# urban-gro, Inc.

United States / AgTech Primary: Nasdaq Secondary: Frankfurt Stock Exchange Bloomberg: UGRO US ISIN: US91704K2024

2023 reporting

RATING	BUY
PRICE TARGET	\$ 4.30
Return Potential	125.1%
Risk Rating	High

# **SNAKE-BITTEN Q4**

We are staying Buy-rated on UGRO, despite a substantial Q4 topline and EBITDA miss. The company was snake-bitten in Q4, when three commercial projects slated for YE completion pushed into 2024. Investors hit the bid on the shortfall, but we think the sharp stock recoil may prove to be an overreaction as soon as Q1 reporting. UGRO brass emphasised that the projects were not lost and were active in Q1, while also recommitting to achieve a black AEBITDA in 2024. The initial 2024 guide underpins the need to be conservative and restore credibility with investors. Meanwhile, potential legislative catalysts for American cannabis also remain in play. Our TP moves to \$4.3 (old: \$4.7) after recalibrating FBe on 2023 reporting.

**Snake-bitten Q4** After whittling down losses the past quarters, a breakeven AEBITDA was within reach for the October-to-December period. But *three* major project delays torpedoed Q4 performance resulting in a material topline and earnings miss to the street and FBe. Management reassured us that the contracts were merely delayed. One client needed to switch properties, another mandate wanted more design work before proceeding, while the third deal was reined back for timing reasons. We think Q4 would have been close to our targets (overleaf) with on-time completions. But the optics of the earnings shortfall aren't great, and UGRO brass will now need to show investors that the revamped business model can actually deliver on earnings targets.

**Other Q4 takeaways** The initial 2024 revenue guide calls for \$84m in sales (+17% Y/Y) alongside positive AEBITDA. The company strained to pare down non-essential costs last year, which should translate into some \$8m in OpEx savings. This means AEBITDA breakeven is now possible on quarterly revenue of \$16m to \$19m depending on the segment mix. A black KPI does not hinge on a pickup in cannabis with commercial business having taken the growth reins. Although we're confident that our model is directionally accurate, it's challenging right now to precisely model UGRO, while the company earns its chops in the new commercial spaces and . . . (p.t.o.)

### **FINANCIAL HISTORY & PROJECTIONS**

			2024E	2025E
62.11 6	67.03	71.54	82.50	114.78
0.4%	7.9%	6.7%	15.3%	39.1%
2.68	-3.89	-9.71	0.49	2.11
4.3% -	5.8% -1	13.6%	0.6%	1.8%
-0.88 -1	5.28 -	18.68	-5.45	-2.94
-0.09	-1.44	-1.66	-0.45	-0.29
0.00	0.00	0.00	0.00	0.00
-9.90 -1	7.06	-9.21	0.48	0.02
1.8% -2	3.5% ´	10.4%	7.2%	11.6%
34.59 1	2.01	1.11	1.40	1.23
	10.4% -   2.68 -   -0.88 -1   -0.09 -   0.00 -   -9.90 -1   11.8% -2	40.4% 7.9%   2.68 -3.89   4.3% -5.8% -*   -0.88 -15.28 -   -0.09 -1.44 -   0.00 0.00 -   -9.90 -17.06 -   '1.8% -23.5% -	10.4% 7.9% 6.7%   2.68 -3.89 -9.71   4.3% -5.8% -13.6%   -0.88 -15.28 -18.68   -0.09 -1.44 -1.66   0.00 0.00 -0.00   -9.90 -17.06 -9.21   '1.8% -23.5% 10.4%	10.4% 7.9% 6.7% 15.3%   2.68 -3.89 -9.71 0.49   4.3% -5.8% -13.6% 0.6%   -0.88 -15.28 -18.68 -5.45   -0.09 -1.44 -1.66 -0.45   0.00 0.00 0.00 -9.90   -17.06 -9.21 0.48   '1.8% -23.5% 10.4% 7.2%

\* adjusted EBITDA

# **RISKS**

Risks include but aren't limited to regulatory, financing and market cyclicality, particularly in the cannabis sector.

# **COMPANY PROFILE**

urban-gro, Inc is a provider of professional turnkey facility services to the CEA industry and various commercial sectors. Headquartered in Denver, Colorado, the company now operates six offices across North America and one in Europe. Urban-gro has 140 employees.

MARKET DA	ГА	As of 0	3 Apr 2024
Closing Price		\$ 1.91	
Shares outstand		12.07m	
Market Capitalis	9	\$ 23.06m	
52-week Range	\$ 1.	00 / 2.82	
Avg. Volume (12		114,087	
Multiples	2023	2024E	2025E
P/E	n.a.	n.a.	n.a.
EV/Sales	0.4	0.3	0.2
EV/EBITDA	n.a.	51.4	11.9
Div. Yield	0.0%	0.0%	0.0%

### **STOCK OVERVIEW**



COMPANY DATA	As of 31 Dec 2023
Liquid Assets	\$ 1.10m
Current Assets	\$ 40.95m
Intangible Assets	\$ 4.39m
Total Assets	\$ 64.40m
Current Liabilities	\$ 42.11m
Shareholders' Equity	\$ 20.07m
SHAREHOLDERS	
Insiders	28.9%
Institutional Holdings	28.0%
Free Float	43.1%

... state-level regulatory logjams continue to gate cannabis activity. We have essentially rolled previous 2023 FBe forward to 2024. YE23 liquidity dipped to \$1m on WC consumption but a large receivable has since been collected restoring the coffers to normal levels. UGRO tapped into its RCF to cover the WC but has since repaid the roughly \$2.5m drawn down.

