

REFINITIV

DELTA REPORT

10-Q

FTEK - FUEL TECH, INC.

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

The following comparison report has been automatically generated

TOTAL DELTAS	505
CHANGES	100
DELETIONS	143
ADDITIONS	262

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

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended

March 31, June 30, 2024

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: 001-33059

FUEL TECH, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation of organization)

20-5657551
(I.R.S. Employer
Identification Number)

Fuel Tech, Inc.
27601 Bella Vista Parkway
Warrenville, IL 60555-1617
630-845-4500
www.ftek.com
(Address and telephone number of principal executive offices)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	FTEK	NASDAQ

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 ☒

☒ On July 31, 2024 thn April 30, 2024 there ere were outstanding 80,385,297 30,708,273 shares of Common Stock, par value \$0.01 per share, of the registrant.

FUEL TECH, INC.
Form 10-Q for the three-month six-month period ended March 31, 2024 June 30, 2024

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

FUEL TECH, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)(in thousands, except share and per share data)

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

ASSETS					
Current assets:					
Cash and cash equivalents	\$	11,382	\$	17,578	\$ 10,404 \$ 17,578
Short-term investments		11,872		12,136	9,669 12,136
Accounts receivable, less current expected credit loss of \$111 and \$111, respectively		7,104		6,729	
Accounts receivable, less current expected credit loss of \$106 and \$111, respectively					8,651 6,729
Inventories, net		537		439	462 439
Prepaid expenses and other current assets		1,295		1,439	1,117 1,439
Total current assets		32,190		38,321	30,303 38,321
Property and equipment, net of accumulated depreciation of \$18,763 and \$18,703, respectively		4,572		4,539	
Property and equipment, net of accumulated depreciation of \$18,823 and \$18,703, respectively					4,571 4,539
Goodwill		2,116		2,116	2,116 2,116
Other intangible assets, net of accumulated amortization of \$483 and \$468, respectively		343		358	
Other intangible assets, net of accumulated amortization of \$499 and \$468, respectively					337 358
Right-of-use operating lease assets, net		582		609	551 609
Long-term investments		8,879		3,664	10,360 3,664
Other assets		764		781	756 781
Total assets	\$	49,446	\$	50,388	\$ 48,994 \$ 50,388
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable	\$	1,852	\$	2,421	\$ 2,938 \$ 2,421
Accrued liabilities:					
Operating lease liabilities - current		105		81	94 81
Employee compensation		1,289		1,252	731 1,252
Other accrued liabilities		1,284		1,934	719 1,934
Total current liabilities		4,530		5,688	4,482 5,688
Operating lease liabilities - non-current		512		533	495 533
Deferred income taxes, net		172		172	172 172
Other liabilities		276		281	276 281
Total liabilities		5,490		6,674	5,425 6,674
Stockholders' equity:					
Common stock, \$.01 par value, 40,000,000 shares authorized, 31,361,303 and 31,361,303 shares issued, and 30,385,297 and 30,385,297 shares outstanding, respectively		313		313	
Common stock, \$.01 par value, 40,000,000 shares authorized, 31,767,329 and 31,361,303 shares issued, and 30,708,273 and 30,385,297 shares outstanding, respectively					317 313
Additional paid-in capital		164,957		164,853	165,077 164,853
Accumulated deficit		(117,248)		(117,529)	(117,669) (117,529)
Accumulated other comprehensive loss		(1,891)		(1,748)	(1,886) (1,748)
Nil coupon perpetual loan notes		76		76	76 76
Treasury stock, at cost		(2,251)		(2,251)	(2,346) (2,251)
Total stockholders' equity		43,956		43,714	43,569 43,714
Total liabilities and stockholders' equity	\$	49,446	\$	50,388	\$ 48,994 \$ 50,388

See notes to condensed consolidated financial statements.

FUEL TECH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands, except share and per-share data)

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Revenues	\$ 4,957	\$ 7,287	\$ 7,042	\$ 5,461	\$ 11,999	\$ 12,748
Costs and expenses:						
Cost of sales	2,928	4,482	4,090	3,465	7,018	7,947
Selling, general and administrative	3,345	3,245	3,245	2,915	6,590	6,160
Research and development	376	218	422	413	798	631
	6,649	7,945	7,757	6,793	14,406	14,738
Operating loss	(1,692)	(658)	(715)	(1,332)	(2,407)	(1,990)
Interest expense	—	(5)	—	(5)	—	(10)
Interest income	311	339	334	307	645	646
Other income (expense), net	1,673	(90)				
Income (loss) before income taxes	292	(414)				
Other (expense) income, net			(34)	(14)	1,639	(104)
Loss before income taxes			(415)	(1,044)	(123)	(1,458)
Income tax expense	(11)	—	(6)	—	(17)	—
Net income (loss)	\$ 281	\$ (414)				
Net income (loss) per common share:						
Basic net income (loss) per common share	\$ 0.01	\$ (0.01)				
Diluted net income (loss) per common share	\$ 0.01	\$ (0.01)				
Net loss			\$ (421)	\$ (1,044)	\$ (140)	\$ (1,458)
Net loss per common share:						
Basic net loss per common share			\$ (0.01)	\$ (0.03)	\$ (0.00)	\$ (0.05)
Diluted net loss per common share			\$ (0.01)	\$ (0.03)	\$ (0.00)	\$ (0.05)
Weighted-average number of common shares outstanding:						
Basic	30,385,000	30,296,000	30,482,000	30,324,000	30,434,000	30,310,000
Diluted	30,756,000	30,296,000	30,482,000	30,324,000	30,434,000	30,310,000

See notes to condensed consolidated financial statements.

FUEL TECH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(in thousands)

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Net income (loss)	\$ 281	\$ (414)				
Net loss			\$ (421)	\$ (1,044)	\$ (140)	\$ (1,458)
Other comprehensive (loss) income:						
Foreign currency translation adjustments	(143)	86	5	(48)	(138)	38
Comprehensive income (loss)	\$ 138	\$ (328)				
Comprehensive loss			\$ (416)	\$ (1,092)	\$ (278)	\$ (1,420)

See notes to condensed consolidated financial statements.

FUEL TECH, INC.
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)(in thousands of dollars or shares, as appropriate)

The following summarizes the changes in total stockholders' equity for the three and six months ended **March 31, 2023** **June 30, 2023**:

	Common Stock		Additional	Accumulated	Other		Coupon	Treasury	Total	Common Stock		Additional	Accumulated	Other		Coupon
	Shares	Amount	Paid-in		Comprehensive	Perpetual				Shares	Amount	Paid-in		Comprehensive	Perpetual	
			Capital	Deficit	Loss	Loan	Notes	Stock				Capital	Deficit	Loss	Loan	Notes
Balance at																
December 31, 2022	30,296	\$ 313	\$ 164,422	\$ (115,991)	\$ (1,728)	\$ 76	\$ (2,251)	\$ 44,841		30,296	\$ 313	\$ 164,422	\$ (115,991)	\$ (1,728)	\$ 76	
Net loss	—	—	—	(414)	—	—	—	(414)		—	—	—	(414)	—	—	
Foreign currency translation adjustments	—	—	—	—	86	—	—	86		—	—	—	—	86	—	
Stock compensation expense	—	—	89	—	—	—	—	89		—	—	89	—	—	—	
Balance at																
March 31, 2023	30,296	\$ 313	\$ 164,511	\$ (116,405)	\$ (1,642)	\$ 76	\$ (2,251)	\$ 44,602		30,296	\$ 313	\$ 164,511	\$ (116,405)	\$ (1,642)	\$ 76	
Net loss										—	—	—	(1,044)	—	—	
Foreign currency translation adjustments										—	—	—	—	(48)	—	
Stock compensation expense										—	—	98	—	—	—	
Exercise of stock options										44	—	42	—	—	—	
Common shares issued upon vesting of restricted stock units										45	—	—	—	—	—	
Balance at																
June 30, 2023										30,385	\$ 313	\$ 164,651	\$ (117,449)	\$ (1,690)	\$ 76	

