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DELTA REPORT

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PPSI - PIONEER POWER SOLUTIONS,
10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31,
2022

The following comparison report has been automatically generated

TOTAL DELTAS 1946

█	CHANGES	11
█	DELETIONS	1788
█	ADDITIONS	147

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended: December 31, 2022
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: 001-35212

PIONEER POWER SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware

27-1347616

(State or other jurisdiction of incorporation or organization)

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

400 Kelby Street, 12th Floor

Fort Lee, New Jersey 07024

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (212)867-0700

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 \$.001 per share	PPSI	Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal controls over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b))

by the registered public accounting firm that prepared or issued its audit report. Yes No

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

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

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

As of June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant based on the price at which the common equity was last sold on the Nasdaq Capital Market on such date, was approximately \$21.8 million. For purposes of this computation only, all officers, directors and 10% or greater stockholders of the registrant are deemed to be affiliates.

As of April 11, 2023, 9,767,545 shares of the registrant's common stock were outstanding.

PIONEER POWER SOLUTIONS, INC.
Form 10-K
For the Fiscal Year Ended December 31, 2022
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains "forward-looking statements," which include information relating to future events, future financial performance, financial projections, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and may not be accurate indications of when such performance or results will be achieved. Forward-looking statements are based on information we have when those statements are made or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to:

- General economic conditions and their effect on demand for electrical equipment, particularly in the commercial construction market, but also in the power generation, industrial production, data center, oil and gas, marine and infrastructure industries.
- The effects of fluctuations in sales on our business, revenues, expenses, net income (loss), income (loss) per share, margins and profitability.
- Many of our competitors are better established and have significantly greater resources and may subsidize their competitive offerings with other products and services, which may make it difficult for us to attract and retain customers.
- The potential loss or departure of key personnel, including Nathan J. Mazurek, our chairman, president and chief executive officer.
- Our ability to generate internal growth, maintain market acceptance of our existing products and gain acceptance for our new products.
- Unanticipated increases in raw material prices or disruptions in supply could increase production costs and adversely affect our profitability.
- Our ability to realize revenue reported in our backlog.
- Operating margin risk due to competitive pricing and operating efficiencies, supply chain risk, material, labor or overhead cost increases, inflation, interest rate risk and commodity risk.
- Strikes or labor disputes with our employees may adversely affect our ability to conduct our business.
- The impact of geopolitical activity on the economy, changes in government regulations such as income taxes, climate control initiatives, the timing or strength of an economic recovery in our markets and our ability to access capital markets.
- Material weaknesses in internal controls.
- Future sales of large blocks of our common stock may adversely impact our stock price.
- The liquidity and trading volume of our common stock.
- Our business could be adversely affected by an outbreak of disease, epidemic or pandemic, such as the global coronavirus pandemic, or similar public threat, or fear of such an event.

The foregoing does not represent an exhaustive list of matters that may be covered by the forward-looking statements contained herein or risk factors that we are faced with that may cause our actual results to differ from those anticipated in our forward-looking statements. Moreover, new risks regularly emerge, and it is not possible for us to predict or articulate all risks we face, nor can we assess the impact of all risks on our business or the extent to which any risk, or combination of risks, may cause actual results to differ from those contained in any forward-looking statements. Except to the extent required by applicable laws or rules, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. You should review carefully the risks and uncertainties described under the heading "Item 1A. Risk Factors" in this Annual Report on Form 10-K for a discussion of the foregoing and other risks that relate to our business and investing in shares of our common stock.

PART I

ITEM 1. BUSINESS.

Overview

Pioneer Power Solutions, Inc. and its wholly owned subsidiaries (referred to herein as the “Company,” “Pioneer,” “Pioneer Power,” “we,” “our” and “us”) design, manufacture, integrate, refurbish, service, distribute and sell electric power systems, distributed energy resources, power generation equipment and mobile electric vehicle (“EV”) charging solutions. Our products and services are sold to a broad range of customers in the utility, industrial and commercial markets. Our customers include, but are not limited to, electric, gas and water utilities, data center developers and owners, EV charging infrastructure developers and owners, and distributed energy developers. We are headquartered in Fort Lee, New Jersey and operate from three (3) additional locations in the U.S. for manufacturing, service and maintenance, engineering, and sales and administration.

We intend to grow our business through continued internal investments in product development and expansion of our manufacturing, engineering, sales and marketing personnel.

Description of Business Segments

We have two reportable segments: Transmission & Distribution Solutions (“T&D Solutions”) and Critical Power Solutions (“Critical Power”).

- Our T&D Solutions business provides equipment solutions that help customers effectively and efficiently protect, control, transfer, monitor and manage their electric energy requirements. These solutions are marketed principally through our Pioneer Custom Electrical Products Corp. (“PCEP”) brand name.
- Our Critical Power business provides customers with our suite of mobile e-Boost[©] EV charging solutions, power generation equipment and all forms of service and maintenance on our customers’ power generation equipment. These products and services are marketed by our operations headquartered in Minnesota, currently doing business under both the Titan Energy Systems Inc. (“Titan”) and Pioneer Critical Power brand names.

T&D Solutions Segment

We design, manufacture, integrate and sell a wide range of distribution and transmission equipment. Our focus since approximately 2020 has been to address the Distributed Generation (“DG”) and Electric Vehicle Charging Infrastructure (“EVCI”) markets. We primarily compete in these markets with our E-Bloc product. E-Bloc combines an automatic transfer switch, circuit protection and special programmable controls into an integrated, compact outdoor system. We believe that demand for our solutions is driven primarily by new installations, customer growth and the global transition to lower carbon emissions.

In addition, we distinguish ourselves by producing a wide range of highly engineered power solutions, sold either directly to end users, engineering, procurement and construction (“EPC”) firms, or through electrical distributors. We serve customers in a variety of industries including, but not limited to, utilities, EV charging infrastructure, data center developers and owners, distributed energy resource developers, EPC contractors and renewable energy developers and producers.

Our focus, nevertheless, has been on expanding the sales of our E-Bloc power solution, and as a result, in December 2021, we received a \$12 million order for use by one of the largest mass merchandise retailers in the world. This order was secured through one of our distributed energy resource developers and was approximately 75% completed in 2022. The balance of the contract is expected to be completed and recognized in the first quarter of 2023.

Summary of T&D Solutions Segment Offerings

Product Category	Solutions
Power Systems	<ul style="list-style-type: none">Integrated Power Centers (“IPC”): indoor and outdoor power systems integrating any combinations of the following, but not limited to: switchgear, controls, engine generator sets, energy storage, fuel cells, solar power and EV charging solutions marketed and internally designated as “E-Bloc” power solutions.
Circuit Protective Equipment	<ul style="list-style-type: none">Low and medium voltage switchgear, switchboards and automatic transfer switches.

We engineer, manufacture and integrate these offerings at our facility in Southern California.

Critical Power Segment

Our Critical Power business designs, manufactures and sells mobile EV charging solutions under our e-Boost suite of products, in addition to refurbishing and reselling used power generation equipment, distributing new power generation equipment and performing service and maintenance on our customers’ existing power generation equipment. Many of these systems are used to maintain reliable, primary, peak shaving or emergency standby power at facilities where it is required or where the potential consequences of a power outage make it necessary, such as at major national retailers, hospitals, data centers, communications facilities, factories, military sites, office complexes and other critical operations.

Summary of Critical Power Segment Offerings

Product Category	Solutions
Suite of e-Boost Products	<ul style="list-style-type: none">e-Boost G.O.A.T. (Generator on a Truck) is a truck-mounted option that brings on-demand, high-capacity charging to EV truck and car owners at any convenient location.e-Boost Mobile is a trailer-mounted solution that provides multiple options for towing and can be available at specific businesses, large sports and cultural events and can be relocated with minimal effort on short notice.e-Boost Pod is a stationary EV charging solution with customizable higher capacity that can also service other power needs especially in emergency situations, such as a power outage, serving as a back-up power source with convenient power connectors and outlets available on board.
Power Generation Equipment	<ul style="list-style-type: none">Engine-generator sets: power generation equipment with up to 2 MW of power output per genset, sourced from several manufacturers and available for install by our expert, licensed technicians.Available individually or in multi-unit paralleled configurations. Fuel options include liquid propane, natural gas, diesel and bi-fuel.Uninterruptible Power Supply (UPS) systems.
Service	<ul style="list-style-type: none">Scheduled preventative maintenance, and 24/7 repair and support services provided for all makes and models of power generation equipment under one to five year contracts.Regional service and maintenance: provided by our technicians in the Midwest and Florida.National service and maintenance: provided by our technicians and a network of field service providers throughout the United States for multi-site, multi-state power generation equipment owners.UPS systems from major manufacturers.

Power generation systems represent considerable investments that require proper maintenance and service in order to operate reliably during a time of emergency. Our power maintenance programs provide preventative maintenance, repair and support service for our customers’ power generation systems. To support our customers in managing their critical infrastructure, we maintain inventories of repair parts, a fleet of service vehicles and a staff of certified field service technicians in the Midwest and Florida. To complete our geographic coverage, we maintain a network of field service partners located in other regions, enabling us to provide quick-response, 24/7 service capability that can effectively service and maintain any make and model of back-up power equipment. Our field service organization services more than 2,700 generators owned by more than 900 customers located throughout the United States and its territories, including for multi-site, multi-state customers.

We recognize discrete revenue streams from service contracts, sales, installation, maintenance and repair services, and we offer service contracts to all owners of power generation and related equipment, whether or not the equipment was originally sold by us. Our service agreements have terms ranging from one to five years in duration, providing the Company with a recurring revenue stream.

Business Strategy

We believe we have established a stable platform from which to develop and grow our business lines, revenues, profitability and shareholder value. We are focused on internal growth through operating efficiencies, new product development, customer focus and our continued migration towards more highly-engineered products and specialized services. We intend to significantly increase the percentage of our sales derived from engineered-to-order products and differentiated services and believe this can be accomplished by targeting market segments such as EV charging infrastructure, microgrid developers, national and regional retailers, water treatment facilities, data centers and independent power producers which have growth characteristics exceeding the norm in our industry.

We intend to build our revenue and net income at rates exceeding industry norms through internal growth initiatives. Accomplishing these financial goals will be dependent on a number of factors including our ability to execute the following strategies and actions:

- Establishing a scalable organizational infrastructure to support our expected growth;
- Investing in our capabilities to provide progressively more advanced equipment and service solutions;
- Continuously applying our manufacturing and service resources to their highest and best uses;
- Combining and streamlining our business unit supply chains and administrative functions; and
- Improving business processes to deliver consistency, quality and value to our customers.

T&D Solutions Segment

We intend to accomplish our growth objectives within our T&D Solutions business by emphasizing our capabilities in EV charging infrastructure and original equipment manufacturers (“OEMs”) equipment solutions and continuing to invest in marketing and engineering resources to increase our pipeline of recurring order customers that demand custom solutions for their power needs.

Critical Power Segment

Within our Critical Power business, we are actively marketing our preventive maintenance services to new national accounts including: major national retailers, telecommunications companies, data centers, banks, hospitals and health care facilities, educational institutions and property management companies. Since November 2021, we have been aggressively marketing our e-Boost mobile EV charging products to electric bus and truck manufacturers, fleet management companies, municipalities and EV infrastructure providers.

Our Industry

The market for T&D equipment and Critical Power solutions is very fragmented due to the range of equipment types, electrical and mechanical properties, technological standards and service parameters required by different categories of end users for their specific applications. Many orders are custom-engineered and tend to be time-sensitive since other critical work is frequently being coordinated around the customer's electrical equipment installation. The vast majority of North American demand for the types of solutions we provide is satisfied by thousands of producers and service companies in the U.S.

We believe several of the key industry trends supporting future growth in our industry are as follows:

- **Aging and Overburdened North American Power Grid** — The aging and overburdened North American power grid is expected to require significant capital expenditures to upgrade the existing infrastructure over the next several years to maintain adequate levels of reliability and efficiency. Significant capital investment will be required to relieve congestion, meet growing demand, achieve targets for efficiency, emissions and use of renewable sources, and to replace components of the U.S. power grid operating at, near or past their planned service lives.
- **Increasing Long-Term Demand for Electricity and Reliable Power** — The Department of Energy's Energy Information Administration, or EIA, forecasts that total electricity use in the U.S. will increase by approximately 28% from 2011 to 2040. This increase is driven by anticipated population growth, economic expansion, increasing dependence on computing power throughout the economy and the increased use of electrical devices in the home. In order to meet growing demand for electricity in North America, substantial investment in increased electrical grid capacity and efficiency will be required, as well as the addition of specialized equipment to help ensure the reliability and quality of electricity for critical applications. In response to these challenges, there is an increasing trend among commercial and industrial companies to invest in on-site power sources, both for standby purposes in the event of a catastrophic power outage, or to reduce the amount of electricity they draw from the utility grid during peak periods.
- **Rapidly Expanding Electric Vehicle (EV) and Charging Infrastructure Market** — A report from Allied Market Research in 2020 projected that the global electric vehicle market will reach \$803 billion by the year 2027, registering a compound annual growth rate (CAGR) of 22.6%. North America is estimated to reach \$194 billion by 2027, at a significant CAGR of 27.5%. In 2010, only about 17,000 electric vehicles were on the world's roads. By 2019, that number had swelled to 7.2 million and is increasing rapidly according to the International Energy Agency (IEA). Furthermore, in order for EV's to grow at such a rapid pace, it is necessary that infrastructure be built to allow for such growth. In 2019, there were about 7.3 million chargers worldwide compared to an insignificant amount ten years ago, and the EV infrastructure has become a global priority as major governments and corporations have committed to spending billions of dollars towards building EV charging infrastructure. In order to meet the rapidly growing demand for EV's and the infrastructure supporting it, substantial investment in grid connectivity and enhancement will be required.

Customers

For the years ended December 31, 2022 and 2021, 100% of our sales were to U.S. customers, represented in large part by companies involved in distributed generation, regulated and non-regulated utilities and industrial and wholesale business. During the years ended December 31, 2022 and 2021, we sold our electrical equipment and services to over 900 individual customers and our twenty largest customers represented approximately 78% and 68% of our consolidated revenue, respectively.

Approximately 45% of our sales during the year ended December 31, 2022 were made to Enchanted Rock Electric, LLC and we did not sell any equipment to Enchanted Rock Electric, LLC during the year ended December 31, 2021. The majority of our sales to Enchanted Rock Electric, LLC were made pursuant to contract terms and conditions for each project.

Approximately 22% of our sales during the year ended December 31, 2021 were made to CleanSpark Inc ("CleanSpark"). The majority of our sales to CleanSpark were made pursuant to the Contract Manufacturing Agreement we entered into with CleanSpark in January 2019 (the "Contract Manufacturing Agreement"). Pursuant to the terms of the Contract Manufacturing Agreement, the Company manufactured parallel switchgear, automatic transfer switches and related products (collectively, "Products") exclusively for purchase by CleanSpark. The Contract Manufacturing Agreement had a term of 18 months and expired on the 18-month anniversary of the execution of the Contract Manufacturing Agreement.

In connection with the expiry of the Contract Manufacturing Agreement, we entered into a Distribution Agreement with CleanSpark (the “Distribution Agreement”), dated as of May 31, 2021, pursuant to which CleanSpark served as our exclusive distributor of the Products within any geographic region in which CleanSpark conducts its business.

On June 3, 2022, the Company and CleanSpark entered into a termination agreement (the “Termination Agreement”) to terminate the Distribution Agreement. Pursuant to the Termination Agreement, the Company agreed to, amongst others, (i) release CleanSpark from further liabilities due under the Distribution Agreement, including for certain future amounts due under the Distribution Agreement and certain accounts payable invoices, (ii) assume the responsibility of billing and collecting payment from Enchanted Rock Electric, LLC, a third party and mutual client of both the Company and CleanSpark for all open sales orders amounts under its outstanding agreements for Products that have or will be manufactured by the Company, and (iii) return portions of certain deposits advanced to the Company pursuant to the Distribution Agreement.

CleanSpark additionally transferred the services and maintenance agreements and associated rights and liabilities it had related to switchgear products manufactured by the Company, and the Company assumed all liability and responsibility for all claims of the Products including, but not limited to, all repairs, defects, and warranty liability of the Products that were previously manufactured by the Company and then distributed or sold by CleanSpark.

Additionally, approximately 19% of our sales during the year ended December 31, 2021 were made to a large international container shipping company in Hawaii.

Marketing, Sales and Distribution

A substantial portion of the products we offer are sold directly to customers by our marketing and sales personnel operating from our office locations in the U.S. Our direct sales force, as well as our authorized manufacturers’ representatives, market to end users and to third parties, such as OEMs, EPC firms, electrical wholesalers, energy developers and value added integrators.

Sales Backlog

Backlog reflects the amount of revenue we expect to realize upon the shipment of customer orders for our products that are not yet complete or for which work has not yet begun or been completed. Our sales backlog as of December 31, 2022 was approximately \$37.2 million, as compared to \$22.8 million as of December 31, 2021. During the year ended December 31, 2022, the Company experienced a surge in orders for its E-Bloc power system which was the primary driver for the increase in the Company’s year over year ending backlog. Orders included in our sales backlog are represented by customer purchase orders and contracts that we believe to be firm.

Competition

We experience intense competition from a large number of electrical equipment manufacturers and from distributors and servicers of such equipment. The number and size of our competitors varies considerably by product line and service category, with many of our competitors tending to be small, highly specialized or focused on a certain geographic market area or customer. However, several of our competitors have substantially greater financial and technical resources than us, including some of the world’s largest electrical products and industrial equipment manufacturing companies. A representative list of our direct competitors in our T&D Solutions segment includes Crown Electric Engineering and Manufacturing, LLC, Industrial Electric Machinery, LLC, RESA Power, LLC, Eaton Corporation, Switchgear Power Systems, LLC, Myers Power Products, Inc. and Powell Industries, Inc.

We believe that we compete primarily on the basis of technical support and application expertise, engineering, manufacturing and service capabilities, equipment rating, quality, scheduling and price. In all our businesses, our objective is to focus our efforts on more specialized, challenging and complex applications. Accordingly, a critical element to the success of our business is responsiveness and flexibility in providing custom-engineered solutions to satisfy customer needs. As a result of our long-time presence in the industry, we possess a number of special designs and libraries of programming code for our equipment that were engineered and developed specifically for our customers. We believe these factors give us a competitive advantage and that they are a major contributor to our frequency of repeat customer orders and the longevity of our customer relationships.

Raw Materials and Suppliers

The principal raw materials purchased by us are steel, copper, sensors, circuit breakers, meters, cassettes and relays. We also purchase certain electrical components such as switches, fuses, protectors and circuit breakers from a variety of suppliers. These raw materials and components are available from and supplied by numerous sources at competitive prices. Unanticipated increases in raw material prices or disruptions in supply could increase production costs and adversely affect our profitability. During the year ended December 31, 2022, we experienced an increase in raw material costs as a result of disruptions to our supply chain. These disruptions were initially generated by the recovery from the coronavirus pandemic that had caused many suppliers and sub-suppliers to temporarily reduce or close down excess facilities. The restart of the world economy created initial pressures on the said facilities reaching their pre-pandemic capacity. More recently, geopolitical conflicts have further pressured material costs such as aluminum and nickel. These supply pressures have, and continue to, make it more difficult for us to secure all the material we need in a timely manner in order to meet our obligations and forecasts regarding our customers' orders. Our largest suppliers during the year ended December 31, 2022 included Industrial Connections & Solutions, LLC, Royal Industrial Solutions, B&B Metals, Inc., Eaton Corporation, and Thyssenkrupp Materials NA.

Employees

As of December 31, 2022, we had 99 employees consisting of 32 salaried staff and 67 hourly workers. Certain of our employees located at our manufacturing facility in Santa Fe Springs, California are covered by a collective bargaining agreement with Local Union 1710 of the International Brotherhood of Electrical Workers, AFL-CIO that expires in June 2024.

Environmental

We are subject to numerous environmental laws and regulations concerning, among other areas, air emissions, discharges into waterways and the generation, handling, storing, transportation, treatment and disposal of waste materials. These laws and regulations are constantly changing and it is impossible to predict with accuracy the effect they may have on us in the future. Like many other industrial enterprises, our manufacturing operations entail the risk of noncompliance, which may result in fines, penalties and remediation costs, and there can be no assurance that such costs will be insignificant. To our knowledge, we are in substantial compliance with all federal, state, provincial and local environmental protection provisions, and believe that the future compliance cost should not have a material adverse effect on our capital expenditures, net income or competitive position. However, legal and regulatory requirements in these areas have been increasing and there can be no assurance that significant costs and liabilities will not be incurred in the future due to regulatory noncompliance.

Corporate History

We were originally formed in the State of Nevada in 2008. On November 30, 2009, we merged with and into Pioneer Power Solutions, Inc., a Delaware corporation, for the sole purpose of changing our state of incorporation from Nevada to Delaware and changing our name to "Pioneer Power Solutions, Inc." On September 24, 2013, we completed an underwritten public offering and our common stock began trading on the Nasdaq Capital Market under the symbol "PPSI".

Available Information

Our corporate website is located at www.pioneerpowersolutions.com. On the investor relations section of our website, we make available, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file them with or furnish them to the Securities and Exchange Commission ("SEC"). The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers, such as us, that file electronically with the SEC at www.sec.gov.

Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events and press and earnings releases as part of the investor relations section of our website. The contents of and the information on or accessible through our corporate website, including the investor relations portion of our website, are not a part of, and are not intended to be incorporated into, this report or any other report or document we file with or furnish to the SEC, and any references to our website are intended to be an inactive textual references only.

ITEM 1A. RISK FACTORS

Investing in our common stock involves a high degree of risk. Before investing in our common stock you should carefully consider the following risks, together with the financial and other information contained in this Annual Report on Form 10-K for the year ended December 31, 2022 and our other periodic filings with the Securities and Exchange Commission. Additional risks and uncertainties that we are unaware of may become important factors that affect us. If any of the following events occur, our business, financial conditions and operating results may be materially and adversely affected. In that event, the trading price of our common stock may decline, and you could lose all or part of your investment.

Summary of Risk Factors

Below is a summary of the principal factors that make an investment in our common stock speculative or risky. This summary does not address all of the risks that we face. Additional discussion of the risks summarized in this risk factor summary, and other risks that we face, can be found below under the heading "Risk Factors" and should be carefully considered, together with other information in this Form 10-K and our other filings with the SEC, before making an investment decision regarding our common stock.

- We are vulnerable to economic downturns in the commercial construction market, which may reduce the demand for some of our products and adversely affect our sales, net income, cash flow or financial condition;
- Our operating results may vary significantly from quarter to quarter, which makes our operating results difficult to predict and can cause our operating results in any particular period to be less than comparable quarters and expectations from time to time;
- Our industry is highly competitive;
- We currently derive a significant portion of our revenues from one customer. Loss of business from this customer could have an adverse effect on our business, financial condition and operating results;
- Our remaining business units have historically generated operating losses and negative cash flows, which may result in the usage of our cash;
- The departure or loss of key personnel could disrupt our business;
- Fluctuations in the price and supply of raw materials used to manufacture our products may reduce our profits;
- We may not be able to fully realize the revenue value reported in our backlog;
- We are subject to pricing pressure from our larger customers;
- Deterioration in the credit quality of several major customers could have a material adverse effect on our operating results and financial condition;
- We rely on third parties for key elements of our business whose operations are outside our control;
- Supply chain and shipping disruptions may result in shipping delays, a significant increase in shipping costs, and could increase product costs and result in lost sales and reputational damage, which may have a material adverse effect on our business, operating results and financial condition;
- Our business may face cybersecurity risk generally associated with our information technology systems which could materially affect our business, and our results of operations could be materially affected if our information technology systems (or third-party systems we rely on) are interrupted, damaged by unforeseen events, or fail for any extended period of time;
- Our business requires skilled labor, and we may be unable to attract and retain qualified employees;
- Our business operations are dependent upon our ability to engage in successful collective bargaining with our unionized workforce;
- The COVID-19 pandemic and its ongoing effects may adversely affect our business;
- Delaware law and our corporate charter and bylaws contain anti-takeover provisions that could delay or discourage takeover attempts that stockholders may consider favorable;
- The trading volume of our common stock has recently increased to a level that is significantly higher than our historical average. If the trading volume of our common stock decreases, we will not be able to ensure investors that an active market for our common stock will be sustained;
- Our stock price may be volatile, which could result in substantial losses for investors;
- Our risk management activities may leave us exposed to unidentified or unanticipated risks;

- Regulatory, environmental, monetary and other governmental policies could have a material adverse effect on our profitability;

- Global, market and economic conditions may negatively impact our business, financial condition and stock price;
- We face risks associated with litigation and claims, which could impact our financial results and condition;
- Offers or availability for sale of a substantial number of shares of our common stock may cause the price of our common stock to decline;
- We are subject to financial reporting and other requirements for which our accounting, internal audit and other management systems and resources may not be adequately prepared;
- There are inherent limitations in all control systems, and misstatements due to error or fraud may occur and not be detected;
- Any acquisitions that we have completed, or may complete in the future, may not perform as planned and could disrupt our business and harm our financial condition and operations;
- The success of our business depends on achieving our strategic objectives, including dispositions;
- If we do not conduct an adequate due diligence investigation of a target business that we acquire, we may be required subsequently to take write downs or write-offs, restructuring, and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and our stock price, which could cause you to lose some or all of your investment;
- We may be unable to generate internal growth; and
- In the event that we fail to satisfy any of the listing requirements of the NASDAQ Capital Market, our common stock may be delisted, which could affect our market price and liquidity.

Risks Relating to Our Business and Industry

We are vulnerable to economic downturns in the commercial construction market, which may reduce the demand for some of our products and adversely affect our sales, net income, cash flow or financial condition.

A large portion of our business involves sales of our products in connection with commercial and industrial construction. Our sales to this sector are affected by the level of discretionary business spending. During economic downturns in this sector, the level of business discretionary spending may decrease. This decrease in spending will likely reduce the demand for some of our products and may adversely affect our sales, net income, cash flow or financial condition.

Our operating results may vary significantly from quarter to quarter, which makes our operating results difficult to predict and can cause our operating results in any particular period to be less than comparable quarters and expectations from time to time.