# LEGISLATIVE UPDATE

**Cannabis reclassification rumour mill once again at a fever pitch** A few weeks ago Vice President Kamala Harris called on the Drug Enforcement Administration (DEA) to come to a decision on cannabis rescheduling "as quickly as possible", saying that "to consider weed as dangerous as heroin and more dangerous than fentanyl is absurd, not to mention patently unfair".

Her comments stoked market speculation that a rescheduling is imminent, sending cannabis securities higher. The Biden administration hopes to notch a win to sway young voters in the upcoming election. But unnamed sources recently noted that the DEA is "at odds with the White House" on rescheduling, while a former DEA administrator who served under the Trump administration was quoted as saying the "science does not support rescheduling of marijuana."

Despite the ongoing tug of war, it should be pointed out that the Congressional Research Service (CRS) says it's "likely" the DEA will accept the Schedule III determination based on past scheduling precedent. We regard this as a political hot potato and think sector shares will remain highly volatile until the DEA wraps up its review of the HHS (Department of Health and Human Services) recommendation.

**Meanwhile, Germany legalised personal usage** In late March, Germany's upper house, the *Bundesrat*, cleared the way to partially legalise cannabis for recreational consumption. This was expected although there had been some 11<sup>th</sup> hour pushback creating uncertainty ahead of the vote.

Starting 1 July, special cannabis clubs with up to 500 members will be allowed to grow and purchase pot on a limited basis, and adults aged 18 and over will be permitted to carry up to 25 grams of cannabis for personal consumption. While this is certainly positive for sector sentiment, we reckon medical usage will continue to dominate the German market.

# **BREAKDOWN OF Q4 REPORTING**

# Table 1: Q4 vs FBe and prior year period

All figures in USDm	Q4/23	Q4/23E	variance	Q4/22	variance	2023	2022	variance
Revenue	15.0	21.9	-31%	17.3	-13%	71.5	67.0	7%
Gross profit	1.7	3.4	-50%	3.2	-47%	10.3	14.2	-27%
Margin	11.3%	15.4%	-	18.5%	-	14.4%	21.2%	-
AEBITDA	-2.8	-1.2	-	-1.7	-	-9.7	-3.9	-
Margin	-	-	-	-	-	-	-	-

Source: First Berlin Equity Research; urban-gro

**Q4 revenue disappoints** The company notched roughly \$15m in revenues for the October-to-December period (-13% Y/Y) and missed our \$22m target. The aforementioned project delays were the primary culprit, but Equipment Systems and Services sales also retreated from already soft prior year levels (table 2). Construction Design-Build failed to clear the prior year comp, but management reassured us that the delayed projects are again active and will be completed during 2024.

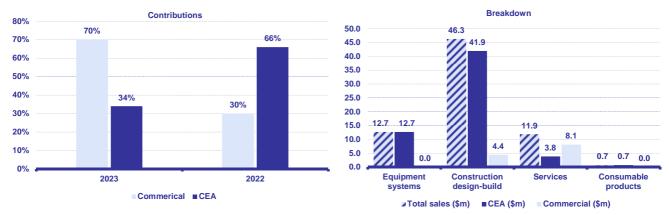
## Table 2: Revenue by segment

All figures in USDm	Q4/23	Q4/23E	variance	Q4/22	variance	2023	2022	variance
Equipment systems	2.1	2.5	-15%	2.3	-8%	12.7	33.3	-62%
Services	2.5	3.6	-30%	3.4	-26%	11.9	12.9	-7%
Construction Design-build	10.2	15.6	-35%	11.5	-11%	46.3	19.8	134%
Other	0.2	0.2	-21%	0.1	36%	0.7	1.0	-33%
Total revenue	15.0	21.9	-32%	17.3	-13%	71.5	67.0	7%

## Source: First Berlin Equity Research; urban-gro

On a full year basis, revenue of \$72m topped the 2022 result by 7%, with Construction Design-Build offsetting the declines in the CEA-driven Equipment Systems and Services segments. The much higher contribution from lower margin Construction Design-Build business led to the Y/Y decline in gross profit.

**Commercial clients accounted for 70% of 2023 revenue** CEA contributed the other 30% to the topline. This essentially reverses the revenue mix from the previous year (figure 1) when CEA sales tallied 66% and commercial added the balance. Although management think the spilt will revert to a 50/50 mix once the still choppy cannabis market opens up, we expect the blend to persist into 2025.





The Florida Supreme Court recently approved a ballot initiative that aims to legalise recreational weed usage for adults in this year's general election. This could spur a pickup in CEA for urban-gro.