The following summarizes the changes in total stockholders' equity for the three and six months ended **March 31, 2024** **June 30, 2024**:

	Common Stock		Additional	Accumulated	Other		Coupon	Treasury	Total	Common Stock		Additional	Accumulated	Other		Coupon
	Shares	Amount	Paid-in		Comprehensive	Perpetual				Shares	Amount	Paid-in		Comprehensive	Perpetual	

		Shares	Amount	Capital	Deficit	Loss	Loan Notes	Stock	Total		Shares	Amount	Capital	Deficit	Loss	Loan Notes
Balance at																
December 31, 2023		30,385	\$ 313	\$ 164,853	\$ (117,529)	\$ (1,748)	\$ 76	\$ (2,251)	\$ 43,714		30,385	\$ 313	\$ 164,853	\$ (117,529)	\$ (1,748)	\$ 76
Net income		—	—	—	281	—	—	—	281		—	—	—	281	—	—
Foreign currency translation adjustments		—	—	—	—	(143)	—	—	(143)		—	—	—	—	(143)	—
Stock compensation expense		—	—	104	—	—	—	—	104		—	—	104	—	—	—
Balance at March 31, 2024		30,385	\$ 313	\$ 164,957	\$ (117,248)	\$ (1,891)	\$ 76	\$ (2,251)	\$ 43,956		30,385	\$ 313	\$ 164,957	\$ (117,248)	\$ (1,891)	\$ 76
Net loss											—	—	—	(421)	—	—
Foreign currency translation adjustments											—	—	—	—	5	—
Stock compensation expense											—	—	124	—	—	—
Common shares issued upon vesting of restricted stock units											406	4	(4)	—	—	—
Taxes paid on behalf of equity award participants											(83)	—	—	—	—	—
Balance at June 30, 2024											30,708	\$ 317	\$ 165,077	\$ (117,669)	\$ (1,886)	\$ 76

See notes to condensed consolidated financial statements.

FUEL TECH, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Three Months Ended March 31,		Six Months Ended June 30,	
	2024	2023	2024	2023
Operating Activities				
Net income (loss)	\$ 281	\$ (414)		
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:				
Net loss			\$ (140)	\$ (1,458)

Adjustments to reconcile net loss to net cash (used in) provided by operating activities:				
Depreciation	80	79	161	154
Amortization	16	11	31	30
Non-cash interest income on held-to-maturity securities	(9)	(95)	(72)	(203)
Stock-based compensation, net of forfeitures	104	89	228	187
Changes in operating assets and liabilities:				
Accounts receivable	1,250	990	(334)	966
Employee retention credit receivable	(1,677)	—	(1,677)	—
Inventory	(99)	(116)	(24)	(135)
Prepaid expenses, other current assets and other non-current assets	151	51	367	114
Accounts payable	(563)	934	524	383
Accrued liabilities and other non-current liabilities	(609)	(519)	(1,728)	(21)
Net cash (used in) provided by operating activities	(1,075)	1,010	(2,664)	17
Investing Activities				
Purchases of equipment and patents	(114)	(30)	(204)	(103)
Purchases of debt securities	(7,641)	(9,685)	(11,107)	(9,685)
Maturities of debt securities	2,750	1,000	7,000	1,500
Net cash used in investing activities	(5,005)	(8,715)	(4,311)	(8,288)
Financing Activities				
Net cash provided by financing activities	—	—		
Taxes paid on behalf of award participants			(95)	—
Proceeds from exercise of stock options			—	42
Net cash (used in) provided by financing activities			(95)	42
Effect of exchange rate fluctuations on cash	(116)	75	(104)	35
Net decrease in cash and cash equivalents	(6,196)	(7,630)	(7,174)	(8,194)
Cash and cash equivalents at beginning of period	17,578	23,328	17,578	23,328
Cash and cash equivalents at end of period	\$ 11,382	\$ 15,698	\$ 10,404	\$ 15,134

See notes to condensed consolidated financial statements.

FUEL TECH, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
March 31, June 30, 2024
(Unaudited)
(in thousands, except share and per-share data)

1. General

Organization

Fuel Tech, Inc. and subsidiaries ("Fuel Tech", the "Company", "we", "us" or "our") develops and provides proprietary technologies for air pollution control, process optimization, water treatment, and advanced engineering services. These technologies enable customers to operate in a cost-effective and environmentally sustainable manner.

The Company's nitrogen oxide (NOx) reduction technologies reduce nitrogen oxide emissions from boilers, furnaces, and other stationary combustion sources. To reduce NOx emissions, our technologies utilize advanced combustion modification techniques and post-combustion NOx control approaches including non-catalytic, catalytic, and combined systems. The Company also provides solutions for the mitigation of particulate matter, including particulate control with electrostatic precipitator products and services, and using flue gas conditioning systems which modify the ash properties of particulate for improved collection efficiency. The Company's FUEL CHEM® technology improves the efficiency, reliability, fuel flexibility, boiler heat rate, and environmental status of combustion units by controlling slagging, fouling, corrosion, and opacity. Water treatment technologies include DGI® Dissolved Gas Infusion Systems which utilize a patented gas-infusing saturator vessel and a patent-pending channel injector to deliver supersaturated oxygen-water solutions and potentially other gas-liquid combinations to target process applications or environmental issues within the municipal and industrial water sectors. The infusion process has a

variety of potential applications in the water and wastewater treatment sector, including aquaculture, agriculture/horticulture, pulp & paper, tanneries, landfill leachate, irrigation, treatment of natural waters, wastewater odor management as well as supplying oxygen or other gases for biochemical reactions and pH adjustment.

Many of Fuel Tech's products and services rely heavily on the Company's computational fluid dynamics modeling capabilities, which are enhanced by internally developed, high-end visualization software.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the Exchange Act. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, the financial statements reflect all adjustments (consisting of normal recurring accruals) considered necessary for the fair statement of Fuel Tech's financial position, cash flows, and results of operations for the periods presented. All significant intercompany transactions and balances have been eliminated. The results of operations for the three and six months ended March 31, June 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024. For further information, refer to the audited consolidated financial statements and footnotes thereto included in Fuel Tech's Annual Report on Form 10-K for the year ended December 31, 2023 as filed with the Securities and Exchange Commission.

CARES Act

On March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") to provide certain relief as a result of the COVID-19 pandemic. The CARES Act provides tax relief, along with other stimulus measures, including a provision for an Employee Retention Credit ("ERC"), which allows for employers to claim a refundable tax credit against the employer share of Social Security tax for qualifying periods in 2020 and 2021. Under the provisions of the CARES Act, the Company is eligible for a refundable employee retention credit subject to certain criteria.

As there is no authoritative guidance under U.S. GAAP on accounting for government assistance to for-profit business entities, we account for the ERC by analogy to International Accounting Standard ("IAS") 20, Accounting for Government Grants and Disclosure of Government Assistance. In accordance with IAS 20, management determined it has reasonable assurance for receipt of the ERC and recorded the ERC benefit of \$1,677 as other income on the Statement of Operations for the six months ended June 30, 2024 and as a component of Accounts Receivable on the Balance Sheet as of March 31, June 30, 2024.

2. Summary of Significant Accounting Policies

I Investments Investments

In 2022, the Board of Directors approved a plan to invest up to \$20,000 of excess capital in debt securities, or held in money market funds until such investments can be made, with BMO Harris Bank N.A (BMO Harris). A portion of the funds invested are restricted as collateral under the Investment Collateral Security agreement (see Note 10). At March 31, June 30, 2024, the amount of funds collateralized under the Investment Collateral Security agreement is \$1,332,720 relating to existing standby letters of credit that is comprised of \$1,134,347 with varying maturity dates that expire no later than March 31, June 30, 2025 and \$198,373 with the latest maturity date no later than November 30, 2025, February 9, 2026.