Our quarterly results may fluctuate significantly from quarter to quarter due to a variety of factors, many of which are outside our control and have the potential to materially and adversely affect our results. Factors that affect our operating results include the following:

- the size, timing and terms of sales and orders, especially large customer orders;
- variations caused by customers delaying, deferring or canceling purchase orders or making smaller purchases than expected;

- the timing and volume of work under new agreements;
- the spending patterns of customers;
- customer orders received;
- a change in the mix of our products having different margins;
- a change in the mix of our customers, contracts and business;
- increases in design and manufacturing costs;
- the length of our sales cycles;
- the rates at which customers renew their contracts with us;
- changes in pricing by us or our competitors, or the need to provide discounts to win business;
- a change in the demand or production of our products caused by severe weather conditions;
- our ability to control costs, including operating expenses;
- losses experienced in our operations not otherwise covered by insurance;
- the ability and willingness of customers to pay amounts owed to us;
- the timing of significant investments in the growth of our business, as the revenue and profit we hope to generate from those expenses may lag behind the timing of expenditures;
- costs related to the acquisition and integration of companies or assets;
- general economic trends, including changes in equipment spending or national or geopolitical events such as economic crises, wars or incidents of terrorism; and
- future accounting pronouncements and changes in accounting policies.

Accordingly, our operating results in any particular quarter may not be indicative of the results that you can expect for any other quarter or for an entire year.

Our industry is highly competitive.

The electrical equipment manufacturing industry is highly competitive. Principal competitors in our markets in the T&D Solutions segment include Crown Electric Engineering and Manufacturing, LLC, Industrial Electric Machinery, LLC, RESA Power, LLC, Eaton Corporation, Switchgear Power Systems, LLC, Myers Power Products, Inc. and Powell Industries, Inc. Some of these competitors, as well as other companies in the broader electrical equipment manufacturing and service industry where we expect to compete, are significantly larger and have substantially greater resources than we do and are able to achieve greater economies of scale and lower cost structures than us and may, therefore, be able to provide their products and services to customers at lower prices than we are able to. Moreover, our competitors could develop the expertise, experience and resources to offer products that are superior in both price and quality to our products. While we seek to compete by providing more customized, highly-engineered products, there are few technical or other barriers to prevent much larger companies in our industry from putting more emphasis on this same strategy. Similarly, we cannot be certain that we will be able to market our business effectively in the face of competition or to maintain or enhance our competitive position within our industry, maintain our customer base at current levels or increase our customer base. Our inability to manage our business in light of the competitive forces we face could have a material adverse effect on our results of operations.

We currently derive a significant portion of our revenues from one customer. Material or significant loss of business from this customer could have an adverse effect on our business, financial condition and operating results.

We depend on one customer for a large portion of our business, and any change in the level of orders from this customer could have a significant impact on our results of operations. Enchanted Rock Electric, LLC accounted for 45% of our total sales in the year ended December 31, 2022. Loss of business from this customer could have an adverse effect on our business, financial condition and operating results. The majority of our sales to Enchanted Rock Electric, LLC were made pursuant to contract terms and conditions for each project. See "Item 1. Business - Customers".

Our remaining business units have historically generated operating losses and negative cash flows, which may result in the usage of our cash.

We have two business units (PCEP and Titan), and these two units have been unable to earn positive income and generate positive cash flow in their recent history. With \$10.3 million of cash as of December 31, 2022, any such losses will negatively impact our cash balance.

The departure or loss of key personnel could disrupt our business.

We depend heavily on the continued efforts of Nathan J. Mazurek, our principal executive officer, and on other senior officers who are responsible for the day-to-day management of our operating subsidiaries. In addition, we rely on our current electrical and mechanical design engineers, many of whom are important to our operations and would be difficult to replace. We cannot be certain that any of these individuals will continue in their respective capacities for any particular period of time. The departure or loss of key personnel, or the inability to hire and retain qualified employees, could negatively impact our ability to manage our business.

Fluctuations in the price and supply of raw materials used to manufacture our products may reduce our profits.

Our raw material costs represented approximately 54% and 53% of our revenues for the years ended December 31, 2022 and 2021, respectively. The principal raw materials purchased by us are copper, sensors, breakers, meters, relays, switches, fuses, protectors and circuit breakers. These raw materials and components are available from, and supplied by, numerous sources at competitive prices. Unanticipated increases in raw material prices or disruptions in supply could increase production costs and adversely affect our profitability. We cannot provide any assurances that we will not experience difficulties sourcing our raw materials in the future.

We may not be able to fully realize the revenue value reported in our backlog.

We routinely have a backlog of work to be completed on contracts representing a significant portion of our annual sales. As of December 31, 2022, our order backlog was \$37.2 million. Orders included in our backlog are represented by customer purchase orders and service contracts that we believe to be firm. Backlog consists of customer orders that either (1) have not yet been started or (2) are in progress and are not yet completed. In the latter case, the revenue value reported in backlog is the remaining value associated with work that has not yet been billed and recognized as revenue. From time to time, customer orders are canceled that appeared to have a high certainty of going forward at the time they were recorded as new business taken. In the event of a customer order cancellation, we may be reimbursed for certain costs but typically have no contractual right to the total revenue reflected in our backlog. In addition to us being unable to recover certain direct costs, canceled customer orders may also result in additional unrecoverable costs due to the resulting underutilization of our assets.

We are subject to pricing pressure from our larger customers.

We face significant pricing pressures in all of our business segments from our larger customers. Because of their purchasing size, our larger customers can influence market participants to compete on price terms. Such customers also use their buying power to negotiate lower prices. If we are not able to offset pricing reductions resulting from these pressures by improved operating efficiencies and reduced expenditures, those price reductions may have an adverse impact on our financial results.

Deterioration in the credit quality of several major customers could have a material adverse effect on our operating results and financial condition.

A significant asset included in our working capital is accounts receivable from customers. If customers responsible for a significant amount of accounts receivable become insolvent or are otherwise unable to pay for products and services, or become unwilling or unable to make payments in a timely manner, our operating results and financial condition could be adversely affected. A significant deterioration in the economy could have an adverse effect on these accounts receivable, which could result in longer payment cycles, increased collection costs and defaults in excess of management's expectations. Deterioration in the credit quality of our major customers could have a material adverse effect on our operating results and financial condition.

We rely on third parties for key elements of our business whose operations are outside our control.

We rely on arrangements with third-party shippers and carriers such as independent shipping companies for timely delivery of our products to our customers. As a result, we may be subject to carrier disruptions and increased costs due to factors that are beyond our control, including labor strikes, inclement weather, natural disasters and rapidly increasing fuel costs. If the services of any of these third parties become unsatisfactory, we may experience delays in meeting our customers' product demands and we may not be able to find a suitable replacement on a timely basis or on commercially reasonable terms. Any failure to deliver products to our customers in a timely and accurate manner may damage our reputation and could cause us to lose customers.

We also utilize third-party distributors to sell, install and service certain of our products. While we are selective in whom we choose to represent us, it is difficult for us to ensure that our distributors consistently act in accordance with the standards we set for them. To the extent any of our end-customers have negative experiences with any of our distributors or manufacturer's representatives; it could reflect poorly on us and damage our reputation, thereby negatively impacting our financial results.

Supply chain and shipping disruptions may result in shipping delays, a significant increase in shipping costs, and could increase product costs and result in lost sales and reputational damage, which may have a material adverse effect on our business, operating results and financial condition.

Our third-party manufacturers and suppliers have experienced, and expect to continue to experience, supply chain disruption and shipping disruptions, including disruptions or delays in loading container cargo in ports of origin or off-loading cargo at ports of destination, as a result of the COVID-19 pandemic, congestion in port terminal facilities, labor supply and shipping container shortages, inadequate equipment and persons to load, dock and offload container vessels and for other reasons. These disruptions may impact our ability to receive materials and products from our manufacturers and suppliers, to distribute our products to our customers in a cost-effective and timely manner and to meet customer demand, all of which could have an adverse effect on our financial condition and results of operations. There can be no assurance that further unforeseen events impacting the supply chain will not have a material adverse effect on us in the future. Additionally, the impacts that supply chain disruptions have on our third-party manufacturers and suppliers are not within our control. It is not currently possible to predict how long it will take for these supply chain disruptions to cease or ease. Prolonged supply chain disruptions that may impact us or our manufacturers and suppliers could interrupt product manufacturing, increase raw material and product lead times, increase raw material and product costs, impact our ability to meet customer demand and result in lost sales and reputational damage, all of which could have a material adverse effect on our business, financial condition and results of operations.

Our business may face cybersecurity risk generally associated with our information technology systems which could materially affect our business, and our results of operations could be materially affected if our information technology systems (or third-party systems we rely on) are interrupted, damaged by unforeseen events, or fail for any extended period of time.

We rely on information systems ("IS") in our business to obtain, rapidly process, analyze, manage and store data to among other things:

- receive, process and ship orders on a timely basis; and
- manage the accurate billing and collections from our customers.

IS risks have generally increased in recent years, and a cyberattack that bypasses our IS security systems causing an IS security breach may lead to a material disruption of our business operations and/or the loss of business information resulting in a material effect on our business.

In addition, we develop products and provide services to our customers that are technology-based, and a cyberattack that bypasses the IS security systems of our products or services causing a security breach and/or perceived security vulnerabilities in our products or services could also cause significant reputational harm, and actual or perceived vulnerabilities may lead to claims against us by our customers. Perceived or actual security vulnerabilities in our products or services, or the perceived or actual failure by us or our customers who use our products to comply with applicable legal requirements, may not only cause us significant reputational harm, but may also lead to claims against us by our customers and involve fines and penalties, costs for remediation, and settlement expenses.

Our IS utilize certain third-party service organizations that manage a portion of our information systems, and our business may be materially affected if these third-party service organizations are subject to an IS security breach. Risks associated with these and other IS security breaches may include, among other things:

- future results could be materially affected due to theft, destruction, loss, misappropriation or release of confidential data or intellectual property;
- operational or business delays resulting from the disruption of information systems and subsequent clean-up and mitigation activities;
- we may incur claims, fines and penalties, and costs for remediation, or substantial defense and settlement expenses; and
- negative publicity resulting in reputation or brand damage with our customers, partners or industry peers.

We have various insurance policies, covering risks in amounts that we consider adequate. There can be no assurance that the insurance coverage we maintain is sufficient or will be available in adequate amounts or at a reasonable cost. Successful claims for misappropriation or release of confidential or personal data brought against us in excess of available insurance or fines or other penalties assessed or any claim that results in significant adverse publicity against us could have a material adverse effect on our business and our reputation.

Our business requires skilled labor, and we may be unable to attract and retain qualified employees.

Our ability to maintain our productivity and profitability will be limited by our ability to employ, train and retain skilled personnel necessary to meet our requirements. We may experience shortages of qualified personnel. We cannot be certain that we will be able to maintain an adequate skilled labor force necessary to operate efficiently and to support our growth strategy or that our labor expenses will not increase as a result of a shortage in the supply of skilled personnel. Labor shortages, increased labor costs or loss of our most skilled workers could impair our ability to deliver on time to our customers (thereby creating a risk that we lose our customers to competition) and would inhibit our ability to maintain our business or grow our revenues, and may adversely impact our profitability.

An overall tightening and increasingly competitive labor market, notably in response to the COVID-19 pandemic, has been recently observed in the U.S. A sustained labor shortage or increased turnover rates within our employee base could lead to increased costs, such as increased wage rates to attract and retain employees, and could negatively affect our ability to efficiently operate our manufacturing facilities and overall business. If we are unable to hire and retain employees capable of performing at a high-level, or if mitigation measures we may take to respond to a decrease in labor availability, such as overtime and third-party outsourcing, have unintended negative effects, our business could be adversely affected. An overall labor shortage, lack of skilled labor, increased turnover or labor inflation could have a material adverse impact on our operations, results of operations, liquidity or cash flows.

Our business operations are dependent upon our ability to engage in successful collective bargaining with our unionized workforce.

If we are unable to renew our collective bargaining agreements, or if additional segments of our workforce become unionized, we may be subject to work interruptions or stoppages. Strikes or labor disputes with our employees may adversely affect our ability to conduct our business.

The COVID-19 pandemic and its ongoing effects may adversely affect our business.

The global coronavirus pandemic and its ongoing effects could have a negative impact on our revenues and operating results. This pandemic could result in disruptions and damage to our business, caused by both the negative impact to our ability to obtain cost effective raw materials, supplies and component parts necessary to operate our business and the negative impact on our ability to operate our facility should the coronavirus spread more broadly in the regions we are located, thereby creating an increased risk of exposure to our workforce which cannot operate our facility remotely. The full impact of the COVID-19 pandemic and its ongoing effects continues to evolve as the date of this report. As such, it continues to be uncertain as to the full magnitude that the pandemic will have on our financial condition, liquidity, and future results of operations. During the year ended December 31, 2022, the Company was able to operate substantially at capacity during the COVID-19 pandemic. Given the daily evolution of the COVID-19 pandemic, its ongoing effects, and the global responses to the continuing crisis, we are not able to estimate the full effects of the COVID-19 pandemic and its ongoing effects at this time, however, if the ongoing effects of the COVID-19 pandemic continue or worsen, it may have an adverse effect on the Company's results of operations, financial condition, or liquidity. Mitigation efforts will not completely prevent our business from being adversely affected, and the longer the pandemic impacts supply and demand and the more broadly the pandemic spreads, it is more likely that the impact on our business, revenues and operating results will become increasingly negative.

In addition, the continuation of the COVID-19 pandemic or a significant outbreak of other infectious diseases could result in a widespread health crisis that could adversely affect the economies and financial markets worldwide, resulting in an economic downturn that could impact our business, financial condition and results of operations.

Risks Relating to Our Organization

Delaware law and our corporate charter and bylaws contain anti-takeover provisions that could delay or discourage takeover attempts that stockholders may consider favorable.

Our board of directors is authorized to issue shares of preferred stock in one or more series and to fix the voting powers, preferences and other rights and limitations of the preferred stock. Accordingly, we may issue shares of preferred stock with a preference over our common stock with respect to dividends or distributions on liquidation or dissolution, or that may otherwise adversely affect the voting or other rights of the holders of common stock. Issuances of preferred stock, depending upon the rights, preferences and designations of the preferred stock, may have the effect of delaying, deterring or preventing a change of control, even if that change of control might benefit our stockholders. In addition, we are subject to Section 203 of the Delaware General Corporation Law. Section 203 generally prohibits a public Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless (i) prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder; (ii) the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for

purposes of determining the number of shares outstanding (a) shares owned by persons who are directors and also officers and (b) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or (iii) on or subsequent to the date of the transaction, the business combination is approved by the board and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

Section 203 could delay or prohibit mergers or other takeover or change in control attempts with respect to us and, accordingly, may discourage attempts to acquire us even though such a transaction may offer our stockholders the opportunity to sell their stock at a price above the prevailing market price.

We have identified a material weakness in our internal control over financial reporting, and if we are unable to achieve and maintain effective internal control over financial reporting or effective disclosure controls, this could have a material adverse effect on our business.

As discussed in Item 9A “Controls and Procedures”, we concluded there is a material weakness of our internal control over financial reporting. A material weakness is defined as 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 a company’s annual or interim financial statements will not be prevented or detected on a timely basis by the company’s internal controls.

We cannot assure you that we will be able to remediate our existing material weakness in a timely manner, if at all, or that in the future additional material weaknesses will not exist, reoccur or otherwise be discovered, a risk that is significantly increased in light of the complexity of our business. If our efforts to remediate these material weaknesses, as described in Item 9A "Controls and Procedures", are not successful or if other deficiencies occur, our ability to accurately and timely report our financial position, results of operations, cash flows or key operating metrics could be impaired, which could result in late filings of our annual and quarterly reports under the Exchange Act, restatements of our consolidated financial statements or other corrective disclosures. Additional impacts could include a decline in our stock price, suspension of trading or delisting of our common stock by the Nasdaq Capital Market, or other material adverse effects on our business, reputation, and results of operations, financial condition or liquidity. Furthermore, if we continue to have this existing material weakness, other material weaknesses or significant deficiencies in the future, it could create a perception that our financial results do not fairly state our financial condition or results of operations. Any of the foregoing could have an adverse effect on the value of our stock.

Risks Relating to our Common Stock

The trading volume of our common stock has recently increased to a level that is significantly higher than our historical average. If the trading volume of our common stock decreases, we will not be able to ensure investors that an active market for our common stock will be sustained.

The trading volume of our common stock spiked significantly in Fiscal 2022 and Fiscal 2021, and our common stock has continued to trade at higher volumes than our historical average. We do not know why the trading volume of our common stock has spiked significantly; we believe, however, that the sharp spike in the trading volume of our common stock is the result of a number of factors outside our control, including recent volatility in the stock market, which continues to remain unpredictable. There has been no recent change in our financial condition or results of operations that is consistent with the increase in the trading volume of our common stock, and the recent spike in the trading volume of our common stock may not be sustained.

In the event of a rapid decrease in the trading volume of our common stock, there can be no assurance that an active trading market in our common stock could be maintained, and any illiquidity resulting from such a decrease in the trading volume of our common stock may result in the market price not accurately reflecting our relative value. If our common stock were to be thinly traded, even limited trading in our common stock could lead, as it has at times in the past, to dramatic fluctuations in share price, and investors might not be able to liquidate their investment in us at all or at a price that reflects the value of the business.

General Risk Factors

Our stock price may be volatile, which could result in substantial losses for investors.

The market price of our common stock is highly volatile and could fluctuate widely in response to various factors, many of which are beyond our control, including the following:

- technological innovations or new products and services by us or our competitors;
- additions or departures of key personnel, including Nathan J. Mazurek, our chairman, president and chief executive officer;
- sales of our common stock, including management shares;
- limited availability of freely-tradable "unrestricted" shares of our common stock to satisfy purchase orders and demand;
- our ability to execute our business plan;
- operating results that fall below expectations;
- loss of any strategic relationship;
- industry developments;
- economic and other external factors;
- our ability to manage the costs of maintaining adequate internal financial controls and procedures in connection with the acquisition of additional businesses;
- period-to-period fluctuations in our financial results; and
- announcements of acquisitions.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also significantly affect the market price of our common stock.

Our risk management activities may leave us exposed to unidentified or unanticipated risks.

Although we maintain insurance policies for our business, these policies contain deductibles and limits of coverage. We estimate our liabilities for known claims and unpaid claims and expenses based on information available as well as projections for claims incurred but not reported. However, insurance liabilities are difficult to estimate due to various factors and we may be unable to effectively anticipate or measure potential risks to our company. If we suffer unexpected or uncovered losses, any of our insurance policies or programs are terminated for any reason or are not effective in mitigating our risks, we may incur losses that are not covered by our insurance policies or that exceed our accruals or that exceed our coverage limits and could adversely impact our consolidated results of operations, cash flows and financial position.

Regulatory, environmental, monetary and other governmental policies could have a material adverse effect on our profitability.

We are subject to international, federal, provincial, state and local laws and regulations governing environmental matters, including emissions to air, discharge to waters and the generation and handling of waste. We are also subject to laws relating to occupational health and safety. The operation of manufacturing plants involves a high level of susceptibility in these areas, and there is no assurance that we will not incur material environmental or occupational health and safety liabilities in the future. Moreover, expectations of remediation expenses could be affected by, and potentially significant expenditures could be required to comply with, environmental regulations and health and safety laws that may be adopted or imposed in the future. Future remediation technology advances could adversely impact expectations of remediation expenses. We can give no assurance that any lawsuits or claims brought in the future will not have an adverse effect on our financial condition, liquidity or operating results. Types of potential litigation cases include product liability, contract, employment-related, labor relations, personal injury or property damage, intellectual property, stockholder claims and claims arising from any injury or damage to persons, property or the environment from hazardous substances used, generated or disposed of in the conduct of our business. Adverse outcomes in some or all of these claims may result in significant monetary damages that could adversely affect our ability to conduct our business.

Global, market and economic conditions may negatively impact our business, financial condition and stock price.

Concerns over inflation, geopolitical issues, the U.S. financial markets, capital and exchange controls, unstable global credit markets and financial conditions and the COVID-19 pandemic, have led to periods of significant economic instability, declines in consumer confidence and discretionary spending, diminished expectations for the global economy and expectations of slower global economic growth going forward, and increased unemployment rates. Our general business strategy may be adversely affected by any such economic downturns, volatile business environments and continued unstable or unpredictable economic and market conditions. If these conditions continue to deteriorate or do not improve, it may make any necessary debt or equity financing more difficult to complete, more costly, and more dilutive. In addition, there is a risk that one or more of our current or future service providers, manufacturers, suppliers, our third-party payors, and other partners could be negatively affected by difficult economic times, which could adversely affect our ability to attain our operating goals on schedule and on budget or meet our business and financial objectives.

In addition, we face several risks associated with international business and are subject to global events beyond our control, including war, public health crises, such as pandemics and epidemics, trade disputes, economic sanctions, trade wars and their collateral impacts and other international events. Any of these changes could have a material adverse effect on our reputation, business, financial condition or results of operations. There may be changes to our business if there is instability, disruption or destruction in a significant geographic region, regardless of cause, including war, terrorism, riot, civil insurrection or social unrest; and natural or man-made disasters, including famine, flood, fire, earthquake, storm or disease. In addition, the consequences of the ongoing conflict between Russia and Ukraine, including related sanctions and countermeasures, and the effects of rising global inflation, are difficult to predict, and could adversely impact geopolitical and macroeconomic conditions, the global economy, and contribute to increased market volatility, which may in turn adversely affect our business and operations.

We face risks associated with litigation and claims, which could impact our financial results and condition.

Our business, results of operations and financial condition could be affected by significant litigation or claims adverse to us. Types of potential litigation cases include product liability, contract, employment-related, labor relations, personal injury or property damage, intellectual property, trade secret or unfair competition claims, stockholder claims and claims arising from any injury or damage to persons, property or the environment from hazardous substances used, generated or disposed of in the conduct of our business.

Offers or availability for sale of a substantial number of shares of our common stock may cause the price of our common stock to decline.

Sales of a significant number of shares of our common stock in the public market could harm the market price of our common stock and make it more difficult for us to raise funds through future offerings of common stock. Our stockholders and the holders of our options and warrants may sell substantial amounts of our common stock in the public market. The availability of these shares of our common stock for resale in the public market has the potential to cause the supply of our common stock to exceed investor demand, thereby decreasing the price of our common stock.

In addition, the fact that our stockholders, option holders and warrant holders can sell substantial amounts of our common stock in the public market, whether or not sales have occurred or are occurring, could make it more difficult for us to raise additional financing through the sale of equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate.

We are subject to financial reporting and other requirements for which our accounting, internal audit and other management systems and resources may not be adequately prepared.

We are subject to reporting and other obligations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including the requirements of Section 404 of the Sarbanes-Oxley Act. Section 404 requires us to conduct an annual management assessment of the effectiveness of our internal controls over financial reporting. These reporting and other obligations place significant demands on our management, administrative, operational, internal audit and accounting resources. Any failure to maintain effective internal controls could have a material adverse effect on our business, operating results and stock price.

In addition, our internal controls will also include those of any company or business that we may acquire in the future. Acquired companies or businesses are likely to have different standards, controls, contracts, procedures and policies, making it more difficult to implement and harmonize company-wide financial, accounting, information and other systems. As a result, our internal controls may become more complex and we may require significantly more resources to ensure they remain effective. Failure to implement required new or improved controls, or difficulties encountered in their implementation, either in our existing business or in businesses that we may acquire, could harm our operating results or cause us to fail to meet our reporting obligations.

There are inherent limitations in all control systems, and misstatements due to error or fraud may occur and not be detected.

The ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002 require us to identify material weaknesses in internal control over financial reporting, which is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with accounting principles generally accepted in the United States. Our management, including our chief executive officer and chief financial officer, does not expect that our internal controls and disclosure controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, in our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Further, controls can be circumvented by individual acts of some persons, by collusion of two or more persons, or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may be inadequate because of changes in conditions, such as growth of the company or increased transaction volume, or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

In addition, discovery and disclosure of a material weakness, by definition, could have a material adverse impact on our financial statements. See “—Risks Relating to Our Organization— We have identified a material weakness in our internal control over financial reporting, and if we are unable to achieve and maintain effective internal control over financial reporting or effective disclosure controls, this could have a material adverse effect on our business.” Such an occurrence could discourage certain customers or suppliers from doing business with us and adversely affect how our stock trades. This could in turn negatively affect our ability to access equity markets for capital.

Any acquisitions that we have completed, or may complete in the future, may not perform as planned and could disrupt our business and harm our financial condition and operations.

In an effort to effectively compete in the specialty electrical equipment manufacturing and service businesses, where increasing competition and industry consolidation prevail, we have sought to acquire complementary businesses in the past and will continue to do so in the future. In the event of any future acquisitions, we could:

- issue additional securities that would dilute our current stockholders' percentage ownership or provide the purchasers of the additional securities with certain preferences over those of common stockholders, such as dividend or liquidation preferences;
- incur debt and assume liabilities; and
- incur large and immediate write-offs of intangible assets, accounts receivable or other assets.

These events could result in significant expenses and decreased revenue, which could adversely affect the market price of our common stock. In addition, integrating acquired businesses and completing any future acquisitions involve numerous operational and financial risks. These risks include difficulty in assimilating acquired operations, diversion of management's attention, and the potential loss of key employees or customers of acquired operations. Furthermore, companies acquired by us may not generate financial results consistent with our management's plans at the time of acquisition.

The success of our business depends on achieving our strategic objectives, including dispositions.

We continue to evaluate the potential disposition of assets and businesses that may no longer help us meet our objectives. When we decide to sell assets or a business, we may encounter difficulty in finding buyers or executing alternative exit strategies on acceptable terms in a timely manner, which could delay the accomplishment of our strategic objectives. Alternatively, we may dispose of a business at a price or on terms that are less than we had anticipated, or with the exclusion of assets that must be divested separately. After reaching an agreement with a buyer for the disposition of a business, the transaction remains subject to the satisfaction of pre-closing conditions, which may prevent us from completing the transaction. Dispositions may also involve continued financial involvement in the divested business, such as through continuing equity ownership, transition service agreements, guarantees, indemnities or other current or contingent financial obligations. Under these arrangements, performance by the divested businesses or other conditions outside our control could affect our future financial results.

If we do not conduct an adequate due diligence investigation of a target business that we acquire, we may be required subsequently to take write downs or write-offs, restructuring, and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and our stock price, which could cause you to lose some or all of your investment.

