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

FORM 10-Q

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

For the quarterly period ended September 30, 2025

OR

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____.

Commission File Number 001-40447

NEXTPLAT CORP

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

65-0783722

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

400 Ansin Blvd, Suite A, Hallandale Beach, FL
(Address of principal executive offices)

33009
(Zip Code)

(305)-560-5381

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	NXPL	The Nasdaq Stock Market Inc.
Warrants	NXPLW	The Nasdaq Stock Market Inc.

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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 ☐

Non-accelerated filer ☒

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 by Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

Class	Outstanding at November 10, 2025
Common Stock, \$0.0001 par value	26,304,987 (excluding 130,549 shares held as treasury stock)

FORM 10-Q

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report and other documents that we file with the Securities and Exchange Commission (“SEC”) contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about our future performance, our business, our beliefs and our management’s assumptions. Statements that are not historical facts are forward-looking statements, including forward-looking information concerning sales trends, gross margins, number and location of new store openings, outcomes of litigation, the level of capital expenditures, industry trends, demographic trends, growth strategies, financial results, cost reduction initiatives, acquisition synergies, regulatory approvals, and competitive strengths. Words such as “expect,” “outlook,” “forecast,” “would,” “could,” “should,” “project,” “intend,” “plan,” “continue,” “sustain,” “on track,” “believe,” “seek,” “estimate,” “anticipate,” “may,” “assume,” and variations of such words and similar expressions are often used to identify such forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are not guarantees of future performance and involve risks, assumptions and uncertainties, including, but not limited to, those described in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on March 24, 2025 (“2024 Form 10-K”), this quarterly report on Form 10-Q for the three and nine months ended September 30, 2025, and our other reports that we file or furnish with the SEC. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. Except to the extent required by law, we undertake no obligation to update publicly any forward-looking statements after the date they are made, whether as a result of new information, future events, changes in assumptions or otherwise.

PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

The accompanying Condensed Consolidated Financial Statements of NextPlat Corp (“NextPlat,” the “Company,” “we,” or “our”), for the three and nine months ended September 30, 2025 and for comparable periods in the prior year are included below. These condensed consolidated financial statements should be read in conjunction with the notes to the condensed consolidated financial statements that follow.

NEXTPLAT CORP AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except shares and par data)

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
ASSETS		
Current Assets		
Cash	\$ 13,926	\$ 19,960
Accounts receivable, net	4,018	4,895
Receivables - other, net	1,716	732
Inventory, net	5,616	4,881
Unbilled revenue	306	237
VAT receivable	371	371
Prepaid expenses	256	404
Total Current Assets	26,209	31,480
Property and equipment, net	2,594	3,407
Goodwill	156	156
Intangible assets, net	448	524
Operating right-of-use assets, net	527	812
Finance right-of-use assets, net	—	5
Deposits	79	94
Total Other Assets	1,210	1,591
Total Assets	\$ 30,013	\$ 36,478
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	\$ 6,437	\$ 7,230
Contract liabilities	243	89
Notes payable	252	380
Due to related party	4	48
Operating lease liabilities	356	404
Finance lease liabilities	—	5
Income taxes payable	71	54
Total Current Liabilities	7,363	8,210
Long Term Liabilities:		
Notes payable, net of current portion	907	1,032
Operating lease liabilities, net of current portion	197	438
Total Liabilities	8,467	9,680
Commitments and Contingencies	—	—
Equity		
Common stock (\$0.0001 par value; 50,000,000 shares authorized, 26,224,987 and 25,963,051 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively)	3	3
Additional paid-in capital	75,913	75,697
Accumulated deficit	(54,267)	(48,950)
Accumulated other comprehensive loss	(117)	(66)
Treasury stock (at cost; 130,549 shares as of September 30, 2025 and no shares as of December 31, 2024, respectively)	(100)	—
Equity attributable to NextPlat Corp stockholders	21,432	26,684
Equity attributable to non-controlling interests	114	114
Total Equity	21,546	26,798
Total Liabilities and Equity	\$ 30,013	\$ 36,478

See accompanying notes to condensed consolidated financial statements.

NEXTPLAT CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(In thousands, except par value)
(Unaudited)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Sales of products, net	\$ 13,099	\$ 12,865	\$ 38,444	\$ 41,015
Revenues from services	653	2,502	3,073	8,834
Revenue, net	13,752	15,367	41,517	49,849
Cost of products	11,012	11,799	32,410	35,539
Cost of services	10	10	31	31
Cost of revenue	11,022	11,809	32,441	35,570
Gross profit	2,730	3,558	9,076	14,279
Operating expenses:				
Selling, general and administrative	1,510	1,728	4,415	4,650
Salaries, wages and payroll taxes	2,665	3,478	7,929	10,293
Impairment loss	—	3,729	—	13,653
Professional fees	389	2,144	1,509	4,133
Depreciation and amortization	130	197	450	608
Intangible asset amortization	25	281	76	1,679
Total operating expenses	4,719	11,557	14,379	35,016
Loss before other (income) expense	(1,989)	(7,999)	(5,303)	(20,737)
Other (income) expense:				
Loss (gain) on sale or disposal of property and equipment	36	(98)	199	(98)
Loss on settlement of litigation	250	—	250	—
Interest expense	14	22	47	62
Interest earned	(88)	(183)	(295)	(596)
Other income	—	(2)	—	(2)
Foreign currency exchange rate variance	10	(119)	(201)	(87)
Total other (income) expense	222	(380)	—	(721)
Loss before income taxes and non-controlling interest	(2,211)	(7,619)	(5,303)	(20,016)
Income taxes	26	(45)	(14)	(92)
Net loss	(2,185)	(7,664)	(5,317)	(20,108)
Net loss attributable to non-controlling interest	—	3,448	—	9,100
Net loss attributable to NextPlat Corp	\$ (2,185)	\$ (4,216)	\$ (5,317)	\$ (11,008)
Comprehensive loss:				
Net loss	\$ (2,185)	\$ (7,664)	\$ (5,317)	\$ (20,108)
Foreign currency gain (loss)	18	6	(51)	(30)
Comprehensive loss	\$ (2,167)	\$ (7,658)	\$ (5,368)	\$ (20,138)
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ (2,185)	\$ (4,216)	\$ (5,317)	\$ (11,008)
Weighted number of common shares outstanding – basic and diluted	25,992	18,982	25,974	18,844
Basic and diluted loss per share	\$ (0.08)	\$ (0.22)	\$ (0.20)	\$ (0.58)

See accompanying notes to condensed consolidated financial statements.

NEXTPLAT CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In thousands)
(Unaudited)

For the Three and Nine Months Ended September 30, 2025

	Common Stock		Additional	Accumulated	Comprehensive	Treasury Stock		Stockholders'	Non-controlling	Total
	\$0.0001 Par Value					Cost				
	Shares	Amount					Shares			
			Paid in	Deficit	Loss			Equity	Interests	Equity
			Capital							
Balance at December 31, 2024	25,963	\$ 3	\$ 75,697	\$ (48,950)	\$ (66)	—	\$ —	\$ 26,684	\$ 114	\$ 26,798
Stock-based compensation in connection with options granted	—	—	7	—	—	—	—	7	—	7
Comprehensive loss	—	—	—	—	(11)	—	—	(11)	—	(11)
Net loss	—	—	—	(1,343)	—	—	—	(1,343)	—	(1,343)
Balance at March 31, 2025	25,963	3	75,704	(50,293)	(77)	—	—	25,337	114	25,451
Stock-based compensation in connection with options granted	—	—	4	—	—	—	—	4	—	4
Comprehensive loss	—	—	—	—	(58)	—	—	(58)	—	(58)
Net loss	—	—	—	(1,789)	—	—	—	(1,789)	—	(1,789)
Balance at June 30, 2025	25,963	3	75,708	(52,082)	(135)	—	—	23,494	114	23,608
Issuance of common stock related to restricted stock award	262	—	205	—	—	—	—	205	—	205
Shares repurchased	—	—	—	—	—	(131)	(100)	(100)	—	(100)
Comprehensive gain	—	—	—	—	18	—	—	18	—	18
Net loss	—	—	—	(2,185)	—	—	—	(2,185)	—	(2,185)
Balance at September 30, 2025	26,225	\$ 3	\$ 75,913	\$ (54,267)	\$ (117)	(131)	\$ (100)	\$ 21,432	\$ 114	\$ 21,546

For the Three and Nine Months Ended September 30, 2024

	Common Stock		Additional	Accumulated	Comprehensive	Treasury Stock		Stockholders'	Non-controlling	Total			
	\$0.0001 Par Value					Paid in	Cost				Stockholders'	Non-controlling	Total
	Shares	Amount											
Balance at December 31, 2023	18,725	\$ 2	\$ 67,170	\$ (34,925)	\$ (63)	—	\$ —	\$ 32,184	\$ 15,903	\$ 48,087			
Stock-based compensation in connection with options granted	—	—	160	—	—	—	—	160	—	160			
Stock-based compensation in connection with restricted stock awards	—	—	387	—	—	—	—	387	65	452			
Capital contribution of non-controlling interests	—	—	—	—	—	—	—	—	122	122			
Comprehensive loss	—	—	—	—	(27)	—	—	(27)	—	(27)			
Net loss	—	—	—	(1,481)	—	—	—	(1,481)	(220)	(1,701)			
Balance at March 31, 2024	18,725	2	67,717	(36,406)	(90)	—	—	31,223	15,870	47,093			
Stock-based compensation in connection with options granted	—	—	159	—	—	—	—	159	—	159			
Issuance of common stock related to restricted stock award	200	—	387	—	—	—	—	387	—	387			
Issuance of common stock related to exercise of warrants	48	—	85	—	—	—	—	85	—	85			
Comprehensive loss	—	—	—	—	(9)	—	—	(9)	—	(9)			
Net loss	—	—	—	(5,311)	—	—	—	(5,311)	(5,432)	(10,743)			
Balance at June 30, 2024	18,973	2	68,348	(41,717)	(99)	—	—	26,534	10,438	36,972			
Stock-based compensation in connection with options granted	—	—	115	—	—	—	—	115	—	115			
Issuance of common stock related to restricted stock award	20	—	24	—	—	—	—	24	340	364			
Comprehensive gain	—	—	—	—	6	—	—	6	—	6			
Net loss	—	—	—	(4,216)	—	—	—	(4,216)	(3,448)	(7,664)			
Balance at September 30, 2024	18,993	\$ 2	\$ 68,487	\$ (45,933)	\$ (93)	—	\$ —	\$ 22,463	\$ 7,330	\$ 29,793			

See accompanying notes to condensed consolidated financial statements.