We consider all highly liquid debt investments with original maturities from the date of purchase of three months or less as cash equivalents. Cash equivalents include investments in money market funds. Carrying value of cash equivalents approximates fair value due to the maturities of three months or less.

Our investments in debt securities consist of United States (US) Treasury securities, including Notes, Bonds, and Bills, and US Government Agency securities, which are designated as held-to-maturity (HTM) and stated at amortized cost. The Company has the positive intent and ability to hold these investments to maturity and does not expect to sell any debt securities before maturity to settle an obligation under the Investment Collateral Security agreement. The maturities of our HTM investments range from three to thirty-six months. HTM debt investments with original maturities of approximately three months or less from the date of purchase are classified within cash and cash equivalents. HTM debt investments with original maturities at the date of purchase greater than approximately three months and remaining maturities of less than one year are classified as short-term investments. HTM debt investments with remaining maturities beyond one year are classified as long-term investments. Interest income, including amortization of premium and accretion of discount, is included on the Condensed Consolidated Statements of Operations in Interest income under the effective yield method. Accrued interest is included in Prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets. Due to the creditworthiness of the entities issuing these securities, there is no impairment recorded related to the unrealized losses.

The following table provides the amortized cost, gross unrealized gains and losses, and fair value of our HTM debt securities:

	As of		As of	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Held-to-maturity debt securities:				
Amortized cost	\$ 20,751	\$ 15,800	\$ 20,029	\$ 15,800
Gross unrecognized gains	6	—	7	—
Gross unrecognized losses	(92)	(86)	(100)	(86)
Fair value	\$ 20,665	\$ 15,714	\$ 19,936	\$ 15,714

The following table provides the amortized cost and fair value of debt securities by maturities at **March 31, June 30, 2024**:

	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within one year	\$ 11,872	\$ 11,824	\$ 9,669	\$ 9,620
After one year through two years	8,879	8,841		
After one year through three years			10,360	10,316
Total	\$ 20,751	\$ 20,665	\$ 20,029	\$ 19,936

Inventories

Inventories consist primarily of equipment constructed for resale and spare parts and are stated at the lower of cost or net realizable value, using the weighted-average cost method. At **March 31, June 30, 2024** and December 31, 2023, inventory included equipment constructed for resale of **\$207,197** and \$207, respectively, and spare parts, net of reserves, of **\$330,265** and \$232, respectively. Usage is recorded in cost of sales in the period that parts were issued to a project, used to service equipment, or sold to customers. Equipment constructed for resale that is in process is recorded in Other assets. In process equipment for inventory recorded as Other assets was **\$607,613** and \$618 as of **March 31, June 30, 2024** and December 31, 2023, respectively. Inventories are periodically evaluated to identify obsolete or otherwise impaired parts and are written off when management determines usage is not probable. The Company estimates the balance of excess and obsolete inventory by analyzing inventory by age using last used and original purchase date and existing sales pipeline for which the inventory could be used.

Allowance for Credit Losses

In June 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, and in November 2019, the FASB issued ASU 2019-10, Financial Instruments - Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842). This guidance requires the measurement of all expected losses based on historical experience, current conditions and reasonable and supportable forecasts. For trade receivables and other financial instruments, we are required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. The Company adopted these ASUs on January 1, 2023 using the prospective method. Application of the amendments did not require a cumulative-effect adjustment to retained earnings as of the effective date and did not have a material impact on our financial statements.

For the general risk categories, the Company uses historical losses over a fixed period, excluding certain write-off activity that was not considered a credit loss event, to determine the historical credit loss. Historical loss rates are then adjusted to consider current economic conditions and past, current, and future events and circumstances when determining expected credit losses. Investments in financial assets issued by US Government and Government Agency are considered as having zero expected credit losses and are excluded from the allowance for credit loss calculation.

The following table provides the roll forward of the allowance for credit losses:

At January 1, 2023	\$ 110	\$ 110
Provision charged to expense	24	24
(Write-offs) / Recoveries	(23)	(23)
At December 31, 2023	\$ 111	\$ 111
Provision charged to expense	—	—
(Write-offs) / Recoveries	—	(5)
At March 31, 2024	\$ 111	
At June 30, 2024		\$ 106

3. Revenue

Disaggregated Revenue by Product Technology

The following table presents our revenues disaggregated by product technology:

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Air Pollution Control						
Technology solutions	\$ 1,664	\$ 2,982	\$ 2,619	\$ 2,557	\$ 4,283	\$ 5,539
Spare parts	199	174	805	425	1,004	599
Ancillary revenue	455	403	525	440	980	843
Total Air Pollution Control technology revenues	2,318	3,559	3,949	3,422	6,267	6,981
FUEL CHEM						
FUEL CHEM technology solutions	2,639	3,728	3,093	2,039	5,732	5,767
Total Revenues	\$ 4,957	\$ 7,287	\$ 7,042	\$ 5,461	\$ 11,999	\$ 12,748

Disaggregated Revenue by Geography

The following table presents our revenues disaggregated by geography, based on the location of the end-user:

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
United States	\$ 3,595	\$ 5,981	\$ 4,471	\$ 4,316	\$ 8,066	\$ 10,297
Foreign Revenues						
Latin America	315	—	293	153	608	153
Europe	856	579	1,688	820	2,544	1,399
Asia	191	727	590	172	781	899
Total Foreign Revenues	1,362	1,306	2,571	1,145	3,933	2,451
Total Revenues	\$ 4,957	\$ 7,287	\$ 7,042	\$ 5,461	\$ 11,999	\$ 12,748

Timing of Revenue Recognition

The following table presents the timing of our revenue recognition:

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Products transferred at a point in time	\$ 3,293	\$ 4,305	\$ 4,423	\$ 2,904	\$ 7,716	\$ 7,209
Products and services transferred over time	1,664	2,982	2,619	2,557	4,283	5,539
Total Revenues	\$ 4,957	\$ 7,287	\$ 7,042	\$ 5,461	\$ 11,999	\$ 12,748

Contract Balances

The timing of revenue recognition, billings, and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on the Condensed Consolidated Balance Sheets. In our Air Pollution Control (APC) technology segment, amounts are billed as work progresses in accordance with agreed-upon contractual terms. Generally, billing occurs subsequent to revenue recognition, resulting in contract assets. For the FUEL CHEM technology segment, deliveries made in the current period but billed in subsequent periods are also considered contract assets. These assets are reported on the Condensed Consolidated Balance Sheets on a contract-by-contract basis at the end of each reporting period. At **March 31, June 30, 2024, December 31, 2023, and December 31, 2022**, contract assets for APC technology projects were approximately **\$1,507, \$1,543, \$2,285, and \$3,082, respectively**. There were no contract assets for the FUEL CHEM technology segment as of **March 31, June 30, 2024, December 31, 2023, and December 31, 2022**.

The Company will periodically bill in advance of costs incurred before revenue is recognized, resulting in contract liabilities. These liabilities are reported on the Condensed Consolidated Balance Sheets on a contract-by-contract basis at the end of each reporting period. Contract liabilities were **\$761, \$276, \$1,279, and \$372 at March 31, June 30, 2024, December 31, 2023, and December 31, 2022, respectively**, and are included in other accrued liabilities on the Condensed Consolidated Balance Sheets.

Changes in the contract asset and liability balances during the **three six-month period ended March 31, June 30, 2024** were not materially impacted by any other items other than amounts billed and revenue recognized as described previously. Revenue recognized that was included in the contract liability balance at the beginning of the period was **\$1,121 \$438 and \$1,221** for the three **and six months ended March 31, June 30, 2024, respectively**, and **\$359 \$9 and \$368** for the three **and six months ended March 31, June 30, 2023, respectively**, which represented primarily revenue from progress towards completion of our APC technology contracts.

As of **March 31, June 30, 2024 and December 31, 2023**, we had no construction contracts in progress that were identified as a loss contract.