As part of our acquisition strategy, we will need to conduct a due diligence investigation of one or more target businesses. Intensive due diligence is time consuming and expensive due to the operations, accounting, finance and legal professionals who must be involved in the due diligence process. We may have limited time to conduct such due diligence. Even if we conduct extensive due diligence on a target business that we acquire, we cannot assure you that this diligence will uncover all material issues relating to a particular target business, or that factors outside of the target business and outside of our control will not later arise. If our diligence fails to identify issues specific to a target business or the environment in which the target business operates, we may be forced to write-down or write-off assets, restructure our operations, or incur impairment or other charges that could result in us reporting losses. Even though these charges may be non-cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our common stock. In addition, charges of this nature may cause us to violate net worth or other covenants that we may be subject to as a result of assuming pre-existing debt held by a target business or by virtue of our obtaining post-combination debt financing.

We may be unable to generate internal growth.

Our ability to generate internal growth will be affected by, among other factors, our ability to attract new customers, increases or decreases in the number or size of orders received from existing customers, hiring and retaining skilled employees and increasing volume utilizing our existing facilities. Many of the factors affecting our ability to generate internal growth may be beyond our control, and we cannot be certain that our strategies will be implemented with positive results or that we will be able to generate cash flow sufficient to fund our operations and to support internal growth. If we do not achieve internal growth, our results of operations will suffer and we will likely not be able to expand our operations or grow our business.

In the event that we fail to satisfy any of the listing requirements of the NASDAQ Capital Market, our common stock may be delisted, which could affect our market price and liquidity.

Our common stock is listed on the NASDAQ Capital Market. In order to maintain the listing of Pioneer Power's common stock on NASDAQ, Pioneer Power's common stock must comply with certain continued listing requirements, including having:

- at least two registered and active market makers, one of which may be a market maker entering a stabilizing bid;
- a minimum bid price of at least \$1.00 per share;
- at least 300 total holders (including both beneficial holders and holders of record, but excluding any holder who is directly or indirectly an executive officer, director or the beneficial holder of more than 10% of the total shares outstanding); and
- at least 500,000 publicly held shares with a market value of at least \$1.0 million (excluding any shares held directly or indirectly by officers, directors or any person who is the beneficial owner of more than 10% of the total shares outstanding).

- Pioneer Power must also meet at least one of the following continued listing standards:
 - stockholders' equity of at least \$2.5 million;
 - market value of Pioneer Power's common stock of at least \$35 million; or
 - net income from continuing operations of \$500,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years.

No assurances can be given that Pioneer Power will continue to satisfy these requirements as some of these requirements are outside of Pioneer Power's direct control, such as the bid price of its common stock, the number of holders of its common stock and the value of its publicly held shares. If Pioneer Power is unable to meet these requirements, NASDAQ may take action to delist Pioneer Power's common stock. In such a case, Pioneer Power may appeal NASDAQ's determination to delist its common stock, but such appeal may not be successful.

If Pioneer Power's common stock is delisted from NASDAQ, Pioneer Power expects that its common stock would begin trading on the over-the-counter markets. The delisting of Pioneer Power's common stock could result in a reduction in its trading price and would substantially limit the liquidity of Pioneer Power's common stock. In addition, delisting could materially adversely impact Pioneer Power's ability to raise capital or pursue strategic restructuring, refinancing or other transactions. Delisting from NASDAQ could also have other negative results, including the potential loss of confidence by institutional investors.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES.

Location	Description	Approximate Square Footage	Owned or Lease	Expiration Date
Santa Fe Springs, California	Manufacturing, sales, engineering and administration	40,000	August 2024	
Champlin, Minnesota	Manufacturing, sales, service and warehouse	16,000	March 2026	
Miami, Florida	Sales, service and warehouse	3,600	December 2024	
Fort Lee, New Jersey	Corporate management and sales office	2,700	December 2025	

We believe our facilities are well maintained, in proper condition to operate at higher than current levels and are adequately insured. We do not anticipate significant difficulty in renewing or extending existing leases as they expire, or in replacing them with equivalent facilities or office locations.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in lawsuits, investigations and claims that arise in the ordinary course of business. As of the date hereof, we are not aware of or a party to any legal proceedings to which we or any of our subsidiaries is a party or to which any of our property is subject, nor are we aware of any such threatened or pending litigation or any such proceedings known to be contemplated by governmental authorities that we believe could have a material adverse effect on our business, financial condition or operating results.

We can give no assurance that any other lawsuits or claims brought in the future will not have an adverse effect on our financial condition, liquidity or operating results.

We are not aware of any material proceedings in which any of our directors, officers or affiliates or any registered or beneficial shareholder of more than 5% of our common stock is an adverse party or has a material interest adverse to our interest.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

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

Our common stock has been listed on the Nasdaq Capital Market under the symbol "PPSI" since September 19, 2013. Prior to that time, it was quoted on the OTCQB. The last reported sales price of our common stock on the Nasdaq Capital Market on April 10, 2023, was \$4.35 per share. As of April 10, 2023, there were 38 holders of record of our common stock.

The timing and amount of future dividends could require the Company to seek capital funding to support its ongoing operations as the Company's historical credit arrangements were terminated in connection with the Equity Transaction.

We did not repurchase any of our equity securities during the fourth quarter of the fiscal year ended December 31, 2022.

ITEM 6. [RESERVED].

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

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes appearing elsewhere in this prospectus. In addition to historical financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this prospectus, particularly in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

Overview

We design, manufacture, integrate, refurbish, service, distribute and sell electric power systems, distributed energy resources, power generation equipment and mobile electric vehicle ("EV") charging solutions. Our products and services are sold to a broad range of customers in the utility, industrial and commercial markets. Our customers include, but are not limited to, electric, gas and water utilities, data center developers and owners, EV charging infrastructure developers and owners, and distributed energy developers. We are headquartered in Fort Lee, New Jersey and operate from three (3) additional locations in the U.S. for manufacturing, service and maintenance, engineering, and sales and administration.

We intend to grow our business through continued internal investments in product development and expansion of our manufacturing, engineering, sales and marketing personnel.

Our operations are divided into two reportable segments: T&D Solutions segment and Critical Power segment. Our T&D Solutions business provides equipment solutions that help customers effectively and efficiently protect, control, transfer, monitor and manage their electric energy requirements. These solutions are marketed principally through our PCEP brand name. Our Critical Power business provides customers with our suite of mobile e-Boost® EV charging solutions, power generation equipment and all forms of service and maintenance on our customers' power generation equipment. These products and services are marketed by our operations headquartered in Minnesota, currently doing business under both the Titan and Pioneer Critical Power brand names.

Critical Accounting Policies

Use of Estimates. The preparation of financial statements in accordance with generally accepted accounting principles in the U.S. requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The financial statements include estimates based on currently available information and our judgment as to the outcome of future conditions and circumstances. Significant estimates in these financial statements include, inventory provisions, useful lives and impairment of long-lived assets, income tax provision, stock-based compensation, and allowance for doubtful accounts. Changes in the status of certain facts or circumstances could result in material changes to the estimates used in the preparation of the financial statements and actual results could differ from the estimates and assumptions.

Revenue Recognition. Revenue is recognized when (1) a contract with a customer exists, (2) performance obligations promised in a contract are identified based on the products or services that will be transferred to the customer, (3) the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring products or services to the customer, (4) the transaction price is allocated to the performance obligations in the contract and (5) the Company satisfies performance obligations. The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised product or service to a customer. Revenue from the sale of our electric power systems is recognized either over time or at a point in time and substantially all of our revenue from the sale of power generation equipment is recognized at a point in time. Revenues are recognized at the point in time that the customer obtains control of the good which is when it has taken title to the products and has assumed the risks and rewards of ownership specified in the purchase order or sales agreement. Certain sales of highly customized electrical power systems are recognized over time when such equipment has no alternative use and the Company has an enforceable right to payment for performance completed to date. Revenue for such agreements is recognized under the input method based on either cost or direct labor hours incurred relative to the estimated cost or direct labor hours expected to be consumed to complete the project. Service revenues include maintenance contracts that are recognized over time based on the contract term and repair services which are recognized as services are delivered.

Return of a product requires that the buyer obtain permission in writing from the Company. If products are returned without such permission, the buyer authorizes the Company, in addition to such other remedies as it may have, to hold the returned products at the buyer's sole risk and expense. When the buyer requests authorization to return material for reasons of their own, the buyer will be charged for placing the returned goods in saleable condition, restocking charges and for any outgoing and incoming transportation paid by the Company. The Company warrants title to the products, and also warrants the products on date of shipment to the buyer, to be of the kind and quality described in the contract, merchantable, and free of defects in workmanship and material. Returns and warranties during the years ended December 31, 2022 and 2021 were insignificant.

Inventories. A substantial portion of the Company's inventory includes raw materials and parts utilized to support the manufacturing process at PCEP and equipment sales and service offerings at Titan. We value inventories at the lower of cost or net realizable value. If a write down to the current market value is necessary, the market value cannot be greater than the net realizable value, which is defined as selling price less costs to complete and dispose, and cannot be lower than the net realizable value less a normal profit margin. We also continually evaluate the composition of our inventory and identify obsolete, slow-moving and excess inventories. Inventory items identified as obsolete, slow-moving or excess are evaluated to determine if reserves are required. If we were not able to achieve our expectations of the net realizable value of the inventory at current market value, we would have to adjust our reserves accordingly. We attempt to accurately estimate future product demand to properly adjust inventory levels for our standard products. However, significant unanticipated changes in demand could have a significant impact on the value of inventory and of operating results.

Impairment of Long-Lived Assets. We review long-lived assets for impairment including intangible assets with determinable useful lives whenever events or changes in circumstances indicate that the carrying value of the corresponding asset group may not be realizable. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset group are compared to the asset group's carrying amount to determine if an impairment of such asset is necessary. This requires us to make long-term forecasts of the future revenues and costs related to the assets groups subject to review. Forecasts require assumptions about demand for our products and future market conditions. Estimating future cash flows requires significant judgment, and our projections may vary from cash flows eventually realized. Future events and unanticipated changes to assumptions could require a provision for impairment in a future period. The effect of any impairment would be reflected in operating income in the Consolidated Statements of Operations. In addition, we estimate the useful lives of our long-lived assets and other intangibles and periodically review these estimates to determine whether these lives are appropriate.

Leases. In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, *Leases (Topic 842)*, which requires, among other things, a lessee to recognize a liability representing future lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term. For operating leases, a lessee will be required to recognize at inception a right-of-use asset and a lease liability equal to the net present value of the lease payments, with lease expense recognized over the lease term on a straight-line basis. For leases with a term of twelve months or less, ASU 2016-02 allows a reporting entity to make an accounting policy election to not recognize a right-of-use asset and a lease liability, and to recognize lease expense on a straight-line basis. ASU No. 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. Upon adoption, a reporting entity should apply the provisions of ASU 2016-02 at the beginning of the earliest period presented using a modified retrospective approach, which includes certain optional practical expedients that an entity may elect to apply. We adopted this standard in our first quarter of 2018 using the modified retrospective approach.

Stock Compensation. In June 2018, the FASB issued ASU No. 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. The amendments in this update expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of Topic 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of cost (that is, the period of time over which share-based payment awards vest and the pattern of cost recognition over that period). The amendments specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606, Revenue from Contracts with Customers. The updated standard is effective for the Company beginning after December 15, 2018, including interim periods within that fiscal year. Early adoption of the new guidance is permitted, but no earlier than an entity's adoption date of Topic 606. The Company adopted this guidance on January 1, 2019. The adoption of this ASU did not have a material impact on the consolidated financial statements.

Measurement of Credit Losses on Financial Instrument. In June 2016, the FASB issued amended guidance to ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* that changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking "expected loss" model that will replace today's "incurred loss" model and generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to current practice, except that the losses will be recognized as an allowance. This amended guidance for small reporting companies is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. The Company does not expect that the amended guidance will have a material effect on our consolidated financial statements and related disclosures.

Income Taxes. We account for income taxes under the asset and liability method, based on the income tax laws and rates in the countries in which operations are conducted and income is earned. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities using expected rates in effect for the tax year in which the differences are expected to reverse. Developing the provision for income taxes requires significant judgment and expertise in federal, international and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, if necessary, any valuation allowances that may be required for deferred tax assets. The Company has recorded a valuation allowance in the current and prior years to reduce deferred tax assets to zero. If we were to subsequently determine that we would be able to realize deferred tax assets in the future in excess of its net recorded amount, an adjustment to deferred tax assets would increase net income for the period in which such determination was made. We will continue to assess the adequacy of the valuation allowance on a quarterly basis. Our judgments and tax strategies are subject to audit by various taxing authorities.

Rounding

All dollar amounts (except share and per share data) presented are stated in thousands of dollars, unless otherwise noted. Amounts may not foot due to rounding.

RESULTS OF OPERATIONS

Overview of 2022 Operating Results

Selected financial and operating data for our reportable business segments for the most recent two years is summarized below. This information, as well as the selected financial data provided in Note 13 and our audited Consolidated Financial Statements and related notes included in this Annual Report on Form 10-K, should be referred to when reading our discussion and analysis of results of operations below. Our summary of operating results during the years ended 2022 and 2021 are as follows:

	Year Ended December 31,	
	2022	2021
Revenues		
T&D Solutions	\$ 17,392	\$ 9,484
Critical Power Solutions	9,608	8,827
Consolidated	27,000	18,311
Cost of goods sold		
T&D Solutions	14,393	9,430
Critical Power Solutions	8,000	7,488
Consolidated	22,393	16,918
Gross profit	4,607	1,393
Selling, general and administrative expenses	8,445	5,148
Depreciation and amortization expense	191	107
Total operating expenses	8,636	5,255
Operating loss from continuing operations	(4,029)	(3,862)
Interest income	(465)	(387)
Other expense (income)	67	(1,292)
Loss income before taxes	(3,631)	(2,183)
Income tax expense (benefit)	7	(16)
Net loss	<u>\$ (3,638)</u>	<u>\$ (2,167)</u>

Backlog. Our backlog is based on firm orders from our customers expected to be delivered in the future, most of which is expected to occur during the next twelve months. Backlog may vary significantly from reporting period to reporting period due to the timing of customer commitments. Backlog reflects the amount of revenue we expect to realize upon the shipment of customer orders for our products that are not yet complete or for which work has not yet begun or been completed.

Our order backlog at December 31, 2022 was \$37.2 million, an increase of \$14.4 million, or 63%, when compared to \$22.8 million at December 31, 2021. During the year ended December 31, 2022, the Company experienced a surge in orders for its E-Bloc power system which was the primary driver for the increase in the Company's year over year ending backlog. The following table represents the progression of our backlog, by reporting segment, for the periods ended as indicated:

	December 31,	
	2022	2021
T&D Solutions	\$ 30,871	\$ 17,499
Critical Power Solutions	6,284	5,349
Total order backlog	<u>\$ 37,155</u>	<u>\$ 22,848</u>

Revenue

The following table represents our revenues by reporting segment and major product category for the periods indicated (in thousands, except percentages):

	Year Ended December 31,			
	2022	2021	Variance	%
T&D Solutions				
Power Systems	\$ 17,382	\$ 9,484	\$ 7,898	83.3
Service	10	-	10	-
	17,392	9,484	7,908	83.4
Critical Power Solutions				
Equipment	2,229	1,891	338	17.9
Service	7,379	6,936	443	6.4
	9,608	8,827	781	8.8
Total revenue	\$ 27,000	\$ 18,311	\$ 8,689	47.5

For the year ended December 31, 2022, our consolidated revenue increased by \$8.7 million, or 47.5% to \$27.0 million, up from \$18.3 million during the year ended December 31, 2021, primarily due to an increase in sales of our power systems from our T&D Solutions segment.

T&D Solutions. During the year ended December 31, 2022, revenue from our switchgear and E-Bloc power system product lines increased by \$7.9 million, or 83.3%, as compared to the year ended December 31, 2021, primarily due to increased sales of our E-Bloc power systems, automatic transfer switches and low voltage power systems offset by a decrease in sales of our medium voltage power systems.

Critical Power. For the year ended December 31, 2022, revenue from our equipment sales increased by \$338, or 17.9%, as compared to the year ended December 31, 2021, primarily due to increased sales of our refurbished generation equipment.

For the year ended December 31, 2022, our service revenue increased by \$443, or 6.4%, as compared to the year ended December 31, 2021, primarily due to the cyclical nature of our preventative maintenance schedules.

Gross Profit and Gross Margin

The following table represents our gross profit by reporting segment for the periods indicated (in thousands, except percentages):

	Year Ended December 31,			
	2022	2021	Variance	%
T&D Solutions				
Gross profit	\$ 2,999	\$ 54	\$ 2,945	5,453.7
Gross margin %	17.2	0.6	16.6	
Critical Power Solutions				
Gross profit	1,608	1,339	269	20.1
Gross margin %	16.7	15.2	1.5	
Consolidated gross profit	\$ 4,607	\$ 1,393	\$ 3,214	230.7
Consolidated gross margin %	17.1	7.6	9.5	

For the year ended December 31, 2022, our gross margin percentage was 17.1% of revenues, compared to 7.6% during the year ended December 31, 2021.

T&D Solutions. For the year ended December 31, 2022, our gross margin increased by 16.6%, to 17.2%, from 0.6% for the year ended December 31, 2021. The increase in our gross margin percentage was primarily due to increased sales of our E-Bloc power systems and automatic transfer switches, a favorable sales mix and improved productivity from our manufacturing facility.

Critical Power. For the year ended December 31, 2022, our gross margin increased by 1.5%, to 16.7%, from 15.2% for the year ended December 31, 2021.

Operating Expenses

The following table represents our operating expenses by reportable segment for the periods indicated (in thousands, except percentages):

	Year Ended December 31,			
	2022	2021	Variance	%
T&D Solutions				
Selling, general and administrative expense	\$ 1,197	\$ 1,099	\$ 98	8.9
Depreciation and amortization expense	18	15	3	20.0
Segment operating expense	<u>\$ 1,215</u>	<u>\$ 1,114</u>	<u>\$ 101</u>	<u>9.1</u>
Critical Power Solutions				
Selling, general and administrative expense	\$ 3,464	\$ 1,660	\$ 1,804	108.7
Depreciation and amortization expense	147	64	83	129.7
Segment operating expense	<u>\$ 3,611</u>	<u>\$ 1,724</u>	<u>\$ 1,887</u>	<u>109.5</u>
Unallocated Corporate Overhead Expenses				
Selling, general and administrative expense	\$ 3,784	\$ 2,389	\$ 1,395	58.4
Depreciation and amortization expense	26	28	(2)	(7.1)
Segment operating expense	<u>\$ 3,810</u>	<u>\$ 2,417</u>	<u>\$ 1,393</u>	<u>57.6</u>
Consolidated				
Selling, general and administrative expense	\$ 8,445	\$ 5,148	\$ 3,297	64.0
Depreciation and amortization expense	191	107	84	78.5
Consolidated operating expense	<u>\$ 8,636</u>	<u>\$ 5,255</u>	<u>\$ 3,381</u>	<u>64.3</u>

Depreciation and amortization expense included in selling, general and administrative expense in the Company's consolidated statement of operations have been disclosed as a separate component of operating expense in the tables above.

Selling, General and Administrative Expense. For the year ended December 31, 2022, consolidated selling, general and administrative expense, before depreciation and amortization, increased by approximately \$3.4 million, or 64.3%, to \$8.6 million, as compared to \$5.3 million during the year ended December 31, 2021. As a percentage of our consolidated revenue, selling, general and administrative expense increased to 31.3% in the year ended December 31, 2022, as compared to 28.1% in the year ended December 31, 2021.

The selling, general and administrative expense in our T&D Solutions segment increased by \$98, or 8.9%, during the year ended December 31, 2022, as compared to the year ended December 31, 2021, primarily due to an increase in payroll related costs and product development costs related to our E-Bloc initiative.

The selling, general and administrative expense in our Critical Power segment increased by \$1.8 million, or 108.7%, during the year ended December 31, 2022, as compared to the year ended December 31, 2021, primarily due to an increase in payroll related costs and product development and promotional costs related to our e-Boost initiative.

The selling, general and administrative expense in our unallocated corporate overhead expenses increased by \$1.4 million, or 58.4%, during the year ended December 31, 2022, as compared to the year ended December 31, 2021, primarily due to an increase in stock-based compensation and payroll related costs, commercial insurance premiums and business travel related costs.

Depreciation and Amortization Expenses. Depreciation and amortization expense consists primarily of depreciation of fixed assets and amortization of right-of-use assets related to our finance leases and excludes amounts included in cost of sales. For the year ended December 31, 2022, consolidated depreciation and amortization expense increased by \$84, or 78.5%, as compared to the year ended December 31, 2021.

Operating Income (Loss)

The following table represents our operating income (loss) by reportable segment for the periods indicated:

	Year Ended December 31,			
	2022	2021	Variance	%
T&D Solutions	\$ 1,784	\$ (1,060)	\$ 2,844	268.3
Critical Power Solutions	(2,003)	(385)	(1,618)	(420.3)
Unallocated corporate overhead expenses	(3,810)	(2,417)	(1,393)	(57.6)
Total operating loss	\$ (4,029)	\$ (3,862)	\$ (167)	(4.3)

T&D Solutions. Operating income from our T&D Solutions segment increased by \$2.8 million, or 268.3%, during the year ended December 31, 2022, as compared to the year ended December 31, 2021, primarily due an increase in sales of our power systems, a favorable sales mix and improved productivity from our manufacturing facility during the year ended December 31, 2022.

Critical Power. Operating loss from our Critical Power segment increased by \$1.6 million, or 420.3%, during the year ended December 31, 2022, primarily due to an increase in consulting, marketing and promotion fees related to our e-Boost initiative, as compared to lower material and overhead costs and no recognition of product development or promotion fees related to our e-Boost initiative during the year ended December 31, 2021.

General Corporate Expense. Our general corporate expenses consist primarily of executive management, corporate accounting and human resources personnel, corporate office expenses, financing and corporate development activities, payroll and benefits administration, treasury, tax compliance, legal, stock-based compensation, public reporting costs and costs not specifically allocated to reportable business segments.

During the year ended December 31, 2022, our unallocated corporate overhead expense increased by \$1.4 million, or 57.6%, as compared to the year ended December 31, 2021, primarily due to an increase in payroll related expenses, including stock-based compensation, commercial insurance premiums and business travel related costs.

Non-Operating (Income) Expense

Interest Income. For the year ended December 31, 2022, we had interest income of approximately \$465, as compared to interest income of approximately \$387 during the year ended December 31, 2021. We generated the majority of our interest income from the Seller Notes we received from the sale of the transformer business units in August 2019 and our cash on hand.

Other Expense (Income). Other expense (income) in the consolidated statements of operations reports certain gains and losses associated with activities not directly related to our core operations.

For the year ended December 31, 2022, other non-operating expense was \$67, as compared to other non-operating income of \$1.3 million during the year ended December 31, 2021. For the year ended December 31, 2021, included in other income was a gain of \$1.4 million for the extinguishment and forgiveness of the PPP Loan.

Provision for Income Taxes. Our provision reflects an effective tax rate on loss before taxes of (0.2)% for the year ended December 31, 2022, as compared to 0.7% for the year ended December 31, 2021, as set forth below:

	Year Ended December 31,		
	2022	2021	Variance
Loss before income taxes	\$ (3,631)	\$ (2,183)	\$ (1,448)
Income tax expense (benefit)	7	(16)	23
Effective income tax rate %	(0.2)	0.7	(0.9)

Net Loss per Share

We generated a net loss of \$3.6 million for the year ended December 31, 2022, as compared to a net loss of \$2.2 million during the year ended December 31, 2021.

Our net loss per basic and diluted share for the year ended December 31, 2022 was \$0.37, compared to \$0.24 for the year ended December 31, 2021.

LIQUIDITY AND CAPITAL RESOURCES

General. On October 20, 2020, we entered into an At the Market Sale Agreement with H.C. Wainwright & Co., LLC (“Wainwright”), pursuant to which we may offer and sell our shares of common stock, preferred stock, warrants and/or units of up to \$25.0 million from time to time through Wainwright, acting as sales agent or principal (the “ATM Program”). As of December 31, 2022, we had \$10.3 million of cash on hand generated primarily from the sale of common stock under the ATM Program during the year ended December 31, 2021 and payment of all unpaid principal and interest from the Seller Notes during the year ended December 31, 2022. We have met our cash needs through a combination of cash flows from operating activities and bank borrowings, proceeds from the sale of the CleanSpark Common Stock and warrants to purchase CleanSpark Common Stock, proceeds from insurance, the sale of common stock under the ATM Program, funding from the Payroll Protection Program and collecting all unpaid principal and interest from the Seller Notes. Our cash requirements historically were generally for operating activities, capital improvements and acquisitions.

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

	December 31,	
	2022	2021
Cash	\$ 10,296	\$ 9,924
Restricted cash	-	1,775
Total cash and restricted cash as shown in the statement of cash flows	\$ 10,296	\$ 11,699

The full impact of the COVID-19 pandemic and its ongoing effects continues to evolve as the date of this report. As such, it continues to be uncertain as to the full magnitude that the pandemic will have on the Company’s financial condition, liquidity, and future results of operations. We were able to operate substantially at capacity during the COVID-19 pandemic. Management is actively monitoring the global situation on its financial condition, liquidity, operations, suppliers, industry, and workforce. Given the daily evolution of the COVID-19 pandemic, its ongoing effects, and the global responses to the continuing crisis, we are not able to estimate the full effects of the COVID-19 pandemic and its ongoing effects at this time, however, if the ongoing effects of the COVID-19 pandemic continue or worsen, it may have an adverse effect on our results of operations, financial condition, or liquidity.

On March 27, 2020, then President Trump signed into law the “Coronavirus Aid, Relief, and Economic Security (CARES) Act” (the “CARES Act”) The CARES Act, among other things, appropriates funds for the SBA Paycheck Protection Program loans that are forgivable in certain situations to promote continued employment. On April 13, 2020, after having determined that it met the qualifications for this loan program due to the impact that COVID-19 would have on our financial condition, results of operations, and/or liquidity and applying for relief, the Company received a loan under the SBA Paycheck Protection Program (the “PPP Loan”) in the amount of \$1.4 million. The Company accounted for the PPP Loan as a debt instrument in accordance with FASB ASC 470, Debt.