NEXTPLAT CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from e-Commerce Operations revenue	\$ 13,905	\$ 9,862
Cash received from Healthcare Operations revenue	30,002	43,162
Cash received from interest income	295	646
Cash received from other sources	201	367
Cash paid for inventory purchases and other costs of revenue	(36,653)	(36,803)
Cash paid for salaries and related expenses	(7,872)	(10,293)
Cash paid for other recurring operating expenses	(5,270)	(8,401)
Cash paid for other non-recurring expenses	(389)	(3,418)
Cash paid for interest expense	(47)	(41)
Cash paid for income taxes	—	(69)
Net cash used in operating activities	(5,828)	(4,988)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(34)	(221)
Proceeds from sale or disposal of property and equipment	234	98
Cash acquired in acquisition of Outfitter Satellite subsidiary	—	236
Cash paid in acquisition of Outfitter Satellite subsidiary	—	(1,094)
Net cash provided by (used in) investing activities	200	(981)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of notes payable	(253)	(139)
Payments on finance lease liabilities	(5)	(18)
Acquisition of issued common stock held in treasury	(100)	—
Proceeds from exercise of warrants	—	85
Capital contribution of non-controlling interest	—	122
Net cash (used in) provided by financing activities	(358)	50
Effect of exchange rate on cash	(48)	(28)
Net decrease in cash	(6,034)	(5,947)
Cash beginning of period	19,960	26,307
Cash end of period	<u>\$ 13,926</u>	<u>\$ 20,360</u>
Reconciliation of net loss to cash flow used in operating activities		
Net loss	\$ (5,317)	\$ (20,108)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	445	595
Change in allowance for credit losses	(94)	(50)
Change in inventory reserve	21	—
Amortization of intangible assets	76	1,679
Amortization of operating right-of-use assets	283	241
Amortization of finance right-of-use assets	5	13
Write-off of right-of-use asset	—	111
Impairment loss	—	13,653
Stock-based compensation	216	1,637
Loss (gain) on sale or disposal of property and equipment	199	(98)
Change in operating assets and liabilities:		
Accounts receivable	(13)	3,055
Inventories	(756)	(1,090)
Unbilled revenue	(69)	(30)
Prepaid expense	148	229
Deposits	15	(55)
Notes receivable	—	75
VAT receivable	—	(8)
Accounts payable and accrued expenses	(866)	(4,645)
Operating lease liabilities	(289)	(277)
Income taxes payable	14	23
Contract liabilities	154	62
Net cash used in operating activities	<u>\$ (5,828)</u>	<u>\$ (4,988)</u>

See accompanying notes to condensed consolidated financial statements.

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Unless the context requires otherwise, references to the “Company”, “we”, “us”, “our”, “our Company”, or “our business” refer to NextPlat Corp and its subsidiaries.

Note 1. Organization and Nature of Operations

NextPlat Corp is a Nevada corporation (the “Company”, “NextPlat”, “we”) reporting on the Nasdaq Capital Market exchange that has business segments operating in the e-Commerce and Healthcare sectors. It was incorporated in 1997 with executive offices located in Hallandale Beach, Florida.

e-Commerce Operations:

The Company operates two main e-Commerce websites as well as 25 third-party e-Commerce storefronts on platforms such as Alibaba, Amazon, and Walmart. These e-Commerce venues form an effective global network serving thousands of consumers, enterprises, and governments. Additionally, we provide a comprehensive array of satellite enabled communication services and related equipment sales.

Our wholly owned subsidiary, Global Telesat Communications Limited (“GTC”), was formed under the laws of England and Wales in 2008. GTC provides e-Commerce and satellite enabled communication services on a global basis.

Our wholly owned subsidiary, Orbital Satcom Corp. (“Orbital Satcom”), a Nevada corporation, was formed on November 14, 2014. Orbital Satcom provides e-Commerce and satellite enabled communication services to customers in the U.S.

On April 1, 2024, NextPlat acquired 100% of the ownership interest of Outfitter Satellite, Inc., a Tennessee corporation (“Outfitter”) in a stock purchase transaction. The Outfitter acquisition was completed to expand the Company’s satellite enabled communication services in the U.S. Outfitter provides consumers, commercial and government customers with advanced satellite-based connectivity solutions from leading brands, including Iridium, Inmarsat and Globalstar.

Healthcare Operations:

The Company’s Healthcare segment operates through a wholly owned entity, Progressive Care, LLC, (“Progressive”) a Nevada Limited Liability Company, which includes wholly owned subsidiaries, Pharmco, LLC (“Pharmco 901”), Touchpoint RX, LLC doing business as Pharmco Rx 1002, LLC (“Pharmco 1002”), Family Physicians RX, Inc. doing business as PharmcoRx 1103 and PharmcoRx 1204 (“FPRX” or “Pharmco 1103” and “Pharmco 1204”) (pharmacy subsidiaries collectively referred to as “Pharmco”), and ClearMetrX Inc. (“ClearMetrX”). ClearMetrX is a personalized healthcare services and technology company that provides prescription pharmaceuticals and risk and data management services to healthcare organizations and providers.

Pharmco pharmacies deliver prescriptions to Florida’s diverse population and currently holds Florida Community Pharmacy Permits at all Florida pharmacy locations. Pharmco 901 is a pharmacy located in Hallandale Beach, Florida, and is licensed as a non-resident pharmacy in the following states: Arizona, Colorado, Connecticut, Georgia, Illinois, Minnesota, Nevada, New Jersey, New York, Pennsylvania, Texas, and Utah.

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Pharmco 1103 is a pharmacy with locations in North Miami Beach and Orlando, Florida that provides pharmacy services to Miami-Dade County, Broward County, the Orlando/Tampa corridor, and the Treasure Coast of Florida. Progressive acquired all the ownership interests in Pharmco 1103 in a purchase agreement entered into on June 1, 2019.

Pharmco 1002 is a pharmacy located in Palm Springs, Florida that provides pharmacy services to Palm Beach, St. Lucie and Martin Counties, Florida. Progressive acquired all the ownership interests in Pharmco 1002 in a purchase agreement entered into on July 1, 2018.

ClearMetrX was formed on June 10, 2020 and provides third-party administration (“TPA”) services to 340B covered entities. ClearMetrX also provides data analytics and reporting services to support and improve care management for health care organizations.

RXMD Therapeutics was formed on October 1, 2019. RXMD Therapeutics has had no operating activity to date.

Florida Sunshine Brands, LLC:

Florida Sunshine Brands, LLC (“Florida Sunshine”) is a Florida limited liability company and incorporated December 6, 2023. Florida Sunshine operates under an operating agreement between NextPlat, with 51% ownership, and Outer Brands FS, LLC, with 49% ownership. Florida Sunshine’s main objective is to source and sell vitamins and nutritional supplements.

Note 2. Basis of Presentation and Principles of Consolidation

The accompanying Condensed Consolidated Financial Statements of the Company are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”), consistent in all material respects with those applied in the 2024 Annual Report on Form 10-K, for interim financial information and in accordance with the rules and regulations of the SEC. Accordingly, they do not include all information and footnotes normally included in annual consolidated financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the 2024 Annual Report on Form 10-K. In the opinion of management, the Condensed Consolidated Financial Statements contain all adjustments (consisting principally of normal recurring accruals) necessary for a fair presentation of the condensed consolidated balance sheets, statements of comprehensive loss, statements of changes in equity, and statements of cash flows for such interim periods presented. Additionally, operating results for interim periods are not necessarily indicative of the results that can be expected for a full year. The year-end balance sheet data for comparative purposes was derived from audited consolidated financial statements.

The accompanying Condensed Consolidated Financial Statements include the accounts of the Company and its subsidiaries. Intercompany transactions and balances have been eliminated in consolidation.

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Reclassifications

Effective January 1, 2025, the Company early adopted Accounting Standards Update (“ASU”) 2024-03, “Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses”, on a retrospective basis, which resulted in reclassifications of certain expenses in the prior year periods to conform to the current year presentation within cost of services, selling, general and administrative, salaries, wages and payroll taxes, and depreciation and amortization on the Condensed Consolidated Statements of Comprehensive Loss. The recast of these certain expenses did not impact net loss for the prior year periods.

Progressive Acquisition and Merger Update

As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024, on July 1, 2023, we acquired a controlling voting interest in Progressive Care Inc. (“Progressive Care”) through the exercise of in-the-money warrants and the execution of a voting agreement with two of our directors. This transaction resulted in a change in control under ASC 805 and Progressive Care became a consolidated subsidiary of the Company, having previously been accounted for under the equity method.

Subsequently, on October 1, 2024, following shareholder approvals, Progressive Care completed a merger with and into a wholly owned subsidiary of NextPlat, becoming a wholly owned subsidiary of the Company. In connection with the merger, each outstanding share of Progressive Care common stock was converted into 1.4865 shares of NextPlat common stock, and outstanding Progressive Care warrants were converted into equivalent NextPlat warrants.

Users of the consolidated financial statements are encouraged to refer to our Annual Report on Form 10-K for the year ended December 31, 2024 for a more detailed discussion of the acquisition and subsequent merger.

Business Acquisition of Outfitter Satellite, Inc.

On March 25, 2024, the Company entered into a Stock Purchase Agreement with James T. McKinley, pursuant to which the Company agreed to purchase all of the issued and outstanding shares of common stock of Outfitter Satellite, Inc. The closing of the transaction occurred on April 1, 2024. Outfitter is a wholly owned subsidiary of NextPlat Corp.

Outfitter provides consumers, commercial and government customers, with advanced satellite-based connectivity solutions from leading brands, including Iridium, Inmarsat and Globalstar.

Use of Estimates

In preparing the Condensed Consolidated Financial Statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statements of financial condition, and revenues and expenses for the periods then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to, assumptions used to calculate stock-based compensation, fair value of net assets acquired in business combinations, common stock, warrants and options issued for services, net realizable value of accounts receivables and other receivables, the useful lives of property and equipment and intangible assets, determining the potential impairment of long-lived assets and goodwill, the estimate of the fair value of the lease liability and related right-of-use assets, pharmacy benefit manager (“PBM”) fee estimates, inventory reserve estimates, and the estimates of the valuation allowance on deferred tax assets and corporate income taxes.

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 3. Summary of Significant Accounting Policies

The significant accounting policies of the Company were described in Note 3 to the Audited Consolidated Financial Statements included in the Company's Form 10-K for the fiscal year ended December 31, 2024. Other than the following, there have been no material changes to the Company's significant accounting policies for the nine months ended September 30, 2025. Selected accounting policy disclosures are provided below.

Cash

The Company places its cash with high credit quality financial institutions. The Company's accounts at these institutions are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. All cash amounts in excess of \$250,000, approximately \$0.6 million, are unsecured. The Company has a deposit placement agreement for Insured Cash Sweep Service ("ICS"). This service is a secure, and convenient way to access FDIC protection on large deposits, earn a return, and enjoy flexibility. The Company believes that the ICS agreement will mitigate its credit risk as it relates to uninsured FDIC amounts in excess of \$250,000.

