## urban-gro, Inc.

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

Update

RATING	BUY
PRICE TARGET	\$ 4.30
Return Potential	194.5%
Risk Rating	High

## **CANNABIS COMING BACK ONLINE**

urban-gro (UG) recently inked a multitude of contracts for an aggregate value of some \$12m. While the overall value may not be eye-popping, the number of cannabis clients (>12) is noteworthy. The sector has been largely idling since the pandemic with investments having ground to halt. This may be changing now. In May, the DOJ (Department of Justice) officially proposed to reclassify marijuana from a Schedule 1 to Schedule 3 marking a historic shift in US policy. Plus, recent polls show Florida voters are in favour of legalising recreational use which would open up a massive market. The latest contracts represent the most quarterly cannabis action UG has had in over two years, and we think these will lead to more follow up equipment and construction deals going forward. We are Buy-rated on UG with an unchanged \$4.3 TP.

**Cannabis market coming back online** UG noted that the \$12m in signed contracts are *all* from cannabis players based in the US and Europe, which we view as a sign that political tailwinds are jumpstarting the sector. The deals also include around \$2m in high margin equipment deals to go along with some engineering, architecture, and design work as well as construction management services. UG expects the majority of revenue from these projects to be recognized by the end of Q3/24, and we see good potential for further deals. Cannabis players say that rescheduling will result in up to \$200m in annual tax savings, which they can redirect into investments for facility expansions and equipment upgrades—right in urban-gro's wheelhouse.

A crisis is a terrible thing to waste No company wants to have its primary market seize up the way cannabis did post-pandemic. But we think UG has emerged from this market turmoil with a much better diversified business that can now service a number of sectors (government, healthcare, laboratory, and other industrial areas) in addition to its core CEA (Controlled Environment Agriculture) operations with a broader suite of services and offerings. The company has also vastly . . . (p.t.o.)

#### **FINANCIAL HISTORY & PROJECTIONS**

	2020	2021	2022	2023	2024E	2025E
Revenue (\$m)	25.84	62.11	67.03	71.54	82.87	115.46
Y/Y growth	6.8%	140.4%	7.9%	6.7%	15.8%	39.3%
AEBITDA (\$m)	-0.65	2.68	-3.89	-9.71	0.57	2.21
AEBITDA margin	-2.5%	4.3%	-5.8%	-13.6%	0.7%	1.9%
Net income (\$m)	-5.07	-0.88	-15.28	-18.68	-5.38	-2.85
EPS (diluted) (\$)	-1.06	-0.09	-1.44	-1.66	-0.45	-0.28
DPS (\$)	0.00	0.00	0.00	0.00	0.00	0.00
FCF (\$m)	-3.81	-9.90	-17.06	-9.21	0.40	0.22
Net gearing	-83.7%	-71.8%	-23.5%	10.4%	7.7%	10.8%
Liquid assets (\$m)	0.18	34.59	12.01	1.11	1.31	1.35

\* 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 (Controlled Environment Agriculture) 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 DAT	As of 1	1 Jul 2024	
Closing Price		\$ 1.46	
Shares outstand		12.07m	
Market Capitalis	\$	\$ 17.63m	
52-week Range	\$ 1.	00 / 2.82	
Avg. Volume (12		85,787	
Multiples	2023	2024E	2025E
P/E	n.a.	n.a.	n.a.
EV/Sales	0.2	0.2	
EV/EBITDA*	n.a.	34.0	8.8
Div. Yield	0.0%	0.0%	0.0%

#### **STOCK OVERVIEW**



COMPANY DATA	As of 31 Mar 2024
Liquid Assets	\$ 0.70m
Current Assets	\$ 33.20m
Intangible Assets	\$ 4.20m
Total Assets	\$ 56.13m
Current Liabilities	\$ 35.48m
Shareholders' Equity	\$ 18.59m
SHAREHOLDERS	
Insiders	28.9%
Institutional Holdings	28.0%
Free Float	43.1%

... upgraded internal structures to improve work flow and slashed 2024 overhead costs by \$8m Y/Y. The impact of these measures was already visible in Q1/24, which showed a ~\$1.5m sequential decrease in G&A, and 40% Y/Y decline to \$4.3m. In our view, the optimised structures will make the business much more scalable than it was during the cannabis heyday. Most pivots are painful, but we think UG is on the brink of reaping the fruits of its evolution, which we expect to continue next year once management get profitability back on track.

**Polls show Florida weed legalisation headed to victory** Meanwhile, two polls conducted last month suggest Florida voters are going to legalise cannabis in the Sunshine State this November. A 60% supermajority is needed, but an early June poll done by Fox News showed 66% of voters will nod through amendment 3. Another one conducted in late June indicated 64% of Floridians support legalisation.

BDSA predicts the recreational pot market could top \$874m next year and spark a wave of investment across the sector. In other states that eventually legalised adult-use, recreational weed sales quickly eclipsed established medical use markets. The market watcher thinks Florida will follow this trend and sees total cannabis sales topping \$4.5bn in 2028 vs \$2.3bn in 2023 equal to a 12% CAGR. We would expect urban-gro with its broad portfolio of services and cannabis roots to benefit from the surge in expenditures.

