher other income net in EMEA, respectively.

#### Income Tax Expense

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, income tax expense was approximately **\$0.2 million** with an effective rate of **17%** and **\$0.7 million** with an effective rate of **43%**, respectively. For the third quarter of 2023, our effective rate varied from the U.S. federal statutory rate of **21%** primarily as a result of dispersion of global income and impact of higher foreign tax rates and permanent items including non-deductible expenses.

#### For the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022

The following table sets forth selected financial data and data as a percentage of net revenues for the periods indicated (in thousands).

	Nine Months Ended September 30,			
	2023		2022	
	\$	%	\$	%
Net revenues	\$ 197,649	100.0 %	\$ 196,626	100.0 %
Cost of revenues	157,042	79.5	159,007	79.5
Gross profit	40,607	20.5	37,619	20.5
Selling, general & administrative expense	32,345	16.4	29,952	16.4
Depreciation & amortization	1,574	0.8	1,524	0.8
Operating income	6,688	3.4	6,143	3.4
Interest expense, net	1,248	0.6	595	0.6
Other income, net	(347)	(0.2)	(363)	(0.2)
Income before income tax expense	5,787	2.9	5,911	2.9
Income tax expense	1,806	0.9	1,942	0.9
Net income	3,981	2.0	3,969	2.0
Net income attributable to non-controlling interest	(2,217)	(1.1)	(2,180)	(1.1)
Net income attributable to SPAR Group, Inc.	\$ 1,764	0.9 %	\$ 1,789	0.9 %

#### Net Revenues

Net revenues for the nine months ended September 30, 2023 were **\$197.7 million**, compared to **\$196.6 million** for the nine months ended September 30, 2022, an increase of **\$1.1 million**, or **0.6%**.

For the nine months ended September 30, 2023 and 2022, the Americas net revenue was **\$154.4 million** and **\$150.0 million**, respectively, an increase of **\$4.4 million**, or **2.9%**. This increase is due to continued strength in our merchandising services, remodel and distribution services in the U.S. partially offset by a temporary decline in the remodel business

especially in our US joint ventures as key clients are pushing projects into the future. Our Canadian operations continued merchandising work while expanding store remodel work.

Other contributors are the continued demand momentum in Brazil with stronger revenue and margins as the year started and stability in Mexico.

For the nine months ended September 30, 2023 and 2022, APAC net revenue was \$17.4 million and \$19.4 million, respectively, a decrease of \$2.0 million, or 9.9%. This decrease reflects that despite some sense of recovery in Q2, there is still strong continued economic pressures in China and Japan partially offset by growth in Australia.

For the nine months ended September 30, 2023 and 2022, EMEA net revenue was \$25.8 million and \$27.3 million, respectively, a decrease of \$1.5 million, or 5.6%. We have expanded relationships with key clients and continued our focus on profitability in our South African joint venture.

#### **Cost of Revenues**

The Company's cost of revenues consists of its in-store labor and field management wages, related benefits, travel and other direct labor-related expenses and was 79.5% of net revenue for the nine months ended September 30, 2023 compared to 80.9% of net revenues for the nine months ended September 30, 2022. We delivered a 140-basis point improvement in gross margins against the global pressure of recruiting and wage inflation.

Cost of revenues for the nine months ended September 30, 2023 were \$157.0 million, compared to \$159.0 million for the nine months ended September 30, 2022, a decrease of \$2.0 million, or 1.2%.

For the nine months ended September 30, 2023 and 2022, the Americas cost of revenues were \$123.9 million and \$122.5 million, respectively, an increase of \$1.4 million, or 1.1%. The Americas cost of revenue as a percent of net revenue was 80.2% for the nine months ended September 30, 2023 and 81.7% for the nine months ended September 30, 2022, reflecting a 150-basis point improvement in gross margin. We were able to achieve these results by focusing on contract pricing, increasing our higher margin services mix and reducing overtime among other improvements. These results also reflect a stabilizing of market wages.

For the nine months ended September 30, 2023 and 2022, APAC cost of revenues were \$12.9 million and \$14.9 million, respectively, a decrease of \$2.0 million, or 13.3%. The APAC cost of revenue as a percent of net revenue was 74.1% and 77.0% for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022. The decrease in cost of revenue was primarily the result of efficiencies in the Indian and Chinese operations relative to 2022 challenges.