Remaining Performance Obligations

Remaining performance obligations represents the transaction price of APC technology booked orders for which work has not been performed. As of **March 31, June 30, 2024**, the aggregate amount of the transaction price allocated to remaining performance obligations was **\$6,181 4,250**. The Company expects to recognize revenue on approximately **\$6,019 4,250** of the remaining performance obligations over the next 12 months with the remaining recognized thereafter.

Accounts Receivable

The components of accounts receivable are as follows:

	As of		As of	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Trade receivables	\$ 3,769	\$ 4,300	\$ 5,182	\$ 4,300
Unbilled receivables	1,507	2,285	1,543	2,285
Receivable for employee retention credit	1,677	—	1,677	—
Other short-term receivables	262	255	355	255
Allowance for credit losses	(111)	(111)	(106)	(111)
Total accounts receivable	\$ 7,104	\$ 6,729	\$ 8,651	\$ 6,729

4. Restructuring Activities

On January 18, 2019, the Company announced a planned suspension of its APC business operation in China. This action was part of Fuel Tech's ongoing operational improvement initiatives designed to prioritize resource allocation, reduce costs, and drive profitability for the Company on a global basis. The transition associated with the suspension of the APC business which has taken place through **March 31, June 30, 2024** includes staff rationalization and reduction, supplier and partner engagement, and the monetization of certain assets. The remaining transition activities include the execution of the activities to satisfy the requirements for the remaining APC projects in China (with a backlog totaling approximately \$3) and those related to subsidiary closure.

The following table presents our revenues and net loss for the three **and six months ended March 31, June 30, 2024 and 2023 in China** as follows:

	Three Months Ended		Three Months Ended	Six Months Ended
	March 31,		June 30,	June 30,
	2024	2023	2024	2023
Total revenues	\$ —	\$ —	\$ —	\$ 2
Net loss	(13)	(20)		
Net (loss) income			(15)	1

The following table presents net assets in China as of March 31, June 30, 2024 and December 31, 2023:

	As of		As of	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Total assets	\$ 824	\$ 846	\$ 816	\$ 846
Total liabilities	74	67	85	67
Total net assets	\$ 750	\$ 779	\$ 731	\$ 779

Total assets primarily consist of cash and other receivables. Total liabilities consist of accounts payable and certain accrued liabilities.

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5. Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss by component were as follows:

	Three Months Ended		Three Months Ended	Six Months Ended
	March 31,		June 30,	June 30,
	2024	2023	2024	2023
Foreign currency translation				
Balance at beginning of period	\$ (1,748)	\$ (1,728)	\$ (1,891)	\$ (1,642)
Other comprehensive (loss) income:				
Foreign currency translation adjustments (1)	(143)	86	5	(48)
Total accumulated other comprehensive loss	\$ (1,891)	\$ (1,642)	\$ (1,886)	\$ (1,690)

(1) In all periods presented, there were no tax impacts related to rate changes and no amounts were reclassified to earnings.

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6. Treasury Stock

Common stock held in treasury totaled 1,059,056 and 976,006 with a cost of \$2,251 \$2,346 and \$2,251 at March 31, June 30, 2024 and December 31, 2023, respectively. These shares were withheld from employees to settle personal tax withholding obligations that arose as a result of restricted stock units that vested in a previous period. vested.

7. Earnings per Share

Basic earnings per share excludes the dilutive effects of stock options, restricted stock units (RSUs), warrants, and the nil coupon non-redeemable convertible unsecured loan notes. Diluted earnings per share includes the dilutive effect of the nil coupon non-redeemable convertible unsecured loan notes, RSUs, warrants, and unexercised in-the-money stock options, except in periods of net loss where the effect of these instruments is anti-dilutive. Out-of-money stock options and warrants are excluded from diluted earnings per share because they are unlikely to be exercised and would be anti-dilutive if they were exercised. For the three months ended and March 31, 2024, basic earnings per share has

been adjusted to include dilutive options and RSU's. For the three and six months ended March 31, June 30, 2024 and 2023, basic earnings per share is equal to diluted earnings per share because all outstanding stock awards, warrants, and convertible loan notes are considered anti-dilutive during periods of net loss.

The following table sets forth the weighted-average shares used in calculating the earnings per share for the three and six months ended March 31, June 30, 2024 and 2023:

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Basic weighted-average shares	30,385,000	30,296,000	30,482,000	30,324,000	30,434,000	30,310,000
Unexercised options and unvested RSUs	371,000	—	—	—	—	—
Diluted weighted-average shares	30,756,000	30,296,000	30,482,000	30,324,000	30,434,000	30,310,000

For the three and six months ended March 31, June 30, 2024 and 2023, Fuel Tech had weighted-average outstanding equity awards of 263,775 198,363 and 315,400,284,068, respectively, and warrants of 2,850,000 in both periods, which were antidilutive for the purpose of the calculation of diluted earnings per share. For the three and six months ended June 30, 2024, Fuel Tech had 802,000 and 933,400, respectively, incremental equity awards that were excluded from the computation of diluted earnings per share as the inclusion of such would have been anti-dilutive due to a net loss in the period. For the three and six months ended June 30, 2023, Fuel Tech had weighted-average outstanding equity awards of 313,700 and 364,800, respectively, and warrants of 2,850,000 in both periods, which were antidilutive or represent out-of-the-money options for the purpose of the calculation of diluted earnings per share. For the three and six months ended March 31, June 30, 2023, Fuel Tech had incremental equity awards of 267,000 266,000 and 263,000, respectively, that were excluded from the computation of diluted earnings per share as the inclusion of such would have been anti-dilutive due to a net loss in the period. These equity awards could potentially dilute basic earnings per share in future years.

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8. Stock-Based Compensation

Under our stock-based employee compensation plan, referred to as the Fuel Tech, Inc. 2014 Long-Term Incentive Plan (Incentive Plan), awards may be granted to participants in the form of Non-Qualified Stock Options, Incentive Stock Options, Stock Appreciation Rights, Restricted Stock, RSUs, Performance Awards, Bonuses or other forms of share-based or non-share-based awards or combinations thereof. Participants in the Incentive Plan may be our directors, officers, employees, consultants, or advisors (except consultants or advisors in capital-raising transactions) as the directors determine are key to the success of our business. There are a maximum of 5,742,376 shares that may be issued or reserved for awards to participants under the Incentive Plan. As of March 31, June 30, 2024, Fuel Tech had 1,106,450 1,239,000 shares available for issuance under the Incentive Plan.

We did not record any excess tax benefits within income tax expense for the three and six months ended March 31, June 30, 2024 and 2023. Given the Company has a full valuation allowance on its deferred tax assets, there were no excess tax benefits to record for the three and six months ended March 31, June 30, 2024 and 2023. In addition, we account for forfeitures of awards based on an estimate of the number of awards expected to be forfeited and adjust the estimate when it is no longer probable that the employee will fulfill the service condition.

Stock-based compensation is included in selling, general, and administrative costs in our Condensed Consolidated Statements of Operations. The components of stock-based compensation for the three and six months ended March 31, June 30, 2024 and 2023 were as follows:

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Stock options and restricted stock units, net of forfeitures	\$ 104	\$ 89	\$ 124	\$ 98	\$ 228	\$ 187
After-tax effect of stock-based compensation	\$ 104	\$ 89	\$ 124	\$ 98	\$ 228	\$ 187

Stock Options

Stock options granted to employees under the Incentive Plans have a 10-year life and they vest as follows: 50% after the second anniversary of the award date, 25% after the third anniversary, and the final 25% after the fourth anniversary of the award date. Fuel Tech calculates stock compensation expense for employee option awards based on the grant date fair value of the award, less expected annual forfeitures, and recognizes expense on a straight-line basis over the four-year service period of the award. Stock options granted to members of our board of directors vest immediately. Stock compensation for these awards is based on the grant date fair value of the award and is recognized in expense immediately.

Fuel Tech uses the Black-Scholes option pricing model to estimate the grant date fair value of employee stock options. The principal variable assumptions utilized in valuing options and the methodology for estimating such model inputs include: (1) risk-free interest rate – an estimate based on the yield of zero-coupon treasury securities with a maturity equal to the expected life of the option; (2) expected volatility – an estimate based on the historical volatility of Fuel Tech's Common Stock for a period equal to the expected life of the option; and (3) expected life of the option – an estimate based on historical experience including the effect of employee terminations.