Foreign Currency Translation

The Company's reporting currency is U.S. Dollars. The accounts of one of the Company's subsidiaries, GTC, is maintained using the appropriate local currency, Great British Pound ("GBP"), as the functional currency. All assets and liabilities are translated into U.S. Dollars at balance sheet date, shareholders' equity is translated at historical rates and revenue and expense accounts are translated at the average exchange rate for the year or the reporting period. The translation adjustments are reported as a separate component of stockholders' equity, captioned as accumulated other comprehensive (loss) gain. Transaction gains and losses arising from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the condensed consolidated statements of comprehensive (loss) income.

The relevant translation rates are as follows:

	As of September 30, 2025	As of September 30, 2024	As of December 31, 2024
Closing rate \$USD to GBP	\$ 1.34	\$ 1.34	\$ 1.26
Quarterly average rate \$USD to GBP	\$ 1.35	\$ 1.30	\$ 1.28
Yearly average rate \$USD to GBP	\$ 1.32	\$ 1.28	\$ 1.28

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Recent Accounting Pronouncements and Income Tax Legislation

Accounting Pronouncements Recently Adopted

In November 2024, the FASB issued ASU 2024-03, “Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses”, (“ASU 2024-03”), which is intended to enhance transparency into the nature and function of expenses. The amendments to Subtopic 220-40 require that on an annual and interim basis, entities disclose disaggregated operating expense information about specific categories, including purchases of inventory, employee compensation, depreciation, amortization and selling expense. The Company early adopted this ASU, effective January 1, 2025, on a retrospective basis. The amendments are presentation matter revisions and did not have an impact on the Company’s financial condition, results of operations, or cash flows.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740)—Improvements to Income Tax Disclosure” (“ASU 2023-09”), which establishes new income tax disclosure requirements in addition to modifying and eliminating certain existing requirements primarily relating to the rate reconciliation and income taxes paid. This includes a tabular reconciliation using both percentages and reporting currency amounts, covering various tax and reconciling items, and disaggregated summaries of income taxes paid during the period. ASU 2023-09 is required to be adopted for annual periods beginning after December 15, 2024, with early adoption permitted. The Company adopted this accounting standard update effective January 1, 2025.

Accounting Pronouncements Issued but not yet Adopted

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to be relevant or have a material impact on the condensed consolidated financial statements upon adoption.

Income Tax Legislation

In July 2025, the One Big Beautiful Bill Act (“OBBBA”) was enacted. The OBBBA makes permanent key elements of the Tax Cuts and Jobs Act of 2017, including 100% bonus depreciation, domestic research cost expensing and the business interest expense limitation, among other tax changes. Many of the tax provisions of the OBBBA are designed to accelerate tax deductions, which could lead to lower cash tax payments. The new legislation has multiple effective dates, with certain provisions effective in 2025 and others in the future. The Company has analyzed the provision within the act and determined there was no material impact in the third quarter of 2025, nor does the Company expect a material impact on the 2025 consolidated financial statements, nor did the OBBBA require remeasurement of deferred tax assets or liabilities.

Subsequent Events

On October 14, 2025, the Company reached a Settlement Agreement with a former employee of Pharmco, LLC, a wholly owned subsidiary of the Company, who filed a lawsuit against Pharmco LLC, asserting claims under the Equal Employment Opportunity Commission (EEOC) regulations.

On November 7, 2025, Progressive Care entered into a Settlement Agreement (the “Settlement Agreement”) with a former employee (the “Claimant”) to resolve all disputes related to the employment and the arbitration proceeding. Under the Settlement Agreement, the Company agreed to pay the Claimant \$150,000 cash, \$100,000 of common stock, and entered into a one-year Consulting Agreement. Further details of the Settlement Agreement are disclosed in “Part II. Other Information, Item 5. Other Information.” Because the litigation was pending as of the balance sheet date and the settlement provides additional evidence about conditions that existed at that date, the Company recognized an accrual of the settlement in the unaudited consolidated financial statements for the three and nine months ended September 30, 2025 in accordance with ASC 855, Subsequent Events, and ASC 450, Contingencies. The settlement amount of \$250,000 has been recorded as “Loss on settlement of litigation” in the Condensed Consolidated Statement of Comprehensive Loss.

On November 11, 2025, the Company entered into a lease termination agreement for its office space located in Coconut Grove, FL. Under the agreement, the Company is required to pay an early termination fee of approximately \$120,000. The decision to terminate the lease and the related obligation occurred after September 30, 2025, the balance sheet date, and therefore no adjustments were made to the accompanying condensed consolidated financial statements.

The Company has evaluated subsequent events through the date of this filing, the date the condensed consolidated financial statements were available to be issued.

NEXTPLAT CORP AND SUBSIDIARIES
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Note 4. Fair Value

Accounting standards define fair value as the price that would be received from selling an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Accounting standards establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value and also establishes the following three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

- *Cash, accounts receivable, and accounts payable and accrued liabilities:* The amounts reported in the accompanying Condensed Consolidated Balance Sheets approximate fair value due to their short-term nature.
- *Notes payable and lease liabilities:* The carrying amount of notes payable approximated fair value due to variable interest rates at customary terms and rates the Company could obtain in current financing. The carrying value of lease liabilities approximate fair value due to the implicit rate in the lease in relation to the Company's borrowing rate and the duration of the leases (Level 2 inputs).

Identifiable Intangible Assets

The initial recognition of the Outfitter identifiable intangible assets, resulting from the acquisition on April 1, 2024, were measured using Level 3 inputs. The fair value as of the date of acquisition was approximately \$0.6 million.

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 5. Revenue

The following tables disaggregate net revenues by major categories (in thousands):

	Three Months Ended September 30, 2025		
	e-Commerce Operations	Healthcare Operations	Total
e-Commerce revenue	\$ 3,702	\$ —	\$ 3,702
Pharmacy prescription and other revenue, net of PBM fees	—	9,495	9,495
Pharmacy 340B contract revenue	—	555	555
Revenues, net	<u>\$ 3,702</u>	<u>\$ 10,050</u>	<u>\$ 13,752</u>

	Three Months Ended September 30, 2024		
	e-Commerce Operations	Healthcare Operations	Total
e-Commerce revenue	\$ 3,834	\$ —	\$ 3,834
Pharmacy prescription and other revenue, net of PBM fees	—	9,076	9,076
Pharmacy 340B contract revenue	—	2,457	2,457
Revenues, net	<u>\$ 3,834</u>	<u>\$ 11,533</u>	<u>\$ 15,367</u>

	Nine Months Ended September 30, 2025		
	e-Commerce Operations	Healthcare Operations	Total
e-Commerce revenue	\$ 10,828	\$ —	\$ 10,828
Pharmacy prescription and other revenue, net of PBM fees	—	27,758	27,758
Pharmacy 340B contract revenue	—	2,931	2,931
Revenues, net	<u>\$ 10,828</u>	<u>\$ 30,689</u>	<u>\$ 41,517</u>

	Nine Months Ended September 30, 2024		
	e-Commerce Operations	Healthcare Operations	Total
e-Commerce revenue	\$ 10,210	\$ —	\$ 10,210
Pharmacy prescription and other revenue, net of PBM fees	—	30,922	30,922
Pharmacy 340B contract revenue	—	8,717	8,717
Revenues, net	<u>\$ 10,210</u>	<u>\$ 39,639</u>	<u>\$ 49,849</u>

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Note 6. Earnings (Loss) per Share

Net income (loss) per common share is calculated in accordance with ASC Topic 260: Earnings per Share ("ASC 260"). Basic income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. The computation of diluted net loss per share does not include dilutive common stock equivalents in the weighted average shares outstanding as they would be anti-dilutive.

The components of basic and diluted EPS were as follows (in thousands, except per share data). For all periods presented, the Company incurred a net loss causing inclusion of any potentially dilutive securities to have an anti-dilutive effect, resulting in diluted loss per common share and basic loss per common share being equivalent.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net loss attributable to NextPlat Corp common shareholders	\$ (2,185)	\$ (4,216)	\$ (5,317)	\$ (11,008)
Basic weighted average common shares outstanding	25,992	18,982	25,974	18,844
Potentially dilutive common shares	—	—	—	—
Diluted weighted average common shares outstanding	25,992	18,982	25,974	18,844
Weighted average loss per common share - basic and diluted	<u>\$ (0.08)</u>	<u>\$ (0.22)</u>	<u>\$ (0.20)</u>	<u>\$ (0.58)</u>
Potentially dilutive common shares excluded from the calculation of diluted weighted average loss per common share:				
Stock options	—	7	—	38
Common stock purchase warrants	—	—	—	—
	<u>—</u>	<u>7</u>	<u>—</u>	<u>38</u>

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7. Accounts Receivable, net

Accounts receivable, net consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
Gross accounts receivable – trade	\$ 4,065	\$ 5,036
Less: allowance for credit losses	(47)	(141)
Accounts receivable, net	<u>\$ 4,018</u>	<u>\$ 4,895</u>

The company revises its estimate of expected credit losses each reporting period based on current economic conditions and reasonable and supportable forecasts and, as a result, the allowance for credit losses was decreased by \$0.1 million for the nine months ended September 30, 2025.

Accounts receivable, net for the Company as of January 1, 2024 and September 30, 2024 were approximately \$8.9 million and \$6.6 million, respectively.

Note 8. Receivables - Other, net

Receivables - other, net consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
Performance bonuses	\$ 1,030	\$ 588
Customers	606	115
Other	80	29
Receivables - other, net	<u>\$ 1,716</u>	<u>\$ 732</u>

Note 9. Inventory, net

Inventory, net consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
Finished goods	\$ 6,076	\$ 5,320
Less inventory reserve	(460)	(439)
Inventory, net	<u>\$ 5,616</u>	<u>\$ 4,881</u>

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 10. Property and Equipment, net

Property and equipment, net consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
Appliques	\$ 2,160	\$ 2,160
Building	2,116	2,116
Website development	618	615
Office furniture and fixtures	575	564
Land	184	184
Leasehold improvements	175	177
Computer equipment	122	119
Rental equipment	111	87
Vehicles	—	645
Property and equipment gross	6,061	6,667
Less: accumulated depreciation	(3,467)	(3,260)
Property and equipment, net	<u>\$ 2,594</u>	<u>\$ 3,407</u>

Depreciation expense was approximately \$0.4 million and \$0.6 million for the nine months ended September 30, 2025 and 2024, respectively.