For the nine months ended September 30, 2023 and 2022, EMEA cost of revenues were \$20.2 million and \$21.6 million, respectively a decrease of \$1.4 million, or 6.4%. The EMEA cost of revenue as a percent of net revenue was 78.3% for the nine months ended September 30, 2023 compared to 79.0% for the nine months ended September 30, 2022. The decrease in cost was primarily the result of our continuous focus on pricing, operating improvements and new client business.

#### **Selling, General, and Administrative Expenses**

Selling, general and administrative expenses of the Company include its corporate overhead, project management, information technology, executive compensation, human resources, legal and accounting expenses. Selling, general and administrative expenses were approximately \$32.3 million, or 16.4% of net revenue, and approximately \$30.0 million, or 15.2% of net revenue for the nine months ended September 30, 2023 and 2022, respectively. Selling, general and administrative expenses for the nine months ended September 30, 2023 includes several one-time expenses of approximately \$.9 million related to our consideration of strategic alternatives, restructuring initiatives, and exceptional legal costs.

For the nine months ended September 30, 2023 and 2022, Americas selling, general and administrative expenses were approximately \$23.2 million and \$20.1 million, respectively, an increase of \$3.1 million, or 15.4%. The increase is primarily the result of the one-time strategic alternative expenses, and investment in SG&A to support the accelerated growth.

For the nine months ended September 30, 2023 and 2022, APAC selling, general and administrative expenses were approximately \$5.0 million and \$5.9 million, respectively, a decrease is of \$0.9 million, or 16.0%. The decrease is primarily attributable to reduction in China and Japan's SG&A's expenses as we carefully manage these businesses in response to the broader economic trends.

For the nine months ended September 30, 2023 and 2022, EMEA selling, general and administrative expenses were approximately \$4.1 million and \$3.9 million, respectively, an increase of \$0.2 million, or 6.0%, primarily reflecting an increase in corporate overhead partly related to the one-time expenses referenced above.

#### **Depreciation and Amortization**

For the nine months ended September 30, 2023 and 2022, depreciation and amortization was approximately \$1.6 million and \$1.5 million, respectively.

#### **Interest Expense**

For the nine months ended September 30, 2023 and 2022, interest expense was approximately \$1.2 million and \$0.6 million, respectively which reflects higher leverage (to support growth) and an increase in interest rates.

#### **Other Income, Net**

For the nine months ended September 30, 2023 and 2022, other expense (income), net was approximately (\$0.3) million and (\$0.4) million, respectively.

#### **Income Tax Expense**

For the nine months ended September 30, 2023 and 2022, income tax expense was approximately \$1.8 million with an effective rate of 31% and \$1.9 million with an effective rate of 31% 20.5% and \$1.0 million with an effective rate of 36.9%, respectively. For the first nine months quarter of 2023, 2024, our effective rate varied from 20.5% was in line with the U.S. federal statutory rate of 21% primarily as a result of dispersion of global income and impact of higher foreign tax rates and permanent items including non-deductible expenses.

#### **Critical Accounting Estimates**

The preparation of our consolidated financial statements in conformity with US GAAP requires us to make estimates and judgments that affect the amounts reported in those financial statements and related notes thereto. However, we believe we have used reasonable estimates and assumptions in preparing the unaudited condensed consolidated financial statements. Although we believe that the estimates we use are reasonable, due to the inherent uncertainty involved in making those estimates, actual results reported in future periods could differ from those estimates.

The significant accounting policies and estimates used in preparation of the unaudited condensed consolidated financial statements are described in our audited consolidated financial statements as of and for the fiscal year ended **December 31, 2022** **December 31, 2023**, and the notes thereto, which are included in the **2022** **2023** Annual Report on Form 10-K as filed with the Securities and Exchange Commission on **April 17, 2023** **April 1, 2024**. Except as detailed in Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, there have been no material changes to our significant accounting policies during the three months ended **September 30, 2023** **March 31, 2024**.