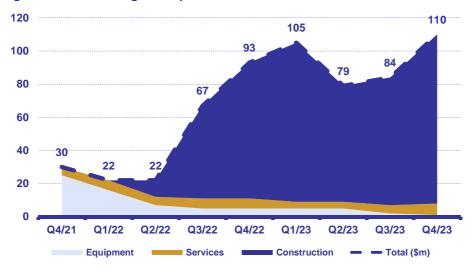


Figure 2: Order backlog developments

The backlog (table 3 overleaf) was up around 24% Y/Y and 32% on a sequential basis. The rise was occasioned by the postponement of three projects into the current fiscal year. This gives the company good visibility to start out 2024 and management guide for Q1 sales of around \$15m with AEBITDA at or better than \$-0.5m. A bounce-back quarter would go a long way to restoring investor confidence shaken by the Q4 miss.

Source: First Berlin Equity Research; urban-gro

Source: First Berlin Equity Research; urban-gro

# Table 3: YE23 backlog overview

in \$m	CEA	Commerical	Total	Ratio
Equipment Systems	1	-	1	1%
Services	3	4	7	6%
Construction Design-Build	73	29	102	93%
Total backlog	77	33	110	100%
Ratio	70%	30%	100%	

Source: First Berlin Equity Research; urban-gro

urban-gro exited the year with cash and liquid assets of \$1.1m vs \$4.8m at the end of Q3. The 77% Q/Q drop-off stems from a large open receivable that has now been paid. An increase in accounts payable meant UGRO ended the year with negative working capital of roughly \$1.8m.

# Table 4: Financial highlights

All figures in USDm	2023	2022	variance
Cash & liquid assets	1.1	12.0	-91%
Financial debt (short- and long-term)	3.2	3.8	-16%
Net debt / (net cash)	2.1	-8.2	-
Total assets	64.4	62.1	4%
Shareholders' equity	20.1	34.7	-42%
Equity ratio	31%	56%	-

Source: First Berlin Equity Research; urban-gro

Management noted on the Q4 earnings call that the company had dipped into its \$8m credit facility to cover aforementioned working capital requirements. urban-gro regards this as more of a backstop and has since repaid the drawdown. If the company indeed turns the profitability corner this year, it should be able to avoid tapping the RCF too often.

## **Table 5: Cash flow developments**

All figures in USDm	2023	2022	variance
Operating cash flow	-11.2	-12.6	-
Cash flow from investing	1.7	-4.5	-
Free cash flow (FCF)	-9.5	-17.1	-
Cash flow from financing	-1.4	-5.5	-
Net change in cash	-10.9	-22.6	-

Source: First Berlin Equity Research; urban-gro

# **FORECASTS & VALUATION**

Following the Q4 miss, we have essentially rolled our previous 2023 estimates forward to 2024. Although we're confident that our model is directionally accurate, it's not easy to precisely model UGRO right now, given all the moving parts to the revamped business alongside the state-level regulatory logjams gating cannabis.

# Table 6: Changes to forecasts and TP

	old	new	revision	upside	dividend yield	total return
Price target (\$)	4.7	4.3	<b>-9</b> %	<b>125%</b>	0.0%	<b>125%</b>
		2024E			2025E	
All figures in USD '000	old	new	revision	old	new	revision
Revenue	114,582	82,503	-28.0%	139,748	114,784	-17.9%
Gross profit	17,925	12,075	-32.6%	22,464	17,215	-23.4%
Margin (%)	15.6%	14.6%	-	16.1%	15.0%	-
AEBITDA	917	490	-46.6%	2,105	2,112	0.4%
Margin (%)	0.8%	0.6%	-	1.5%	1.8%	-
Segment revenue	old	new	revision	old	new	revision
Equipment Systems	19,888	12,143	-38.9%	24,463	17,262	-29.4%
Construction Design-build	78,157	58,332	-25.4%	93,789	81,154	-13.5%
Services	14,984	11,310	-24.5%	19,479	15,433	-20.8%
Consumable Products	1,552	719	-53.7%	2,017	935	-53.7%

## Source: First Berlin Equity Research estimates

The updated forecasts are now close to communicated 2024 guidance—\$84m in sales and breakeven AEBITDA—and do not assume a material pick-up in cannabis related business. We now hope for cannabis tailwinds to start having an impact in 2025, although at a more conservative velocity than previously targeted.

Management confirmed on the earnings call that cost-cutting measures are now complete and will result in annualised savings of some \$8m, which accounts for the uptick of our EBITDA margin next year.

After rolling our DCF forward and adopting the YE23 net debt figure as well as a lower risk-free rate tracking long-term bond yields, our model points to a \$4.3 target price (old: \$4.7). We maintain our Buy rating and believe our conviction will be justified with Q1 reporting showing a much improved adjusted EBITDA.

