

REFINITIV

DELTA REPORT

10-Q

VIA RENEWABLES, INC.

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 1027

■ CHANGES	287
■ DELETIONS	241
■ ADDITIONS	499

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

FORM 10-Q

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

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: **001-36559**

Via Renewables, Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

46-5453215

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

**12140 Wickchester Ln, Suite 100
Houston, Texas 77079**

(Address of principal executive offices)

(713) 600-2600

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbols(s)	Name of exchange on which registered
8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share	VIASP	The NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging Growth Company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

There were 3,232,701 3,323,329 shares of Class A common stock, 4,000,000 shares of Class B common stock and 3,567,543 shares of Series A Preferred Stock outstanding as of April 30, 2024 July 30, 2024.

VIA RENEWABLES, INC.

INDEX TO QUARTERLY REPORT ON FORM 10-Q

For the Quarter Ended **March 31, 2024** **June 30, 2024**

Page No.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED BALANCE SHEETS AS OF MARCH 31, JUNE 30, 2024 AND DECEMBER 31, 2023 **54**
(unaudited).

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED
MARCH 31, JUNE 30, 2024 AND 2023 (unaudited) **6**

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE THREE AND SIX MONTHS ENDED
MARCH 31, JUNE 30, 2024 AND 2023 (unaudited) **7**

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE SIX MONTHS ENDED
MARCH 31, JUNE 30, 2024 AND 2023 (unaudited) **911**

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited) **1012**

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS **3441**

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK **5058**

ITEM 4. CONTROLS AND PROCEDURES **5260**

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS **5361**

ITEM 1A. RISK FACTORS **5361**

ITEM 6. EXHIBITS **5462**

SIGNATURES **5664**

Cautionary Note Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q (this "Report") contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. These forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), can be identified by the use of forward-looking terminology including "may," "should," "could," "likely," "will," "believe," "expect," "anticipate," "estimate," "continue," "plan," "intend," "project," or other similar words. Forward-looking statements appear in a number of places in this Report. All statements, other than statements of historical fact, included in this Report are forward-looking statements. The forward-looking statements include statements regarding the impacts of Winter Storm Uri, cash flow generation and liquidity, business strategy, prospects for growth and acquisitions, outcomes of legal proceedings, the timing, availability, ability to pay and implied amount of cash dividends and distributions on our Class A common stock and Series A Preferred Stock, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans, objectives, beliefs of management, availability and terms of capital, competition, government regulation and general economic conditions. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurance that such expectations will prove correct.

The forward-looking statements in this Report are subject to risks and uncertainties. Important factors that could cause actual results to materially differ from those projected in the forward-looking statements include, but are not limited to:

- the ultimate impact of the Winter Storm Uri, including future benefits or costs related to ERCOT market securitization efforts, and any corrective action by the State of Texas, ERCOT, the Railroad Commission of Texas, or the Public Utility Commission of Texas;
- changes in commodity prices, the margins we achieve, and interest rates;
- the sufficiency of risk management and hedging policies and practices;
- the impact of extreme and unpredictable weather conditions, including hurricanes, heat waves and other natural disasters;
- federal, state and local regulations, including the industry's ability to address or adapt to potentially restrictive new regulations that may be enacted by public utility commissions;
- our ability to borrow funds and access credit markets;
- restrictions and covenants in our debt agreements and collateral requirements;
- credit risk with respect to suppliers and customers;
- our ability to acquire customers and actual attrition rates;
- changes in costs to acquire customers;
- accuracy of billing systems;
- our ability to successfully identify, complete, and efficiently integrate acquisitions into our operations;
- significant changes in, or new changes by, the independent system operators ("ISOs") in the regions we operate;
- competition;
- risks related to our ability to successfully obtain the requisite shareholder approval of and to consummate the merger and transactions contemplated by the recently completed Merger Agreement (as defined below) and other risks related thereto, including but not limited to, the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, the failure to satisfy other conditions to completion of the proposed merger, the failure of the proposed merger to close for any other reason, the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted against us and others relating to the Merger Agreement or otherwise, the impact of the Merger on our operations and the amount of the costs, fees, expenses and charges related to the proposed merger, the effect of the announcement of the proposed merger on our relationships with our contractual counterparts, operating results and business generally, the risk that the pendency of the proposed merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the pendency of the Merger;

proposed merger, risks related to disruption of management's attention from our ongoing business operations due to the merger; competition; and transactions contemplated by the Merger Agreement; and

- the "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, in our Quarterly Reports on Form 10-Q in "Item 1A — Risk Factors" of this Report, and in our other public filings and press releases.

You should review the Risk Factors and other factors noted throughout or incorporated by reference in this Report that could cause our actual results to differ materially from those contained in any forward-looking statement. All forward-looking statements speak only as of the date of this Report. Unless required by law, we disclaim any obligation to publicly update or revise these statements whether as a result of new information, future events or otherwise. It is not possible for us to predict all risks, nor can we assess the impact of all factors on the business or

the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

PART I. — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VIA RENEWABLES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share counts)
(unaudited)

	March 31, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 50,423	\$ 42,595
Accounts receivable, net of allowance for credit losses of \$3,548 at March 31, 2024 and \$4,496 at December 31, 2023	55,852	63,246
Accounts receivable—affiliates	4,463	4,683
Inventory	1,363	3,124
Fair value of derivative assets, net	1,272	909
Customer acquisition costs, net	5,686	5,154
Customer relationships, net	342	342
Deposits	6,813	6,897
Renewable energy credit asset	26,393	25,456
Other current assets	6,734	6,567
Total current assets	159,341	158,973
Property and equipment, net	4,909	4,710
Fair value of derivative assets, net	12	91
Customer acquisition costs, net	2,115	1,835
Customer relationships, net	53	139
Deferred tax assets	13,721	15,282
Goodwill	120,343	120,343
Other assets	2,168	2,461
Total assets	\$ 302,662	\$ 303,834
Liabilities, Series A Preferred Stock and Stockholders' Equity		

Current liabilities:			
Accounts payable	\$ 21,292	\$ 29,524	
Accounts payable—affiliates	598	472	
Accrued liabilities	17,900	15,094	
Renewable energy credit liability	18,850	15,706	
Fair value of derivative liabilities, net	9,350	19,141	
Other current liabilities	59	59	
Total current liabilities	68,049	79,996	
Long-term liabilities:			
Fair value of derivative liabilities, net	100	54	
Long-term portion of Senior Credit Facility	91,000	97,000	
Total liabilities	159,149	177,050	
Commitments and contingencies (Note 12)			
Series A Preferred Stock, par value \$0.01 per share, 20,000,000 shares authorized, 3,567,543 shares issued and outstanding at March 31, 2024 and December 31, 2023	88,047	88,065	
Stockholders' equity:			
Common Stock:			
Class A common stock, par value \$0.01 per share, 120,000,000 shares authorized, 3,261,620 shares issued and 3,232,701 shares outstanding at March 31, 2024 and 3,261,620 shares issued and 3,232,701 shares outstanding at December 31, 2023	32	32	
Class B common stock, par value \$0.01 per share, 60,000,000 shares authorized, 4,000,000 shares issued and outstanding at March 31, 2024 and December 31, 2023	40	40	
Additional paid-in capital	40,726	40,002	
Accumulated other comprehensive loss	(40)	(40)	
Retained earnings	14,829	8,972	
Treasury stock, at cost, 28,919 shares at March 31, 2024 and December 31, 2023	(2,406)	(2,406)	
Total stockholders' equity	53,181	46,600	
Non-controlling interest in Spark HoldCo, LLC	2,285	(7,881)	
Total equity	55,466	38,719	
Total liabilities, Series A Preferred Stock and Stockholders' equity	\$ 302,662	\$ 303,834	

	June 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 53,557	\$ 42,595
Restricted cash	2,332	—
Accounts receivable, net of allowance for credit losses of \$3,684 at June 30, 2024 and \$4,496 at December 31, 2023	49,085	63,246
Accounts receivable—affiliates	4,795	4,683
Inventory	2,016	3,124
Fair value of derivative assets, net	4,279	909
Customer acquisition costs, net	6,143	5,154
Customer relationships, net	571	342
Deposits	7,706	6,897
Renewable energy credit asset	17,856	25,456

Other current assets	8,071	6,567
Total current assets	156,411	158,973
Property and equipment, net	4,906	4,710
Fair value of derivative assets, net	503	91
Customer acquisition costs, net	2,438	1,835
Customer relationships, net	130	139
Deferred tax assets	11,078	15,282
Goodwill	120,343	120,343
Other assets	3,861	2,461
Total assets	\$ 299,670	\$ 303,834
Liabilities, Series A Preferred Stock and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 22,603	\$ 29,524
Accounts payable—affiliates	269	472
Accrued liabilities	13,558	15,094
Renewable energy credit liability	13,341	15,706
Fair value of derivative liabilities, net	3,105	19,141
Other current liabilities	60	59
Total current liabilities	52,936	79,996
Long-term liabilities:		
Fair value of derivative liabilities, net	47	54
Long-term portion of Senior Credit Facility	93,000	97,000
Total liabilities	145,983	177,050
Commitments and contingencies (Note 12)		
Series A Preferred Stock, par value \$0.01 per share, 20,000,000 shares authorized, 3,567,543 shares issued and outstanding at June 30, 2024 and December 31, 2023	88,050	88,065
Stockholders' equity:		
Common Stock:		
Class A common stock, par value \$0.01 per share, 120,000,000 shares authorized, 3,323,329 shares outstanding at June 30, 2024 and 3,261,620 shares issued and 3,232,701 shares outstanding at December 31, 2023	33	32
Class B common stock, par value \$0.01 per share, 60,000,000 shares authorized, 4,000,000 shares issued and outstanding at June 30, 2024 and December 31, 2023	40	40
Additional paid-in capital	38,488	40,002
Accumulated other comprehensive loss	(40)	(40)
Retained earnings	19,740	8,972
Treasury stock, at cost, 0 and 28,918 shares at June 30, 2024 and December 31, 2023	—	(2,406)
Total stockholders' equity	58,261	46,600
Non-controlling interest in Spark HoldCo, LLC	7,376	(7,881)
Total equity	65,637	38,719
Total liabilities, Series A Preferred Stock and Stockholders' equity	\$ 299,670	\$ 303,834

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

VIA RENEWABLES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2024	Three Months Ended March 31, 2024	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
Revenues:					
Revenues:					
Revenues:					
Retail revenues					
Retail revenues					
Retail revenues					
Net asset optimization expense					
Net asset optimization expense					
Net asset optimization expense					
Other revenue					
Other revenue					
Other revenue					
Total Revenues					
Total Revenues					
Total Revenues					
Operating Expenses:					
Operating Expenses:					
Operating Expenses:					
Retail cost of revenues					
Retail cost of revenues					
Retail cost of revenues					
General and administrative					
General and administrative					
General and administrative					
Depreciation and amortization					
Depreciation and amortization					
Depreciation and amortization					
Total Operating Expenses					
Total Operating Expenses					
Total Operating Expenses					
Operating income (loss)					
Operating income (loss)					
Operating income (loss)					
Other (expense):					

Other (expense):
Operating income
Other (expense):
Interest expense
Interest expense
Interest expense
Interest and other income
Interest and other income
Interest and other income
Total other expenses
Total other expenses
Total other expenses
Income (loss) before income tax expense
Income (loss) before income tax expense
Income (loss) before income tax expense
Income tax expense (benefit)
Income tax expense (benefit)
Income tax expense (benefit)
Net income (loss)
Net income (loss)
Net income (loss)
Less: Net income (loss) attributable to non-controlling interests
Less: Net income (loss) attributable to non-controlling interests
Less: Net income (loss) attributable to non-controlling interests
Net income (loss) attributable to Via Renewables, Inc. stockholders
Net income (loss) attributable to Via Renewables, Inc. stockholders
Net income (loss) attributable to Via Renewables, Inc. stockholders
Income before income tax expense
Income tax expense
Net income
Less: Net income attributable to non-controlling interests
Net income attributable to Via Renewables, Inc. stockholders
Less: Dividend on Series A Preferred Stock
Less: Dividend on Series A Preferred Stock
Less: Dividend on Series A Preferred Stock
Net income (loss) attributable to stockholders of Class A common stock
Net income (loss) attributable to stockholders of Class A common stock
Net income (loss) attributable to stockholders of Class A common stock
Net income attributable to stockholders of Class A common stock
Net income (loss) attributable to Via Renewables, Inc. per share of Class A common stock
Net income attributable to Via Renewables, Inc. per share of Class A common stock
Net income (loss) attributable to Via Renewables, Inc. per share of Class A common stock
Net income attributable to Via Renewables, Inc. per share of Class A common stock
Net income (loss) attributable to Via Renewables, Inc. per share of Class A common stock
Net income attributable to Via Renewables, Inc. per share of Class A common stock

Basic	
Basic	
Basic	
Diluted	
Diluted	
Diluted	
Weighted average shares of Class A common stock outstanding	
Weighted average shares of Class A common stock outstanding	
Weighted average shares of Class A common stock outstanding	
Basic	
Basic	
Basic	
Diluted	
Diluted	
Diluted	

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

VIA RENEWABLES, INC.	
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	
(in thousands)	
(unaudited)	
	Three Months Ended March 31, 2024
	Three Months Ended March 31, 2024
	Three Months Ended March 31, 2024
	Six Months Ended June 30, 2024
	Six Months Ended June 30, 2024
	Six Months Ended June 30, 2024
	Issued Shares of Class A Common Stock
	Issued Shares of Class A Common Stock
	Issued Shares of Class A Common Stock
Balance at December 31, 2023	1,000
Balance at December 31, 2023	1,000
Balance at December 31, 2023	1,000
Stock based compensation	(1,000)
Stock based compensation	(1,000)
Stock based compensation	(1,000)
Restricted stock unit vesting	1,000
Restricted stock unit vesting	1,000
Restricted stock unit vesting	1,000
Consolidated net income	1,000
Contribution for cash settlement / merger	1,000
Consolidated net income	1,000

Contribution for cash settlement / merger
Contribution for cash settlement / merger
Distributions paid to non-controlling unit holders
Distributions paid to non-controlling unit holders
Distributions paid to non-controlling unit holders
Dividends paid to Preferred Stockholders
Dividends paid to Preferred Stockholders
Dividends paid to Preferred Stockholders
Treasury Shares
Treasury Shares
Treasury Shares
Changes in ownership interest
Balance at March 31, 2024
Balance at March 31, 2024
Balance at March 31, 2024
Balance at June 30, 2024
Balance at June 30, 2024
Balance at June 30, 2024

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

Three Months Ended March 31, 2023													
	Issued Shares		Issued Shares		Accumulated			Retained		Total Stockholders' Equity		Non-controlling Interest	Total Equity
	of Class A	of Class B	Treasury Stock	Class A	Class B	Treasury Stock	Other	Additional	Earnings	(Deficit)	Stockholders' Equity		
	Common Stock	Common Stock	Common Stock	Common Stock	Common Stock	Treasury Stock	Comprehensive	Paid-in Capital					
Balance at December 31, 2022	3,201	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	42,871 \$	2,073 \$	42,570 \$	(14,234) \$	28,336	
Stock based compensation	—	—	—	—	—	—	—	681	—	681	—	681	
Consolidated net loss	—	—	—	—	—	—	—	—	(187)	(187)	(6,584)	(6,771)	
Stock issued - reverse stock split	14	—	—	—	—	—	—	—	—	—	—	—	
Distributions paid to non-controlling unit holders	—	—	—	—	—	—	—	—	—	—	(3,625)	(3,625)	

Dividends paid to Class A common stockholders (\$0.90625 per share)	—	—	—	—	—	—	—	(2,874)	—	(2,874)	—	(2,874)
Dividends paid to Preferred Stockholders	—	—	—	—	—	—	—	(2,544)	—	(2,544)	—	(2,544)
Changes in ownership interest	—	—	—	—	—	—	—	110	—	110	(110)	—
Balance at March 31, 2023	3,215	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	38,244 \$	1,886 \$	37,756 \$	(24,553) \$	13,203

Three Months Ended June 30, 2024												
	Issued Shares of Class A Common Stock	Issued Shares of Class B Common Stock	Treasury Stock	Class A Common Stock	Class B Common Stock	Treasury Stock	Accumulated Other Comprehensive Loss	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity	Non-controlling Interest	Total Equity
	Shares of Class A Common Stock	Shares of Class B Common Stock		Class A Common Stock	Class B Common Stock		Accumulated Other Comprehensive Loss	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity	Non-controlling Interest	Total Equity
	Stock	Stock		Stock	Stock		Loss	Capital	Earnings	Equity	Interest	
Balance at March 31, 2024	3,262	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	40,726 \$	14,829 \$	53,181 \$	2,285 \$	55,466
Stock based compensation	—	—	—	—	—	—	—	1,234	—	1,234	—	1,234
Restricted stock unit vesting	62	—	—	1	—	—	—	(287)	—	(286)	—	(286)
Consolidated net income	—	—	—	—	—	—	—	—	7,624	7,624	8,071	15,695
Distributions paid to non-controlling unit holders	—	—	—	—	—	—	—	—	—	—	(4,402)	(4,402)
Dividends paid to Preferred Stockholders	—	—	—	—	—	—	—	—	(2,713)	(2,713)	—	(2,713)
Treasury Shares	—	—	29	—	—	2,406	—	(2,406)	—	—	—	—
Contribution for cash settlement / merger	—	—	—	—	—	—	—	—	—	—	643	643
Changes in Ownership Interest	—	—	—	—	—	—	—	(779)	—	(779)	779	—
Balance at June 30, 2024	3,324	4,000	— \$	33 \$	40 \$	— \$	(40) \$	38,488 \$	19,740 \$	58,261 \$	7,376 \$	65,637

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

Six Months Ended June 30, 2023

	Issued Shares		Issued Shares		Class A		Class B		Accumulated		Retained		Total Stockholders'		Non-controlling Interest	Total Equity
	of Class A	of Class B	Common Stock	Treasury Stock	Common Stock	Treasury Stock	Common Stock	Treasury Stock	Other Comprehensive Loss	Additional Paid-in Capital	Earnings	Equity	Earnings	Equity		
	Common Stock	Common Stock														
Balance at December 31, 2022	3,201	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	42,871 \$	2,073 \$	42,570 \$	(14,234) \$	28,336				
Stock based compensation	—	—	—	—	—	—	—	—	1,294	—	1,294	—	—	1,294		
Restricted stock unit vesting	45	—	—	—	—	—	—	—	(186)	—	(186)	—	(186)	—		
Consolidated net income	—	—	—	—	—	—	—	—	—	7,794	7,794	4,521	12,315			
Stock issued - reverse stock split	14	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Distributions paid to non-controlling unit holders	—	—	—	—	—	—	—	—	—	—	—	—	(4,233)	(4,233)		
Dividends paid to Class A common stockholders (\$0.90625 per share)	—	—	—	—	—	—	—	—	(2,874)	—	(2,874)	—	(2,874)	—		
Dividends paid to Preferred Stockholders	—	—	—	—	—	—	—	—	(2,544)	(2,640)	(5,184)	—	(5,184)	—		
Changes in ownership interest	—	—	—	—	—	—	—	—	(2)	—	(2)	2	—	—		
Balance at June 30, 2023	3,260	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	38,559 \$	7,227 \$	43,412 \$	(13,944) \$	29,468				

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

	Three Months Ended June 30, 2023														Non-controlling Interest	Total Equity
	Issued Shares of Class A	Issued Shares of Class B	Common Stock	Treasury Stock	Class A Common Stock	Class B Common Stock	Treasury Stock	Accumulated Other Comprehensive Loss	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity					
	Common Stock	Common Stock														
	Stock	Stock														
Balance at March 31, 2023	3,215	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	38,244 \$	1,886 \$	37,756 \$	(24,553) \$	13,203				
Stock based compensation	—	—	—	—	—	—	—	—	613	—	613	—	613	—		
Restricted stock unit vesting	45	—	—	—	—	—	—	—	(186)	—	(186)	—	(186)	—	(186)	
Consolidated net income	—	—	—	—	—	—	—	—	—	7,981	7,981	11,105	19,086			
Distributions paid to non-controlling unit holders	—	—	—	—	—	—	—	—	—	—	—	—	(608)	(608)		

Dividends paid to											
Preferred											
Stockholders	—	—	—	—	—	—	—	—	(2,640)	(2,640)	— (2,640)
Changes in ownership											
interest	—	—	—	—	—	—	—	(112)	—	(112)	112 —
Balance at June 30, 2023	3,260	4,000	(29) \$	32 \$	40 \$	(2,406) \$	(40) \$	38,559 \$	7,227 \$	43,412 \$	(13,944) \$ 29,468

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

VIA RENEWABLES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Three Months Ended March 31,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cash flows from operating activities:				
Net income (loss)				
Net income (loss)				
Net income (loss)				
Net income				
Net income				
Net income				
Adjustments to reconcile net income to net cash flows provided by operating activities:				
Depreciation and amortization expense				
Depreciation and amortization expense				
Depreciation and amortization expense				
Deferred income taxes				
Stock based compensation				
Stock based compensation				
Stock based compensation				
Amortization of deferred financing costs				
Bad debt expense				
Bad debt expense				
Bad debt expense				
Loss on derivatives, net				
Current period cash settlements on derivatives, net				
Other				
Other				
Other				
Changes in assets and liabilities:				
Decrease in accounts receivable				
Decrease in accounts receivable				
Decrease in accounts receivable				

Decrease in accounts receivable—affiliates
(Increase) decrease in accounts receivable—affiliates
Decrease in inventory
Increase in customer acquisition costs
Increase in prepaid and other current assets
Decrease in other assets
Decrease in other assets
Decrease in other assets
Decrease in prepaid and other current assets
Increase in customer acquisition costs
(Increase) decrease in other assets
Decrease in accounts payable and accrued liabilities
Increase in accounts payable—affiliates
(Decrease) increase in accounts payable—affiliates
Decrease in other current liabilities
Decrease in other non-current liabilities
Net cash provided by operating activities
Cash flows from investing activities:
Purchases of property and equipment
Purchases of property and equipment
Purchases of property and equipment
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
Cash flows from financing activities:
Borrowings on notes payable
Borrowings on notes payable
Borrowings on notes payable
Payments on notes payable
Net paydown on subordinated debt facility
Restricted stock vesting
Payment of dividends to Class A common stockholders
Restricted stock vesting
Restricted stock vesting
Payment of dividends to Class A common stockholders
Contribution for cash settlement of merger
Contribution for cash settlement of merger
Contribution for cash settlement of merger
Payment of dividends to Class A common stockholders
Payment of distributions to non-controlling unitholders
Payment of Preferred Stock dividends
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities
Increase in Cash, cash equivalents and Restricted cash

Cash, cash equivalents and Restricted cash—beginning of period

Cash, cash equivalents and Restricted cash—end of period

Supplemental Disclosure of Cash Flow Information:

Non-cash items:

Non-cash items:

Non-cash items:

Property and equipment purchase accrual

Property and equipment purchase accrual

Property and equipment purchase accrual

Cash paid during the period for:

Cash paid during the period for:

Cash paid during the period for:

Interest

Interest

Interest

Taxes

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

VIA RENEWABLES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Formation and Organization

Organization

We are an independent retail energy services company that provides residential and commercial customers in competitive markets across the United States with an alternative choice for natural gas and electricity. The Company is a holding company whose primary asset consists of units in Spark HoldCo, LLC ("Spark HoldCo"). The Company is the sole managing member of Spark HoldCo, is responsible for all operational, management and administrative decisions relating to Spark HoldCo's business and consolidates the financial results of Spark HoldCo and its subsidiaries. Spark HoldCo is the direct and indirect owner of the subsidiaries through which we operate. We conduct our business through several brands across our service areas, including Electricity Maine, Electricity N.H., Major Energy, Provider Power Massachusetts, Spark Energy, and Verde Energy. Via Energy Solutions ("VES") is a wholly owned subsidiary of the Company that offers broker services for retail energy customers. Via Wireless is a wholly owned subsidiary of the Company that offers wireless services and equipment to wireless customers.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying interim unaudited condensed financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") as it applies to interim financial statements. This information should be read along with our consolidated financial statements and notes contained in our annual report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K"). Our unaudited condensed consolidated financial statements are presented on a consolidated basis and include all wholly-owned and controlled subsidiaries. We account for investments over which we have significant influence but not a controlling financial interest using the equity method of accounting. All significant intercompany transactions and balances have been eliminated in the unaudited condensed consolidated financial statements.