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Note 11. Intangible Assets, net

Intangible assets, net at September 30, 2025 and December 31, 2024 were related to the Company's e-Commerce Operations due to the Outfitter acquisition in April 2024, and consisted of the following (in thousands):

	September 30, 2025		
	Gross amount	Accumulated amortization	Net amount
Customer contracts	\$ 665	\$ (375)	\$ 290
Trade names	185	(27)	158
Total intangible assets	<u>\$ 850</u>	<u>\$ (402)</u>	<u>\$ 448</u>

	December 31, 2024		
	Gross amount	Accumulated amortization	Net amount
Customer contracts	\$ 665	\$ (312)	\$ 353
Trade names	185	(14)	171
Total intangible assets	<u>\$ 850</u>	<u>\$ (326)</u>	<u>\$ 524</u>

For the nine months ended September 30, 2025 and 2024, the Company recognized amortization expense of approximately \$0.1 million and \$1.7 million, respectively.

The following table represents the total estimated future amortization of intangible assets for the five succeeding years and thereafter as of September 30, 2025 (in thousands):

Year	Amount
2025 (remaining three months)	\$ 25
2026	102
2027	102
2028	102
2029	39
Thereafter	78
Total	<u>\$ 448</u>

NEXTPLAT CORP AND SUBSIDIARIES
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Note 12. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
Accounts payable	\$ 5,373	\$ 6,596
Accrued wages and payroll liabilities	378	269
Accrued other liabilities	577	269
Customer deposits payable	109	96
Total	<u>\$ 6,437</u>	<u>\$ 7,230</u>

Note 13. Notes Payable

Notes payable consisted of the following (in thousands):

	September 30, 2025	December 31, 2024
A. Mortgage note payable - commercial bank - collateralized	\$ 980	\$ 1,050
B. Note payable - uncollateralized	25	25
C. Notes payable - collateralized	100	234
Insurance premiums financing	54	103
Subtotal	<u>1,159</u>	<u>1,412</u>
Less: current portion of notes payable	<u>(252)</u>	<u>(380)</u>
Long-term portion of notes payable	<u>\$ 907</u>	<u>\$ 1,032</u>

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(A) Mortgage Note Payable – collateralized

In 2018, Pharmco closed on the purchase of land and building located at 400 Ansini Boulevard, Hallandale Beach, Florida. The purchase price was financed in part through a mortgage note and security agreement entered into with a commercial lender in the amount of \$1,530,000. The promissory note is collateralized by the land and building, bears interest at a fixed rate of 4.75% per annum, matures on December 14, 2028 and is subject to a prepayment penalty. Principal and interest will be repaid through 119 regular payments of \$11,901 that began in January 2019, with the final payment of all principal and accrued interest not yet paid on December 14, 2028. Note repayment is guaranteed by Progressive Care.

(B) Note Payable – Uncollateralized

As of September 30, 2025 the uncollateralized note payable represents a non-interest-bearing loan that is due on demand from an investor.

(C) Notes Payable – Collateralized

On July 16, 2020 (the “Issue Date”), GTC, entered into a Coronavirus Interruption Loan Agreement (“Debenture”) by and among the Company and HSBC UK Bank PLC (the “Lender”) for an amount of £250,000, or USD \$338,343 at an exchange rate of GBP: USD of 1.3533720. The Debenture bears interest beginning July 16, 2021, at a rate of 4.0% per annum over the Bank of England Base Rate (0.1% as of July 16, 2020), payable monthly on the outstanding principal amount of the Debenture. The Debenture has a term of six years from the date of drawdown, July 15, 2026, the “Maturity Date”. The first repayment of £4,166.67 (exclusive of interest) was made 13 months after July 16, 2020. Voluntary prepayments are allowed with 5 business days’ written notice and the amount of the prepayment is equal to 10% or more of the limit or, if less, the balance of the debenture. The Debenture is secured by all GTC’s assets as well as a guarantee by the UK government. The proceeds from the Debenture were used for general corporate and working capital purposes. The Debenture includes customary events of default, including, among others: (i) non-payment of amounts due thereunder, (ii) non-compliance with covenants thereunder, (iii) bankruptcy or insolvency (each, an “Event of Default”). Upon the occurrence of an Event of Default, the Debenture becomes payable upon demand. The balance outstanding as of September 30, 2025 on the note payable was approximately \$56,000.

In April 2021, Progressive Care entered into a note obligation with a commercial lender, the proceeds from which were used to purchase pharmacy equipment in the amount of approximately \$30,000. During September 2021, pharmacy equipment was returned since the installation was cancelled and the note was amended. The amended promissory note payable requires 46 monthly payments of \$331, including interest at 6.9%. The note was paid in full as of September 30, 2025. As of December 31, 2024, the balance on the note payable was approximately \$2,000.

In July 2022, Progressive Care entered into a note obligation with a commercial lender, the proceeds from which were used to purchase pharmacy equipment in the amount of approximately \$90,000. The terms of the promissory note payable require 60 monthly payments of \$1,859, including interest at 8.78% starting January 2023. The balance outstanding on the note payable was approximately \$44,000 and \$58,000 as of September 30, 2025 and December 31, 2024, respectively.

Principal outstanding as of September 30, 2025, is expected to be repayable as follows (in thousands):

Year	Amount
2025 (remaining three months)	\$ 132
2026	150
2027	124
2028	753
Total	<u>\$ 1,159</u>

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Note 14. Equity

Stock-based compensation expense is recorded in salaries, wages and payroll taxes expense in the Condensed Consolidated Statements of Comprehensive Loss. For the nine months ended September 30, 2025 and 2024, stock-based compensation expense was approximately \$0.2 million and \$1.6 million, respectively. The decrease in stock-based compensation was attributable to non-recurring grants fully vested. There were no income tax benefits recognized from stock-based compensation during the nine months ended September 30, 2025 and 2024 due to cumulative losses and valuation allowances.

Preferred Stock

We have authorized 3,333,333 shares of \$0.0001 par value of preferred stock. As of September 30, 2025 and December 31, 2024 there were no shares of preferred stock issued and outstanding.

Common Stock

We have authorized 50,000,000 shares of \$0.0001 par value common stock. As of September 30, 2025 and December 31, 2024, 26,224,987 and 25,963,051 shares of common stock, respectively, were issued and outstanding.

Treasury Stock

Treasury stock represents shares of the Company's common stock that have been issued and subsequently repurchased by the Company and that have not been retired or cancelled. The Company accounts for treasury stock under the cost method and includes treasury stock as a component of Total Equity on the Condensed Consolidated Balance Sheets. The Company accounts for the reissuance of treasury stock using the average cost method. The Company did not reissue or retire any shares of treasury stock during the three and nine months ended September 30, 2025.

Share Repurchase Program

On December 16, 2024, the Board of Directors authorized a \$2.0 million share repurchase program valid for one year. The Company may repurchase shares from time to time under the program through various methods, including in open market transactions, block trades, privately negotiated transactions, and otherwise. The timing, as well as the number and value of shares repurchased under the program, will depend on a variety of factors. The Company is not obligated to purchase any shares under the repurchase program, and the program may be suspended, modified, or discontinued at any time without prior notice. During the nine months ended September 30, 2025, the Company repurchased approximately \$0.1 million of common stock, and had approximately \$1.9 million remaining under the share repurchase program as of that date. The repurchased shares are held as treasury stock.

Listing on the Nasdaq Capital Market

Our common stock and warrants are traded on the Nasdaq Capital Market under the symbols "NXPL" and "NXPLW," respectively.

Note 15. Related Party Transactions

The Company uses an American Express account for Orbital Satcom Corp and an American Express account for GTC, both in the name of David Phipps, the Company's Chief Executive Officer and President, who personally guarantees the balance owed. As of September 30, 2025, the accounts payable due to related party includes amounts due to Mr. Phipps. Total related party payments due as of September 30, 2025 and December 31, 2024 were approximately \$4,000 and \$18,000, respectively. Those related party payables are non-interest bearing and due on demand.

During the nine months ended September 30, 2025, the Company employed and paid wages to one employee related to Mr. Phipps and one employee related to Ms. Ferrio, the Company's Chief Financial Officer.

During the nine months ended September 30, 2025, the Company employed and paid wages to Lauren Sturges Fernandez, the spouse of the Company's late Chief Executive Officer, Charles M. Fernandez, as Chief of Staff and Special Assistant to the Chairman of the Board. The Company terminated Mrs. Fernandez's employment with the Company on August 13, 2025.

NEXTPLAT CORP AND SUBSIDIARIES
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Note 16. Commitments and Contingencies

Litigation

On March 17, 2025, a former employee of Pharmco LLC, a wholly owned subsidiary of the Company, filed a lawsuit against Pharmco LLC, asserting claims under the Equal Employment Opportunity Commission (EEOC) regulations. On October 14, 2025, the Company reached a Settlement Agreement with the plaintiff to resolve all claims. The settlement was fully covered by the Company's insurance policy, and the insurer remitted payment directly to the plaintiff on the Company's behalf. As a result, no accrual was recognized during the period ended September 30, 2025.

On October 28, 2024, Alan Jay Weisberg, the former Chief Executive Officer and Chairman of Progressive Care Inc. ("RXMD"), filed a putative class action suit on behalf of himself and all other former RXMD stockholders against NextPlat, Charles M. Fernandez, the former Chief Executive Officer and director of NextPlat, and Rodney Barreto, a director of NextPlat. The complaint purports to allege a breach of fiduciary duty by NextPlat and Messrs. Fernandez and Barreto in connection with the merger of RXMD with and into a wholly owned subsidiary of NextPlat (the "Merger"), which Merger was completed on October 1, 2024 following approval by the stockholders of each of NextPlat and RXMD in stockholder meetings held on September 13, 2024 by NextPlat and RXMD, respectively. Among other things, the complaint asserts that the consideration paid to Mr. Weisberg and the other RXMD stockholders in connection with the Merger was insufficient. The monetary relief requested in the complaint includes compensatory and rescissory damages in an unspecified dollar amount. The complaint is pending in the Court of Chancery of the State of Delaware. The caption is *Alan Jay Weisberg v. Charles M. Fernandez, Rodney Barreto and Nextplat Corp.*, and the case number is C.A. No. 20. 24-1097-MTZ.

The Company's management does not believe that the Weisberg claim is meritorious and plans to vigorously defend against the suit. The Company has filed a motion to dismiss the complaint.