Under the terms of the PPP Loan, the Company was eligible for full or partial loan forgiveness. During the first quarter of 2021, the Company received full forgiveness of the PPP Loan and recognized a \$1.4 million gain on extinguishment and forgiveness of debt as other income in the audited consolidated statements of operations.

Cash Used in Operating Activities. Cash used in our operating activities was \$5.8 million during the year ended December 31, 2022, as compared to cash used in our operating activities of \$3.2 million during the year ended December 31, 2021. The increase in cash used in operating activities is primarily due to working capital fluctuations.

Cash Provided by/ Used in Investing Activities. Cash provided by investing activities during the year ended December 31, 2022 was \$4.7 million, as compared to cash used in our investing activities of \$237 during the year ended December 31, 2021. The increase in cash provided by investing activities is primarily due to collecting all unpaid principal and interest from the Seller Notes. During the year ended December 31, 2022 and 2021, additions to our property and equipment were \$1.5 million and \$237, respectively.

Cash Used in/ Provided by Financing Activities. Cash used in our financing activities was \$353 during the year ended December 31, 2022, as compared to cash provided by our financing activities of \$7.6 million during the year ended December 31, 2021. The primary source of cash provided by financing activities for the year ended December 31, 2021 was the net proceeds from the issuance of common stock in November 2021 under the ATM Program, offset by cash used in financing activities as a result of recognizing a dividend paid to shareholders of \$1.0 million.

Working Capital. As of December 31, 2022, we had working capital of \$14.1 million, including \$10.3 million of cash, compared to working capital of \$18.6 million, including \$9.9 million of cash on hand and \$1.8 million of restricted cash at December 31, 2021. At December 31, 2022 and December 31, 2021, we no longer had a revolving credit facility, as it was paid in full and terminated in August 2019 with the proceeds from the sale of the transformer business units.

Assessment of Liquidity. At December 31, 2022, we had \$10.3 million of cash on hand generated primarily from the sale of common stock under the ATM Program during the year ended December 31, 2021 and payment of all unpaid principal and interest from the Seller Notes during the year ended December 31, 2022. We have met our cash needs through a combination of cash flows from operating activities and bank borrowings, the completion of the Equity Transaction, proceeds from the sale of the CleanSpark Common Stock and warrants to purchase CleanSpark Common Stock, proceeds from insurance, sale of common stock under the ATM Program, funding from the Payroll Protection Program and collecting all unpaid principal and interest from the Seller Notes. Our cash requirements historically were generally for operating activities, debt repayment, capital improvements and acquisitions. On June 1, 2021, our board of directors declared a special cash dividend of \$0.12 per common share, payable to shareholders of record as of June 22, 2021, to be paid on July 7, 2021. The cash dividends were paid in July of 2021 and equaled \$0.12 per share on the \$0.001 par value common stock resulting in an aggregate distribution of approximately \$1.0 million representing a capital repayment paid from APIC.

On November 10, 2021, we sold 888,500 shares of common stock under the ATM Program, for total gross proceeds of approximately \$9.0 million, at an average price of \$10.1288 per share. We incurred approximately \$273 of costs related to the common shares issued (including a placement fee of 3.0%, or approximately \$270, to Wainwright), resulting in net proceeds of approximately \$8.7 million. On December 13, 2021, we filed a prospectus supplement, which forms a part of our registration statement on Form S-3 (File No. 333-249569), that was declared effected by the SEC on October 27, 2020, in connection with the offer and sale of up to an aggregate offering amount of \$8.6 million of common stock that may be issued and sold under the ATM Program. We did not sell any shares of common stock under the ATM Program during the year ended December 31, 2022. As of December 31, 2022, \$8.6 million of common stock remained available for issuance under the ATM Program.

During the year ended December 31, 2021, we executed a cash collateral security agreement with a commercial bank, which agreement required us to pledge cash collateral as security for all unpaid reimbursement obligations owing to the commercial bank for an irrevocable standby letter of credit in the amount of \$1.8 million. During the first quarter of 2022, we amended our agreement with the commercial bank to decrease the required amount of cash collateral by \$1.3 million. On May 6, 2022, we received notice that the cash collateral security agreement we had executed with the commercial bank was cancelled. Upon cancellation of the cash collateral security agreement, any unpaid reimbursement obligations owing to the commercial bank were also cancelled. On May 11, 2022, the commercial bank released and transferred the remaining cash collateral of \$505 to us. We had no restricted cash on the consolidated balance sheets at December 31, 2022.

We expect to meet our cash needs with our working capital and cash flows from our operating activities. We expect our cash requirements to be generally for operating activities, capital improvements and product development. We expect that product development and promotional activities related to our new initiatives will continue in the near future and we expect to continue to incur costs related to such activities. We expect that our cash balance is sufficient to fund operations for the next twelve months.

As of December 31, 2022, we had no off-balance sheet transactions, arrangements, obligations (including contingent obligations), or other relationships with unconsolidated entities or other persons that had, or that may have, a material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Capital Expenditures

Our additions to property and equipment were \$1.5 million during the year ended December 31, 2022 as compared to \$237 additions during the year ended December 31, 2021.

Known Trends, Events, Uncertainties and Factors That May Affect Future Operations

We believe that our future operating results will continue to be subject to quarterly variations based upon a wide variety of factors, including the cyclical nature of the electrical equipment industry and the markets for our products and services. Our operating results could also be impacted by changing customer requirements and exposure to fluctuations in prices of important raw supplies, such as copper, steel and aluminum. We have various insurance policies, including cybersecurity, covering risks in amounts that we consider adequate. In addition to these measures, we attempt to recover other cost increases through improvements to our manufacturing efficiency and through increases in prices where competitively feasible. Lastly, other economic conditions we cannot foresee may affect customer demand. The impact of the COVID-19 pandemic, including the Omicron variant of COVID-19 and the subvariant, BA.5, and the ongoing effects of COVID-19, are currently indeterminable and rapidly evolving, and has affected and may continue to affect our operations and the global economy. In addition, the consequences of the ongoing conflict between Russia and Ukraine, including related sanctions and countermeasures, and the effects of rising global inflation, are difficult to predict, and could adversely impact geopolitical and macroeconomic conditions, the global economy, and contribute to increased market volatility, which may in turn adversely affect our business and operations. We predominately sell to customers in the industrial production and commercial construction markets. Accordingly, changes in the condition of any of our customers may have a greater impact than if our sales were more evenly distributed between different end markets. For a further discussion of

factors that may affect future operating results see the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements.”

Off Balance Sheet Transactions and Related Matters

We have no off-balance sheet transactions, arrangements, obligations (including contingent obligations), or other relationships with unconsolidated entities or other persons that have, or may have, a material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

New Accounting Pronouncements

The information required by this Item is provided in “Note 2 - Summary of Significant Accounting Policies” to our audited financial statements for the year ended December 31, 2022 included in this Annual Report on Form 10-K.

Recent Accounting Pronouncements

There have been no recent accounting pronouncements not yet adopted by the Company which would have a material impact on the Company's financial statements.

Measurement of Credit Losses on Financial Instrument. In June 2016, the FASB issued amended guidance to ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* that changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking “expected loss” model that will replace today’s “incurred loss” model and generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to current practice, except that the losses will be recognized as an allowance. This amended guidance for small reporting companies is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Entities will apply the standard’s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. The Company does not expect that the amended guidance will have a material effect on our consolidated financial statements and related disclosures.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors

Pioneer Power Solutions, Inc.

Fort Lee, New Jersey

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Pioneer Power Solutions, Inc. (the "Company") as of December 31, 2022, the related consolidated statements of operations, stockholders' equity, and cash flows for the year ended December 31, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and the results of its operations and its cash flows for the year ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

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

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

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Marcum LLP

Marcum LLP

We have served as the Company's auditor since 2022.

Saddle Brook, New Jersey

April 11, 2023

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors

Pioneer Power Solutions, Inc.

Fort Lee, New Jersey

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of Pioneer Power Solutions, Inc. (the "Company") as of December 31, 2021, the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2021, and the results of its operations and its cash flows for the year ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to

the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

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

/s/ BDO USA, LLP

We served as the Company's auditor from 2014 to 2022.

New York, New York

March 31, 2022

PIONEER POWER SOLUTIONS, INC.
Consolidated Statements of Operations
(In thousands, except per share data)

	Year Ended December 31,	
	2022	2021
Revenues	\$ 27,000	\$ 18,311
Cost of goods sold	22,393	16,918
Gross profit	4,607	1,393
Operating expenses		
Selling, general and administrative	8,636	5,255
Total operating expenses	8,636	5,255
Loss from operations	(4,029)	(3,862)
Interest income	(465)	(387)
Other expense (income), net	67	(1,292)
Loss before taxes	(3,631)	(2,183)
Income tax expense (benefit)	7	(16)
Net loss	<u><u>\$ (3,638)</u></u>	<u><u>\$ (2,167)</u></u>
Loss per share:		
Basic	\$ (0.37)	\$ (0.24)
Diluted	\$ (0.37)	\$ (0.24)
Weighted average common shares outstanding:		
Basic	9,727,542	8,857,942
Diluted	9,727,542	8,857,942

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

PIONEER POWER SOLUTIONS, INC.
Consolidated Balance Sheets
(In thousands, except share amounts)

	December 31,	
	2022	2021
	ASSETS	ASSETS
Current assets		
Cash	\$ 10,296	\$ 9,924
Restricted cash	-	1,775
Notes receivable and accrued interest	-	5,778
Accounts receivable, net	11,139	2,429
Inventories	8,748	4,160
Prepaid expenses and other current assets	2,853	1,069
Total current assets	<u>33,036</u>	<u>25,135</u>
Property and equipment, net	1,800	516
Operating lease right-of-use assets	1,450	1,672
Financing lease right-of-use assets	727	565
Other assets	162	39
Total assets	<u>\$ 37,175</u>	<u>\$ 27,927</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 7,239	\$ 3,352
Current portion of operating lease liabilities	703	605
Current portion of financing lease liabilities	355	202
Deferred revenue	10,665	2,423
Total current liabilities	<u>18,962</u>	<u>6,582</u>
Operating lease liabilities, non-current portion	797	1,108
Financing lease liabilities, non-current portion	418	411
Other long-term liabilities	65	274
Total liabilities	<u>20,242</u>	<u>8,375</u>
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized; none issued	-	-
Common stock, \$0.001 par value, 30,000,000 shares authorized; 9,644,545 and 9,640,545 shares issued and outstanding on December 31, 2022 and 2021, respectively	10	10
Additional paid-in capital	32,859	31,840
Accumulated other comprehensive income	14	14
Accumulated deficit	(15,950)	(12,312)
Total stockholders' equity	<u>16,933</u>	<u>19,552</u>
Total liabilities and stockholders' equity	<u>\$ 37,175</u>	<u>\$ 27,927</u>

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

PIONEER POWER SOLUTIONS, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,	
	2022	2021
Operating activities		
Net loss	\$ (3,638)	\$ (2,167)
Depreciation	228	153
Amortization of right-of-use finance leases	238	285
Amortization of imputed interest	(455)	(428)
Interest expense from PPP Loan	-	4
Gain on forgiveness of PPP Loan	-	(1,417)
Amortization of right-of-use operating leases	663	580
Change in receivable reserves	(140)	71
Proceeds from insurance receivable	-	95
Stock-based compensation	1,002	186
Changes in current operating assets and liabilities:		
Accounts receivable	(8,570)	115
Inventories	(4,589)	(1,756)
Prepaid expenses and other assets	(1,799)	(195)
Income taxes	28	397
Accounts payable and accrued liabilities	3,670	(73)
Deferred revenue	8,243	1,709
Operating lease liabilities	(653)	(752)
Net cash used in operating activities	<u>(5,772)</u>	<u>(3,193)</u>
Investing activities		
Purchases of property and equipment	(1,512)	(237)
Collection of notes receivable	6,234	-
Net cash provided by/ (used in) investing activities	<u>4,722</u>	<u>(237)</u>
Financing activities		
Net proceeds from the exercise of options for common stock	17	58
Net proceeds from issuance of common stock	-	8,663
Payment to affiliates	(129)	-
Dividend paid to shareholders	-	(1,047)
Principal repayments of financing leases	(241)	(112)
Net cash (used in)/ provided by financing activities	<u>(353)</u>	<u>7,562</u>
(Decrease) increase in cash and restricted cash	(1,403)	4,132
Cash, and restricted cash, beginning of year	11,699	7,567
Cash, and restricted cash, end of period	<u>\$ 10,296</u>	<u>\$ 11,699</u>
Supplemental cash flow information:		
Interest paid	4	3

Income taxes paid, net of refunds	(20)	(395)
Non-cash investing and financing activities:		
Acquisition of right-of-use assets and lease liabilities	841	1,598

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

PIONEER POWER SOLUTIONS, INC.
Consolidated Statements of Stockholders' Equity
(Amounts in thousands, except share amounts)

	Accumulated other						Total stockholders' equity	
	Common Stock		Additional paid-in capital		compre- hensive income			
	Shares	Amount	\$	\$	\$	\$		
Balance - January 1, 2021	8,726,045	\$ 9	\$ 23,981	\$ 14	\$ (10,145)	\$ 13,859		
Net loss	-	-	-	-	(2,167)	(2,167)		
Stock-based compensation	-	-	186	-	-	-	186	
Dividend to shareholders	-	-	(1,047)	-	-	-	(1,047)	
Exercise of stock options	26,000	-	58	-	-	-	58	
Issuance of common stock, net of transaction costs	888,500	1	8,662	-	-	-	8,663	
Balance - December 31, 2021	9,640,545	\$ 10	\$ 31,840	\$ 14	\$ (12,312)	\$ 19,552		
Balance - January 1, 2022	9,640,545	\$ 10	\$ 31,840	\$ 14	\$ (12,312)	\$ 19,552		
Net loss	-	-	-	-	(3,638)	(3,638)		
Stock-based compensation	-	-	1,002	-	-	-	1,002	
Exercise of stock options	4,000	-	17	-	-	-	17	
Balance - December 31, 2022	9,644,545	\$ 10	\$ 32,859	\$ 14	\$ (15,950)	\$ 16,933		

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

PIONEER POWER SOLUTIONS, INC.
Notes to Consolidated Financial Statements

1. BUSINESS ORGANIZATION, NATURE OF OPERATIONS, RISKS AND UNCERTAINTIES

Pioneer Power Solutions, Inc. and its wholly owned subsidiaries (referred to herein as the “Company,” “Pioneer,” “Pioneer Power,” “we,” “our” and “us”) design, manufacture, integrate, refurbish, service, distribute and sell electric power systems, distributed energy resources, power generation equipment and mobile electric vehicle (“EV”) charging solutions. Our products and services are sold to a broad range of customers in the utility, industrial and commercial markets. Our customers include, but are not limited to, electric, gas and water utilities, data center developers and owners, EV charging infrastructure developers and owners, and distributed energy developers. The Company is headquartered in Fort Lee, New Jersey and operates from three (3) additional locations in the U.S. for manufacturing, service and maintenance, engineering, sales and administration.

NASDAQ Listing

On September 24, 2013, the Company completed an underwritten public offering of 1,265,000 shares of its common stock at a gross sales price of \$7.00 per share, resulting in net proceeds to the Company of approximately \$7.9 million, after deducting underwriting discounts and commissions and other offering expenses. In connection with the public offering, the Company’s common stock began trading on the Nasdaq Capital Market under the symbol PPSI.

Segments

In determining operating and reportable segments in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 280, Segment Reporting (“ASC 280”), the Company concluded that it has two reportable segments, which are also our operating segments: Transmission & Distribution Solutions (“T&D Solutions”) and Critical Power Solutions (“Critical Power”). Financial information about the Company’s segments is presented in Note 13 - Business Segment, Geographic and Customer Information.

Sale of Transformer Business Units

On June 28, 2019, the Company entered into a Stock Purchase Agreement (the “Stock Purchase Agreement”), by and among the Company, Electrogroupe Canada, Inc., a wholly owned subsidiary of the Company (“Electrogroupe”), Jefferson Electric, Inc., a wholly owned subsidiary of the Company (“Jefferson”), JE Mexican Holdings, Inc., a wholly owned subsidiary of the Company (“JE Mexico,” and together with Electrogroupe and Jefferson, the “Disposed Companies”), Nathan Mazurek (Chief Executive Officer of the Company), Pioneer Transformers L.P. (the “US Buyer”) and Pioneer Acquireco ULC (the “Canadian Buyer,” and together with the US Buyer, the “Buyer”). Pursuant to the terms of the Stock Purchase Agreement, the Company agreed to sell (i) all of the issued and outstanding equity interests of Electrogroupe to the Canadian Buyer and (ii) all of the issued and outstanding equity interests of Jefferson and JE Mexico to the US Buyer (the “Equity Transaction”), for a purchase price of \$68.0 million. Included in the purchase price, the Company received two subordinated promissory notes, issued by the Buyer, in the aggregate principal amount of \$5.0 million and \$2.5 million, for a total aggregate principal amount of \$7.5 million (the “Seller Notes”). During the fourth quarter of 2019, the Company and the Buyer, pursuant to the Stock Purchase Agreement, completed the net working capital adjustment, which resulted in the Company paying the Buyer \$1.8 million in cash and reducing the principal amount of the \$5.0 million Seller Note to \$3.2 million. During the second quarter of 2020, the Company recognized an additional reduction to the principal amount of the Seller Note of \$194 for a valid claim paid by the Buyer on behalf of the Company. On December 15, 2022, the Company received in excess of \$6.2 million as a final payment of all unpaid principal and interest paying the Seller Notes in full (see Note 7 - Notes Receivable).

The transaction was consummated on August 16, 2019. Pioneer sold to the Buyer all of the assets and liabilities associated with its liquid-filled transformer and dry-type transformer manufacturing businesses within the Company’s T&D Solutions segment. Pioneer Power retained its switchgear manufacturing business within the T&D Solutions segment, as well as all of the operations associated with its Critical Power segment.

Termination of CleanSpark Agreement

On June 3, 2022, the Company and CleanSpark entered into a termination agreement (the “Termination Agreement”) to terminate the Distribution Agreement. Pursuant to the Termination Agreement, the Company agreed to, amongst others, (i) release CleanSpark from further liabilities due under the Distribution Agreement, including for certain future amounts due under the Distribution Agreement and certain accounts payable invoices, (ii) assume the responsibility of billing and collecting payment from Enchanted Rock Electric, LLC, a third party and mutual client of both the Company and CleanSpark for all open sales orders amounts under its outstanding agreements for Products that have or will be manufactured by the Company, and (iii) return portions of certain deposits advanced to the Company pursuant to the Distribution Agreement.

CleanSpark additionally transferred the services and maintenance agreements and associated rights and liabilities it had related to switchgear products manufactured by the Company, and the Company assumed all liability and responsibility for all claims of the

Products including, but not limited to, all repairs, defects, and warranty liability of the Products that were previously manufactured by the Company and then distributed or sold by CleanSpark.

Basis of Presentation

The accompanying audited consolidated financial statements of the Company have been prepared pursuant to the rules of the SEC and reflect the accounts of the Company as of December 31, 2022 and 2021. Certain information and footnote disclosures, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). We believe that the disclosures made are adequate to make the information presented not misleading to the reader. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the financial position, results of operations and cash flows with respect to the audited consolidated financial statements have been included.

These audited consolidated financial statements include the accounts of Pioneer and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Liquidity

The accompanying financial statements have been prepared on a basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements as of the year ended December 31, 2022, the Company had \$10.3 million of cash on hand and working capital of \$14.1 million. The cash on hand was generated primarily from the sale of common stock under the ATM Program during the year ended December 31, 2021 and payment of all unpaid principal and interest from the Seller Notes during the year ended December 31, 2022.

We have met our cash needs through a combination of cash flows from operating activities and bank borrowings, the completion of the Equity Transaction, proceeds from the sale of the CleanSpark Common Stock and warrants to purchase CleanSpark Common Stock, proceeds from insurance, sale of common stock under the ATM Program, funding from the Payroll Protection Program and collecting all unpaid principal and interest from the Seller Notes. Our cash requirements historically were generally for operating activities, debt repayment, capital improvements and acquisitions. We expect to meet our cash needs with our working capital and cash flows from our operating activities. We expect our cash requirements to be generally for operating activities, product development and capital improvements. The Company expects that its current cash balance is sufficient to fund operations for the next twelve months.

On June 1, 2021, the board of directors of the Company declared a special cash dividend of \$0.12 per common share, payable to shareholders of record as of June 22, 2021, to be paid on July 7, 2021. The cash dividends were paid in July of 2021 and equaled \$0.12 per share on the \$0.001 par value common stock resulting in an aggregate distribution of approximately \$1.0 million representing a capital repayment paid from additional paid-in capital ("APIC").

On November 10, 2021, we sold 888,500 shares of common stock under the ATM Program, for total gross proceeds of approximately \$9.0 million, at an average price of \$10.1288 per share. We incurred approximately \$273 of costs related to the common shares issued (including a placement fee of 3.0%, or approximately \$270, to Wainwright), resulting in net proceeds of approximately \$8.7 million. On December 13, 2021, we filed a prospectus supplement, which forms a part of our registration statement on Form S-3 (File No. 333-249569), that was declared effective by the SEC on October 27, 2020, in connection with the offer and sale of up to an aggregate offering amount of \$8.6 million of common stock that may be issued and sold under the ATM Program. We did not sell any shares of common stock under the ATM Program during the year ended December 31, 2022. As of December 31, 2022, \$8.6 million of common stock remained available for issuance under the ATM Program.

During the year ended December 31, 2021, the Company executed a cash collateral security agreement with a commercial bank, which agreement required us to pledge cash collateral as security for all unpaid reimbursement obligations owing to the commercial bank for an irrevocable standby letter of credit in the amount of \$1.8 million. During the first quarter of 2022, the Company amended its agreement with the commercial bank to decrease the required amount of cash collateral by \$1.3 million. On May 6, 2022, the Company received notice that the cash collateral security agreement it had executed with the commercial bank was cancelled. Upon cancellation of the cash collateral security agreement, any unpaid reimbursement obligations owing to the commercial bank were also cancelled. On May 11, 2022, the commercial bank released and transferred the remaining cash collateral of \$505 to the Company. The Company had no restricted cash on the consolidated balance sheets at December 31, 2022. The Company accounts for restricted cash under the guidance of ASU No. 2016-18, Statement of Cash Flows - Restricted Cash (Topic 230), which requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and restricted cash and that restricted cash be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows.

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

	December 31,	
	2022	2021
Cash	\$ 10,296	\$ 9,924
Restricted cash	-	1,775
Total cash and restricted cash as shown in the statement of cash flows	\$ 10,296	\$ 11,699

Risks and Uncertainties

The worldwide spread of the novel coronavirus (“COVID-19”), including the emergence of variants and subvariants, as well as rising interest rates, inflation, changes in foreign currency exchange rates and geopolitical developments (including the war in Ukraine) have resulted, and may continue to result, in a global slowdown of economic activity, which may decrease demand for a broad variety of goods and services, including those provided by the Company’s clients, while also disrupting supply channels, sales channels and advertising and marketing activities for an unknown period of time until economic activity normalizes. As a result of the current uncertainty in economic activity, the Company is unable to predict the size and duration of the impact on its revenue and its results of operations. The extent of the impact of these macroeconomic factors on the Company’s operational and financial performance will depend on a variety of factors, including the duration and spread of COVID-19 and its variants and the duration and the extent of geopolitical disruption and their respective impacts on the Company’s clients, partners, industry, and employees, all of which are uncertain at this time and cannot be accurately predicted. The Company continues to monitor the effects of the COVID-19 pandemic and take steps deemed appropriate to limit the impact on its business. During the year ended December 31, 2022, the Company was able to operate substantially at capacity.

Similarly, the economic uncertainty caused by the COVID-19 pandemic has made and may continue to make it difficult for the Company to forecast revenue and operating results and to make decisions regarding operational cost structures and investments. The Company has committed, and the Company plans to continue to commit, resources to grow its business, employee base, and technology development, and such investments may not yield anticipated returns, particularly if worldwide business activity continues to be impacted by the COVID-19 pandemic. The duration and extent of the impact from the COVID-19 pandemic depend on future developments that cannot be accurately predicted at this time, and if the Company is not able to respond to and manage the impact of such events effectively, its business may be harmed.

There can be no assurance that precautionary measures, whether adopted by the Company or imposed by others, will be effective, and such measures could negatively affect its sales, marketing, and client service efforts, delay and lengthen its sales cycles, decrease its employees’, clients’, or partners’ productivity, or create operational or other challenges, any of which could harm its business and results of operations.

See Note 2 – Summary of Significant Accounting Policies for details of risks and uncertainties surrounding recent bank failures.

Reclassification

The following items have been reclassified in the 2021 financial statements to conform to current year presentation: Principal repayments of financing leases and the reduction in operating leases have been reclassified in the audited consolidated statements of cash flows and presented in the applicable cash flow activity for the year ended December 31, 2021. The inventories footnote contains a reclassification of the provision for excess and obsolete inventory and reductions to net realizable value to the applicable inventory classification at December 31, 2021. The payment of deferred payroll taxes during the year ended December 31, 2021 was reclassified to now be included in cash used in operating activities.

Rounding

All dollar amounts (except share and per share data) presented are stated in thousands of dollars, unless otherwise noted. Amounts may not foot due to rounding.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The financial statements include estimates based on currently available information and management's judgment as to the outcome of future conditions and circumstances. Significant estimates in these financial statements include measurement of revenue for contracts accounted for over time, allowance for doubtful accounts receivable, inventory provision, useful lives and impairment of long-lived assets and income tax provision.

Changes in the status of certain facts or circumstances could result in material changes to the estimates used in the preparation of the financial statements and actual results could differ from the estimates and assumptions.