In the opinion of the Company's management, the accompanying condensed consolidated financial statements reflect all adjustments that are necessary to fairly present the financial position, the results of operations, the changes in equity and the cash flows of the Company for the respective periods. Such adjustments are of a normal recurring nature, unless otherwise disclosed.

Use of Estimates and Assumptions

The preparation of our condensed consolidated financial statements requires estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim financial statements and the reported amounts of revenues and expenses during the period. Actual results could materially differ from those estimates.

Relationship with our Founder, Majority Sole Common Stock Shareholder, and Chief Executive Officer

W. Keith Maxwell, III is the Chief Executive Officer, a director, and the owner of a majority all of the voting power of our common stock through his ownership of NuDevco Retail, LLC ("NuDevco Retail") and Retailco, LLC ("Retailco"). Retailco is a wholly owned subsidiary of TxEx Energy Investments, LLC ("TxEx"), which is wholly owned by Mr. Maxwell. NuDevco Retail is a wholly owned subsidiary of NuDevco Retail Holdings LLC

("NuDevco Retail Holdings"), which is a wholly owned subsidiary of Electric HoldCo, LLC, which is also a wholly owned subsidiary of TxEx.

We enter into transactions with and pay certain costs on behalf of affiliates that are commonly controlled by Mr. Maxwell, and these affiliates enter into transactions with and pay certain costs on our behalf. We undertake these

transactions in order to reduce risk, reduce administrative expense, create economies of scale, create strategic alliances and supply goods and services among these related parties.

These transactions include, but are not limited to, employee benefits provided through the Company's benefit plans, insurance plans, leased office space, certain administrative salaries, management due diligence, recurring management consulting, and accounting, tax, legal, or technology services. Amounts billed under these arrangements are based on services provided, departmental usage, or headcount, which are considered reasonable by management. As such, the accompanying condensed consolidated financial statements include costs that have been incurred by the Company and then directly billed or allocated to affiliates, and costs that have been incurred by our affiliates and then directly billed or allocated to us, and are recorded net in general and administrative expense on the condensed consolidated statements of operations with a corresponding accounts receivable—affiliates or accounts payable—affiliates, respectively, recorded in the consolidated balance sheets. Additionally, the Company enters into transactions with certain affiliates for sales or purchases of natural gas and electricity, which are recorded in retail revenues, retail cost of revenues, and net asset optimization revenues in the condensed consolidated statements of operations with a corresponding accounts receivable—affiliate or accounts payable—affiliate in the consolidated balance sheets. The allocations and related estimates and assumptions are described more fully in Note 13 "Transactions with Affiliates."

On December 29, 2023 June 13, 2024, we entered into a consummated the previously announced merger agreement contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement") with, dated as of December 29, 2023, by and among the Company, Retailco, LLC, a Texas limited liability company ("Retailco"), and NuRetailco LLC, a Delaware limited liability company and wholly-owned subsidiary of Retailco ("Merger Sub"), whereby all of our Class A common stock (except for as described below), will be acquired by Retailco for \$11.00 per share. Retailco is an entity owned by TxEx, pursuant to which is wholly owned by Mr. Maxwell.

The transaction will be effected by a merger of Merger Sub was merged with and into the Company (the "Merger"), with the Company continuing as the surviving the merger. Under the terms of corporation in the Merger, Agreement, all of our Class A common stock, except for shares of Class A common stock for following which appraisal rights have been properly and validly exercised under Delaware law and certain additional shares, including those held by the Company or any of its subsidiaries (or held in the Company's treasury), Retailco or Merger Sub or any of their respective subsidiaries, or Mr. Maxwell and any person or entity controlled by him, will be converted into his affiliates became the right to receive the cash consideration.

The Class A common stock, currently traded under the symbol VIA, will cease to trade on NASDAQ upon consummation of the transaction. We expect that the Series A Preferred Stock, currently traded under the symbol VIASP, will continue to trade on NASDAQ following the transaction. Accordingly, Via Renewables will remain subject to the reporting requirements of the Exchange Act.

The transaction was negotiated on behalf of the Company by a Special Committee of its Board of Directors with the assistance of independent financial and legal advisors. The Special Committee is comprised of entirely disinterested and independent directors. Following the Special Committee's unanimous recommendation in support of the merger, the Company's Board of Directors (other than Mr. Maxwell) approved the Merger Agreement and recommended that the Company's stockholders adopt and approve the Merger Agreement and the merger.

The merger is subject to approval by a majority of shareholders of the issued and outstanding shares of the Company's Class A common stock and Class B common stock.

In addition, the merger is subject to As a non-waivable requirement result, each share of approval by the holders of at least a majority of the issued and outstanding Class A common stock and Class B common was converted into the right to receive \$11.00 per share at the closing of the Merger (other than certain dissenting shares). As a result of the Merger, all of the Company's outstanding restricted stock not units were converted into \$11.00 per share (other than those owned by Mr. Maxwell, and his affiliated entities or the directors, officers or their immediate family members. Mr. Maxwell and affiliated entities have entered into a support agreement to vote their shares in favor which were cancelled for no consideration). Effective as of the transaction and against any competing transaction. The Merger Agreement is not subject end of trading on June 13, 2024, the Class A common stock ceased to a financing condition, but is subject to customary closing conditions. The special meeting will be held trade on May 23, 2024 or the date of any postponement or adjournment. The transaction is expected to close in the second quarter of 2024. NASDAQ.

New Accounting Standards Being Evaluated/Standards Not yet adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amendments in the ASU improve reportable segment disclosures by adding and enhancing annual and interim disclosure requirements, clarifying circumstances in which entities can disclose multiple segment measures of profit or loss, providing new segment disclosure requirements for entities with a single reportable segment, and adding other disclosure requirements. ASU 2023-07 will be effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. We are evaluating the impact of adoption on our consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The ASU requires enhanced income tax disclosures, particularly related to a reporting entity's effective tax rate reconciliation and income taxes paid. For the rate reconciliation, the update requires additional categories of information about federal, state, and foreign taxes and details about significant reconciling items, subject to a quantitative threshold. Income taxes paid must be similarly disaggregated by federal, state, and foreign based on a quantitative threshold. The ASU will be effective for annual periods beginning after December 15, 2024. The guidance will be applied on a prospective basis with the option to apply retrospectively. We are evaluating the impact of adoption on our consolidated financial statements.

The Company considers the applicability and impact of all ASUs. New ASUs were assessed and determined to be either not applicable or are expected to have minimal impact on our condensed consolidated financial statements.

3. Revenues

Our revenues are derived primarily from the sale of natural gas and electricity to customers, including affiliates. Revenue is measured based upon the quantity of gas or power delivered at prices contained or referenced in the customer's contract, and excludes any sales incentives (e.g., rebates) and amounts collected on behalf of third parties (e.g., sales tax).

Our revenues also include asset optimization activities. Asset optimization activities consist primarily of purchases and sales of gas that meet the definition of trading activities per FASB ASC Topic 815, *Derivatives and Hedging*. They are therefore excluded from the scope of FASB ASC Topic 606, *Revenue from Contracts with Customers*.

Other revenue is derived from contracts with customers through the provision of wireless and other services and the sale of wireless equipment.

Revenues for electricity and natural gas sales are recognized under the accrual method when our performance obligation to a customer is satisfied, which is the point in time when the product is delivered and control of the product passes to the customer. Electricity and natural gas products may be sold as fixed-price or variable-price products. The typical length of a contract to provide electricity and/or natural gas is 12 months. Customers are billed and typically pay at least monthly, based on usage. Electricity and natural gas sales that have been delivered but not billed by period end are estimated and recorded as accrued unbilled revenues based on estimates of customer usage since the date of the last meter read provided by the utility. Volume estimates are based on forecasted volumes and estimated residential and commercial customer usage. Unbilled revenues are calculated by multiplying these volume

estimates by the applicable rate by customer class (residential or commercial). Estimated amounts are adjusted when actual usage is known and billed.

The following table discloses revenue by primary geographical market, customer type, and customer credit risk profile (in thousands). The table also includes a reconciliation of the disaggregated revenue to revenue by reportable segment (in thousands).

	Reportable Segments					
	Three Months Ended March 31, 2024			Three Months Ended March 31, 2023		
	Retail Electricity (c)	Retail Natural Gas	Total Reportable Segments	Retail Electricity (c)	Retail Natural Gas	Total Reportable Segments
Primary markets (a)						
New England	\$ 27,339	\$ 4,625	\$ 31,964	\$ 32,887	\$ 3,913	\$ 36,800
Mid-Atlantic	30,699	15,255	45,954	27,509	19,346	46,855
Midwest	7,309	7,371	14,680	8,139	9,805	17,944
Southwest	11,982	9,808	21,790	14,292	19,234	33,526
	\$ 77,329	\$ 37,059	\$ 114,388	\$ 82,827	\$ 52,298	\$ 135,125
Customer type						
Commercial	\$ 11,365	\$ 20,714	\$ 32,079	\$ 10,293	\$ 28,679	\$ 38,972
Residential	70,948	18,641	89,589	77,237	31,275	108,512
Unbilled revenue (b)	(4,984)	(2,296)	(7,280)	(4,703)	(7,656)	(12,359)
	\$ 77,329	\$ 37,059	\$ 114,388	\$ 82,827	\$ 52,298	\$ 135,125
Customer credit risk						
POR	\$ 50,289	\$ 19,469	\$ 69,758	\$ 49,143	\$ 25,054	\$ 74,197
Non-POR	27,040	17,590	44,630	33,684	27,244	60,928
	\$ 77,329	\$ 37,059	\$ 114,388	\$ 82,827	\$ 52,298	\$ 135,125

Reportable Segments

	Three Months Ended June 30, 2024			Three Months Ended June 30, 2023		
	Retail Electricity	Retail Natural Gas	Total Reportable Segments	Retail Electricity	Retail Natural Gas	Total Reportable Segments
	(c)			(c)		
Primary markets (a)						
New England	\$ 21,271	\$ 1,572	\$ 22,843	\$ 26,262	\$ 1,154	\$ 27,416
Mid-Atlantic	27,514	5,912	33,426	24,181	5,929	30,110
Midwest	6,518	2,107	8,625	6,819	2,515	9,334
Southwest	15,845	6,221	22,066	17,503	8,258	25,761
	\$ 71,148	\$ 15,812	\$ 86,960	\$ 74,765	\$ 17,856	\$ 92,621
Customer type						
Commercial	\$ 9,989	\$ 11,304	\$ 21,293	\$ 9,353	\$ 11,765	\$ 21,118
Residential	56,956	8,703	65,659	63,420	12,472	75,892
Unbilled revenue (b)	4,203	(4,195)	8	1,992	(6,381)	(4,389)
	\$ 71,148	\$ 15,812	\$ 86,960	\$ 74,765	\$ 17,856	\$ 92,621
Customer credit risk						
POR	\$ 44,080	\$ 7,177	\$ 51,257	\$ 42,080	\$ 7,300	\$ 49,380
Non-POR	27,068	8,635	35,703	32,685	10,556	43,241
	\$ 71,148	\$ 15,812	\$ 86,960	\$ 74,765	\$ 17,856	\$ 92,621

	Reportable Segments					
	Six Months Ended June 30, 2024			Six Months Ended June 30, 2023		
	Retail Electricity	Retail Natural Gas	Total Reportable Segments	Retail Electricity	Retail Natural Gas	Total Reportable Segments
Primary markets (a)						
New England	\$ 48,610	\$ 6,197	\$ 54,807	\$ 59,149	\$ 5,067	\$ 64,216
Mid-Atlantic	58,213	21,167	79,380	51,690	25,275	76,965
Midwest	13,827	9,478	23,305	14,958	12,320	27,278
Southwest	27,827	16,029	43,856	31,795	27,492	59,287
	\$ 148,477	\$ 52,871	\$ 201,348	\$ 157,592	\$ 70,154	\$ 227,746
Customer type						
Commercial	\$ 21,354	\$ 32,018	\$ 53,372	\$ 19,646	\$ 40,444	\$ 60,090
Residential	127,904	27,344	155,248	140,657	43,747	184,404
Unbilled revenue (b)	(781)	(6,491)	(7,272)	(2,711)	(14,037)	(16,748)
	\$ 148,477	\$ 52,871	\$ 201,348	\$ 157,592	\$ 70,154	\$ 227,746
Customer credit risk						
POR	\$ 94,369	\$ 26,646	\$ 121,015	\$ 91,223	\$ 32,354	\$ 123,577
Non-POR	54,108	26,225	80,333	66,369	37,800	104,169
	\$ 148,477	\$ 52,871	\$ 201,348	\$ 157,592	\$ 70,154	\$ 227,746

(a) The primary markets include the following states:

- New England - Connecticut, Maine, Massachusetts and New Hampshire;
- Mid-Atlantic - Delaware, Maryland (including the District of Columbia), New Jersey, New York, Pennsylvania and Virginia;
- Midwest - Illinois, Indiana, Michigan and Ohio; and
- Southwest - Arizona, California, Colorado, Florida, Nevada and Texas.

(b) Unbilled revenue is recorded in total until it is actualized, at which time it is categorized between commercial and residential customers.

(c) Retail Electricity includes Services Services.

Reconciliation to Condensed Consolidated Financial Information

A reconciliation of the reportable segment operating revenues to consolidated revenues is as follows:

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	
	2024	2024	2024	
Total Reportable Segments Revenue				
Total Reportable Segments Revenue				
	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Total Reportable Segments Revenue				
Net asset optimization expense				
Net asset optimization expense				
Net asset optimization expense				
Other Revenue				
Other Revenue				
Other Revenue				
Total Revenues				
Total Revenues				
Total Revenues				

We record gross receipts taxes on a gross basis in retail revenues and retail cost of revenues. During the three months ended March 31, 2024 June 30, 2024 and 2023, our retail revenues included gross receipts taxes of \$0.3 \$0.2 million and \$0.3 \$0.2 million, respectively, and our retail cost of revenues included gross receipts taxes of \$1.4 \$1.3 million and \$1.3 million, respectively. During the six months ended June 30, 2024 and 2023, our retail revenues included gross receipt taxes of \$0.6 million and \$0.5 million, respectively, and our retail cost of revenues included gross receipts taxes of \$2.7 million and \$2.6 million, respectively.

Accounts receivables and Allowance for Credit Losses

The Company conducts business in many utility service markets where the local regulated utility purchases our receivables, and then becomes responsible for billing the customer and collecting payment from the customer ("POR programs"). These POR programs result in substantially all of the Company's credit risk being linked to the applicable utility, which generally has an investment-grade rating, and not to the end-use customer. The Company monitors the financial condition of each utility and currently believes its receivables are collectible.

In markets that do not offer POR programs or when the Company chooses to directly bill its customers, certain receivables are billed and collected by the Company. The Company bears the credit risk on these accounts and records an appropriate allowance for doubtful accounts to reflect any losses due to non-payment by customers. The Company's customers are individually insignificant and geographically dispersed in these markets. The Company writes off customer balances when it believes that amounts are no longer collectible and when it has exhausted all means to collect these receivables.

For trade accounts receivables, the Company accrues an allowance for credit losses by business segment by pooling customer accounts receivables based on similar risk characteristics, such as customer type, geography, aging analysis, payment terms, and related macro-economic factors. Expected credit loss exposure is evaluated for each of our accounts receivables pools. Expected credits losses are established using a model that considers historical collections experience, current information, and reasonable and supportable forecasts. The Company writes off accounts receivable balances against the allowance for credit losses when the accounts receivable is deemed to be uncollectible.

A rollforward of our allowance for credit losses for the **three** **six** months ended **March 31, 2024** **June 30, 2024** are presented in the table below (in thousands):

Balance at December 31, 2023	\$ (4,496)
Current period credit loss provision	(304) (1,321)
Write-offs	1,297 2,191
Recovery of previous write-offs	(45) (58)
Balance at March 31, 2024 June 30, 2024	\$ (3,548) (3,684)

4. Equity

Non-controlling Interest

We hold an economic interest and are the sole managing member in Spark HoldCo, with affiliates of Mr. Maxwell and majority shareholder holding the remaining economic interests in Spark HoldCo. As a result, we consolidate the financial position and results of operations of Spark HoldCo, and reflect the economic interests owned by these affiliates as a non-controlling interest. The Company and affiliates owned the following economic interests in Spark HoldCo at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

The Company	Affiliated Owners	The Company	Affiliated Owners
March 31, 2024	44.92 % 55.08 %		
June 30, 2024	45.38 % 54.62 %		
December 31, 2023	44.92 % 55.08 %	December 31, 2023	44.92 % 55.08 %

The following table summarizes the portion of net income and income tax expense attributable to non-controlling interest (in thousands):

	Three Months Ended March 31,

	2024	2023
Net income (loss) before taxes allocated to non-controlling interest	\$ 11,360	\$ (6,334)
Less: Income tax expense allocated to non-controlling interest	863	250
Net income (loss) attributable to non-controlling interests	\$ 10,497	\$ (6,584)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net income before taxes allocated to non-controlling interest	\$ 8,860	\$ 11,957	\$ 20,220	\$ 5,623
Less: Income tax expense allocated to non-controlling interest	789	852	1,652	1,102
Net income attributable to non-controlling interests	\$ 8,071	\$ 11,105	\$ 18,568	\$ 4,521

Class A Common Stock and Class B Common Stock

Holders of the Company's Class A common stock and Class B common stock vote together as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise required by applicable law or by our certificate of incorporation.

Reverse Stock Split

On March 20, 2023, the Company's shareholders approved at a special meeting a proposal by the Company's Board of Directors to consummate a reverse stock split of the Company's Class A common stock and Class B common stock at a ratio between 1 for 2 to 1 for 5, with such ratios to be determined by the Chief Executive Officer or the Chief Financial Officer, or to determine not to proceed with the reverse stock split, during a period of time not to exceed the one-year anniversary of the special meeting date (the "Reverse Stock Split").

On March 20, 2023, the Company filed a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to effect the Reverse Stock Split at a ratio of 1 to 5 for each issued and outstanding share of Class A common stock and Class B common stock as of March 21, 2023 at 5:30 PM ET. The Class A common stock began trading on a post-split basis on March 22, 2023.

No fractional shares were issued as a result of the Reverse Stock Split. On June 13, 2024, Mr. Maxwell and his affiliates became the par value owners of all of the Class A common stock or Class B common stock. Any fractional shares that would otherwise have resulted from the Reverse Stock Split were rounded up to the next whole number. The number of authorized, issued and outstanding shares of Class A common stock and Class B common stock were not impacted by the stock. Effective as of the Reverse Stock Split and remained unchanged at 120,000,000 shares end of trading on June 13, 2024, the Class A common stock and 60,000,000 shares of Class B common stock ceased to trade on NASDAQ.

All shares of Class A common stock and Class B common stock and per share amounts in the accompanying consolidated financial statements and related notes have been retrospectively restated to reflect the effect of the Reverse Stock Split effective March 21, 2023.

Dividends on Class A Common Stock

Dividends declared for the Company's Class A common stock are reported as a reduction of retained earnings, or a reduction of additional paid in capital to the extent retained earnings are exhausted. During the three and six months ended March 31, 2023 June 30, 2023, we paid zero and \$2.9 million in dividends to the holders of the Company's Class A common stock. This dividend represented a quarterly rate of \$0.90625 per share on each share of Class A common stock.

In April 2023, we announced that our Board of Directors elected to temporarily suspend the quarterly cash dividend on the Class A common stock. During the three and six months ended June 30, 2024, we did not pay dividends to the holders of the Company's Class A common stock and did not make corresponding distributions to our non-controlling interest holders.

In order to pay our stated dividends to holders of our Class A common stock, our subsidiary, Spark HoldCo is required to make corresponding distributions to holders of its units, including those holders that own our Class B common stock (our non-controlling interest holder). As a result, during the three and six months ended **March 31, 2023** June 30, 2023, Spark HoldCo made corresponding distributions of zero and \$3.6 million to our non-controlling interest holders.

In April 2023, we announced that our Board of Directors elected to temporarily suspend the quarterly cash dividend on the Class A common stock. During the three months ended March 31, 2024, we did not pay dividends to the holders, of the Company's Class A common stock and did not make corresponding distributions to our non-controlling interest holders. respectively.

Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income attributable to stockholders (the numerator) by the weighted-average number of Class A common shares outstanding for the period (the denominator). Class B common shares are not included in the calculation of basic earnings per share because they are not participating securities and have no economic interests. Diluted earnings per share is similarly calculated except that the denominator is increased by potentially dilutive securities.

The following table presents the computation of basic and diluted income per share for the three and six months ended **March 31, 2024** June 30, 2024 and 2023 (in thousands, except per share data):

	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
				2024	
				2024	
				2024	
Net income (loss) attributable to Via Renewables, Inc. stockholders					
Net income (loss) attributable to Via Renewables, Inc. stockholders					
Net income (loss) attributable to Via Renewables, Inc. stockholders					
Net income attributable to Via Renewables, Inc. stockholders					
Net income attributable to Via Renewables, Inc. stockholders					
Net income attributable to Via Renewables, Inc. stockholders					
Less: Dividend on Series A Preferred Stock					
Less: Dividend on Series A Preferred Stock					
Less: Dividend on Series A Preferred Stock					
Net income (loss) attributable to stockholders of Class A common stock					
Net income (loss) attributable to stockholders of Class A common stock					
Net income (loss) attributable to stockholders of Class A common stock					
Net income attributable to stockholders of Class A common stock					
Net income attributable to stockholders of Class A common stock					
Net income attributable to stockholders of Class A common stock					
Basic weighted average Class A common shares outstanding					
Basic weighted average Class A common shares outstanding					
Basic weighted average Class A common shares outstanding					
Basic income (loss) per share attributable to stockholders					

Basic income (loss) per share attributable to stockholders
Basic income (loss) per share attributable to stockholders
Basic income per share attributable to stockholders
Basic income per share attributable to stockholders
Basic income per share attributable to stockholders
Net income (loss) attributable to stockholders of Class A common stock
Net income attributable to stockholders of Class A common stock
Net income (loss) attributable to stockholders of Class A common stock
Net income attributable to stockholders of Class A common stock
Net income (loss) attributable to stockholders of Class A common stock
Net income attributable to stockholders of Class A common stock
Effect of conversion of Class B common stock to shares of Class A common stock
Effect of conversion of Class B common stock to shares of Class A common stock
Effect of conversion of Class B common stock to shares of Class A common stock
Diluted net income (loss) attributable to stockholders of Class A common stock
Diluted net income attributable to stockholders of Class A common stock
Diluted net income (loss) attributable to stockholders of Class A common stock
Diluted net income attributable to stockholders of Class A common stock
Diluted net income (loss) attributable to stockholders of Class A common stock
Diluted net income attributable to stockholders of Class A common stock
Basic weighted average Class A common shares outstanding
Basic weighted average Class A common shares outstanding
Basic weighted average Class A common shares outstanding
Effect of dilutive Class B common stock
Effect of dilutive Class B common stock
Effect of dilutive Class B common stock
Diluted weighted average shares outstanding
Diluted weighted average shares outstanding
Diluted weighted average shares outstanding
Diluted income (loss) per share attributable to stockholders
Diluted income per share attributable to stockholders
Diluted income (loss) per share attributable to stockholders
Diluted income per share attributable to stockholders
Diluted income (loss) per share attributable to stockholders
Diluted income per share attributable to stockholders

The computation of diluted earnings per share for the three and six months ended March 31, 2024, June 30, 2024 and 2023, respectively, excludes 4.0 million shares of Class B common stock and 0.2 million restricted stock units because the effect of their conversion was antidilutive. The Company's outstanding shares of Series A Preferred Stock were not included in the calculation of diluted earnings per share because they contain only contingent redemption provisions that have not occurred.