#### Liquidity and Capital Resources

##### **Funding Requirements**

Cash from operations could be affected by various risks and uncertainties, including, but not limited to **the effects of the COVID-19 pandemic and the other risks** detailed in the section titled "Risk Factors" included elsewhere in our **2022** **2023** Annual Report on Form 10-K. The Company believes that based upon the continuation of the Company's existing credit facilities, projected results of operations, vendor payment requirements and other financing available to the Company (including amounts due to affiliates), sources of cash availability should be manageable and sufficient to support ongoing working capital and capital expenditure requirements over the next 12 months. However, delays in collection of receivables due from any of the Company's major clients, a significant reduction in business from such clients, or a negative economic downturn, **resulting from the continuing impact of the COVID-19 pandemic**, could have a material adverse effect on the Company's business, cash resources, and ongoing ability to fund operations.

The Company is a party to various domestic and international credit facilities. These various domestic and international credit facilities require compliance with their respective financial covenants. See Note 3 to the Company's unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

##### **Cash Flows for the **nine** **Three** Months Ended **September 30, 2023** **March 31, 2024** and **2022** **2023****

Net cash provided by (used in) operating activities **\$1.6** **\$0.6** million and **(\$4.2)** **\$2.9** million for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, respectively.

Net cash used in investing activities was approximately **\$1.1** **\$0.9** million and **(\$1.2)** **\$0.3** million for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, respectively.

Net cash **provided by** (used in) **provided by** financing activities was approximately **(\$1.5)** **\$6.3** million and **\$9.2** **\$ (0.6)** million for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022**, **2023**, respectively.

Reflecting the impact of foreign exchange rate changes on the activity above resulted in a **decrease** **increase** in cash, cash equivalents and restricted cash for the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022** **2023** of approximately **\$0.4** **\$5.9** million and **\$5.2 million**, **\$1.9 million**, respectively.

##### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

##### **Item 4. Controls and Procedures**

Our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to ensure that information required to be disclosed is accumulated and communicated to management, including our principal executive and financial officers, to allow timely decisions regarding disclosure. The Chief Executive Officer and the Chief Financial Officer, as our principal financial and accounting officer, have reviewed the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q and, based on their evaluation, have concluded that the disclosure controls and procedures were **not** effective as of such **date due to material weaknesses in internal control over financial reporting, described below**, **date**.

#### Changes in Internal Controls Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control over financial reporting is a process designed under the supervision of our Chief Executive Officer and Chief Financial Officer 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.

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

Management utilized the criteria established in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to conduct an assessment of the effectiveness of our internal control over financial reporting as of **September 30, 2023** **March 31, 2024**. In connection with the audit Based on this evaluation, management concluded that our consolidated financial statements for the year ended December 31, 2022, we identified a material weakness in internal control over financial reporting was effective as described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

#### **Material Weakness in Internal Control Over Financial Reporting**

Management has determined that a material weakness in its internal control over financial reporting existed as the Company has not designed and implemented effective controls used in the financial close process over non-recurring transactions involving international components. While this control deficiency did not result in a material error in the annual or interim financial statements, there was a reasonable possibility that a material misstatement in the annual or interim financial statements would not have been detected.

#### **Remediation Efforts**

The Company has begun the process of, and is focused on, designing and implementing effective internal control measures to improve its internal control over financial reporting and remediate the material weakness identified above. The Company's internal control remediation efforts include the following:

- In the nine months ended September 30, 2023, the Company hired a new Chief Financial Officer, an interim Vice President Controller, and a Director of Accounting;
- The Company is in the process of implementing a risk assessment process by which management identifies risks of misstatement related to all account balances;
- Enhancing policies and procedures to retain adequate documentary evidence for certain management review controls over certain business processes including precision of review and evidence of review procedures performed to demonstrate effective operation of such controls; and
- Strengthening monitoring activities and protocols that will allow the Company to timely assess the design and the operating effectiveness of controls over financial reporting and make necessary changes to the design of controls, if any.

The Company expects that the actions described above and resulting improvements in controls will strengthen its internal control over financial reporting and will address the identified material weaknesses. **March 31, 2024**.

#### Changes in Internal Controls Over Financial Reporting

Except for the material weakness and corrective measures discussed above, there was **There were no other** changes in the Company's internal controls over financial reporting that occurred during the three months ended **September 30, 2023** **March 31, 2024** that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

**27** **26**

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SPAR Group, Inc. and Subsidiaries

#### PART II: OTHER INFORMATION

##### **Item 1. Legal Proceedings**

The Company is a party to various legal actions and administrative proceedings arising in the normal course of business. In the opinion of Company's management, resolution of these matters is not anticipated to have a material adverse effect on the Company or its estimated or desired affiliates, assets, business, clients, capital, cash flow, credit, expenses, financial condition, income, legal costs, liabilities, liquidity, locations, marketing, operations, prospects, sales, strategies, taxation or other achievement, results or condition.