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Stock option activity for Fuel Tech's Incentive Plans for the three six months ended March 31, June 30, 2024 was as follows:

	Number of Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value		Number of Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding on January 1, 2024	270,500	\$ 3.09				270,500	\$ 3.09		
Granted	—	—				—	—		
Exercised	—	—				—	—		
Expired or forfeited	—	—				(94,500)	5.22		
Outstanding on March 31, 2024	270,500	\$ 3.09	1.31	\$ 11					
Exercisable on March 31, 2024	270,500	\$ 3.09	1.31	\$ 11					
Outstanding on June 30, 2024	176,000	\$ 1.94	1.68	\$ 5					
Exercisable on June 30, 2024	176,000	\$ 1.94	1.68	\$ 5					

As of March 31, June 30, 2024, there was no unrecognized compensation cost related to non-vested stock options granted under the Incentive Plans.

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Restricted Stock Units

RSUs granted to employees vest over time based on continued service (typically vesting over a period between two to four years), and RSUs granted to directors vest after a one year vesting period based on continued service. Such time-vested RSUs are valued at the date of grant based on the closing price of the Common Shares on the grant date. Compensation cost, adjusted for estimated forfeitures, is amortized on a straight-line basis over the requisite service period.

In addition to the time vested RSUs, the Company entered into an Executive Performance RSU Award Agreement (the "Agreement") with certain officers, including its President and Chief Executive Officer, Chief Financial Officer and Senior Vice President, Sales (each a "2024 Participating Executive") pursuant to which each 2024 Participating Executive will have the opportunity to earn a specified amount of restricted stock units (RSUs) based on Fuel Tech's performance in 2024. The target amount of RSUs for each of four possible RSU award components is set for each Participating Executive for 2024. The amount of actual RSU awards to be issued is contingent on performance by the Participating Executive and the Company in the performance areas and for the measurement periods set forth in the Agreement as determined by the Company.

The Agreement provides for four possible RSU awards: "Look-Back RSUs," "Total Revenue RSUs," "New Business Growth RSUs," and "Operating Income Growth" RSUs. If the Look-Back RSU's are awarded, these RSUs will follow a vesting schedule that provides for vesting of one-third of the granted Look-Back RSUs after the first anniversary of the grant determination date, one-third after the second anniversary date and one-third after the third anniversary date. If the Total Revenue RSUs, New Business Growth RSUs, or Operating Income Growth RSUs targets are achieved, these RSU's will follow a vesting schedule whereby 100% of the granted RSUs will vest one year following the grant determination date. All RSUs are valued at the date of grant based on the closing price of the Company's common stock on the grant date.

At March 31, June 30, 2024, there is \$1.135 \$1.081 of unrecognized compensation cost related to all non-vested share-based compensation arrangements granted under the Incentive Plan. That cost is expected to be recognized over the remaining requisite service period of 1.81 1.58 years.

A summary of restricted stock unit activity for the three six months ended March 31, June 30, 2024 is as follows:

Weighted Average	Weighted
Grant Date	Average
	Grant
	Date

	Shares	Fair Value	Shares	Fair Value
Unvested restricted stock units at January 1, 2024	1,762,248	\$ 1.29	1,762,248	\$ 1.29
Granted	106,000	1.10	151,000	1.09
Vested			(406,026)	1.14
Forfeited	(425,100)	1.26	(425,100)	1.26
Unvested restricted stock units at March 31, 2024	1,443,148	\$ 1.20		
Unvested restricted stock units at June 30, 2024			1,082,122	\$ 1.26

The fair value of restricted stock that vested during the three six-month period ended March 31, June 30, 2024 was \$0, \$462.

Deferred Directors Fees

In addition to the Incentive Plans, Fuel Tech has a Deferred Compensation Plan for Directors (Deferred Plan). Under the terms of the Deferred Plan, Directors can elect to defer Directors' fees for shares of Fuel Tech Common Stock that are issuable at a future date as defined in the agreement. In accordance with Accounting Standards Codification (ASC) 718, Fuel Tech accounts for these awards as equity awards as opposed to liability awards. During the three six-month periods ended March 31, June 30, 2024 and 2023, Fuel Tech recorded no stock-based compensation expense under the Deferred Plan.

9. Warrants

The following table summarizes information about warrants outstanding and exercisable at March 31, June 30, 2024:

Exercise Price	Exercise Price	Number Outstanding/Exercisable	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Exercise Price	Number Outstanding/Exercisable	Weighted Average Remaining Life in Years	Weighted Average Exercise Price
\$5.10	\$5.10	2,500,000	2.37	\$ 5.10	\$5.10	2,500,000	2.12	\$ 5.10
\$6.45	\$6.45	350,000	2.37	\$ 6.45	\$6.45	350,000	2.12	\$ 6.45
		2,850,000				2,850,000		

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10. Debt Financing

On June 30, 2022, the Company entered into an Investment Collateral Security agreement to use for the sole purpose of issuing standby letters of credit that replaces the former Cash Collateral agreement with BMO Harris. The Investment Collateral Security agreement requires us to pledge our investments as collateral for 150% of the aggregate face amount of outstanding standby letters of credit. The Company pays 250 basis points on the face values of outstanding letters of credit. There are no financial covenants set forth in the Investment Collateral Security agreement. At March 31, June 30, 2024, the Company had outstanding standby letters of credit totaling approximately \$888 480 under the Investment Collateral Security agreement. At March 31, June 30, 2024, the investments held as collateral totaled \$1,332 720. Fuel Tech is committed to reimbursing the issuing bank for any payments made by the bank under these instruments.

11. Business Segment and Geographic Financial Data

Business Segment Financial Data

We segregate our financial results into two reportable segments representing two broad technology segments as follows:

- The Air Pollution Control technology segment includes technologies to reduce NOx emissions in flue gas generated by the firing of natural gas or coal from boilers, incinerators, furnaces, and other stationary combustion sources. These include Over-Fire Air systems, NOxOUT® and HERT™ Selective Non-Catalytic Reduction systems, and Selective Catalytic Reduction (SCR) systems. Our SCR systems can also include Ammonia Injection Grid, and Graduated Straightening Grid GSG™ systems to provide high NOx reductions at significantly lower capital and operating costs than conventional SCR systems. ULTRA® technology creates ammonia at a plant site using safe urea for use with any SCR application. Electrostatic Precipitator technologies make use of electrostatic precipitator products and services to reduce particulate matter. Flue Gas Conditioning systems are chemical injection systems offered in markets outside the U.S. and Canada to enhance electrostatic precipitator and fabric filter performance in controlling particulate emissions.

- The FUEL CHEM® technology segment, which uses chemical processes in combination with advanced Computational Fluid Dynamics and Chemical Kinetics Modeling boiler modeling, for the control of slagging, fouling, corrosion, opacity and other sulfur trioxide-related issues in furnaces and boilers through the addition of chemicals into the furnace using TIFI® Targeted In-Furnace Injection™ technology.

The “Other” classification includes those profit and loss items not allocated to either reportable segment. There are no inter-segment sales that require elimination.

We evaluate performance and allocate resources based on reviewing gross margin by reportable segment. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies (Note 1 in our annual report on Form 10-K). We do not review assets by reportable segment, but rather, in aggregate for the Company as a whole.