Variable Interest Entity

Spark HoldCo is a variable interest entity due to its lack of rights to participate in significant financial and operating decisions and its inability to dissolve or otherwise remove its management. Spark HoldCo owns all of the outstanding membership interests in each of our operating

subsidiaries. We are the sole managing member of Spark HoldCo, manage Spark HoldCo's operating subsidiaries through this managing membership interest, and are considered the primary beneficiary of Spark HoldCo. The assets of Spark HoldCo cannot be used to settle our obligations except through distributions to us, and the liabilities of Spark HoldCo cannot be settled by us except through contributions to Spark HoldCo. The following table includes the carrying amounts and classification of the assets and liabilities of Spark HoldCo that are included in our condensed consolidated balance sheet as of **March 31, 2024** **June 30, 2024** and December 31, 2023 (in thousands):

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
Assets		
Current assets:		
Current assets:		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Accounts receivable		
Other current assets		
Other current assets		
Other current assets		
Total current assets		
Non-current assets:		
Goodwill		
Goodwill		
Goodwill		
Other assets		
Other assets		
Other assets		
Total non-current assets		
Total Assets		
Liabilities		
Liabilities		
Liabilities		
Current liabilities:		
Current liabilities:		
Current liabilities:		
Accounts payable and accrued liabilities		
Accounts payable and accrued liabilities		
Accounts payable and accrued liabilities		
Other current liabilities		
Other current liabilities		
Other current liabilities		
Total current liabilities		
Long-term liabilities:		
Long-term portion of Senior Credit Facility		
Long-term portion of Senior Credit Facility		
Long-term portion of Senior Credit Facility		
Subordinated debt – affiliate		

Other long-term liabilities
Other long-term liabilities
Other long-term liabilities
Total long-term liabilities
Total Liabilities

5. Preferred Stock

Holders of the Series A Preferred Stock have no voting rights, except in specific circumstances of delisting or in the case the dividends are in arrears as specified in the Series A Preferred Stock Certificate of Designations. The Series A Preferred Stock accrued dividends at an annual percentage rate of 8.75% through April 14, 2022. The floating rate period for the Series A Preferred Stock began on April 15, 2022. The dividend on the Series A Preferred Stock will accrue at an annual rate equal to the sum of (a) Three-Month LIBOR (if it then exists), or an alternative reference rate as of the applicable determination date and (b) 6.578%, based on the \$25.00 liquidation preference per share of the Series A Preferred Stock. The liquidation preference provisions of the Series A Preferred Stock are considered contingent redemption provisions because there are rights granted to the holders of the Series A Preferred Stock that are not solely within our control upon a change in control of the Company. Accordingly, the Series A Preferred Stock is presented between liabilities and the equity sections in the accompanying condensed consolidated balance sheets. As of April 15, 2022, we have the option to redeem our Series A Preferred Stock.

Following the cessation of the publication of U.S. LIBOR on June 30, 2023, we use Three Month CME Term SOFR plus a tenor spread of 0.26161 percent (or 26.161 bps) to calculate the dividend rate on the Series A Preferred Stock pursuant to the rules of the Adjustable Interest Rate (LIBOR) Act.

As a result of the Merger, holders of the Company's Series A Preferred Stock were provided an optional limited change of control conversion right (the "Conversion Right"), available at the option of the holder, for \$8.07 per share in cash. On June 27, 2024, the Company provided notice to the holders of the Series A Preferred Stock of the Conversion Right. Holders of the Series A Preferred Stock were entitled to exercise the Conversion Right through July 26, 2024.

During the three and six months ended **March 31, 2024** **June 30, 2024**, we paid **\$2.7 million** **\$2.7 million and \$5.4 million** in dividends to holders of the Series A Preferred Stock. As of **March 31, 2024** **June 30, 2024**, we had accrued \$2.7 million related to dividends to holders of the Series A Preferred Stock. This dividend was paid on **April 15, 2024** **July 15, 2024**.

A summary of our preferred equity balance for the **three** **six** months ended **March 31, 2024** **June 30, 2024** is as follows:

	(In thousands)
Balance at December 31, 2023	\$ 88,065
Accumulated dividends on Series A Preferred Stock	(18)(15)
Balance at March 31, 2024 June 30, 2024	\$ 88,047 88,050

6. Derivative Instruments

We are exposed to the impact of market fluctuations in the price of electricity and natural gas, basis differences in the price of natural gas, storage charges, renewable energy credits ("RECs"), and capacity charges from independent system operators. We use derivative instruments in an effort to manage our cash flow exposure to these risks. These instruments are not designated as hedges for accounting purposes, and accordingly, changes in the market value of these derivative instruments are recorded in the cost of revenues. As part of our strategy to optimize pricing in our natural gas related activities, we also manage a portfolio of commodity derivative instruments held for trading purposes. Our commodity trading activities are subject to limits within our Risk Management Policy. For these derivative instruments, changes in the fair value are recognized currently in earnings in net asset optimization revenues.

Derivative assets and liabilities are presented net in our condensed consolidated balance sheets when the derivative instruments are executed with the same counterparty under a master netting arrangement. Our derivative contracts include transactions that are executed both on an exchange and centrally cleared, as well as over-the-counter, bilateral contracts that are transacted directly with third parties. To the extent we have paid or received collateral related to the derivative assets or liabilities, such amounts would be presented net against the related derivative asset or liability's fair value. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we offset **\$3.5 million** **\$2.0 million** and \$5.2 million, respectively, in collateral to net against the related derivative liability's fair value. The specific types of derivative instruments we may execute to manage the commodity price risk include the following:

- Forward contracts, which commit us to purchase or sell energy commodities in the future;
- Futures contracts, which are exchange-traded standardized commitments to purchase or sell a commodity or financial instrument;
- Swap agreements, which require payments to or from counterparties based upon the differential between two prices for a predetermined notional quantity; and
- Option contracts, which convey to the option holder the right but not the obligation to purchase or sell a commodity.

The Company has entered into other energy-related contracts that do not meet the definition of a derivative instrument or for which we made a normal purchase, normal sale election and are therefore not accounted for at fair value including the following:

- Forward electricity and natural gas purchase contracts for retail customer load;
- Renewable energy credits; and
- Natural gas transportation contracts and storage agreements.

Volumes Underlying Derivative Transactions

The following table summarizes the net notional volumes of our open derivative financial instruments accounted for at fair value by commodity. Positive amounts represent net buys while bracketed amounts are net sell transactions (in thousands):

Non-trading

Commodity	Commodity	Notional	March 31, 2024	December 31, 2023	Commodity	Notional	June 30, 2024	December 31, 2023
Natural Gas								
Electricity								
Electricity								
Electricity								

Trading

Commodity	Commodity	Notional	March 31, 2024	December 31, 2023	Commodity	Notional	June 30, 2024	December 31, 2023
Natural Gas								

Gains (Losses) on Derivative Instruments

Gains (losses) on derivative instruments, net and current period settlements on derivative instruments were as follows for the periods indicated (in thousands):

Three Months Ended March 31,
Three Months Ended March 31,
Three Months Ended March 31,
Three Months Ended June 30,
Three Months Ended June 30,
Three Months Ended June 30,

Loss on non-trading derivatives, net
Loss on non-trading derivatives, net
Loss on non-trading derivatives, net
Gain (loss) on non-trading derivatives, net
Gain (loss) on non-trading derivatives, net
Gain (loss) on non-trading derivatives, net
Gain (loss) on trading derivatives, net
Gain (loss) on trading derivatives, net
Gain (loss) on trading derivatives, net
Loss on derivatives, net
Loss on derivatives, net
Loss on derivatives, net
Gain (loss) on derivatives, net
Gain (loss) on derivatives, net
Gain (loss) on derivatives, net
Current period settlements on non-trading derivatives
Current period settlements on non-trading derivatives
Current period settlements on non-trading derivatives
Current period settlements on trading derivatives
Current period settlements on trading derivatives
Current period settlements on trading derivatives
Total current period settlements on derivatives
Total current period settlements on derivatives
Total current period settlements on derivatives

Gains (losses) on trading derivative instruments are recorded in net asset optimization revenues and gains (losses) on non-trading derivative instruments are recorded in retail cost of revenues on the condensed consolidated statements of operations.

Fair Value of Derivative Instruments

The following tables summarize the fair value and offsetting amounts of our derivative instruments by counterparty and collateral received or paid (in thousands):

Description	March 31, 2024					
	Gross		Cash		Offset	Net Amount Presented
	Gross Assets	Amounts Offset	Net Assets	Collateral		
Non-trading commodity derivatives	\$ 1,547	\$ (417)	\$ 1,130	\$ —	\$ —	\$ 1,130
Trading commodity derivatives	533	(391)	142	—	—	142
Total Current Derivative Assets	2,080	(808)	1,272	—	—	1,272
Non-trading commodity derivatives	212	(200)	12	—	—	12
Total Non-current Derivative Assets	212	(200)	12	—	—	12
Total Derivative Assets	\$ 2,292	\$ (1,008)	\$ 1,284	\$ —	\$ —	\$ 1,284

June 30, 2024

Description	Gross Liabilities		Cash Collateral		Gross Assets		Cash Collateral		
	Gross Amounts	Net Liabilities	Offset	Net Amount Presented	Gross Amounts	Net Assets	Offset	Net Amount Presented	
Non-trading commodity derivatives									
Trading commodity derivatives									
Total Current Derivative Liabilities									
Total Current Derivative Assets									
Non-trading commodity derivatives									
Trading commodity derivatives									
Total Non-current Derivative Liabilities									
Total Non-current Derivative Assets									
Total Derivative Liabilities									
Total Non-current Derivative Assets									
Total Non-current Derivative Assets									
Total Non-current Derivative Assets									
Total Derivative Assets									
Description		Gross Liabilities		Gross Amounts		Cash Collateral		Net Amount Presented	
		Gross Amounts	Net Liabilities	Offset	Net Liabilities	Offset	Net Assets	Offset	Net Amount Presented
Non-trading commodity derivatives	\$ (7,893)	\$ 3,150	\$ (4,743)	\$ 1,881	\$ (2,862)				
Trading commodity derivatives	(426)	183	(243)	—	(243)				
Total Current Derivative Liabilities	(8,319)	3,333	(4,986)	1,881	(3,105)				
Non-trading commodity derivatives	(453)	275	(178)	131	(47)				
Trading commodity derivatives	—	—	—	—	—				
Total Non-current Derivative Liabilities	(453)	275	(178)	131	(47)				
Total Derivative Liabilities	\$ (8,772)	\$ 3,608	\$ (5,164)	\$ 2,012	\$ (3,152)				

December 31, 2023							
Description	Gross		Cash		Net Amount Presented		
	Gross Assets	Amounts Offset	Net Assets	Collateral Offset			
Non-trading commodity derivatives	\$ 1,926	\$ (1,046)	\$ 880	\$ —	\$ 880		
Trading commodity derivatives	64	(35)	29	—	29		
Total Current Derivative Assets	1,990	(1,081)	909	—	909		
Non-trading commodity derivatives	173	(82)	91	—	91		
Trading commodity derivatives	—	—	—	—	—		
Total Non-current Derivative Assets	173	(82)	91	—	91		
Total Derivative Assets	\$ 2,163	\$ (1,163)	\$ 1,000	\$ —	\$ 1,000		
Description	Gross		Cash		Net Amount Presented		
	Gross Liabilities	Amounts Offset	Net Liabilities	Collateral Offset			
Non-trading commodity derivatives	\$ (29,730)	\$ 6,077	\$ (23,653)	\$ 4,679	\$ (18,974)		
Trading commodity derivatives	(173)	6	(167)	—	(167)		
Total Current Derivative Liabilities	(29,903)	6,083	(23,820)	4,679	(19,141)		
Non-trading commodity derivatives	(672)	115	(557)	503	(54)		
Trading commodity derivatives	—	—	—	—	—		
Total Non-current Derivative Liabilities	(672)	115	(557)	503	(54)		
Total Derivative Liabilities	\$ (30,575)	\$ 6,198	\$ (24,377)	\$ 5,182	\$ (19,195)		

7. Property and Equipment

Property and equipment consist of the following (in thousands):

Estimated useful lives (years)	Estimated useful lives (years)	March 31, 2024	December 31, 2023	Estimated useful lives (years)	June 30, 2024	December 31, 2023
Information technology						
Information technology						
Information technology						
Total						
Total						
Total						
Accumulated depreciation						
Property and equipment—net						

Information technology assets include software and consultant time used in the application, development and implementation of various systems including customer billing and resource management systems. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, information technology includes **\$1.7 million** **\$1.6 million** and \$1.5 million, respectively, of costs associated with assets not yet placed into service.

Depreciation expense recorded in the condensed consolidated statements of operations was \$0.3 million and **\$0.4 million** \$0.3 million for the three months ended **March 31, 2024** **June 30, 2024** and 2023, respectively, and \$0.6 million and **\$0.7 million** for the six months ended **June 30, 2024** and 2023, respectively.

8. Intangible Assets

Goodwill, customer relationships and trademarks consist of the following amounts (in thousands):

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
Goodwill		
Customer relationships—Acquired		
Customer relationships—Acquired		
Customer relationships—Acquired		
Customer relationships—Other		
Cost		
Cost		
Cost		
Accumulated amortization		
Customer relationships—Other, net		
Cost		
Cost		
Cost		
Accumulated amortization		
Trademarks, net		

Changes in goodwill, customer relationships (including non-compete agreements) and trademarks consisted of the following (in thousands):

	Goodwill	Goodwill	Customer Relationships—Other	Trademarks	Customer Relationships—Other	Trademarks
Balance at December 31, 2023						
Additions						
Amortization						
Amortization						
Amortization						
Balance at March 31, 2024						
Balance at June 30, 2024						

Estimated future amortization expense for customer relationships and trademarks at **March 31, 2024** **June 30, 2024** is as follows (in thousands):

Year ending December 31,

2024 (remaining nine months)	
2024 (remaining six months)	
2024 (remaining nine months)	
2024 (remaining six months)	
2024 (remaining nine months)	
2024 (remaining six months)	
2025	
2026	
2027	
2028	
> 5 years	

Total

9. Debt

Debt consists of the following amounts as of **March 31, 2024** **June 30, 2024** and December 31, 2023 (in thousands):

	March 31, 2024	
	March 31, 2024	
	March 31, 2024	December 31, 2023
	June 30, 2024	
	June 30, 2024	
	June 30, 2024	December 31, 2023

Long-term debt:

Long-term debt:

Long-term debt:

Senior Credit Facility ^{(1) (2)}

Senior Credit Facility ^{(1) (2)}

Senior Credit Facility ^{(1) (2)}

Subordinated Debt

Total long-term debt

Total long-term debt

Total long-term debt

Total debt

(1) As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the weighted average interest rate on the Senior Credit Facility was **8.58%** **8.59%** and 8.60%, respectively.

(2) As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had **\$22.8 million** **\$23.8 million** and **\$24.3 million** in letters of credit issued, respectively.

Capitalized financing costs associated with our Senior Credit Facility were **\$1.0 million** **\$2.0 million** and **\$1.2 million** as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. Of these amounts, **\$0.8 million** **\$0.7 million** and **\$0.8 million** are recorded in other current assets, and **\$0.2 million** **\$1.3 million** and **\$0.4 million** are recorded in other non-current assets in the condensed consolidated balance sheets as of **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively.

Interest expense consists of the following components for the periods indicated (in thousands):

	Three Months Ended March 31,		
	Three Months Ended March 31,		
	Three Months Ended March 31,		
	Three Months Ended June 30,		
	Three Months Ended June 30,		
	Three Months Ended June 30,	Six Months Ended June 30,	
	2024	2024	2024
	2024	2023	2023
	2024		
Senior Credit Facility			
Senior Credit Facility			
Senior Credit Facility			
Letters of credit fees and commitment fees			
Letters of credit fees and commitment fees			
Letters of credit fees and commitment fees			

Amortization of deferred financing costs
Amortization of deferred financing costs
Amortization of deferred financing costs
Other
Other

Other
Interest Expense
Interest Expense
Interest Expense

Senior Credit Facility

On June 30, 2022, the The Company and Spark HoldCo, Holdco ("Spark Holdco", and together with certain subsidiaries of the Company and Spark Holdco, (the the "Co-Borrowers") entered into a Credit Agreement (the "Credit Agreement"). The Credit Agreement provides for maintain a senior secured borrowing base credit facility with Woodforest National Bank, as administrative agent (the "Agent"), swing bank, swap bank, issuing bank, joint-lead arranger, sole bookrunner and syndication agent, and the other financial institutions party thereto as lenders. As further described below, on June 28, 2024, the Company entered into the First Amendment (the "First Amendment") to its senior credit facility (as amended by the First Amendment, the "Senior Credit Facility"), which allows the Co- Borrowers to borrow up to \$195.0 million on a revolving basis. The Senior Credit Facility provides matures on June 30, 2027 and has a borrowing capacity of \$205.0 million. As a result of the First Amendment to the Credit Agreement, we wrote off \$0.1 million in deferred financing costs.

Borrowings under the Senior Credit Facility are available for working capital loans, loans to fund acquisitions, swingline loans, and letters of credit. The Senior Credit Facility expires on June 30, 2025, credit and, all amounts outstanding thereunder are payable on following the expiration date. First Amendment, for repurchases of Series A Preferred Stock (subject to the terms and conditions therein).

Borrowings under the Senior Credit Facility bear interest at the following rates depending on the classification of the borrowing and provided further that at no time shall the interest rate be less than four percent (4.0%) per annum:

- The Base Rate (a rate per annum equal to the greatest of (a) the prime rate, (b) the Federal Funds Rate plus ½ of 1% and (c) Term Secured Overnight Financing Rate ("SOFR") for a one month tenor plus 1.0%, provided, that the Base Rate shall not at any time be less than 0%), plus an applicable margin of 3.25% 2.25% to 4.50%

3.50% depending on the type of borrowing and the average outstanding amount of loans and letters of credit under the Senior Credit Agreement Facility at the end of the prior fiscal quarter;

- The Term SOFR (a rate equal to the forward looking secured overnight financing rate published by the SOFR administrator on the website of the Federal Reserve Bank of New York or any successor source with either a comparable tenor (for any calculation with respect to a SOFR loan) or a one month tenor (for any calculation with respect to a Base Rate loan)), plus an applicable margin of 3.25% to 4.50% depending on

the type of borrowing and the average outstanding amount of loans and letters of credit under the Senior Credit Agreement Facility at the end of the prior fiscal quarter; or

- The Daily Simple SOFR (a rate equal to the forward looking secured overnight financing rate published by the SOFR administrator on the website of the Federal Reserve Bank of New York or any successor source and applied on a daily basis by the Agent in accordance with rate recommendations for daily loans), plus an applicable margin of 3.25% to 4.50% depending on the type of borrowing and the average

outstanding amount of loans and letters of credit under the Senior Credit Agreement Facility at the end of the prior fiscal quarter, plus a liquidity premium added by the Agent to each borrowing.

The Co-Borrowers are required to pay a non-utilization fee of 0.50% quarterly in arrears on the unused portion of the Senior Credit Facility. In addition, the Co-Borrowers are subject to additional fees including an upfront fee, an annual administrative agency fee, an arrangement fee and letter of credit fees.

The Senior Credit Agreement Facility contains covenants that, among other things, require the maintenance of specified ratios or conditions including:

- Minimum Fixed Charge Coverage Ratio. The Company must maintain a minimum fixed charge coverage ratio of not less than 1.10 to 1.00. The Minimum Fixed Charge Coverage Ratio is defined as the ratio of (a) Adjusted EBITDA to (b) the sum of, among other things, consolidated interest expense, letter of credit fees, non-utilization fees, earn-out payments, certain restricted payments, taxes, and payments made on or after July 31, 2020 related to the settlement of civil and regulatory matters if not included in the calculation of Adjusted EBITDA. Our Minimum Fixed Charge Coverage Ratio as of March 31, 2024 June 30, 2024 was 2.39 1.71 to 1.00.
- Maximum Total Leverage Ratio. The Company must maintain a ratio of (x) the sum of all consolidated indebtedness (excluding eligible subordinated debt and letter of credit obligations), plus (y) gross amounts reserved for civil and regulatory liabilities identified in filings with the SEC, to Adjusted EBITDA of no more than 2.50 3.00 to 1.00. Our Maximum Total Leverage Ratio as of March 31, 2024 June 30, 2024 was 1.85 1.91 to 1.00.
- Maximum Senior Secured Leverage Ratio. The Company must maintain a Senior Secured Leverage Ratio of no more than 2.00 to 1.00. The Senior Secured Leverage Ratio is defined as First Amendment eliminated the ratio of (a) all consolidated indebtedness that is secured by a lien on any property of any loan party (including the effective amount of all loans then outstanding under the Senior Credit Facility but excluding eligible subordinated debt and letter of credit obligations) to (b) Adjusted EBITDA for the most recent twelve month period then ended. Our Maximum Senior Secured Leverage Ratio as of March 31, 2024 was 1.71 covenant and amended the Maximum Total Leverage Ratio covenant to no more than 3.00 to 1.00 from no more than 2.50 to 1.00.

As of March 31, 2024 June 30, 2024, the Company was in compliance with financial covenants under the Senior Credit Facility. The Company continues to manage the impact of commodity costs on financial covenant compliance. Maintaining compliance with our covenants under our Senior Credit Facility may impact our ability to pay dividends on our Class A common stock and Series A Preferred Stock.

The Senior Credit Agreement Facility contains various customary affirmative covenants that require, among other things, the Company to maintain insurance, pay its obligations and comply with law. The Senior Credit Agreement Facility also contains customary negative covenants that limit the Company's ability to, among other things, incur certain additional indebtedness, grant certain liens, engage in certain asset dispositions, merge or consolidate, make certain payments, distributions and dividends, investments, acquisitions or loans, materially modify certain agreements, and enter into transactions with affiliates.

The Senior Credit Facility is secured by pledges of the equity of the portion of Spark HoldCo owned by the Company, the equity of Spark HoldCo's subsidiaries, the Co-Borrowers' present and future subsidiaries, and substantially all of the Co-Borrowers' and their subsidiaries' present and future property and assets, including intellectual property assets, accounts receivable, inventory and liquid investments, and control agreements relating to bank accounts.