For further discussion of certain legal proceedings, see Note 8 – Related Party Transactions and Note 4 - Commitments and Contingencies of the Notes to the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for the three months ended **September 30, 2023** **March 31, 2024**, which is incorporated herein by reference, and Note 6 - Commitments and Contingencies of the Notes to the Consolidated Financial Statements included in Part IV, Item 15 on the **2022** **2023** Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023** as filed with the Securities and Exchange Commission on **April 17, 2023** **April 1, 2024**.

**28**

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SPAR Group, Inc. and Subsidiaries

##### **Item 1A. Risk Factors**

## **Existing Risk Factors**

Various risk factors applicable to the Company and its businesses are described in Item 1A under the caption "Risk Factors" in the **2022****2023** Annual Report on Form 10-K for the year ended **December 31, 2022****December 31, 2023**, which Risk Factors are incorporated by reference into this Quarterly Report on Form 10-Q for the three months ended **September 30, 2023****March 31, 2024**.

There have been no material changes in the Company's risk factors since the **2022****2023** Annual Report on Form 10-K for the year ended **December 31, 2022****December 31, 2023**.

**Item 2.** Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

**Item 3.** Defaults upon Senior Securities

Not applicable.

**Item 4.** Mine Safety Disclosures

Not applicable.

**Item 5.** Other Information

Not applicable.

27

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SPAR Group, Inc. and Subsidiaries

**Item 6.** Exhibits

- 31.1 [Certification of the CEO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as filed herewith.](#)
- 31.2 [Certification of the CFO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as filed herewith.](#)
- 32.1 [Certification of the CEO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as filed herewith.](#)
- 32.2 [Certification of the CFO pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as filed herewith.](#)
- 101.INS Inline XBRL Instance Document - the instance document does not appear in the interactive Inline XBRL 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

SPAR Group, Inc. and Subsidiaries

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: **November 14, 2023** **May 15, 2024**

SPAR Group, Inc., Registrant

By: /s/ Antonio Calisto Pato

Antonio Calisto Pato

Chief Financial Officer, Treasurer and Secretary

**31.29**

SPAR Group, Inc. and Subsidiaries

EXHIBIT 31.1

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael R. Matacunas, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the three-month period ended **September 30, 2023** **March 31, 2024** of SPAR Group, 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(s) 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(s) 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.

Date: November 14, 2023 May 15, 2024

/S/ Michael R. Matacunas

Michael R. Matacunas

President and Chief Executive Officer

Ex-1

SPAR Group, Inc. and Subsidiaries

EXHIBIT 31.2

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Antonio Calisto Pato, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the three-month period ended September 30, 2023 March 31, 2024 of SPAR Group, 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(s) 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(s) 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.

Date: November 14, 2023 May 15, 2024

/s/ Antonio Calisto Pato

Antonio Calisto Pato

Chief Financial Officer, Treasurer and Secretary

Ex-2

SPAR Group, Inc. and Subsidiaries

EXHIBIT 32.1

**Certification of the Chief Executive Officer Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q for the three-month period ended September 30, 2023 March 31, 2024 of SPAR Group, Inc., the undersigned hereby certifies that, to his knowledge:

1. The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Michael R. Matacunas

Michael R. Matacunas

President and Chief Executive Officer

November 14, 2023 May 15, 2024

A signed original of this written statement required by Section 906 has been provided to SPAR Group, Inc. and will be retained by SPAR Group, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.

Ex-3

SPAR Group, Inc. and Subsidiaries

EXHIBIT 32.2

**Certification of the Chief Financial Officer Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q for the three-month period ended September 30, 2023 March 31, 2024 of SPAR Group, Inc., the undersigned hereby certifies that, to his knowledge:

1. The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Antonio Calisto Pato

Antonio Calisto Pato  
Chief Financial Officer, Treasurer and  
Secretary

November 14, 2023 May 15, 2024

A signed original of this written statement required by Section 906 has been provided to SPAR Group, Inc. and will be retained by SPAR Group, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.

Ex-4

#### DISCLAIMER

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