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Information about reporting segment net sales and gross margin from operations is provided below:

	Air Pollution	FUEL CHEM			Air Pollution	FUEL CHEM		
	Control Segment	Segment	Other	Total				
Three months ended March 31, 2024								
Three months ended June 30, 2024					Control Segment	Segment	Other	Total
Revenues from external customers	\$ 2,318	\$ 2,639	\$ —	\$ 4,957	\$ 3,949	\$ 3,093	\$ —	\$ 7,042
Cost of sales	(1,428)	(1,500)	—	(2,928)	(2,405)	(1,685)	—	(4,090)
Gross margin	890	1,139	—	2,029	1,544	1,408	—	2,952
Selling, general and administrative	—	—	(3,345)	(3,345)	—	—	(3,245)	(3,245)
Research and development	—	—	(376)	(376)	—	—	(422)	(422)
Operating income (loss) from operations	\$ 890	\$ 1,139	\$ (3,721)	\$ (1,692)	\$ 1,544	\$ 1,408	\$ (3,667)	\$ (715)

	Air Pollution	FUEL CHEM			Air Pollution	FUEL CHEM		
	Control Segment	Segment	Other	Total				
Three months ended March 31, 2023								
Three months ended June 30, 2023					Control Segment	Segment	Other	Total
Revenues from external customers	\$ 3,559	\$ 3,728	\$ —	\$ 7,287	\$ 3,422	\$ 2,039	\$ —	\$ 5,461
Cost of sales	(2,594)	(1,888)	—	(4,482)	(2,347)	(1,118)	—	(3,465)
Gross margin	965	1,840	—	2,805	1,075	921	—	1,996
Selling, general and administrative	—	—	(3,245)	(3,245)	—	—	(2,915)	(2,915)
Research and development	—	—	(218)	(218)	—	—	(413)	(413)
Operating income (loss) from operations	\$ 965	\$ 1,840	\$ (3,463)	\$ (658)	\$ 1,075	\$ 921	\$ (3,328)	\$ (1,332)

	Air Pollution	FUEL CHEM						
	Control Segment	Segment	Other	Total				
Six months ended June 30, 2024								
Revenues from external customers	\$ 6,267	\$ 5,732	\$ —	\$ 11,999				
Cost of sales	(3,833)	(3,185)	—	(7,018)				
Gross margin	2,434	2,547	—	4,981				
Selling, general and administrative	—	—	(6,590)	(6,590)				
Research and development	—	—	(798)	(798)				
Operating income (loss) from operations	\$ 2,434	\$ 2,547	\$ (7,388)	\$ (2,407)				

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	Air Pollution	FUEL CHEM						
	Control Segment	Segment	Other	Total				
Six months ended June 30, 2023								

Revenues from external customers	\$	6,981	\$	5,767	\$	—	\$	12,748
Cost of sales		(4,941)		(3,006)		—		(7,947)
Gross margin		2,040		2,761		—		4,801
Selling, general and administrative		—		—		(6,160)		(6,160)
Research and development	\$	—	\$	—	\$	(631)	\$	(631)
Operating income (loss) from operations	\$	2,040	\$	2,761	\$	(6,791)	\$	(1,990)

Geographic Segment Financial Data

Information concerning our operations by geographic area is provided below. Revenues are attributed to countries based on the location of the end-user. Assets are those directly associated with operations of the geographic area.

	Three Months Ended		Three Months Ended		Six Months Ended	
	March 31,		June 30,		June 30,	
	2024	2023	2024	2023	2024	2023
Revenues:						
United States	\$ 3,595	\$ 5,981	\$ 4,471	\$ 4,316	\$ 8,066	\$ 10,297
Foreign	1,362	1,306	2,571	1,145	3,933	2,451
	<u>\$ 4,957</u>	<u>\$ 7,287</u>	<u>\$ 7,042</u>	<u>\$ 5,461</u>	<u>\$ 11,999</u>	<u>\$ 12,748</u>

	March 31,		December 31,		June 30,	
	2024		2023		2024	
	2024	2023	2024	2023	2024	2023
Assets:						
United States	\$ 45,744	\$ 46,487	\$ 45,525	\$ 46,487		
Foreign	3,702	3,901	3,469	3,901		
	<u>\$ 49,446</u>	<u>\$ 50,388</u>	<u>\$ 48,994</u>	<u>\$ 50,388</u>		

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12. Accrued Liabilities

The components of other accrued liabilities are as follows:

	As of		As of	
	March 31, 2024		December 31, 2023	
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Contract liabilities (Note 3)	\$ 761	\$ 1,279	\$ 276	\$ 1,279
Warranty reserve (Note 13)	159	159	159	159
Deferred revenue	100	103	78	103
Accrued professional fees	—	101	—	101
Other accrued liabilities	264	292	206	292
Total other accrued liabilities	<u>\$ 1,284</u>	<u>\$ 1,934</u>	<u>\$ 719</u>	<u>\$ 1,934</u>

13. Commitments and Contingencies

Fuel Tech is subject to various claims and contingencies related to, among other things, workers compensation, general liability (including product liability), and lawsuits. The Company records liabilities where a contingent loss is probable and can be reasonably estimated. If the reasonable estimate of a probable loss is a range, the Company records the most probable estimate of the loss or the minimum amount when no amount within the range is a better estimate than any other amount. The Company discloses a contingent liability even if the liability is not probable or the amount is not estimable, or both, if there is a reasonable possibility that a material loss may have been incurred.

From time to time we are involved in litigation with respect to matters arising from the ordinary conduct of our business. In the opinion of management, based upon presently available information, either adequate provision for anticipated costs have been accrued or the ultimate anticipated costs will not materially affect our consolidated financial position, results of operations, or cash flows. We do not believe we have any pending loss contingencies that are probable or reasonably possible of having a material impact on our consolidated financial position, results of operations or cash flows.

Fuel Tech issues a standard product warranty with the sale of its products to customers. Our recognition of warranty liability is based primarily on analyses of warranty claims experienced in the preceding years as the nature of our historical product sales for which we offer a warranty are substantially unchanged. This approach provides an aggregate warranty accrual that is historically aligned with actual warranty claims experienced.

There was no change in the warranty liability balance included in the other accrued liabilities line of the Condensed Consolidated Balance Sheets during the **three** six months ended **March 31, June 30, 2024** and 2023. The warranty liability balance was \$159 at **March 31, June 30, 2024** and December 31, 2023.

14. Income Taxes

The Company's effective tax rate is approximately **3.8%** **13.8%** and 0.0% for the **three** six-month periods ended **March 31, June 30, 2024** and 2023, respectively. The Company's effective tax rate differs from the statutory federal tax rate of 21% for the **three** six-month periods ended **March 31, June 30, 2024** and 2023 primarily due to a full valuation allowance recorded on our United States, China and Italy deferred tax assets since we cannot anticipate when or if we will have sufficient taxable income to utilize the deferred tax assets in the future. Further, our effective tax rate differs from the statutory federal tax rate due to state taxes, differences between U.S. and foreign tax rates, foreign losses incurred with no related tax benefit, non-deductible commissions, and non-deductible meals and entertainment expenses for the **three** six-month periods ended **March 31, June 30, 2024** and 2023.

Fuel Tech had no unrecognized tax benefits as of **March 31, June 30, 2024** and December 31, 2023.

FUEL TECH, INC.

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

Overview

In the **first** **second** quarter of 2024, the **Company generated increased revenues in both product segments as compared to the same period in 2023.** The Company continued to successfully execute on APC segment projects despite customer driven delays in project execution. The Company **faced challenges related to experienced recovery in the FUEL CHEM segment due as dormant accounts returned to unplanned maintenance outages at customer plants, service as a result of outage completions and increased dispatch..** We continue to invest in development of new technologies to expand our product offerings into the water and waste-water treatment market. Our capital resources are sufficient for our immediate and longer-term needs, and we continue to enjoy the services and support of a dedicated workforce. We expect that our cost control efforts will maintain our existing levels of operating expenditures and that new business opportunities will lead to an improved market outlook.

