

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 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: 001-38742

Advent Technologies Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

83-0982969

(I.R.S. Employer
Identification Number)

5637 La Ribera St., Suite A Livermore, CA
(Address of principal executive offices)

94550
(Zip code)

(925) 455-9400

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	ADN	The Nasdaq Capital Market
Warrants	ADNWW	The Nasdaq Capital Market

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

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

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

As of October 9, 2024, the registrant had 2,636,508 shares of common stock, par value \$0.0001 per share, issued and outstanding.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements, which reflect our current views with respect to, among other things, our operations and financial performance. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations and financial position, business strategy and plans and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “could,” “target,” “predict,” “seek” and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short- and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those referenced in the section titled “Risk Factors” in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2023 (“2023 Annual Report”) which could cause actual results to differ materially. Moreover, we operate in a very competitive and rapidly changing environment and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in or implied by any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

Some of the key factors that could cause actual results to differ from our expectations include:

- our ability to maintain the listing of our shares of common stock and warrants on Nasdaq;
 - our ability to raise financing in the future;
 - our success in retaining or recruiting officers, key employees or directors;
 - factors relating to our business, operations and financial performance, including:
 - our ability to control the costs associated with our operations;
 - our ability to grow and manage growth profitably;
 - our reliance on complex machinery for our operations and production;
 - the market’s willingness to adopt our technology;
 - our ability to maintain relationships with customers;
 - the potential impact of product recalls;
 - our ability to compete within our industry;
 - increases in costs, disruption of supply or shortage of raw materials;
 - risks associated with strategic alliances or acquisitions;
 - the impact of unfavorable changes in U.S. and international regulations;
-

- the availability of and our ability to meet the terms and conditions for government grants and economic incentives; and
- our ability to protect our intellectual property rights;
- market conditions and global and economic factors beyond our control;
- volatility of our stock price and potential share dilution;
- future exchange and interest rates; and
- other factors detailed within the 2023 Annual Report under the section entitled “Risk Factors.”

The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this report. You should not rely upon forward-looking statements as predictions of future events. We cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Quarterly Report on Form 10-Q to conform these statements to actual results or reflect interim developments.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. For a discussion of the risks involved in our business and investing in our common stock, see the section entitled “Risk Factors” within the 2023 Annual Report.

Should one or more of these risks or uncertainties materialize, or should any of the underlying assumptions prove incorrect, actual results may vary in material respects from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

Advent Technologies Holdings, Inc.

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PART I—FINANCIAL INFORMATION

Item 1. Unaudited Condensed Consolidated Financial Statements

ADVENT TECHNOLOGIES HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in USD thousands, except share and per share amounts)

	As of	
	March 31, 2024 (Unaudited)	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 774	\$ 3,562
Restricted cash, current	98	100
Accounts receivable, net	1,085	191
Contract assets	11	21
Inventories	2,077	2,707
Prepaid expenses and Other current assets	3,184	2,254
Total current assets	7,229	8,835
Non-current assets:		
Intangibles, net	77	79
Property and equipment, net	20,749	21,549
Right-of-use assets	3,046	3,216
Restricted cash, non-current	750	750
Other non-current assets	301	308
Available for sale financial asset	-	-
Total non-current assets	24,923	25,902
Total assets	\$ 32,152	\$ 34,737
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade and other payables	\$ 5,679	\$ 5,087
Deferred income from grants, current	7	530
Contract liabilities	2,280	2,015
Loss contingency liabilities	5,140	-
Other current liabilities	1,816	1,916
Operating lease liabilities	2,164	2,186
Income tax payable	176	179
Total current liabilities	17,262	11,913
Non-current liabilities:		
Warrant liability	-	59
Long-term operating lease liabilities	7,852	8,230
Defined benefit obligation	86	83
Deferred income from grants, non-current	202	320
Other long-term liabilities	671	684
Total non-current liabilities	8,811	9,376
Total liabilities	26,073	21,289
Commitments and contingent liabilities		
Stockholders' equity		
Common stock (\$0.0001 par value per share; Shares authorized: 500,000,000 at March 31, 2024 and December 31, 2023; Issued and outstanding: 2,605,135 and 2,580,159 at March 31, 2024 and December 31, 2023, respectively)	-	-
Preferred stock (\$0.0001 par value per share; Shares authorized: 1,000,000 at March 31, 2024 and December 31, 2023; nil issued and outstanding at March 31, 2024 and December 31, 2023)	-	-
Additional paid-in capital	197,000	194,941
Accumulated other comprehensive loss	(2,406)	(2,334)
Accumulated deficit	(188,515)	(179,159)
Total stockholders' equity	6,079	13,448
Total liabilities and stockholders' equity	\$ 32,152	\$ 34,737

ADVENT TECHNOLOGIES HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in USD thousands, except share and per share amounts)

	Three months ended	
	March 31, (Unaudited)	
	2024	2023
Revenue, net	\$ 3,451	\$ 977
Cost of revenues	(1,019)	(1,484)
Gross loss	2,432	(507)
Income from grants	1,437	534
Research and development expenses	(1,415)	(3,141)
Administrative and selling expenses	(6,903)	(8,489)
Sublease income	145	-
Amortization of intangibles	(1)	(221)
Operating loss	(4,305)	(11,824)
Fair value change of warrant liability	59	390
Finance income / (expenses), net	(232)	110
Foreign exchange gains / (losses), net	(9)	(41)
Loss contingency	(4,907)	-
Other income / (expenses), net	(17)	173
Loss before income tax	(9,411)	(11,192)
Income taxes	55	(796)
Net loss	\$ (9,356)	\$ (11,988)
Net loss per share		
Basic loss per share	(3.62)	(6.92)
Basic weighted average number of shares	2,584,918	1,733,439
Diluted loss per share	(3.62)	(6.92)
Diluted weighted average number of shares	2,584,918	1,733,439

See accompanying notes to unaudited condensed consolidated financial statements.

ADVENT TECHNOLOGIES HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Amounts in USD thousands)

	Three months ended	
	March 31,	
	(Unaudited)	
	2024	2023
Net loss	\$ (9,356)	\$ (11,988)
Other comprehensive loss, net of tax effect:		
Foreign currency translation adjustment	(72)	336
Total other comprehensive gain (loss)	(72)	336
Comprehensive loss	\$ (9,428)	\$ (11,652)

See accompanying notes to unaudited condensed consolidated financial statements.

ADVENT TECHNOLOGIES HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(Amounts in USD thousands, except share amounts)

	Three Months Ended March 31, 2024									
	Preferred Stock Series A		Preferred Stock Series Seed		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated OCI	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance as of December 31, 2023	-	\$ -	-	\$ -	2,580,159	\$ -	\$ 194,941	\$ (179,159)	\$ (2,334)	\$ 13,448
Issuance of common stock for cash (Unaudited)	-	-	-	-	24,976	-	126	-	-	126
Stock issued under stock compensation plan (Unaudited)	-	-	-	-	-	-	-	-	-	-
Stock based compensation expense (Unaudited)	-	-	-	-	-	-	1,933	-	-	1,933
Net loss (Unaudited)	-	-	-	-	-	-	-	(9,356)	-	(9,356)
Other comprehensive loss (Unaudited)	-	-	-	-	-	-	-	-	(72)	(72)
Balance as of March 31, 2024	-	\$ -	-	\$ -	2,605,135	\$ -	\$ 197,000	\$ (188,515)	\$ (2,406)	\$ 6,079
(Unaudited)	-	\$ -	-	\$ -	2,605,135	\$ -	\$ 197,000	\$ (188,515)	\$ (2,406)	\$ 6,079

See accompanying notes to unaudited condensed consolidated financial statements

ADVENT TECHNOLOGIES HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(Amounts in USD thousands, except share amounts)

	Three Months Ended March 31, 2023									
	Preferred Stock Series A		Preferred Stock Series Seed		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated OCI	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance as of December 31, 2022	-	\$ -	-	\$ -	1,723,924	\$ -	\$ 174,514	\$ (107,762)	\$ (2,604)	\$ 64,148
Stock issued under stock compensation plan (Unaudited)	-	-	-	-	18,131	-	-	-	-	-
Stock based compensation expense (Unaudited)	-	-	-	-	-	-	2,572	-	-	2,572
Net loss (Unaudited)	-	-	-	-	-	-	-	(11,988)	-	(11,988)
Other comprehensive gain (Unaudited)	-	-	-	-	-	-	-	-	336	336
Balance as of March 31, 2023 (Unaudited)	<u>-</u>	<u>\$ -</u>	<u>-</u>	<u>\$ -</u>	<u>1,742,055</u>	<u>\$ -</u>	<u>\$ 177,086</u>	<u>\$ (119,750)</u>	<u>\$ (2,268)</u>	<u>\$ 55,068</u>

See accompanying notes to unaudited condensed consolidated financial statements

ADVENT TECHNOLOGIES HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in USD thousands)

	Three months ended	
	March 31, (Unaudited)	
	2024	2023
Cash Flows from Operating Activities:		
Net loss for the three months ended	\$ (9,356)	\$ (11,988)
Adjustments to reconcile net loss to net cash flows used in operating activities:		
Depreciation of property and equipment	717	401
Amortization of intangible assets	1	221
Provision for litigation expenses	4,907	-
Fair value gain of warrant liability	(59)	(390)
Stock-based compensation expense	1,933	2,572
Benefit for current and deferred income taxes	(55)	797
Net losses on disposal/write-offs of property, plant and equipment and intangible assets	21	-
Provision for inventories	239	-
Net periodic cost of defined benefit obligation	5	6
Changes in operating assets and liabilities:		
Decrease/(increase) in accounts receivable	(896)	463
Decrease/(increase) in contract assets	9	(241)
Decrease/(increase) in inventories	348	(1,992)
Increase in prepaid expenses and other current assets	(910)	(1,566)
Decrease in other non-current assets	5	1,197
(Decrease)/increase in trade payables	625	(930)
Decrease in deferred income from grants	(632)	-
Increase in loss contingency liability	233	-
(Decrease)/increase in contract liabilities	292	(22)
(Decrease)/increase in other current liabilities	(73)	362
Decrease in other long-term liabilities	-	(118)
Operating lease asset and liabilities	(230)	(220)
Net Cash used in Operating Activities	\$ (2,876)	\$ (11,448)
Cash Flows from Investing Activities:		
Purchases of property and equipment	(29)	(911)
Advances for the acquisition of property and equipment	-	(976)
Net Cash used in Investing Activities	\$ (29)	\$ (1,887)
Cash Flows from Financing Activities:		
Issuance of common stock	126	-
Net Cash provided by Financing Activities	\$ 126	\$ -
Net decrease in cash, cash equivalents, restricted cash and restricted cash equivalents	\$ (2,779)	\$ (13,335)
Effect of exchange rate changes on cash, cash equivalent, restricted cash and restricted cash equivalents	(11)	11
Cash, cash equivalents, restricted cash and restricted cash equivalents at the beginning of the period	4,412	33,619
Cash, cash equivalents, restricted cash and restricted cash equivalents at the end of the period	\$ 1,622	\$ 20,295
Reconciliation to Condensed Consolidated Balance Sheets:		
Cash and cash equivalents	\$ 774	\$ 19,545
Restricted cash, current	98	-
Restricted cash, non-current	750	750
Cash, cash equivalents, restricted cash and restricted cash equivalents	\$ 1,622	\$ 20,295

See accompanying notes to unaudited condensed consolidated financial statements.

ADVENT TECHNOLOGIES HOLDINGS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of presentation

Overview

Advent Technologies Holdings, Inc. and its subsidiaries (collectively referred to as “Advent” and the “Company”) is an advanced materials and technology development company operating in the fuel cell, methanol, and hydrogen technology space. Advent is a world-leading company in the development of the HT-PEM technology (with more than 150 patents issued, pending, or licensed worldwide). The HT-PEM fuel cell technology developed by Advent enables off-grid power systems to produce clean power from various green fuels (hydrogen, methanol, bio and eMethanol, and renewable natural gas) and to function with higher efficiency at extreme ambient temperatures and in general extreme environmental conditions (humidity, air pollution). Advent’s main operations focus on developing and manufacturing the Membrane Electrode Assembly (MEA), which is the core electrochemical element and the most critical component of the fuel cell. The MEA largely determines lifetime, power density, efficiency, and overall cost of installation and operation for all applications. Advent is working with world-leading market-leading OEMs with the goal of bringing to the market complete fuel cell systems for a range of applications in the stationary power markets (backup, off-grid, and portable power) and the heavy-duty mobility markets (automotive, aviation, marine).

Advent has its headquarters in Livermore, California, and the Company has MEA and fuel cell product development facilities in Livermore, California and Patras, Greece. Previously, the Company’s headquarters were located in Boston, Massachusetts. During 2023, the Company decided to consolidate certain of its German operations with its operations in Greece. During June 2024, the Company closed its facilities in Boston, MA, and no longer maintains its facilities in Denmark and the Philippines due to the bankruptcy of Advent Technologies A/S in July 2024, as discussed in Note 22 Subsequent events.

On February 4, 2021 (“Closing Date”), AMCI Acquisition Corp. (“AMCI”), consummated the business combination (the “Business Combination”) pursuant to that certain merger agreement (the “Agreement and Plan of Merger”), dated October 12, 2020, by and among AMCI, AMCI Merger Sub Corp., a Delaware corporation and newly formed wholly-owned subsidiary of AMCI (“Merger Sub”), AMCI Sponsor LLC (the “Sponsor”), solely in the capacity as the representative from and after the effective time of the Business Combination for the stockholders of AMCI, Advent Technologies, Inc., a Delaware corporation (“Legacy Advent”), and Vassilios Gregoriou, solely in his capacity as the representative from and after the effective time for the Legacy Advent stockholders (the “Seller Representative”), as amended by Amendment No. 1 and Amendment No. 2 to the Agreement and Plan of Merger, dated as of October 19, 2020 and December 31, 2020, respectively, by and among AMCI, Merger Sub, Sponsor, Legacy Advent, and Seller Representative. In connection with the closing of the Business Combination (the “Closing”), AMCI acquired 100% of the stock of Legacy Advent (as it existed immediately prior to the Closing) and its subsidiaries.

On the Closing Date, and in connection with the closing of the Business Combination, AMCI changed its name to Advent Technologies Holdings, Inc. Legacy Advent was deemed the accounting acquirer in the Business Combination based on an analysis of the criteria outlined in Accounting Standards Codification (“ASC”) 805. This determination was primarily based on Legacy Advent’s stockholders prior to the Business Combination having a majority of the voting interests in the combined company, Legacy Advent’s operations comprising the ongoing operations of the combined company, Legacy Advent’s board of directors comprising a majority of the board of directors of the combined company, and Legacy Advent’s senior management comprising the senior management of the combined company. Accordingly, for accounting purposes, the Business Combination was treated as the equivalent of Legacy Advent issuing stock for the net assets of AMCI, accompanied by a recapitalization. The net assets of AMCI are stated at historical cost, with no goodwill or other intangible assets recorded.

While AMCI was the legal acquirer in the Business Combination, because Legacy Advent was deemed the accounting acquirer, the historical financial statements of Legacy Advent became the historical financial statements of the combined company, upon the consummation of the Business Combination. As a result, the consolidated financial statements included in this report reflect (i) the historical operating results of Legacy Advent prior to the Business Combination; (ii) the results of the Company (combined results of AMCI and Legacy Advent) following the closing of the Business Combination; (iii) the assets and liabilities of Legacy Advent at their historical cost; and (iv) Company's equity structure for all periods presented.

In accordance with guidance applicable to these circumstances, the equity structure has been restated in all comparative periods up to the Closing Date, to reflect the number of shares of the Company's common stock, \$0.0001 par value per share, issued to Legacy Advent's stockholders in connection with the recapitalization transaction. As such, the shares and corresponding capital amounts and earnings per share related to Legacy Advent Preferred Stock ("Preferred Series A" and "Preferred Series Seed") and Legacy Advent common stock prior to the Business Combination have been retroactively restated as shares reflecting the exchange ratio established in the Business Combination Agreement. Activity within the statement of changes in stockholders' equity / (deficit) for the issuances of Legacy Advent's Preferred Stock, were also retroactively converted to Legacy Advent common stock.

On February 18, 2021, Advent Technologies, Inc. entered into a Membership Interest Purchase Agreement with Bren-Tronics, Inc. ("Bren-Tronics") and UltraCell, LLC ("UltraCell"), a Delaware limited liability company and a direct wholly owned subsidiary of Bren-Tronics.

UltraCell LLC was renamed to Advent Technologies LLC following its acquisition by the Company.