# Table 7: DCF model

In USD '000			2024E	2025E	2026E	2027E	2028E	2029E	2030E	20311
Sales			82,503	114,784	145,775	177,846	208,080	233,049	256,354	279,426
NOPLAT			-5,251	-2,757	357	3,572	7,606	9,234	10,900	12,647
(+) depreciation & amortisation			578	574	583	534	624	629	627	623
Net operating cash flow			-4,673	-2,183	940	4,106	8,230	9,863	11,527	13,270
(-) Total investments (CAPEX and WC)			38	-1,232	-1,994	-1,878	-2,083	-1,379	-1,408	-1,473
(-) Capital expenditures			-668	-700	-743	-729	-645	-722	-795	-866
(-) Working capital			707	-532	-1,250	-1,149	-1,438	-657	-613	-607
Free cash flows (FCF)			-4,635	-3,415	-1,054	2,227	6,147	8,484	10,119	11,797
PV of FCF's			-4,204	-2,716	-735	1,361	3,293	3,984	4,165	4,256
						Terminal EBI	Tmargin			
In EUR '000				5.9%	6.4%	6.9%	7.4%	7.9%	8.4%	8.9%
PV of FCFs in explicit period	24,439		11.1%	5.6	6.1	6.5	7.0	7.5	7.9	8.4
(+) PV of FCFs in terminal period	29,666	2	12.1%	4.8	5.2	5.5	5.9	6.3	6.6	7.0
Enterprise value (EV)	54,106	WACC	13.1%	4.1	4.4	4.7	5.0	5.3	5.6	5.9
(+) Net cash / (-) net debt	-2,092	\$	14.1%	3.6	3.8	4.1	4.3	4.6	4.8	5.1
(+) Investments / minority interests	0		15.1%	3.1	3.3	3.5	3.7	3.9	4.1	4.3
Shareholder value	52,014		16.1%	2.7	2.9	3.1	3.2	3.4	3.6	3.7
Fair value per share (\$)	4.3		17.1%	2.4	2.5	2.7	2.8	3.0	3.1	3.3
						Terminal gro	wth rate			
				1.0%	1.5%	2.0%	2.5%	3.0%	3.5%	4.0%
Cost of equity	15.5%		11.1%	6.3	6.5	6.7	7.0	7.3	7.7	8.0
Pre-tax cost of debt	9.0%	<b>U</b>	12.1%	5.4	5.5	5.7	5.9	6.1	6.4	6.6
Tax rate	30.0%	WACC	13.1%	4.6	4.7	4.9	5.0	5.2	5.4	5.6
After-tax cost of debt	6.3%	Ś	14.1%	4.0	4.1	4.2	4.3	4.4	4.6	4.7
Share of equity capital	85.0%		15.1%	3.5	3.6	3.6	3.7	3.8	3.9	4.0
Share of debt capital	15.0%		16.1%	3.0	3.1	3.2	3.2	3.3	3.4	3.5
WACC	14.1%		17.1%	2.7	2.7	2.8	2.8	2.9	2.9	3.0

\*Please note our model runs through 2035 and we have only shown the abbreviated version for formatting purposes

# **INCOME STATEMENT**

All figures in USD '000	2020	2021	2022	2023	2024E	2025E
Revenues	25,838	62,113	67,030	71,543	82,503	114,784
Cost of goods sold	-20,122	-47,353	-52,824	-61,251	-70,428	-97,569
Gross profit	5,716	14,760	14,206	10,292	12,075	17,215
SG&A	-6,658	-13,124	-24,271	-24,770	-15,263	-17,677
Stock-based compensation	-1,803	-1,841	-2,572	-2,199	-2,063	-2,296
Operating income (EBIT)	-2,746	-205	-12,637	-16,677	-5,251	-2,757
Net financial result	-1,498	-334	274	-98	-200	-180
Other non-operating result	-831	-337	-577	-1,863	0	0
Impairment loss	0	0	-2,661	-259	0	0
Pre-tax income (EBT)	-5,074	-876	-15,600	-18,897	-5,451	-2,937
Income taxes	0	0	322	216	0	0
Minority interests	0	0	0	0	0	0
Net income / loss	-5,074	-876	-15,278	-18,681	-5,451	-2,937
Diluted EPS (in \$)	-1.06	-0.09	-1.44	-1.66	-0.45	-0.29
AEBITDA	-652	2,679	-3,888	-9,712	490	2,112
Ratios						
Gross margin	22.1%	23.8%	21.2%	14.4%	14.6%	15.0%
EBIT margin	-10.6%	-0.3%	-18.9%	-23.3%	-6.4%	-2.4%
AEBITDA margin	-2.5%	4.3%	-5.8%	-13.6%	0.6%	1.8%
Net margin	-19.6%	-1.4%	-22.8%	-26.1%	-6.6%	-2.6%
Tax rate	15.0%	21.0%	21.0%	21.0%	21.0%	21.0%
Expenses as % of revenues						
SG&A	25.8%	21.1%	36.2%	34.6%	18.5%	15.4%
Stock-based compensation	7.0%	3.0%	3.8%	3.1%	2.5%	2.0%
Y-Y Growth						
Revenues	6.8%	140.4%	7.9%	6.7%	15.3%	39.1%
Operating income	n.m.	n.m.	n.m.	n.m.	n.m.	n.m.
Net income/ loss	n.m.	n.m.	n.m.	n.m.	n.m.	n.m.