Key Operating Factors

Our FUEL CHEM segment experienced **a decrease** **an increase** in revenue and segment operating profits in the current quarter as compared to 2023. The FUEL CHEM segment was **positively** impacted by **weather and** dispatch related **decreases** **increases** in operational demand from our client base and to **a lesser degree by scheduled plant closures versus the same period** **addition of new business in the current quarter as compared to 2023.**

Our Air Pollution Control (APC) business experienced **a decrease** **an increase** in revenue in the current quarter as compared to 2023, primarily due to **delays** **progress** in project execution. We are encouraged by the depth of our business development activities, which reflects an increased focus on global emissions protocols across a variety of fuel sources. We continue to experience a challenging operational environment resulting from customers delaying the timing of purchasing decisions. Our Consolidated APC backlog at **March 31, June 30, 2024** was **\$6,181** **4,250** and our global sales pipeline is in the \$50 -75 million range.

Results of Operations

Revenues

Revenues for the three-month periods ending March 31, June 30, 2024 and 2023 were \$4,957,704 and \$7,287,546, respectively, representing an increase of \$1,581, or 29%, versus the same period last year. Revenues for the six-month periods ending June 30, 2024 and 2023 were \$11,999 and \$12,748, respectively, representing a decrease of \$2,330, \$749, or 6%32%, versus the same period last year.

The APC technology segment generated revenues of \$2,318,349 for the three-month period ended March 31, June 30, 2024, representing a decrease an increase of \$1,241,527, or 35%15%, from the prior year amount of \$3,559,342. The APC technology segment generated revenues of \$6,267 for the six-month period ended June 30, 2024, representing a decrease of \$714, or 10%, from the prior year amount of \$6,981. This decrease in APC revenue was primarily related to customer-related delays in timing of project execution. Consolidated APC backlog at March 31, June 30, 2024 was \$6,181,425 versus backlog at December 31, 2023 of \$7,458, \$7,458. Our current backlog consists of U.S. domestic projects totaling \$5,523,378 and international projects totaling \$658,472.

The FUEL CHEM technology segment generated revenues of \$2,639,309 and \$3,728,209 for the three-month periods ended March 31, June 30, 2024 and 2023, respectively, representing an increase of \$1,054, or 52%. The FUEL CHEM technology segment generated revenues of \$5,732 and \$5,767 for the six-month periods ended June 30, 2024 and 2023, respectively, representing a decrease of \$1,089, \$35, or 1%29%. This slight decrease in FUEL CHEM revenue for the three and six months ended March 31, 2024 June 30, 2024 as compared to the same period in the prior year was primarily due to a decrease in electrical generation demand, unscheduled plant outages and plant closures, outages.

Cost of sales and gross margin

Consolidated gross margin percentage for the three-month periods ended March 31, June 30, 2024 and 2023 was 42% and 37%, respectively. Gross margin increased versus the comparable period in 2023 due to increases in both operating segments. For the three-month periods ended June 30, 2024 and 2023 the FUEL CHEM operating segment gross margins increased to 46% from 45% primarily due to the increase in segment revenue. APC gross margin increased to 39% from 31% primarily due to product and project mix. Consolidated gross margin percentage for the six-month periods ended June 30, 2024 and 2023 was 41%42% and 38%, respectively. Gross margin increased versus the comparable period in 2023 due to an increase in the APC operating segment gross margin partially offset by a decrease in FUEL CHEM operating segment gross margin. For the three-month six-month periods ended March 31, June 30, 2024 and 2023 the FUEL CHEM operating segment gross margins decreased to 43%44% from 49%48% primarily due to the reduction in revenue. revenue in the prior quarter. APC gross margin increased to 38%39% from 27%29% primarily due to product and project mix.

Selling, general and administrative

Selling, general and administrative expenses (SG&A) were \$3,345,324 and \$3,245,291 for the three-month periods ended March 31, June 30, 2024 and 2023, respectively. For the three-month period ended March 31, June 30, 2024 the increase of \$100,330 is primarily the result of increases in employee compensation and benefit related costs of \$66 and \$260, international administrative expenses of \$49, \$57 and domestic administrative expenses of \$33 partially offset by decreases a decrease in costs related to our international locations business and real estate taxes of \$25, \$84. For the three-month periods ending March 31, June 30, 2024 and 2023, SG&A as a percentage of revenues decreased to 46% from 53%. The decrease versus the comparable period is primarily due to the increase in revenues compared to prior year quarter.

Selling, general and administrative expenses (SG&A) were \$6,590 and \$6,160 for the six-month periods ended June 30, 2024 and 2023, respectively. For the six-month period ended June 30, 2024 the increase of \$430 is primarily the result of increases in employee compensation and benefit related costs of \$326, depreciation of \$28, international administrative expenses of \$32 and domestic administrative expenses of \$130, partially offset by a decrease in costs related to business and real estate taxes of \$87. For the six-month periods ending June 30, 2024 and 2023, SG&A as a percentage of revenues increased to 67%55% from 45%48%. The increase versus the comparable period is primarily due to the decrease in revenues compared to the prior year quarter. year.

Research and development

Research and development expenses were \$376,422 and \$798\$218 respectively for the three and six-month periods ended March 31, 2024 June 30, 2024, and for the same periods in 2023 were \$413 and \$631, respectively. The expenditures in our research and development expenses are focused on new product development efforts in the pursuit of commercial applications for technologies outside of our traditional markets, and in the development and analysis of new technologies that could represent incremental market opportunities. This includes water treatment technologies and more specifically, our DGI® Dissolved Gas Infusion Systems, an innovative alternative to current aeration technology. This infusion process has a variety of applications in the water and wastewater industries, including remediation, treatment, biological activity, and wastewater odor management. DGI® technology benefits include reduced energy consumption, installation costs, and operating costs, while improving treatment performance.

Interest income

Interest income was \$311,334 for the three-month period ended March 31, June 30, 2024 compared to \$339,307 for the same period in 2023. Interest income was \$645 for the six-month period ended June 30, 2024 compared to \$646 for the same period in 2023. Interest income primarily relates to interest received on the held-to-maturity debt securities and money market funds.

Other income (expense), net

Other income, expense, net was \$1,673 34 for the three-month period ended March 31, June 30, 2024 compared to Other expense, net of \$90 14 for the same period in 2023. Other income, net was \$1,639 for the six-month period ended June 30, 2024 compared to Other expense, net of \$104 for the same period in 2023. Other income in 2024 primarily relates to the employee retention credit, credit of \$1, 677 recorded in the first quarter of 2024. Other expense in 2023 was mainly due to transactional foreign exchange losses.

Liquidity and Sources of Capital

We have losses from operations during the three six-month period ended March 31, June 30, 2024 totaling \$1,692 2,407. Our cash used in operations for this same period totaled \$1,075 2,664.

Our cash and cash equivalent balance as of March 31, June 30, 2024 totaled \$11,382 10,404, which includes \$267 \$1,236 of cash equivalents, and our working capital totaled \$27,660 25,821. We have no outstanding debt other than our outstanding letters of credit, under our Investment Collateral Security agreement with BMO Harris Bank, N.A. (the Investment Collateral Security agreement), which does not have any financial covenants. We expect to continue operating under this arrangement for the foreseeable future.

Operating activities used cash of \$1,075 2,664 for the three six-month period ended March 31, June 30, 2024, primarily due to an increase in accounts receivable of \$427 \$1,928 (including the impact of the employee retention credit receivable), a decrease in accrued expenses and other current liabilities of \$609, and a decrease \$1,728, offset by an increase in accounts payable of \$563, offset by \$524, removals of non-cash items from our net income from continuing operations for depreciation and amortization of \$96 \$192 and stock-based compensation of \$104. \$228.

Operating activities provided cash of \$1,010 \$17 for the three six-month period ended March 31, June 30, 2023, primarily due to collection of accounts receivable balances, a decrease in other current assets of \$51, and a decrease \$114, an increase in accounts payable of \$934 \$383 due to timing of project related activity, and the impact of non-cash items of \$168, offset by an increase in inventory of \$116 \$135 for anticipated ancillary project demand and a decrease in accrued liabilities of \$518. demand.