**Clearing out the notebook** The company also fired its auditor, BF Borgers, when the accountant was permanently suspended by the Securities and Exchange Commission for alleged fraud, which affected more than 500 public companies, including urban-gro, and 1,500 regulatory filings. Fortunately, UG had already filed Q1 results, and the company was able to vet and onboard a new CPA swiftly, meaning Q2 results will be published on time. Management also shared that the new auditor is only reviewing 2023 results, and we do not anticipate any problems when these are filed ahead of Q2 numbers.

We expect Q2 reporting around 15 August. urban-gro notched sales of \$15.5m and AEBITDA of \$-0.3m in Q1/24, and we look for a similar performance in the April-to-June period. Management hinted on the last earnings call that the year would be back loaded towards H2/24 and confirmed the full year guide calling for break even at the AEBITDA level. The spate of new contracts in the cannabis space is encouraging, and we believe more deals will follow this summer to boost the backlog (Q1/24: \$99m).

## VALUATION MODEL

Despite the choppy quarterly performance of late, we think it no longer is a question of if but when UG will show the upside of its expanded and streamlined business that can now lean into a number of commercial sectors to compliment CEA, which is beginning to percolate. We remain Buy-rated with a \$4.3 TP.

### Table 1: DCF model

In USD '000			2024E	2025E	2026E	2027E	2028E	2029E	2030E	2031
Sales			82,873	115,459	146,633	178,893	209,304	234,421	257,863	281,071
NOPLAT			-5,180	-2,672	257	3,468	7,504	9,124	10,783	12,52
(+) depreciation & amortisation			580	577	587	537	628	633	630	620
Net operating cash flow			-4,600	-2,095	843	4,005	8,132	9,757	11,414	13,15
(-) Total investments (CAPEX and WC)			-132	-1,130	-1,953	-1,889	-2,096	-1,387	-1,416	-1,48
(-) Capital expenditures			-671	-704	-748	-733	-649	-727	-799	-87
(-) Working capital			539	-426	-1,206	-1,156	-1,447	-661	-617	-610
Free cash flow s (FCF)			-4,732	-3,226	-1,110	2,115	6,037	8,370	9,998	11,669
PV of FCF's			-4,445	-2,653	-800	1,334	3,334	4,048	4,235	4,32
						Terminal EBI	Tmargin			
In EUR '000				5.8%	6.3%	6.8%	7.3%	7.8%	8.3%	8.8%
PV of FCFs in explicit period	24,659		11.2%	5.6	6.1	6.5	7.0	7.4	7.9	8.4
(+) PV of FCFs in terminal period	29,809	<u></u>	12.2%	4.8	5.2	5.5	5.9	6.3	6.7	7.0
Enterprise value (EV)	54,468	WACC	13.2%	4.1	4.4	4.7	5.0	5.3	5.7	6.0
(+) Net cash / (-) net debt	-2,092	5	14.2%	3.6	3.8	4.1	4.3	4.6	4.8	5.1
(+) Investments / minority interests	0		15.2%	3.1	3.3	3.5	3.8	4.0	4.2	4.4
Shareholder value	52,376		16.2%	2.7	2.9	3.1	3.3	3.4	3.6	3.8
Fair value per share (\$)	4.3		17.2%	2.4	2.6	2.7	2.9	3.0	3.2	3.3
						Terminal gro	wth rate			
				1.0%	1.5%	2.0%	2.5%	3.0%	3.5%	4.0%
Cost of equity	15.6%		11.2%	6.3	6.5	6.7	7.0	7.3	7.6	8.0
Pre-tax cost of debt	9.0%	<u></u>	12.2%	5.4	5.5	5.7	5.9	6.1	6.4	6.6
Tax rate	30.0%	WACC	13.2%	4.6	4.8	4.9	5.0	5.2	5.4	5.6
After-tax cost of debt	6.3%	5	14.2%	4.0	4.1	4.2	4.3	4.5	4.6	4.7
Share of equity capital	85.0%		15.2%	3.5	3.6	3.7	3.8	3.9	4.0	4.1
Share of debt capital	15.0%		16.2%	3.1	3.1	3.2	3.3	3.3	3.4	3.5
WACC	14.2%		17.2%	2.7	2.8	2.8	2.9	2.9	3.0	3.0