# **BALANCE SHEET**

All figures in USD '000	2020	2021	2022	2023	2024E	2025
Assets						
Current assets, total	5,245	59,480	34,558	40,952	29,330	36,45
Cash and equivalents	185	34,591	12,008	1,113	1,398	1,23
Trade receivables	915	13,126	15,380	26,992	18,083	25,15
Inventories	537	515	320	229	386	53
Other ST assets	3,609	11,248	6,849	12,618	9,464	9,53
Non-current assets, total	2,915	14,675	27,508	23,427	23,538	23,68
Property, plant & equipment	129	208	1,307	1,419	1,428	1,43
Goodw ill & other intangibles	991	9,568	21,023	19,967	20,049	20,16
Financial assets	1,710	4,210	2,559	0	0	
Other LT assets	85	690	2,619	2,041	2,062	2,08
Total assets	8,161	74,155	62,066	64,379	52,869	60,14
Shareholders' equity & debt						
Current liabilities, total	14,546	25,005	24,256	42,110	33,892	41,70
Trade payables	654	6,067	9,960	25,411	17,366	24,05
ST debt	5,360	0	3,833	3,205	2,600	3,10
Customer deposits	4,879	13,345	2,571	603	695	96
Provisions	1,799	3,878	3,197	4,071	4,234	4,40
Other current liabilities	1,855	1,716	4,695	8,820	8,997	9,17
Long-term liabilities, total	1,021	983	3,078	2,198	2,294	2,39
Long-term debt	1,021	0	0	0	0	
Deferred tax liabilities	0	441	1,033	817	858	90
Other non-current liabilities	0	542	2,045	1,380	1,436	1,49
Shareholders' equity	-7,406	48,167	34,732	20,071	16,683	16,04
Total consolidated equity and debt	8,161	74,155	62,066	64,379	52,869	60,14
Ratios						
Current ratio (x)	0.4	2.4	1.4	1.0	0.9	0.
Quick ratio (x)	0.3	2.4	1.4	1.0	0.9	0.
Equity ratio	-91%	65%	56%	31%	32%	27
Net debt	6,197	-34,591	-8,175	2,092	1,202	1,86
Net debt / EBITDA (x)	-9.5	-12.9	2.1	-0.2	2.5	0.
Net gearing	-84%	-72%	-24%	10%	7%	129
Return on equity (ROE)	69%	-2%	-44%	-93%	-33%	-189
Capital employed (CE)	1,016	9,357	12,498	7,624	7,008	7,66
Return on capital employed (ROCE)	-270%	1%	-93%	-205%	-70%	-309

# **CASH FLOW STATEMENT**

All figures in USD '000	2020	2021	2022	2023	2024E	2025E
Net income	-5,074	-876	-15,278	-18,681	-5,451	-2,937
Depreciation and amortisation	258	495	1,483	1,637	578	574
Amortisation of financing instruments	558	104	0	0	0	0
Stock-based compensation	1,803	1,841	2,572	2,199	2,063	2,296
Other non-cash items	1,016	500	3,427	1,155	0	0
Tax result	0	0	-322	-216	0	0
Net interest expense	0	0	-274	98	200	180
Operating cash flow	-1,438	2,064	-8,393	-13,808	-2,610	112
Change in w orking capital	-2,195	-3,628	-4,220	2,714	3,764	603
Tax paid	0	0	0	0	0	0
Net operating cash flow	-3,633	-1,564	-12,613	-11,094	1,153	715
Cash flow from investing	-176	-8,337	-4,452	1,885	-668	-700
Free cash flow (FCF)	-3,809	-9,901	-17,065	-9,209	485	15
Equity inflow , net	0	57,747	30	0	0	0
Debt inflow, net	4,183	-5,756	0	-758	0	0
Interest expenses paid	-638	0	0	-272	-200	-180
Stock buyback	0	-7,684	-4,362	0	0	0
Other adjustments	0	0	-1,186	-656	0	0
Cash flow from financing	3,545	44,308	-5,518	-1,686	-200	-180
Net cash flows	-264	34,407	-22,583	-10,895	285	-165
Cash, start of the year	449	184	34,591	12,008	1,113	1,398
Cash, end of the year	184	34,591	12,008	1,113	1,398	1,233
EBITDA/share (in \$)	-0.14	0.27	-0.37	-0.86	0.04	0.21
Y-Y Growth						
Operating cash flow	n.m.	n.m.	n.m.	n.m.	n.m.	-38.0%
Free cash flow	n.m.	n.m.	n.m.	n.m.	n.m.	-96.8%
AEBITDA / share	n.m.	n.m.	n.m.	n.m.	n.m.	420%

## **Imprint / Disclaimer**

#### **First Berlin Equity Research**

First Berlin Equity Research GmbH ist ein von der BaFin betreffend die Einhaltung der Pflichten des §85 Abs. 1 S. 1 WpHG, des Art. 20 Abs. 1 Marktmissbrauchsverordnung (MAR) und der Markets Financial Instruments Directive (MiFID) II, Markets in Financial Instruments Directive (MiFID) II Durchführungsverordnung und der Markets in Financial Instruments Regulations (MiFIR) beaufsichtigtes Unternehmen.