The Company is entitled to pay cash dividends to the holders of its Series A Preferred Stock and Class A common stock so long as: (a) no default exists or would result therefrom; (b) the Co-Borrowers are in pro forma compliance with all financial covenants before and after giving effect thereto; and (c) the outstanding amount of all loans and letters of credit do not exceed the borrowing base limits.

The Senior Credit Agreement Facility contains certain customary representations and warranties and events of default. Events of default include, among other things, payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults and cross-acceleration to certain indebtedness, certain events of bankruptcy, certain events under ERISA, material judgments in excess of \$5.0 million, certain events with respect to material contracts, and actual or asserted failure of any guaranty or security document supporting the Senior Credit Facility to be in full force and effect. A default will also occur if at any time W. Keith Maxwell III ceases to, directly or indirectly, beneficially own at least fifty-one percent (51%) of the Company's outstanding Class A common stock and Class B common stock on a combined basis, and a controlling percentage of the voting equity interest of the Company, and certain other changes in control. If such an event of default occurs, the lenders

under the Senior Credit Facility would be entitled to take various actions, including the acceleration of amounts due under the facility and all actions permitted to be taken by a secured creditor.

Subordinated Debt Facility

The Company maintains an Amended and Restated Subordinated Promissory Note in the principal amount of up to \$25.0 million (the "Subordinated Debt Facility"), by and among the Company, Spark HoldCo and Retailco. The Subordinated Debt Facility allows the Company to draw advances in increments of no less than \$1.0 million per advance up to \$25.0 million through January 31, 2026 million. In connection with entering into the First Amendment to the Credit Agreement, the Company entered into an amended and restated subordinated promissory note with Spark HoldCo and Retailco, which extends the maturity date of the note to January 31, 2028.

Borrowings are at the discretion of Retailco. Advances thereunder accrue interest at an annual rate equal to the prime rate as published by the Wall Street Journal plus two percent (2.0%) from the date of the advance.

The Company has the right to capitalize interest payments under the Subordinated Debt Facility. The Subordinated Debt Facility is subordinated in certain respects to our Senior Credit Facility pursuant to a subordination agreement. The Company may pay interest and prepay principal on the Subordinated Debt Facility so long it is in compliance with the covenants under the Senior Credit Facility, is not in default under the Senior Credit Facility and has minimum availability of \$5.0 million under the borrowing base under the Senior Credit Facility. Payment of principal and interest under the Subordinated Debt Facility is accelerated upon the occurrence of certain change of control or sale transactions.

As of **March 31, 2024** June 30, 2024, and December 31, 2023, there were zero outstanding borrowings under the Subordinated Debt Facility.

10. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. Fair values are based on assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and the risks inherent in valuation techniques and the inputs to valuations. This includes the credit standing of counterparties involved and the impact of credit enhancements.

We apply fair value measurements to our commodity derivative instruments based on the following fair value hierarchy, which prioritizes the inputs to the valuation techniques used to measure fair value into three broad levels:

- Level 1—Quoted prices in active markets for identical assets and liabilities. Instruments categorized in Level 1 primarily consist of financial instruments such as exchange-traded derivative instruments.
- Level 2—Inputs other than quoted prices recorded in Level 1 that are either directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other

than quoted prices that are observable for the asset or liability, and inputs that are derived from observable market data by correlation or other means. Instruments categorized in Level 2 primarily include non-exchange traded derivatives such as over-the-counter commodity forwards and swaps and options.

- Level 3—Unobservable inputs for the asset or liability, including situations where there is little, if any, observable market activity for the asset or liability. The Level 3 category includes estimated earnout obligations related to our acquisitions.

As the fair value hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable data (Level 3), the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. These levels can change over time. In some cases, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. In these cases, the lowest level input that is significant to a fair value measurement in its entirety determines the applicable level in the fair value hierarchy.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present assets and liabilities measured and recorded at fair value in our condensed consolidated balance sheets on a recurring basis by and their level within the fair value hierarchy (in thousands):

	Level 1	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
March 31, 2024									
June 30, 2024									
Non-trading commodity derivative assets									
Non-trading commodity derivative assets									
Non-trading commodity derivative assets									
Trading commodity derivative assets									
Total commodity derivative assets									
Non-trading commodity derivative liabilities									
Trading commodity derivative liabilities									
Total commodity derivative liabilities									
	Level 1		Level 2		Level 3		Level 1		Total
December 31, 2023									
Non-trading commodity derivative assets	\$	—	\$	971	\$	—	\$	971	
Trading commodity derivative assets		—		29		—		29	
Total commodity derivative assets	\$	—	\$	1,000	\$	—	\$	1,000	
Non-trading commodity derivative liabilities	\$	—	\$	(19,028)	\$	—	\$	(19,028)	
Trading commodity derivative liabilities		—		(167)		—		(167)	
Total commodity derivative liabilities	\$	—	\$	(19,195)	\$	—	\$	(19,195)	

We had no transfers of assets or liabilities between any of the above levels during the **three** **six** months ended **March 31, 2024** **June 30, 2024** and the year ended December 31, 2023.

Our derivative contracts include exchange-traded contracts valued utilizing readily available quoted market prices and non-exchange-traded contracts valued using market price quotations available through brokers or over-the-counter and on-line exchanges. In addition, in determining the fair value of our derivative contracts, we apply a credit risk valuation adjustment to reflect credit risk, which is calculated based on our or the counterparty's historical credit risks. As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the credit risk valuation adjustment was a reduction of derivative liabilities, net of **\$0.3** less than **\$0.1** million and **\$0.3** million, respectively.

11. Income Taxes

Income Taxes

We and our subsidiaries, CenStar and Verde Energy USA, Inc. ("Verde Corp") are each subject to U.S. federal income tax as corporations. CenStar and Verde Corp file consolidated tax returns in jurisdictions that allow combined reporting. Spark HoldCo and its subsidiaries, with the exception of CenStar and Verde Corp, are treated as flow-through entities for U.S. federal income tax purposes, and, as such, are generally not subject to U.S. federal income tax at the entity level. Rather, the tax liability with respect to their taxable income is passed through to their members or partners. Accordingly, we are subject to U.S. federal income taxation on our allocable share of Spark HoldCo's net U.S. taxable income.

In our financial statements, we report federal and state income taxes for our share of the partnership income attributable to our ownership in Spark HoldCo and for the income taxes attributable to CenStar and Verde Corp. Net income attributable to non-controlling interest includes the provision for income taxes related to CenStar and Verde Corp.

We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the tax bases of the assets and liabilities. We apply existing tax law and the tax rate that we expect to apply to taxable income in the years in which those differences are expected to be recovered or settled in calculating the deferred tax assets and liabilities. Effects of changes in tax rates on deferred tax assets and liabilities are recognized in income in the period of the tax rate enactment. A valuation allowance is recorded when it is not more likely than not that some or all of the benefit from the deferred tax asset will be realized.

We periodically assess whether it is more likely than not that we will generate sufficient taxable income to realize our deferred income tax assets. In making this determination, we consider all available positive and negative evidence and make certain assumptions. We consider, among other things, our deferred tax liabilities, the overall business environment, our historical earnings and losses, current industry trends, and our outlook for future years. We believe it is more likely than not that our deferred tax assets will be utilized, and accordingly have not recorded a valuation allowance on these assets.

As of **March 31, 2024** **June 30, 2024**, we had a net deferred tax asset of **\$13.7 million** **\$11.1 million**, due in large part to the original step up in tax basis resulting from the initial purchase of Spark HoldCo units from NuDevco Retail and NuDevco Retail Holdings (predecessor to Retailco) in connection with our initial public offering.

The effective U.S. federal and state income tax rate for the three months ended **March 31, 2024** **June 30, 2024** and 2023 was **20.0%** **17.0%** and **22.8%** **21.5%**, respectively. The effective U.S. federal and state income tax rate for the six months ended **June 30, 2024** and 2023 was **18.6%** and **20.8%**, respectively. The effective tax rate for three and six months ended **March 31, 2024** **June 30, 2024** differed from the U.S. federal statutory tax rate of 21% primarily due to state taxes and the benefit provided from Spark HoldCo operating as a limited liability company, which is treated as a partnership for federal and state income tax purposes and is not subject to federal and state income taxes. Accordingly, the portion of earnings attributable to non-controlling interest is subject to tax when reported as a component of the non-controlling interest holders' taxable income.

12. Commitments and Contingencies

From time to time, we may be involved in legal, tax, regulatory and other proceedings in the ordinary course of business. Liabilities for loss contingencies arising from claims, assessments, litigation or other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Legal Proceedings

Below is a summary of our currently pending material legal proceedings. We are subject to lawsuits and claims arising in the ordinary course of our business. The following legal proceedings are in various stages and are subject to substantial uncertainties concerning the outcome of material factual and legal issues. Accordingly, unless otherwise specifically noted, we cannot currently predict the manner and timing of the resolutions of these legal proceedings or estimate a range of possible losses or a minimum loss that could result from an adverse verdict in a potential lawsuit. While the lawsuits and claims are asserted for amounts that may be material should an unfavorable outcome occur, management does not currently expect that any currently pending matters will have a material adverse effect on our financial position or results of operations.

Consumer Lawsuits

Similar to other energy service companies ("ESCOs") operating in the industry, from time-to-time, the Company is subject to class action lawsuits in various jurisdictions where the Company sells natural gas and electricity.

On January 14, 2021, Glikin, et al. v. Major Energy Electric Services, LLC, a purported variable rate class action, was filed by a Maryland customer in the United States District Court, Southern District of New York, attempting to represent a class of all Major Energy customers (including customers of companies Major Energy acts as a successor to) in the United States charged a variable rate for electricity or gas by Major Energy during the applicable statute of limitations period up to and including the date of judgment. The Company moved this case to the United States District Court for the District of Maryland (Case No. 1:21-cv-03251-MJM) and in December 2023 filed a motion to dismiss the lawsuit. The Company is vigorously defending this matter; however, given the current early stage of this matter, we cannot predict the outcome of this case at this time.

On December 18, 2023, Foote v. Electricity N.H., LLC ("ENH"), a purported Telephone Consumer Protection Act (the "TCPA") class action, was filed in the United States District Court for the District of New Hampshire. Plaintiff claims that calls made to her violated the TCPA. Plaintiff purports to assert claims on her own behalf and a putative class of individuals to whom calls using a prerecorded or artificial voice message regarding ENH's services were placed during the period of September 1, 2019, through September 1, 2023. ENH only operates in New Hampshire and no other states. The Company denies Plaintiff's allegations and intends to vigorously defend against her claims.

Corporate Matter Lawsuits

The Company may from time to time be subject to legal proceedings that arise in the ordinary course of business. Although there can be no assurance in this regard, the Company does not expect any of those legal proceedings to have a material adverse effect on the Company's results of operations, cash flows or financial condition.

On July 19, 2024, Joshua Amburgey, a purported stockholder of the Company at the time of the Merger, filed a verified class action complaint, *Joshua Amburgey, on behalf of himself and all others similarly situated v. Via Renewables, Inc., et al.*, Case No. 2024-0762-KSJM (Del. Ch.) (the "Amburgey Action") in the Court of Chancery of the State of Delaware ("Delaware Court") against the Company and Amanda E. Bush, Stephen Kennedy and Kenneth Hartwick in their capacities as members of the Company's Special Transaction Committee of the Board of Directors ("Special Committee"), as well as Mr. Maxwell, Retailco, LLC, TxEx Energy Investments, LLC, Electric Holdco, LLC, NuDevco Retail Holdings, LLC and NuDevco Retail, LLC. Plaintiff alleges that the defendants breached their fiduciary duties owed to the Company's public stockholders in connection with the Merger.

On July 25, 2024, Bruce Taylor, a purported stockholder of the Company at the time of the Merger, filed a verified class action complaint, *Bruce Taylor v. W. Keith Maxwell III, et al.*, Case No. 2024-0794 (Del. Ch.) (the "Taylor Action") in the Delaware Court against the Special Committee, and Mike Barajas, in his capacity as the Company's Chief Financial Officer, as well as Mr. Maxwell in his capacity as controlling stockholder of the Company. Plaintiff alleges that the defendants breached their fiduciary duties and participated in the provision of a materially untrue and misleading proxy statement to Company's minority stockholders in connection with the Merger.

On May 22, 2024, Michael Stutzman, a purported stockholder of the Company that previously delivered a Records Request, filed a complaint, *Michael Stutzman v. Via Renewables, Inc.*, Case No. 2024-0545-LM (Del. Ch.) (the "220 Complaint") in the Delaware Court against the Company. The 220 Complaint seeks to compel the inspection of certain Company books and records pursuant to Section 220 of the Delaware General Corporation Law relevant to the Merger.

Regulatory Matters

Many state regulators have increased scrutiny on retail energy providers, across all industry providers. We are subject to regular regulatory inquiries, license renewal reviews, and preliminary investigations in the ordinary course of our business. Below is a summary of our currently pending material state regulatory matters. The following state regulatory matters are in various stages and are subject to substantial uncertainties concerning the outcome of material factual and legal issues. Accordingly, we cannot currently predict the manner and timing of the resolution of these state regulatory matters or estimate a range of possible losses or a minimum loss that could result from an adverse action, unless expressly indicated below. Management does not currently expect that any currently pending state regulatory matters will have a material adverse effect on our financial position or results of operations.

Connecticut. On May 21, 2024, the Connecticut Public Utility Regulatory ("PURA") issued a Notice of Violation and Assessment of Civil Penalty ("NOV") to Major Energy in which PURA stated it had reason to believe that one of Major Energy's on-line vendors violated certain Electric Supplier Laws and Aggregator Rulings. The Company worked cooperatively with PURA and has finalized a full and final settlement for \$2.0 million, to be paid in three installments to the Connecticut electric distribution companies as a donation to reduce Connecticut residential hardship customer arrearages. The settlement was approved by PURA in mid-July 2024 (and accrued as of June 30, 2024).

Maine. On February 9, 2023, Maine Commission's Consumer Assistance and Safety Division ("Advocacy Staff") filed a Request for Formal Investigation requesting that the Maine Commission open a formal, enforcement investigation to review whether the Company's subsidiary, Electricity Maine, LLC (EME), is in compliance with the Maine Commission's Rules. During a special deliberative session, the same day, the Maine Commission announced

it would proceed with a formal investigation of EME, which was noticed in a Notice of Enforcement Investigation issued February 10, 2023 (Docket No. 2023-00024). The Company met with Advocacy Staff over the course of several months to address concerns. As a result, the Company and the Advocacy Staff have agreed to a settlement in principle pursuant to which customers would receive certain limited refunds on their energy bill. This settlement is pending, and the Maine Commission is required to approve the settlement. The Commission did not approve the settlement and the Company is working with Advocacy Staff to have the settlement offer reviewed further and approved. The Company is working with the Commission and believes this matter will not have a material impact on the Company.

Illinois. On July 26, 2023, Spark Energy, LLC received a demand letter from a law firm representing the Office of the Illinois Attorney General alleging that Spark Energy, LLC's marketing and sales practices may have not been in compliance with Illinois law. The letter offered, in the interest of efficiency and minimizing litigation costs, a settlement demand to resolve the matter. The Company **has agreed to engage in mediation with the law firm to try to resolve this matter. Mediation is set for August 2024.** The Company is voluntarily working with the firm, however, if settlement is unsuccessful, the Attorney General could commence a lawsuit in Illinois against Spark Energy, LLC.

In addition to the matters disclosed above, in the ordinary course of business, the Company may from time to time be subject to regulators initiating informal reviews or issuing subpoenas for information as means to evaluate the Company and its subsidiaries' compliance with applicable laws, **rules, rule, regulations and practices.** Although there can be no assurance in this regard, the Company does not expect any of those regulatory reviews to have a material adverse effect on the Company's results of operations, cash flows or financial condition.

Indirect Tax Audits

We are undergoing various types of indirect tax audits spanning from years 2020 to **2023** **2024** for which additional liabilities may arise. At the time of filing these consolidated financial statements, these indirect tax audits are at an early stage and subject to substantial uncertainties concerning the outcome of audit findings and corresponding responses.

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, we had accrued **\$7.3 million** **\$9.3 million** and \$6.3 million, respectively, related to litigation and regulatory matters and \$0.7 million and \$0.7 million, respectively, related to indirect tax audits. The outcome of each of these may result in additional expense.

13. Transactions with Affiliates

Transactions with Affiliates

We enter into transactions with and pay certain costs on behalf of affiliates that are commonly controlled in order to reduce risk, reduce administrative expense, create economies of scale, create strategic alliances and supply goods and services to these related parties. We also sell and purchase natural gas and electricity with affiliates. We present receivables and payables with the same affiliate on a net basis in the condensed consolidated balance sheets as all affiliate activity is with parties under common control. Affiliated transactions include certain services to the affiliated companies associated with employee benefits provided through our benefit plans, insurance plans, leased office space, administrative salaries, due diligence work, recurring management consulting, and accounting, tax, legal, or technology services. Amounts billed are based on the services provided, departmental usage, or headcount, which are considered reasonable by management. As such, the accompanying condensed consolidated financial statements include costs that have been incurred by us and then directly billed or allocated to affiliates, as well as costs that have been incurred by our affiliates and then directly billed or allocated to us, and are recorded net in general and administrative expense on the condensed consolidated statements of operations with a corresponding accounts receivable—affiliates or accounts payable—affiliates, respectively, recorded in the condensed consolidated balance sheets. Transactions with affiliates for sales or purchases of natural gas and electricity are recorded in retail revenues, retail cost of revenues, and net asset optimization revenues in the condensed consolidated statements of operations with a corresponding accounts receivable—affiliate or accounts payable—affiliate are recorded in the condensed consolidated balance sheets.

The following tables presents asset and liability balances with affiliates (in thousands):

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
Assets		
Assets		
Assets		
Accounts Receivable - affiliates		
Accounts Receivable - affiliates		
Accounts Receivable - affiliates		

Total Assets - affiliates

	March 31, 2024	December 31, 2023
	June 30, 2024	December 31, 2023
Liabilities		
Liabilities		
Liabilities		
Accounts Payable - affiliates		
Accounts Payable - affiliates		
Accounts Payable - affiliates		
Subordinated Debt - affiliates ⁽¹⁾		

Total Liabilities - affiliates

(1) The Subordinated Debt Facility allows us to draw advances in increments of no less than \$1.0 million per advance up to the maximum principal amount of the Subordinated Debt Facility, subject to Retailco's discretion. Advances thereunder accrue interest at an annual rate equal to the prime rate as published by the Wall Street Journal plus two percent (2.0%) from the date of the advance. See Note 9 "Debt" for a further description of terms and conditions of the Subordinated Debt Facility.

The following table presents revenues and cost of revenues recorded in net asset optimization revenue associated with affiliates for the periods indicated (in thousands):

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2024	Three Months Ended June 30, 2024	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
Revenue NAO - affiliates					
Revenue NAO - affiliates					
Revenue NAO - affiliates					
Less: Cost of Revenue NAO - affiliates					
Less: Cost of Revenue NAO - affiliates					
Less: Cost of Revenue NAO - affiliates					
Net NAO - affiliates					
Net NAO - affiliates					
Net NAO - affiliates					

Cost Allocations

Where costs incurred on behalf of the affiliate or us cannot be determined by specific identification for direct billing, the costs are allocated to the affiliated entities or us based on estimates of percentage of departmental usage, wages or headcount. The total net amount direct billed and allocated to/(from) affiliates was \$0.4 million (\$4.5 million) and \$1.6 million for the three months ended March 31, 2024 June 30, 2024 and 2023, respectively. The total net amount direct billed and allocated to/(from) affiliates was (\$4.1 million) and \$1.9 million for the six months ended June 30, 2024 and 2023, respectively. The Company would have incurred incremental costs of \$0.3 million and \$0.4 million for the three months

ended **March 31, 2024** June 30, 2024 and 2023, respectively, operating on a stand-alone basis. The Company would have incurred incremental costs of \$0.6 million and \$0.8 million for the six months ended June 30, 2024 and 2023, respectively, operating on a stand-alone basis.

Distributions to and Contributions from Affiliates

During the three months ended **March 31, 2024** June 30, 2024 and 2023, Spark HoldCo made distributions to affiliates of Mr. Maxwell of zero for the payments of quarterly distribution on their respective Spark HoldCo units. During the three months ended June 30, 2024 and 2023, Spark HoldCo also made distributions to these affiliates for gross-up distributions of \$4.4 million and \$0.6 million, respectively, in connection with distributions made between Spark HoldCo and Via Renewables, Inc. for payment of income taxes incurred by us.

During the six months ended June 30, 2024 and 2023, Spark HoldCo made distributions to affiliates of Mr. Maxwell of zero and \$3.6 million, respectively, for the payments of quarterly distribution on their respective Spark HoldCo units. During the **three** six months ended **March 31, 2024** June 30, 2024 and 2023, Spark HoldCo also made distributions to these affiliates for gross-up distributions of **\$0.1** \$4.5 million and **zero**, \$0.6 million, respectively, in connection with distributions made between Spark HoldCo and Via Renewables, Inc. for payment of income taxes incurred by us.

On June 13, 2024, we consummated the previously announced Merger, following which Mr. Maxwell and his affiliates became the owners of all of the issued and outstanding shares of Class A common stock and Class B common stock. For a more detailed description of the Merger, please see Note 2 "Basis of Presentation and Summary of Significant Accounting Policies" in the notes to our condensed consolidated financial statements.

As a result of the Merger, all of the Company's outstanding restricted stock units were converted into \$11.00 per share (other than those owned by Mr. Maxwell, which were cancelled for no consideration). The total payout for the settlement of restricted stock units was \$0.6 million, which was paid by Retailco. This was recorded as contribution from non-controlling interest for the three and six months ended June 30, 2024.

14. Segment Reporting

Our determination of reportable business segments considers the strategic operating units under which we make financial decisions, allocate resources and assess performance of our business. Our reportable business segments are retail electricity and retail natural gas. The retail electricity segment consists of electricity sales and transmission to residential and commercial customers. The retail natural gas segment consists of natural gas sales to, and natural gas transportation and distribution for, residential and commercial customers. Corporate and other consists of expenses and assets of the retail electricity and natural gas segments that are managed at a consolidated level such as general and administrative expenses. Asset optimization activities and wireless services are also included in Corporate and other.

For the three months ended **March 31, 2024** June 30, 2024 and 2023, we recorded asset optimization revenues of **\$11.5 million** \$3.2 million and **\$11.5 million** \$2.9 million and asset optimization cost of revenues of **\$13.1** \$3.7 million and **\$14.8** \$4.3 million, respectively, and for the six months ended June 30, 2024 and 2023, we recorded asset optimization revenues of \$14.7 million and \$14.4 million and asset optimization cost of revenues of \$16.8 million and \$19.0 million, respectively, which are presented on a net basis in asset optimization revenues.

We use retail gross margin to assess the performance of our operating segments. We define retail gross margin as gross profit less (i) net asset optimization (expenses) revenues, (ii) net (losses) gains on non-trading derivative instruments, (iii) net current period cash settlements on non-trading derivative instruments, and (iv) gains (losses) from non-recurring events (including non-recurring market volatility).

We deduct net gains (losses) on non-trading derivative instruments, excluding current period cash settlements, from the retail gross margin calculation in order to remove the non-cash impact of net gains and losses on these derivative instruments. We deduct net gains (losses) from non-recurring events (including non-recurring market volatility) to ensure retail gross margin reflects operating performance that is not distorted by non-recurring events or extreme market volatility. Retail gross margin should not be considered an alternative to, or more meaningful than, operating income (loss), as determined in accordance with GAAP.