On June 17, 2024, Progressive Care was notified of a potential claim that a former employee (the "Claimant") allegedly suffered a loss due to an alleged breach by Progressive Care of an employment contract with the Claimant. Following receipt of the notice of claim, Progressive Care filed a petition for arbitration against the Claimant, asserting that it was the Claimant who breached the employment contract. On November 7, 2025, Progressive Care entered into a Settlement Agreement (the "Settlement Agreement") with the Claimant to resolve all disputes related to the employment and the arbitration proceeding. Pursuant to the Settlement Agreement, Progressive Care will pay the Claimant a total sum of \$150,000 within seven days of execution. In addition, Progressive Care will transfer to the Claimant shares of NextPlat common stock valued at \$100,000, with the number of shares determined by the closing price on the date the Claimant executes and delivers the Settlement Agreement and a related Consulting Agreement. The Settlement Agreement provides the Claimant with a one-time reverse stock-split protection mechanism, whereby, if the aggregate value of the transferred shares declines by more than 20% within sixty calendar days following a reverse stock split, Progressive Care will issue additional shares of NextPlat common stock to the Claimant to restore the aggregate value to the pre-split level, with such shares to be issued within ten days after the sixty-day period. Because the litigation was pending as of the balance sheet date and the settlement provides additional evidence about conditions that existed at that date, the Company recognized an accrual of the settlement in the consolidated financial statements for the three and nine months ended September 30, 2025 in accordance with ASC 855, Subsequent Events, and ASC 450, Contingencies. The settlement amount of \$250,000 has been recorded as "Loss on settlement of litigation" in the Condensed Consolidated Statements of Comprehensive Loss.

From time to time, the Company may become involved in litigation relating to claims arising out of our operations in the normal course of business. Other than the matters described above, the Company is not currently involved in any pending legal proceeding or litigation, and to the best of our knowledge, no governmental authority is contemplating any proceeding to which the Company is a party or to which any of the Company's properties is subject, which would reasonably be likely to have a material adverse effect on the Company's business, financial condition and operating results.

NEXTPLAT CORP AND SUBSIDIARIES
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Note 17. Reportable Segments

The Company has two reportable segments: (i) e-Commerce Operations, which includes both sales and leasing of telecommunications equipment and satellite communication services as well as the collaboration with businesses to sell their goods online and (ii) Healthcare Operations, which provides prescription pharmaceuticals, TPA, data management, telepharmacy services, anti-retroviral medications, medication therapy management, the supply of prescription medications to long-term care facilities, medication adherence packaging, contracted pharmacy services for 340B covered entities under the 340B Drug Discount Pricing Program, and health practice risk management. This organizational structure aligns with how the Company's chief operating decision makers ("CODMs") manage the business, including resource allocation and performance assessment, and further aligns with the Company's product categories and the key markets the Company serves.

The CODMs include the Company's Chief Executive Officer and Chief Financial Officer.

The CODMs do not review segment assets and segment expenses at a level different than what is reported in the Company's Condensed Consolidated Balance Sheets and Condensed Consolidated Statements of Comprehensive Loss. While the Company believes there are synergies between the two business segments, the segments are managed separately because each requires different business strategies. Accounting policies associated with our operating segments are generally the same as those described in Note 3 to our Annual Report on Form 10-K for the year ended December 31, 2024.

The following tables present a summary of the reportable segments (in thousands):

For the Three Months Ended September 30, 2025	e-Commerce Operations	Healthcare Operations	Eliminations	Total
e-Commerce revenue	\$ 3,702	\$ —	\$ —	\$ 3,702
Pharmacy prescription and other revenue, net of PBM fees	—	9,495	—	9,495
Pharmacy 340B contract revenue	—	555	—	555
Revenues, net	3,702	10,050	—	13,752
Expenses:				
Cost of revenue	2,826	8,196	—	11,022
Selling, general and administrative	774	736	—	1,510
Salaries, wages and payroll taxes	708	1,957	—	2,665
Professional fees	190	199	—	389
Depreciation and amortization	80	50	—	130
Intangible asset amortization	25	—	—	25
Total expenses	4,603	11,138	—	15,741
Loss before other (income) expense	(901)	(1,088)	—	(1,989)
Other (income) expense	(58)	280	—	222
Loss before income taxes	(843)	(1,368)	—	(2,211)
Income taxes	26	—	—	26
Net loss	<u>\$ (817)</u>	<u>\$ (1,368)</u>	<u>\$ —</u>	<u>\$ (2,185)</u>

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For the Three Months Ended September 30, 2024	e-Commerce Operations	Healthcare Operations	Eliminations	Total
e-Commerce revenue	\$ 3,834	\$ —	\$ —	\$ 3,834
Pharmacy prescription and other revenue, net of PBM fees	—	9,076	—	9,076
Pharmacy 340B contract revenue	—	2,457	—	2,457
Revenues, net	3,834	11,533	—	15,367
Expenses:				
Cost of revenue	2,755	9,054	—	11,809
Selling, general and administrative	829	959	(60)	1,728
Salaries, wages and payroll taxes	757	2,721	—	3,478
Impairment loss	—	3,729	—	3,729
Professional fees	1,481	663	—	2,144
Depreciation and amortization	109	88	—	197
Intangible asset amortization	32	249	—	281
Total expenses	5,963	17,463	(60)	23,366
Loss before other income	(2,129)	(5,930)	60	(7,999)
Other income	(323)	(117)	60	(380)
Loss before income taxes	(1,806)	(5,813)	—	(7,619)
Income taxes	(45)	—	—	(45)
Net loss	\$ (1,851)	\$ (5,813)	\$ —	\$ (7,664)

For the Nine Months Ended September 30, 2025	e-Commerce Operations	Healthcare Operations	Eliminations	Total
e-Commerce revenue	\$ 10,828	\$ —	\$ —	\$ 10,828
Pharmacy prescription and other revenue, net of PBM fees	—	27,758	—	27,758
Pharmacy 340B contract revenue	—	2,931	—	2,931
Revenues, net	10,828	30,689	—	41,517
Expenses:				
Cost of revenue	8,158	24,283	—	32,441
Selling, general and administrative	2,180	2,235	—	4,415
Salaries, wages and payroll taxes	1,945	5,984	—	7,929
Professional fees	962	547	—	1,509
Depreciation and amortization	237	213	—	450
Intangible asset amortization	76	—	—	76
Total expenses	13,558	33,262	—	46,820
Loss before other (income) expense	(2,730)	(2,573)	—	(5,303)
Other (income) expense	(423)	423	—	—
Loss before income taxes	(2,307)	(2,996)	—	(5,303)
Income taxes	(14)	—	—	(14)
Net loss	\$ (2,321)	\$ (2,996)	\$ —	\$ (5,317)

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For the Nine Months Ended September 30, 2024	e-Commerce Operations	Healthcare Operations	Eliminations	Total
e-Commerce revenue	\$ 10,210	\$ —	\$ —	\$ 10,210
Pharmacy prescription and other revenue, net of PBM fees	—	30,922	—	30,922
Pharmacy 340B contract revenue	—	8,717	—	8,717
Revenues, net	10,210	39,639	—	49,849
Expenses:				
Cost of revenue	7,217	28,353	—	35,570
Selling, general and administrative	2,285	2,545	(180)	4,650
Salaries, wages and payroll taxes	2,976	7,317	—	10,293
Impairment loss	—	13,653	—	13,653
Professional fees	2,608	1,525	—	4,133
Depreciation and amortization	347	261	—	608
Intangible asset amortization	70	1,609	—	1,679
Total expenses	15,503	55,263	(180)	70,586
Loss before other (income) expense	(5,293)	(15,624)	180	(20,737)
Other (income) expense	(735)	(166)	180	(721)
Loss before income taxes	(4,558)	(15,458)	—	(20,016)
Income taxes	(92)	—	—	(92)
Net loss	\$ (4,650)	\$ (15,458)	\$ —	\$ (20,108)
	e-Commerce Operations	Healthcare Operations	Eliminations	Total
Total assets as of September 30, 2025	\$ 16,824	\$ 13,189	\$ —	\$ 30,013
Total assets as of December 31, 2024	\$ 19,044	\$ 17,434	\$ —	\$ 36,478

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 18. Concentrations
e-Commerce Operations concentrations:
Customers:

Amazon accounted for approximately 33% and 36% of the revenues for the e-Commerce Operations reportable segment during the nine months ended September 30, 2025 and 2024, respectively. No other customer accounted for 10% or more of the e-Commerce Operations reportable segment revenues for either period.

Suppliers:

The following table sets forth information as to each supplier that accounted for 10% or more of the purchases related to e-Commerce Operations for the three and nine months ended September 30, 2025 and 2024 (in thousands):

	For the Three Months Ended September 30,			
	2025		2024	
	Amount	% of Total Purchases	Amount	% of Total Purchases
Iridium Satellite	\$ 706	23%	\$ 378	15%
Garmin	\$ 443	14%	\$ 373	14%

	For the Nine Months Ended September 30,			
	2025		2024	
	Amount	% of Total Purchases	Amount	% of Total Purchases
Iridium Satellite	\$ 2,080	22%	\$ 1,314	18%
Garmin	\$ 1,274	13%	\$ 867	12%

Geographic:

The following table sets forth revenue as to each geographic location (in thousands):

	For the Three Months Ended September 30,			
	2025		2024	
	Amount	% of Total	Amount	% of Total
Europe	\$ 1,867	51%	\$ 2,018	53%
North America	1,374	37%	1,349	35%
Asia and Pacific	411	11%	429	12%
Africa	42	1%	28	0%
South America	8	0%	10	0%
	<u>\$ 3,702</u>	<u>100%</u>	<u>\$ 3,834</u>	<u>100%</u>

	For the Nine Months Ended September 30,			
	2025		2024	
	Amount	% of Total	Amount	% of Total
Europe	\$ 5,695	52%	\$ 5,434	53%
North America	3,453	32%	2,894	28%
Asia and Pacific	1,378	13%	1,275	13%
Africa	272	3%	566	6%
South America	30	0%	41	0%
	<u>\$ 10,828</u>	<u>100%</u>	<u>\$ 10,210</u>	<u>100%</u>

NEXTPLAT CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Healthcare operations concentrations:

Suppliers:

Progressive Care had significant concentrations with one vendor. The purchases from this significant vendor were 98% of total vendor purchases for the nine months ended September 30, 2025.

Customers:

Progressive Care’s trade receivables are primarily from prescription medications billed to various insurance providers. Ultimately, the insured is responsible for payment should the insurance company not reimburse Progressive Care.

Progressive Care generated reimbursements from three significant PBMs for the nine months ended September 30, 2025 as follows:

	Nine Months Ended September 30, 2025
A	30%
B	18%
C	15%

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

The following information should be read in conjunction with the Condensed Consolidated Financial Statements and the notes thereto contained elsewhere in this report. Statements made in this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this quarterly report on Form 10-Q that do not consist of historical facts, are "forward-looking statements." Statements accompanied or qualified by, or containing words such as "may," "will," "should," "believes," "expects," "intends," "plans," "projects," "estimates," "predicts," "potential," "outlook," "forecast," "anticipates," "presume," and "assume" constitute forward-looking statements, and as such, are not a guarantee of future performance. The statements involve factors, risks and uncertainties, the impact or occurrence of which can cause actual results to differ materially from the expected results described in such statements. Risks and uncertainties can include, among others, fluctuations in general business cycles and changing economic conditions; changing product demand and industry capacity; increased competition and pricing pressures; advances in technology that can reduce the demand for the Company's products, as well as other factors, many or all of which may be beyond the Company's control. Consequently, investors should not place undue reliance upon forward-looking statements as predictive of future results. The Company disclaims any obligation to update the forward-looking statements in this report.