On June 25, 2021, the Company entered into a Share Purchase Agreement, with F.E.R. fischer Edelstahlrohre GmbH, a limited liability company incorporated under the Laws of Germany (the "Seller") to acquire all of the issued and outstanding equity interests in SerEnergy A/S, a Danish stock corporation and a wholly-owned subsidiary of the Seller ("SerEnergy") and fischer eco solutions GmbH, a German limited liability company and a wholly-owned subsidiary of the Seller ("FES") together with certain outstanding shareholder loan receivables.

SerEnergy and FES were renamed to Advent Technologies A/S and Advent Technologies GmbH, respectively, following their acquisition by the Company on August 31, 2021.

The unaudited condensed consolidated financial statements of the Company have been prepared to reflect the consolidation of the companies listed below:

Company Name	Country of Incorporation	Ownership Interest		Statements of Operations	
		Direct	Indirect	2024	2023
Advent Technologies, Inc.	USA	100%	-	01/01 – 3/31	01/01 – 3/31
Advent Technologies S.A.	Greece	-	100%	01/01 – 3/31	01/01 – 3/31
Advent Technologies LLC	USA	-	100%	01/01 – 3/31	01/01 – 3/31
Advent Technologies GmbH	Germany	100%	-	01/01 – 3/31	01/01 – 3/31
Advent Technologies A/S	Denmark	100%	-	01/01 – 3/31	01/01 – 3/31
Advent Green Energy Philippines, Inc	Philippines	-	100%	01/01 – 3/31	01/01 – 3/31

The Company has limited financial information, for the period January 1, 2024, through March 31, 2024, including the statement of operation information for Advent Technologies A/S, its wholly owned subsidiary Advent Green Energy Philippines, Inc. and Advent Technologies GmbH due to the bankruptcy of Advent Technologies A/S and the related loss of access to the underlying accounting records and access to Company finance personnel. The Company estimated changes in balance sheet accounts, revenue and expenses based upon bank statements and internal management reporting. The subsidiaries do not qualify for discontinued operations until Q3 2024.

Unaudited Condensed Consolidated Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) and pursuant to the regulations of the U.S. Securities and Exchange Commission (“SEC”). The unaudited financial information reflects, in the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair statement of the Company’s financial position, results of operations and cash flows for the periods indicated. The results reported for the interim period presented are not necessarily indicative of results that may be expected for the full year. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s audited consolidated financial statements as of and for the year ended December 31, 2023, included in the Annual Report on Form 10-K filed with the SEC on August 13, 2024. We reclassified certain prior year amounts in our consolidated financial statements to conform to the current year presentation.

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated.

Share and per share amounts are presented on a post-conversion basis for all periods presented, unless otherwise specified.

Going Concern

The accompanying unaudited condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company considers that the going concern basis is appropriate for the preparation of its unaudited condensed consolidated financial statements, as it is pursuing additional fund raising as disclosed below and has no intentions to proceed with liquidation. The going concern basis of presentation assumes that the Company will continue in operation one year from the date these unaudited condensed consolidated financial statements are issued and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As such, the accompanying unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of assets and their carrying amounts, or the amount and classification of liabilities that may result should the Company be unable to continue as a going concern. Following the significant non adjusting subsequent events of Advent Technologies A/S bankruptcy and the termination of the Hood Park lease agreement, the Company presents a Proforma Consolidated Balance Sheet as at March 31, 2024 and December 31, 2023 in the Note 22 to the consolidated financial statements to reflect the impact of those events.

In accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (Subtopic 205-40), the Company has evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about the Company’s ability to continue as a going concern for one year from the date that the unaudited condensed consolidated financial statements are issued. The Company’s ability to meet its liquidity needs will largely depend on its ability to generate cash in the future. During the three months ended March 31, 2024, the Company used \$2.9 million of cash in operating activities, and the Company’s ability to generate cash in the future is subject to general economic, financial, competitive, legislative, regulatory, and other factors that are beyond the Company’s control. Furthermore, the Company has suffered recurring operating losses and has a negative net working capital position of \$10.0 million as of March 31, 2024. In addition, as of the issuance date of these unaudited condensed consolidated financial statements the Company is overdue in a number of its obligations which could give the right to creditors at any time from the issuance date of these consolidated financial statements to raise legal action against the Company which in turn could potentially lead to liquidation action against the Company and/or its subsidiaries. The transition to profitability and positive cash flow is highly dependent upon the successful development, approval, and commercialization of the Company’s products and the achievement of a revenue level adequate to support its cost structure and the Company can give no assurances that this will occur. Based on the Company’s current operating plan, the Company believes that its cash and cash equivalents as of March 31, 2024, of \$0.8 million and \$0.5 million as of September 25, 2024, are not sufficient to fund operations and capital expenditures for the twelve months following the filing of this Quarterly Report on Form 10-Q, and the Company will need to obtain additional funding in the very near term, otherwise the Company may immediately substantially curtail or terminate its operations.

The Company performed a cash flow projection on a monthly basis for the twelve-month period following the issuance of the consolidated financial statements. With regards to the cash flow projections, the projected inflows from revenues and grants will be insufficient to cover the projected outflows, as such, the Company will continue to have a negative net working capital position and a delay in the projected timing of the short term financing and inflows and/or an immediate demand by creditors of repayment of the long outstanding payables may result in the Company being insolvent and short of cash at any specific time over the coming weeks and over the next twelve months.

The highlights of the projections are as follows:

The Company projects cash inflows from contracted revenues and grants for which it has already signed agreements with third parties and estimates projected outflows assuming the effective implementation of the Company's plans to reduce monthly expenditures gradually during 2024.

The cash flow projections do not include any cash inflows or outflows from Advent Technologies A/S which was declared bankrupt by the court in Aalborg, Denmark on July 25, 2024, and its wholly owned subsidiary Green Energy Philippines, Inc. The Company did not include any outflows relating to Advent Technologies A/S, since it believes that the bankruptcy of its subsidiary, will not have any material effect, except for a potential claim of approximately \$0.5 million from a supplier contract for which the parent company Advent Technologies Holdings, Inc. is the guarantor.

In addition, the projections do not include any cash outflows relating to commitments and contingencies as disclosed in Note 20 to the unaudited condensed consolidated financial statements, since the Company believes that any cash outflows relating to these commitments will not materialize based on the Company's plans to agree the termination of such contracts with its suppliers and a contingent loss as outcome of the pending arbitration it is not probable.

Until such time as the Company generates sufficient revenue to fund its operations (if ever), the Company plans to finance its operations and repay its existing and future liabilities and other obligations through the sale of equity and/or debt securities and, to the extent available, short-term and long-term loans. As part of its plan, on July 30, 2024, the Company entered into a securities purchase agreement, (the "Purchase Agreement"), with an institutional investor (the "Investor") pursuant to which, at the closing, defined as the filing date of the Company's 10-K, the Company will issue to the Investor a senior promissory note in the principal amount of \$1 million (the "Senior Note"), repayable within one year and bearing interest of 18%. The Company has not yet closed on the \$1 million financing and no loan proceeds have yet been received by the Company. However, the Company and the Investor are working together to close this financing as soon as possible. The Investor has also committed to provide the Company with a one-year revolving line of credit for an aggregate maximum principal amount of \$2 million, again bearing interest of 18% (the two debt transactions are referred to as the "Financing"). The \$2 million financing is contingent upon the Company's filing of a Registration Statement on Form S-1 with the Securities and Exchange Commission with respect to an underwritten or "best efforts" public offering by the Company of its common stock, and/or common stock equivalents registered under the Securities Act of 1933, as amended for proceeds to the Company of not less than \$5 million (a "Qualified Public Equity Offering"). The Company can give no assurances as of the date of issuance of the consolidated financial statements as to whether the Company will be successful in raising this Financing and executing a Qualified Public Equity Offering. The Company will use the proceeds from the Financing for general corporate purposes, including expenses related to the preparation of its Quarterly Report on Form 10-Q for the three months ended March 31, 2024, and expenses to facilitate a Qualified Public Equity Offering and the proceeds of the Qualified Public Equity Offering for general corporate purposes.

With regards to the projected revenues and grants, a delay in the projected timing of inflows may result in the Company remaining insolvent and short of cash at any specific time over the next twelve months. Also, there is no guarantee that the Company's plans to reduce monthly expenditures will be successful. Beyond that, there is no guarantee about when the Registration Statement in Form S-1 will be filed and therefore the committed one-year revolving line of credit of maximum \$2 million will be received. In addition, there is no guarantee with regards to the Company's ability to secure proceeds of not less than \$5 million from the Qualified Public Entity Offering.

If the Company is unable to obtain sufficient funding, it could be required to delay its development efforts, limit activities, and further reduce research and development costs, which could adversely affect its business prospects and delivery of contractual obligations. A cash shortfall at any point in time over the next twelve months could result in the Company failing to meet its overdue and current obligations which could trigger action against the Company and/or its subsidiaries for liquidation by employees, authorities, or creditors. Because of the uncertainty in securing additional funding, delays in growth of revenue, failure to materialize cost-cutting efforts and the insufficient amount of cash and cash equivalents as of the consolidated financial statement filing date, management has concluded that substantial doubt exists with respect to the Company's ability to continue as a going concern for one year from the date the unaudited condensed consolidated financial statements are issued.

2. Summary of Significant Accounting Policies

There have been no significant changes from the significant accounting policies disclosed in Note 2 of the "Notes to Consolidated Financial Statements" included in the Annual Report Form 10-K filed with the SEC on August 13, 2024.

The Company did not apply any new accounting policies during the three-month period ended March 31, 2024 other than those noted below.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. On an on-going basis, management evaluates the estimates and judgments, including those related to the selection of useful lives for tangible assets, expected future cash flows from long-lived assets to support impairment tests, the carrying value of goodwill, provisions necessary for accounts receivables and inventory write downs, provisions for legal disputes, and contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates under different assumptions and/or conditions.

Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents

Cash and cash equivalents are highly liquid investments with original maturities of three months or less. Cash and cash equivalents consist of cash on hand, deposits held on call with banks and investments in money market funds with original maturities of three months or less at the date of acquisition. As of March 31, 2024 and December 31, 2023, the Company has cash and cash equivalents which are restricted of \$0.9 million. The restricted cash equivalent is a letter of credit required by the Company's lease agreement for the Hood Park facility in Boston, MA. The letter of credit is required for the duration of the lease agreement which has a term of eight years. The lease commenced in October 2022.

The Company reconciles cash, cash equivalents, restricted cash and restricted cash equivalents reported in the consolidated balance sheets that aggregate to the beginning and ending balances shown in the unaudited condensed consolidated statements of cash flows as follows:

	March 31,	December 31,
	2024	2023
	<u>(Unaudited)</u>	
(Amounts in thousands)		
Cash and cash equivalents	\$ 774	\$ 3,562
Restricted cash, current	98	100
Restricted cash, non-current	750	750
Cash, cash equivalents, restricted cash and restricted cash equivalents	<u>\$ 1,622</u>	<u>\$ 4,412</u>

Warranties

The Company provides a warranty on fuel cells we sell for typically 2 years. The Company accrues a warranty reserve of 8% of the sale price of the fuel cells sold, which includes the Company's best estimate of the projected costs to repair or replace items under warranties and recalls when identified. Warranty reserve is released when repairs or replacements are carried out in relation to items under warranties or when the warranty period for the fuel cell expires. The portion of the warranty reserve expected to be incurred within the next 12 months is included within Other current liabilities, while the remaining balance is included within Other long-term liabilities on the unaudited condensed consolidated balance sheets. Warranty expense is recorded as a component of cost of revenue in the unaudited condensed consolidated statements of operations.

The changes in the accrued warranty reserve for the three months ended March 31, 2024 and 2023 were as follows:

(Amounts in thousands)	Three Months Ended March 31,	
	2024	2023
Balance at beginning of period	\$ 911	\$ 1,048
Additions	-	20
Settlements	-	(113)
Foreign exchange fluctuations	(17)	17
Balance at end of period	\$ 894	\$ 972

Credit Losses

In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses of Financial Instruments, which amends the requirement on the measurement and recognition of expected credit losses for financial assets held. Furthermore, amendments ASU 2019-10 and ASU 2019-11 provided additional clarification for implementing ASU 2016-13. ASU 2016-13 is effective for the Company beginning January 1, 2023, with early adoption permitted. The Company adopted the standard on January 1, 2023, in accordance with the adoption dates for private entities applicable to it under its emerging growth company status at that time and the standard did not have a material impact on the Company's unaudited condensed consolidated financial statements and related disclosures. The Company is exposed to credit losses primarily through sales of its products. The Company assesses each customer's ability to pay and a credit loss estimate by conducting a credit review which includes consideration of established credit rating or an internal assessment of the customer's creditworthiness based on an analysis of their payment history when a credit rating is not available. The Company monitors credit exposure through active review of customer balances. The Company's expected loss methodology for accounts receivable is developed through consideration of factors including, but not limited to, historical collection experience, current customer credit ratings, current customer financial condition, current and future economic and market conditions, and age of the receivables. Charges related to credit losses are included in administrative and selling expenses and are recorded in the period that the outstanding receivables are determined to be doubtful. Account balances are written-off against the allowance when they are deemed uncollectible.

Fair Value Measurements

The Company follows the accounting guidance in ASC 820 for its fair value measurements of financial assets and liabilities measured at fair value on a recurring basis. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability.

The accounting guidance requires fair value measurements be classified and disclosed in one of the following three categories:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than Level 1 prices, for similar assets or liabilities that are directly or indirectly observable in the marketplace.
- Level 3: Unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Convertible Bond Loan

On May 25, 2022, Advent Technologies S.A (“Advent SA”) and UNI.FUND Mutual Fund (“UNIFUND”) entered into an agreement to finance Cyrus SA (“Cyrus”) with a convertible bond loan (“Bond Loan”) of €1.0 million. As a part of this transaction, Advent SA offered €0.3 million in bond loans with an annual interest rate of 8.00%. The term of the loan is three years and there is a surcharge of 2.5% for overdue interest.

Cyrus business relates to the research and experimental development in natural sciences and mechanics, the construction of pumps and hydrogen compressors and the wholesale of compressors. Hydrogen compressors are a critical part of the Hydrogen Refueling Stations (HRS) to be used by transport applications. Cyrus has developed a prototype Metal Hydride Compressor which offers unique advantages. The proceeds from the Bond Loan are to cover Cyrus’s working capital needs in the context of its operation and the product development.

Mandatory conversion of the Bond Loan will occur in the event of qualified financing which is equivalent to a share capital increase by Cyrus in the first three years from the execution of the Bond Loan agreement with a total amount over €3 million which is covered by third parties unrelated to the basic shareholders or by investors related to them.

The Company classifies the Bond Loan as an available for sale financial asset on the consolidated balance sheets. The Company recognizes interest income within the consolidated statement of operations. For the three months ended March 31, 2024, and 2023, the Company recognized \$7 thousand and \$7 thousand of interest income related to the Bond Loan within the consolidated statements of operations, respectively.

The Company initially measured the available for sale Bond Loan at the transaction price plus any applicable transaction costs. The Bond Loan is remeasured to its fair value at each reporting period and upon settlement. The estimated fair value of the Bond Loan is determined using Level 3 inputs by using a discounted cash flow model. The change in fair value is recognized within the consolidated statements of comprehensive loss. As of March 31, 2024, the Company continues to fully reserve the Bond Loan as an expected credit loss. The Company did not recognize any unrealized gain / (loss) during the three months ended March 31, 2024, or 2023.

Warrant Liability

As a result of the Business Combination, the Company assumed a warrant liability (the “Warrant Liability”) related to previously issued 131,343 warrants, each exercisable to purchase one share of common stock at an exercise price of \$345.00 per share, originally sold to AMCI Sponsor LLC (the “Sponsor”) in a private placement consummated in connection with AMCI’s initial public offering (the “Private Placement Warrants”) and the 13,333 warrants, each exercisable to purchase one share of Common Stock at an exercise price of \$345.00 per share, converted from the Sponsor’s non-interest bearing loan to the Company of \$0.4 million in connection with the closing of the Business Combination (the “Working Capital Warrants”) (Note 13). The Private Placement Warrants and the Working Capital Warrants have substantially the same terms as the 734,309 warrants, each exercisable to purchase one share of Common Stock at an exercise price of \$345.00 per share, issued by AMCI in its initial public offering (the “Public Warrants”).

The following tables summarize the fair value of the Company’s assets and liabilities measured at fair value on a recurring basis as of March 31, 2024 and December 31, 2023.