Below is a reconciliation of retail gross margin to gross profit (in thousands):

	Three Months Ended March 31,	
	2024	2023

Reconciliation of Retail Gross Margin to Gross Profit			
Total Revenue	\$ 114,056	\$ 131,852	
Less:			
Retail cost of revenues	68,962	117,441	
Gross Profit	45,094	14,411	
Less:			
Net asset optimization expense	(1,597)	(3,273)	
Net, loss on non-trading derivative instruments	(4,296)	(42,769)	
Net, Cash settlements on non-trading derivative instruments	15,242	20,123	
Retail Gross Margin	\$ 35,745	\$ 40,330	

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024		2023	
	2024	2023	2024	2023
Reconciliation of Retail Gross Margin to Gross Profit				
Total Revenue	\$ 86,696	\$ 91,399	\$ 200,752	\$ 223,251
Less:				
Retail cost of revenues	42,997	45,926	111,959	163,367
Gross Profit	\$ 43,699	\$ 45,473	\$ 88,793	\$ 59,884
Less:				
Net asset optimization expense	(531)	(1,359)	(2,128)	(4,632)
Net, gain (loss) on non-trading derivative instruments	3,160	(40)	(1,136)	(42,809)
Net, Cash settlements on non-trading derivative instruments	7,683	16,146	22,925	36,269
Retail Gross Margin	\$ 33,387	\$ 30,726	\$ 69,132	\$ 71,056

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

	Three Months Ended March 31, 2024				Three Months Ended June 30, 2024			
	Retail Electricity (a)	Retail Electricity (a)	Retail Natural Gas	Corporate and Other Eliminations Consolidated	Retail Electricity (a)	Retail Natural Gas	Corporate and Other Eliminations Consolidated	
Total revenues								
Retail cost of revenues								
Gross Profit (Loss)								
Less:								
Net asset optimization expense								
Net asset optimization expense								
Net asset optimization expense								
Net, loss on non-trading derivative instruments								

Current period settlements on non-trading derivatives

Retail Gross Margin

Retail Gross Margin

Retail Gross Margin

Total Assets at March 31, 2024

Goodwill at March 31, 2024

Total Assets at June 30, 2024

Goodwill at June 30, 2024

(a) Retail Electricity includes related services.

Three Months Ended March 31, 2023

Three Months Ended June 30, 2023

	Retail Electricity	Retail Electricity	Retail Natural Gas	Corporate and Other	Eliminations	Consolidated	Retail Electricity	Retail Natural Gas	Corporate and Other	Eliminations	Consolidated
Total revenues											
Retail cost of revenues											
Gross Profit (Loss)											
Less:											
Net asset optimization expense											
Net asset optimization expense											
Net asset optimization expense											
Net, loss on non-trading derivative instruments											
Net, gain (loss) on non-trading derivative instruments											

Current period
settlements on
non-trading
derivatives

Retail Gross Margin

Retail Gross Margin

Retail Gross Margin

Total Assets
at December
31, 2023

Goodwill at
December 31,
2023

Six Months Ended June 30, 2024					
	Retail Electricity (a)	Retail Natural Gas	Corporate and Other	Eliminations	Consolidated
Total revenues	\$ 148,477	\$ 52,871	\$ (596)	\$ —	\$ 200,752
Retail cost of revenues	86,258	24,866	835	—	111,959
Gross Profit (Loss)	\$ 62,219	\$ 28,005	\$ (1,431)	\$ —	\$ 88,793
Less:					
Net asset optimization expense	—	—	(2,128)	—	(2,128)
Net, (loss) gain on non-trading derivatives	(1,229)	93	—	—	(1,136)
Current period settlements on non-trading derivatives	19,226	3,699	—	—	22,925
Retail Gross Margin	\$ 44,222	\$ 24,213	\$ 697	\$ —	\$ 69,132
Total Assets at June 30, 2024	\$ 1,742,416	\$ 82,340	\$ 302,803	\$ (1,827,889)	\$ 299,670
Goodwill at June 30, 2024	\$ 117,813	\$ 2,530	\$ —	\$ —	\$ 120,343

(a) Retail Electricity includes related services.

Six Months Ended June 30, 2023					
	Retail Electricity	Retail Natural Gas	Corporate and Other	Eliminations	Consolidated
Total revenues	\$ 157,592	\$ 70,154	\$ (4,495)	\$ —	\$ 223,251
Retail cost of revenues	118,442	44,874	51	—	163,367
Gross Profit (Loss)	\$ 39,150	\$ 25,280	\$ (4,546)	\$ —	\$ 59,884
Less:					
Net asset optimization expense	—	—	(4,632)	—	(4,632)
Net, loss on non-trading derivatives	(35,841)	(6,968)	—	—	(42,809)
Current period settlements on non-trading derivatives	31,528	4,741	—	—	36,269
Retail Gross Margin	\$ 43,463	\$ 27,507	\$ 86	\$ —	\$ 71,056
Total Assets at December 31, 2023	\$ 1,613,642	\$ 48,303	\$ 301,892	\$ (1,660,003)	\$ 303,834
Goodwill at December 31, 2023	\$ 117,813	\$ 2,530	\$ —	\$ —	\$ 120,343

15. Customer Acquisitions

Acquisition of Customer Books

In April 2024, we entered into an asset purchase agreement to acquire up to approximately 12,556 RCEs for a cash purchase price of up to a maximum of \$2.3 million. These customers began transferring in June of 2024, and are located in our existing markets. During the six months ended June 30, 2024, approximately 3,600 RCEs were transferred.

As part of the acquisitions, we funded an escrow account, the balance of which is reflected as restricted cash in our consolidated balance sheet. As we acquire customers, we make payments to the sellers from the escrow account. As of June 30, 2024, the balance in the escrow account was \$2.3 million, and these funds are expected to be released to the sellers as acquired customers transfer from the sellers to the Company in accordance with the asset purchase agreement, and any unallocated balance will be returned to the Company once the acquisition is complete.

16. Stock Compensation

Restricted Stock Units

We maintained a Long-Term Incentive Plan ("LTIP") for employees, consultants and directors of the Company and its affiliates who perform services for the Company. The purpose of the LTIP was to provide a means to attract and retain individuals to serve as directors, employees and consultants who provided services to the Company by affording such individuals a means to acquire and maintain ownership of awards, the value of which was tied to the performance of the Company's Class A common stock. The LTIP provided for grants of cash payments, stock options, stock appreciation rights, restricted stock or units, bonus stock, dividend equivalents, and other stock-based awards with the total number of shares of stock available for issuance under the LTIP not to exceed 2,750,000 shares.

Restricted stock units were granted to our officers, employees, non-employee directors and certain employees of our affiliates who performed services for the Company and vested over approximately one year for non-employee directors and ratably over approximately one to four years for officers, employees, and employees of affiliates, with the initial vesting date occurring in May of the subsequent year.

Merger and Delisting of Class A Common Stock

On June 13, 2024, we consummated the previously announced Merger, following which Mr. Maxwell and his affiliates became the owners of all of the issued and outstanding shares of Class A common stock and Class B common stock. Effective as of the end of trading on June 13, 2024, the Class A common stock ceased to trade on NASDAQ. For a more detailed description of the Merger, please see Note 2 "Basis of Presentation and Summary of Significant Accounting Policies" in the notes to our condensed consolidated financial statements.

As a result of the Merger, all of the Company's outstanding restricted stock units were converted into \$11.00 per share (other than those owned by Mr. Maxwell, which were cancelled for no consideration). The total payout for the settlement of restricted stock units was \$0.6 million, which was paid by Retailco. This was recorded as contribution from non-controlling interest.

Total stock-based compensation expense for the six months ended June 30, 2024 was \$2.4 million, of which \$1.7 million was recorded as accelerated expense due to conversion as a result of merger transaction.

Equity Classified Restricted Stock Units

Restricted stock units issued to employees and officers of the Company were classified as equity awards. The fair value of the equity classified restricted stock units was based on the Company's Class A common stock price as of the grant date. The Company recognized stock based compensation expense of \$2.3 million for the six months ended June 30, 2024, of which \$1.6 million was recorded as accelerated expense due to conversion as a result of the Merger. This expense was recorded in general and administrative expense with a corresponding increase to additional paid in capital. The following table summarizes equity classified restricted stock unit activity for the six months ended June 30, 2024.

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
Unvested at December 31, 2023	136	\$ 23.21
Granted	16	11.00
Dividend reinvestment issuances	—	—

Vested	(88)	10.96
Forfeited	(64)	11.00
Unvested at June 30, 2024	— \$	—

For the six months ended June 30, 2024, 88,004 restricted stock units vested, with 33,883 shares of Class A common stock distributed to the holders of these units and 54,121 shares of Class A common stock withheld by the Company to cover taxes owed on the vesting of such units. As of June 30, 2024, there was zero unrecognized compensation cost related to the Company's equity classified restricted stock units.

Change in Control Restricted Stock Units

In 2018, the Company granted Change in Control Restricted Stock Units ("CIC RSUs") to certain officers that vest upon a "Change in Control", if certain conditions are met. The terms of the CIC RSUs define a "Change in Control" to generally mean:

- the consummation of an agreement to acquire or tender offer for beneficial ownership by any person, of 50% or more of the combined voting power of our outstanding voting securities entitled to vote generally in the election of directors, or by any person of 90% or more of the then total outstanding shares of Class A common stock;
- individuals who constitute the incumbent board cease for any reason to constitute at least a majority of the board;
- consummation of certain reorganizations, mergers or consolidations or a sale or other disposition of all or substantially all of our assets;
- approval by our stockholders of a complete liquidation or dissolution;
- a public offering or series of public offerings by Retailco and its affiliates, as a selling shareholder group, in which their total interest drops below 10 million of our total outstanding voting securities;
- a disposition by Retailco and its affiliates in which their total interest drops below 10 million of our total outstanding voting securities; or
- any other business combination, liquidation event of Retailco and its affiliates or restructuring of us which the Compensation Committee deems in its discretion to achieve the principles of a Change in Control.

The CIC RSUs vested upon complete of the Merger. The equity classified restricted stock unit table above includes 16,465 CIC RSUs as the conditions for Change in Control was met. The Company recognized \$0.2 million stock compensation accelerated expense related to the CIC RSUs during the six months ended June 30, 2024.

Liability Classified Restricted Stock Units

Restricted stock units issued to non-employee directors of the Company and employees of certain of our affiliates are classified as liability awards as the awards are either to a) non-employee directors that allow for net settlement for the amount of withholding taxes dues upon vesting or b) to employees of certain affiliates of the Company and are therefore not deemed to be employees of the Company. The fair value of the liability classified restricted stock units is based on the Company's Class A common stock price as of the reported period ending date. The Company recognized stock based compensation expense of \$0.1 million for the six months ended June 30, 2024, of which less than \$0.1 million was recorded as accelerated expense due to conversion as a result of Merger. The following table summarizes liability classified restricted stock unit activity for the six months ended June 30, 2024.

	Number of Shares (in thousands)	Weighted Average Reporting Date Fair Value
Unvested at December 31, 2023	17	\$ 9.4
Granted	—	—
Dividend reinvestment issuances	—	—
Vested	(8)	10.96
Forfeited	(9)	11.00
Unvested at June 30, 2024	— \$	—

For the six months ended June 30, 2024, 7,588 restricted stock units vested, with 7,588 shares of Class A common stock distributed to the holders of these units and zero shares of Class A shares withheld by the Company to cover taxes owed on the vesting of such units. As of June

30, 2024, there was zero unrecognized compensation cost related to the Company's liability classified restricted stock units.

17. Subsequent Events

Declaration of Dividends

On April 17, 2024 July 17, 2024, we declared a quarterly cash dividend in the amount of \$0.76051 \$0.75881 per share to holders of record of the Series A Preferred Stock on July 1, 2024 October 1, 2024. The dividend will be paid on July 15, 2024 October 15, 2024.

Acquisition of Customer Book

In April 2024, we entered into an asset purchase agreement to acquire up to approximately 12,500 RCEs for a cash purchase price of up to a maximum of \$2.3 million. These customers will begin transferring in the second quarter of 2024, and are located in our existing markets.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Report and the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations included in our 2023 Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 29, 2024. Results of operations and cash flows for the three and six months ended March 31, 2024 June 30, 2024 are not necessarily indicative of results to be attained for any other period. See "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors."

Overview

We are an independent retail energy services company founded in 1999 and are organized as a Delaware corporation that provides residential and commercial customers in competitive markets across the United States with an alternative choice for natural gas and electricity. We purchase our electricity and natural gas supply from a variety of wholesale providers and bill our customers monthly for the delivery of electricity and natural gas based on their consumption at either a fixed or variable price. Electricity and natural gas are then distributed to our customers by local regulated utility companies through their existing infrastructure. As of March 31, 2024 June 30, 2024, we operated in 105 utility service territories across 20 states and the District of Columbia.

Our business consists of two operating segments:

- *Retail Electricity Segment.* In this segment, we purchase electricity supply through physical and financial transactions with market counterparties and ISOs and supply electricity to residential and commercial consumers pursuant to fixed-price and variable-price contracts. For the three months ended March 31, 2024 June 30, 2024 and 2023, approximately 68% 82% and 61% 81%, respectively, of our retail revenues were derived from the sale of electricity.
- *Retail Natural Gas Segment.* In this segment, we purchase natural gas supply through physical and financial transactions with market counterparties and supply natural gas to residential and commercial consumers pursuant to fixed-price and variable-price contracts. For the three months ended March 31, 2024 June 30, 2024 and 2023, approximately 32% 18% and 39% 19%, respectively, of our retail revenues were derived from the sale of natural gas.

Recent Developments

On December 29, 2023, we entered into a merger agreement (the "Merger Agreement") with Retailco, LLC, a Texas limited liability company ("Retailco"), Merger and NuRetailco LLC, a Delaware limited liability company and wholly-owned subsidiary of Retailco ("Merger Sub"), whereby all of our Class A common stock (except for as described below), will be acquired by Retailco for \$11.00 per share.

Retailco is an entity owned by TxEx, which is wholly owned by Mr. Maxwell.

The transaction will be effected by a merger of Merger Sub, with and into the Company, with the Company surviving the merger. Under the terms of the Merger Agreement, all of our Class A common stock, except for shares Delisting of Class A common stock for Common Stock

On June 13, 2024, we consummated the previously announced Merger, following which appraisal rights have been properly and validly exercised under Delaware law and certain additional shares, including those held by the Company or any of its subsidiaries (or held in the Company's treasury), Retailco or Merger Sub or any of their respective subsidiaries, or Mr. Maxwell and any person or entity controlled by him, will be converted into his affiliates became the right to receive the cash consideration.

The Class A common stock, currently traded under the symbol VIA, will cease to trade on NASDAQ upon consummation owners of the transaction. We expect that the Series A Preferred Stock, currently traded under the symbol VIASP, will continue to trade on NASDAQ following the transaction. Accordingly, Via Renewables will remain subject to the reporting requirements of the Exchange Act.

The transaction was negotiated on behalf of the Company by a Special Committee of its Board of Directors with the assistance of independent financial and legal advisors. The Special Committee is comprised of entirely disinterested and independent directors. Following the Special Committee's unanimous recommendation in support of the merger, the Company's Board of Directors (other than Mr. Maxwell) approved the Merger Agreement and recommended that the Company's stockholders adopt and approve the Merger Agreement and the merger.

The merger is subject to approval by a majority of shareholders all of the issued and outstanding shares of the Company's Class A common stock and Class B common stock. In addition, the merger is subject to a non-waivable requirement of approval by the holders of at least a majority Effective as of the issued and outstanding end of trading on June 13, 2024, the Class A common stock and Class B common stock not owned by Mr. Maxwell and his affiliated entities or the directors, officers or their immediate family members. Mr. Maxwell and affiliated entities have entered into ceased to trade on NASDAQ. For a support agreement to vote their shares in favor more detailed description of the transaction Merger, please see Note 2 "Basis of Presentation" and against any competing transaction. The Merger Agreement is not subject to a financing condition, but is subject to customary closing conditions. The special meeting will be held on May 23, 2024 or the date Summary of any postponement or adjournment. The transaction is expected to close Significant Accounting Policies" in the second quarter of 2024. notes to our condensed consolidated financial statements.

Acquisition Optional Limited Change of Customer Book Control Conversion Right for Series A Preferred Stock

In April 2024, As a result of the Merger, holders of the Company's Series A Preferred Stock were provided an optional limited Conversion Right, available at the option of the holder, for \$8.07 per share in cash. On June 27, 2024, the Company provided notice to the holders of the Series A Preferred Stock of the Conversion Right. Holders of the Series A Preferred Stock were entitled to exercise the Conversion Right through July 26, 2024.

First Amendment to Senior Credit Facility

On June 28, 2024, we entered into an asset purchase agreement the First Amendment (the "First Amendment") to acquire up our senior credit facility (as amended by the First Amendment, the "Senior Credit Facility"). The First Amendment, among other things, increased the borrowing capacity to approximately 12,500 RCEs for \$205.0 million and extended the maturity date to June 30, 2027. For a cash purchase price more detailed description of up to a maximum of \$2.3 million. These customers will begin transferring the Senior Credit Facility, please see Note 9 "Debt" in the second quarter of 2024, and are located in notes to our existing markets. condensed consolidated financial statements.

Residential Customer Equivalents

We measure our number of customers using residential customer equivalents ("RCEs"). The following table shows our RCEs by segment during the three and six months ended March 31, 2024 June 30, 2024:

RCEs:
(In thousands)
(In thousands)

(In thousands)		December 31, 2023		March 31, 2024		% Increase (Decrease)	March 31, 2024		June 30, 2024		% Increase (Decrease)	
		Additions	Attrition	2024			Additions	Attrition	2024			
Retail Electricity	Retail Electricity	217	32	29	220	1%	Retail Electricity	220	25	27	218	(1)%

Retail Natural Gas	Retail Natural Gas	118	9	118	—%	Retail Natural Gas	118	10	8	120	2%
Total Retail	Total Retail	335	41	38	338	1%	Total Retail	338	35	338	—%

RCEs:

(In thousands)	December 31, 2023	Additions	Attrition	June 30, 2024	% Increase (Decrease)
Retail Electricity	217	57	56	218	—%
Retail Natural Gas	118	19	17	120	2%
Total Retail	335	76	73	338	1%

The following table details our count of RCEs by geographical location as of **March 31, 2024** **June 30, 2024**:

RCEs by Geographic Location:

(In thousands)	_____
(In thousands)	_____

(In thousands)	% of Electricity		Natural Gas	% of Total		% of Total	% of Electricity		Natural Gas	% of Total			
	Total	Electricity	Total	Total	Total	Total	Total	Electricity	Total	Total	Total		
New England	New England	62	28%	12	10%	74	22%	New England	61	28%	12	10%	
Mid-Atlantic	Mid-Atlantic	100	45%	52	44%	152	45%	Mid-Atlantic	102	47%	52	43%	
Midwest	Midwest	21	10%	20	17%	41	12%	Midwest	19	9%	23	19%	
Southwest	Southwest	37	17%	34	29%	71	21%	Southwest	36	16%	33	28%	
Total	Total	220	100%	118	100%	338	100%	Total	218	100%	120	100%	
												338	100%

The geographical locations noted above include the following states:

- New England - Connecticut, Maine, Massachusetts and New Hampshire;
- Mid-Atlantic - Delaware, Maryland (including the District of Columbia), New Jersey, New York, Pennsylvania and Virginia;
- Midwest - Illinois, Indiana, Michigan and Ohio; and
- Southwest - Arizona, California, Colorado, Florida, Nevada and Texas.

Across our market areas, we have operated under a number of different retail brands. We currently operate under six retail brands.

Drivers of Our Business

The success of our business and our profitability are impacted by a number of drivers, the most significant of which are discussed below.

Customer Growth

Customer growth is a key driver of our operations. Our ability to acquire customers organically or by acquisition is important to our success as we experience ongoing customer attrition. Our customer growth strategy includes growing organically through traditional sales channels complemented by customer portfolio and business acquisitions.

Our organic sales strategies are designed to offer competitive pricing, price certainty, and/or green product offerings to residential and commercial customers. We manage growth on a market-by-market basis by developing price curves in each of the markets we serve and comparing the market prices to the price offered by the local regulated utility. We then determine if there is an opportunity in a particular market

based on our ability to create a competitive product on economic terms that provides customer value and satisfies our profitability objectives. We develop marketing campaigns using a combination of sales channels. Our marketing team continuously evaluates the effectiveness of each customer acquisition channel and makes adjustments in order to achieve desired targets.

During the three months ended **March 31, 2024** **June 30, 2024**, we added approximately **41,000** **31,400** RCEs primarily through our various organic sales channels. Although we expect to continue to acquire customers organically in the future, our sales rate is dependent on market conditions and may slow in future periods.

In April 2024, we entered into an asset purchase agreement to acquire up to approximately 12,556 RCEs for a cash purchase price of up to a maximum of \$2.3 million. These customers began transferring in the second quarter of 2024, and are located in our existing markets. During the three months ended June 30, 2024, we added 3,600 RCEs as a result of the asset purchase agreement. Our ability to realize returns from acquisitions that are acceptable to us is dependent on our ability to successfully identify, negotiate, finance and integrate acquisitions. We will continue to evaluate potential acquisitions during the remainder of 2024.

While we remain focused on organic sales and identifying customer portfolio and business acquisitions, we cannot ensure that our RCE count will remain at current levels or grow. Our RCE count, as well as the margins we earn on our customers, contribute to our overall profitability, cash flow and ability to pay dividends.

Customer Acquisition Costs

Managing customer acquisition costs is a key component of our profitability. Customer acquisition costs are those costs related to obtaining customers organically and do not include the cost of acquiring customers through acquisitions, which are recorded as customer relationships.

We strive to maintain a disciplined approach to recovery of our customer acquisition costs within a 12-month period. We capitalize and amortize our customer acquisition costs over a one to two-year period, which is based on our estimate of the expected average length of a customer relationship. We factor in the recovery of customer acquisition costs in determining which markets we enter and the pricing of our products in those markets. Accordingly, our results are significantly influenced by our customer acquisition costs. Changes in customer acquisition costs from period to period reflect our focus on growing organically versus growth through acquisitions. We are currently focused on growing through organic sales channels; however, we continue to evaluate opportunities to acquire customers through acquisitions and pursue such acquisitions when it makes sense economically or strategically.

Customer Attrition

Customer attrition occurs primarily as a result of: (i) customer initiated switches; (ii) residential moves; (iii) disconnection resulting from customer payment defaults; and (iv) proactive non-renewal of contracts. Average monthly customer attrition for the three months ended **March 31, 2024** **June 30, 2024** and 2023 was **3.9%** **3.4%** and **3.9%** **3.1%**, respectively. Our customer attrition was consistent with the prior year.

Customer Credit Risk

Our credit loss expense for the three months ended **March 31, 2024** **June 30, 2024** and 2023 was **0.8%** **2.1%** and **1.9%** **2.4%**, respectively, and our credit loss expense for the six months ended June 30, 2024 and 2023 was **1.4%** and **2.1%** respectively, for non-purchase of receivable market ("non-POR") revenues. As the Company has increased sales activities in non-POR markets and focused on collection efforts, we have experienced a decrease in credit loss expense during the three months ended **March 31, 2024** **June 30, 2024**.