## **INCOME STATEMENT**

All figures in USD '000	2020	2021	2022	2023	2024E	2025E
Revenues	25,838	62,113	67,030	71,543	82,873	115,459
Cost of goods sold	-20,122	-47,353	-52,824	-61,251	-70,069	-97,926
Gross profit	5,716	14,760	14,206	10,292	12,803	17,533
SG&A	-6,658	-13,124	-24,271	-24,770	-15,912	-17,896
Stock-based compensation	-1,803	-1,841	-2,572	-2,199	-2,072	-2,309
Operating income (EBIT)	-2,746	-205	-12,637	-16,677	-5,180	-2,672
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	-5,380	-2,852
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	-5,380	-2,852
Diluted EPS (in \$)	-1.06	-0.09	-1.44	-1.66	-0.45	-0.28
AEBITDA	-652	2,679	-3,888	-9,712	572	2,214
Ratios						
Gross margin	22.1%	23.8%	21.2%	14.4%	15.4%	15.2%
EBIT margin	-10.6%	-0.3%	-18.9%	-23.3%	-6.3%	-2.3%
AEBITDA margin	-2.5%	4.3%	-5.8%	-13.6%	0.7%	1.9%
Net margin	-19.6%	-1.4%	-22.8%	-26.1%	-6.5%	-2.5%
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%	19.2%	15.5%
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%	15.8%	39.3%
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	2025E
Assets						
Current assets, total	5,245	59,480	34,558	40,952	29,324	36,726
Cash and equivalents	185	34,591	12,008	1,113	1,313	1,354
Trade receivables	915	13,126	15,380	26,992	18,164	25,306
Inventories	537	515	320	229	384	537
Other ST assets	3,609	11,248	6,849	12,618	9,464	9,530
Non-current assets, total	2,915	14,675	27,508	23,427	23,539	23,686
Property, plant & equipment	129	208	1,307	1,419	1,428	1,439
Goodw ill & other intangibles	991	9,568	21,023	19,967	20,049	20,165
Financial assets	1,710	4,210	2,559	0	0	0
Other LT assets	85	690	2,619	2,041	2,062	2,082
Total assets	8,161	74,155	62,066	64,379	52,863	60,413
Shareholders' equity & debt						
Current liabilities, total	14,546	25,005	24,256	42,110	33,806	41,799
Trade payables	654	6,067	9,960	25,411	17,277	24,146
ST debt	5,360	0	3,833	3,205	2,600	3,100
Customer deposits	4,879	13,345	2,571	603	698	973
Provisions	1,799	3,878	3,197	4,071	4,234	4,403
Other current liabilities	1,855	1,716	4,695	8,820	8,997	9,176
Long-term liabilities, total	1,021	983	3,078	2,198	2,294	2,394
Long-term debt	1,021	0	0	0	0	0
Deferred tax liabilities	0	441	1,033	817	858	901
Other non-current liabilities	0	542	2,045	1,380	1,436	1,493
Shareholders' equity	-7,406	48,167	34,732	20,071	16,763	16,220
Total consolidated equity and debt	8,161	74,155	62,066	64,379	52,863	60,413
Ratios						
Current ratio (x)	0.4	2.4	1.4	1.0	0.9	0.9
Quick ratio (x)	0.3	2.4	1.4	1.0	0.9	0.9
Equity ratio	-91%	65%	56%	31%	32%	27%
Net debt	6,197	-34,591	-8,175	2,092	1,287	1,746
Net debt / EBITDA (x)	-9.5	-12.9	2.1	-0.2	2.3	0.8
Net gearing	-84%	-72%	-24%	10%	8%	11%
Return on equity (ROE)	69%	-2%	-44%	-93%	-32%	-18%
Capital employed (CE)	1,016	9,357	12,498	7,624	7,176	7,729
Return on capital employed (ROCE)	-270%	1%	-93%	-205%	-64%	-27%

## **CASH FLOW STATEMENT**

All figures in USD '000	2020	2021	2022	2023	2024E	2025E
Net income	-5,074	-876	-15,278	-18,681	-5,380	-2,852
Depreciation and amortisation	258	495	1,483	1,637	580	577
Amortisation of financing instruments	558	104	0	0	0	0
Stock-based compensation	1,803	1,841	2,572	2,199	2,072	2,309
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	-2,528	214
Change in w orking capital	-2,195	-3,628	-4,220	2,714	3,599	711
Tax paid	0	0	0	0	0	0
Net operating cash flow	-3,633	-1,564	-12,613	-11,094	1,071	925
Cash flow from investing	-176	-8,337	-4,452	1,885	-671	-704
Free cash flow (FCF)	-3,809	-9,901	-17,065	-9,209	400	221
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	200	41
Cash, start of the year	449	184	34,591	12,008	1,113	1,313
Cash, end of the year	184	34,591	12,008	1,113	1,313	1,354
EBITDA/share (in \$)	-0.14	0.27	-0.37	-0.86	0.05	0.22
Y-Y Growth						
Operating cash flow	n.m.	n.m.	n.m.	n.m.	n.m.	-13.6%
Free cash flow	n.m.	n.m.	n.m.	n.m.	n.m.	-44.7%
AEBITDA / share	n.m.	n.m.	n.m.	n.m.	n.m.	366%

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

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#### **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  $\geq 0 - \epsilon 2$  billion, and Category 2 companies have a market capitalisation of  $> \epsilon 2$  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**

RECOMME	NDATION & FRICE TA	KGET HISTOKT		
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	4 April 2024	\$1.91	Buy	\$4.30
7	2 May 2024	\$1.86	Buy	\$4.30
8	Today	\$1.46	Buy	\$4.30

#### **INVESTMENT HORIZON**

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

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#### 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

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