	As of March 31, 2024 (Unaudited)	
(Amounts in thousands)	Fair Value	Unobservable Inputs (Level 3)
Assets		
Available for sale financial asset	\$ -	\$ -
	<u>\$ -</u>	<u>\$ -</u>
Liabilities		
Warrant liability	\$ -	\$ -
	<u>\$ -</u>	<u>\$ -</u>

	As of December 31, 2023	
(Amounts in thousands)	Fair Value	Unobservable Inputs (Level 3)
Assets		
Available for sale financial asset	\$ -	\$ -
	<u>\$ -</u>	<u>\$ -</u>
Liabilities		
Warrant liability	\$ 59	\$ 59
	<u>\$ 59</u>	<u>\$ 59</u>

The carrying amounts of the Company’s remaining financial instruments reflected on the consolidated balance sheets and which consist of cash and cash equivalents, accounts receivables, net, other current assets, trade and other payables, and other current liabilities, approximate their respective fair values due to their short-term nature.

Changes in the fair value of Level 3 assets and liabilities for the three months ended March 31, 2024 and 2023 were as follows:

Available for Sale Financial Asset (Unaudited)		
	For the Three Months Ended March 31, 2024	For the Three Months Ended March 31, 2023
<i>(Amounts in thousands)</i>		
Estimated fair value (beginning of period)	\$ -	\$ 320
Foreign exchange fluctuations	-	6
Change in estimated fair value	-	-
Estimated fair value (end of period)	<u>\$ -</u>	<u>\$ 326</u>

Warrant Liability (Unaudited)		
	For the Three Months Ended March 31, 2024	For the Three Months Ended March 31, 2023
<i>(Amounts in thousands)</i>		
Estimated fair value (beginning of period)	\$ 59	\$ 998
Change in estimated fair value	(59)	(390)
Estimated fair value (end of period)	<u>\$ -</u>	<u>\$ 608</u>

The Warrant Liability is remeasured to its fair value at each reporting period and upon settlement. The change in fair value is recognized in “Fair value change of warrant liability” on the consolidated statements of operations.

3. Related party disclosures

Balances with related parties

The were no outstanding balances with related parties as of March 31, 2024 and December 31, 2023.

Transactions with related parties

Related parties’ transactions are in the normal course of operations and are measured at the amount of consideration established and agreed to by related parties.

4. Accounts receivable, net

Accounts receivable consist of the following:

	March 31, 2024	December 31, 2023
<i>(Amounts in thousands)</i>		
Accounts receivable from third party customers	\$ 1,442	\$ 552
Less: Allowance for credit losses	(357)	(361)
Accounts receivable, net	<u>\$ 1,085</u>	<u>\$ 191</u>

5. Inventories

Inventories consist of the following:

(Amounts in thousands)	March 31, 2024 (Unaudited)	December 31, 2023
Raw materials and supplies	\$ 8,813	\$ 9,461
Work-in-process	360	223
Finished goods	5,175	5,275
Total	\$ 14,348	\$ 14,959
Provision for inventory	(12,271)	(12,252)
Total	\$ 2,077	\$ 2,707

The changes in the provision for inventory is as follows:

(Amounts in thousands)	For the Three Months Ended March 31, 2024 (Unaudited)	For the Three Months Ended March 31, 2023 (Unaudited)
Balance at beginning of period	\$ (12,252)	\$ (232)
Additions during the period	(239)	-
Exchange differences	220	(4)
Balance at end of period	\$ (12,271)	\$ (236)

6. Prepaid expenses and other current assets

Prepaid expenses are analyzed as follows:

(Amounts in thousands)	March 31, 2024 (Unaudited)	December 31, 2023
Prepaid insurance expenses	\$ 1,093	\$ 155
Prepaid research expenses	13	36
Other prepaid expenses	957	958
Total	\$ 2,063	\$ 1,149

Prepaid insurance expenses as of March 31, 2024 and December 31, 2023 mainly include prepayments to insurers for directors' and officers' insurance services for liabilities that may arise in their capacity as directors and officers of a public entity.

Prepaid research expenses as of March 31, 2024 and December 31, 2023 mainly relate to prepayments for expenses under the Cooperative Research and Development Agreement as discussed in Note 17.

Other prepaid expenses as of March 31, 2024 and December 31, 2023 mainly include prepayments for professional fees and purchases, which also include costs to fulfill a contract with customers which are expected to be recognized within 2024, upon delivery of services to these customers.

Other current assets are analyzed as follows:

	March 31, 2024	December 31, 2023
(Amounts in thousands)	(Unaudited)	
VAT receivable	\$ 290	\$ 273
Withholding tax	20	20
Grant receivable	559	570
Purchases under receipt	-	1
Guarantees	9	9
Other receivables	107	152
Accrued sublease income	130	80
Accrued interest income	6	-
	<u>\$ 1,121</u>	<u>\$ 1,105</u>

7. Intangible Assets

Information regarding our intangible assets, including assets recognized from our acquisitions, as of March 31, 2024 and December 31, 2023 is as follows:

	As of March 31, 2024 (Unaudited)			
(Amounts in thousands)	Gross Carrying Amount	Accumulated Amortization	Cumulative Impairment	Net Carrying Amount
Indefinite-lived intangible assets:				
Trade name "UltraCell"	\$ 406	\$ -	\$ (406)	\$ -
Total indefinite-lived intangible assets	<u>\$ 406</u>	<u>\$ -</u>	<u>\$ (406)</u>	<u>\$ -</u>
Finite-lived intangible assets:				
Patents	21,221	(3,247)	(17,974)	-
Process know-how (IPR&D)	2,612	(1,017)	(1,595)	-
Order backlog	266	(266)	-	-
Software	229	(152)	-	77
Total finite-lived intangible assets	<u>\$ 24,328</u>	<u>\$ (4,682)</u>	<u>\$ (19,569)</u>	<u>\$ 77</u>
Total intangible assets	<u>\$ 24,734</u>	<u>\$ (4,682)</u>	<u>\$ (19,975)</u>	<u>\$ 77</u>
	As of December 31, 2023			
(Amounts in thousands)	Gross Carrying Amount	Accumulated Amortization	Cumulative Impairment	Net Carrying Amount
Indefinite-lived intangible assets:				
Trade name "UltraCell"	\$ 406	\$ -	\$ (406)	\$ -
Total indefinite-lived intangible assets	<u>\$ 406</u>	<u>\$ -</u>	<u>\$ (406)</u>	<u>\$ -</u>
Finite-lived intangible assets:				
Patents	21,221	(3,247)	(17,974)	-
Process know-how (IPR&D)	2,612	(1,017)	(1,595)	-
Order backlog	266	(266)	-	-
Software	233	(154)	-	79
Total finite-lived intangible assets	<u>\$ 24,332</u>	<u>\$ (4,684)</u>	<u>\$ (19,569)</u>	<u>\$ 79</u>
Total intangible assets	<u>\$ 24,738</u>	<u>\$ (4,684)</u>	<u>\$ (19,975)</u>	<u>\$ 79</u>

The Company did not record any additions to indefinite-lived intangible assets during the three months ended March 31, 2024 and 2023.

The amortization expense for the intangible assets for the three months ended March 31, 2024 and 2023 was \$1.0 thousand and \$0.2 million, respectively.

All remaining intangible assets, other than software, from the UltraCell and SerEnergy and FES acquisitions were impaired during the year ended December 31, 2023.

Amortization expense is recorded on a straight-line basis. Assuming constant foreign currency exchange rates and no change in the gross carrying amount of the intangible assets, future amortization expense related to the Company's intangible assets subject to amortization as of March 31, 2024 is expected to be as follows:

(Amounts in thousands)

Fiscal Year Ended December 31,	
2024	\$ 21
2025	28
2026	28
2027	-
2028	-
Thereafter	-
Total	\$ 77

8. Property, plant and equipment, net

The Company's property, plant and equipment, net, consisted of the following:

	March 31, 2024 (Unaudited)	December 31, 2023
(Amounts in thousands)		
Land, Buildings & Leasehold Improvements	\$ 14,427	\$ 14,475
Machinery	12,958	14,308
Equipment	4,674	4,785
	\$ 32,059	\$ 33,568
Less: accumulated depreciation	(8,926)	(9,635)
Less: impairment	(2,384)	(2,384)
Total	\$ 20,749	\$ 21,549

During the three months ended March 31, 2024, additions to property, plant and equipment of \$28 thousand for equipment. During the three months ended March 31, 2023, additions to property, plant and equipment of \$2.5 million, primarily consisted of machines and assets under construction related to the Hood Park facility.

During the three months ended March 31, 2024, the Company disposed of machinery and other equipment for which it has no future use and with a net book value of \$21 thousand resulting in a loss.

On June 29, 2024, in an effort to reduce costs, the Company decided to abandon the facility at Hood Park and was able to find a new tenant to occupy the space. The Company and the landlord agreed to accelerate the expiration of the lease to occur on June 30, 2024. The Company had a letter of credit in the amount of \$750 thousand in favor of the landlord and that letter of the credit was released to the landlord in satisfaction of any claims against the Company. As of March 31, 2024 and December 31, 2023, the Company had \$10.3 million and \$10.4 million, respectively, of leasehold improvements and \$0.5 million and \$0.5 million, respectively, of furniture that will be forfeited as part of the exit of Hood Park.

Depreciation expense during the three months ended March 31, 2024 and 2023 was \$0.7 million and \$0.4 million, respectively.

There are no collaterals or other commitments on the Company's property, plant and equipment.

9. Other non-current assets

Other non-current assets as of March 31, 2024 and December 31, 2023 are mostly comprised of guarantees to suppliers of \$0.3 million and \$0.3 million, respectively.

10. Trade and other payables

Trade and other payables as of March 31, 2024 and December 31, 2023 include balances of suppliers and consulting service providers of \$5.7 million and \$5.1 million, respectively.

11. Other current liabilities

As of March 31, 2024 and December 31, 2023, other current liabilities consist of the following:

(Amounts in thousands)	March 31, 2024	December 31, 2023
	(Unaudited)	
Accrued expenses ⁽¹⁾	\$ 813	\$ 831
Other short-term payables	256	262
Taxes and duties payable	230	257
Provision for unused vacation	243	248
Accrued provision for warranties, current portion (Note 14)	223	228
Social security funds	43	81
Overtime provision	8	9
Total	\$ 1,816	\$ 1,916

(1) Accrued expenses are analyzed as follows:

(Amounts in thousands)	March 31, 2024	December 31, 2023
	(Unaudited)	
Accrued expenses for legal and consulting fees	\$ 270	\$ 219
Accrued payroll fees	61	139
Other accrued expenses	482	473
Total	\$ 813	\$ 831

Other accrued expenses mainly consist of accrual of staff expenses and audit fees.

12. Leases

The Company enters into operating lease agreements for the use of real estate and certain other equipment. The Company determines if an arrangement contains a lease at inception, which is the date on which the terms of the contract are agreed to and the agreement creates enforceable rights and obligations. The impacts of accounting for operating leases are included in Right-of-use assets, Operating lease liabilities, and Long-term operating lease liabilities in the Company's consolidated balance sheets.

On February 5, 2021, the Company entered into a lease agreement by and among the Company, in its capacity as tenant, and BP Hancock LLC, a Delaware limited liability company, in its capacity as landlord. The lease provides for the rental by the Company of office space at 200 Clarendon Street, Boston, MA 02116 for use as the Company's executive offices. Under the terms of the lease, the Company leases 6,041 square feet at an initial fixed annual rent of \$0.5 million. The term of the lease is for five years (unless terminated as provided in the lease) and commenced on April 1, 2021. The Company provided security in the form of a security deposit in the amount of \$0.1 million which is included in Other non-current assets on the consolidated balance sheet as of March 31, 2024, and December 31, 2023.

On January 9, 2023, the Company entered into a sublease agreement by and among the Company, in its capacity as sublandlord, BP Hancock LLC, a Delaware limited liability company, in its capacity as landlord, and Hughes Boston, Inc. ("Hughes"), in its capacity as subtenant. The sublease provides for the rental by Hughes of office space at 200 Clarendon Street, Boston, MA 02116. Under the terms of the sublease, Hughes subleases 6,041 square feet at an initial fixed annual rent of \$0.6 million and will increase 3.0% on each anniversary of the sublease commencement date. The term of the sublease is through March 2026 (unless terminated as provided in the sublease) and the sublease commencement date was February 1, 2023. During the three months ended March 31, 2024, and March 31, 2023, the Company recognized \$0.1 million and \$0.1 million, respectively, in rent income which is included within sublease income and other income in the unaudited condensed consolidated statement of operations, respectively. On April 17, 2024, the landlord terminated the lease for past due rent totaling \$0.2 million.

Additionally, the Company's subsidiaries, Advent Technologies S.A., UltraCell LLC, Advent Technologies A/S and Advent Green Energy Philippines, Inc., have in place rental agreements for the lease of office and factory spaces.

On March 8, 2021, the Company entered into a lease for 21,401 square feet as a product development and manufacturing center at Hood Park in Charlestown, MA. Under the terms of the lease, the Company will pay an initial fixed annual rent of \$1.5 million. The lease has a term of eight years and five months, with an option to extend for five years, and commenced in October 2022. The Company is obliged to provide security in the form of a security deposit in the amount of \$0.8 million before commencement of the lease. In June 2024, the Company agreed with the landlord to terminate the lease. See Note 22. Subsequent Events.

On August 31, 2021, the Company through its wholly-owned subsidiary, FES, entered into a lease agreement by and among the Company, in its capacity as lessee, and fischer group SE & Co. KG, having its registered seat in Achern, in its capacity as lessor. The lease provides for the rental by the Company of office space, workspace and outdoor laboratory at 77855 Achern, Im Gewerbegebiet 7 for use by FES. Under the terms of the lease, the Company leases 1,017 square feet at a monthly basic rate of €7,768 plus VAT. The Company provided security in the form of a parent guarantee for a maximum amount of €30,000.

On October 14, 2023, the Company through its wholly-owned subsidiary, FES, in its capacity as lessee, agreed to modify the term of its lease agreement with fischer group SE & Co, KG, in its capacity as lessor. The lease term was modified to end on or before January 1, 2024, with rental payments of €7,768 plus VAT to end on November 1, 2023, resulting in the write-off of right of use assets and operating lease liabilities of \$248 thousand for the year ended December 31, 2023.

Rental expense for all operating leases was \$0.5 million and \$0.6 million for the three months ended March 31, 2024, and 2023, respectively. For the three months ended March 31, 2024, and 2023, rental expense for short-term leases was \$0.01 million and \$0.1 million, respectively.

As of March 31, 2024, and December 31, 2023, the right of use assets, net associated with operating leases was \$3.0 million and \$3.2 million, respectively.

As of March 31, 2024, undiscounted maturities of operating lease liabilities remaining are as follows (amounts in thousands):

	Operating Leases
Fiscal Year Ended December 31,	
2024	\$ 1,674
2025	2,246
2026	1,884
2027	1,705
2028	1,751
Thereafter	3,185
Total undiscounted lease payments	\$ 12,445
Less: imputed interest	(2,429)
Total discounted lease payments	\$ 10,016
Less: current portion	(2,164)
Long-term lease liabilities	\$ 7,852

13. Private Placement Warrants and Working Capital Warrants

In connection with the Business Combination, the Company assumed 131,343 Private Placement Warrants issued upon AMCI's initial public offering. In addition, upon the closing of the Business Combination, the working capital loan provided by AMCI's Sponsor to AMCI was converted into 13,333 Working Capital Warrants, which were also assumed. The terms of the Working Capital Warrants are the same as those of the Private Placement Warrants.

As of March 31, 2024 and December 31, 2023, the Company had an aggregate of 65,671 Private Placement Warrants and Working Capital Warrants outstanding. Each Private Placement Warrant and Working Capital Warrant entitles the registered holder to purchase one share of Common Stock at a price of \$345.00 per share, subject to adjustment, at any time commencing 30 days after the completion of the Business Combination. The Public Warrants expire five years after the closing of the Business Combination or earlier upon redemption or liquidation.

The Private Placement Warrants and Working Capital Warrants are identical to the Public Warrants, except that the Private Placement Warrants and Working Capital Warrants and the common stock issuable upon the exercise of those warrants were not transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions. Additionally, the Private Placement Warrants and Working Capital Warrants are exercisable on a cashless basis and be non-redeemable so long as they are held by the initial purchasers or their permitted transferees. If those warrants are held by someone other than the initial purchasers or their permitted transferees, they will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants. As of March 31, 2024, an aggregate of 65,671 Private Placement Warrants and Working Capital Warrants are held by its initial purchasers.