Gross Profit

The profit earned between the price we are able to charge customers for retail electricity and natural gas and the cost to serve customers is a key component of the results of our operations. Prices we are able to charge customers for retail electricity and natural gas vary with market conditions, and are subject to regulatory restrictions in many of the markets we serve. Costs to serve customers are tied closely to gas and power commodity markets, which exposes us to significant variability and uncertainties.

Weather Conditions

Weather conditions directly influence the demand for natural gas and electricity and affect the prices of energy commodities. Our hedging strategy is based on forecasted customer energy usage, which can vary substantially as a result of weather patterns deviating from historical norms. We are particularly sensitive to this variability in our residential customer segment where energy usage is highly sensitive to weather conditions that impact heating and cooling demand.

Our risk management policies direct that we hedge substantially all of our forecasted demand, which is typically hedged to long-term normal weather patterns. We also attempt to add additional protection through hedging from time to time to protect us from potential volatility in markets where we have historically experienced higher exposure to extreme weather conditions. Because we attempt to match commodity purchases to anticipated demand, unanticipated changes in weather patterns can have a significant impact on our operating results and cash flows from period to period.

Asset Optimization

Our asset optimization opportunities primarily arise during the winter heating season when demand for natural gas is typically at its highest. Given the opportunistic nature of these activities and because we account for these activities using the mark to market method of accounting, we experience variability in our earnings from our asset optimization activities from year to year.

Net asset optimization resulted in a loss of \$1.6 million \$0.5 million and a loss of \$3.3 \$1.4 million for the three months ended March 31, 2024 June 30, 2024 and 2023, three months ended June 30, 2023, respectively. Net asset optimization resulted in a loss of \$2.1 million and a loss of \$4.6 million for the six months ended June 30, 2024 and six months ended June 30, 2023, respectively.

Non-GAAP Performance Measures

We use the Non-GAAP performance measures of Adjusted EBITDA and Retail Gross Margin to evaluate and measure our operating results as follows:

(in thousands)	(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
		2024	2023	2024	2023
(in thousands)					
(in thousands)					
(in thousands)					
Adjusted EBITDA (1)					
Adjusted EBITDA (1)					
Adjusted EBITDA (1)					
Retail Gross Margin					
Retail Gross Margin					
Retail Gross Margin					

(1) Adjusted EBITDA for the three and six months ended March 31, 2024 June 30, 2024 includes an add back of \$0.4 million \$1.1 million and \$1.5 million, respectively, related to merger agreement expense.

Adjusted EBITDA. We define "Adjusted EBITDA" as EBITDA less (i) customer acquisition costs incurred in the current period, plus or minus (ii) net (loss) gain on derivative instruments, and (iii) net current period cash settlements on derivative instruments, plus (iv) non-cash compensation expense, and (v) other non-cash and non-recurring operating items. EBITDA is defined as net income (loss) before the provision for income taxes, interest expense and depreciation and amortization. This conforms to the calculation of Adjusted EBITDA in our Senior Credit Facility.

We deduct all current period customer acquisition costs (representing spending for organic customer acquisitions) in the Adjusted EBITDA calculation because such costs reflect a cash outlay in the period in which they are incurred, even though we capitalize and amortize such costs over two years. We do not deduct the cost of customer acquisitions through acquisitions of businesses or portfolios of customers in calculating Adjusted EBITDA.

We deduct our net gains (losses) on derivative instruments, excluding current period cash settlements, from the Adjusted EBITDA calculation in order to remove the non-cash impact of net gains and losses on these instruments. We also deduct non-cash compensation expense that results from the issuance of restricted stock units under our long-term incentive plan due to the non-cash nature of the expense.

We adjust from time to time other non-cash or unusual and/or infrequent charges due to either their non-cash nature or their infrequency. We have historically included the financial impact of weather variability in the calculation of Adjusted EBITDA.

We believe that the presentation of Adjusted EBITDA provides information useful to investors in assessing our liquidity and financial condition and results of operations and that Adjusted EBITDA is also useful to investors as a financial indicator of our ability to incur and service debt, pay dividends and fund capital expenditures. Adjusted EBITDA is a supplemental financial measure that management and external users of our consolidated financial statements, such as industry analysts, investors, commercial banks and rating agencies, use to assess the following:

- our operating performance as compared to other publicly traded companies in the retail energy industry, without regard to financing methods, capital structure, historical cost basis and specific items not reflective of ongoing operations;
- the ability of our assets to generate earnings sufficient to support our proposed cash dividends;
- our ability to fund capital expenditures (including customer acquisition costs) and incur and service debt; and
- our compliance with financial debt covenants. (Refer to Note 9 "Debt" to Part I, Item 1 of this Report for discussion of the material terms of our Senior Credit Facility, including the covenant requirements for our Minimum Fixed Charge Coverage Ratio, Maximum Total Leverage Ratio, and Maximum Senior Secured Leverage Ratio.)

The GAAP measures most directly comparable to Adjusted EBITDA are net income (loss) and net cash provided by (used in) operating activities. The following table presents a reconciliation of Adjusted EBITDA to these GAAP measures for each of the periods indicated.

	(in thousands)	Three Months Ended June 30,		Six Months Ended June 30,		
		(in thousands)	2024	2023	2024	
Reconciliation of Adjusted EBITDA to net income (loss):						
Reconciliation of Adjusted EBITDA to net income (loss):						
Reconciliation of Adjusted EBITDA to net income (loss):						
Net income (loss)						
Net income (loss)						
Net income (loss)						
Depreciation and amortization						
Depreciation and amortization						
Reconciliation of Adjusted EBITDA to net income:						
Net income						
Net income						
Net income						
Depreciation and amortization						
Interest expense						
Interest expense						
Interest expense						
Income tax expense (benefit)						
Income tax expense (benefit)						
Income tax expense (benefit)						
EBITDA						
EBITDA						
Income tax expense						
EBITDA						

Less:
Less:
Less:
Net, loss on derivative instruments
Net, loss on derivative instruments
Net, loss on derivative instruments
Net cash settlements on derivative instruments
Net cash settlements on derivative instruments
Net, gain (loss) on derivative instruments
Net, gain (loss) on derivative instruments
Net, gain (loss) on derivative instruments
Net cash settlements on derivative instruments
Customer acquisition costs
Customer acquisition costs
Customer acquisition costs
Plus:
Plus:
Plus:
Non-cash compensation expense
Non-cash compensation expense
Non-cash compensation expense
Merger agreement expense
Merger agreement expense
Merger agreement expense

Adjusted EBITDA

Adjusted EBITDA

Adjusted EBITDA

The following table presents a reconciliation of Adjusted EBITDA to net cash provided by operating activities for each of the periods indicated.

	Three Months Ended June 30,		Six Months Ended June 30,	
	(in thousands)	2024	2023	2024
(in thousands)				
(in thousands)				
(in thousands)				
Reconciliation of Adjusted EBITDA to net cash provided by operating activities:				
Reconciliation of Adjusted EBITDA to net cash provided by operating activities:				
Reconciliation of Adjusted EBITDA to net cash provided by operating activities:				
Net cash provided by operating activities				
Net cash provided by operating activities				
Net cash provided by operating activities				
Amortization of deferred financing costs				
Amortization of deferred financing costs				
Amortization of deferred financing costs				

Bad debt expense
Bad debt expense
Bad debt expense
Interest expense
Interest expense
Interest expense
Income tax expense (benefit)
Income tax expense (benefit)
Income tax expense (benefit)
Merger agreement expense
Merger agreement expense
Income tax expense
Merger agreement expense
Changes in operating working capital
Changes in operating working capital
Changes in operating working capital
Accounts receivable, prepaids, current assets
Accounts receivable, prepaids, current assets
Accounts receivable, prepaids, current assets
Inventory
Inventory
Inventory
Accounts payable and accrued liabilities
Accounts payable and accrued liabilities
Accounts payable and accrued liabilities
Other
Other
Other
Adjusted EBITDA
Adjusted EBITDA
Adjusted EBITDA
Cash Flow Data:
Cash Flow Data:
Cash Flow Data:
Net cash provided by operating activities
Net cash provided by operating activities
Net cash provided by operating activities
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities

Retail Gross Margin. We define retail gross margin as gross profit less (i) net asset optimization revenues (expenses), (ii) net gains (losses) on non-trading derivative instruments, (iii) net current period cash settlements on non-trading derivative instruments and (iv) gains (losses) from

non-recurring events (including non-recurring market volatility). Retail gross margin is included as a supplemental disclosure because it is a primary performance measure used by our management to determine the performance of our retail natural gas and electricity segments as a result of recurring operations. As an indicator of our retail energy business's operating performance, retail gross margin should not be considered an alternative to, or more meaningful than, gross profit, its most directly comparable financial measure calculated and presented in accordance with GAAP.

We believe retail gross margin provides information useful to investors as an indicator of our retail energy business's operating performance.

The GAAP measure most directly comparable to Retail Gross Margin is gross profit. The following table presents a reconciliation of Retail Gross Margin to gross profit for each of the periods indicated.

		Three Months Ended June 30,		Six Months Ended June 30,	
	(in thousands)	2024	2023	2024	2023
(in thousands)					
(in thousands)					
(in thousands)					
Reconciliation of Retail Gross Margin to Gross Profit					
Reconciliation of Retail Gross Margin to Gross Profit					
Reconciliation of Retail Gross Margin to Gross Profit					
Total Revenue					
Total Revenue					
Total Revenue					
Less:					
Less:					
Less:					
Retail cost of revenues					
Retail cost of revenues					
Retail cost of revenues					
Gross Profit					
Gross Profit					
Gross Profit					
Less:					
Less:					
Less:					
Net asset optimization expense					
Net asset optimization expense					
Net asset optimization expense					
Loss on non-trading derivative instruments					
Loss on non-trading derivative instruments					
Loss on non-trading derivative instruments					
Cash settlements on non-trading derivative instruments					
Cash settlements on non-trading derivative instruments					
Gain (loss) on non-trading derivative instruments					
Cash settlements on non-trading derivative instruments					
Retail Gross Margin					
Retail Gross Margin					
Retail Gross Margin					
Retail Gross Margin - Retail Electricity Segment					

Retail Gross Margin - Retail Electricity Segment
Retail Gross Margin - Retail Electricity Segment
Retail Gross Margin - Retail Natural Gas Segment
Retail Gross Margin - Retail Natural Gas Segment
Retail Gross Margin - Retail Natural Gas Segment
Retail Gross Margin - Other
Retail Gross Margin - Other
Retail Gross Margin - Other

Our non-GAAP financial measures of Adjusted EBITDA and Retail Gross Margin should not be considered as alternatives to gross profit. Adjusted EBITDA and Retail Gross Margin are not presentations made in accordance with GAAP and have limitations as analytical tools. You should not consider Adjusted EBITDA or Retail Gross Margin in isolation or as a substitute for analysis of our results as reported under GAAP. Because Adjusted EBITDA and Retail Gross Margin exclude some, but not all, items that affect gross profit, and are defined differently by different companies in our industry, our definition of Adjusted EBITDA and Retail Gross Margin may not be comparable to similarly titled measures of other companies.

Management compensates for the limitations of Adjusted EBITDA and Retail Gross Margin as analytical tools by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating these data points into management's decision-making process.

Consolidated Results of Operations

Three months ended March 31, 2024 Months Ended June 30, 2024 Compared to Three Months Ended March 31, 2023 June 30, 2023

(In Thousands)	(In Thousands)	Three Months Ended June 30,	Six Months Ended June 30,		
(In Thousands)		2024	2023	2024	2023
		2024		2024	
Revenues:					
Revenues:					
Revenues:					
Retail revenues					
Retail revenues					
Retail revenues					
Net asset optimization expense					
Net asset optimization expense					
Net asset optimization expense					
Other revenue					
Other revenue					
Other revenue					
Total Revenues					
Total Revenues					
Total Revenues					
Operating Expenses:					
Operating Expenses:					
Operating Expenses:					
Retail cost of revenues					

Retail cost of revenues
Retail cost of revenues
General and administrative expense
General and administrative expense
General and administrative expense
Depreciation and amortization
Depreciation and amortization
Depreciation and amortization
Total Operating Expenses
Total Operating Expenses
Total Operating Expenses
Operating income (loss)
Operating income (loss)
Operating income (loss)
Other (expense)/income:
Other (expense)/income:
Operating income
Other (expense)/income:
Interest expense
Interest expense
Interest expense
Interest and other income
Interest and other income
Interest and other income
Total other expense
Total other expense
Total other expense
Income (loss) before income tax expense
Income (loss) before income tax expense
Income (loss) before income tax expense
Income tax expense (benefit)
Income tax expense (benefit)
Income tax expense (benefit)
Net income (loss)
Net income (loss)
Net income (loss)
Other Performance Metrics:
Other Performance Metrics:
Income before income tax expense
Income tax expense
Net income
Other Performance Metrics:
Adjusted EBITDA ^{(1) (2)}
Adjusted EBITDA ^{(1) (2)}
Adjusted EBITDA ^{(1) (2)}

Retail Gross Margin ⁽¹⁾
Retail Gross Margin ⁽¹⁾
Retail Gross Margin ⁽¹⁾
Customer Acquisition Costs
Customer Acquisition Costs

Customer Acquisition Costs

Average Monthly RCE Attrition	Average Monthly RCE Attrition	3.4 %	3.1 %	3.6 %	3.5 %
Average Monthly RCE Attrition					
Average Monthly RCE Attrition					

(1) Adjusted EBITDA and Retail Gross Margin are non-GAAP financial measures. See " — Non-GAAP Performance Measures" for a reconciliation of Adjusted EBITDA and Retail Gross Margin to their most directly comparable GAAP financial measures.

(2) Adjusted EBITDA for the three and six months ended **March 31, 2024** **June 30, 2024** includes an add back of **\$0.4 million** **\$1.1 million** and **\$1.5 million**, respectively, related to merger agreement expense.

Total Revenues. Total revenues for the three months ended **March 31, 2024** **June 30, 2024** were approximately **\$114.1 million** **\$86.7 million**, a decrease of approximately **\$17.8 million** **\$4.7 million**, or **13%** **5%**, from approximately **\$131.9 million** **\$91.4 million** for the three months ended **March 31, 2023** **June 30, 2023**, as indicated in the table below (in millions). This decrease was primarily due to lower electricity and gas unit revenue as a result of decreased electricity and gas rates, partially offset by an increase in electricity volumes sold as a result of a larger electricity customer book in the **first** **second** quarter of 2024 as compared to the **first** **second** quarter of 2023.

Change in electricity volumes sold	\$	8.7	5.2
Change in natural gas volumes sold		(3.4)	—
Change in electricity unit revenue per MWh		(14.2)	(8.9)
Change in natural gas unit revenue per MMBtu		(11.8)	(2.1)
Change in other revenue		1.2	0.3
Change in net asset optimization expense		1.7	0.8
Change in total revenues	\$	(17.8)	(4.7)

Retail Cost of Revenues. Total retail cost of revenues for the three months ended **March 31, 2024** **June 30, 2024** was approximately **\$69.0 million** **\$43.0 million**, a decrease of approximately **\$48.4 million** **\$2.9 million**, or **41%** **6%**, from approximately **\$117.4 million** **\$45.9 million** for the three months ended **March 31, 2023** **June 30, 2023**, as indicated in the table below (in millions). This decrease was primarily due to a decrease in electricity and gas unit cost, partially offset by an increase in electricity volumes sold in the second quarter of 2024 as compared to the second quarter of 2023, and a change in value of our retail derivative portfolio.

Change in electricity volumes sold	\$	3.8	
Change in natural gas volumes sold		0.1	
Change in electricity unit cost per MWh		(9.6)	
Change in natural gas unit cost per MMBtu		(2.5)	
Change in other costs		0.1	
Change in value of retail derivative portfolio		5.2	
Change in retail cost of revenues	\$	(2.9)	

General and Administrative Expense. General and administrative expense for the three months ended June 30, 2024 was approximately \$20.9 million, an increase of approximately \$4.2 million, or 25%, as compared to \$16.7 million for the three months ended June 30, 2023. This increase was primarily attributable to an increase in stock compensation expense and legal fees, both of which were related to the Merger in the second quarter of 2024, and an increase in legal and regulatory expense in the second quarter of 2024 compared to the second quarter of 2023.

Depreciation and Amortization Expense. Depreciation and amortization expense for the three months ended June 30, 2024 was approximately \$2.2 million, an increase of approximately \$0.2 million, or 10%, from approximately \$2.0 million for the three months ended June 30, 2023. This increase was primarily due to an increased amortization expense associated with customer intangibles.

Customer Acquisition Cost. Customer acquisition cost for the three months ended June 30, 2024 was approximately \$2.6 million, an increase of approximately \$1.1 million, or 73% from approximately \$1.5 million three months ended June 30, 2023, primarily due to an increase in the sales activity in the second quarter of 2024 as compared to the second quarter of 2023.

Six months ended June 30, 2024 Compared to Six months ended June 30, 2023

Total Revenues. Total revenues for the six months ended June 30, 2024 were approximately \$200.8 million, a decrease of approximately \$22.5 million, or 10%, from approximately \$223.3 million for the six months ended June 30, 2023, as indicated in the table below (in millions). This decrease was primarily due to lower electricity and gas unit revenue as a result of decreased electricity and gas rates, partially offset by an increase in electricity volumes sold in the first half of 2024 as compared to the first half of 2023.

Change in electricity volumes sold	\$	13.9
Change in natural gas volumes sold		(3.0)
Change in electricity unit revenue per MWh		(23.0)
Change in natural gas unit revenue per MMBtu		(14.3)
Change in other revenue		1.4
Change in net asset optimization expense		2.5
Change in total revenues	\$	(22.5)

Retail Cost of Revenues. Total retail cost of revenues for the six months ended June 30, 2024 was approximately \$112.0 million, a decrease of approximately \$51.4 million, or 31%, from approximately \$163.4 million for the six months ended June 30, 2023, as indicated in the table below (in millions). This decrease was primarily due to a change in the value of our retail derivative portfolio a decrease in and lower electricity and gas unit cost, costs. The decrease was partially offset by an increase in electricity volumes sold in the first quarter half of 2024 as a result of larger electricity customer book as compared to the first quarter half of 2023.

Change in electricity volumes sold	\$	6.6
Change in natural gas volumes sold		(2.1)
Change in electricity unit cost per MWh		(10.5)
Change in natural gas unit cost per MMBtu		(9.5)
Change in other costs		0.7
Change in value of retail derivative portfolio		(33.6)
Change in retail cost of revenues	\$	(48.4)
		(51.4)

General and Administrative Expense. General and administrative expense for the three six months ended March 31, 2024 June 30, 2024 was approximately \$17.3 million \$38.2 million, an increase of approximately \$0.1 million \$4.3 million, or 1% 13%, as compared to \$17.2 million \$33.9 million for the three six months ended March 31, 2023 June 30, 2023. This increase was primarily attributable to an increase in sales stock compensation expense and marketing due legal fees, both of which were related to increased sales activity, slightly offset by decrease the Merger in bad debt 2024, and an increase in legal and regulatory expense due in the first half of 2024 compared to improved collection efforts. the first half of 2023.

Depreciation and Amortization Expense. Depreciation and amortization expense for the three six months ended March 31, 2024 June 30, 2024 was approximately \$2.0 million \$4.3 million, a decrease of approximately \$1.3 million \$1.0 million, or 39% 19%, from approximately \$3.3 million \$5.3 million for the three six months ended March 31, 2023 June 30, 2023. This decrease was primarily due to the decreased amortization expense associated with customer relationship intangibles.

Customer Acquisition Cost. Customer acquisition cost for the **three** **six** months ended **March 31, 2024** **June 30, 2024** was approximately **\$2.4** million **\$5.0 million**, an increase of approximately **0.6 million** **\$1.8 million**, or **33%** **52%**, from approximately **\$1.8 million** **three** **\$3.3 million** for the six months ended **March 31, 2023** **June 30, 2023**. This increase was primarily due to an increase in the increased sales activity in the first **quarter** **half** of 2024 as compared to the first **quarter** **half** of 2023.

Operating Segment Results

(in thousands, except volume and per unit operating data)

(in thousands, except volume and per unit operating data)

(in thousands, except volume and per unit operating data)

(in thousands, except volume and per unit operating data)

Three Months Ended
June 30,

2024

2023

Six Months Ended
June 30,

2024

2023

Retail Electricity Segment

Retail Electricity Segment

Retail Electricity Segment

Total Revenues

Total Revenues

Total Revenues

Retail Cost of Revenues

Retail Cost of Revenues

Retail Cost of Revenues

Less: Net gain (loss) on non-trading derivatives, net of cash settlements

Less: Net gain (loss) on non-trading derivatives, net of cash settlements

Less: Net gain (loss) on non-trading derivatives, net of cash settlements

Retail Gross Margin ⁽¹⁾ — Electricity

Retail Gross Margin ⁽¹⁾ — Electricity

Retail Gross Margin ⁽¹⁾ — Electricity

Volumes — Electricity (MWhs)

Volumes — Electricity (MWhs)

Volumes — Electricity (MWhs)

Retail Gross Margin ⁽²⁾ — Electricity per MWh

Retail Gross Margin ⁽²⁾ — Electricity per MWh

Retail Gross Margin ⁽²⁾ — Electricity per MWh

Retail Natural Gas Segment

Retail Natural Gas Segment

Retail Natural Gas Segment

Total Revenues

Total Revenues

Total Revenues

Retail Cost of Revenues

Retail Cost of Revenues

Retail Cost of Revenues

Less: Net gain (loss) on non-trading derivatives, net of cash settlements

Less: Net gain (loss) on non-trading derivatives, net of cash settlements

Less: Net gain (loss) on non-trading derivatives, net of cash settlements

Retail Gross Margin ⁽¹⁾ — Gas

Retail Gross Margin ⁽¹⁾ — Gas

Retail Gross Margin ⁽¹⁾ — Gas

Volumes — Gas (MMBtus)

Volumes — Gas (MMBtus)

Volumes — Gas (MMBtus)

Retail Gross Margin ⁽²⁾ — Gas per MMBtu

Retail Gross Margin ⁽²⁾ — Gas per MMBtu

Retail Gross Margin ⁽²⁾ — Gas per MMBtu

(1) Reflects the Retail Gross Margin attributable to our Retail Electricity Segment or Retail Natural Gas Segment, as applicable. Retail Gross Margin is a non-GAAP financial measure. See "Non-GAAP Performance Measures" for a reconciliation of Retail Gross Margin to most directly comparable financial measures presented in accordance with GAAP.

(2) Reflects the Retail Gross Margin for the Retail Electricity Segment or Retail Natural Gas Segment, as applicable, divided by the total volumes in MWh or MMBtu, respectively.

Three Months Ended **March 31, 2024** **June 30, 2024** Compared to Three Months Ended **March 31, 2023** **June 30, 2023**

Retail Electricity Segment

Total revenues for the Retail Electricity Segment for the three months ended **March 31, 2024** **June 30, 2024** were approximately **\$77.3 million** **\$71.1 million**, a decrease of approximately **\$5.5 million** **\$3.7 million**, or **7% 5%**, from approximately **\$82.8 million** **\$74.8 million** for the three months ended **March 31, 2023** **June 30, 2023**. This decrease was largely due to lower electricity prices, which resulted in a decrease of **\$14.2 million** **\$8.9 million**, partially offset by an increase in electricity volumes of **\$8.7 million** **\$5.2 million** as a result of a larger electricity customer book as compared to the **first** **second** quarter of 2023.