First Berlin Equity Research GmbH is one of the companies monitored by BaFin with regard to its compliance with the requirements of Section 85 (1) sentence 1 of the German Securities Trading Act [WpHG], art. 20 (1) Market Abuse Regulation (MAR) and Markets in Financial Instruments Directive (MiFID) II, Markets in Financial Instruments Directive (MiFID) II Commission Delegated Regulation and Markets in Financial Instruments Regulations (MiFIR).

Anschrift: First Berlin Equity Research GmbH Friedrichstr. 34 10117 Berlin Germany

Vertreten durch den Geschäftsführer: Martin Bailey Telefon: +49 (0) 30-80 93 9 680

Fax: +49 (0) 30-80 93 9 687 E-Mail: <u>info@firstberlin.com</u>

Amtsgericht Berlin Charlottenburg HR B 103329 B UST-Id.: 251601797 Ggf. Inhaltlich Verantwortlicher gem. § 6 MDStV First Berlin Equity Research GmbH

#### Authored by: Ellis Acklin, Senior Analyst

All publications of the last 12 months were authored by Ellis Acklin.

#### Company responsible for preparation: First Berlin Equity Research GmbH, Friedrichstraße 69, 10117 Berlin

The production of this recommendation was completed on 4 April 2024 at 16:30

#### Person responsible for forwarding or distributing this financial analysis: Martin Bailey

**Copyright 2024 First Berlin Equity Research GmbH** No part of this financial analysis may be copied, photocopied, duplicated or distributed in any form or media whatsoever without prior written permission from First Berlin Equity Research GmbH. First Berlin Equity Research GmbH shall be identified as the source in the case of quotations. Further information is available on request.

#### INFORMATION PURSUANT TO SECTION 85 (1) SENTENCE 1 OF THE GERMAN SECURITIES TRADING ACT [WPHG], TO ART. 20 (1) OF REGULATION (EU) NO 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF APRIL 16, 2014, ON MARKET ABUSE (MARKET ABUSE REGULATION) AND TO ART. 37 OF COMMISSION DELEGATED REGULATION (EU) NO 2017/565 (MIFID) II.

First Berlin Equity Research GmbH (hereinafter referred to as: "First Berlin") prepares financial analyses while taking the relevant regulatory provisions, in particular section 85 (1) sentence 1 of the German Securities Trading Act [WpHG], art. 20 (1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse (market abuse regulation) and art. 37 of Commission Delegated Regulation (EU) no. 2017/565 (MiFID II) into consideration. In the following First Berlin provides investors with information about the statutory provisions that are to be observed in the preparation of financial analyses.

#### CONFLICTS OF INTEREST

In accordance with art. 37 (1) of Commission Delegated Regulation (EU) no. 2017/565 (MiFID) II and art. 20 (1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse (market abuse regulation) investment firms which produce, or arrange for the production of, investment research that is intended or likely to be subsequently disseminated to clients of the firm or to the public, under their own responsibility or that of a member of their group, shall ensure the implementation of all the measures set forth in accordance with Article 34 (2) lit. (b) of Regulation (EU) 2017/565 in relation to the financial analysts involved in the production of the investment research and other relevant persons whose responsibilities or business interests may conflict with the interests of the persons to whom the investment research is disseminated. In accordance with art. 34 (3) of Regulation (EU) 2017/565 the procedures and measures referred to in paragraph 2 lit. (b) of such article shall be designed to ensure that relevant persons engaged in different business activities involving a conflict of interests carry on those activities at a level of independence appropriate to the size and activities of the investment firm and of the group to which it belongs, and to the risk of damage to the interests of clients.

In addition, First Berlin shall pursuant to Article 5 of the Commission Delegated Regulation (EU) 2016/958 disclose in their recommendations all relationships and circumstances that may reasonably be expected to impair the objectivity of the financial analyses, including interests or conflicts of interest, on their part or on the part of any natural or legal person working for them under a contract, including a contract of employment, or otherwise, who was involved in producing financial analyses, concerning any financial instrument or the issuer to which the recommendation directly or indirectly relates.

With regard to the financial analyses of urban-gro, Inc. the following relationships and circumstances exist which may reasonably be expected to impair the objectivity of the financial analyses: The author, First Berlin, or a company associated with First Berlin reached an agreement with the urban-gro, Inc. for preparation of a financial analysis for which remuneration is owed. Furthermore, First Berlin offers a range of services that go beyond the preparation of financial analyses. Although First Berlin strives to avoid conflicts of interest wherever possible, First Berlin may maintain the following relations with the analysed company, which in particular may constitute a potential conflict of interest:

- The author, First Berlin, or a company associated with First Berlin owns a net long or short position exceeding the threshold of 0.5 % of the total issued share capital of the analysed company;
- The author, First Berlin, or a company associated with First Berlin holds an interest of more than five percent in the share capital of the analysed company;

- The author, First Berlin, or a company associated with First Berlin provided investment banking or consulting services for the analysed company within the past twelve months for which remuneration was or was to be paid;
- The author, First Berlin, or a company associated with First Berlin reached an agreement with the analysed company for preparation of a financial analysis for which remuneration is owed;
- The author, First Berlin, or a company associated with First Berlin has other significant financial interests in the analysed company;

With regard to the financial analyses of urban-gro, Inc. the following of the aforementioned potential conflicts of interests or the potential conflicts of interest mentioned in Article 6 paragraph 1 of the Commission Delegated Regulation (EU) 2016/958 exist: The author, First Berlin, or a company associated with First Berlin reached an agreement with the urban-gro, Inc. for preparation of a financial analysis for which remuneration is owed.