According to the provisions of the Private Placement Warrants and Working Capital Warrants warrant agreements, the exercise price and number of shares of common stock issuable upon exercise of those warrants may be adjusted in certain circumstances including in the event of a stock dividend, or recapitalization, reorganization, merger or consolidation. Private Placement Warrants and Working Capital Warrants are classified as liabilities in accordance with the Company's evaluation of the provisions of ASC 815-40-15, which provides that a warrant is not indexed to the issuer's common stock if the terms of the warrant require an adjustment to the exercise price upon a specified event and that event is not an input to the fair value of the warrant with a fixed exercise price and fixed number of underlying shares.

14. Other long-term liabilities

Other long-term liabilities as of March 31, 2024 and December 31, 2023 mainly include an amount of \$0.7 million and \$0.7 million, respectively, being the non-current portion of a total accrued warranty reserve of \$0.9 million and \$0.9 million, respectively.

15. Stockholders' Equity

Shares Authorized

As of March 31, 2024, the Company had authorized a total of 501,000,000 shares for issuance with 500,000,000 shares designated as common stock, par value \$0.0001 per share, and 1,000,000 shares designated as preferred stock, par value \$0.0001 per share.

Common Stock

From February 2, 2024, through March 28, 2024, 24,976 shares of common stock were issued in connection with the At the Market Offering with H.C. Wainwright & Co., LLC and received net proceeds of \$0.1 million.

As of March 31, 2024 and December 31, 2023, there were 2,605,135 and 2,580,159 shares of issued and outstanding common stock with a par value of \$0.0001 per share, respectively.

Reverse Stock Split

On April 29, 2024 and April 30, 2024, our stockholders and Board, respectively, approved a reverse stock split of our Common Stock, at a ratio of 1-for-30 (the "Reverse Stock Split"), as of the Effective Date. The Effective Date of the Reverse Stock Split with the Secretary of the Commonwealth of Massachusetts was 5:00 p.m. on May 13, 2024 and May 14, 2024 in the marketplace.

On the Effective Date, the total number of shares of our Common Stock held by each shareholder was converted automatically into the number of whole shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by such shareholder immediately prior to the Reverse Stock Split, divided by (ii) 30.

No fractional shares were issued in connection with the Reverse Stock Split, and stockholders who would otherwise be entitled to a fractional share received a proportional cash payment in April 2024. The Reverse Stock Split did not have any effect on the stated par value of the Company's Common Stock. The rights and privileges of the holders of shares of Common Stock will be unaffected by the Reverse Stock Split.

The Company is authorized to issue 501,000,000 shares of Common Stock and that number did not change as a result of the Reverse Stock Split.

The consolidated financial statements and footnote disclosures have been updated to reflect the retrospective effect of the reverse stock split for all periods presented.

At the Market Offering Agreement

On June 2, 2023, the Company entered into an At The Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC, as sales agent (the "Agent"), to create an at-the-market equity program under which it may sell up to \$50 million of shares of the Company's common stock (the "Shares") from time to time through the Agent (the "ATM Offering"). Under the ATM Agreement, the Agent will be entitled to a commission at a fixed rate of 3.0% of the gross proceeds from each sale of Shares under the ATM Agreement.

Sales of the Shares, if any, under the ATM Agreement may be made in transactions that are deemed to be “at-the-market equity offerings” as defined in Rule 415 under the Securities Act, including sales made by means of ordinary brokers’ transactions, including on the Nasdaq Capital Market, at prevailing market prices at the time of sale or as otherwise agreed with the Agent. The Company has no obligation to sell, and the Agent is not obligated to buy or sell, any of the Shares under the Agreement and may at any time suspend offers under the Agreement or terminate the Agreement. The ATM Offering will terminate upon the termination of the ATM Agreement as permitted therein. The Shares will be issued pursuant to the Company’s previously filed Registration Statement on Form S-3 (File No. 333-271389) that was declared effective on May 2, 2023, and a prospectus supplement and accompanying prospectus relating to the ATM Offering filed with the SEC on June 2, 2023.

Deferred offering costs associated with the ATM Agreement are reclassified to additional paid in capital on a pro-rata basis when the Company completes offerings under the ATM Agreement. Any remaining deferred costs will be expensed to the statements of operations should the planned offering be terminated.

During the three months ended March 31, 2024, the Company issued and sold an aggregate of 24,976 shares of common stock under the ATM Offering.

Public Warrants

In connection with the Business Combination, the Company assumed the Public Warrants issued upon AMCI’s initial public offering.

As of December 31, 2020, the Company had 735,069 Public Warrants outstanding. Each Public Warrant entitles the registered holder to purchase one share of common stock at a price of \$345.00 per share, subject to adjustment, at any time commencing 30 days after the completion of the Business Combination. The Public Warrants will expire five years after the completion of the Business Combination or earlier upon redemption or liquidation. During the second quarter of 2021, certain warrant holders exercised their option to purchase an additional 760 shares at \$345.00 per share. These exercises generated \$262,177 additional proceeds to the Company and increased the Company’s shares outstanding by 760 shares. During 2023, one original Private Warrant Holder sold all their Private Placement Warrants resulting in a reclassification to Public Warrants. Following these exercises, as of March 31, 2024, the Company’s Public Warrants amounted to 813,314.

Once the warrants become exercisable, the Company may redeem the Public Warrants:

- in whole and not in part;
- at a price of \$0.01 per warrant;
- upon not less than 30 days’ prior written notice of redemption;
- if, and only if, the reported last sale price of the Company’s Common Stock equals or exceeds \$540.00 per share for any 20 trading days within a 30-trading day period ending three business days before the Company sends the notice of redemption to the warrant holders; and
- if, and only if, there is a current registration statement in effect with respect to the shares of Common Stock underlying such warrants.

If the Company calls the Public Warrants for redemption, management will have the option to require all holders that wish to exercise the Public Warrants to do so on a “cashless basis,” as described in the warrant agreement. The exercise price and number of shares of common stock issuable upon exercise of the warrants may be adjusted in certain circumstances including in the event of a stock dividend, or recapitalization, reorganization, merger or consolidation. However, the warrants will not be adjusted for issuance of Common Stock at a price below its exercise price. In addition, the warrant agreement provides that in case of a tender offer or exchange that involves 50% or more of the Company’s stockholders, the Public Warrants may be settled in cash, equity securities or other assets depending on the kind and amount received per share by the holders of the common stock in such consolidation or merger that affirmatively make such election.

The Public Warrants are classified in equity in accordance with the Company’s evaluation of the provisions of ASC 480 and ASC 815. The Company analyzed the terms of the Public Warrants and concluded that there are no terms that provide that the warrant is not indexed to the issuer’s common stock. The Company also analyzed the tender offer provision discussed above and considering that upon the Closing of the Business Combination the Company has a single class of common shares, concluded that the exception discussed in ASC 815-40-25 applies, and thus equity classification is not precluded.

Stock-Based Compensation Plans

2021 Equity Incentive Plan

The Company’s Board of Directors and stockholders previously approved the 2021 Equity Incentive Plan (the “Plan”) to reward certain employees and directors of the Company. The Plan has been established to advance the interests of the Company by providing for the grant to Participants of Stock and Stock-based Awards. The maximum number of shares of Common Stock that may be delivered in satisfaction of Awards under the Plan is 230,530 shares.

Stock Options

Pursuant to and subject to the terms of the Plan the Company entered into separate Stock Option Agreements with each participant according to which each participant is granted an option (the “Stock Option”) to purchase up to a specific number of shares of common stock set forth in each agreement with an exercise price equal to the market price of Company’s common stock at the date of grant. The Company did not grant Stock Options during the three months ended March 31, 2024.

Stock Options are granted to each participant in connection with their employment with the Company. The Stock Options vest on a graded basis over four years. The Company has a policy of recognizing compensation cost on a straight-line basis over the total requisite service period for the stock options. The Company recognized compensation cost of \$0.7 million and \$0.9 million in respect of Stock Options granted, which is included in administrative and selling expenses in the unaudited condensed consolidated statement of operations for the three months ended March 31, 2024 and 2023, respectively. The Company also has a policy of accounting for forfeitures when they occur.

The following table summarizes the activities for our unvested stock options for the three months ended March 31, 2024:

	Number of options	Weighted Average Grant Date Fair Value
Unvested as of December 31, 2023	57,894	\$ 124.20
Vested	(17,333)	\$ 146.47
Forfeited	(8,667)	\$ 99.13
Unvested as of March 31, 2024	31,894	\$ 118.99

As of March 31, 2024, there was \$3.3 million of unrecognized compensation cost related to unvested Stock Options. This amount is expected to be recognized over the remaining vesting period of Stock Options.

Restricted Stock Units

Pursuant to and subject to the terms of the Plan the Company entered into separate Restricted Stock Units (“RSUs”) with each participant. On the grant date of RSUs, the Company grants to each participant a specific number of RSUs as set forth in each agreement, giving each participant the conditional right to receive without payment one share of common stock. The RSUs are granted to each participant in connection with their ongoing employment with the Company. The Company has in place Restricted Stock Unit Agreements that vest within one year and Restricted Stock Unit Agreements that vest on a graded basis over four years. The Company has a policy of recognizing compensation cost on a straight-line basis over the total requisite service period. The Company recognized compensation cost of \$1.3 million and \$1.7 million in respect of RSUs, which is included in administrative and selling expenses in the unaudited condensed consolidated statement of operations for the three months ended March 31, 2024 and 2023, respectively. The Company also has a policy of accounting for forfeitures when they occur. The Company did not grant RSUs during the three months ended March 31, 2024.

The following table summarizes the activities for our unvested RSUs for the three months ended March 31, 2024:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested as of December 31, 2023	67,894	\$ 200.1
Vested	(1,742)	\$ 88.20
Forfeited	(6,453)	\$ 178.23
Unvested as of March 31, 2024	59,699	\$ 205.56

As of March 31, 2024, there was \$5.9 million of unrecognized compensation cost related to unvested RSUs. This amount is expected to be recognized over the remaining vesting period of Restricted Stock Unit Agreements.

16. Revenue

Revenue is analyzed as follows:

(Amounts in thousands)	Three Months Ended March 31, (Unaudited)	
	2024	2023
Sales of goods	\$ 2,333	\$ 769
Sales of services	1,118	208
Total revenue from contracts with customers	\$ 3,451	\$ 977

The timing of revenue recognition is analyzed as follows:

(Amounts in thousands)	Three Months Ended March 31, (Unaudited)	
	2024	2023
Timing of revenue recognition		
Revenue recognized at a point in time	\$ 2,800	\$ 977
Revenue recognized over time	651	-
Total revenue from contracts with customers	\$ 3,451	\$ 977

As of March 31, 2024 and December 31, 2023, Advent recognized contract assets of \$11 thousand and \$21 thousand, respectively, on the consolidated balance sheets.

As of March 31, 2024 and December 31, 2023, Advent recognized contract liabilities of \$2.3 million and \$2.0 million, respectively, in the consolidated balance sheets. During the three months ended March 31, 2024, the Company recognized the amount of \$0.1 million in revenues.

17. Collaborative Arrangements

Cooperative Research and Development Agreement

In August 2020, the Company entered into a Cooperative Research and Development Agreement (“CRADA”) with Triad National Security, LLC (“TRIAD”), Alliance for Sustainable Energy LLC (“ASE”), and Brookhaven Science Associates (“BSA”). The purpose of this project is to build a fuel cell prototype that moves this technology closer to commercial readiness which was sanctioned by the Los Alamos National Laboratory and the National Renewable Energy Laboratory. The Government’s estimated total contribution, which is provided through TRIAD’s, ASE’s, and BSA’s respective contracts with the Department of Energy is \$1.2 million, subject to available funding. As a part of the CRADA, the Company is required to contribute \$1.2 million in cash and \$0.6 million of in-kind contributions, such as personnel salaries. The cash payments are capitalized and amortized on a straight-line basis over the life of the contract. In-kind contributions are expensed as incurred. To date, the Company has not recognized any revenue from the CRADA. In December 2022, the term of the agreement was extended until March 3, 2024. In January 2024, the term of the agreement was extended until September 3, 2024.

Expenses from Collaborative Arrangements

For the three months ended March 31, 2024 and 2023, an amount of \$0.1 million and \$0.8 million has been recognized in research and development expenses on the unaudited condensed consolidated statements of operations, respectively.

18. Income Taxes

To calculate the interim tax provision, at the end of each interim period the Company estimates the annual effective tax rate and applies that to its ordinary quarterly earnings. The effect of changes in the enacted tax laws or rates is recognized in the interim period in which the change occurs. The computation of the annual estimated effective tax rate at each interim period requires certain estimates and judgments including, but not limited to, the expected operating income for the year, projections of the proportion of income earned and taxed in foreign jurisdictions, permanent differences between book and tax amounts, and the likelihood of recovering deferred tax assets generated in the current year. The accounting estimates used to compute the provision for income taxes may change as new events occur, additional information is obtained, or the tax environment changes.

During the three months ended March 31, 2024, the Company recorded income tax benefit of \$0.1 million mainly related to net operating loss carryforwards. During the three months ended March 31, 2023, the Company recorded income tax expenses of \$0.8 million mainly related to the Company's recoverability reassessment of research and development tax credits in Denmark. As of March 31, 2024 and December 31, 2023, the Company provided a valuation allowance to offset the deferred tax asset related to the net operating loss carryforwards in Denmark.

19. Segment Reporting and Information about Geographical Areas

Reportable Segments

The Company develops and manufactures high-temperature proton exchange membranes ("HT-PEM" or "HT-PEMs") and fuel cell systems for the off-grid and portable power markets and plans to expand into the mobility market. The Company's current revenue is derived from the sale of fuel cell systems and from the sale of MEAs, membranes, and electrodes for specific applications in the fuel cell and energy storage (flow battery) markets. The research and development activities are viewed as another product line that contributes to the development, design, production and sale of fuel cell products; however, it is not considered a separate operating segment. The Company has identified one business segment.

Geographic Information

The following table presents revenues, by geographic location (based on the location of the entity selling the product) for the three months ended March 31, 2024 and 2023:

(Amounts in thousands)	Three Months Ended March 31, (Unaudited)	
	2024	2023
North America	\$ 2,274	\$ 391
Europe	1,062	511
Asia	115	75
Total net sales	\$ 3,451	\$ 977

20. Commitments and contingencies

Litigation

The Company is subject to legal and regulatory actions that arise from time to time in the ordinary course of business. The assessment as to whether a loss is probable or reasonably possible, and as to whether such loss or a range of such loss is estimable, often involves significant judgment about future events.

On June 7, 2023, the Company was served a Request for Arbitration from F.E.R. fischer Edelmetallrohre GmbH ("F.E.R."), pursuant to the arbitration provisions of the Share Purchase Agreement dated June 25, 2021 whereby the Company acquired SerEnergy and FES, which acquisition closed on August 31, 2021. The arbitration was held in Frankfurt am Main, Germany in accordance with the Arbitration Rules of the German Arbitration Institute, and the parties presented closing arguments in May 2024. F.E.R. is asserting that it is due approximately €4.5 million based on the cap and corresponding value of the share consideration at the date of closing. On August 16, 2024, the Company was informed that an arbitration decision and award was decided in favor of F.E.R. in the amount of approximately €4.5 million. The Company plans to appeal the decision and has instructed its counsel to file a motion with the Higher Regional Court of Frankfurt to set aside the arbitral award. At this time, the Company cannot accurately predict the outcome of this matter, however, has recorded a loss contingency in the amount of \$4.9 million, accrued interest expense of \$0.2 million for a total of \$5.1 million accrued loss liability as of March 31, 2024.

There is no other material pending or threatened litigation against the Company that remains outstanding as of March 31, 2024, that is considered probable or reasonably possible.

Guarantee letters

The Company had contingent liabilities in relation to performance guarantee letters and other guarantees provided to third parties that arise from its normal business activity and from which no substantial charges are expected to arise. As of March 31, 2024 and December 31, 2023, the Company did not hold any letters of guarantee.

Contractual obligations

In December 2021, the Company entered into a supply agreement by and among the Company, in its capacity as Customer, and BASF New Business GmbH, in its capacity as Seller. The supply agreement provides for the purchase by the Company of 21,000m² (Minimum Quantity) of membrane from BASF during the contract duration from January 1, 2022 until December 31, 2025. The Company has not purchased any additional quantities in 2024 under this agreement and on July 12, 2024, has formally requested to terminate the supply contract.