Retail cost of revenues for the Retail Electricity Segment for the three months ended **March 31, 2024** **June 30, 2024** were approximately **\$49.1 million** **\$37.1 million**, a decrease of approximately **\$31.7 million** **\$0.5 million**, or **39% 1%**, from approximately **\$80.8 million** **\$37.6 million** for the three months ended **March 31, 2023** **June 30, 2023**. This decrease was primarily due to a decrease in electricity costs, resulting in a decrease of **\$9.6 million**, partially offset by higher volumes due to a larger electricity customer book, resulting in an increase of **\$3.8 million** and a change in the fair value of our retail derivative portfolio used for hedging, which resulted in a decrease of **\$27.8 million**, a decrease in electricity costs, resulting in a decrease of **\$10.5 million**, offset by higher volumes due to a larger electricity customer book, resulting in an increase of **\$6.6 million** **\$5.4 million**.

Retail gross margin for the Retail Electricity Segment for the three months ended **March 31, 2024** **June 30, 2024** was approximately **\$18.9 million** **\$25.3 million**, a decrease an increase of approximately **\$1.6 million** **\$2.3 million**, or **8% 10%**, from approximately **\$20.5 million** **\$23.0 million** for the three months ended **March 31, 2023** **June 30, 2023**, as indicated in the table below (in millions).

Change in volumes sold	\$	2.1	1.6
Change in unit margin per MWh		(3.7)	0.7
Change in retail electricity segment retail gross margin	\$	(1.6)	2.3

Retail Natural Gas Segment

Total revenues for the Retail Natural Gas Segment for the three months ended **March 31, 2024** **June 30, 2024** were approximately **\$37.1 million** **\$15.8 million**, a decrease of approximately **\$15.2 million** **\$2.1 million**, or **29% 12%**, from approximately **\$52.3 million** **\$17.9 million** for the three months ended **March 31, 2023** **June 30, 2023**. This decrease was attributable to lower natural gas prices, which decreased total revenues by **\$11.8 million** and a decrease in natural gas volumes of **\$3.4 million** due to smaller gas customer book as compared to the first quarter of 2023, **\$2.1 million**.

Retail cost of revenues for the Retail Natural Gas Segment for the three months ended **March 31, 2024** **June 30, 2024** were approximately **\$19.2 million** **\$5.7 million**, a decrease of **\$17.4 million** **\$2.6 million**, or **48%** **31%**, from approximately **\$36.6 million** **\$8.3 million** for the three months ended **March 31, 2023** **June 30, 2023**. This decrease was primarily due to lower natural gas costs, which resulted in a decrease of **\$9.5 million**, a decrease in volumes sold resulting in a decrease of **\$2.1 million**, **\$2.5 million** and a change in the fair value of our retail derivative portfolio used for hedging, which resulted in a decrease of **\$5.8 million** **\$0.2 million**.

Retail gross margin for the Retail Natural Gas Segment for the three months ended **March 31, 2024** **June 30, 2024** was approximately **\$16.2 million** **\$8.0 million**, a decrease an increase of approximately **\$3.7 million** **\$0.4 million**, or **22%** **5%**, from approximately **\$19.9 million** **\$7.6 million** for the three months ended **March 31, 2023** **June 30, 2023**, as indicated in the table below (in millions).

Change in volumes sold	\$	(1.3) —
Change in unit margin per MMBtu		(2.4) 0.4
Change in retail natural gas segment retail gross margin	\$	(3.7) 0.4

Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023

Retail Electricity Segment

Total revenues for the Retail Electricity Segment for the six months ended June 30, 2024 were approximately \$148.5 million, a decrease of approximately \$9.1 million, or 6%, from approximately \$157.6 million for the six months ended June 30, 2023. This decrease was largely due to lower electricity prices, resulting in a decrease of \$23.0 million, partially offset by higher volumes, resulting in an increase of \$13.9 million.

Retail cost of revenues for the Retail Electricity Segment for the six months ended June 30, 2024 was approximately \$86.3 million, a decrease of approximately \$32.1 million, or 27%, from approximately \$118.4 million for the six months ended June 30, 2023. This decrease was primarily due to a decrease in electricity costs of \$19.8 million due to a lower commodity price environment in 2024, a change in the value of our derivative portfolio used for hedging resulting in a decrease of \$22.3 million, partially offset by an increase in electricity volumes sold resulting in an increase of \$10.0 million.

Retail gross margin for the Retail Electricity Segment for the six months ended June 30, 2024 was approximately \$44.2 million, an increase of approximately \$0.7 million, or 2%, from approximately \$43.5 million for the six months ended June 30, 2023, as indicated in the table below (in millions).

Change in volumes sold	\$	3.8
Change in unit margin per MWh		(3.1)
Change in retail electricity segment retail gross margin	\$	0.7

Retail Natural Gas Segment

Total revenues for the Retail Natural Gas Segment for the six months ended June 30, 2024 were approximately \$52.9 million, a decrease of approximately \$17.3 million, or 25%, from approximately \$70.2 million for the six months ended June 30, 2023. This decrease was attributable to lower rates, which resulted in a decrease in total revenues of \$14.3 million and a decrease in volumes as a result of a smaller natural gas customer book resulting in a decrease of \$3.0 million.

Retail cost of revenues for the Retail Natural Gas Segment for the six months ended June 30, 2024 was approximately \$24.9 million, a decrease of approximately \$20.0 million, or 45%, from approximately \$44.9 million for the six months ended June 30, 2023. The decrease was primarily attributable to a decrease in natural gas cost of \$12.2 million, a decrease in volumes sold resulting in a decrease of \$1.8 million and a change in the value of our derivative portfolio used for hedging, which resulted in a decrease of \$6.0 million.

Retail gross margin for the Retail Natural Gas Segment for the six months ended June 30, 2024 was approximately \$24.2 million, a decrease of approximately \$3.3 million, or 12%, from approximately \$27.5 million for the six months ended June 30, 2023, as indicated in the table below (in millions).

Change in volumes sold	\$	(1.2)
Change in unit margin per MMBtu		(2.1)
Change in retail natural gas segment retail gross margin	\$	(3.3)

Liquidity and Capital Resources

Overview

Our primary sources of liquidity are cash generated from operations and borrowings under our Senior Credit Facility. Our principal liquidity requirements are to meet our financial commitments, finance current operations, fund organic growth and/or acquisitions and service debt and pay dividends. Our liquidity requirements fluctuate with our level of customer acquisition costs, acquisitions, collateral posting requirements on our derivative instruments portfolio, distributions, the effects of the timing between the settlement of payables and receivables, including the effect of bad debts, weather conditions, and our general working capital needs for ongoing operations. Estimating our liquidity requirements is highly dependent on then-current market conditions, forward prices for natural gas and electricity, market volatility and our then existing capital structure and requirements.

We believe that cash generated from operations and our available liquidity sources will be sufficient to sustain current operations, pay dividends to the holders of Series A Preferred Stock, and to pay required taxes. Our ability to pay dividends to the holders of the Class A common stock and the Series A Preferred Stock in the future will ultimately depend on our RCE count, margins, profitability and cash flow, and the covenants under our Senior Credit Facility.

Liquidity Position

The following table details our available liquidity as of March 31, 2024 June 30, 2024:

(\$ in thousands)	March 31, 2024	June 30, 2024
Cash and cash equivalents	\$ 50,423	53,557
Senior Credit Facility Availability ⁽¹⁾	52,592	75,661
Subordinated Debt Facility Availability ⁽²⁾		25,000
Total Liquidity	\$ 128,015	154,218

(1) Reflects amount of Letters of Credit that could be issued based on existing covenants as of March 31, 2024 June 30, 2024.

(2) The availability of the Subordinated Facility is dependent on 'Mr. Maxwell's discretion. See "—Sources of Liquidity—Subordinated Debt Facility."

Borrowings and related posting of letters of credit under our Senior Credit Facility are subject to material variations on a seasonal basis due to the timing of commodity purchases to satisfy natural gas inventory requirements and to meet customer demands during periods of peak usage. Additionally, borrowings are subject to borrowing base and covenant restrictions.

Cash Flows

Our cash flows were as follows for the respective periods (in thousands):

Net cash provided by operating activities
Net cash provided by operating activities
Net cash provided by operating activities
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities

Three Six Months Ended March 31, 2024 June 30, 2024 Compared to the Three Six Months Ended March 31, 2023 June 30, 2023

Cash Flows Provided by Operating Activities. Cash flows provided by operating activities for the three six months ended March 31, 2024 increased June 30, 2024 decreased by \$4.0 million \$6.4 million compared to the three six months ended March 31, 2023 June 30, 2023. The increase decrease was primarily the result of changes in working capital for the three six months ended March 31, 2024 June 30, 2024.

Cash Flows Used in Investing Activities. Cash flows used in investing activities increased decreased by less than \$0.1 million for the three six months ended March 31, 2024 June 30, 2024. The increase decrease was primarily the result of increased decreased capital spending during the three six months ended March 31, 2024 June 30, 2024.

Cash Flows Used in Financing Activities. Cash flows used in financing activities increased decreased by \$5.9 million \$7.9 million for the three six months ended March 31, 2024 June 30, 2024, primarily due to an increase a decrease in net sub-debt paydown of our Senior Credit Facility of \$17.0 \$15.0 million, offset by a decrease in dividends paid to Class A common stockholders of \$2.9 million, decrease offset by an increase in distributions to non-controlling unitholders of \$3.6 million, and decrease in sub-debt net paydown of \$5.0 our Senior Credit Facility of \$9.0 million, during the three six months ended March 31, 2024 June 30, 2024.

Sources of Liquidity and Capital Resources

Senior Credit Facility

On June 30, 2022, we entered into the Senior Credit Facility with Woodforest National Bank, as administrative agent, swing bank, swap bank, issuing bank, joint-lead arranger, sole bookrunner and syndication agent, BOKF, NA (d/b/a/ Bank of Texas), as joint-lead arranger and issuing bank, and the other financial institutions party thereto, which replaced our prior credit agreement. The Senior Credit Facility allows us to borrow up to \$195.0 million on a revolving basis in the form of working capital loans, loans to fund acquisitions, swingline loans and letters of credit. The Senior Credit Facility expires on June 30, 2025. The Senior Credit Facility revised the Fixed Charge Coverage Ratio and Maximum Senior Secured Leverage Ratio under our prior credit agreement.

As of March 31, 2024, we had total commitments of \$195.0 million under the Senior Credit Facility, of which \$113.8 million was outstanding, including \$22.8 million of outstanding letters of credit.

For a description of the terms and conditions of our Senior Credit Facility and First Amendment, including descriptions of the interest rate, commitment fee, covenants and terms of default, please see Note 9 "Debt" in the notes to our condensed consolidated financial statements.

As of March 31, 2024, we were in compliance with the covenants under our Senior Credit Facility. Based upon existing covenants as of March 31, 2024, we had availability to borrow up to \$52.6 million under the Senior Credit Facility.

Maintaining compliance with our covenants under our Senior Credit Facility may impact our ability to pay dividends on our Series A Preferred Stock.

Amended and Restated Subordinated Debt Facility

In connection with entering into the Senior Credit Facility, we entered into an amended and restated subordinated promissory note (the "Subordinated Debt Facility"), which allows us to draw advances in increments of no less than \$1.0 million per advance up to \$25.0 million through January 31, 2026. Borrowings are at the discretion of Retailco. Advances thereunder accrue interest at an annual rate equal to the prime rate as published by the Wall Street Journal plus two percent (2.0%) from the date of the advance.

Although we may use the Subordinated Debt Facility from time to time to enhance short term liquidity, we do not view the Subordinated Debt Facility as a material source of liquidity. As of March 31, 2024, there was zero outstanding borrowings under the Subordinated Debt Facility, and availability to borrow up to \$25.0 million under the Subordinated Debt Facility. See Note 9 "Debt" for further information regarding the extension of the Subordinated Debt Facility.

Uses of Liquidity and Capital Resources

Repayment of Current Portion of Senior Credit Facility

Our Senior Credit Facility matures in June 2025, 2027, and thus, no amounts are due currently. However, due to the revolving nature of the facility, excess cash available is generally used to reduce the balance outstanding, which at March 31, 2024 June 30, 2024 was \$91.0 million \$93.0 million. The current variable interest rate on the facility at March 31, 2024 June 30, 2024 was 8.58% 8.59%.

Customer Acquisitions

Our customer acquisition strategy consists of customer growth obtained through organic customer additions as well as opportunistic acquisitions. During the three months ended March 31, 2024 June 30, 2024 and 2023, we spent a total of \$2.4 million \$2.6 million and \$1.8 \$1.5 million, respectively, on organic customer acquisitions.

Capital Expenditures

Our capital requirements each year are relatively low and generally consist of minor purchases of equipment or information system upgrades and improvements. Capital expenditures for the three six months ended March 31, 2024 June 30, 2024 and 2023 included \$0.5 million \$0.7 million and \$0.4 million \$0.8 million, respectively, related to information systems improvements.

Dividends and Distributions

For the three and six months ended March 31, 2024 June 30, 2024 we paid \$2.7 million \$2.7 million and \$5.4 million in dividends to holders of the Series A Preferred Stock. As of March 31, 2024 June 30, 2024, we had accrued \$2.7 million related to dividends to holders of the Series A Preferred Stock. This dividend was paid on April 15, 2024 July 15, 2024. The For a more detailed explanation of the Company's Series A Preferred Stock, will accrue dividends at an annual rate equal please see Note 5 "Preferred Stock" in the notes to the sum of (a) Three-Month LIBOR (if it then exists), or an alternative reference rate as of the applicable determination date and (b) 6.578%, based on the \$25.00 liquidation preference per share of the Series A Preferred Stock. Following the cessation of the publication of U.S. LIBOR on June 30, 2023, we use Three-Month CME Term SOFR plus a tenor spread of 0.26161 percent (or 26.161 bps) to calculate the dividend rate on the Series A Preferred Stock pursuant to the rules of the Adjustable Interest Rate (LIBOR) Act.our condensed consolidated financial statements.

For the full year ended December 31, 2024, taking into consideration the amount of dividends already paid and estimating future dividends using the stated most recent dividend rate paid on the Series A Preferred Stock, we would be required to pay dividends of \$10.9 million \$10.8 million in the aggregate based on the Series A Preferred Stock outstanding as of March 31, 2024 June 30, 2024.

On April 17, 2024 July 17, 2024, we declared a dividend in the amount of \$0.76051 \$0.75881 per share for the Series A Preferred Stock for the first second quarter of 2024. Dividends on Series A Preferred Stock will be paid on July 15, 2024 October 15, 2024 to holders of record on July 1, 2024 October 1, 2024. The Board of Directors may be required to reduce, eliminate or suspend quarterly cash

Future dividends to the holders of the Series A Preferred Stock.

In April, 2023, we announced that our Board of Directors elected to temporarily suspend the quarterly cash dividend on the Class A common stock. In addition, the Merger Agreement restricts the payment of dividends on the Class A common stock.

Future dividends Stock are within the discretion of our Board of Directors, and will depend upon our operations, our financial condition, capital requirements and investment opportunities, the performance of our business, cash flows, RCE counts and the margins we receive, as well as restrictions under our Senior Credit Facility.

Even if we are permitted to pay dividends on the Series A Preferred Stock or could re-instate the dividends on the Class A common stock, our Board of Directors may elect to reduce, eliminate or suspend the dividends on the Series A Preferred Stock, or not reinstate dividends on the Class A common stock, in order to maintain cash balances for operations or for other reasons. A dividend penalty event would occur if dividends on the Series A Preferred Stock are in arrears for six or more quarterly dividend periods, in which case the dividend rate on the

Series A Preferred Stock would increase by 2.00% per annum, and the holders of the Series A Preferred Stock would be entitled to elect two members to our Board of Directors, until the dividend penalty event is cured.

Off-Balance Sheet Arrangements

As of **March 31, 2024** **June 30, 2024**, we had no material “off-balance sheet arrangements.”

Related Party Transactions

For a discussion of related party transactions, see Note 13 “Transactions with Affiliates” to Part I, Item 1 of this Report.

Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates” in our 2023 Form 10-K. There have been no changes to these policies and estimates since the date of our 2023 Form 10-K.

Refer to Note 2 “Basis of Presentation and Summary of Significant Accounting Policies” to Part I, Item 1 of this Report for a discussion on recent accounting pronouncements.

Contingencies

In the ordinary course of business, we may become party to lawsuits, administrative proceedings and governmental investigations, including regulatory and other matters. Except as described in Note 12 “Commitments and Contingencies” to Part I, Item 1 of this Report, as of **March 31, 2024** **June 30, 2024**, management did not believe that any of our outstanding lawsuits, administrative proceedings or investigations could result in a material adverse effect. Liabilities for loss contingencies arising from claims, assessments, litigation, fines, penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. For a discussion of the status of current legal and regulatory matters, see Note 12 “Commitments and Contingencies” to Part I, Item 1 of this Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to our operations result primarily from changes in commodity prices and interest rates, as well as counterparty credit risk. We employ established risk management policies and procedures to manage, measure, and limit our exposure to these risks.

Commodity Price Risk

We hedge and procure our energy requirements from various wholesale energy markets, including both physical and financial markets and through short and long-term contracts. Our financial results are largely dependent on the margin we are able to realize between the wholesale purchase price of natural gas and electricity plus related costs and the retail sales price we charge our customers for these commodities. We actively manage our commodity price risk by entering into various derivative or non-derivative instruments to hedge the variability in future cash flows from fixed-price forecasted sales and purchases of natural gas and electricity in connection with our retail energy operations. These instruments include forwards, futures, swaps, and option contracts traded on various exchanges, such as NYMEX and Intercontinental Exchange, or ICE, as well as over-the-counter markets. These contracts have varying terms and durations, which range from a few days to several years, depending on the instrument. We also utilize similar derivative contracts in connection with our asset optimization activities to attempt to generate incremental gross margin by effecting transactions in markets where we have a retail presence. Generally, any such instruments that are entered into to support our retail electricity and natural gas business are categorized as having been entered into for non-trading purposes, and instruments entered into for any other purpose are categorized as having been entered into for trading purposes.

Our net gain/(loss) on our non-trading derivative instruments, net of cash settlements, was **\$10.9 million** **\$10.8 million** and **\$(22.6) million** **\$16.1 million** for three months ended **March 31, 2024** **June 30, 2024** and 2023, respectively and **\$21.8 million** and **\$(6.5) million** for six months ended **June 30, 2024** and 2023, respectively.

We have adopted risk management policies to measure and limit market risk associated with our fixed-price portfolio and our hedging activities. For additional information regarding our commodity price risk and our risk management policies, see “Item 1A—Risk Factors” in our 2023 Form

We measure the commodity risk of our non-trading energy derivatives using a sensitivity analysis on our net open position. As of **March 31, 2024** **June 30, 2024**, our Gas Non-Trading Fixed Price Open Position (hedges net of retail load) was a short position of **462,951** **695,560** MMBtu. An increase of 10% in the market prices (NYMEX) from their **March 31, 2024** **June 30, 2024** levels would have **increased** **decreased** the fair market value of our net non-trading energy portfolio by less than \$0.1 million. Likewise, a decrease of 10% in the market prices (NYMEX) from their **March 31, 2024** **June 30, 2024** levels would have **decreased** **increased** the fair market value of our non-trading energy derivatives by less than \$0.1 million. As of **March 31, 2024** **June 30, 2024**, our Electricity Non-Trading Fixed Price Open Position (hedges net of retail load) was a short position of **338,777** **141,322** MWhs. An increase of 10% in the forward market prices from their **March 31, 2024** **June 30, 2024** levels would have decreased the fair market value of our net non-trading energy portfolio by **\$1.7 million** **\$0.5 million**. Likewise, a decrease of 10% in the forward market prices from their **March 31, 2024** **June 30, 2024** levels would have increased the fair market value of our non-trading energy derivatives by **\$1.7 million** **\$0.5 million**.

Credit Risk

In many of the utility services territories where we conduct business, Purchase of Receivables ("POR") programs have been established, whereby the local regulated utility purchases our receivables, and becomes responsible for billing the customer and collecting payment from the customer. This service results in substantially all of our credit risk being with the utility and not to our end-use customer in these territories. Approximately **60%** **59%** and **55%** **53%** of our retail revenues were derived from territories in which substantially all of our credit risk was with local regulated utility companies for the three months ended **March 31, 2024** **June 30, 2024** and 2023, respectively, and **60%** and **54%** for six months ended **June 30, 2024** and 2023, respectively, all of which had investment grade ratings as of such date. We paid these local regulated utilities a weighted average discount of 1.2% and 1.0%, for the three months ended **March 31, 2024** **June**

30, 2024 and 2023, respectively, and 1.2% and 1.0% for six months ended June 30, 2024 and 2023, respectively of total revenues for customer credit risk protection. In certain of the POR markets in which we operate, the utilities limit their collections exposure by retaining the ability to transfer a delinquent account back to us for collection when collections are past due for a specified period.

If our collection efforts are unsuccessful, we return the account to the local regulated utility for termination of service. Under these service programs, we are exposed to credit risk related to payment for services rendered during the time between when the customer is transferred to us by the local regulated utility and the time we return the customer to the utility for termination of service, which is generally one to two billing periods. We may also realize a loss on fixed-price customers in this scenario due to the fact that we will have already fully hedged the customer's expected commodity usage for the life of the contract.

In non-POR markets (and in POR markets where we may choose to direct bill our customers), we manage customer credit risk through formal credit review in the case of commercial customers, and credit score screening, deposits and disconnection for non-payment, in the case of residential customers. Economic conditions may affect our customers' ability to pay bills in a timely manner, which could increase customer delinquencies and may lead to an increase in bad debt expense. Our bad debt expense for the three months ended **March 31, 2024** **June 30, 2024** and 2023 was **0.8%** **2.1%** and **1.9%** **2.4%** of non-POR market retail revenues, respectively and our bad debt expense for the six months ended **June 30, 2024** and 2023 was **1.4%** and **2.1%** of non-POR market retail revenues, respectively. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Drivers of Our Business—Customer Credit Risk" for an analysis of our bad debt expense related to non-POR markets during the **three** **six** months ended **March 31, 2024** **June 30, 2024**.

We are exposed to wholesale counterparty credit risk in our retail and asset optimization activities. We manage this risk at a counterparty level and secure our exposure with collateral or guarantees when needed. At **March 31, 2024** **June 30, 2024**, approximately **\$1.6 million** **\$1.1 million** of our total exposure of **\$2.3 million** **\$1.6 million** was either with a non-investment grade counterparty or otherwise not secured with collateral or a guarantee. The credit worthiness of the remaining exposure with other customers was evaluated with no material allowance recorded at **March 31, 2024** **June 30, 2024**.

Interest Rate Risk

We are exposed to fluctuations in interest rates under our variable-price debt obligations, including our Senior Credit Facility and our Series A Preferred Stock.

At **March 31, 2024** June 30, 2024, we were co-borrowers under the Senior Credit Facility, under which **\$91.0 million** \$93.0 million of variable rate indebtedness was outstanding. Based on the average amount of our variable rate indebtedness outstanding during the three months ended **March 31, 2024** June 30, 2024, a 1.0% increase in interest rates would have resulted in additional annual interest expense of approximately \$0.9 million.