Revenue Recognition

Revenue is recognized when (1) a contract with a customer exists, (2) performance obligations promised in a contract are identified based on the products or services that will be transferred to the customer, (3) the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring products or services to the customer, (4) the transaction price is allocated to the performance obligations in the contract and (5) the Company satisfies performance obligations. The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised product or service to a customer. Revenue from the sale of our electric power systems is recognized either over time or at a point in time and substantially all of our revenue from the sale of power generation equipment is recognized at a point in time. Revenues are recognized at the point in time that the customer obtains control of the good, which is when it has taken title to the products and has assumed the risks and rewards of ownership specified in the purchase order or sales agreement. Certain sales of highly customized electrical power systems are recognized over time when such equipment has no alternative use and the Company has an enforceable right to payment for performance completed to date. Revenue for such agreements is recognized under the input method based on either cost or direct labor hours incurred relative to the estimated cost or direct labor hours expected to be consumed to complete the project. Under the cost-to-cost method of revenue recognition, a single estimated profit margin is used to recognize profit for each performance obligation over its period of performance. Recognition of profit on a contract requires estimates of the total cost at completion and transaction price and the measurement of progress towards completion. Due to the nature of many of our contracts, developing the estimated total cost at completion and total transaction price often requires judgment. Factors that must be considered in estimating the cost of the work to be completed include the nature and complexity of the work to be performed, subcontractor performance and the risk and impact of delayed performance. When adjustments in estimated total costs at completion or in estimated total transaction price are determined, the related impact on income is recognized using the cumulative catch-up method, which recognizes in the current period the cumulative effect of such adjustments for all prior periods. Any anticipated losses on these contracts are fully recognized in the period in which the losses become evident. Service revenues include maintenance contracts that are recognized over time based on the contract term and repair services, which are recognized as services are delivered.

Cost of Goods Sold

Cost of goods sold for the T&D Solutions and Critical Power segments primarily includes charges for materials, direct labor and related benefits, freight (inbound and outbound), direct supplies and tools, purchasing and receiving costs, inspection costs, internal transfer costs, warehousing costs and utilities related to production facilities and, where appropriate, an allocation of overhead. Cost of goods sold also includes indirect labor and infrastructure cost related to the provision of field services.

Financial Instruments

The Company's financial instruments consist primarily of cash, restricted cash, receivables, payables and debt instruments. The carrying values of these financial instruments approximate their respective fair values as they are either short-term in nature or carry interest rates which are periodically adjusted to market rates. Unless otherwise indicated, the carrying value of these financial instruments approximates their fair market value.

Concentrations

The Company manages its accounts receivable credit risk by performing credit evaluations and monitoring amounts due from the Company's customers. The Company had certain customers whose revenue individually represented 10% or more of the Company's total revenue, or whose accounts receivable balances individually represented 10% or more of the Company's total accounts receivable, as follows:

At December 31, 2022, three customers represented approximately 57%, 13% and 11% of the Company's accounts receivable. At December 31, 2021, two customers represented approximately 32% and 11% of the Company's accounts receivable.

For the year ended December 31, 2022, one customer represented approximately 45% of the Company's revenue. For the year ended December 31, 2021, two customers represented approximately 22% and 19% of the Company's revenue.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and investments with an original maturity at the date of purchase of three months or less. Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250. As of December 31, 2022 and 2021, the Company had balances of \$10.0 million and \$9.7 million in excess of the FDIC insured limits, respectively. The Company reduces exposure to credit risk by maintaining cash deposits with major financial institutions. The Company has not experienced any losses on these accounts to date. While the Company does not anticipate any losses, liquidity issues, or capital resource constraints arising from the recent bank failures, it cannot predict at this time to what extent it or its collaborators, employees, suppliers, and/or vendors could be negatively impacted by such bank failures and other macroeconomic and geopolitical events.

Restricted Cash

Restricted cash consists of a cash collateral security agreement with a commercial bank which required the Company to pledge cash collateral as security for all unpaid reimbursement obligations owing to the commercial bank for an irrevocable standby letter of credit.

Accounts Receivable

The Company accounts for trade receivables at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by regularly evaluating individual customer receivables and considering a customer's financial condition, credit history and current economic conditions. The Company writes off trade receivables when they are deemed uncollectible. The Company records recoveries of trade receivables previously written off when it receives them. Management considers the Company's allowance for doubtful accounts to appropriately measure the uncertainty in certain accounts receivable. The allowance for doubtful accounts was \$0 and \$140 as of December 31, 2022 and 2021, respectively.

Long-Lived Assets

Depreciation and amortization for property and equipment, and finite life intangible assets, is computed and included in cost of goods sold and in selling and administrative expense, as appropriate. Long-lived assets, consisting primarily of property and equipment, are stated at cost less accumulated depreciation. Property and equipment are depreciated using the straight line method, based on the estimated useful lives of the assets (buildings - 25 years, machinery and equipment - 5 to 15 years, computer hardware and software - 3 to 5 years, furniture & fixtures 5 to 7 years, leasehold improvements – term of lease). Depreciation commences in the year the assets are ready for their intended use.

Historically, finite life intangible assets have consisted primarily of customer relationships in multiple categories that are specific to the businesses acquired and for which estimated useful lives were determined based on actual historical customer attrition rates. These finite life intangible assets were amortized by the Company over periods ranging from four to ten years.

Long-lived assets and finite life intangible assets are reviewed for impairment whenever events or circumstances have occurred that indicate the remaining useful life of the asset may warrant revision or that the remaining balance of the asset may not be recoverable. Upon indications of impairment, or in the normal course of annual testing, assets and liabilities are grouped at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. The measurement of possible impairment is generally estimated by the ability to recover the balance of an asset group from its expected future operating cash flows on an undiscounted basis. If such assets are considered to be impaired, the impairment to be recognized

is measured by the amount by which the carrying amount of the asset exceeds the fair value thereof. Determining asset groups and underlying cash flows requires the use of significant judgment.

Leases

The Company leases offices, facilities and equipment under operating and financing leases. The Company determines whether an arrangement is, or contains, a lease at contract inception. An arrangement contains a lease if the Company has the right to direct the use of and obtain substantially all of the economic benefits of an identified asset. Right-of-use assets and lease liabilities are recognized at lease commencement based on the present value of lease payments over the lease term. Leases with an initial term of 12 months or less are not recognized on the balance sheet and are recorded as short-term lease expense. The discount rate used to calculate present value is the Company's incremental borrowing rate based on the lease term and the economic environment of the applicable country or region.

Certain leases contain renewal options or options to terminate prior to lease expiration, which are included in the measurement of right-of-use assets and lease liabilities when it is reasonably certain they will be exercised. The Company has elected to account for lease and non-lease components as a single lease component for its offices and manufacturing facilities. Some lease arrangements include payments that are adjusted periodically based on actual charges incurred for common area maintenance, utilities, taxes and insurance, or changes in an index or rate referenced in the lease. The fixed portion of these payments is included in the measurement of right-of-use assets and lease liabilities at lease commencement, while the variable portion is recorded as variable lease expense. The Company's leases typically do not contain material residual value guarantees or restrictive covenants.

Income Taxes

The Company accounts for income taxes under the asset and liability method, based on the income tax laws and rates in the countries in which operations are conducted and income is earned. For the year ended December 31, 2022 and 2021, the Company operated solely in the United States. This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of assets and liabilities. Developing the provision for income taxes requires significant judgment and expertise in federal, international and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, if necessary, any valuation allowances that may be required for deferred tax assets. The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. The Company believes that the deferred asset, net recorded as of December 31, 2022 and 2021 is realizable through future reversals of existing taxable temporary differences. If the Company was to subsequently determine that it would be able to realize deferred tax assets in the future in excess of its net recorded amount, an adjustment to deferred tax assets would increase net income for the period in which such determination was made. The Company will continue to assess the adequacy of the valuation allowance on a quarterly basis. The Company's tax filings are subject to audit by various taxing authorities.

The objective of accounting for income taxes is to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences or events that have been recognized in the Company's financial statements or tax returns. The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position (see "Unrecognized Tax Benefits" below).

Income tax related interest and penalties are grouped with interest expense on the consolidated statement of operations.

Unrecognized Tax Benefits

The Company accounts for unrecognized tax benefits in accordance with FASB ASC "Income Taxes" ("ASC 740"). ASC 740 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained upon ultimate settlement with a taxing authority, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement.

Additionally, ASC 740 requires the Company to accrue interest and related penalties, if applicable, on all tax positions for which reserves have been established consistent with jurisdictional tax laws. The Company's policy is to recognize interest and penalties related to income tax matters as interest expense. See Note 12 - Income Taxes.

Share-Based Payments

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. The fair value of the award is measured on the grant date. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period, using the straight-line attribution approach. Upon the exercise of an award, the Company issues new shares of common stock out of its authorized shares.

The Company computes the fair value of stock options granted using the Black-Scholes option pricing model. Award forfeitures are accounted for at the time of occurrence. The expected term used for options is the estimated period of time that options granted are expected to be outstanding. The expected term used for warrants is the contractual life. The Company utilizes the “simplified” method to develop an estimate of the expected term of “plain vanilla” option grants. The Company does not currently have a sufficient trading history to support its historical volatility calculations. Accordingly, the Company is utilizing an expected volatility figure based on a review of the historical volatility of comparable entities over a period of time equivalent to the expected life of the instrument being valued. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the expected term of the instrument being valued.

Inventories

Inventories are stated at the lower of cost or net realizable value using a weighted average cost method and includes the cost of materials, labor and manufacturing overhead. The Company uses estimates in determining the level of reserves required to state inventory at the lower of cost or net realizable value. The Company estimates are based on market activity levels, production requirements, the physical condition of products and technological innovation. Changes in any of these factors may result in adjustments to the carrying value of inventory. See Note 5 - Inventories.

Loss Per Share

Basic loss per share is computed by dividing the income loss for the period by the weighted average number of common shares outstanding during the period. Diluted loss per share is computed by dividing the loss for the period by the weighted average number of common and common equivalent shares outstanding during the period. (See Note 14 - Basic and Diluted Net Loss Per Share).

Recent Accounting Pronouncements

The Company did not adopt any new material accounting pronouncements during the year ended December 31, 2022. There have been no recent accounting pronouncements not yet adopted by the Company which would have a material impact on the Company's financial statements.

Measurement of Credit Losses on Financial Instrument. In June 2016, the FASB issued amended guidance to ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments that changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking “expected loss” model that will replace today’s “incurred loss” model and generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to current practice, except that the losses will be recognized as an allowance. This amended guidance for small reporting companies is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Entities will apply the standard’s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first effective reporting period. The Company does not expect that the amended guidance will have a material effect on our consolidated financial statements and related disclosures.

3. REVENUES

Nature of our products and services

Our principal products and services include electric power systems, distributed energy resources, power generation equipment and mobile EV charging solutions.

Products

Our T&D Solutions business provides electric power systems and distributed energy resources that help customers effectively and efficiently protect, control, transfer, monitor and manage their electric energy requirements.

Our Critical Power business provides customers with our suite of mobile e-Boost electric vehicle charging solutions and power generation equipment.

Services

Power generation systems represent considerable investments that require proper maintenance and service in order to operate reliably during a time of emergency. Our power maintenance programs provide preventative maintenance, repair and support service for our customers' power generation systems.

Our principal source of revenue is derived from sales of products and fees for services. We measure revenue based upon the consideration specified in the customer arrangement, and revenue is recognized when the performance obligations in the customer arrangement are satisfied. A performance obligation is a promise in a contract to transfer a distinct product or service to the customer. The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as, the customer receives the benefit of the performance obligation. Customers typically receive the benefit of our products when the risk of loss or control for the product transfers to the customer and for services as they are performed. Under ASC 606, revenue is recognized when a customer obtains control of promised products or services in an amount that reflects the consideration we expect to receive in exchange for those products or services. To achieve this core principal, the Company applies the following five steps:

1) Identify the contract with a customer

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the products or services to be transferred and identifies the payment terms related to these products or services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for products or services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

2) Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the products or services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the product or service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the products or services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised products or services, the Company must apply judgment to determine whether promised products or services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised products or services are accounted for as a combined performance obligation.

3) Determine the transaction price

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring products or services to the customer. The customer payments are generally due in 30 days.

4) Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations.

5) *Recognize revenue when or as the Company satisfies a performance obligation*

The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised product or service to a customer.

Revenue from the sale of our electric power systems is recognized either over time or at a point in time and substantially all of our revenue from the sale of power generation equipment is recognized at a point in time. Revenues are recognized at the point in time that the customer obtains control of the good, which is when it has taken title to the products and has assumed the risks and rewards of ownership specified in the purchase order or sales agreement. Certain sales of highly customized electrical power systems are recognized over time when such equipment has no alternative use and the Company has an enforceable right to payment for performance completed to date. Revenue for such agreements is recognized under the input method based on either cost or direct labor hours incurred relative to the estimated cost or direct labor hours expected to be consumed to complete the project. Under the cost-to-cost method of revenue recognition, a single estimated profit margin is used to recognize profit for each performance obligation over its period of performance. Recognition of profit on a contract requires estimates of the total cost at completion and transaction price and the measurement of progress towards completion. Due to the nature of many of our contracts, developing the estimated total cost at completion and total transaction price often requires judgment. Factors that must be considered in estimating the cost of the work to be completed include the nature and complexity of the work to be performed, subcontractor performance and the risk and impact of delayed performance. When adjustments in estimated total costs at completion or in estimated total transaction price are determined, the related impact on income is recognized using the cumulative catch-up method, which recognizes in the current period the cumulative effect of such adjustments for all prior periods. Any anticipated losses on these contracts are fully recognized in the period in which the losses become evident.

During the year ended December 31, 2022, the Company recognized \$4.5 million of revenue over time and incurred costs of \$3.7 million. During the year ended December 31, 2021, the Company recognized \$3.5 million of revenue over time and incurred costs of \$3.1 million. Additionally, the Company recognized \$15.8 million and 7.9 million of revenue at a point in time from the sale of our products during the year ended December 31, 2022 and 2021, respectively.

Service revenues include maintenance contracts that are recognized over time based on the contract term and repair services which are recognized as services are delivered. The Company recognized \$7.4 million and \$6.9 million of service revenue during the year ended December 31, 2022 and 2021, respectively.

During the year ended December 31, 2022, the Company recognized approximately \$2.2 million of revenue that was recognized as deferred revenue at December 31, 2021, as compared to \$714 of revenue during the year ended December 31, 2021 that was recognized as deferred revenue at December 31, 2020.

There was no revenue recognized during the year ended December 31, 2022 and 2021 from performance obligations satisfied in prior periods.

Return of a product requires that the buyer obtain permission in writing from the Company. When the buyer requests authorization to return material for reasons of their own, the buyer will be charged for placing the returned goods in saleable condition, restocking charges and for any outgoing and incoming transportation paid by the Company. The Company warrants title to the products, and also warrants the products on date of shipment to the buyer, to be of the kind and quality described in the contract, merchantable, and free of defects in workmanship and material. Returns and warranties during the years ended December 31, 2022 and 2021 were insignificant.

The following table presents our revenues disaggregated by revenue discipline:

	Year Ended December 31,	
	2022	2021
Products	\$ 19,611	\$ 11,375
Services	7,389	6,936
Total revenue	<u><u>\$ 27,000</u></u>	<u><u>\$ 18,311</u></u>

See Note 13 - Business Segment, Geographic and Customer Information.

4. OTHER EXPENSE (INCOME)

Other expense (income) in the consolidated statements of operations reports certain gains and losses associated with activities not directly related to our core operations. For the year ended December 31, 2022, other expense was \$67, as compared to other income of \$1.3 million during the year ended December 31, 2021. For the year ended December 31, 2021, included in other income was a gain of \$1.4 million for the extinguishment and forgiveness of the PPP Loan.

5. INVENTORIES

The components of inventories are summarized below:

	December 31,	
	2022	2021
Raw materials	\$ 2,962	\$ 993
Work in process	5,786	3,167
Total inventories	<u><u>\$ 8,748</u></u>	<u><u>\$ 4,160</u></u>

6. PROPERTY AND EQUIPMENT, NET

Property and equipment are summarized below:

	December 31,	
	2022	2021
Machinery, vehicles and equipment	\$ 2,308	\$ 1,396
Furniture and fixtures	208	205
Computer hardware and software	591	541
Leasehold improvements	368	322
Construction in progress	499	-
	<u><u>3,974</u></u>	<u><u>2,464</u></u>
Less: accumulated depreciation	(2,174)	(1,948)
Total property and equipment, net	<u><u>\$ 1,800</u></u>	<u><u>\$ 516</u></u>

Depreciation expense was \$228 and \$153 for the period ended December 31, 2022 and 2021, respectively.

7. NOTES RECEIVABLE, NET

In connection with the sale of the transformer business units in August 2019 (the “Equity Transaction”), amongst other consideration, we received two subordinated promissory notes in the aggregate principal amount of \$5.0 million and \$2.5 million, for a total aggregate principal amount of \$7.5 million (the “Seller Notes”), subject to certain adjustments. The Seller Notes accrue interest at a rate of 4.0% per annum, with a final payment of all unpaid principal and interest becoming fully due and payable at December 31, 2022. The Company determined the fair value of the Seller Notes based on market conditions and prevailing interest rates. During the fourth quarter of 2019, the Company and the Buyer, pursuant to the Stock Purchase Agreement, completed the net working capital adjustment, which resulted in the Company paying the Buyer \$1.8 million in cash and reducing the principal amount of the \$5.0 million Seller Note to \$3.2 million. During the second quarter of 2020, the Company recognized an additional reduction to the principal amount of the Seller Note of \$194 for a valid claim paid by the Buyer on behalf of the Company. On December 15, 2022, the Company received in excess of \$6.2 million as a final payment of all unpaid principal and interest paying the Seller Notes in full.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The components of accounts payable and accrued liabilities are summarized below:

	December 31,	
	2022	2021
Accounts payable	\$ 5,615	\$ 2,089
Accrued liabilities	1,624	1,263
Total accounts payable and accrued liabilities	\$ 7,239	\$ 3,352

Accrued liabilities primarily consist of accrued sales commissions, accrued compensation and benefits, accrued sales and use taxes and accrued insurance. At December 31, 2022 and 2021, accrued sales commissions were \$278 and \$247, respectively. Accrued compensation and benefits at December 31, 2022 and 2021 were \$213 and \$270, respectively. Accrued sales and use taxes at December 31, 2022 and 2021 were \$258 and \$50, respectively, and there was \$559 of accrued insurance at December 31, 2022 compared to \$481 at December 31, 2021. The remainder of accrued liabilities are comprised of several insignificant accruals in connection with normal business operations.

9. COMMITMENTS AND CONTINGENCIES

Leases

The Company leases certain offices, facilities and equipment under operating and financing leases. Our leases have remaining terms ranging from less than 1 year to 5 years some of which contain options to extend up to 5 years. As of December 31, 2022 and 2021, assets recorded under finance leases were \$1.3 million and \$1.6 million, respectively, and accumulated amortization associated with finance leases were \$534 and \$1.1 million, respectively.

As of December 31, 2022 and 2021, assets recorded under operating leases were \$2.2 million and \$3.9 million, respectively, and accumulated amortization associated with operating leases were \$798 and \$2.3 million, respectively. During the fourth quarter of 2022, the Company executed an extension of its operating lease for the corporate management and sales office in Fort Lee, New Jersey. After adjusting for a weighted average discount rate, the Company recognized a right-of-use asset and lease liability of approximately \$275 within the consolidated balance sheets.

The components of the lease expense were as follows:

	Year Ended	
	December 31,	
	2022	2021
Operating lease cost	\$ 752	\$ 641
Finance lease cost		
Amortization of right-of-use asset	\$ 238	\$ 285
Interest on lease liabilities	44	41
Total finance lease cost	\$ 282	\$ 326

Other information related to leases was as follows:

Supplemental cash flows information:

	December 31,	
	2022	2021
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flow payments for operating leases	\$ 742	\$ 632
Operating cash flow payments for finance leases	44	41
Financing cash flow payments for finance leases	241	292
Right-of-use assets obtained in exchange for lease obligations		
Operating lease liabilities arising from obtaining right of use assets	440	1,418
Capitalized lease obligations	401	180

Weighted average remaining lease term:

	December 31,	
	2022	2021
Operating leases	2 years	3 years
Finance leases	2 years	2 years

Weighted average discount rate:

	December 31,	
	2022	2021
Operating leases	5.50 %	5.50 %
Finance leases	6.73 %	6.69 %

Future minimum lease payments under non-cancellable leases as of December 31, 2022 were as follows:

	Operating Leases	Finance Leases
2023	\$ 774	\$ 397
2024	613	166
2025	200	174
2026	24	88
Thereafter	-	41
Total future minimum lease payments	1,611	866
Less imputed interest	(111)	(93)
Total future minimum lease payments	<u>\$ 1,500</u>	<u>\$ 773</u>

Reported as of December 31, 2022:

	Operating Leases	Finance Leases
Right-of-use assets	\$ 1,450	\$ 727
	Operating Leases	Finance Leases
Accounts payable and accrued liabilities	\$ 703	\$ 355
Other long-term liabilities	797	418
Total	<u>\$ 1,500</u>	<u>\$ 773</u>

Litigation and Claims

As of the date hereof, we are not aware of or a party to any legal proceedings to which we or any of our subsidiaries is a party or to which any of our property is subject, nor are we aware of any such threatened or pending litigation or any such proceedings known to be contemplated by governmental authorities that we believe could have a material adverse effect on our business, financial condition or operating results.

We are not aware of any material proceedings in which any of our directors, officers or affiliates or any registered or beneficial shareholder of more than 5% of our common stock is an adverse party or has a material interest adverse to our interest.

10. STOCKHOLDERS' EQUITY

Common Stock

The Company had 9,644,545 and 9,640,545 shares of common stock, \$0.001 par value per share, outstanding as of December 31, 2022 and December 31, 2021, respectively.

Preferred Stock

The board of directors is authorized, subject to any limitations prescribed by law, without further vote or action by the shareholders, to issue from time to time up to 5,000,000 shares of preferred stock, \$0.001 par value, in one or more series. Each such series of preferred stock shall have such number of shares, designations, preferences, voting powers, qualifications, and special or relative rights or privileges as shall be determined by the board of directors, which may include, among others, dividend rights, voting rights, liquidation preferences, conversion rights and preemptive rights.

11. STOCK-BASED COMPENSATION

On May 11, 2011, the board of directors of the Company adopted the Pioneer Power Solutions, Inc. 2011 Long-Term Incentive Plan (the "2011 Plan") which was subsequently approved by stockholders of the Company on May 31, 2011. The 2011 Plan replaced and superseded the 2009 Plan. The Company's outside directors and employees, including the Company's principal executive officer, principal financial officer and other named executive officers, and certain contractors were all eligible to participate in the 2011 Plan. The 2011 Plan allowed for the granting of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights, and other awards, which were granted singly, in combination, or in tandem, and upon such terms as determined by the Board or a committee of the Board that was designated to administer the Plan. Subject to certain adjustments, the maximum number of shares of the Company's common stock that were available to be delivered pursuant to awards under the 2011 Plan was 700,000 shares. As of December 31, 2022, there were no shares available for future grants under the Company's 2011 Long-Term Incentive Plan. The Company's 2011 Long-Term Incentive Plan expired during the second quarter of 2021.

On October 13, 2021, our board of directors adopted the 2021 Long-Term Incentive Plan (the "2021 Plan"), subject to stockholder approval, which was obtained on November 11, 2021. Our outside directors and our employees, including the principal executive officer, principal financial officer and other named executive officers, and certain contractors are all eligible to participate in the 2021 Plan. The 2021 Plan allows for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights, and other awards, which may be granted singly, in combination, or in tandem, and upon such terms as are determined by the Board or a committee of the board that is designated to administer the 2021 Plan. Subject to certain adjustments, the maximum number of shares of the Company's common stock that may be delivered pursuant to awards under the 2021 Plan is 900,000 shares. As of December 31, 2022, there were 498,000 shares available for future grants under the Company's 2021 Plan. The 2021 Plan was initially administered by our board of directors, but it has been administered by the compensation committee following the creation of such committee in the first quarter of 2022.

Stock-based compensation expense recorded for the year ended December 31, 2022 and 2021 was approximately \$1.0 million and \$186, respectively. All of the stock-based compensation expense is included in selling, general and administrative expenses in the accompanying consolidated statements of operations. At December 31, 2022, the Company had total stock-based compensation expense remaining to be recognized in the consolidated statements of operations of approximately \$735, which will be recognized over a weighted average period of 1.3 years.

The fair value of the stock options granted was measured using the Black-Scholes valuation model with the following assumptions:

	Year Ended December 31,	
	2022	2021
Expected volatility	31.1 %	31.1 %
Expected life in years	5.5	5.5
Risk-free interest rate	2.9 %	2.1 %
Expected dividend yield	0 %	0 %

A summary of stock option activity for the year ended December 31, 2022 is presented below:

	Stock Options	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value
Outstanding as of January 1, 2022	647,667	\$ 5.53		
Granted	27,000	3.17		
Exercised	(4,000)	4.11		
Forfeited	-	-		
Outstanding as of December 31, 2022	<u>670,667</u>	<u>\$ 5.45</u>	<u>5.60</u>	<u>\$ 50</u>
Exercisable as of December 31, 2022	<u>643,667</u>	<u>\$ 5.54</u>	<u>5.50</u>	<u>\$ 50</u>

Intrinsic value is the difference between the market value of the stock at December 31, 2022 and the exercise price which is aggregated for all options outstanding and exercisable. A summary of the weighted-average grant-date fair value of options, total intrinsic value of options exercised, and cash receipts from options exercised is shown below:

	Year Ended December 31,	
	2022	2021
Weighted-average fair value of options granted (per share)	\$ 1.09	\$ 0.97
Intrinsic value (loss) gain of options exercised	(6)	137
Cash receipts from exercise of options	17	58

The following table presents information related to stock options as of December 31, 2022:

	Options outstanding		Options exercisable	
	Exercise price	Outstanding number of options	Weighted average remaining life in years	Exercisable number of options
\$ 1.68	50,000	7.25	50,000	
\$ 3.17	27,000	-	-	
\$ 3.31	236,667	8.37	236,667	
\$ 3.68	5,000	3.19	5,000	
\$ 5.60	35,000	0.01	35,000	
\$ 5.60	6,000	5.26	6,000	
\$ 7.30	246,000	4.25	246,000	
\$ 8.98	6,000	2.25	6,000	
\$ 10.21	59,000	1.18	59,000	
	<u>670,667</u>			<u>643,667</u>

On April 25, 2022, the Company awarded 375,000 shares of restricted stock units ("RSU") to the Company's Chief Financial Officer with the following vesting terms: (i) 125,000 units on May 1, 2022, which are included in the calculation of basic EPS as of the vesting date, (ii) an additional 125,000 units on May 1, 2023, and (iii) the remaining 125,000 units on May 1, 2024, provided that the executive has remained continuously employed by the Company through each applicable vesting date. The vested RSUs will be converted into shares of the Company's common stock no later than March 15 of the calendar year following the calendar year in which such RSUs vested. The fair value of the RSU award at the date of grant was \$1.6 million, which will be recognized over the vesting period. Subsequent to December 31, 2022, the Company issued 125,000 of common stock to the holder in connection with the RSUs that vested on May 1, 2022.