In June 2022, the Company entered into a supply agreement by and among the Company, in its capacity as Customer, and Shin-Etsu Polymer Singapore Pte, Ltd (“Shin-Etsu”), in its capacity as Seller. The supply agreement provides for the purchase by the Company of 318,400 pieces (Minimum Quantity) of bipolar plates from Shin-Etsu during the contract duration from June 1, 2022 until June 30, 2024. In May 2023, the Company amended the supply agreement with Shin-Etsu to reduce the Minimum Quantity of bipolar plates to 75,400 pieces. In January 2024, the Company amended the supply agreement with Shin-Etsu to shift the timing of the monthly minimum requirements and extend the agreement until September 2024. The Company has not made any purchases under the amended agreement in 2024, the contract is currently on hold pending negotiations with Shin Etsu. Under the contract, Shin- Etsu can claim Advent to buy the remaining purchase requirement with the agreed purchases by the end of September 2024. The Company has not purchased any additional quantities in 2024 under this agreement and has formally requested to terminate the supply contract.

The following table summarizes our contractual obligations as of March 31, 2024:

Fiscal Year Ended December 31,	Quantity (pieces)	Quantity (m ²)	Price (Amounts in thousands)
2024	57,600	6,174	2,304
2025	-	8,000	2,150
Total	57,600	14,174	\$ 4,454

The Company has not accrued for these unrecognized commitment obligations as of December 31, 2023, and March 31, 2024.

21. Net loss per share

Net loss per share is computed by dividing net loss by the weighted-average number of shares of Common Stock outstanding during the year.

The following table sets forth the computation of the basic and diluted net loss per share for the three months ended March 31, 2024 and 2023:

(Amounts in thousands, except share and per share amounts)	Three Months Ended March 31, (Unaudited)	
	2024	2023
Numerator:		
Net loss	\$ (9,356)	\$ (11,988)
Denominator:		
Basic weighted average number of shares	2,584,918	1,733,439
Diluted weighted average number of shares	2,584,918	1,733,439
Net loss per share:		
Basic	\$ (3.62)	\$ (6.92)
Diluted	\$ (3.62)	\$ (6.92)

Basic net loss per share is computed by dividing net loss for the periods presented by the weighted-average number of shares of Common Stock outstanding during these periods.

Diluted net loss per share is computed by dividing the net loss, by the weighted average number of shares of Common Stock outstanding for the periods, adjusted for the dilutive effect of shares of Common Stock equivalents resulting from the assumed exercise of the Public Warrants, Private Placements Warrants, Working Capital Warrants, Stock Options and RSUs. The treasury stock method was used to calculate the potential dilutive effect of these Common Stock equivalents.

As the Company incurred losses for the three months ended March 31, 2024 and 2023, the effect of including any potential shares of Common Stock in the denominator of diluted per-share computations would have been anti-dilutive; therefore, basic and diluted losses per share are the same.

22. Subsequent Events

On May 13, 2024, the Company completed a 1-for-30 reverse stock split which was approved by the Board of Directors on April 30, 2024, following the Company's stockholders approval at a special meeting on April 29, 2024. Additionally, the stockholders voted to increase the number of shares of Common Stock issuable under the Company's 2021 Equity Incentive Plan from 230,530 to 569,273. The financial statements have been updated to reflect the reverse stock split.

On May 10, 2024, the Company entered into a loan agreement for \$0.5 million and is fully collateralized with the Company's building located at Lyngvej 8, 9000 Aalborg. The loan has a fixed term of 2 years and 1 month and is charged annual interest of 12%. Interest is due monthly with the principal balance due upon maturity.

From April 1, 2024, through April 15, 2024, the Company issued 31,373 shares of common stock under the ATM agreement with H.C. Wainwright for net proceeds of \$0.3 million.

On April 1, 2024, the Company agreed with the landlord of the Hood Park facility for a 4-month rate abatement period (March through June 2024) and extend the term of the lease for 4 additional months. On June 29, 2024, in an effort to reduce costs, the Company decided to abandon the facility at Hood Park and was able to find a new tenant to occupy the space. The Company and the landlord agreed to accelerate the expiration of the lease to occur on June 30, 2024. The Company had a letter of credit in the amount of \$750 thousand in favor of the landlord and that letter of the credit was released to the landlord in satisfaction of any claims against the Company. As of March 31, 2024, and December 31, 2023, the Company has \$10.0 million and 10.4 million of leasehold improvements, \$1.7 million and 1.7 million of right-of-use assets, \$(1.5) million and \$(1.5) million of operating lease liabilities, \$(7.2) million and \$(7.4) million of long-term operating lease liabilities and \$0.5 million and \$0.5 million of furniture that will be forfeited as part of the exit of Hood Park, respectively.

On May 7, 2024, the Company entered into an agreement to sell some of its coating machines (part of its property, plant and equipment) from the Hood Park facility for \$0.9 million resulting in a loss of \$2.4 million. On May 8, 2024, the Company received an initial deposit of \$0.3 million and the remaining \$0.6 million in July 2024. The remaining machinery and equipment from Hood Park was relocated and is planned for use at the Company's other locations.

On April 17, 2024, the Company's landlord of the office space at 200 Clarendon Street, Boston, MA 02116 informed the Company its lease has been terminated for past due rent. The Company was subleasing the space to Hughes.

On July 25, 2024, Advent Technologies A/S was declared bankrupt by the court in Aalborg, Denmark. The petition was brought by IDA, the union of engineers with a claim for €402,000. As the Company did not have the ability to pay the full amount due, the Danish court declared Advent Technologies A/S bankrupt. Advent Technologies A/S and its wholly-owned subsidiary Green Energy Philippines, Inc. will be liquidated by the court appointed trustee to settle all claims under the bankruptcy. The Company anticipates it will receive no residual assets and has prepared proforma financial information as of December 31, 2023, and March 31, 2024, adjusting the Balance Sheet for the Danish Subsidiary Bankruptcy. The remainder of the Company's legal entities have no plans to declare bankruptcy and will continue as going concern entities.

Pro forma Information (Unaudited): The below table presents the pro forma consolidated balance sheet of Advent Technologies Holdings inc. as of December 31, 2023, reflecting adjustments for the termination of the Hood Park Lease and the removal of the balance sheet amounts as of December 31, 2023, as a result of the subsequent bankruptcy of Advent Technologies A/S and its wholly owned subsidiary.

- Hood Park Lease Termination – reflects adjustments to the restricted cash non-current balance of \$750 thousand, \$10.4 million of leasehold improvements, \$1.7 million of right-of-use assets, \$(1.5) million of operating lease liabilities, \$(7.4) million of long-term operating lease liabilities and \$0.5 million of furniture that will be forfeited as part of the exit of Hood Park, related to the lease termination that took place on June 30, 2024,
- Advent Technologies A/S – reflects the adjustments to remove the assets and liabilities of Advent Technologies A/S and its wholly owned subsidiary Green Energy Philippines Inc., as of December 31, 2023.

Proforma consolidated balance sheet (unaudited)	As of Proforma adjustments			
	December 31, 2023 (Reported)	Hood Park Lease Termination (1)	Advent Technologies A/S (2)	December 31, 2023 (Proforma)
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 3,562	\$ -	\$ (361)	\$ 3,201
Restricted cash, current	100	-	-	100
Accounts receivable, net	191	-	(128)	63
Contract assets	21	-	(11)	10
Inventories	2,707	-	(2,512)	195
Prepaid expenses and Other current assets	2,254	-	(1,418)	836
Total current assets	8,835	-	(4,430)	4,405
Non-current assets:				
Goodwill	-	-	-	-
Intangibles, net	79	-	(10)	69
Property and equipment, net	21,549	(10,918)	(1,326)	9,305
Right-of-use assets	3,216	(1,710)	(59)	1,447
Restricted cash, non-current	750	(750)	-	-
Other non-current assets	308	-	(66)	242
Available for sale financial asset	-	-	-	-
Total non-current assets	25,902	(13,378)	(1,461)	11,063
Total assets	\$ 34,737	\$ (13,378)	\$ (5,891)	\$ 15,468
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Trade and other payables	\$ 5,087	\$ -	\$ (1,091)	\$ 3,996
Deferred income from grants, current	530	-	(7)	523
Contract liabilities	2,015	-	(1,602)	413
Other current liabilities	1,916	-	(881)	1,035
Operating lease liabilities	2,186	(1,502)	(48)	636
Income tax payable	179	-	-	179
Total current liabilities	11,913	(1,502)	(3,629)	6,782
Non-current liabilities:				
Warrant liability	59	-	-	59
Long-term operating lease liabilities	8,230	(7,416)	(11)	803
Defined benefit obligation	83	-	-	83
Deferred income from grants, non-current	320	-	-	320
Other long-term liabilities	684	-	(683)	1
Total non-current liabilities	9,376	(7,416)	(694)	1,266
Total liabilities	21,289	(8,918)	(4,323)	8,048
Commitments and contingent liabilities				
Stockholders' equity				
Common stock (\$0.0001 par value per share; Shares authorized: 500,000,000; Issued and outstanding: 2,580,159	-	-	-	-
Preferred stock (\$0.0001 par value per share; Shares authorized: 1,000,000; nil issued and outstanding	-	-	-	-
Additional paid-in capital	194,941	-	-	194,941
Accumulated other comprehensive loss	(2,334)	-	1,452	(882)
Accumulated deficit	(179,159)	(4,460)	(3,020)	(186,639)
Total stockholders' equity	13,448	(4,460)	(1,568)	7,420

Total liabilities and stockholders' equity

\$ 34,737

\$ (13,378)

\$ (5,891)

\$ 15,468

Pro forma Information (Unaudited): The below table presents the pro forma consolidated balance sheet of Advent Technologies Holdings inc. as of March 31, 2024, reflecting adjustments for the termination of the Hood Park Lease and the removal of the balance sheet amounts as of March 31, 2024, as a result of the subsequent bankruptcy of Advent Technologies A/S and its wholly owned subsidiary.

- 1) Hood Park Lease Termination – reflects adjustments to the restricted cash non-current balance of \$750 thousand, \$10.0 million of leasehold improvements, \$1.7 million of right-of-use assets, \$(1.5) million of operating lease liabilities, \$(7.2) million of long-term operating lease liabilities and \$0.5 million of furniture that will be forfeited as part of the exit of Hood Park, related to the lease termination that took place on June 30, 2024,
- 2) Advent Technologies A/S – reflects the adjustments to remove the assets and liabilities of Advent Technologies A/S and its wholly owned subsidiary Green Energy Philippines Inc., as of December 31, 2023.

	As of Proforma adjustments			
	March 31, 2024 (Reported)	Hood Park Lease Termination (1)	Advent Technologies A/S (2)	March 31, 2024 (Proforma)
Proforma consolidated balance sheet (unaudited)				
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 774	\$ -	\$ (80)	\$ 694
Restricted cash, current	98	-	-	98
Accounts receivable, net	1,085	-	(126)	959
Contract assets	11	-	(11)	-
Inventories	2,077	-	(1,962)	115
Prepaid expenses and Other current assets	3,184	-	(1,391)	1,793
Total current assets	7,229	-	(3,570)	3,659
Non-current assets:				
Intangibles, net	77	-	(10)	67
Property and equipment, net	20,749	(10,512)	(1,260)	8,977
Right-of-use assets	3,046	(1,718)	(46)	1,282
Restricted cash, non-current	750	(750)	-	-
Other non-current assets	301	-	(64)	237
Available for sale financial asset	-	-	-	-
Total non-current assets	24,923	(12,980)	(1,380)	10,563
Total assets	\$ 32,152	\$ (12,980)	\$ (4,950)	\$ 14,222
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Trade and other payables	\$ 5,679	\$ -	\$ (200)	\$ 5,479
Deferred income from grants, current	7	-	(7)	-
Contract liabilities	2,280	-	(1,575)	705
Loss contingency liabilities	5,140	-	-	5,140
Other current liabilities	1,816	-	(864)	952
Operating lease liabilities	2,164	(1,513)	(38)	613
Income tax payable	176	-	-	176
Total current liabilities	17,262	(1,513)	(2,684)	13,065
Non-current liabilities:				
Warrant liability	-	-	-	-
Long-term operating lease liabilities	7,852	(7,184)	(7)	661
Defined benefit obligation	86	-	-	86
Deferred income from grants, non-current	202	-	-	202
Other long-term liabilities	671	-	(671)	-
Total non-current liabilities	8,811	(7,184)	(678)	949
Total liabilities	26,073	(8,697)	(3,362)	14,014
Commitments and contingent liabilities				
Stockholders' equity				
Common stock (\$0.0001 par value per share; Shares authorized: 500,000,000; Issued and outstanding: 2,605,135)	-	-	-	-
Preferred stock (\$0.0001 par value per share; Shares authorized: 1,000,000 at March 31, 2024 and December 31, 2023; nil issued and outstanding at March 31, 2024 and December 31, 2023)	-	-	-	-
Additional paid-in capital	197,000	-	-	197,000
Accumulated other comprehensive loss	(2,406)	-	1,415	(991)
Accumulated deficit	(188,515)	(4,283)	(3,003)	(195,801)

Total stockholders' equity	<u>6,079</u>	<u>(4,283)</u>	<u>(1,588)</u>	<u>208</u>
Total liabilities and stockholders' equity	<u>\$ 32,152</u>	<u>\$ (12,980)</u>	<u>\$ (4,950)</u>	<u>\$ 14,222</u>

Until such time as the Company generates sufficient revenue to fund its operations (if ever), the Company plans to finance its operations and repay its existing and future liabilities and other obligations through the sale of equity and/or debt securities and, to the extent available, short-term and long-term loans. As part of its plan, on July 30, 2024, the Company entered into a securities purchase agreement, (the “Purchase Agreement”), with an institutional investor (the “Investor”) pursuant to which the Company will issue to the Investor (or its designee) a senior promissory note in the principal amount of \$1 million (the “Senior Note”), repayable within one year and bearing interest of 18%. The Company has not yet closed on the \$1 million financing and no loan proceeds have yet been received by the Company. However, the Company and the Investor are working together to close this financing as soon as possible. The Investor has also committed to provide the Company with a one-year revolving line of credit for an aggregate maximum principal amount of \$2 million, again bearing interest of 18% (the two debt transactions are referred to as the “Financing”). The \$2 million financing is contingent upon the Company’s filing of a Registration Statement on Form S-1 with the Securities and Exchange Commission with respect to an underwritten or “best efforts” public offering by the Company of its common stock, and/or common stock equivalents registered under the Securities Act of 1933, as amended for proceeds to the Company of not less than \$5 million (a “Qualified Public Equity Offering”). The Company can give no assurances as of the date of issuance of the consolidated financial statements as to whether the Company will be successful in raising this Financing and executing a Qualified Public Equity Offering. The Company will use the proceeds from the Financing for general corporate purposes, including expenses related to the preparation of its Quarterly Report on Form 10-Q for the three months ended March 31, 2024, and expenses to facilitate a Qualified Public Equity Offering and the proceeds of the Qualified Public Equity Offering for general corporate purposes.

The Senior Note bears interest at the rate of 18% per annum with the principal and accrued interest due in full on the one-year anniversary of the date of issuance. In addition to customary events of default, the Senior Note provides that an “Event of Default” includes the Company’s failure to definitively reduce the salary of the Company’s Chief Executive Officer by not less than 50% in the aggregate, and the Company’s failure to definitively reduce the salaries of all other employees of the Company and any of its subsidiaries by up to 50% for each such employee. If an event of default occurs, the Investor may accelerate the indebtedness under the Senior Note.

The Purchase Agreement provides for certain conditions to be met prior to the closing of the \$1 million Senior Note financing, including that (i) the Company file its 2023 Form 10-K with the Securities and Exchange Commission; and (ii) not less than five of the current members of the Company’s Board of Directors resign and that three nominees designated by the Investor be appointed to the Board of Directors. The size of the Board of Directors will also be decreased and fixed at five members.

Effective as of August 30, 2024, (i) each of Nora Goudroupi, Wayne Threatt, Von McConnell, Larry Epstein and Angelos Skutaris resigned as directors of the Company, and (ii) the Company’s Board of Directors appointed Gary Herman as a Class I Director, and Marc Seelenfreund and Avtar Dhaliwal as Class II directors. Messrs. Herman, Seelenfreund and Dhaliwal were each appointed to serve as members of the Audit Committee of the Board of Directors.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on August 13, 2024 (“2023 Annual Report”).

Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. As a result of many factors, including those factors set forth in the “Item 1A. Risk Factors” section of this Quarterly Report on Form 10-Q and the “Item 1A. Risk Factors” section of our 2023 Annual Report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Advent Technologies Holdings, Inc. and its subsidiaries (collectively referred to as “Advent” and the “Company”) is an advanced materials and technology development company operating in the fuel cell, methanol, and hydrogen technology space. Advent is a world-leading company in the development of the HT-PEM technology (with more than 150 patents issued, pending, or licensed worldwide). The HT-PEM fuel cell technology developed by Advent enables off-grid power systems to produce clean power from various green fuels (hydrogen, methanol, bio and eMethanol, and renewable natural gas) and to function with higher efficiency at extreme ambient temperatures and in general extreme environmental conditions (humidity, air pollution). Advent’s main operations focus on developing and manufacturing the Membrane Electrode Assembly (MEA), which is the core electrochemical element and the most critical component of the fuel cell. The MEA largely determines lifetime, power density, efficiency, and overall cost of installation and operation for all applications. Advent is working with world-leading market-leading OEMs with the goal of bringing to the market complete fuel cell systems for a range of applications in the stationary power markets (backup, off-grid, and portable power) and the heavy-duty mobility markets (automotive, aviation, marine).

Advent’s core product offerings are fuel cell stacks and the Membrane Electrode Assembly (MEA) at the center of the fuel cell. The Advent MEA, which derives its key benefits from the properties of Advent’s engineered membrane and electrode technology, enables a high power-density, longer-lasting and ultimately lower-cost fuel cell product.

Advent’s principal operations have been to develop and manufacture MEAs, and to design fuel cell stacks and complete fuel cell systems for a range of applications in the stationary power, portable power, automotive, aviation, energy storage and sensor markets. Advent has its headquarters in Livermore, California, and product development facilities in Livermore, California and Patras, Greece.

The majority of Advent’s current revenue derives from Joint Development Agreements (JDAs) and Technology Assessment Agreements (TAAs) with world-leading OEMs for the development of joint products. The ultimate goal is that OEMs will bring to the market with Advent-inside technology (the Advent MEA and/or the Advent Fuel Cell Stack). The Company has also extensive know-how and IP in the development of full fuel cell systems that it intends to license out to OEMs and Tier1s through technology license agreements. Advent has also secured grant funding for a range of projects from research agencies and other organizations. Advent expects to continue to be eligible for grant funding based on its product development activities over the foreseeable future.

Business Developments

Green HiPo Project approved by EU

On June 16, 2022, Advent announced the receipt of a notification from the Greek State informing the Company that the IPCEI Green HiPo was submitted for ratification by the EU for funding. On July 15, 2022, Advent received official ratification from the European Commission of the EU. The Green HiPo project is designed to bring the development, design, and manufacture of HT-PEM fuel cells and electrolysers for the production of power and green hydrogen to the Western Macedonia region of Greece.

In February 2024, the Company received a formal invitation from the Greek State for €24 million grant for the Green HiPo IPCEI project, however, due to the two-year delay in receiving a signed agreement from the Greek Ministry of Economy and Finance and the uncertainty in the Company's ability to secure the additional €36 million in funding, the Company does not expect any disbursement of the state aid package in the near future.

On September 16, 2024, Advent Technologies SA ("ATSA"), a subsidiary of the Company, received a letter from the Greek Ministry of Finance (the "Letter") indicating that the Company is no longer eligible to receive funding under the previously awarded grant with respect to the Important Projects of Common European Interest ("IPCEI") proposed project, Green HiPo, due to the Company's current financial condition. ATSA has filed an appeal as permitted by the Letter.

Airbus Term Sheet to Launch a Joint Benchmarking Project

On November 6, 2023, Advent announced that it entered into a term sheet with Airbus, a global leader in aeronautics, space, and related services, for a joint benchmarking project regarding an optimized Ion Pair™ Membrane Electrode Assembly ("MEA") for hydrogen fuel cells. Airbus will provide financial support to the project and its extensive knowledge of the aviation industry. Advent will invest in people, materials, hardware, and third-party research centers, to contribute to the goals of the project. The multi-million dollar collaboration is currently expected to take place over two years.

The goal of the project is to accelerate the development of Advent's MEA and benchmark the Ion Pair MEA against aviation requirements and current/expected technological limits. HT-PEM MEAs operating at temperatures higher than 180°C (360°F) aim to solve one of the largest challenges in aviation fuel cell use: thermal management. High-temperature fuel cells allow increased performance, increased passenger carrying capability, and increased range compared to low-temperature fuel cell stack technology. Advent believes that HT-PEM is a superior option not only for aviation, but also for heavy-duty trucks, the automotive industry and marine use.

At the Market Offering Agreement

On June 2, 2023, Advent entered into an At The Market Offering Agreement (the "ATM Agreement") with H.C. Wainwright & Co., LLC, as sales agent (the "Agent"), to create an at-the-market equity program under which it may sell up to \$50 million of shares of Advent's Common Stock from time to time through the Agent (the "ATM Offering"). Under the ATM Agreement, the Agent will be entitled to a commission at a fixed rate of 3.0% of the gross proceeds from each sale of shares under the ATM Agreement.

Sales of Common Stock, if any, under the ATM Agreement may be made in transactions that are deemed to be "at-the-market equity offerings" as defined in Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), including sales made by means of ordinary brokers' transactions, including on the Nasdaq Capital Market, at prevailing market prices at the time of sale or as otherwise agreed with the Agent. Advent has no obligation to sell, and the Agent is not obligated to buy or sell, any of the Common Stock under the Agreement and may at any time suspend offers under the Agreement or terminate the Agreement. The ATM Offering will terminate upon the termination of the ATM Agreement as permitted therein. As of March 31, 2024, the Agent had sold an aggregate of 201,299 shares for total consideration to the Company of \$1.5 million.

Common Stock was issued pursuant to Advent's previously filed Registration Statement on Form S-3 (File No. 333-271389) that was declared effective on May 2, 2023, and a prospectus supplement and accompanying prospectus relating to the ATM Offering filed with the Securities and Exchange Commission ("SEC") on June 2, 2023.

Hood Park Facility

In March 2023, Advent announced that it had opened its new R&D and manufacturing facility at Hood Park in Boston, Massachusetts. On June 29, 2024, in an effort to reduce costs, the Company decided to abandon the facility at Hood Park and was able to find a new tenant to occupy the space. The Company and the landlord agreed to accelerate the expiration of the lease to occur on June 30, 2024. The Company had a letter of credit in the amount of \$750 thousand in favor of the landlord and that letter of the credit was released to the landlord in satisfaction of any claims against the Company.

Collaboration with the Department of Energy

The efforts with the constellation of Department of Energy National Laboratories (Los Alamos National Laboratory, LANL; Brookhaven National Laboratory, BNL; National Renewable Energy Laboratory, NREL) continue to gain momentum. This group of leading scientists and engineers is working closely with Advent's development and manufacturing teams and are furthering the understanding of breakthrough materials that will advance HT-PEM fuel cells. This next generation HT-PEM appears to be well suited for heavy duty transportation, marine, and aeronautical applications, as well as delivering benefits in cost and lifetime for stationary power systems used in telecom and other remote power markets.

Agreements with Hyundai Motor Company ("Hyundai")

On April 6, 2022, Advent announced the signing of a technology assessment, sales, and development agreement with Hyundai, a leading multinational automotive manufacturer offering a range of world-class vehicles and mobility services in over 200 countries. Advent and Hyundai aim to deliver green energy solutions to current high carbon applications, using fuel cell technology. Under the agreement, Hyundai will provide catalysts to Advent for evaluation in its proprietary MEAs, while Advent intends to support Hyundai in fulfilling its fuel cell project needs, through:

- Developing inks and structures using Hyundai catalysts, which will then be evaluated by Hyundai. Following evaluation, Hyundai will determine whether their own or standard catalysts will be used for this project.
- Supplying MEAs throughout the development/commercialization cycle ("Advent MEAs") for testing, evaluation, and optimization under conditions set by Hyundai.
- Assisting Hyundai with the use and specifications of MEAs as well as their implementation into Hyundai's designs.

On March 23, 2023, Hyundai announced a successful technology assessment with Advent and following its success, Advent and Hyundai entered into a Joint Development Agreement ("JDA"). Under the agreement, Hyundai and Advent will work together to further develop HMC-Advent Ion Pair™ MEA, establish commercial criteria for MEA supply, and evaluate Advent's advanced fuel cell technology for Hyundai's heavy-duty and/or stationary application. Additionally, the parties will introduce advanced cooling technologies for mobility HT-PEM fuel cell stacks. Advent will work closely as Hyundai evaluates these stack cooling technologies and ensure optimal performance under different operating conditions.

This partnership builds upon a commitment from both companies to develop sustainable energy solutions for carbon-intensive applications. Hyundai aims to accelerate the establishment of a hydrogen-based society based on its vision, Progress for Humanity, and this JDA aligns with that vision. The synergy generated by combining the two companies' advanced technology in this JDA is expected to revolutionize the global MEA market by providing significant improvement in lifetime and an increase in power density versus current HT-PEM MEAs.

Selection of Wearable Fuel Cell for the DOD 2021 Validation Program

On March 31, 2021, we announced that Advent's 50 W Reformed Methanol Wearable Fuel Cell Power System ("Honey Badger") had been selected by the DoD National Defense Center for Energy and Environment ("NDCEE") to take part in its demonstration/validation program for 2021. The NDCEE is a DOD program that addresses high-priority environmental, safety, occupational health, and energy technological challenges that are demonstrated and validated at active installations for military application. The Company believes Advent's Honey Badger 50™ ("HB50") fuel cell is the only fuel cell that is part of this program that supports the U.S. Army's goal of having a technology-enabled force by 2028.

Launch of the Honey Badger 50™ Fuel Cell System

On August 4, 2022, we announced the launch of our HB50 power system, a compact portable fuel cell system and quiet power supply for use in off-grid field applications such as military and rescue operations. The launch of Advent's portable power system coincided with the Company's fulfillment of its first shipment order from the U.S. Department of Defense. The HB50 power system can be fueled by biodegradable methanol, allowing near silent generation of up to 50W of continuous power with clean emissions. Designed for covert operations, HB50 can easily power radio and satellite communications gear, remote fixed and mobile surveillance systems, and laptop computers along with more general battery charging needs. HB50 is a unique technology that can provide 65% of weight savings versus batteries over a typical 72-hour mission. The weight savings benefit increases further for longer missions.

HB50's unique design allows it to be used in soldier-worn configurations or operated inside a portable backpack or vehicle while charging batteries and powering soldier systems, while its thermal features allow it to operate within an ambient temperature range of -20°C to +55°C. Aside from its optimized compatibility with Integrated Visual Augmentation System ("IVAS"), HB50 can also power devices such as high frequency radios like the model 117G, as well as B-GAN and StarLink terminals. HB50's durability allows it to be easily deployed in challenging conditions and climates while supporting mission mobility for three to seven days without the need to re-supply.

Since Honey Badger's fuel cell technology can run on hydrogen or liquid fuels, the system can operate at a fraction of the weight of traditional military-grade batteries to meet the U.S. Department of Defense's continuously evolving needs for 'on-the-go' electronics needs. As military adoption and use of IVAS equipment continues to evolve, the highly portable lightweight power solutions like Honey Badger and HB50 will become a mission critical necessity.

In September 2023, Advent secured a new \$2.2 million contract with the U.S. DOD. This milestone achievement comes under the General Technical Services prime contract and will play a crucial role in supporting the demanding defense mission requirements of the U.S. Army. This contract is the continuation of a series of past contracts with the U.S. DOD and its primary objective is to further optimize Advent's proprietary Honey Badger 50™ portable fuel cell system by integrating the Company's innovative Ion Pair MEA technology. Upon the completion of this new 12-month contract, Advent and the U.S. DOD aim to reinforce their long-term collaboration by focusing on the manufacturing process of the enhanced HB50 fuel cell system, that will enable high-volume production manufacturing capacity. MEAs form the heart of the fuel cell, and their performance determines the lifetime, efficiency, weight, and to a large extent, the cost of the end electrochemistry products. Advent's Ion Pair MEA technology is anticipated to significantly enhance HB50's performance, resulting in higher power density and improved compact packaging, making it an ideal solution for off-grid field applications, including military and rescue operations.

In December 2023, Advent secured a new \$2.8 million contract with the U.S. DOD. Under this new defense contract which comes under the umbrella of the Envision Innovative Solutions (“EIS”), Advent will develop advanced manufacturing processes to enable a substantial increase in the production capacity while maintaining quality of the HB50 system. This new project is aligned with Advent’s and the DOD’s shared objective to strengthen their long-term collaboration and transform HB50 into a portable and clean source of power.

Advent Technologies A/S declared bankrupt

On July 25, 2024, Advent Technologies A/S was declared bankrupt by the court in Aalborg, Denmark. The petition was brought by IDA, the union of engineers with a claim for €402,000. As the Company did not have the ability to pay the full amount due, the Danish court declared Advent Technologies A/S bankrupt. Advent Technologies A/S and its wholly-owned subsidiary Green Energy Philippines, Inc. will be liquidated by the court appointed trustee to settle all claims under the bankruptcy. The Company anticipates it will receive no residual assets and has prepared proforma financial information adjusting the Balance Sheet amounts as of March 31, 2024, and December 31, 2023, for the Danish Subsidiary Bankruptcy. The remainder of the Company’s legal entities have no plans to declare bankruptcy and will continue as going concern entities.

Key Factors Affecting Our Results

Advent believes that its performance and future success depend on several factors that present significant opportunities for Advent but also pose risks and challenges, including those discussed below.

Increased Customer Demand

Based on conversations with existing customers and incoming inquiries from new customers, Advent anticipates substantial increased demand for its fuel cell systems and MEAs from a wide range of customers as it scales up its production facilities and testing capabilities, and as the awareness of its MEA capabilities becomes widely known in the industry. In order for Advent to be able to capitalize this opportunity the Company will need to accomplish the MEA performance targets and also partner with OEMs that can bring end products to the market based on Advent’s technology. Advent is focusing its efforts on enabling these OEMs and working with them closely.

Successful development of the Advanced MEA product

Advent’s future success depends in large part on the increasing integration of the hydrogen and efuel (eMethanol, renewable natural gas) fuel cell into the energy transition globally over the next decade. In order to become cost-competitive with existing renewable power generation and energy storage technology and achieve widespread adoption, fuel cells will need to achieve substantial improvement in the cost/kW performance ratio delivered to prospective fuel cell customers, predominantly OEMs, System Integrators and major energy companies. Advent expects to play an important enabling role in the adoption of hydrogen and methanol fuel cells, as its MEA technology is the critical determining factor in the cost/kW performance ratio of the fuel cells. In partnership with the Los Alamos National Laboratory, Advent is currently developing its next generation MEA technology (“Advent MEA”) which is anticipated to deliver as much as three times the power output of its current MEA product. While Advent is already projecting being able to pass through cost benefits to its customers through economies of scale as it increases MEA production, the successful development of the Advent MEA will be an important factor in delivering the required improvement in cost/kw performance to Advent’s customers.

Basis of Presentation

Advent's consolidated financial statements have been prepared in accordance with U.S. GAAP. Advent has determined that it operates in one reportable segment. See Note 1 "Basis of Presentation" in the accompanying consolidated financial statements for more information.

Components of Results of Operations***Revenue***

Revenues consist of sales of goods (MEAs, membranes, fuel cell stacks, fuel cell systems and electrodes) and servicing of those systems, as well as engineering fees and revenue from Joint Development Agreements (JDAs) and Technology Assessment Agreements (TAAs) with world-leading OEMs for the development of joint products. Advent expects revenues to increase materially and be weighted towards JDAs and TAAs over time.

Cost of Revenues

Cost of revenues consists of consumables, raw materials, processing costs and direct labor costs associated with the assembly, manufacturing, and servicing of MEAs, membranes, fuel cell stacks and systems and electrodes. Advent expects cost of revenues to increase substantially in line with increased production. Advent recognizes cost of revenues in the period that revenues are recognized.

Income from Grants

Income from grants consists of cash subsidies received from research agencies and other national and international organizations in support of Advent's research and development activities. Advent expects to continue to be eligible for grant income and remains in discussion with a number of prospective grantors in relation to a number of product development activities.

Research and Development Expenses

Research and development expenses consist of costs associated with Advent's research and development activities, such as laboratory costs and sample material costs. Advent expects its research and development activities to increase substantially as it invests in improved technology and products.

Administrative and Selling Expenses

Administrative and selling expenses consist of travel expenses, indirect labor costs, fees paid to consultants, third parties and service providers, taxes and duties, legal and audit fees, depreciation, business development salaries and limited marketing activities, and incentive and stock-based compensation expense. Advent expects administrative and selling expenses to increase in line with production and revenue as the business scales up, and as a result of operating as a public company, including compliance with the rules and regulations of the SEC, legal, audit, additional insurance expenses, investor relations activities and other administrative and professional services.

Other Income / (Expenses), net

Other income / (expenses) consist of additional de minimis incidental income / (expenses) incurred by the business. These income / (expenses) are expected to remain at a de minimis level in the future.