On and after April 15, 2022, our Series A Preferred Stock accrue dividends at an annual rate equal to the sum of (a) Three-Month LIBOR (if it then exists), or an alternative reference rate as of the applicable determination date and (b) 6.578%, based on the \$25.00 liquidation preference per share of the Series A Preferred Stock. Following the cessation of the publication of U.S. LIBOR on June 30, 2023, we use Three Month CME Term SOFR plus a tenor spread of 0.26161 percent (or 26.161 bps) to calculate the dividend rate on the Series A Preferred Stock pursuant to the rules of the Adjustable Interest Rate (LIBOR) Act. On April 17, 2024 July 17, 2024, our Board of Directors declared a quarterly cash dividend in the amount of **\$0.76051** \$0.75881 per share for the Series A Preferred Stock for the **first** second quarter of 2024 for an aggregate amount of \$2.7 million for the quarter. Based on the Series A Preferred Stock outstanding on **March 31, 2024** June 30, 2024, a 1.0% increase in interest rates would have resulted in additional dividends of less than \$0.2 million for the quarter.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost benefit relationship of possible controls and procedures. Based on this evaluation, management concluded that our disclosure controls and procedures were effective as of **March 31, 2024** June 30, 2024.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the three months ended **March 31, 2024** June 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 12 "Commitments and Contingencies" to Part I, Item 1 of this Report, which is incorporated by reference into this Part II, Item 1, for a description of certain litigation, legal proceedings, and regulatory matters.

Item 1A. Risk Factors.

Security holders and potential investors in our securities should carefully consider the risk factors under "Item 1A— Risk Factors" in our 2023 Form 10-K. There has been no material change in our risk factors from those described in the 2023 Form 10-K. Our description of risks are not the sole risks for investors. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or results of operations.

Item 6. Exhibits

The exhibits required to be filed by Item 6 are set forth in the Exhibit Index included below.

INDEX TO EXHIBITS

Incorporated by Reference

Exhibit	Exhibit Description	Form	Exhibit Number	Filing Date	SEC File No.
2.1#	<u>Membership Interest Purchase Agreement, by and among Spark Energy, Inc., Spark HoldCo, LLC, Provider Power, LLC, Kevin B. Dean and Emile L. Clavet, dated as of May 3, 2016.</u>	10-Q	2.1	5/5/2016	001-36559
2.2#	<u>Membership Interest Purchase Agreement, by and among Spark Energy, Inc., Spark HoldCo, LLC, Retailco, LLC and National Gas & Electric, LLC, dated as of May 3, 2016.</u>	10-Q	2.2	5/5/2016	001-36559
2.3#	<u>Amendment No. 1 to the Membership Interest Purchase Agreement, dated as of July 26, 2016, by and among Spark Energy, Inc., Spark HoldCo, LLC, Provider Power, LLC, Kevin B. Dean and Emile L. Clavet.</u>	8-K	2.1	8/1/2016	001-36559
2.4#	<u>Membership Interest and Stock Purchase Agreement, by and among Spark Energy, Inc., CenStar Energy Corp. and Verde Energy USA Holdings, LLC, dated as of May 5, 2017.</u>	10-Q	2.4	5/8/2017	001-36559
2.5	<u>First Amendment to the Membership Interest and Stock Purchase Agreement, dated July 1, 2017, by and among Spark Energy, Inc., CenStar Energy Corp., and Verde Energy USA Holdings, LLC.</u>	8-K	2.1	7/6/2017	001-36559
2.6#	<u>Agreement to Terminate Earnout Payments, effective January 12, 2018, by and among Spark Energy, Inc., CenStar Energy Corp., Woden Holdings, LLC (fka Verde Energy USA Holdings, LLC), Verde Energy USA, Inc., Thomas FitzGerald, and Anthony Menchaca.</u>	8-K	2.1	1/16/2018	001-36559
2.7#	<u>Asset Purchase Agreement, dated March 7, 2018, by and between Spark HoldCo, LLC and National Gas & Electric, LLC.</u>	10-K	2.7	3/9/2018	001-36559
2.8#	<u>Asset Purchase Agreement, by and between Spark HoldCo, LLC, Starion Energy Inc., Starion Energy NY Inc., and Starion Energy PA Inc., dated October 19, 2018.</u>	8-K	2.1	10/25/2018	001-36559
2.9	<u>First Amendment to Asset Purchase Agreement, by and between Spark HoldCo, LLC, Starion Energy Inc., Starion Energy NY Inc., and Starion Energy PA, Inc., effective May 1, 2020.</u>	10-Q	2.9	8/5/2020	001-36559
2.10^	<u>Agreement and Plan of Merger, dated as of December 29, 2023, by and among Retailco, LLC, NuRetailco LLC and Via Renewables, Inc.</u>	8-K	2.1	1/2/2024	001-36559
3.1	<u>Composite Amended and Restated Certificate of Incorporation of Via Renewables, Inc., as amended through March 21, 2023</u>	10-K	3.1	2/29/2024	001-36559
3.2	<u>Second Amended and Restated Bylaws of Via Renewables, Inc.</u>	8-K	3.2	8/9/2021	001-36559
3.3	<u>Certificate of Designations of Rights and Preferences of 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock</u>	8-A	5	3/14/2017	001-36559
4.2	<u>Class A Common Stock Certificate</u>	S-1	4.1	6/30/2014	333-196375
31.1*	<u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.</u>				
31.2*	<u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.</u>				
32**	<u>Certifications pursuant to 18 U.S.C. Section 1350.</u>				
101.INS*	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL				
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.				

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2.4#	<u>Membership Interest and Stock Purchase Agreement, by and among Spark Energy, Inc., CenStar Energy Corp. and Verde Energy USA Holdings, LLC, dated as of May 5, 2017.</u>	10-Q	2.4	5/8/2017	001-36559
2.5	<u>First Amendment to the Membership Interest and Stock Purchase Agreement, dated July 1, 2017, by and among Spark Energy, Inc., CenStar Energy Corp., and Verde Energy USA Holdings, LLC.</u>	8-K	2.1	7/6/2017	001-36559
2.6#	<u>Agreement to Terminate Earnout Payments, effective January 12, 2018, by and among Spark Energy, Inc., CenStar Energy Corp., Woden Holdings, LLC (fka Verde Energy USA Holdings, LLC), Verde Energy USA, Inc., Thomas FitzGerald, and Anthony Menchaca.</u>	8-K	2.1	1/16/2018	001-36559
2.7#	<u>Asset Purchase Agreement, dated March 7, 2018, by and between Spark HoldCo, LLC and National Gas & Electric, LLC.</u>	10-K	2.7	3/9/2018	001-36559
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2.9	<u>First Amendment to Asset Purchase Agreement, by and between Spark HoldCo, LLC, Starion Energy Inc., Starion Energy NY Inc., and Starion Energy PA, Inc., effective May 1, 2020.</u>	10-Q	2.9	8/5/2020	001-36559
2.10^	<u>Agreement and Plan of Merger, dated as of December 29, 2023, by and among Retailco, LLC, NuRetailco LLC and Via Renewables, Inc.</u>	8-K	2.1	1/2/2024	001-36559
3.1	<u>Composite Amended and Restated Certificate of Incorporation of Via Renewables, Inc., as amended through March 21, 2023</u>	10-K	3.1	2/29/2024	001-36559
3.2	<u>Second Amended and Restated Bylaws of Via Renewables, Inc</u>	8-K	3.2	8/9/2021	001-36559
3.3	<u>Certificate of Designations of Rights and Preferences of 8.75% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock</u>	8-A	5	3/14/2017	001-36559
4.1*	<u>Description of Securities</u>				
10.1#	<u>First Amendment to Credit Agreement, dated June 28, 2024, by and among Via Renewables, Inc., Spark HoldCo, LLC, and the other subsidiaries of Via Renewables, Inc. and Spark HoldCo, LLC party thereto, as co-borrowers, Woodforest National Bank, as administrative agent, swing bank, swap bank, issuing bank, joint-lead arranger, sole bookrunner and syndication agent, and the other financial institutions party thereto.</u>	8-K	10.1	6/28/2024	001-36559

101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101.INS)
10.2	Amended and Restated Subordinated Promissory Note (Note No. 8), dated June 28, 2024, by and among Via Renewables, Inc., Spark HoldCo, LLC and Retailco, LLC.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32**	Certifications pursuant to 18 U.S.C. Section 1350.
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101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
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101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
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101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101.INS)

* Filed herewith

** Furnished herewith

^ The disclosure letters contemplated by this Agreement and Plan of Merger and the Exhibits to this Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant hereby agrees to supplementally furnish to the SEC upon request any omitted disclosure letters or exhibits to the Agreement and Plan of Merger.

Certain schedules, exhibits and annexes have been omitted in reliance on Item 601 (a)(5) of Regulation S-K, the registrant agrees to furnish supplementally a copy of any omitted schedule, exhibit or annex to the Commission upon request

SIGNATURES

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

Via Renewables, Inc.

May 2, August 1, 2024

/s/ Mike Barajas

Mike Barajas

Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

56 64

Exhibit 4.1

DESCRIPTION OF SECURITIES REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT OF 1934

The following summary of the terms of the capital stock of Via Renewables, Inc. (the "Company" or "we," "us," or "our") is not meant to be complete and is qualified by reference to the relevant provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the complete text of our amended and restated certificate of incorporation (our "certificate of incorporation"), the certificate of designation for the Series A Preferred Stock (the "certificate of designation") and the second amended and restated bylaws of the Company (our "bylaws"). For a complete description of our capital stock, refer to our certificate of incorporation, the certificate of designation and bylaws, all of which are incorporated by reference as exhibits to this report.

We have one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our 8.75% Series A Fixed-to-Floating Rate Cumulative Perpetual Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock").

Series A Preferred Stock

Our board of directors has adopted a certificate of designations to our certificate of incorporation establishing the Series A Preferred Stock. The certificate of designations initially authorized 4,000,000 shares of Series A Preferred Stock. Our board of directors may authorize and issue additional shares of Series A Preferred Stock, from time to time, without obtaining consent of the holders of shares of Series A Preferred Stock. The foregoing provides a summary of certain terms and provisions of the Series A Preferred Stock.

Maturity. The Series A Preferred Stock has no maturity date, and we are not required to redeem the Series A Preferred Stock. Accordingly, the Series A Preferred Stock will remain outstanding indefinitely unless we decide to redeem it pursuant to our optional redemption right or our special optional redemption right in connection with a Change of Control, or under the circumstances set forth below under "—Limited Conversion Rights Upon a Change of Control" and elect to convert such Series A Preferred Stock. We are not required to set aside funds to redeem the Series A Preferred Stock.

Dividends. Holders of the Series A Preferred Stock are entitled to receive, when, as and if declared by our board of directors, out of funds legally available for the payment of dividends, cumulative cash dividends payable on the 15th day of each April, July, October and January (each a "Dividend Payment Date," and each such quarterly period, a "Dividend Period"); provided that if any Dividend Payment Date is not a Business Day, then the dividend which would otherwise have been payable on that Dividend Payment Date may be paid on the next succeeding Business Day, and no interest, additional dividends or other sums will accrue on the amount so payable for the period from and after that Dividend Payment Date to that next succeeding Business Day. Dividends on the Series A Preferred Stock accrue daily and are cumulative from, and including, the date of original issue. "Business Day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in New York, New York are authorized or required by law, regulation or executive order to close.

Dividend Rate. Holders of shares of the Series A Preferred Stock are entitled to receive, when, as and if declared by our board of directors, out of funds legally available for the payment of dividends, cumulative cash dividends at an annual rate of 8.75%, based on the \$25.00 liquidation preference per annum (the "Fixed Dividend Rate") during the Fixed Rate Period (as defined below). The Fixed Dividend Rate shall accrue from, and including, the date of original issuance to, but not including, April 15, 2022 (the "Fixed Rate Period"). On and after April 15, 2022 (the "Floating Rate Period"), dividends on the Series A Preferred Stock shall accrue at an annual rate equal to the sum of (a) Three-Month LIBOR (if it

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then exists), or an alternative reference rate as of the applicable determination date, as calculated on each applicable date of determination and (b) 6.578%, based on the \$25.00 liquidation preference per share of Series A Preferred Stock (the "Floating Dividend Rate"). Following the

cessation of the publication of U.S. LIBOR on June 30, 2023, we use Three Month CME Term SOFR plus a tenor spread of 0.26161 percent (or 26.161 bps) to calculate the dividend rate on the Series A Preferred Stock pursuant to the rules of the Adjustable Interest Rate (LIBOR) Act.

Ranking; Liquidation Preference. The Series A Preferred Stock, with respect to dividend rights and rights upon liquidation, dissolution or winding up, ranks: (i) senior to all of our Class A common stock, par value \$0.01 per share (our "Class A Common Stock") and any junior stock; (ii) equal to any parity stock; (iii) junior to all senior stock; and (iv) junior to all of our existing and future indebtedness. If declared dividends on the Series A Preferred Stock are not paid on an applicable Dividend Payment Date, we will not pay a dividend on any parity stock or junior stock until all accrued and unpaid dividends on the Series A Preferred Stock have been paid.

Restrictions on Dividends. No dividend may be declared or paid or set apart for payment on any junior securities (other than a dividend payable solely in junior securities or cash in lieu of fractional junior securities) unless full cumulative dividends have been or contemporaneously are being paid or provided for on all outstanding Series A Preferred Stock and any parity stock through the most recent respective Dividend Payment Date.

Optional Redemption. On and after April 15, 2022, we may, at our option, upon not less than 30 nor more than 60 days written notice, redeem the Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends thereon to, but not including, the date fixed for redemption. If we elect to redeem any shares of Series A Preferred Stock as described in this paragraph, we may use any available cash to pay the redemption price.

Special Optional Redemption. Upon the occurrence of a Change of Control, provided no limiting document may prohibit it, we may, at our option, upon not less than 30 days nor more than 60 days' written notice, redeem the Series A Preferred Stock, in whole or in part, within 120 days after the first date on which such Change of Control occurred, for cash at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends thereon to, but not including, the date fixed for redemption. If, prior to the Change of Control Conversion Date (as defined below under "—Limited Conversion Rights Upon a Change of Control"), we have provided notice of our election to redeem some or all of the shares of Series A Preferred Stock (whether pursuant to our optional redemption right described above under "—Optional Redemption" or this special optional redemption right), the holders of shares of Series A Preferred Stock will not have the Change of Control Conversion Right (as defined and described below under "—Limited Conversion Rights Upon a Change of Control") with respect to the shares called for redemption. If we elect to redeem any shares of the Series A Preferred Stock as described in this paragraph, we may use any available cash to pay the redemption price.

A "Change of Control" is deemed to occur when, after the original issuance of the Series A Preferred Stock, the following have occurred and are continuing:

- the direct or indirect sale, lease, transfer, conveyance or other disposition (other than by way of merger, arrangement, amalgamation or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets taken as a whole, to any "person" (as that term is used in Section 13(d)(3) of the Exchange Act); or
- the consummation of any transaction or series of related transactions (including, without limitation, any merger, arrangement, amalgamation or consolidation), the result of which is that (a) any "person" (as defined above) becomes the beneficial owner, directly or indirectly, of more

than 50% of the total voting power of all of our Class A Common Stock and Class B common stock, par value \$0.01 per share (the "Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock") entitled to vote generally in the election of our directors, measured by voting power rather than number of shares of Common Stock or (b) any person that is a holder of the Class B Common Stock becomes the beneficial owner, directly or indirectly, of more than 75% of the total voting power of all of our Common Stock entitled to vote generally in the election of our directors, measured by voting power rather than number of shares of Common Stock; and provided, that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition.

Conversion, Exchange and Preemptive Rights. Except as described under “—Limited Conversion Rights Upon a Change of Control,” the Series A Preferred Stock will not be subject to preemptive rights or be convertible into or exchangeable for any other securities or property at the option of the holder.

Limited Conversion Rights Upon a Change of Control. Upon the occurrence of a Change of Control, each holder of shares of Series A Preferred Stock will have the right (unless, prior to the change of control conversion date, we have provided or provide irrevocable notice of our election to redeem the Series A Preferred Stock as described above under “—Optional Redemption,” or “—Special Option Redemption”) to convert some or all of the shares of Series A Preferred Stock held by such holder on the change of control conversion date, into the common stock conversion consideration, which is equal to the lesser of:

- the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference per share of Series A Preferred Stock plus the amount of any accumulated and unpaid dividends (whether or not declared) to, but not including, the change of control conversion date (unless the change of control conversion date is after a record date for a Series A Preferred Stock dividend payment and prior to the corresponding Dividend Payment Date, in which case no additional amount for such accumulated and unpaid dividend will be included in this sum) by (ii) the common stock price (such quotient, the “Conversion Rate”); and
- 0.73394 shares of Class A Common Stock, subject to certain adjustments (the “Share Cap”).

The certificate of designations initially designated a Share Cap of 1.83482, but the Share Cap is subject to pro rata adjustments for any share splits (including those effected pursuant to a distribution of Common Stock), subdivisions or combinations (in each case, a “Share Split”) with respect to the Class A Common Stock as follows: the adjusted Share Cap as the result of a Share Split will be the number of shares of Class A Common Stock that is equivalent to the product obtained by multiplying (i) the Share Cap in effect immediately prior to such Share Split by (ii) a fraction, the numerator of which is the number of shares of Common Stock outstanding after giving effect to such Share Split and the denominator of which is the number of shares of Common Stock outstanding immediately prior to such Share Split.

The original Share Cap of 1.83482, as adjusted for the Company’s 2-to-1 forward split in June 2017, and the 5-to-1 reverse split in March 2023, is 0.73394.

In the case of a Change of Control pursuant to which our Class A Common Stock will be converted into alternative form consideration, a holder of Series A Preferred Stock will receive upon conversion of such Series A Preferred Stock the kind and amount of alternative form consideration which such holder would have owned or been entitled to receive upon the Change of Control had such holder held a number of shares of our Class A Common Stock equal to the common stock conversion consideration immediately prior to the effective time of the Change of Control.

Notwithstanding the foregoing, the holders of shares of Series A Preferred Stock will not have the Change of Control Conversion Right if the acquiror has shares listed or quoted on the NYSE, the NYSE American or NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE American or NASDAQ, and the Series A Preferred Stock becomes convertible into or exchangeable for such acquiror’s listed shares upon a subsequent Change of Control of the acquiror.

Voting Rights. Holders of shares of Series A Preferred Stock generally have no voting rights. If, however, either (i) we have not paid dividends on the Series A Preferred Stock for six or more Dividend Periods, whether or not consecutive, or (ii) we fail to maintain the listing of the Series A Preferred Stock on the NYSE, the NYSE American or NASDAQ, or on an exchange or quotation system that is a successor to the NYSE, the NYSE American or NASDAQ, for a period of 180 consecutive days, then holders of Series A Preferred Stock, together with the holders of any Parity Stock upon which like voting rights have been conferred and are exercisable, will be entitled to elect two additional directors to our Board of Directors.

Unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series A Preferred Stock, voting as a single class, we may not (i) adopt any amendment to our certificate of incorporation relating to the Series A Preferred Stock to affect

materially and adversely the rights, privileges, restrictions or conditions of the Series A Preferred Stock, or (ii) authorize, create or increase the authorized number of shares of Senior Stock.

Anti-Takeover Effects of Provisions of Our Certificate of Incorporation, Our Bylaws and Delaware Law

Some provisions of Delaware law, and our certificate of incorporation and our bylaws described below, contains provisions that could make acquisitions of us by means of a tender offer, a proxy contest or otherwise; or removal of our incumbent officers and directors more difficult. These provisions may also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be in their best interest or in our best interests, including transactions that might result in a premium over the market price for our shares.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with us. We believe that the benefits of increased protection and our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

Delaware law. In our certificate of incorporation, we have elected not to be subject to the provisions of Section 203 of the DGCL) regulating corporate takeovers until the date on which W. Keith Maxwell III no longer beneficially owns in the aggregate more than fifteen percent of the outstanding Common Stock. On and after such date, we will be subject to the provisions of Section 203 of the DGCL.

In general, those provisions prohibit a Delaware corporation, including those whose securities are listed for trading on the NASDAQ Global Select Market, from engaging in any business combination with any interested shareholder for a period of three years following the date that the shareholder became an interested shareholder, unless:

- the transaction is approved by the board of directors before the date the interested stockholder attained that status;

4

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- upon consummation of the transaction that 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; or
- on or after such time the business combination is approved by the board of directors and authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

Certificate of Incorporation and Bylaws. Provisions of our certificate of incorporation and bylaws may delay or discourage transactions involving an actual or potential change in 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.

Among other things, our certificate of incorporation and bylaws:

- Provide for our board of directors to be divided into three classes of directors, with each class as nearly equal in number as possible, serving staggered three year terms. Our staggered board may tend to discourage a third party from making a tender offer or otherwise attempting to obtain control of us, because it generally makes it more difficult for stockholders to replace a majority of the directors.
- Provide that the authorized number of directors may be changed only by resolution of the board of directors.
- Provide that all vacancies in our board, including newly created directorships, may, except as otherwise required by law or, if applicable, the rights of holders of a series of preferred stock, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum.

- Provide our board of directors the ability to authorize undesignated preferred stock. This ability makes it possible for our board of directors to issue, without shareholder approval, preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deferring hostile takeovers or delaying changes in control or management of our company.
- Provide that at any time after the first date upon which W. Keith Maxwell III no longer beneficially owns more than fifty percent of the outstanding Common Stock, any action required or permitted to be taken by the stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing in lieu of a meeting of such stockholders, subject to the rights of the holders of any series of preferred stock with respect to such series (prior to such time, such actions may be taken without a meeting by written consent of holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting).
- Provide that at any time after the first date upon which W. Keith Maxwell III no longer beneficially owns more than fifty percent of the outstanding Common Stock, special meetings of our stockholders may only be called by the board of directors, the chief executive officer or the chairman of the board (prior to such time, special meetings may also be called by our Secretary at the request of holders of record of fifty percent of the outstanding Common Stock).

5

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- Provide that our certificate of incorporation and bylaws may be amended by the affirmative vote of the holders of at least two-thirds of our outstanding stock entitled to vote thereon.
- Provide that our bylaws can be amended by the board of directors.
- Establish advance notice procedures with regard to shareholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of shareholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting.
- Provide that we renounce any interest in existing and future investments in other entities by, or the business opportunities of, NuDevco Partners, LLC, NuDevco Partners Holdings, LLC and W. Keith Maxwell III, or any of their officers, directors, agents, stockholders, members, partners, affiliates and subsidiaries (other than our directors who are presented business opportunities in their capacity as our directors or officers) and that they have no obligation to offer us those investments or opportunities.

6

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EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, W. Keith Maxwell III, certify that:

1. I have reviewed this Quarterly Report (the "report") on Form 10-Q of Via Renewables, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 2, 2024** August 1, 2024

/s/ W. Keith Maxwell III
W. Keith Maxwell III
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Mike Barajas, certify that:

1. I have reviewed this Quarterly Report (the "report") on Form 10-Q of Via Renewables, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 2, 2024** **August 1, 2024**

/s/ Mike Barajas
Mike Barajas
Chief Financial Officer
(Principal Accounting and Financial Officer)

EXHIBIT 32

**Certification by the Principal Executive Officer and Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350,
Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended **March 31, 2024** **June 30, 2024** (the "Report") of Via Renewables, Inc., a Delaware corporation (the "Company"), as filed with the Securities and Exchange Commission on the date hereof, W. Keith Maxwell III, Principal Executive Officer of the Company and Mike Barajas, Principal Accounting and Financial Officer of the Company, each certify, pursuant 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

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

Date: **May 2, 2024** **August 1, 2024**

/s/ W. Keith Maxwell III
W. Keith Maxwell III
Chief Executive Officer
(Principal Executive Officer)

/s/ Mike Barajas
Mike Barajas
Chief Financial Officer
(Principal Accounting and Financial Officer)

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