A summary of RSU activity during the year ended December 31, 2022 is as follows:

	Weighted-average grant-date	Weighted-average grant-date

	Number of units	fair value per share	fair value
Unvested restricted stock units as of January 1, 2022	-	\$ -	\$ -
Units granted	375,000	4.35	1,631
Units vested	(125,000)	4.35	(544)
Units forfeited	-	-	-
Unvested restricted stock units as of December 31, 2022	<u>250,000</u>	<u>\$ 4.35</u>	<u>\$ 1,087</u>

12. INCOME TAXES

The components of loss before income taxes are summarized below:

	Year Ended December 31,	
	2022	2021
Loss before income taxes		
U.S. operations	\$ (3,631)	\$ (2,183)
Loss before income taxes	<u>\$ (3,631)</u>	<u>\$ (2,183)</u>

The components of the income tax provision were as follows:

	Year Ended December 31,	
	2022	2021
Current		
State	\$ 7	\$ (16)
Total income tax provision	<u>\$ 7</u>	<u>\$ (16)</u>

A reconciliation from the statutory U.S. income tax rate and the Company's effective income tax rate, as computed on loss before taxes, is as follows:

	Year Ended December 31,	
	2022	2021
Federal income tax at statutory rate	\$ (763)	\$ (459)
State and local income tax, net	(145)	(108)
Other permanent items	(3)	(379)
Expired foreign tax credits	154	178
Valuation allowance	766	611
True-up	-	143
Other	(2)	(2)
Total	<u>\$ 7</u>	<u>\$ (16)</u>

The Company's provision for income taxes reflects an effective tax rate on loss before income taxes of (0.2)% in 2022, as compared to 0.7% in 2021. The consistency in the Company's effective tax rate during the year ended December 31, 2022 primarily reflects the increase in state income taxes, valuation allowance and net operating losses.

The net deferred income tax asset (liability) was comprised of the following:

	December 31,	
	2022	2021
Noncurrent deferred income taxes		
Total assets	\$ 92	\$ 82
Total liabilities	(92)	(82)
Net noncurrent deferred income tax asset	-	-
Net deferred income tax asset	<u>\$ -</u>	<u>\$ -</u>

The tax effect of temporary differences between GAAP accounting and federal income tax accounting creating deferred income tax assets and liabilities were as follows:

	December 31,	
	2022	2021
Deferred tax assets		
U.S. net operating loss carry forward	\$ 3,604	\$ 2,600
Non-deductible reserves	1,530	1,390
Tax credits	4,300	4,454
Fixed assets	30	24
Intangibles	1,517	1,738
Valuation allowance	(10,889)	(10,124)
Net deferred tax assets	<u>92</u>	<u>82</u>
Deferred tax liabilities		
Fixed assets	(53)	(45)
Other	(39)	(37)
Net deferred tax liabilities	<u>(92)</u>	<u>(82)</u>
Deferred asset, net	<u>\$ -</u>	<u>\$ -</u>

The composition of the Company's foreign tax credits (FTC) carryforward as of December 31, 2022 is as follows:

Tax year-ended	FTC Carryover	Expiration Year
December 31, 2017	\$ 1,181	December 31, 2027
December 31, 2016	2,265	December 31, 2026
December 31, 2015	135	December 31, 2025
December 31, 2014	652	December 31, 2024
December 31, 2013	28	December 31, 2023
	<u>\$ 4,261</u>	

The assessment of the amount of value assigned to our deferred tax assets under the applicable accounting rules is judgmental. We are required to consider all available positive and negative evidence in evaluating the likelihood that we will be able to realize the benefit of our deferred tax assets in the future. Such evidence includes scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and the results of recent operations. Since this evaluation requires consideration of events that may occur some years into the future, there is an element of judgment involved. Realization of our deferred tax assets is dependent on generating sufficient taxable income in future periods. We do not believe that it is more likely than not that future taxable income will be sufficient to allow us to recover any of the value assigned to our deferred tax assets. Accordingly, we have provided for a valuation allowance of the Company's foreign tax credits as we do not anticipate generating sufficient foreign source income. In addition, we have provided for a full valuation allowance on the domestic deferred tax assets as the combined effect of future domestic source income and the future reversals of future tax assets and liabilities will likely be insufficient to realize the full benefits of the assets.

As of December 31, 2022, the Company has a net operating loss carryforward of \$14.3 million. The Company has \$10.9 million of deferred tax assets on which it is taking a full valuation allowance. The total valuation allowance recorded is \$10.9 million, representing an increase of \$766 from December 31, 2021. The Company has approximately \$4.3 million of foreign tax credits for which it has provided a full valuation allowance and \$39 of research and development credits which expire in 2032.

The Company has interest expense subject to a tax deduction limitation under IRC 163(j). The new calculation arising from the 2017 tax reform requires an adjusted taxable income to be calculated by, among other things, adding back to taxable income any depreciation, amortization, or depletion deductions for the taxable years beginning after December 31, 2017, and before January 1, 2022, as well as removing any GILTI inclusions. When calculating the adjusted taxable income for this purpose, the Company did not have sufficient taxable income in previous years to deduct interest expense exceeding the limitation, therefore creating a carryover of business interest expense to future years. For the quarter ended December 31, 2022, \$467 of interest expense disallowed from prior years has been utilized to offset current interest income reported. The amount available for carryover to future periods of IRC 163(j) as of December 31, 2022 is \$3.1 million. This carryover is available indefinitely.

Management believes that an adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs.

The tax years subject to examination by major tax jurisdiction include the years 2019 and forward by the U.S. Internal Revenue Service and most state jurisdictions, and the years 2019 and forward for the Canadian jurisdiction.

13. BUSINESS SEGMENT, GEOGRAPHIC AND CUSTOMER INFORMATION

The Company follows ASC 280 - Segment Reporting in determining its reportable segments. The Company considered the way its management team, most notably its chief operating decision maker, makes operating decisions and assesses performance and considered which components of the Company's enterprise have discrete financial information available. As the Company makes decisions using a manufactured products vs. distributed products and services group focus, its analysis resulted in two reportable segments: T&D Solutions and Critical Power. The Critical Power reportable segment is the Company's Titan Energy Systems, Inc. business unit. The T&D Solutions reportable segment is the Company's Pioneer Custom Electrical Products Corp. business unit. The T&D Solutions segment is involved in the design, manufacture and distribution of switchgear used primarily by large industrial and commercial operations to manage their electrical power distribution needs. The Critical Power segment provides power generation equipment and aftermarket field-services primarily to help customers ensure smooth, uninterrupted power to operations during times of emergency.

The following tables present information about segment income (loss):

	Year Ended December 31,	
	2022	2021
Revenues		
T&D Solutions		
Power Systems	\$ 17,382	\$ 9,484
Service	10	-
	<hr/> 17,392	<hr/> 9,484
Critical Power Solutions		
Equipment	2,229	1,891
Service	7,379	6,936
	<hr/> 9,608	<hr/> 8,827
Consolidated	<hr/> \$ 27,000	<hr/> \$ 18,311
	Year Ended December 31,	
	2022	2021
Depreciation and amortization		
T&D Solutions	\$ 56	\$ 61
Critical Power Solutions	384	349
Unallocated corporate overhead expenses	26	28
Consolidated	<hr/> \$ 466	<hr/> \$ 438
	Year Ended December 31,	
	2022	2021
Operating income (loss)		
T&D Solutions	\$ 1,784	\$ (1,060)
Critical Power Solutions	(2,003)	(385)
Unallocated corporate overhead expenses	(3,810)	(2,417)
Consolidated	<hr/> \$ (4,029)	<hr/> \$ (3,862)

The following table presents information which reconciles segment assets to consolidated total assets:

	December 31,	
	2022	2021
Assets		
T&D Solutions	\$ 18,196	\$ 6,490

Critical Power Solutions	8,009	3,573
Corporate	10,970	17,864
Consolidated	<u>\$</u> 37,175	<u>\$</u> 27,927

Corporate assets consisted primarily of cash on hand.

Revenues are attributable to countries based on the location of the Company's customers:

	Year Ended December 31,	
	2022	2021
Revenues		
United States	\$ 27,000	\$ 18,311
Sales to Enchanted Rock Electric, LLC accounted for approximately 45% of the Company's total sales during the year ended December 31, 2022. The Company had no sales to Enchanted Rock Electric, LLC during the year ended December 31, 2021.		
The distribution of the Company's property and equipment by geographic location is approximately as follows:		
Property and equipment		
United States	\$ 1,800	\$ 516

14. BASIC AND DILUTED LOSS PER COMMON SHARE

Basic and diluted loss per common share is calculated based on the weighted average number of shares outstanding during the period. The Company's employee and director equity awards, as well as incremental shares issuable upon exercise of warrants, are not considered in the calculations if the effect would be anti-dilutive. The following table sets forth the computation of basic and diluted loss per share (in thousands, except per share data):

	Year Ended December 31,	
	2022	2021
Numerator:		
Net loss	\$ (3,638)	\$ (2,167)
Denominator:		
Weighted average basic shares outstanding	9,727,542	8,857,942
Effect of dilutive securities - equity based compensation plans	-	-
Denominator for diluted net loss per common share	<u>9,727,542</u>	<u>8,857,942</u>
Net loss per common share:		
Basic	\$ (0.37)	\$ (0.24)
Diluted	\$ (0.37)	\$ (0.24)

As of December 31, 2022 and 2021, diluted loss per share excludes potentially dilutive common shares related to (i) 670,667 and 647,667 shares underlying stock options, respectively, and (ii) 250,000 and 0 shares underlying nonvested RSUs, respectively, as their effect was anti-dilutive.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES.

Management's Conclusions Regarding Effectiveness of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of our “disclosure controls and procedures” (“Disclosure Controls”), as defined by Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as of December 31, 2022, the end of the period covered by this Annual Report on Form 10-K. The Disclosure Controls evaluation was done in conjunction with an independent consultant and consulting firm and under the supervision and with the participation of management, including our chief executive officer and chief financial officer. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. As of December 31, 2022, based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were not effective. In light of this determination, our management has performed additional analyses, reconciliations, and other post-closing procedures and has concluded that, notwithstanding the material weakness in our internal control over financial reporting, the consolidated financial statements for the periods covered by and included in this Annual Report on Form 10-K fairly state, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

Management's Report on Internal Control 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) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.

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

Management, including our chief executive officer and our chief financial officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2022. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control - Integrated Framework* (2013). A material weakness is a deficiency, or a combination of deficiencies, within the meaning of Public Company Accounting Oversight Board (“PCAOB”) Auditing Standard AS 2201, 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. In our assessment of the effectiveness of internal control over financial reporting as of December 31, 2022, we determined that controls are not effective because control deficiencies existed that constituted a material weakness.

As of December 31, 2022, we had a material weakness in our internal control over financial reporting due to not having the appropriate controls in place over our revenue recognition process for nonroutine and complex revenue transactions in accordance with ASC 606, “Revenue from Contracts with Customers”. This control deficiency resulted in a misstatement of revenue-related accounts during the three months ended March 31, 2022 and June 30, 2022, which management corrected through a revision as part of the Quarterly Report on Form 10-Q for the three months ended September 30, 2022.

In order to remediate this material weakness, management has expanded and improved our process for reviewing customer contracts and revenue recognition inputs, including through the engagement of third-party accounting professionals with expertise in evaluating customer contracts to obtain guidance on large and/or unique contracts in order to ensure that ASC 606 is accurately applied and documented.

Although we have begun implementing the enhancements described above at the end of 2022 and have been continuing our remediation efforts through the first quarter of 2023, the material weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded that these controls are operating effectively.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting, as permitted by the rules of the SEC.

Changes in Internal Control over Financial Reporting

Except as described above, there were no changes in our internal control over financial reporting during the three months ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Executive Officers and Directors

The following table sets forth the name, age and positions of our executive officers and the members of our board of directors:

Name	Age	Position with the Company
Nathan J. Mazurek	61	President, Chief Executive Officer and Chairman of the Board of Directors
Walter Michalec	34	Chief Financial Officer, Secretary and Treasurer
Yossi Cohn	44	Director
Ian Ross	79	Director
David Tesler	49	Director
Jonathan Tulkoff	61	Director
Thomas Klink	60	Director
Kytchener Whyte	71	Director

The board of directors currently consists of seven members.

Our directors hold office until the earlier of their death, resignation or removal by stockholders or until their successors have been qualified. Our directors serve a term of office to expire at the annual meeting of stockholders in 2023. Pursuant to an amendment to our bylaws, effective September 21, 2022, elected directors shall hold office until the next annual meeting of the stockholders, or until their successors shall be duly elected and qualified.

Our officers hold office until the earlier of their death, resignation or removal by our board of directors or until their successors have been selected. They serve at the pleasure of our board of directors.

Nathan J. Mazurek. Mr. Mazurek has served as our chief executive officer, president and chairman of the board of directors since December 2, 2009. From December 2, 2009 through August 12, 2010, Mr. Mazurek also served as our chief financial officer, secretary and treasurer. Mr. Mazurek has over 25 years of experience in the electrical equipment and components industry. Mr. Mazurek has served as the chief executive officer, president, vice president, sales and marketing and chairman of the board of directors of Pioneer Transformers Ltd. since 1995. Mr. Mazurek has served as the president of American Circuit Breaker Corp., a former manufacturer and distributor of circuit breakers, since 1988. From 1999 through 2017, Mr. Mazurek served as director of Empire Resources, Inc., a distributor of semi-finished aluminum and steel products. From 2002 through 2007, Mr. Mazurek served as president of Aerovox, Inc., a manufacturer of AC film capacitors. Mr. Mazurek received his BA from Yeshiva College in 1983 and his JD from Georgetown University Law Center in 1986. Mr. Mazurek brings to the board of directors extensive experience with our company and in our industry. Since he is responsible for, and familiar with, our day-to-day operations and implementation of our strategy, his insights into our performance and into the electrical equipment and components industry are critical to board discussions and to our success.

Walter Michalec. Mr. Michalec was appointed by our board of directors to act as the Interim Chief Financial Officer of the Company, effective as of April 15, 2020, replacing Mr. Klink after his resignation as Chief Financial Officer. On May 13, 2021, the board of directors assigned Mr. Michalec the title of Chief Financial Officer of the Company and removed the title of Interim Chief Financial Officer, effective May 16, 2021. Mr. Michalec also serves as the Company's principal accounting officer, principal financial officer, treasurer and secretary. Mr. Michalec has served various positions at the Company, most recently as its corporate controller from August 2019 to April 2020. Before becoming the corporate controller, Mr. Michalec served as the Company's operations controller from March 2016 to August 2019, reporting to the Chief Financial Officer, and as the Company's senior accountant from May 2012 to February 2016, reporting to the Company's corporate controller. Prior to working for the Company, Mr. Michalec served as a public accountant for Mendonca & Partners Certified Public Accountants, LLC in Union, NJ. Mr. Michalec received his Bachelor of Science in Accounting and a Minor in Criminal Justice from Kean University in 2011.

Yossi Cohn. Mr. Cohn has served as a director since December 2, 2009. Mr. Cohn founded EastSky Properties, LLC in June 2019 and L3C Capital Partners, LLC in June 2009, both an investor in multi-family residential properties, and serves as a partner in both firms. Mr. Cohn served as a director of investor relations at IDT Corporation, a NYSE-listed telecommunications company, from September 2005 through May 2007. Prior to joining IDT Corporation, Mr. Cohn was a director of research at SAGEN Asset Management, an asset manager of funds of hedge funds, from January 2005 through May 2005. Mr. Cohn began his career as an analyst in the funds-of-funds investment group of Millburn Ridgefield Corporation, where he worked from 2001 through January 2005. Our board believes Mr. Cohn's background at these and other companies, particularly in areas of capital markets, financial, strategic and investment management experience, makes him an effective member of our board of directors.

Ian Ross. Mr. Ross has served as a director since March 24, 2011. In 2000, Mr. Ross co-founded and has since served as president of Omnipower Inc., a company specializing in electrical power quality solutions for industrial producers and electrical utilities in the U.S. and Canada. He has also served as the president of KIR Resources Inc. and KIR Technologies Inc. since 1999, companies engaged in management consulting and import/export activities in the electrical equipment industry, respectively. Mr. Ross previously held positions in Canada as vice president technology with Schneider Canada, a specialist in energy management, and vice president of the distribution products business at Federal Pioneer Ltd., now part of Schneider Canada. Previously, Mr. Ross held a number of successive board level positions in UK engineering companies, culminating in five years as managing director, Federal Electric, Ltd., before moving to Canada in 1986 at the request of Federal Pioneer Ltd. He received an MA in mechanical sciences (electrical and mechanical engineering) from Cambridge University and subsequently qualified as an accountant ACMA. Our board of directors believes that Mr. Ross' relationships and broad experience in the electrical transmission and distribution equipment industry will assist us in continuing to grow our business and realizing our strategic goals.

David Tesler. Mr. Tesler has served as a director since December 2, 2009. Mr. Tesler is President of LeaseProbe, LLC, a provider of lease abstracting services, since he founded the company in 2004. In 2008, LeaseProbe, LLC acquired Real Diligence, LLC, a provider of financial due diligence services. The combined company does business as Real Diligence and operates as an integrated outsourced provider of legal and commercial due diligence services for the commercial real estate industry. Prior to 2004, Mr. Tesler practiced law at Skadden Arps Slate Meager & Flom LLP and at Jenkens & Gilchrist, Parker Chapin LLP. Mr. Tesler received his BA from Yeshiva College, an MA in medieval history from Bernard Revel Graduate School and a JD from Benjamin A. Cardozo School of Law. Mr. Tesler brings extensive legal, strategic and executive leadership experience to our board of directors.

Jonathan Tulkoff. Mr. Tulkoff has served as director since December 2, 2009. Mr. Tulkoff began his career as a currency trader at Marc Rich & Co, he then joined Forest City enterprises, a publicly traded real estate development company, and was a VP in the acquisition and development division. In 2016, Mr. Tulkoff founded Commodity Asset Management, an industrial materials investment fund. For the last twenty years, Mr. Tulkoff has been involved in trading, marketing and financing of physical commodities, with distinct expertise in ferrous metals. Mr. Tulkoff is Series 3 licensed. Our board of directors believes Mr. Tulkoff's extensive strategic, international and executive leadership experience, particularly in commodity markets for metal products which represent one of the largest components of our company's cost of manufacture, make him an effective member of our board of directors.

Thomas Klink. Mr. Klink has served as a director since April 30, 2010. Mr. Klink served as our chief financial officer, secretary and treasurer from January 7, 2016 until April 15, 2020. Since 1996, he has served in various positions at Jefferson Electric, Inc., including as its chief executive officer, chief financial officer, vice president, treasurer, secretary and chairman of the board of directors. Previously, from 1994 to 1996, Mr. Klink served as a division controller at MagneTek, Inc., a company listed on NASDAQ at that time, reporting to the corporate controller. Mr. Klink also previously served as a controller for U.S. Music Corporation, a manufacturer of musical instruments from 1990 through 1994. Mr. Klink received his BBA in Accounting from the University of Wisconsin - Milwaukee in 1984. Mr. Klink brings extensive industry and leadership experience to our board, including over 25 years of experience in the electrical equipment industry. Mr. Klink is currently employed by Spire Power Solutions L.P. as their CFO and President.

Kytchener Whyte. Mr. Whyte has served as a director since November 17, 2022. Mr. Whyte has over 45 years of extensive experience in the Electrical Power Distribution & Controls industries with an emphasis on manufacturing, sales and marketing. Since July 31, 2015, Mr. Whyte has been a consultant and served as President of Pioneer Custom Electrical Products Corp. Since January 2016, Mr. Whyte has been President of Blue Mountain Industries, Inc., a consulting, electrical engineering and marketing consultancy firm concentrating on the electrical utility, petrochemical and marine markets. From 1999 to 2015, Mr. Whyte was the President and owner of Pacific Power Systems Integration Inc. ("Pacific"), based in Southern California. Pacific manufactured electrical power distribution and control products such as its trailblazing Integrated Power Center units for applications in the petroleum, refining, electric transit and utility industries. Mr. Whyte served as General Manager for CGI, Inc., a manufacturer of Electrical Power Distribution and Controls products from 1993 to 1999. Prior to his time at CGI, Inc., Mr. Whyte was the Vice President for Electrical Power Products between 1985 and 1993. A native of Jamaica, Mr. Whyte is a graduate of Prospect College in St. Mary, Jamaica, and a graduate of Los Angeles Trade Technical College. Mr. Whyte is a United States Air Force Vietnam era veteran, a private pilot and the builder of experimental aircrafts. With his many years of experience in manufacturing, sales, marketing, product design and implementation, Mr. Whyte brings to the board invaluable insights and expertise, and the ability to turn problems into opportunities.

The board of directors believes that the overall experience and knowledge of the members of the board of directors will contribute to the overall success of our business.

Family Relationships

There are no family relationships among any of our directors and executive officers. Mr. Mazurek is a party to a certain agreement related to his service as an executive officer and director described in the “Agreements with Executive Officers” section of Item 11.

Delinquent Section 16(a) Reports

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and officers, and persons who own more than ten percent of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. Directors, officers and persons who own more than ten percent of our common stock are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us, during the fiscal year ended December 31, 2022, each of our directors, officers and greater than ten percent stockholders complied with all Section 16(a) filing requirements applicable to our directors, officers and greater than ten percent stockholders, except for the following reporting persons:

- One Form 4 was filed late for Mr. Cohn with respect to one transaction; and
- One Form 4 was filed late for Mr. Tesler with respect to three transactions.

Board Committees

Our board of directors currently has three standing committees: the audit committee, the nominating and corporate governance committee, and the compensation committee, each of which is described below. All standing committees operate under a charter that has been approved by the board of directors.

Audit Committee. Our board of directors established an audit committee on March 24, 2011, which has the composition and responsibilities described below.

The audit committee consists of Messrs. Cohn, Ross and Tulkoff, each of whom our board of directors has determined to be financially literate and qualify as an independent director under Section 5605(a)(2) of the rules of the Nasdaq Stock Market. In addition, Mr. Ross is the chairman of the audit committee and has been determined by our board of directors to be a financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. The audit committee's duties are to recommend to our board of directors the engagement of independent auditors to audit our financial statements and to review our accounting and auditing principles. The audit committee reviews the scope, timing and fees for the annual audit and the results of audit examinations performed by internal auditors and independent public accountants, including their recommendations to improve the system of accounting and internal controls. The audit committee held a total of four meetings during the fiscal year ended December 31, 2022.

The audit committee operates under a formal charter adopted by the board of directors that governs its duties and conduct. Copies of the charter can be obtained free of charge from the Company's web site, www.pioneerpowersolutions.com, by contacting the Company by mail at the address appearing on the first page of this Annual Report on Form 10-K to the attention of Investor Relations, or by telephone at (212) 867-0700.

Compensation Committee. On January 18, 2022, the board of directors designated a compensation committee (the "compensation committee"). Our compensation committee is composed of Messrs. Tessler and Cohn, each of whom our board of directors has determined to qualify as an independent director under Section 5605(a)(2) of the rules of the Nasdaq Stock Market. Pursuant to its charter, the compensation committee shall be comprised of at least two (2) "independent" members of the board of directors who shall also satisfy such other criteria imposed on members of the compensation committee pursuant to the federal securities laws and the rules and regulations of the SEC and the Nasdaq Stock Market. The compensation committee's duties are to discharge the responsibilities of the board of directors relating to compensation of the Company's directors and executive officers, to assist the board of directors in establishing appropriate incentive compensation and equity-based plans and to administer such plans, to oversee the annual process of evaluation of the performance of the Company's management, and to perform such other duties and responsibilities as enumerated in and consistent with its charter. The compensation committee may designate one or more subcommittees, each subcommittee to consist of at least two members of the compensation committee. Any such subcommittee, to the extent provided in the resolutions of the compensation committee and to the extent not limited by applicable law, shall have and may exercise all the powers and authority of the compensation committee. The compensation committee has authority to retain or obtain the advice of compensation consultants, legal counsel, experts and other advisors as the compensation committee may deem appropriate in its sole discretion. The compensation committee is directly responsible for the appointment, compensation and oversight of its consultants, legal counsel, experts and advisors and has sole authority to approve their fees and retention terms, and the Company will provide funding for such fees and related expenses. Our compensation committee has not retained the services of any compensation consultants. The compensation committee held a total of two meetings during the fiscal year ended December 31, 2022.

The compensation committee operates under a formal charter adopted by the board of directors that governs its duties and conduct. Copies of the charter can be obtained free of charge by contacting the Company by mail at the address appearing on the first page of this Annual Report on Form 10-K to the attention of Investor Relations, or by telephone at (212) 867-0700.

Nominating Committee. On January 18, 2022, the board of directors designated a nominating and corporate governance committee (the “nominating committee”). Our nominating committee is composed of Messrs. Tessler and Tulkoff, each of whom our board of directors has determined to qualify as an independent director under Section 5605(a)(2) of the rules of the Nasdaq Stock Market. Pursuant to its charter, the nominating committee shall be comprised of at least two (2) “independent” members of the board of directors who shall also satisfy such other criteria imposed on members of the nominating committee pursuant to the federal securities laws and the rules and regulations of the SEC and the Nasdaq Stock Market. The nominating committee’s duties are to assist the board of directors by identifying potential qualified nominees for director and recommend to the board of directors for nomination candidates for the board of directors, developing the Company’s corporate governance guidelines and additional corporate governance policies, exercising such other powers and authority as are set forth in the charter of the nominating committee and exercising such other powers and authority as shall from time to time be assigned to such committee by resolution of the board of directors. The nominating committee held a total of three meetings during the fiscal year ended December 31, 2022.

The nominating committee operates under a formal charter adopted by the board of directors that governs its duties and conduct. Copies of the charter can be obtained free of charge by contacting the Company by mail at the address appearing on the first page of this Annual Report on Form 10-K to the attention of Investor Relations, or by telephone at (212) 867-0700.