Change in Fair Value of Warrant Liability

Change in fair value of warrant liability amounting to \$0.1 million and \$0.4 million for the three months ended March 31, 2024 and 2023, respectively, represents the change in fair value of the Private Placement Warrants and Working Capital Warrants.

Finance income / (expenses), net

Finance income / (expenses) consist mainly of bank and interest charges.

Foreign Exchange Gains / (Losses), net

Foreign exchange gains / (losses) consists of foreign exchange gains or losses on transactions denominated in foreign currencies and on translation of monetary items denominated in foreign currencies. As Advent scales up, our foreign exchange exposure is likely to increase given its revenues are denominated in both euros and dollars, and a portion of the our costs are denominated in euros and Danish krone.

Amortization of intangibles

The intangible assets of \$4.7 million recognized on the acquisition of UltraCell were the Trade Name “UltraCell” (\$0.4 million) and the Patented Technology (\$4.3 million). The Trade Name has an indefinite useful life while the Patented Technology has a useful life of 10 years. Amortization expense of nil and \$0.1 million has been recognized for the three months ended March 31, 2024 and 2023, respectively. The reduction in the amortization expense is due to significant impairment charges that were recognized in 2023.

The intangible assets of \$19.8 million recognized on the acquisition of SerEnergy and FES were the Patents amounting to \$16.9 million, the Process know-how (IPR&D) amounting to \$2.6 million and the Order backlog amounting to \$0.3 million. The Patents have a useful life of 10 years, the Process know-how has a useful life of 6 years and the Order backlog has a useful life of 1 year. Amortization expense of nil and \$0.1 million has been recognized in relation to these intangibles for the three months ended March 31, 2024 and 2023, respectively. The reduction in the amortization expense is due to significant impairment charges that were recognized in 2023.

Income taxes

During the three months ended March 31, 2024, the Company recorded income tax benefit of \$0.1 million mainly related to net operating loss carryforwards. During the three months ended March 31, 2023, the Company recorded income tax expenses of \$0.8 million mainly related to the Company’s recoverability reassessment of research and development tax credits in Denmark. As of March 31, 2024 and December 31, 2023, the Company provided a valuation allowance to offset the deferred tax asset related to the net operating loss carryforwards in Denmark.

Results of Operations

Comparison of the Three Months Ended March 31, 2024 to Three Months Ended March 31, 2023

The following table sets forth a summary of our consolidated results of operations for the three months ended March 31, 2024 and 2023, and the changes between periods.

(Amounts in thousands, except share and per share amounts)	Three months ended March 31, (Unaudited)		\$ change	% change
	2024	2023		
Revenue, net	\$ 3,451	\$ 977	\$ 2,474	253.2%
Cost of revenues	(1,019)	(1,484)	465	(31.3)%
Gross profit / (loss)	2,432	(507)	2,939	(579.7)%
Income from grants	1,437	534	903	169.1%
Research and development expenses	(1,415)	(3,141)	1,726	(55.0)%
Administrative and selling expenses	(6,903)	(8,489)	1,586	(18.7)%
Sublease income	145	-	145	N/A
Amortization of intangibles	(1)	(221)	220	(99.5)%
Operating loss	(4,305)	(11,824)	7,519	(63.6)%
Fair value change of warrant liability	59	390	(331)	(84.9)%
Finance income / (expenses), net	(232)	110	(342)	(310.9)%
Foreign exchange gains / (losses), net	(9)	(41)	32	(78.0)%
Loss contingency	(4,907)	-	(4,907)	N/A
Other income / (expenses), net	(17)	173	(190)	(109.8)%
Loss before income tax	(9,411)	(11,192)	1,781	(15.9)%
Income tax	55	(796)	851	(106.9)%
Net loss	\$ (9,356)	\$ (11,988)	\$ 2,632	(22.0)%
Net loss per share				
Basic loss per share	(3.62)	(6.92)	3.30	N/A
Basic weighted average number of shares	2,584,918	1,733,439	N/A	N/A
Diluted loss per share	(3.62)	(6.92)	3.30	N/A
Diluted weighted average number of shares	2,584,918	1,733,439	N/A	N/A

Revenue, net

Our total revenue increased by approximately \$2.5 million from approximately \$1.0 million in the three months ended March 31, 2023 to approximately \$3.5 million in the three months ended March 31, 2024. The increase was driven by our services provided under Joint Development Agreements (JDAs) and Technology Assessment Agreements (TAAs) in the three months ended March 31, 2024.

Cost of Revenues

Cost of revenues decreased by approximately \$0.5 million from approximately \$1.5 million in the three months ended March 31, 2023 to approximately \$1.0 million in the three months ended March 31, 2024. The decrease in cost of revenues was related to the focus on providing services under Joint Development Agreements (JDAs) and Technology Assessment Agreements (TAAs) and a shift from product sales during the period.

Income from Grants

Our income from grants increased by approximately \$0.9 million from approximately \$0.5 million in the three months ended March 31, 2023 to approximately \$1.4 million in the three months ended March 31, 2024. The increase was driven by our services provided in Denmark and Greece in the three months ended March 31, 2024.

Research and Development Expenses

Research and development expenses were approximately \$1.4 million and \$3.1 million in the three months ended March 31, 2024 and 2023, respectively, primarily related to internal research and development costs, as well as our cooperative research and development agreement with the U.S. Department of Energy.

Administrative and Selling Expenses

Administrative and selling expenses were approximately \$6.9 million in the three months ended March 31, 2024, and \$8.5 million in the three months ended March 31, 2023. The decrease was primarily due to staff departures and cost reductions implemented throughout 2024 and 2023.

Sublease income

The Company earned sublease income of \$0.1 in the three months ended March 31, 2024, however, the sublease was terminated in April 2024.

Change in fair value of Warrant Liability

The change in fair value of warrant liability amounting to \$0.1 million and \$0.4 million was due to the change in fair value of the Private Placement Warrants and Working Capital Warrants for the three months ended March 31, 2024 and 2023, respectively.

Finance income / (expenses), net

The Company accrued interest expense of \$(0.2) million related to the loss contingency accrued in relation to the decision of F.E.R. in the amount of approximately €4.5 million for the three months ended March 31, 2024. The Company accrued interest income of \$0.1 million mainly related to bank deposits for the three months ended March 31, 2023.

Loss contingency

On August 16, 2024, the Company was informed that an arbitration decision and award was decided in favor of F.E.R. in the amount of approximately €4.5 million. The Company plans to appeal the decision and has instructed its counsel to file a motion with the Higher Regional Court of Frankfurt to set aside the arbitral award. At this time, the Company cannot accurately predict the outcome of this matter, however, has recorded a loss contingency in the amount of \$4.9 million as of March 31, 2024.

Liquidity and Capital Resources

At March 31, 2024 and for the three months then ended, the Company had \$0.8 million in cash and cash equivalents, used \$2.9 million of cash in operating activities, had \$7.2 million in current assets and \$17.3 million in current liabilities, leaving the Company a working capital deficit of \$(10.1) million.

A major financial challenge and significant risk facing the Company is a lack of positive cash flow and liquidity. The Company's ability to meet its liquidity needs will largely depend on its ability to raise capital in the very short term and generate cash in the future. If the Company is unable to obtain sufficient funding, it could be required to delay its development efforts, limit activities, and further reduce research and development costs, which could adversely affect its business prospects and delivery of contractual obligations. A cash shortfall at any point in time over the next twelve months could result in the Company failing to meet its overdue and current obligations which could trigger action against the Company and/or its subsidiaries for liquidation by employees, authorities, or creditors. Because of the uncertainty in securing additional funding, delays in growth of revenue, failure to materialize cost-cutting efforts and the insufficient amount of cash and cash equivalents as of the consolidated financial statement filing date, management has concluded that substantial doubt exists with respect to the Company's ability to continue as a going concern for one year from the date the consolidated financial statements are issued.

The following table sets forth a summary of our consolidated cash flows for the three months ended March 31, 2024 and 2023, and the changes between periods.

(Amounts in thousands)	Three Months Ended March 31, (unaudited)			
	2024	2023	\$ change	% change
Net Cash used in Operating Activities	\$ (2,876)	\$ (11,448)	\$ 8,572	(74.9)%
Cash Flows from Investing Activities:				
Purchases of property and equipment	(29)	(911)	882	(96.8)%
Advances for the acquisition of property and equipment	-	(976)	976	N/A
Net Cash used in Investing Activities	\$ (29)	\$ (1,887)	\$ 1,858	(98.5)%
Cash Flows from Financing Activities:				
Issuance of common stock and paid-in capital	126	-	126	N/A
Net cash provided by Financing Activities	\$ 126	\$ -	\$ 126	N/A
Net decrease in cash, cash equivalents, restricted cash and restricted cash equivalents	\$ (2,779)	\$ (13,335)	\$ 10,556	(79.2)%
Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents	(11)	11	(22)	(200.0)%
Cash, cash equivalents, restricted cash and restricted cash equivalents at the beginning of year	4,412	33,619	(29,207)	(86.9)%
Cash, cash equivalents, restricted cash and restricted cash equivalents at the end of period	\$ 1,622	\$ 20,295	\$ (18,673)	(92.0)%

Cash flows used in Operating Activities

Advent's cash flows from operating activities reflect the income statement position adjusted for working capital movements in current assets and liabilities. As Advent grows, it expects that operating cash flows will be affected by increased working capital needs to support growth in personnel-related expenditures and fluctuations in accounts receivable, inventory, accounts payable and other current assets and liabilities.

Net cash used in operating activities was approximately \$(2.9) million and \$(11.4) million for the three months ended March 31, 2024 and 2023, respectively, which related to outflows in connection with administrative and selling expenses, research and development expenses, and costs associated with insurances services and other personnel costs.

Cash Flows used in Investing Activities

Advent's cash flows used in investing activities was approximately \$(0.1) million and \$(1.9) million for the three months ended March 31, 2024 and 2023, respectively, which mostly related to the acquisition of plant and equipment.

Cash Flows provided by Financing Activities

Advent's cash flows provided by financing activities was approximately \$0.1 million and nil for the three months ended March 31, 2024 and 2023, respectively, represent the net proceeds of issuance of common stock and paid-in capital in connection with the At the Market Offering with H.C. Wainwright & Co., LLC.

Reverse Stock Split

On April 29, 2024 and April 30, 2024, our stockholders and Board, respectively, approved a reverse stock split of our Common Stock, at a ratio of 1-for-30 (the "Reverse Stock Split"), as of the Effective Date. The Effective Date of the Reverse Stock Split with the Secretary of the Commonwealth of Massachusetts was 5:00 p.m. on May 13, 2024 and May 14, 2024 in the marketplace.

On the Effective Date, the total number of shares of our Common Stock held by each shareholder was converted automatically into the number of whole shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by such shareholder immediately prior to the Reverse Stock Split, divided by (ii) 30.

No fractional shares were issued in connection with the Reverse Stock Split, and stockholders who would otherwise be entitled to a fractional share received a proportional cash payment in April 2024.

The Company is authorized to issue 501,000,000 shares of Common Stock and that number did not change as a result of the Reverse Stock Split.

The Reverse Stock Split did not have any effect on the stated par value of our Common Stock. The rights and privileges of the holders of shares of Common Stock are unaffected by the Reverse Stock Split. All of our options, warrants and convertible securities outstanding immediately prior to the Reverse Stock Split have been appropriately adjusted by dividing the number of shares of Common Stock into which the options, warrants and convertible securities are exercisable or convertible by 30.

Contract Assets and Contract Liabilities

Contract assets reflect revenue recognized and performance obligations satisfied in advance of customer billing. As of March 31, 2024 and December 31, 2023, Advent recognized contract assets of \$11 thousand and \$21 thousand, respectively, on the consolidated balance sheets.

Advent recognizes contract liabilities when we receive customer payments or have the unconditional right to receive consideration in advance of the performance obligations being satisfied on our contracts. We receive payments from customers based on the terms established in our contracts. Contract liabilities are classified as either current or long-term liabilities in the consolidated balance sheets based on the timing of when we expect to recognize the related revenue. As of March 31, 2024 and December 31, 2023, Advent recognized contract liabilities of \$2.3 million and \$2.0 million, respectively, in the consolidated balance sheets. During the three months ended March 31, 2024 and 2023, we recognized \$0.1 million and \$0.2 million in revenues, respectively.

Off-Balance Sheet Commitments and Arrangements

Since the date of our incorporation, Advent has not engaged in any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Critical Accounting Policies and Estimates

Advent's consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires Advent to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the balance sheet date, as well as the reported expenses incurred during the reporting period. Management bases its estimates on historical experience and on various other assumptions believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to Advent's financial statements.

Revenue Recognition from January 1, 2019

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), as amended, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. We adopted ASU No. 2014-09 on January 1, 2019, using the modified retrospective approach to all contracts not completed at the date of initial application.

In accordance with ASC 606, revenue is recognized when control of the promised goods or services are transferred to a customer in an amount that reflects the consideration that Advent expects to receive in exchange for those services. We apply the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its arrangements:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to performance obligations in the contract, and
- recognize revenue as the performance obligation is satisfied.

With significant and recurring customers, we negotiate written master agreements as framework agreements (general terms and conditions of trading), following individual purchase orders. For customers with no master agreements, the approved purchase orders form the contract. Effectively, contracts under the revenue standard have been assessed to be the purchase orders agreed with customers.

We have assessed that each product sold is a single performance obligation because the promised goods are distinct on their own and within the context of the contract. In cases where the agreement includes customization services for the contracted products, we are providing integrated services; therefore, the goods are not separately identifiable, but are inputs to produce and deliver a combined output and form a single performance obligation within the context of the contract. Furthermore, we assessed whether it acts as a principal or agent in each of its revenue arrangements and has concluded that in all sales transactions it acts as a principal. Additionally, we, taking into consideration the guidance and indicative factors provided by ASC 606, concluded that it provides assurance type warranties (warranty period is up to two years) as it does not provide a service to the customer beyond fixing defects that existed at the time of sale. We, based on historical performance, current circumstances, and projections of trends, estimated that no allowance for returns as per warranty policy should be recognized, at the time of sale, accounted for under ASC 460, Guarantees.

Under ASC 606, we estimate the transaction price, including variable consideration, at the commencement of the contract and recognize revenue over the contract term, rather than when fees become fixed or determinable. In other words, where contracts with customers include variable consideration (i.e. volume rebates), we estimate at contract inception the variable consideration and adjust the transaction price only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Furthermore, no material rights or significant financing components have been identified in our contracts. Payment terms generally include advance payment requirements. The time between a customer's payment and completion of the performance obligation is less than one year. Payment terms are in the majority fixed and do not include variable consideration, except from volume rebates.

Revenue from satisfaction of performance obligations is recognized based on identified transaction price. The transaction price reflects the amount to which we have rights under the present contract. It is allocated to the distinct performance obligations based on standalone selling prices of the services promised in the contract. In cases of more than one performance obligation, we allocate transaction price to the distinct performance obligations in proportion to their observable stand-alone selling prices and recognize revenue as those performance obligations are satisfied.

In the majority of cases of product sales, revenue is recognized at a point in time when the customer obtains control of the respective goods that is, when the products are shipped from our facilities as control passes to the customer in accordance with agreed contracts and the stated shipping terms. In cases where the contract includes customization services, in which one performance obligation is identified, revenue is recognized over time as our performance does not create an asset with alternative use and we have an enforceable right to payment for performance completed to date. We use the input method (i.e., cost-to-cost method) to measure progress towards complete satisfaction of the performance obligation.

Income from grants and related deferred income

Grants include cash subsidies received from various institutions and organizations. Grants are recognized as other income. Such amounts are recognized in the consolidated statements of operations when all conditions attached to the grants are fulfilled.

Condition to the grants would not be fulfilled unless related costs have been characterized as eligible by the grantors, are actually incurred and there is certainty that costs are allowable. These grants are recognized as deferred income when received and recorded in income when the eligible and allowable related costs and expenses are incurred. Under all grant programs, a coordinator is specified. The coordinator, among other, receives the funding from the grantor and proceeds to its distribution to the parties agreed in the process specified in the program. We assessed whether it acts as a principal or agent in its role as a coordinator for specific grants and has concluded that in all related transactions it acts as an agent.

Income Taxes

Advent follows the asset and liability method of accounting for income taxes under ASC 740, Income Taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. This method also requires the recognition of future tax benefits, such as net operating loss carry forwards, to the extent that it is more likely than not that such benefits will be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. Valuation allowances are reassessed periodically to determine whether it is more likely than not that the tax benefits will be realized in the future and if any existing valuation allowance should be released.