You should consider the risks and difficulties frequently encountered by early-stage companies, particularly those engaged in new and rapidly evolving markets and technologies. Our limited operating history provides only a limited historical basis to assess the impact that critical accounting policies may have on our business and our financial performance.

We encourage you to review our periodic reports filed with the SEC and included in the SEC's EDGAR database, including our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 24, 2025, and our subsequent public filings with the SEC.

Overview

e-Commerce Operations:

Historically, the business of NextPlat has been the provision of a comprehensive array of satellite enabled communication services, and related equipment sales. The Company operates two main e-Commerce websites as well as 25 third-party e-Commerce storefronts such as Alibaba, Amazon, and Walmart. These e-Commerce venues form an effective global network serving thousands of consumers, enterprises, and governments. Leveraging the e-Commerce experience of the Company's management team and the Company's existing e-Commerce platforms, the Company has embarked upon the rollout of a state-of-the-art e-Commerce platform to collaborate with businesses to optimize their ability to sell their goods online, domestically, and internationally, and enabling customers and partners to optimize their e-Commerce presence and revenue, which we expect will become the focus of the e-Commerce operating business segment in the future.

Business Acquisition of Outfitter Satellite, Inc.

On April 1, 2024, the Company acquired all of the issued and outstanding shares of common stock of Outfitter Satellite, Inc. ("Outfitter"). Outfitter provides consumers, commercial and government customers, with advanced satellite-based connectivity solutions from leading brands, including Iridium, Inmarsat and Globalstar.

Impact of U.S. and Chinese Tariffs

During 2025, the introduction of U.S. and Chinese tariffs on certain imported goods did not have a material impact on our e-Commerce business operations or financial results. However, starting in the second quarter of 2025, certain goods we sell in the U.S. that are imported became subject to these tariffs which affected our costs and pricing strategies. Only approximately 32% of our total e-Commerce sales take place within the United States. The OPKO products sold by us in China are manufactured in Spain and are not currently impacted by Chinese tariffs, however, the ongoing trade tensions may impact the potential success and execution of future projects planned in China under our Florida E-Commerce Development Program, including the launch of our Florida Sunshine range of vitamins.

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

Healthcare Operations:

Through our wholly owned subsidiaries, we currently own and operate five pharmacies, which generate most of our pharmacy revenues, which is derived from dispensing medications to our patients. We also provide patient health risk reviews and free same-day and next-day delivery.

In addition, our healthcare operations provide prescription pharmaceuticals, Third Party Administration (“TPA”), data management, telepharmacy services, anti-retroviral medications, medication therapy management, the supply of prescription medications to long-term care facilities, medication adherence packaging, contracted pharmacy services for 340B covered entities under the 340B Drug Discount Pricing Program, and health practice risk management. Our healthcare operations are focused on improving the lives of patients with complex chronic diseases through a patient and provider engagement and their partnerships with payors, pharmaceutical manufacturers, and distributors. We offer a broad range of solutions to address the dispensing, delivery, dosing, and reimbursement of clinically intensive, high-cost drugs.

Our pharmacies also provide contracted pharmacy services for 340B covered entities under the 340B Drug Discount Pricing Program. Under the terms of these agreements, our pharmacies act as a pass-through for reimbursements on prescription claims adjudicated on behalf of the 340B covered entities in exchange for a dispensing fee per prescription. These fees vary by the covered entity and the level of services we provide.

Our healthcare operations are focused on complex chronic diseases that generally require multi-year or lifelong therapy, which drives recurring revenue and sustainable growth. Our pharmacy services revenue historical source of growth have included expanding our services, new drugs coming to market, new indications for existing drugs, volume growth with current clients, and additions of new customers due to their focus on higher patient engagement, benefit of free delivery to the patient, and clinical expertise. The pharmacies also expanded revenue growth through the signing of new contract pharmacy service and data management contracts with 340B covered entities.

Our healthcare operations also provide data management and TPA services for 340B covered entities, pharmacy analytics, and programs to manage HEDIS Quality Measures including Medication Adherence. These offerings cater to the need for frontline providers to understand best practices, patient behaviors, care management processes, and the financial mechanisms behind these decisions. ClearMetrX provides data access, and actionable insights that providers and support organizations can use to improve their practice and patient care. ClearMetrX’s TPA services include management of wholesale accounts, patient eligibility with regard to the 340B drug program, development and review of 340B policies and procedures, and management of receivables.

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

Critical Accounting Policies and Estimates

The significant accounting policies of the Company were described in Note 3 to the Audited Consolidated Financial Statements included in the Company's Form 10-K for the fiscal year ended December 31, 2024. There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2024 Form 10-K. The most recently adopted accounting pronouncements and accounting pronouncements to be adopted by the Company are described in Note 3 in the Notes to our Condensed Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

Results of Operations for the three months ended September 30, 2025 compared to the three months ended September 30, 2024 (in thousands):

	Three Months Ended September 30,		\$ Change	% Change
	2025	2024		
Revenue, net	\$ 13,752	\$ 15,367	\$ (1,615)	(11)%
Cost of revenue	11,022	11,809	(787)	(7)%
Gross profit	2,730	3,558	(828)	(23)%
Operating expenses	4,719	11,557	(6,838)	(59)%
Loss before other expense (income)	(1,989)	(7,999)	6,010	(75)%
Other expense (income)	222	(380)	602	(158)%
Loss before income taxes and non-controlling interest	(2,211)	(7,619)	5,408	(71)%
Income taxes	26	(45)	71	(158)%
Net loss	(2,185)	(7,664)	5,479	(71)%
Net loss attributable to non-controlling interest	—	3,448	(3,448)	(100)%
Net loss attributable to NextPlat Corp.	\$ (2,185)	\$ (4,216)	\$ 2,031	(48)%

For the three months ended September 30, 2025 and 2024, we recognized overall revenue from operations of approximately \$13.8 million and \$15.4 million, respectively, an overall decrease of approximately \$1.6 million for the three months ended September 30, 2025, when compared to the three months ended September 30, 2024. The decrease in revenue was attributable to the decrease of approximately \$1.5 million from Healthcare Operations and the decrease of approximately \$0.1 million from e-Commerce Operations.

Gross profit margins decreased from approximately 23.2% for the three months ended September 30, 2024, to approximately 19.9% for the three months ended September 30, 2025. The decrease in gross profit margins during the third quarter of 2025 compared to the same period in 2024, was attributable to the overall decline in gross profit in both operating segments. The gross profit margins for Healthcare Operations decreased for the third quarter of 2025 to approximately 18.4% from 21.5% when compared to the same period in 2024 and was primarily attributable to the decrease in pharmacy 340B contract revenue. The gross profit margins for e-Commerce Operations decreased for the third quarter of 2025 to approximately 23.7% from 28.1% when compared to the same period in 2024 due to a service provider airtime contract that expired on December 31, 2024, which introduced new airtime costs beginning January 1, 2025, and temporary rate reductions for some customers affected by ongoing service interruptions.

Loss before other income decreased by approximately \$6.0 million for the three months ended September 30, 2025, when compared to the three months ended September 30, 2024, as a result of the decrease in operating expenses of approximately \$6.8 million, which was partially offset by the decrease in gross profit of approximately \$0.8 million See detailed discussion below.

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

Our revenues were as follows (in thousands):

	Three Months Ended September 30,					
	2025		2024		\$ Change	% Change
	Dollars	% of Revenue	Dollars	% of Revenue		
e-Commerce revenue	\$ 3,702	27%	\$ 3,834	25%	\$ (132)	(3)%
Pharmacy prescription and other revenue, net of PBM fees	9,495	69%	9,076	59%	419	5%
Pharmacy 340B contract revenue	555	4%	2,457	16%	(1,902)	(77)%
Revenues, net	<u>\$ 13,752</u>	<u>100%</u>	<u>\$ 15,367</u>	<u>100%</u>	<u>\$ (1,615)</u>	<u>(11)%</u>

Our net revenues consist of e-Commerce sales of satellite phones, tracking devices, accessories and airtime plans; pharmacy prescription revenues; and pharmacy 340B contract revenues. For the three months ended September 30, 2025, overall revenues were approximately \$13.8 million compared to \$15.4 million for the three months ended September 30, 2024, a decrease of approximately \$1.6 million or 10.5%.

Total e-Commerce revenue was approximately \$3.7 million and \$3.8 million for the three months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$0.1 million primarily due to a decrease in hardware sales of approximately \$0.3 million and a favorable foreign currency impact of approximately \$0.1 million.

Total pharmacy prescription and other revenue, net of PBM fees, was approximately \$9.5 million and \$9.1 million for the three months ended September 30, 2025 and 2024, respectively, an increase of approximately \$0.4 million. The increase was due to an increase in reimbursement rates per prescription filled of approximately \$2.5 million, which was offset by the decrease in the number of total prescriptions filled of approximately \$2.1 million. During the third quarter of 2025, we filled approximately 96,000 prescriptions versus 128,000 in the prior year period. The decline in prescription volume during the third quarter of 2025 was influenced in part by the continued changes in provider relationships and shifts in patient flow due to insurance network adjustments or provider decisions to align with different pharmacy partners.

Pharmacy 340B contract revenue was approximately \$0.6 million and \$2.5 million for the three months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$1.9 million. The decrease was due to certain relationships transitioning to other pharmacy partners, some covered entities opened in-house pharmacies, and another covered entity no longer participates in the 340B program, when compared to the prior year period.

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

Our operating expenses were as follows (in thousands):

	Three Months Ended September 30,		\$ Change	% Change
	2025	2024		
Selling, general and administrative	\$ 1,510	\$ 1,728	\$ (218)	(13)%
Salaries, wages and payroll taxes	2,665	3,478	(813)	(23)%
Impairment loss	—	3,729	(3,729)	(100)%
Professional fees	389	2,144	(1,755)	(82)%
Depreciation and amortization	130	197	(67)	(34)%
Intangible asset amortization	25	281	(256)	(91)%
Operating expenses	<u>\$ 4,719</u>	<u>\$ 11,557</u>	<u>\$ (6,838)</u>	<u>(59)%</u>

Total operating expenses for the three months ended September 30, 2025, were approximately \$4.7 million, a decrease of approximately \$6.8 million, or 59.2%, from total operating expenses for the three months ended September 30, 2024, of approximately \$11.6 million. Factors contributing to the decrease are described below.

Selling, general and administrative expenses decreased approximately \$0.2 million to approximately \$1.5 million for the three months ended September 30, 2025 from approximately \$1.7 million when compared to the prior year period. The decrease was primarily due to a decrease in computer equipment purchases.