Code of Business Conduct and Ethics

We have adopted a code of business conduct and ethics that applies to our directors, officers, and employees, including our principal executive officer and principal financial and accounting officer, which is posted on our website at www.pioneerpowersolutions.com. We intend to disclose future amendments to certain provisions of the code of ethics, or waivers of such provisions granted to executive officers and directors, on this website within four business days following the date of such amendment or waiver.

ITEM 11. EXECUTIVE COMPENSATION

Compensation Philosophy and Process

Since January 18, 2022, the responsibility for establishing, administering and interpreting our policies governing the compensation and benefits for our executive officers lies with our compensation committee. Our compensation committee has not retained the services of any compensation consultants.

The goals of our executive compensation program are to attract, motivate and retain individuals with the skills and qualities necessary to support and develop our business within the framework of our size and available resources. In 2018, we designed our executive compensation program to achieve the following objectives:

- attract and retain executives experienced in developing and delivering products such as our own;
- motivate and reward executives whose experience and skills are critical to our success;
- reward performance; and
- align the interests of our executive officers and other key employees with those of our stockholders by motivating our executive officers and other key employees to increase stockholder value.

We appointed a compensation committee in January 2022 when we no longer qualified as a “controlled company” under the corporate governance rules of the Nasdaq stock market. We did not engage any compensation consultants to determine or recommend the amount and form of executive and director compensation during and for the year ended December 31, 2022. At this time, our compensation committee has, and previously our board of directors had, determined that the financial and administrative burden of engaging compensation consultants is not justified in light of our Company’s size, its resources and our relatively small number of executive officers and directors. Rather, beginning in the year ended December 31, 2022, we anticipate that the recommended level, components and rationale for our compensation program will be developed and presented each year by our compensation committee to the board of directors for its consideration and approval.

Summary Compensation Table

The following table summarizes, for each of the last two fiscal years ended December 31, 2022 and 2021, the compensation paid to (i) Nathan J. Mazurek, our chief executive officer, president and chairman of the board of directors, and (ii) Walter Michalec, our chief financial officer, secretary and treasurer from May 16, 2021, and prior to that, our interim chief financial officer, secretary and treasurer from April 15, 2020 to May 15, 2021, whom we refer to collectively herein as the “named executive officers.”

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	All Other	
		(\$)	(\$)	(1) (\$)	(1) (\$)	Compensation (\$)	Total (\$)
Nathan J. Mazurek (i)	2022	535,500	-	-	7,085	15,000 (2)	557,585
President, Chief Executive Officer, Chairman of the Board of Directors	2021	430,375	-	-	59,817	18,000 (2)	508,192
Walter Michalec (ii)	2022	200,000	27,000	1,631,250	3,270	-	1,861,520
Chief Financial Officer, Secretary, and Treasurer	2021	167,500	22,000	-	53,350	-	242,850

(1) Amounts represent the aggregate grant date fair value, as determined in accordance with FASB ASC Topic 718, with the exception that the amounts shown assume no forfeitures. The assumptions used to calculate the value of share based awards are set forth in “Item 8. Financial Statements and Supplementary Data – Note 11. Stock-Based Compensation” contained in this Annual Report. These amounts do not represent the actual value that may be realized by our named executive officers, as that is dependent on the long-term appreciation in our common stock.

(2) Comprised of board of directors meeting fees.

Agreements with Executive Officers

Nathan J. Mazurek

We entered into an employment agreement with Mr. Mazurek, dated as of December 2, 2009, pursuant to which Mr. Mazurek was to serve as our chief executive officer for a term of three years. Pursuant to this employment agreement, Mr. Mazurek was entitled to receive an annual base salary of \$250,000 from December 2, 2009 through December 2, 2010, which was increased to \$275,000 on December 2, 2010 and to \$300,000 on December 2, 2011. Mr. Mazurek was entitled to receive an annual cash bonus at the discretion of our board of directors, or a committee thereof, of up to 50% of his annual base salary, which percentage was permitted to be increased in the discretion of the board.

This agreement prohibited Mr. Mazurek from competing with us for a period of four years following the date of termination, unless he was terminated without cause or due to disability or he voluntarily resigned following a breach by us of this agreement, in which case he was prohibited from competing with us for a period of only two years.

We entered into a new employment agreement with Mr. Mazurek, dated as of March 30, 2012, pursuant to which Mr. Mazurek will serve as our chief executive officer for a three year term ending on March 31, 2015. Pursuant to this new employment agreement, Mr. Mazurek was entitled to receive an annual base salary of \$350,000 during the remainder of the 2012 calendar year, which increased to \$365,000 during the 2013 calendar year and then to \$380,000 for the remainder of his employment term. The other material terms of the new employment agreement are substantially similar to those under his previous agreement, except that Mr. Mazurek has agreed not to compete with us for a period of one year following the termination of his employment for any reason.

On November 11, 2014, we entered into a first amendment to our employment agreement with Mr. Mazurek, pursuant to which the term of the employment agreement was extended by a period of three years ending on March 31, 2018. In addition, pursuant to this employment agreement, as amended, Mr. Mazurek became entitled to receive an annual base salary of \$410,000 beginning on the amendment effective date and ending on December 31, 2015, which increased to \$425,000 during the 2016 calendar year.

On June 30, 2016, we entered into a second amendment to our employment agreement with Mr. Mazurek, pursuant to which the term of the employment agreement was extended by a period of five years ending on March 31, 2021. In addition, pursuant to this employment agreement, as amended, Mr. Mazurek became entitled to receive an annual base salary of \$425,000 for the period beginning on January 1, 2016 and ending on December 31, 2016, \$440,000, for the period beginning on January 1, 2017 and ending on December 31, 2017, \$465,000, for the period beginning on January 1, 2018 and ending on December 31, 2018, \$490,000, for the period beginning on January 1, 2019 and ending on December 31, 2019, and \$515,000 per annum, for the period beginning on January 1, 2020 and ending on March 31, 2021.

On March 30, 2020, the Company and Mr. Mazurek entered into a third amendment in order to (i) extend the termination date of the agreement from December 31, 2020, to March 31, 2023, and (ii) set Mr. Mazurek's annual base salary at \$415,000 for the period beginning on April 1, 2020 and ending on March 31, 2021; \$435,500, for the period beginning on April 1, 2021 and ending on March 31, 2022; and \$457,500, for the period beginning on April 1, 2022 and ending on March 31, 2023.

On April 25, 2022, the Company and Mr. Mazurek entered into a fourth amendment in order to (i) extend the termination date of the Mazurek Agreement from March 31, 2023, to December 31, 2024, and (ii) adjust Mr. Mazurek's annual base salary at \$535,500, for the period beginning on January 1, 2022 and ending on December 31, 2022, \$562,500, for the period beginning on January 1, 2023 and ending on December 31, 2023, and \$590,500, for the period beginning on January 1, 2024 and ending on December 31, 2024.

If Mr. Mazurek is terminated without cause, he is entitled to receive (i) any unpaid base salary accrued through the date of his termination, (ii) any unreimbursed expenses properly incurred prior to the date of his termination, and (iii) severance pay equal to the base salary that would have been payable to Mr. Mazurek for the remainder of the term of his executive employment agreement, which expires on December 31, 2024, less applicable withholdings and taxes. As a precondition to receiving severance pay, Mr. Mazurek is required to execute and deliver within sixty (60) days following his termination a general release of claims against the us and our subsidiaries and affiliates that may have arisen on or before the date of the release.

For purposes of Mr. Mazurek's executive employment agreement, "cause" generally means termination because of: (i) an act or acts of willful or material misrepresentation, fraud or willful dishonesty by Mr. Mazurek; (ii) any willful misconduct by Mr. Mazurek with regard to the Company; (iii) any violation by Mr. Mazurek of any fiduciary duties owed by him to the Company; (iv) Mr. Mazurek's conviction of, or pleading nolo contendere or guilty to, a felony (other than a traffic infraction) or (v) any other material breach by Mr. Mazurek of the executive employment agreement that is not cured by him within twenty (20) days after his receipt of a written notice from the Company of such breach specifying the details thereof.

Walter Michalec

Mr. Michalec was appointed by our board of directors to act as the Interim Chief Financial Officer of us, effective as of April 15, 2020, replacing Mr. Klink after his resignation as Chief Financial Officer. On May 13, 2021, our board of directors assigned Mr. Michalec the title of Chief Financial Officer and removed the title of Interim Chief Financial Officer, effective May 16, 2021. Mr. Michalec also serves as our principal accounting officer, principal financial officer, treasurer and secretary.

On April 25, 2022, we and Mr. Michalec entered into an employment agreement under which we agreed to employ Mr. Michalec as its Chief Financial Officer, Secretary and Treasurer for a term of three (3) years, commencing on January 1, 2022 and ending on December 31, 2024, unless such employment is terminated earlier in accordance with the agreement. Mr. Michalec is entitled to an annualized base salary at a rate of \$200,000 per annum for the period of January 1, 2022 through December 31, 2022, \$220,000 per annum for the period of January 1, 2023 through December 31, 2023, and \$240,000 per annum for the period of January 1, 2023 through the end of the employment period. Mr. Michalec's employment may be terminated upon his death or disability, upon the occurrence of certain events that constitute "cause," and without cause. If terminated without cause, Mr. Michalec will be entitled to receive as severance an amount equal to his base salary for the remainder of the employment period under the agreement.

In connection with his employment agreement, we granted Mr. Michalec an award of restricted stock units ("RSUs") under the 2021 Pioneer Power Solutions, Inc. Long-Term Incentive Plan (the "Plan"), covering 375,000 shares of our common stock, with such RSUs being subject to the terms and conditions of the Plan and a Restricted Stock Unit Award Agreement, which agreement provided, among other things, that (a) the RSUs shall vest in three equal installments on each of May 1st of 2022, 2023, and 2024, provided that Mr. Michalec has remained continuously employed by us through the applicable vesting date, and (b) such vested RSUs shall be converted into shares of our common stock no later than March 15th of the calendar year following the calendar year in which such RSUs vested. The award had a grant date fair value of \$1,631,250, which will be recognized over the vesting period. We paid withholding taxes on behalf of Mr. Michalec in connection with the grant, which we are getting repaid through payroll deductions. See the section titled "Certain Related Transactions and Relationships" under Item 13.

Outstanding Equity Awards at Fiscal Year End

The following table provides information on stock options previously awarded to each of the named executive officers and which remained outstanding as of December 31, 2022. This table includes unexercised and unvested options awards. Each outstanding award is shown separately for each named executive officer.

Name	Option Awards					
	Date of Grant	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	
		(#)	(#)			
Nathan J. Mazurek	03/20/2013	25,000 (3)	-	5.60	03/20/2023	
	03/20/2013	1,000 (5)	-	5.60	03/20/2023	
	3/06/2014	50,000 (3)	-	10.21	3/06/2024	
	3/06/2014	1,000 (5)	-	10.21	3/06/2024	
	03/30/2015	1,000 (5)	-	8.98	03/30/2025	
	03/10/2016	1,000 (5)	-	3.68	03/10/2026	
	03/30/2017	1,000 (5)	-	7.30	03/30/2027	
	03/30/2017	130,000 (4)	-	7.30	03/30/2027	
	4/03/2018	1,000 (5)	-	5.60	4/03/2028	
	03/31/2020	10,000 (5)	-	1.68	03/31/2030	
	05/13/2021	10,000 (5)	-	3.31	05/13/2031	
	05/13/2021	51,667 (4)	-	3.31	05/13/2031	
Walter Michalec	05/13/2022	-	1,500 (5)	3.17	05/13/2032	
	05/13/2022	-	5,000 (4)	3.17	05/13/2032	
	03/06/2014	1,000 (2)	-	10.21	03/06/2024	
	03/31/2020	10,000 (6)	-	1.68	03/31/2030	
05/13/2021	55,000 (4)	-	3.31	05/13/2031		
	05/13/2022	-	3,000 (4)	3.17	05/13/2032	

- (1) Incentive stock options granted for service as a president. Vests in equal annual installments upon each of the first three anniversaries of the grant date.
- (2) Incentive stock options granted for service prior to becoming an executive officer. Vests in equal annual installments upon each of the first three anniversaries of the grant date.
- (3) Non-qualified stock options granted for service as an executive officer. Vests in equal annual installments upon each of the first three anniversaries of the grant date.
- (4) Non-qualified stock options granted for service as an executive officer. Vests on the first anniversary of the grant date.
- (5) Non-qualified stock options granted for service as a director. Vests on the first anniversary of the grant date.
- (6) Non-qualified stock options granted for service prior to becoming an executive officer. Vests on the first anniversary of the grant date.

Stock Awards

Name	Number of shares or units of stock that have not vested	Market value of shares or units of stock that have not vested	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested
	(#)	(#)	(#)	(\$)
Walter Michalec	250,000	\$ 670,000	250,000	\$ 670,000

Option and Warrant Exercises

During the year ended December 31, 2022, Nathan J. Mazurek exercised an option to purchase 1,000 shares of common stock at an exercise price of \$4.11 per share.

Change of Control Agreements

We do not currently have plans providing for the payment of retirement benefits to our officers or directors, other than as described under "Agreements with Executive Officers" above.

We do not currently have any change-of-control or severance agreements with any of our executive officers or directors, other than as described under "Agreements with Executive Officers" above. In the event of the termination of employment of the named executive officers, any and all unexercised stock options shall expire and no longer be exercisable after a specified time following the date of the termination, other than as described under "Agreements with Executive Officers" above.

2011 Long-Term Incentive Plan

On May 11, 2011, our board of directors adopted the 2011 Plan, subject to stockholder approval, which was obtained on May 31, 2011. The 2011 Plan replaced and superseded the 2009 Equity Incentive Plan. Our outside directors and our employees, including the principal executive officer, principal financial officer and other named executive officers, and certain contractors are all eligible to participate in the 2011 Plan. The 2011 Plan allowed for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights, and other awards, which could have been granted singly, in combination, or in tandem, and upon such terms as were determined by the board or a committee of the board that was designated to administer the 2011 Plan. Subject to certain adjustments, the maximum number of shares of the Company's common stock that could have been delivered pursuant to awards under the 2011 Plan is 700,000 shares. As of December 31, 2022, there were no shares available for future grants under the Company's 2011 Plan. The 2011 Plan expired on May 11, 2021, but any awards granted prior to May 11, 2021 that are still outstanding are subject to the 2011 Plan.

2021 Long-Term Incentive Plan

On October 13, 2021, our board of directors adopted the 2021 Long-Term Incentive Plan (the "2021 Plan"), subject to stockholder approval, which was obtained on November 11, 2021. Our outside directors and our employees, including the principal executive officer, principal financial officer and other named executive officers, and certain contractors are all eligible to participate in the 2021 Plan. The 2021 Plan allows for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights, and other awards, which may be granted singly, in combination, or in tandem, and upon such terms as are determined by the board or a committee of the board that is designated to administer the 2021 Plan. Subject to certain adjustments, the maximum number of shares of the Company's common stock that may be delivered pursuant to awards under the 2021 Plan is 900,000 shares. As of December 31, 2022, there were 498,000 shares available for future grants under the Company's 2021 Plan. The 2021 Plan was initially administered by our board of directors, but it has been administered by the compensation committee following the creation of such committee in the first quarter of 2022.

Equity Compensation Plan Information

The following table provides certain information as of December 31, 2022 with respect to our equity compensation plans under which our equity securities are authorized for issuance:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	670,667	\$ 5.45	498,000
Equity compensation plans not approved by security holders	-	-	-
Total	670,667	\$ 5.45	498,000

Director Compensation

The following table provides compensation information for the one year period ended December 31, 2022 for each non-employee member of our board of directors:

Name	Fees Earned or Paid in Cash	Option Awards	Total
	(\$)	(\$)	(\$)
Yossi Cohn (7)	23,000 (4)	1,635	24,635
Thomas Klink (6)	15,000 (2)	1,635	16,635
Ian Ross (8)	19,000 (1)	1,635	20,635
David Tesler (9)	20,000 (3)	1,635	21,635
Jonathan Tulkoff (10)	23,000 (5)	1,635	24,635
Kytchener Whyte (11)	-	-	-

- (1) Comprised of board of directors and audit committee meeting fees.
- (2) Comprised of board of directors meeting fees.
- (3) Comprised of board of directors, compensation and nominating and governance committee meeting fees.
- (4) Comprised of board of directors, audit and compensation committee meeting fees.
- (5) Comprised of board of directors, audit and nominating and governance committee meeting fees.
- (6) As of December 31, 2022, Mr. Klink had outstanding options representing the right to purchase 119,000 shares of our common stock and outstanding stock awards of 1,500 shares of our common stock.
- (7) As of December 31, 2022, Mr. Cohn had outstanding options representing the right to purchase 26,000 shares of our common stock and outstanding stock awards of 1,500 shares of our common stock.
- (8) As of December 31, 2022, Mr. Ross had outstanding options representing the right to purchase 26,000 shares of our common stock and outstanding stock awards of 1,500 shares of our common stock.
- (9) As of December 31, 2022, Mr. Tesler had outstanding options representing the right to purchase 15,000 shares of our common stock and outstanding stock awards of 1,500 shares of our common stock.
- (10) As of December 31, 2022, Mr. Tulkoff had outstanding options representing the right to purchase 26,000 shares of our common stock and outstanding stock awards of 1,500 shares of our common stock.
- (11) Mr. Whyte began serving as a director in November 2022 and did not receive any director compensation during the year ended December 31, 2022.

All of our directors, including our employee directors, are paid cash compensation in connection with their attendance at the meetings of the board of directors. Our directors are also reimbursed for reasonable out-of-pocket expenses incurred in connection with their attendance at such meetings. For the year ended December 31, 2022, our directors and chief financial officer were paid cash compensation of \$3,000 per meeting for attendance. The members of our audit committee and our chief financial officer received a fee of \$1,000 per meeting for attendance at a meeting of our audit committee for the year ended December 31, 2022.

Additionally, the members of our nominating and governance committee and our compensation committee received a fee of \$2,000 per meeting for attendance at a meeting of our nominating and governance committee and compensation committee for the year ended December 31, 2022. Mr. Whyte, a current director, entered into a consulting agreement with PCEP as the sole stockholder and president of Pacific, pursuant to which he agreed to provide service and consultation with respect to the business and operations of PCEP and its affiliates, as may be requested from time to time by PCEP. See the section titled “Certain Related Transactions and Relationships” under Item 13.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth information with respect to the beneficial ownership of our common stock as of April 11, 2023 by:

- each person known by us to beneficially own more than 5.0% of our common stock;
- each of our directors;
- each of the named executive officers; and
- all of our directors and executive officers as a group.

The percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of the security, or investment power, which includes the power to dispose of or to direct the disposition of the security. Except as indicated in the footnotes to this table, each beneficial owner named in the table below has sole voting and sole investment power with respect to all shares beneficially owned and each person's address, unless otherwise specified in the notes below, is c/o Pioneer Power Solutions, Inc., 400 Kelby Street, 12th Floor, Fort Lee, New Jersey 07024. As of April 11, 2023, we had 9,767,545 shares outstanding.

Name of Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage Beneficially Owned (1)
<i>Officers and Directors</i>		
Nathan J. Mazurek	2,164,026 (2)	21.8%
Thomas Klink	230,500 (3)	2.4%
Walter Michalec	194,000 (4)	2.0%
Jonathan Tulkoff	37,500 (5)	*
David Tesler	31,250 (6)	*
Yossi Cohn	27,500 (7)	*
Ian Ross	27,500 (7)	*
Kytchner Whyte	15,000 (8)	*
All directors and executive officers as a group (8 persons)	2,727,276	27.6%

* represents ownership of less than 1%.

- (1) Shares of common stock beneficially owned and the respective percentages of beneficial ownership of common stock assumes the exercise of all options, warrants and other securities convertible into common stock beneficially owned by such person or entity currently exercisable or exercisable within 60 days of April 11, 2023. Shares issuable pursuant to the exercise of stock options and warrants exercisable within 60 days are deemed outstanding and held by the holder of such options or warrants for computing the percentage of outstanding common stock beneficially owned by such person, but are not deemed outstanding for computing the percentage of outstanding common stock beneficially owned by any other person.
- (2) Includes 1,900,859 shares of common stock and 263,167 shares subject to stock options which are exercisable within 60 days of April 11, 2023.
- (3) Includes 114,000 shares of common stock and 116,500 shares subject to stock options which are exercisable within 60 days of April 11, 2023.
- (4) Includes 125,000 fully vested restricted stock units and 69,000 shares subject to stock options which are exercisable within 60 days of April 11, 2023.
- (5) Includes 11,000 shares of common stock and 26,500 shares subject to stock options which are exercisable within 60 days of April 11, 2023.
- (6) Includes 15,750 shares of common stock and 15,500 shares subject to stock options which are exercisable within 60 days of April 11, 2023.
- (7) Includes 1,000 shares of common stock and 26,500 shares subject to stock options which are exercisable within 60 days of April 11, 2023.
- (8) Includes 15,000 shares subject to stock options which are exercisable within 60 days of April 11, 2023.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Certain Related Transactions and Relationships

Generally, we do not enter into related party transactions unless the members of the board who do not have an interest in the potential transaction have reviewed the transaction and determined that (i) we would not be able to obtain better terms by engaging in a transaction with a non-related party and (ii) the transaction is in our best interest. This policy applies generally to any transaction in which we are to be a participant and the amount involved exceeds the lesser of \$120 or one percent of the average of our total assets at year end for the previous two completed fiscal years, and in which any related person had or will have a direct or indirect material interest. This policy is not currently in writing. In addition, our audit committee, which was established on March 24, 2011, is required to pre-approve any related party transactions pursuant to its charter.

In connection with the employment agreement entered into between the Company and Mr. Michalec, effective April 25, 2022, the Company granted Mr. Michalec an award of RSUs under the 2021 Plan covering 375,000 shares of the Company's common stock. In connection with the RSU grant, we paid on Mr. Michalec's behalf an aggregate amount of \$129 in withholding taxes. We and Mr. Michalec agreed that Mr. Michalec would reimburse us through payroll deductions until we are fully reimbursed. As of the date of this report, we have been reimbursed \$12 of the total \$129 owed.

On July 31, 2015, Pacific and PCEP, entered into an Asset Purchase Agreement for the purchase and sale of substantially all of the assets of Pacific (the "Transaction"). In connection with the Transaction, Kytchener Whyte, a current director, entered into a consulting agreement with PCEP as the sole stockholder and president of Pacific, pursuant to which he agreed to provide service and consultation with respect to the business and operations of PCEP and its affiliates, as may be requested from time to time by PCEP (the "Consulting Agreement"). Kytchener Whyte has remained a consultant of PCEP since July 31, 2015. The initial term ended on July 31, 2017, and which has been renewed annually thereafter. The Consulting Agreement automatically renews unless either party gives written notice of termination to the other party at least thirty days prior to the expiration of the renewal term thereof. In consideration for the consulting services Kytchener Whyte performs as a consultant of PCEP, he receives a monthly consulting fee of \$17, as well as a 4% commission payments for product sales generated by new customer accounts solicited by him, through his solely owned personal business Blue Mountain Industries, Inc. Pursuant to the consulting agreement, for the fiscal years ended December 31, 2021 and December 31, 2020, the Company paid Blue Mountain Industries, Inc. an aggregate amount of \$423 and \$317, respectively. During the fiscal year ending December 31, 2022, Kytchener Whyte has received an aggregate amount of \$400.

Director Independence

Our board of directors has determined that each of Yossi Cohn, Ian Ross, David Tesler, and Jonathan Tulkoff satisfy the requirements for independence set out in Section 5605(a)(2) of the Nasdaq Stock Market Rules and that each of these directors has no material relationship with us (other than being a director and/or a stockholder). In making its independence determinations, the board of directors sought to identify and analyze all of the facts and circumstances relating to any relationship between a director, his immediate family or affiliates and our company and our affiliates and did not rely on categorical standards other than those contained in the Nasdaq Stock Market rule referenced above.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Marcum LLP and BDO USA, LLP served as our independent registered public accounting firms for the fiscal years ended December 31, 2022 and 2021, respectively.

The following table presents aggregate fees for professional services rendered by Marcum LLP and BDO USA, LLP during the fiscal years ended December 31, 2022 and 2021, respectively:

	Year Ended December 31,	
	2022	2021
Audit fees (1)	\$ 179	\$ 335
Audit-related fees (2)	-	-
Tax fees (3)	-	-
All other fees (4)	-	-
Total fees	\$ 179	\$ 335

- (1) Audit fees consisted primarily of fees for the annual audit of our consolidated financial statements, the interim reviews of the quarterly consolidated financial statements, review of a registration statement and normal, recurring accounting consultations.
- (2) The Company did not incur any audit-related fees for the years ended December 31, 2022 and 2021.
- (3) The Company did not incur any tax fees for the years ended December 31, 2022 and 2021.

(4) The Company did not have any other fees for the years ended December 31, 2022 and 2021.

Pre-Approval of Independent Registered Public Accounting Firm Fees and Services Policy

Our audit committee pre-approves all auditing and permitted non-audit services to be performed for us by our independent auditor against estimates submitted by the auditor, except for de minimis non-audit services that are approved by the audit committee prior to the completion of the audit. The audit committee has pre-established limits that require audit committee approval in advance of any additional funds that may be required in excess of the auditor's estimate. The audit committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services. The audit committee pre-approved all of the fees set forth in the table above.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

a. We have filed the following documents as part of this Annual Report on Form 10-K:

1. Consolidated Financial Statements

The following financial statements are included in Item 8 herein:

[Report of Independent Registered Public Accounting Firm](#) (Marcum LLP, Saddle Brook, NJ: PCAOB ID#688)

[Report of Independent Registered Public Accounting Firm](#) (BDO USA, LLP, New York, NY: PCAOB ID#243)

[Consolidated Statements of Operations for the Years Ended December 31, 2022 and 2021](#)

[Consolidated Balance Sheets as of December 31, 2022 and 2021](#)

[Consolidated Statements of Cash Flows for the Years Ended December 31, 2022 and 2021](#)

[Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2022 and 2021](#)

[Notes to Consolidated Financial Statements](#)

2. Financial Statement Schedules

None

3. Exhibits

See the Index to Exhibits.

ITEM 16. FORM 10-K SUMMARY.

None.