Part of the Advent's business activities are conducted through its subsidiaries outside of U.S. Earnings from these subsidiaries are generally indefinitely reinvested in the local businesses. Further, local laws and regulations may also restrict certain subsidiaries from paying dividends to their parents. Consequently, Advent generally does not accrue income taxes for the repatriation of such earnings in accordance with ASC 740, "Income Taxes." To the extent that there are excess accumulated earnings that we intend to repatriate from any such subsidiaries, we recognize deferred tax liabilities on such foreign earnings.

Advent assesses its income tax positions and records tax benefits for all years subject to examination based on the evaluation of the facts, circumstances, and information available at each reporting date. For those tax positions with a greater than 50 percent likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information, Advent records a tax benefit. For those income tax positions that are not likely to be sustained, no tax benefit is recognized in the consolidated financial statements. Advent recognizes interest and penalties related to uncertain tax positions as part of the provision for income taxes.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. For those income tax positions that are not likely to be sustained, no tax benefit is recognized in the consolidated financial statements. Advent recognizes interest and penalties related to uncertain tax positions as part of the provision for income taxes.

For the three months ended March 31, 2024 and 2023, net income tax (expenses) benefits of \$0.1 million and \$(0.8) million, respectively, have been recorded in the consolidated statements of operations. Advent is currently not aware of any issues under review that could result in significant accruals or material deviation from its position. Advent is subject to income tax examinations by major taxing authorities.

Advent and its U.S. subsidiaries may be subject to potential examination by U.S. federal, state and city, while Advent's subsidiaries outside U.S. may be subject to potential examination by their taxing authorities in the areas of income taxes. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with the U.S. federal, state and city, and tax laws in the countries where business activities of Advent's subsidiaries are conducted. On December 22, 2017, the Tax Cuts and Jobs Act of 2017 was signed into legislation. As part of the legislation, the U.S. corporate income tax rate was reduced from 35% to 21%, among other changes.

Warrant Liability

Advent accounts for the 878,985 warrants (comprising of 813,314 Public Warrants and 65,671 Private Placement Warrants) issued in connection with the initial public offering and the 13,333 Working Capital Warrants issued at the consummation of the Business Combination in accordance with ASC 815-40-15-7D. If the warrants do not meet the criteria for equity treatment, they must be recorded as liabilities. We have determined that only the Private Placement Warrants and Working Capital Warrants must be recorded as liabilities and accordingly, we classify these warrant instruments as liabilities at their fair value and adjusts the instruments to fair value at each reporting period. These liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in our statement of operations. The fair value of the Private Placement Warrants and the Working Capital Warrants has been determined using either the quoted price, if available, or was based on a modified Black-Scholes-Merton model. The fair value of the Private Placement Warrants and the Working Capital Warrants has been determined based on a modified Black-Scholes-Merton model for the three months ended March 31, 2024 and 2023.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by Advent as of the specified effective date. Unless otherwise discussed, Advent believes that the impact of recently issued standards that are not yet effective will not have a material impact on Advent's financial position or results of operations under adoption.

See Note 2 in the condensed consolidated financial statements included elsewhere in this report for more information about recent accounting pronouncements, the timing of their adoption and Advent's assessment, to the extent Advent has made one, of their potential impact on Advent's financial condition and results of operations.

Supplemental Non-GAAP Measures and Reconciliations

In addition to providing measures prepared in accordance with GAAP, we present certain supplemental non-GAAP measures. These measures are EBITDA, Adjusted EBITDA and Adjusted Net Income / (Loss), which we use to evaluate our operating performance, for business planning purposes and to measure our performance relative to that of our peers. These non-GAAP measures do not have any standardized meaning prescribed by GAAP and therefore may differ from similar measures presented by other companies and may not be comparable to other similarly titled measures. We believe these measures are useful in evaluating the operating performance of Advent's ongoing business. These measures should be considered in addition to, and not as a substitute for net income, operating expense and income, cash flows and other measures of financial performance and liquidity reported in accordance with GAAP. The calculation of these non-GAAP measures has been made on a consistent basis for all periods presented.

EBITDA and Adjusted EBITDA

These supplemental non-GAAP measures are provided to assist readers in determining our operating performance. We believe this measure is useful in assessing performance and highlighting trends on an overall basis. We also believe EBITDA and Adjusted EBITDA are frequently used by securities analysts and investors when comparing our results with those of other companies. EBITDA differs from the most comparable GAAP measure, net income / (loss), primarily because it does not include interest, income taxes, depreciation of property, plant and equipment, and amortization of intangible assets. Adjusted EBITDA adjusts EBITDA for items such as one-time transaction costs, asset impairment charges, and fair value changes in the warrant liability.

The following tables show a reconciliation of net loss to EBITDA and Adjusted EBITDA for the three months ended March 31, 2024 and 2023.

EBITDA and Adjusted EBITDA (in Millions of US dollars)	Three months ended		\$ change
	March 31,		
	(Unaudited)		
	2024	2023	
Net loss	\$ (9.36)	\$ (11.99)	2.63
Depreciation of property and equipment	\$ 0.72	\$ 0.40	0.32
Amortization of intangibles	\$ -	\$ 0.22	(0.22)
Finance income / (expenses), net	\$ 0.23	\$ (0.11)	0.34
Loss contingency	\$ 4.91	\$ -	4.91
Other income / (expenses), net	\$ 0.02	\$ (0.17)	0.19
Foreign exchange differences, net	\$ 0.01	\$ 0.04	(0.03)
Income taxes	\$ (0.06)	\$ 0.80	(0.86)
EBITDA	\$ (3.53)	\$ (10.81)	7.28
Net change in warrant liability	\$ (0.06)	\$ (0.39)	0.33
Adjusted EBITDA	\$ (3.59)	\$ (11.20)	7.61

Adjusted Net Loss

This supplemental non-GAAP measure is provided to assist readers in determining our financial performance. We believe this measure is useful in assessing our actual performance by adjusting our results from continuing operations for changes in warrant liability and one-time transaction costs. Adjusted Net Loss differs from the most comparable GAAP measure, net loss, primarily because it does not include one-time transaction costs, asset impairment charges and warrant liability changes. The following table shows a reconciliation of net income/(loss) for three months ended March 31, 2024 and 2023.

Adjusted Net Loss <i>(in Millions of US dollars)</i>	Three months ended March 31, (unaudited)		\$ change
	2024	2023	
Net loss	\$ (9.36)	\$ (11.99)	2.63
Net change in warrant liability	\$ (0.06)	\$ (0.39)	0.33
Adjusted Net Loss	\$ (9.42)	\$ (12.38)	2.96

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Advent is exposed to a variety of market and other risks, including the effects of changes in interest rates and inflation, as well as risks to the availability of funding sources, hazard events and specific asset risks.

Interest Rate Risk

Advent holds cash and cash equivalents for working capital, investment and general corporate purposes. As of March 31, 2024, Advent had an unrestricted cash balance of approximately \$0.8 million, consisting of operating and savings accounts which are not affected by changes in the general level of U.S. interest rates. Advent is not expected to be materially exposed to interest rate risk in the future as it intends to take on limited debt finance.

Inflation Risk

Advent does not believe that inflation currently has a material effect on its business. To mitigate cost increases caused by inflation, Advent has taken steps such as searching for alternative supplies at a lower cost and pre-buying materials and supplies at a more advantageous price in advance of its intended use.

Foreign Exchange Risk

Advent has costs and revenues denominated in Euros, Danish krone and Philippine pesos, and therefore is exposed to fluctuations in exchange rates. To date, Advent has not entered into any hedging transactions to mitigate the effect of foreign exchange due to the relatively low exposure. As we increase in scale, we expect to continue to realize a portion of our revenues and costs in foreign currencies, and therefore expect to put in place appropriate foreign exchange risk mitigation features in due course.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (currently also serving as Acting Chief Financial Officer) has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Report on Form 10-Q.

The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As described below, based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this Report on Form 10-Q, management identified material weaknesses in our internal control over financial reporting. As a result of the material weaknesses, our Chief Executive Officer (currently also serving as Acting Chief Financial Officer) has concluded that, as of March 31, 2024, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized, and reported as and when required.

Notwithstanding this material weaknesses identified, our management, including our Chief Executive Officer (currently also serving as Acting Chief Financial Officer), has concluded that our financial statements included in this Report on Form 10-Q present fairly, in all material respects, our financial position, results of operations, and cash flows for the periods presented in accordance with U.S. GAAP.

Management’s Quarterly Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP, and includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

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

Our management assessed the effectiveness of our internal control over financial reporting as of March 31, 2024, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013).

Based on this assessment and the evaluation of those criteria, management, including our Chief Executive Officer (currently also serving as Acting Chief Financial Officer), concluded that our internal control over financial reporting was not effective as of March 31, 2024, due to the material weaknesses described below.

A material weakness (as defined in Rule 12b-2 under the Exchange Act) is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

Entity-Level Control Environment

The entity-level control environment did not adequately support the prevention, detection or correction of material misstatements. We identified deficiencies in all five components of the entity-level control environment, including the control environment, control activities, information and communication, monitoring and risk assessment that aggregated into material weaknesses. Overall, we did not sufficiently establish internal control policies and procedures in our material business processes related to the financial reporting process.

Financial Statement Close and Reporting Process

We did not adequately design and execute controls that addressed the relevant financial statement assertions over the close and reporting process including review controls, journal entries and adjustments during the period-end reporting, changes to general ledger master data. We lacked in certain instances sufficient and appropriate documentation, reconciliation controls and segregation of duties controls.

IT Processes

Internal controls that address the IT risks of applications were not adequately designed and implemented. Management did not adequately perform controls or retain sufficient and appropriate evidence over 1) user access controls 2) application change controls and 3) the timeliness of segregation of duties access monitoring procedures.

To mitigate the potential impact of material weaknesses, and prior to filing this report, we performed additional analysis and other post-closing procedures to determine that our consolidated financial statements are prepared in accordance with U.S. GAAP. These material weaknesses did not result in any material misstatements and there were no changes to previously released financial statements. Notwithstanding our material weaknesses, we have concluded that the financial statements and other financial information included in this Report on Form 10-Q fairly present in all material respects our financial position, results of operations, and cash flows for the periods presented in conformity with U.S. GAAP.

Remediation Plan

Following the identification of the material weaknesses in our internal control over financial reporting as of March 31, 2024, and with the oversight of the Audit Committee of our Board of Directors, we will commence remediation efforts to enhance our control environment.

- Hiring and augmenting our team with knowledgeable and qualified IT, accounting, and finance professionals.
- Enhancing the robustness and effectiveness of our IT systems and control environment.

- Enhancing related policies and process documentation, implementing new controls or redesigning existing ones, and improving the skills of process owners.
- Training process owners, evaluating the adoption of revised policies and procedures, and monitoring results.
- Increasing the frequency and independence of testing the design and operating effectiveness of controls.

Management are committed to successfully implementing the remediation plan as promptly as possible. Our plan can only be accomplished over time, and we can offer no assurance that these initiatives will ultimately have the intended effects. See “Risk Factors—Risks Related to Our Operations and Business — We have identified material weaknesses in our system of internal controls pursuant to Section 404 of the Sarbanes-Oxley Act of 2002. If not remediated, these material weaknesses could result in material misstatements in our consolidated financial statements. We may be unable to develop, implement and maintain appropriate controls in future periods.” within the 2023 Annual Report.

Changes in Internal Control over Financial Reporting

Financial Statement Close and Reporting Process

We did not adequately maintain accounting records at the consolidated level, resulting in a loss of access to underlying systems and records with the bankruptcy of Advent Technologies A/S in July 2024. The Company generated estimates using internal management reporting and bank statements as part of the March 31, 2024, close and reporting process.

Except as otherwise noted above and also under “Remediation Plan,” including the on-going remediation efforts described, there were no other changes in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) during the quarter ended March 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our plans for remediating the material weaknesses, described above, will constitute changes in our internal control over financial reporting, prospectively, when such remediation plans are effectively implemented

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are from time to time subject to various claims, lawsuits and other legal and administrative proceedings arising in the ordinary course of business. Some of these claims, lawsuits and other proceedings may involve highly complex issues that are subject to substantial uncertainties, and could result in damages, fines, penalties, non-monetary sanctions or relief. However, we do not consider any such claims, lawsuits or proceedings that are currently pending, individually or in the aggregate, to be material to our business with one exception:

On June 7, 2023, the Company was served a Request for Arbitration from F.E.R. fischer Edelstahlrohre GmbH (“F.E.R.”), pursuant to the arbitration provisions of the Share Purchase Agreement dated June 25, 2021 whereby the Company acquired SerEnergy and FES, which acquisition closed on August 31, 2021. The arbitration was held in Frankfurt am Main, Germany in accordance with the Arbitration Rules of the German Arbitration Institute, and the parties presented closing arguments in May 2024. F.E.R. is asserting that it is due approximately €4.5 million based on the cap and corresponding value of the share consideration at the date of closing. On August 16, 2024, the Company was informed that an arbitration decision and award was decided in favor of F.E.R. in the amount of approximately €4.5 million. The Company plans to appeal the decision and has instructed its counsel to file a motion with the Higher Regional Court of Frankfurt to set aside the arbitral award. At this time, the Company cannot accurately predict the outcome of this matter, however, has recorded a loss contingency in the amount of \$4.9 million as of March 31, 2024.

By letter dated September 14, 2023, a purported shareholder of the Company made a demand to inspect the Company’s books and records pursuant 8 Del. C. § 220 (“Demand”). The Demand purported to request access to books and records of the Company and its predecessor, AMCI Acquisition Corp. (“AMCI”), to investigate possible alleged breaches of fiduciary duty by AMCI’s board of directors and officers in connection with its merger with the Company on February 4, 2021. As of May 24, 2024, the purported shareholder entered into a tolling agreement with the Company and the former directors of AMCI that tolled all claims for the period January 29, 2024 through June 30, 2024. On June 5, 2024, the purported shareholder filed a putative class action complaint (“Complaint”) on behalf of in the Delaware Court of Chancery alleging claims of breach of fiduciary duty and unjust enrichment in connection with the SPAC transaction against former officers and directors of AMCI. The Company is not named as a defendant in the Complaint. The Company is not aware as to whether the Complaint has been served on the defendants.

Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report, for a discussion of risk factors that could significantly and negatively affect our business, financial condition, results of operations, cash flows and prospects, see the disclosure under the heading “Risk Factors” in our 2023 Annual Report. Such risks described are not the only risks facing us. Additional risks and uncertainties not currently known to us, or that our management currently deems to be immaterial, also may adversely affect our business, financial condition, results of operations, cash flows or prospects. There are no material changes to the risk factors described in the 2023 Annual Report.

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

None.

Item 3. Default Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

The following exhibits are being filed or furnished as part of this Quarterly Report on Form 10-Q:

Exhibit Number	Description
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a)
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a)
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350
101.INS*	Inline XBRL Instance
101.SCH*	Inline XBRL Taxonomy Extension Schema
101.CAL*	Inline XBRL Taxonomy Extension Calculation
101.LAB*	Inline XBRL Taxonomy Extension Labels
101.PRE*	Inline XBRL Taxonomy Extension Presentation
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith

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: October 15, 2024

ADVENT TECHNOLOGIES HOLDINGS, INC.

By: /s/ Vassilios Gregoriou
Vassilios Gregoriou
Acting Chief Financial Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Vassilios Gregoriou, certify that:

1. I have reviewed this report on Form 10-Q of Advent Technologies Holdings, 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 officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - 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: October 15, 2024

/s/ Vassilios Gregoriou

Vassilios Gregoriou

Chief Executive Officer and Chairman of the Board

**CERTIFICATION PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Vassilios Gregoriou, certify that:

1. I have reviewed this report on Form 10-Q of Advent Technologies Holdings, 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 officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - 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: October 15, 2024

/s/ Vassilios Gregoriou

Vassilios Gregoriou

Acting Chief Financial Officer

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

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Vassilios Gregoriou, Chief Executive Officer and Chairman of the Board of Advent Technologies Holdings, Inc. (the “*Company*”), hereby certifies that, to such officer’s knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the “*Report*”), to which this Certification is attached as Exhibit 32.1, fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 15, 2024

/s/ Vassilios Gregoriou

Vassilios Gregoriou

Chief Executive Officer and Chairman of the Board

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

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Vassilios Gregoriou, Acting Chief Financial Officer of Advent Technologies Holdings, Inc. (the “*Company*”), hereby certifies that, to such officer’s knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2024 (the “*Report*”), to which this Certification is attached as Exhibit 32.2, fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 15, 2024

/s/ Vassilios Gregoriou

Vassilios Gregoriou
Acting Chief Financial Officer