In order to avoid and, if necessary, manage possible conflicts of interest both the author of the financial analysis and First Berlin shall be obliged to neither hold nor in any way trade the securities of the company analyzed. The remuneration of the author of the financial analysis stands in no direct or indirect connection with the recommendations or opinions represented in the financial analysis. Furthermore, the remuneration of the author of the financial analysis is neither coupled directly to financial transactions nor to stock exchange trading volume or asset management fees.

#### INFORMATION PURSUANT TO SECTION 64 OF THE GERMAN SECURITIES TRADING ACT [WPHG], DIRECTIVE 2014/65/EU OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 15 MAY 2014 ON MARKETS IN FINANCIAL INSTRUMENTS AND AMENDING DIRECTIVE 2002/92/EC AND DIRECTIVE 2011/61/EU, ACCOMPANIED BY THE MARKETS IN FINANCIAL INSTRUMENTS REGULATION (MIFIR, REG. EU NO. 600/2014).

First Berlin notes that is has concluded a contract with the issuer to prepare financial analyses and is paid for that by the issuer. First Berlin makes the financial analysis simultaneously available for all interested security financial services companies. First Berlin thus believes that it fulfils the requirements of section 64 WpHG for minor non-monetary benefits.

#### PRICE TARGET DATES

Unless otherwise indicated, current prices refer to the closing prices of the previous trading day.

#### AGREEMENT WITH THE ANALYSED COMPANY AND MAINTENANCE OF OBJECTIVITY

The present financial analysis is based on the author's own knowledge and research. The author prepared this study without any direct or indirect influence exerted on the part of the analysed company. Parts of the financial analysis were possibly provided to the analysed company prior to publication in order to avoid inaccuracies in the representation of facts. However, no substantial changes were made at the request of the analysed company following any such provision.

#### ASSET VALUATION SYSTEM

First Berlin's system for asset valuation is divided into an asset recommendation and a risk assessment.

#### **ASSET RECOMMENDATION**

The recommendations determined in accordance with the share price trend anticipated by First Berlin in the respectively indicated investment period are as follows:

Category			2	
Current market capitalisation (in €)		0 - 2 billion	> 2 billion	
Strong Buy <sup>1</sup>	An expected favourable price trend of:	> 50%	> 30%	
Buy	An expected favourable price trend of:	> 25%	> 15%	
Add	An expected favourable price trend of:	0% to 25%	0% to 15%	
Reduce	An expected negative price trend of:	0% to -15%	0% to -10%	
Sell	An expected negative price trend of:	< -15%	< -10%	

<sup>1</sup> The expected price trend is in combination with sizable confidence in the quality and forecast security of management

Our recommendation system places each company into one of two market capitalisation categories. Category 1 companies have a market capitalisation of  $\leq 0 - \leq 2$  billion, and Category 2 companies have a market capitalisation of  $> \leq 2$  billion. The expected return thresholds underlying our recommendation system are lower for Category 2 companies than for Category 1 companies. This reflects the generally lower level of risk associated with higher market capitalisation companies.

#### **RISK ASSESSMENT**

The First Berlin categories for risk assessment are low, average, high and speculative. They are determined by ten factors: Corporate governance, quality of earnings, management strength, balance sheet and financial risk, competitive position, standard of financial disclosure, regulatory and political uncertainty, strength of brandname, market capitalisation and free float. These risk factors are incorporated into the First Berlin valuation models and are thus included in the target prices. First Berlin customers may request the models.

#### **RECOMMENDATION & PRICE TARGET HISTORY**

Report No.:	Date of publication	Previous day closing price	Recommendation	Price target
Initial Report	27 June 2023	\$1.21	Buy	\$7.00
21	Ļ	Ļ	Ļ	Ļ
2	17 August 2023	\$1.11	Buy	\$6.40
3	27 September 2023	\$1.40	Buy	\$6.40
4	17 November 2023	\$1.18	Buy	\$4.70
5	16 January 2024	\$1.47	Buy	\$4.70
6	Today	\$1.91	Buy	\$4.30

#### **INVESTMENT HORIZON**

Unless otherwise stated in the financial analysis, the ratings refer to an investment period of twelve months.

#### UPDATES

At the time of publication of this financial analysis it is not certain whether, when and on what occasion an update will be provided. In general First Berlin strives to review the financial analysis for its topicality and, if required, to update it in a very timely manner in connection with the reporting obligations of the analysed company or on the occasion of ad hoc notifications. **SUBJECT TO CHANGE**  The opinions contained in the financial analysis reflect the assessment of the author on the day of publication of the financial analysis. The author of the financial analysis reserves the right to change such opinion without prior notification.