INDEX TO EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Merger Agreement, dated January 22, 2019, between Pioneer Critical Power Inc. and CleanSpark. (Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on January 28, 2019).
2.2	Stock Purchase Agreement, dated as of June 28, 2019, by and among Pioneer Power Solutions, Inc., Electrogroep Canada, Inc., Jefferson Electric, Inc., JE Mexican Holdings, Inc., Nathan Mazurek, Pioneer Transformers L.P. and Pioneer Acquireco ULC (Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on July 1, 2019).
2.3	Amendment No. 1 to the Stock Purchase Agreement, dated as of August 13, 2019, by and among Pioneer Power Solutions, Inc., Electrogroep Canada, Inc., Jefferson Electric, Inc., JE Mexican Holdings, Inc., Pioneer Transformers L.P. and Pioneer Acquireco ULC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on August 14, 2019).
3.1	Composite Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to Amendment No. 4 to the Registration Statement on Form S-1 of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on June 21, 2011).
3.2	Amended and Restated Bylaws of Pioneer Power Solutions, Inc. (Incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on November 14, 2022).
4.1*	Description of Securities
10.1+	Form of Director and Officer Indemnification Agreement (Incorporated by reference to Exhibit 10.1 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission for the year ended December 31, 2010).
10.2+	Pioneer Power Solutions, Inc. 2011 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on May 31, 2011).
10.3+	Employment Agreement, dated March 30, 2012, by and between Pioneer Power Solutions, Inc. and Nathan J. Mazurek (Incorporated by reference to Exhibit 10.42 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on March 30, 2012).
10.4+	First Amendment to Employment Agreement, dated November 11th, 2014, by and between Pioneer Power Solutions, Inc. and Nathan J. Mazurek (Incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on November 12, 2014).
10.5+	Second Amendment to Employment Agreement, dated June 30, 2016, by and between Pioneer Power Solutions, Inc. and Nathan J. Mazurek (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on July 1, 2016).
10.6+	Second Amendment to Employment Agreement, dated June 30, 2016, by and between Jefferson Electric, Inc. and Thomas Klink. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on July 1, 2016).
10.7+	Third Amendment to Employment Agreement, dated February 15, 2019, by and between Jefferson Electric, Inc. and Thomas Klink. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on February 20, 2019).

10.8	<u>First Amending Agreement, dated as of March 15, 2017, by and among Pioneer Power Solutions, Inc., as borrower, each of the domestic subsidiary guarantors signatory thereto and Bank of Montreal, Chicago Branch, as lender. (Incorporated by reference to Exhibit 10.56 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on March 29, 2017)</u>
10.9	<u>First Amending Agreement, dated as of March 15, 2017, by and among Pioneer Electrogroup Canada Inc., as borrower, each of the Canadian subsidiary guarantors signatory thereto and Bank of Montreal, as lender. (Incorporated by reference to Exhibit 10.57 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on March 29, 2017)</u>
10.10	<u>Second Amending Agreement, dated as of March 28, 2018, by and among Pioneer Electrogroup Canada Inc., as borrower, each of the Canadian subsidiary guarantors signatory thereto and Bank of Montreal, as lender (Incorporated by reference to Exhibit 10.24 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on April 2, 2018).</u>
10.11	<u>Second Amending Agreement, dated as of March 28, 2018, by and among Pioneer Power Solutions, Inc., as borrower, each of the domestic subsidiary guarantors signatory thereto and Bank of Montreal, Chicago Branch, as lender (Incorporated by reference to Exhibit 10.25 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on April 2, 2018).</u>
10.12	<u>Indemnity Agreement, dated January 22, 2019, between the Company, CleanSpark and PCPI. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on January 28, 2019).</u>
10.13	<u>Contract Manufacturing Agreement, dated January 22, 2019, between the Company and CleanSpark. (Incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on January 28, 2019).</u>
10.14	<u>Non-Competition and Non-Solicitation Agreement, dated January 22, 2019, between the Company and CleanSpark. (Incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on January 28, 2019).</u>
10.15+	<u>Third Amendment to Employment Agreement, dated March 30, 2020, by and between the Company and Nathan J. Mazurek. (Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission on April 1, 2020).</u>
10.16	<u>Distribution Agreement, dated May 31, 2021, by and between Pioneer Power Solutions, Inc. and CleanSpark, Inc. (Incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the Securities and Exchange Commission on June 4, 2021).</u>
10.17+	<u>Pioneer Power Solutions, Inc. 2021 Long-Term Incentive Plan (Incorporated by reference to Annex A to the Company's definitive proxy statement on Schedule 14A, filed with the SEC on October 25, 2021).</u>
10.18+	<u>Fourth Amendment to Employment Agreement, dated April 25, 2022, by and between Pioneer Power Solutions, Inc. and Nathan J. Mazurek (Incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the Securities and Exchange Commission on April 29, 2022).</u>
10.19+	<u>Employment Agreement, dated April 25, 2022, by and between Pioneer Power Solutions, Inc. and Wojciech (Walter) Michalec (Incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the Securities and Exchange Commission on April 29, 2022).</u>
10.20	<u>Termination Agreement, dated as of June 3, 2022, between Pioneer Power Solutions, Inc. and CleanSpark, Inc. (Incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the Securities and Exchange Commission on June 8, 2022).</u>
21.1	<u>List of subsidiaries. (Incorporated by reference to Exhibit 21.1 to the Annual Report on Form 10-K of Pioneer Power Solutions, Inc. filed with the Securities and Exchange Commission for the year ended December 31, 2021).</u>

23.1*	Consent of Marcum LLP.
23.2*	Consent of BDO USA, LLP.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

+ Management contract or compensatory plan or arrangement.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PIONEER POWER SOLUTIONS, INC.

Date: April 11, 2023

By: /s/ Nathan J. Mazurek

Name: Nathan J. Mazurek

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Nathan J. Mazurek</u>		April 11, 2023
Nathan J. Mazurek	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	
<u>/s/ Walter Michalec</u>		April 11, 2023
Walter Michalec	Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer)	
<u>/s/ Yossi Cohn</u>		April 11, 2023
Yossi Cohn	Director	
<u>/s/ Ian Ross</u>		April 11, 2023
Ian Ross	Director	
<u>/s/ David Tesler</u>		April 11, 2023
David Tesler	Director	
<u>/s/ Jonathan Tulkoff</u>		April 11, 2023
Jonathan Tulkoff	Director	
<u>/s/ Thomas Klink</u>		April 11, 2023
Thomas Klink	Director	
<u>/s/ Kytchener Whyte</u>		April 11, 2023
Kytchener Whyte	Director	

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Exhibit 4.1

DESCRIPTION OF SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

As of April 11, 2023 July 25, 2024, Pioneer Power Solutions, Inc., a Delaware corporation ("we," "our" and the "Company"), has our common stock, par value \$0.001 per share, registered under Section 12 of the Securities Exchange Act of 1934, as amended.

The foregoing description is intended as a summary and is qualified in its entirety by reference to our composite certificate of incorporation (the "Certificate of Incorporation") and the amended and restated bylaws (the "Bylaws") as currently in effect, copies of which are filed as exhibits to this Annual Report on Form 10-K and are incorporated by reference herein.

Authorized Capital Stock

We have authorized 35,000,000 shares of capital stock, par value \$0.001 per share, of which 30,000,000 are shares of common stock and 5,000,000 are shares of "blank check" preferred stock. On April 11, 2023 July 25, 2024, there were 9,767,545 10,917,038 shares of common stock issued and outstanding and no shares of preferred stock issued and outstanding. The authorized and

unissued shares of common stock and the authorized and undesignated shares of preferred stock are available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange on which our securities may be listed. Unless approval of our stockholders is so required, our board of directors does not intend to seek stockholder approval for the issuance and sale of our common stock or preferred stock.

Common Stock

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of stockholders. Elections of directors are determined by a plurality ~~vote of the votes~~ shares represented in person or by proxy and all other matters are decided by a majority of the ~~votes cast voting power~~ represented at any meeting at which a quorum is present, except as otherwise provided by ~~those stockholders entitled to vote and present in person~~ law, the Certificate of Incorporation, or ~~by proxy~~ the Bylaws. Our Certificate of Incorporation does not provide for cumulative voting. The holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared by our board of directors out of legally available funds; however, the current policy of our board of directors is to retain earnings, if any, for operations and growth. Upon liquidation, dissolution or winding-up, the holders of our common stock are entitled to share ratably in all assets that are legally available for distribution. The holders of our common stock have no preemptive, subscription, redemption or conversion rights. The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of any series of preferred stock, which may be designated solely by action of our board of directors and issued in the future.

The NASDAQ Capital Market Listing

Our common stock is listed on the NASDAQ Capital Market under the symbol “PPSI”.

Transfer Agent

The transfer agent and registrar for our common stock is Securities Transfer Corporation. The transfer agent's address is 2901 Dallas Parkway Suite 380, Plano, Texas 75093. Our common stock is listed on the Nasdaq Capital Market under the symbol “PPSI”.

Preferred Stock

The board of directors is authorized, subject to any limitations prescribed by law, without further vote or action by the stockholders, to issue from time to time shares of preferred stock in one or more series. Each such series of preferred stock shall have such number of shares, designations, preferences, voting powers, qualifications, and special or relative rights or privileges as shall be determined by the board of directors, which may include, among others, dividend rights, voting rights, liquidation preferences, conversion rights and preemptive rights. Issuance of preferred stock by our board of directors may result in such shares having dividend and/or liquidation preferences senior to the rights of the holders of our common stock and could dilute the voting rights of the holders of our common stock.

Prior to the issuance of shares of each series of preferred stock, the board of directors is required by the Delaware General Corporation Law (the “DGCL”) and our Certificate of Incorporation to adopt resolutions and file a certificate of designation with the Secretary of State of the State of Delaware. The certificate of designation fixes for each class or series the designations, powers, preferences, rights, qualifications, limitations and restrictions, including, but not limited to, some or all of the following:

- the number of shares constituting that series and the distinctive designation of that series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the board of directors;
- the dividend rate and the manner and frequency of payment of dividends on the shares of that series, whether dividends will be cumulative, and, if so, from which date;
- whether that series will have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- whether that series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors may determine;
- whether or not the shares of that series will be redeemable, and, if so, the terms and conditions of such redemption;
- whether that series will have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- whether or not the shares of the series will have priority over or be on a parity with or be junior to the shares of any other series or class in any respect;
- the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights or priority, if any, of payment of shares of that series; and
- any other relative rights, preferences and limitations of that series.

Once designated by our board of directors, each series of preferred stock may have specific financial and other terms that will be described in a prospectus supplement. The description of the preferred stock that is set forth in any prospectus supplement is not complete without reference to the documents that govern the preferred stock. These include our certificate of incorporation and any certificates of designation that our board of directors may adopt.

All shares of preferred stock offered hereby will, when issued, be fully paid and nonassessable, including shares of preferred stock issued upon the exercise of preferred stock warrants or subscription rights, if any.

Although our board of directors has no intention at the present time of doing so, it could authorize the issuance of a series of preferred stock that could, depending on the terms of such series, impede the completion of a merger, tender offer or other takeover attempt.

Delaware Anti-Takeover Law and Provisions of our Certificate of Incorporation and Bylaws

Delaware Anti-Takeover Law

We are subject to Section 203 of the DGCL. Section 203 generally prohibits a public Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless:

- prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding (i) shares owned by persons who are directors and also officers and (ii) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- on or subsequent to the date of the transaction, the business combination is approved by the board and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock which is not owned by the interested stockholder.

Section 203 defines a business combination to include:

- any merger or consolidation involving the corporation and the interested stockholder;
- any sale, transfer, pledge or other disposition involving the interested stockholder of 10% or more of the assets of the corporation;
- subject to exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an interested stockholder as any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with, or controlling, or controlled by, the entity or person. The term “owner” is broadly defined to include any person that, individually, with or through that person’s affiliates or associates, among other things, beneficially owns the stock, or has the right to acquire the stock, whether or not the right is immediately exercisable, under any agreement or understanding or upon the exercise of warrants or options or otherwise or has the right to vote the stock under any agreement or understanding, or has an agreement or understanding with the beneficial owner of the stock for the purpose of acquiring, holding, voting or disposing of the stock.

The restrictions in Section 203 do not apply to corporations that have elected, in the manner provided in Section 203, not to be subject to Section 203 of the DGCL or, with certain exceptions, which do not have a class of voting stock that is listed on a national securities exchange or held of record by more than 2,000 stockholders. Our certificate of incorporation and bylaws do not opt out of Section 203.

Section 203 could delay or prohibit mergers or other takeover or change in control attempts with respect to us and, accordingly, may discourage attempts to acquire us even though such a transaction may offer our stockholders the opportunity to sell their stock at a price above the prevailing market price.

Certificate of Incorporation and Bylaws

The provisions of our Certificate of Incorporation and Bylaws may delay or discourage transactions involving an actual or potential change in our control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our common stock. Among other things, our Certificate of Incorporation and Bylaws:

- provide that special meetings of stockholders may be called only by our chairman, our president or by a resolution adopted by a majority of our board of directors;
- do not include a provision for cumulative voting in the election of directors. Under cumulative voting, a minority stockholder holding a sufficient number of shares may be able to ensure the election of one or more directors. The absence of cumulative voting may have the effect of limiting the ability of minority stockholders to effect changes in our board of directors; and
- allow us to issue, without stockholder approval, up to 5,000,000 shares of preferred stock that could adversely affect the rights and powers of the holders of our common stock.

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT**

Pioneer Power Solutions, Inc.
Fort Lee, New Jersey

We consent to the incorporation by reference in the Registration Statements of Pioneer Power Solutions, Inc. on Form S-3 (No. 333-249569) 333-274266 and Form S-8 (Nos. 333-196903 and 333-264592) of our report dated April 11, 2023 July 26, 2024, with respect to our audit audits of the consolidated financial statements of Pioneer Power Solutions, Inc. as of December 31, 2022 December 31, 2023 and 2022 and for the year then years ended December 31, 2023 and 2022, which report is included in this Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

/s/ Marcum LLP

Marcum LLP
Saddle Brook, NJ
April 11, 2023

EXHIBIT 23.2

Consent of Independent Registered Public Accounting Firm

Pioneer Power Solutions, Inc.
Fort Lee, New Jersey

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-249569) and Form S-8 (No. 333-196903 and 333-264592) of Pioneer Power Solutions, Inc. of our report dated March 31, 2022, relating to the consolidated financial statements, which appears in this Form 10-K.

/s/ BDO USA, LLP
New York, NY
April 11, 2023 July 26, 2024

EXHIBIT 31.1

CERTIFICATION

I, Nathan J. Mazurek, certify that:

1. I have reviewed this Annual Report on Form 10-K of Pioneer Power Solutions, Inc.;

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;

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;

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:

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;

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;

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

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

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):

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;

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: April 11, 2023 July 26, 2024

/s/ Nathan J. Mazurek

Nathan J. Mazurek

President, Chief Executive Officer and
Chairman of the Board of Directors (Principal Executive Officer
duly authorized to sign on behalf of Registrant)

EXHIBIT 31.2

CERTIFICATION

I, Walter Michalec, certify that:

1. I have reviewed this Annual Report on Form 10-K of Pioneer Power Solutions, Inc.;

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):

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: **April 11, 2023** July 26, 2024

/s/ Walter Michalec

Walter Michalec
Chief Financial Officer
(Principal Financial Officer duly authorized to sign on behalf of
Registrant)

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and accompanies the Annual Report on Form 10-K (the "Form 10-K") for the year ended **December 31, 2022** December 31, 2023 of Pioneer Power Solutions, Inc. (the "Company"). I, Nathan J. Mazurek, the Chief Executive Officer of the Company, certify that, based on my knowledge:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in this report.

Date: **April 11, 2023** July 26, 2024

By: */s/ Nathan J. Mazurek*

Name: Nathan J. Mazurek

Title: Chief Executive Officer

The foregoing certification is being furnished as an exhibit to the Form 10-K pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-K for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

EXHIBIT 32.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

This certification is furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and accompanies the Annual Report on Form 10-K (the “Form 10-K”) for the year ended **December 31, 2022** **December 31, 2023** of Pioneer Power Solutions, Inc. (the “Company”). I, Walter Michalec, the Chief Financial Officer of the Company, certify that, based on my knowledge:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in this report.

Date: **April 11, 2023** **July 26, 2024**

By: /s/ Walter Michalec

Name: Walter Michalec

Title: Chief Financial Officer

The foregoing certification is being furnished as an exhibit to the Form 10-K pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Form 10-K for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Exhibit 97.1

PIONEER POWER SOLUTIONS, INC.

Compensation Recovery Policy

This Compensation Recovery Policy (this “**Policy**”) of Pioneer Power Solutions, Inc. (the “**Company**”) is hereby adopted as of November 9, 2023 in compliance with Rule 5608 of the Nasdaq Rules. Certain terms used herein shall have the meanings set forth in “Section 3. Definitions” below.

Section 1. Recovery Requirement

Subject to Section 4 of this Policy, in the event the Company is required to prepare an Accounting Restatement, then the Board and Committee hereby direct the Company, to the fullest extent permitted by governing law, to recover from each Executive Officer the amount, if any, of Erroneously Awarded Compensation received by such Executive Officer, with such recovery occurring reasonably promptly after the Restatement Date relating to such Accounting Restatement.

The Board or the Committee may effect recovery in any manner consistent with applicable law including, but not limited to, (a) seeking reimbursement of all or part of Erroneously Awarded Compensation previously received by an Executive Officer, together with any expenses reasonably incurred as described below in connection with the recovery of such Erroneously Awarded Compensation, (b) cancelling prior grants of Incentive-Based Compensation, whether vested or unvested, restricted or deferred, or paid or unpaid, and through the forfeiture of previously vested equity awards, (c) cancelling or setting-off against planned future grants of Incentive-Based Compensation, (d) deducting all or any portion of such Erroneously Awarded Compensation from any other remuneration payable by the Company to such Executive Officer, and (e) any other method authorized by applicable law or contract.

To the extent that an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company when due, the Company shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer. The applicable Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

The Company's right to recovery pursuant to this Policy is not dependent on if or when the Accounting Restatement is filed with the SEC.

Section 2. Incentive-Based Compensation Subject to this Policy

This Policy applies to all Incentive-Based Compensation received by each Executive Officer on or after the Effective Date:

(i) if such Incentive-Based Compensation was received on and after the date such person became an Executive Officer of the Company;

(ii) if such Executive Officer served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation;

(iii) while the Company has a class of securities listed on a national securities exchange or a national securities association; and

(iv) during the three completed fiscal years immediately preceding the date that the Company is required to prepare an Accounting Restatement (including any transition period that results from a change in the Company's fiscal year that is within or immediately following those three completed fiscal years; provided that a transition period of nine to 12 months is deemed to be a completed fiscal year).

This Policy shall apply and govern Incentive-Based Compensation received by any Executive Officer, notwithstanding any contrary or supplemental term or condition in any document, plan or agreement including, without limitation, any employment contract, indemnification agreement, equity or bonus agreement, or equity or bonus plan document. This Policy shall also apply to any bonus, incentive or equity compensation paid or granted to any employee, independent contractor or outside director of the Company who is not an Executive Officer to the extent that (x) the applicable plan document or award agreement relating to such bonus, incentive or equity compensation provides that this Policy may or will apply and (y) the Board or the Committee, in its sole discretion, determines that it is appropriate for this Policy to apply to such persons.

Section 3. Definitions:

For purposes of this Policy, the following terms have the meanings set forth below:

- ***“Accounting Restatement”*** means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error (i) in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as a “Big R” restatement), or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (commonly referred to as a “little r” restatement).
- ***“Board”*** means the Board of Directors of the Company.
- ***“Committee”*** means the Compensation Committee of the Board.
- ***“Effective Date”*** means October 2, 2023.
- ***“Erroneously Awarded Compensation”*** means the amount of Incentive-Based Compensation received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received by the Executive Officer had it been determined based on the restated amounts in the Accounting Restatement (computed without regard to any taxes paid). For Incentive-Based Compensation based on stock price or total shareholder return (“**TSR**”), where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Accounting Restatement, the Company shall: (i) base the calculation of the amount on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the Incentive-Based Compensation received was based; and (ii) retain documentation of the determination of that reasonable estimate and provide such documentation to The Nasdaq Stock Market LLC (“**Nasdaq**”) or, if a class of securities of the Company is no longer listed on Nasdaq, such other national securities exchange or national securities association on which a class of the Company's securities is then listed for trading.
- ***“Executive Officer”*** means the Company's current and former executive officers, as determined by the Board or the Committee in accordance with the definition of executive officer set forth in Rule 5608(d) of the Nasdaq Rules.
- ***“Financial Reporting Measures”*** means measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and TSR are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the Company's financial statements or included in any of the Company's filings with the SEC.

- **“Incentive-Based Compensation”** means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure (including, without limitation, any cash bonuses, performance awards, restricted stock awards or restricted stock unit awards that are granted, earned or vest based on achievement of a Financial Reporting Measure). The following do not constitute Incentive-Based Compensation for purposes of this Policy: (a) equity awards for which (1) the grant is not contingent upon achieving any Financial Reporting Measure performance goals and (2) vesting is contingent solely upon completion of a specified employment period and/or attaining one or more nonfinancial reporting measures, and (b) bonus awards that are discretionary or based on subjective goals or goals unrelated to Financial Reporting Measures.
- **“Nasdaq Rules”** means the listing rules of The Nasdaq Stock Market LLC.
- **“received”**: An Executive Officer shall be deemed to have “received” Incentive-Based Compensation in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that fiscal period.
- **“Restatement Date”** means the earlier to occur of (i) the date the Board or the Committee (or an officer or officers of the Company authorized to take such action if Board action is not required) concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.
- **“SEC”** means the U.S. Securities and Exchange Commission.

Section 4. Exceptions to Recovery

Notwithstanding the foregoing, the Company is not required to recover Erroneously Awarded Compensation to the extent that the Committee, or in the absence of such committee, a majority of the independent directors serving on the Board has made a determination that recovery would be impracticable and that:

- (i) after the Company has made a reasonable attempt to recover such Erroneously Awarded Compensation (which has been documented and such documentation has been provided to Nasdaq), the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered;
- (ii) recovery would violate one or more laws of the home country that were adopted prior to November 28, 2022 (which determination shall be made after the Company obtains an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in a such a violation, and a copy of such opinion is provided to Nasdaq);
- (iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company and its subsidiaries, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder; or
- (iv) any other exception permitted under Rule 5608(b)(1)(iv) of the Nasdaq Rules.

Section 5. Right to Adjust Unvested Incentive-Based Compensation

If the Board or the Committee, in its sole discretion, determines that the performance metrics of outstanding but unvested Incentive-Based Compensation were established using Financial Reporting Measures that were impacted by the Accounting Restatement, the Board or the Committee, in its sole discretion, may adjust such Financial Reporting Measures or modify such Incentive-Based Compensation, in such manner as the Board or the Committee determines, in its sole discretion, to be appropriate.

Section 6. Additional Actions in Case of Misconduct

If the Board or the Committee learns of any misconduct by an Executive Officer that contributed to the Company’s having to restate its financial statements, it shall take, or direct the Company to take, such action as it deems reasonably necessary to remedy the misconduct, prevent its recurrence and, if appropriate, based on all relevant facts and circumstances, take remedial action against the wrongdoer. In determining whether remedial action is appropriate, the Board or the Committee shall take into account such factors as it deems relevant, including whether the misconduct reflected negligence, recklessness or intentional wrongdoing. Remedial action may include dismissal and initiating legal action against the Executive Officer, termination of employment, and/or forfeiture of existing awards, including, without limitation, awards that do not constitute Incentive-Based Compensation, or clawback of prior amounts paid or shares vested.

In determining what action to take or to require the Company to take, the Board and the Committee may consider, among other things, penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities, the impact upon the Company in any related proceeding or investigation of taking remedial action against an Executive Officer, and the cost and likely outcome of taking remedial action. The Board’s and the Committee’s power to determine the appropriate remedial action is in addition to, and not in replacement of, remedies imposed by such authorities.

Section 7. No Right to Indemnification or Insurance

The Company shall not indemnify any Executive Officer against the loss of Erroneously Awarded Compensation or losses arising from any claims relating to the Company's enforcement of this Policy. In addition, the Company shall not pay, or reimburse any Executive Officer for, any premiums for a third-party insurance policy purchased by the Executive Officer or any other party that would fund any of the Executive Officer's potential recovery obligations under this Policy.

Section 8. Plan Documents and Award Agreements

The Board further directs the Company to include clawback language in each of the Company's incentive compensation plans and any award agreements such that each individual who receives Incentive-Based Compensation under those plans understands and agrees that all or any portion of such Incentive-Based Compensation may be subject to recovery by the Company, and such individual may be required to repay all or any portion of such Incentive-Based Compensation, if (i) recovery of such Incentive-Based Compensation is required by this Policy, (ii) such Incentive-Based Compensation is determined to be based on materially inaccurate financial and/or performance information (which includes, but is not limited to, statements of earnings, revenues or gains), or (iii) repayment of such Incentive-Based Compensation is required by applicable federal or state securities laws.

Section 9. Interpretation and Amendment of this Policy

The Board or the Committee, in its discretion, shall have the sole authority to interpret and make any determinations regarding this Policy. Any interpretation, determination, or other action made or taken by the Committee (or, if applicable, the Board) shall be final, binding, and conclusive on all interested parties. The determination of the Committee (or, if applicable, the Board) need not be uniform with respect to one or more officers of the Company. The Board or the Committee may amend this Policy from time to time in its discretion and shall amend the Policy to comply with any rules or standards adopted by Nasdaq or any national securities exchange on which the Company's securities are then listed.

Section 10. Filing Requirement

The Company shall file this Policy as an exhibit to its Annual Report on Form 10-K and make such other disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including the disclosure required by applicable SEC rules and regulations.

Section 11. Other Recoupment Rights

The Company intends that this Policy will be applied to the fullest extent of the law. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other remedies available to the Company under applicable law. Without by implication limiting the foregoing, following a restatement of the Company's financial statements, the Company also shall be entitled to recover any compensation received by the Chief Executive Officer and Chief Financial Officer that is required to be recovered by Section 304 of the Sarbanes-Oxley Act of 2002.

Section 12. Successors

This Policy shall be binding and enforceable against all Executive Officers and their respective beneficiaries, heirs, executors, administrators or other legal representatives.

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