Salaries, wages and payroll taxes were approximately \$2.7 million and \$3.5 million for the three months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$0.8 million or 23.4%. The decrease was attributable to the decrease of stock-based compensation for non-recurring grants fully vested of approximately \$0.3 million, a decrease in executive compensation of approximately \$0.2 million, and a decrease in total headcount of approximately \$0.3 million.

No impairment loss was recognized during the three months ended September 30, 2025. Impairment loss for the three months ended September 30, 2024 of approximately \$3.7 million was related to the impairment of goodwill.

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

Professional fees include expenses for legal fees, accounting services fees, consulting fees, and public company expenses. Professional fees were approximately \$0.4 million and \$2.1 million for the three months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$1.8 million or 81.9%. The decrease was mainly attributable to the decrease in accounting services fees of approximately \$0.1 million, a decrease in director fees of approximately \$0.1 million, and a decrease in legal and consulting fees of approximately \$1.6 million.

Depreciation and amortization slightly decreased to approximately \$0.1 million for the three months ended September 30, 2025, compared to approximately \$0.2 million for the three months ended September 30, 2024.

Intangible asset amortization was approximately \$25,000 and \$0.3 million for the three months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$0.3 million or 91.1%. The decrease was attributable to the decrease in the carrying amount of intangible assets when compared to the prior year period. Intangible assets, net as of September 30, 2025 and 2024 were approximately \$0.4 million and \$0.6 million. Intangible assets related to our Healthcare Operations were fully impaired throughout the year ending December 31, 2024. Intangible assets, net as of September 30, 2025 were related to our e-Commerce Operations due to the Outfitter acquisition in April 2024.

Total Other Expense (Income)

Total other expense was approximately \$0.2 million for the three months ended September 30, 2025, compared to total other income of approximately \$0.4 million for the three months ended September 30, 2024. The change was primarily due to a loss on settlement of litigation in the amount of approximately \$0.3 million; a loss on sale or disposal of property and equipment recognized in the amount of approximately \$36,000, compared to a gain on sale or disposal of property and equipment in the amount of approximately \$0.1 million in the prior year period; a decrease in interest earned of approximately \$0.1 million due to the decrease in cash on hand; and a favorable change in foreign currency rates of approximately \$0.1 million.

Net Loss

We recorded net losses of approximately \$2.2 million and \$7.7 million for the three months ended September 30, 2025 and 2024, respectively. The change in net loss was a result of the factors described above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Results of Operations for the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024 (in thousands):

	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024		
Revenue, net	\$ 41,517	\$ 49,849	\$ (8,332)	(17)%
Cost of revenue	32,441	35,570	(3,129)	(9)%
Gross profit	9,076	14,279	(5,203)	(36)%
Operating expenses	14,379	35,016	(20,637)	(59)%
Loss before other income	(5,303)	(20,737)	15,434	(74)%
Other income	—	(721)	721	(100)%
Loss before income taxes	(5,303)	(20,016)	14,713	(74)%
Income taxes	(14)	(92)	78	(85)%
Net loss	(5,317)	(20,108)	14,791	(74)%
Net loss attributable to noncontrolling interest	—	9,100	(9,100)	(100)%
Net loss attributable to NextPlat Corp.	<u>\$ (5,317)</u>	<u>\$ (11,008)</u>	<u>\$ 5,691</u>	<u>(52)%</u>

For the nine months ended September 30, 2025 and 2024, we recognized overall revenue from operations of approximately \$41.5 million and \$49.9 million, respectively, an overall decrease of approximately \$8.3 million for the nine months ended September 30, 2025, when compared to the nine months ended September 30, 2024. The decrease in revenue was primarily attributable to the decrease of approximately \$9.0 million from Healthcare Operations, partially offset by the increase of approximately \$0.6 million from e-Commerce Operations.

Gross profit margins decreased from approximately 28.6% for the nine months ended September 30, 2024, to approximately 21.9% for the nine months ended September 30, 2025. The decrease in gross profit margins during the nine months of 2025 compared to the same period in 2024, was attributable to the overall decrease in gross profit in both operating segments. The gross profit margin for Healthcare Operations decreased to approximately 20.9% for the current year period from 28.5% when compared to the same period in 2024 and was primarily attributable to the decrease in pharmacy 340B contract revenue. The gross profit margin for e-Commerce Operations decreased to approximately 24.7% for the current year period from 29.3% when compared to the same period in 2024 due to a service provider airtime contract that expired on December 31, 2024, which introduced new airtime costs beginning January 1, 2025, and temporary rate reductions for some customers affected by ongoing service interruptions.

Loss before other income decreased by approximately \$15.4 million for the nine months ended September 30, 2025, when compared to the nine months ended September 30, 2024, as a result of the decrease in operating expenses of approximately \$20.6 million, which was partially offset by the decrease in gross profit of approximately \$5.2 million. See detailed discussion below.

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

Our revenues were as follows (in thousands):

	Nine Months Ended September 30,					
	2025		2024		\$ Change	% Change
	Dollars	% of Revenue	Dollars	% of Revenue		
e-Commerce revenue	\$ 10,828	26%	\$ 10,210	20%	\$ 618	6%
Pharmacy prescription and other revenue, net of PBM fees	27,758	67%	30,922	63%	(3,164)	(10)%
Pharmacy 340B contract revenue	2,931	7%	8,717	17%	(5,786)	(66)%
Revenues, net	<u>\$ 41,517</u>	<u>100%</u>	<u>\$ 49,849</u>	<u>100%</u>	<u>\$ (8,332)</u>	<u>(17)%</u>

Our net revenues consist of e-Commerce sales of satellite phones, tracking devices, accessories, and airtime plans; pharmacy prescription revenues; and 340B contract revenues. For the nine months ended September 30, 2025, overall revenues were approximately \$41.5 million compared to \$49.9 million for the nine months ended September 30, 2024, a decrease of approximately \$8.3 million or 16.7%.

Total e-Commerce revenue was approximately \$10.8 million and \$10.2 million for the nine months ended September 30, 2025 and 2024, respectively, an increase of approximately \$0.6 million driven by growth in recurring airtime revenue and hardware sales.

Total pharmacy prescription and other revenue, net of PBM fees, was approximately \$27.8 million and \$30.9 million for the nine months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$3.2 million. The decrease was attributable to the decrease in the number of total prescriptions filled of approximately \$7.2 million, which was offset by the increase in reimbursement rates per prescription filled of approximately \$4.0 million. During the nine months ended September 30, 2025, we filled approximately 294,000 prescriptions versus 395,000 in the prior year period. The decline in prescription volume during the current year period was influenced in part by the continued changes in provider relationships and shifts in patient flow due to insurance network adjustments or provider decisions to align with different pharmacy partners.

Pharmacy 340B contract revenue was approximately \$2.9 million and \$8.7 million for the nine months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$5.8 million, due to certain relationships transitioning to other pharmacy partners, some covered entities opened in-house pharmacies, and another covered entity no longer participates in the 340B program.

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

Our operating expenses were as follows (in thousands):

	Nine Months Ended September 30,		\$ Change	% Change
	2025	2024		
Selling, general and administrative	\$ 4,415	\$ 4,650	\$ (235)	(5)%
Salaries, wages and payroll taxes	7,929	10,293	(2,364)	(23)%
Impairment loss	—	13,653	(13,653)	(100)%
Professional fees	1,509	4,133	(2,624)	(63)%
Depreciation and amortization	450	608	(158)	(26)%
Intangible asset amortization	76	1,679	(1,603)	(95)%
Operating expenses	<u>\$ 14,379</u>	<u>\$ 35,016</u>	<u>\$ (20,637)</u>	<u>(59)%</u>

Total operating expenses for the nine months ended September 30, 2025, were approximately \$14.4 million, a decrease of approximately \$20.6 million, or 58.9%, from total operating expenses for the nine months ended September 30, 2024, of approximately \$35.0 million. Factors contributing to the decrease are described below.

Selling, general and administrative expenses decreased by approximately \$0.2 million to \$4.4 million for the nine months ended September 30, 2025 from approximately \$4.7 million in the prior year period. The decrease was primarily due to a decrease in computer equipment purchases.

Salaries, wages and payroll taxes were approximately \$7.9 million and \$10.3 million for the nine months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$2.4 million or 23.0%. The decrease was attributable to the decrease of stock-based compensation for non-recurring grants fully vested of approximately \$1.4 million, a decrease in executive compensation of approximately \$0.2 million, and a decrease in total headcount of approximately \$0.8million.

No impairment loss was recognized during the nine months ended September 30, 2025. Impairment loss for the nine months ended September 30, 2024 of approximately \$13.7 million was related to a goodwill impairment of approximately \$0.7 million, long-lived assets, primarily intangible assets, impairment of approximately \$12.8 million, and the write-down of a right-of-use asset as a result of taking the leased equipment out of service and not returning to service in the future of approximately \$0.1 million.

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

Professional fees include expenses for legal fees, accounting services fees, consulting fees, and public company expenses. Professional fees were approximately \$1.5 million and \$4.1 million for the nine months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$2.6 million or 63.5%. The decrease was mainly attributable to the decrease in accounting services fees of approximately \$0.3 million, a decrease in director fees of approximately \$0.2 million, and a decrease in legal and consulting fees of approximately \$2.1 million.

Depreciation and amortization was approximately \$0.5 million and \$0.6 million for the nine months ended September 30, 2025 and 2024, respectively.

Intangible asset amortization was approximately \$0.1 million and \$1.7 million for the nine months ended September 30, 2025 and 2024, respectively, a decrease of approximately \$1.6 million or 95.5%. The decrease was attributable to the decrease in the carrying amount of intangible assets when compared to the prior year period. Intangible assets related to our Healthcare Operations were fully impaired throughout the year ending December 31, 2024. Intangible assets, net as of September 30, 2025 were related to our e-Commerce Operations due to the Outfitter acquisition in April 2024.

Total Other Income

Total other income was approximately zero and \$0.7 million for the nine months ended September 30, 2025 and 2024, respectively. The decrease was primarily due to a loss on settlement of litigation in the amount of approximately \$0.3 million; loss on sale or disposal of property and equipment recognized in the amount of approximately \$0.2, compared to a gain on sale or disposal of property and equipment in the amount of approximately \$0.1 million in the prior year period; a decrease in interest earned of approximately \$0.3 million due to the decrease in cash on hand; and an unfavorable change in foreign currency rates of approximately \$0.1 million.