#### Legally required information regarding

- key sources of information in the preparation of this research report
- valuation methods and principles
- sensitivity of valuation parameters

can be accessed through the following internet link: https://firstberlin.com/disclaimer-english-link/

SUPERVISORY AUTHORITY: Bundesanstalt für Finanzdienstleistungsaufsicht (German Federal Financial Supervisory Authority) [BaFin], Graurheindorferstraße 108, 53117 Bonn and Marie-Curie-Straße 24-28, 60439 Frankfurt am Main

## EXCLUSION OF LIABILITY (DISCLAIMER)

RELIABILITY OF INFORMATION AND SOURCES OF INFORMATION The information contained in this study is based on sources considered by the author to be reliable. Comprehensive verification of the accuracy and completeness of information and the reliability of sources of information has neither been carried out by the author nor by First Berlin. As a result no warranty of any kind whatsoever shall be assumed for the accuracy and completeness

author nor by First Berlin. As a result no warranty of any kind whatsoever shall be assumed for the accuracy and completeness of information and the reliability of sources of information, and neither the author nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall be liable for any direct or indirect damage incurred through reliance on the accuracy and completeness of information and the reliability of sources of information.

#### **RELIABILITY OF ESTIMATES AND FORECASTS**

The author of the financial analysis made estimates and forecasts to the best of the author's knowledge. These estimates and forecasts reflect the author's personal opinion and judgement. The premises for estimates and forecasts as well as the author's perspective on such premises are subject to constant change. Expectations with regard to the future performance of a financial instrument are the result of a measurement at a single point in time and may change at any time. The result of a financial analysis always describes only one possible future development – the one that is most probable from the perspective of the author's of a number of possible future developments.

Any and all market values or target prices indicated for the company analysed in this financial analysis may not be achieved due to various risk factors, including but not limited to market volatility, sector volatility, the actions of the analysed company, economic climate, failure to achieve earnings and/or sales forecasts, unavailability of complete and precise information and/or a subsequently occurring event which affects the underlying assumptions of the author and/or other sources on which the author relies in this document. Past performance is not an indicator of future results; past values cannot be carried over into the future.

Consequently, no warranty of any kind whatsoever shall be assumed for the accuracy of estimates and forecasts, and neither the author nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall be liable for any direct or indirect damage incurred through reliance on the correctness of estimates and forecasts.

#### INFORMATION PURPOSES, NO RECOMMENDATION, SOLICITATION, NO OFFER FOR THE PURCHASE OF SECURITIES

The present financial analysis serves information purposes. It is intended to support institutional investors in making their own investment decisions; however in no way provide the investor with investment advice. Neither the author, nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall be considered to be acting as an investment advisor or portfolio manager vis-à-vis an investor. Each investor must form his own independent opinion with regard to the suitability of an investment in view of his own investment objectives, experience, tax situation, financial position and other circumstances.

The financial analysis does not represent a recommendation or solicitation and is not an offer for the purchase of the security specified in this financial analysis. Consequently, neither the author nor First Berlin, nor the person responsible for passing on or distributing the financial analysis shall as a result be liable for losses incurred through direct or indirect employment or use of any kind whatsoever of information or statements arising out of this financial analysis.

A decision concerning an investment in securities should take place on the basis of independent investment analyses and procedures as well as other studies including, but not limited to, information memoranda, sales or issuing prospectuses and not on the basis of this document.

#### NO ESTABLISHMENT OF CONTRACTUAL OBLIGATIONS

By taking note of this financial analysis the recipient neither becomes a customer of First Berlin, nor does First Berlin incur any contractual, quasi-contractual or pre-contractual obligations and/or responsibilities toward the recipient. In particular no information contract shall be established between First Berlin and the recipient of this information.

#### **NO OBLIGATION TO UPDATE**

First Berlin, the author and/or the person responsible for passing on or distributing the financial analysis shall not be obliged to update the financial analysis. Investors must keep themselves informed about the current course of business and any changes in the current course of business of the analysed company.

#### DUPLICATION

Dispatch or duplication of this document is not permitted without the prior written consent of First Berlin.

#### SEVERABILITY

Should any provision of this disclaimer prove to be illegal, invalid or unenforceable under the respectively applicable law, then such provision shall be treated as if it were not an integral component of this disclaimer; in no way shall it affect the legality, validity or enforceability of the remaining provisions.

#### APPLICABLE LAW, PLACE OF JURISDICTION

The preparation of this financial analysis shall be subject to the law obtaining in the Federal Republic of Germany. The place of jurisdiction for any disputes shall be Berlin (Germany).

#### NOTICE OF DISCLAIMER

By taking note of this financial analysis the recipient confirms the binding nature of the above explanations.

By using this document or relying on it in any manner whatsoever the recipient accepts the above restrictions as binding for the recipient.

#### QUALIFIED INSTITUTIONAL INVESTORS

First Berlin financial analyses are intended exclusively for qualified institutional investors.

This report is not intended for distribution in the USA and/or Canada.