Investing activities used cash of \$5,005 4,311 and \$8,715 \$8,288 for the three six-month periods ended March 31, June 30, 2024 and 2023, respectively. Investing activities for the three six-month periods ended March 31, June 30, 2024 and 2023 primarily consisted of purchases of debt securities as investments of \$7,641 \$11,107 and \$9,685, respectively. Investing activities for the three six-month periods ended March 31, 2024 June 30, 2024 and 2023 were funded by the maturities of debt securities of \$2,750 \$7,000 and \$1,000, \$1,500, respectively.

There was no Financing activities used cash provided by financing activities for the three-month periods six months ended March 31, 2024 and 2023. June 30, 2024 of \$95 due to taxes paid on behalf of the equity award participants on the vesting of restricted stock units. Financing activities provided cash of \$42 for the six months ended June 30, 2023 due to proceeds from the exercise of stock options.

We continue to monitor our liquidity needs and in response to our recent periods of declines in revenue and net losses have taken measures to reduce expenses and restructure operations which we feel are necessary to ensure we maintain sufficient working capital and liquidity to operate the business and invest in our future. We have evaluated our ongoing business needs and considered the cash requirements of our base business of Air Pollution Control and FUEL CHEM. This evaluation included consideration of the following: a) customer and revenue trends in our APC and FUEL CHEM business segments, b) current operating structure and expenditure levels, and c) other research and development initiatives. Based on this analysis, management believes that currently we have sufficient cash and working capital to operate our base APC and FUEL CHEM businesses. We believe our current cash position and net cash flows expected to be generated from operations are adequate to fund planned operations of the Company for the next 12 months.

We expect additional capital expenditures in 2024 for the DGI business, maintenance of field equipment, computer and systems, and general office equipment. We expect to fund our capital expenditures with cash from operations or cash on hand.

In 2022, the Board of Directors approved an investment plan that would hold \$20,000 in funds at BMO Harris Bank (BMO Harris) to be invested in held-to-maturity debt securities of United States (US) Treasuries, including Notes, Bonds, and Bills, or US Government Agency securities. The funds are held in money market funds until they are invested in those securities. The investments are structured to create a maturity "ladder" where the proceeds from maturities are re-invested to maintain a balance of short- and long-term investments based on expected business needs. Maturities are between three and thirty-six months. This strategy allows the Company to provide returns on excess cash, while managing liquidity and minimizing exposure to interest rate fluctuations.

On June 30, 2022, the Company entered into the Investment Collateral Security agreement to use for the sole purpose of issuing standby letters of credit, which replaces the Cash Collateral Security agreement with BMO Harris Bank, N.A. (the Former Collateral agreement). The Investment Collateral Security agreement requires us to pledge our investments as collateral for 150% of the aggregate face amount of outstanding standby letters of credit. The Company pays 250 basis points on the face values of outstanding letters of credit.

There are no financial covenants set forth in the Investment Collateral Security agreement. At March 31, June 30, 2024, the Company had outstanding standby letters of credit totaling approximately \$88,480 under the Investment Collateral Security agreement. At March 31, June 30, 2024, the investments held as collateral totaled \$1,332,720. Fuel Tech is committed to reimbursing the issuing bank for any payments made by the bank under these instruments.

Contingencies and Contractual Obligations

Fuel Tech issues a standard product warranty with the sale of its products to customers as discussed in Note 13. There was no change in the warranty liability balance during the three months ended March 31, 2024 June 30, 2024.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements," as defined in Section 21E of the Securities Exchange Act of 1934, as amended, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and reflect Fuel Tech's current expectations regarding future growth, results of operations, cash flows, performance and business prospects, and opportunities, as well as assumptions made by, and information currently available to, our management. Fuel Tech has tried to identify forward-looking statements by using words such as "anticipate," "believe," "plan," "expect," "estimate," "intend," "will," and similar expressions, but these words are not the exclusive means of identifying forward-looking statements. These statements are based on information currently available to Fuel Tech and are subject to various risks, uncertainties, and other factors, including, but not limited to, those discussed in Fuel Tech's Annual Report on Form 10-K for the year ended December 31, 2023 in Item 1A under the caption "Risk Factors," which could cause Fuel Tech's actual growth, results of operations, financial condition, cash flows, performance and business prospects and opportunities to differ materially from those expressed in, or implied by, these statements. Fuel Tech undertakes no obligation to update such factors or to publicly announce the results of any of the forward-looking statements contained herein to reflect future events, developments, or changed circumstances or for any other reason. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including those detailed in Fuel Tech's filings with the Securities and Exchange Commission.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Fuel Tech's earnings and cash flow are subject to fluctuations due to changes in foreign currency exchange rates. We do not enter into foreign currency forward contracts nor into foreign currency option contracts to manage this risk due to the immaterial nature of the transactions involved.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Fuel Tech maintains disclosure controls and procedures and internal controls designed to ensure (a) that information required to be disclosed in Fuel Tech's filings under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (b) that such information is accumulated and communicated to management, including the principal executive and financial officer, as appropriate to allow timely decisions regarding required disclosure. Fuel Tech's Chief Executive Officer and principal financial officer have evaluated the Company's disclosure controls and procedures, as defined in Rules 13a – 15(e) and 15d -15(e) of the Exchange Act, as of the end of the period covered by this report, and they have concluded that these controls and procedures are effective.

Changes in Internal Control over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the quarter covered by this report that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are from time to time involved in litigation incidental to our business. We are not currently involved in any litigation in which we believe an adverse outcome would have a material effect on our business, financial conditions, results of operations, or prospects.

Item 1A. Risk Factors

The risk factors included in our Annual Report on Form 10-K for fiscal year ended December 31, 2023 have not materially changed.

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

None

Item 6. Exhibits

a. Exhibits (all filed herewith)

- 31.1 [Certification of CEO pursuant to Section 302 of Sarbanes-Oxley Act of 2002](#)
- 31.2 [Certification of principal financial officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002](#)
- 32 [Certification of CEO and principal financial officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002](#)
- 101.1 Inline INSBRL Instance Document - The Instance Document does not appear in the Interactive Data File because its Inline XBRL tags are embedded within the Inline XBRL document.
- 101.2 Inline SCHXBRL Taxonomy Extension Schema Document
- 101.3 Inline CALXBRL Taxonomy Extension Calculation Linkbase Document
- 101.4 Inline DEFXBRL Taxonomy Extension Definition Linkbase Document
- 101.5 Inline LABXBRL Taxonomy Extension Label Linkbase Document
- 101.6 Inline PREXBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

FUEL TECH, INC.

Signatures

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

Date: May 7, 2024 August 6, 2024

By: /s/ Vincent J. Arnone

Vincent J. Arnone

President and Chief Executive Officer

(Principal Executive Officer)

Date: May 7, 2024 August 6, 2024

By: /s/ Ellen T. Albrecht

Ellen T. Albrecht

Vice President, Chief Financial Officer and Treasurer

(Principal Financial Officer)

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Exhibit 31.1

I, Vincent J. Arnone, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fuel Tech, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers 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 officers 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 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 7, 2024 August 6, 2024

By: /s/ Vincent J. Arnone

Vincent J. Arnone

President and Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

I, Ellen T. Albrecht, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fuel Tech, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers 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 officers 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 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 7, 2024 August 6, 2024

By: /s/ Ellen T. Albrecht

Ellen T. Albrecht

Vice President, Chief Financial Officer and Treasurer

(Principal Financial Officer)

Exhibit 32

The undersigned in their capacities as Chief Executive Officer and Principal Financial Officer of the Registrant do hereby certify that:

(i) this report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant as of, and for, the periods presented in the report.

Date: May 7, 2024 August 6, 2024

By: /s/ Vincent J. Arnone

Vincent J. Arnone

President and Chief Executive Officer

(Principal Executive Officer)

Date: May 7, 2024 August 6, 2024

By: /s/ Ellen T. Albrecht

Ellen T. Albrecht

Vice President, Chief Financial Officer and Treasurer

(Principal Financial Officer)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (the "Act") this certification accompanies the Report and shall not, except to the extent required by the Act, be deemed filed by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Fuel Tech, Inc. and will be retained by Fuel Tech, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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