Net Loss

We recorded net losses of approximately \$5.3 million and \$20.1 million for the nine months ended September 30, 2025 and 2024, respectively. The change in net loss was a result of the factors described above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Liquidity and Capital Resources**

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. As of September 30, 2025, we had a cash balance of approximately \$13.9 million. Our working capital was approximately \$18.9 million at September 30, 2025. We continue to closely monitor our cash position and operating expenditures. In response to recent trends and in alignment with our long-term strategic goals, we continue to implement a series of cost reduction measures aimed at improving operational efficiency and preserving liquidity. These measures include optimizing our delivery process and renegotiation of certain vendor agreements. While we remain committed to investing in key growth initiatives, we are prioritizing financial discipline to ensure we maintain adequate liquidity to support ongoing operations and strategic objectives. In addition, management is exploring various options with respect to strategic alternatives to diversify our business operations, including opportunities in additional services, joint ventures, and other collaborative structures.

As of the date of this report, the Company's existing cash resources are sufficient to support planned operations for the next 12 months. As a result, management believes that the existing financial resources are sufficient to continue operating activities for at least one year past the issuance date of the consolidated financial statements.

The following table summarizes our cash flows (in thousands):

	For the Nine Months Ended September 30,	
	2025	2024
Net change in cash from:		
Operating activities	\$ (5,828)	\$ (4,988)
Investing activities	200	(981)
Financing activities	(358)	50
Effect of exchange rate on cash	(48)	(28)
Change in cash	(6,034)	(5,947)
Cash at end of period	\$ 13,926	\$ 20,360

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Cash Flow from Operating Activities**

Net cash used in operating activities totaled approximately \$5.8 million and \$5.0 million for the nine months ended September 30, 2025 and 2024, respectively, and changed by approximately \$0.8 million period-over-period. The unfavorable change of approximately \$0.8 million was primarily attributable to the following:

- an increase in cash received from e-Commerce Operations of approximately \$4.0 million due to the year-over-year sales increase and collections of outstanding accounts receivable;
- a decrease in cash received from Healthcare Operations of approximately \$13.2 million due to the year-over-year sales decrease;
- a decrease in cash paid for inventory purchases and other costs of revenue of approximately \$0.2 million;
- a decrease in cash paid for salaries and related expenses of approximately \$2.4 million due to the decrease in executive compensation and decreased headcount;
- a decrease in cash paid for other recurring operating expenses of approximately \$3.1 million due to the timing of payables and decreases in general legal and consulting fees; and
- a decrease in cash paid for other non-recurring expenses of approximately \$3.0 million due to litigation matters and merger costs in the prior year period.

Cash Flow from Investing Activities

Net cash provided by investing activities for the nine months ended September 30, 2025 was approximately \$0.2 million, and was attributable to sales of vehicles for our Healthcare Operations delivery fleet. Net cash used in investing activities for the nine months ended September 30, 2024 were approximately \$1.0 million, primarily attributable to the acquisition of Outfitter.

Cash Flow from Financing Activities

Net cash used in financing activities was approximately \$0.4 million for the nine months ended September 30, 2025, primarily attributable to the repayment of notes payable and repurchases of common shares. Net cash provided by financing activities was approximately \$50,000 for the nine months ended September 30, 2024, primarily attributable to the repayment of notes payable, offset by capital contributions received.

Share Repurchase Program

On December 16, 2024, our Board of Directors authorized a \$2.0 million share repurchase program valid for one year. We may repurchase shares from time to time under the program through various methods, including in open market transactions, block trades, privately negotiated transactions, and otherwise. The timing, as well as the number and value of shares repurchased under the program, will depend on a variety of factors. We are not obligated to purchase any shares under the repurchase program, and the program may be suspended, modified, or discontinued at any time without prior notice. During the nine months ended September 30, 2025, we repurchased approximately \$0.1 million of common stock, and had approximately \$1.9 million remaining under the share repurchase program as of that date. The repurchased shares are held as treasury stock.

Off-Balance Sheet Arrangements

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered any derivative contracts that are indexed to our shares and classified as stockholder's equity or that are not reflected in our condensed consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, we are not required to provide the information required by this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures. In accordance with Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended ("Exchange Act") we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness and design of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act), as of the end of the period covered by this report. Based on such evaluation, our CEO and CFO have concluded that as of September 30, 2025, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Identification of material weakness. A material weakness 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 the Company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis. A material weakness was discovered relating to controls related to our valuation of inventories during fiscal 2024. During the period ended September 30, 2025, we expanded our inventory internal controls by (i) implementing formalized policies and procedures to perform comprehensive net realizable value ("NRV") assessments for inventory at each reporting period; (ii) established a review process requiring senior management oversight to ensure NRV calculations are accurate and appropriately documented; and (iii) enhanced the accuracy of pricing and cost data used in NRV calculations by integrating reliable internal tracking mechanisms. As of September 30, 2025, we have fully implemented and validated our expanded inventory internal controls and remediated the material weakness.

Inherent Limitations on Controls. Management, including the CEO and CFO, does not expect that our disclosure controls and procedures will prevent or detect all errors and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs.

Changes in internal controls over financial reporting. Except for the remediation efforts described above, there were no other changes in our internal control over financial reporting during our fiscal quarter ended September 30, 2025, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On March 17, 2025, a former employee of Pharmco LLC, a wholly owned subsidiary of the Company, filed a lawsuit against Pharmco LLC, asserting claims under the Equal Employment Opportunity Commission (EEOC) regulations. On October 14, 2025, the Company reached a Settlement Agreement with the plaintiff to resolve all claims. The settlement was fully covered by the Company's insurance policy, and the insurer remitted payment directly to the plaintiff on the Company's behalf.

On October 28, 2024, Alan Jay Weisberg, the former Chief Executive Officer and Chairman of Progressive Care Inc. ("RXMD"), filed a putative class action suit on behalf of himself and all other former RXMD stockholders against NextPlat, Charles M. Fernandez, the late Chief Executive Officer and a former director of NextPlat, and Rodney Barreto, a director of NextPlat. The complaint purports to allege a breach of fiduciary duty by NextPlat and Messrs. Fernandez and Barreto in connection with the merger of RXMD with and into a wholly owned subsidiary of NextPlat (the "Merger"), which Merger was completed on October 1, 2024 following approval by the stockholders of each of NextPlat and RXMD in stockholder meetings held on September 13, 2024 by NextPlat and RXMD, respectively. Among other things, the complaint asserts that the consideration paid to Mr. Weisberg and the other RXMD stockholders in connection with the Merger was insufficient. The monetary relief requested in the complaint includes compensatory and rescissory damages in an unspecified dollar amount. The complaint is pending in the Court of Chancery of the State of Delaware. The caption is *Alan Jay Weisberg v. Charles M. Fernandez, Rodney Barreto and Nextplat Corp.*, and the case number is C.A. No. 20. 24-1097-MTZ.

The Company's management does not believe that Weisberg's claim is meritorious and plans to vigorously defend against the suit. The Company has filed a motion to dismiss the complaint.

On June 17, 2024, Progressive Care was notified of a potential claim that a former employee (the "Claimant") allegedly suffered a loss due to an alleged breach by Progressive Care of an employment contract with the Claimant. Following receipt of the notice of claim, Progressive Care filed a petition for arbitration against the Claimant, asserting that it was the Claimant who breached the employment contract. On November 7, 2025, Progressive Care entered into a Settlement Agreement (the "Settlement Agreement") with the Claimant to resolve all disputes related to the employment and the arbitration proceeding. The details of the Settlement Agreement are disclosed below in the section entitled "*Item 5. Other Information.*"

From time to time, the Company may become involved in litigation relating to claims arising out of our operations in the normal course of business. The Company is not currently involved in any pending legal proceeding or litigation, and, to the best of our knowledge, no governmental authority is contemplating any proceeding to which the Company is a party or to which any of the Company's properties is subject, which would reasonably be likely to have a material adverse effect on the Company's business, financial condition and operating results.

ITEM 1A. RISK FACTORS

Investors should carefully consider the risks in the “Risk Factors” in Part 1: Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 24, 2025, and our other filings with the SEC. These risks are not the only ones facing the Company. Additional risks not currently known to us or that we currently believe are immaterial may also impair our business operations. Any of these risks could adversely affect our business, cash flows, financial condition, and results of operations. The trading price of our common stock could fluctuate due to any of these risks, and investors may lose all or part of their investment. In assessing these risks, investors should also refer to the other information contained or incorporated by reference in this Quarterly Report on Form 10-Q. Other than the following, there have been no material changes in our risk factors from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2024.

If the current United States/China tariff environment persists, it will have an immediate adverse impact on the Company’s business, financial prospects, results of operations, and financial condition, and will materially and adversely impact the ability of the Company to be profitable.

Retaliatory tariffs imposed by China in response to tariffs recently enacted by the United States expose us to significant and ongoing trade-policy risk that could materially and adversely affect our business, financial condition, results of operations, cash flows, and prospects. Although the United States and China have at various points engaged in negotiations aimed at easing bilateral trade tensions, the Chinese government continues to maintain elevated tariff rates and other nontariff barriers on a wide range of U.S.-origin goods, including products in the same categories as our offerings. The retaliatory tariffs create uncertainty that complicates our sales forecasting, inventory management, and production planning for the Chinese market. In addition, Chinese authorities possess broad discretion to increase, decrease, or suspend tariff rates with little advance notice, and they may target specific U.S. companies or industries for additional retaliatory action in response to geopolitical developments wholly unrelated to our performance or conduct.

The Company has paused certain initiatives within its e-Commerce development program which was launched in April 2023 to help U.S.-based businesses reach the vast Chinese consumer market through major online platforms like Alibaba’s Tmall. This includes the introduction of a new line of vitamins and supplements under the Florida Sunshine brand name, since these offerings would be subject to the increased tariffs and would face significant import costs which Management believes will reduce its ability to compete with locally produced products. The Company is still reviewing opportunities to sell its Florida Sunshine products in other markets.

The Company intends to continue selling products manufactured by OPKO Health Europe, a subsidiary of OPKO Health, Inc., in China including an array of nutraceuticals and supplements as well as adding products for pet care, all of which are not produced in the United States and as such, are not subject to additional tariffs.

We cannot predict whether the current trade environment will persist or if new quotas, duties, taxes, tariffs, exchange controls, current or future “trade wars”, or other restrictions will be imposed by the U.S. and China upon the import or export of our products and the commodities and components used to manufacture our products, or what effect any of these actions would have on our business, financial condition, or results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES**Issuer Purchases of Equity Securities**

The following table provides information about the Company's repurchase activity during the quarter ended September 30, 2025 related to its equity securities registered pursuant to Section 12 of the U.S. Exchange Act:

Period	Total Number of Common Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan or Program
	(in thousands, except shares and per share data)			
July 1, 2025 through July 31, 2025	—	\$ —	—	\$ 2,000
August 1, 2025 through August 31, 2025	13,367	\$ 0.78	13,367	\$ 1,990
September 1, 2025 through September 30, 2025	117,182	\$ 0.76	117,182	\$ 1,900
Total	<u>130,549</u>	<u>\$ 0.77</u>	<u>130,549</u>	<u>\$ 1,900</u>

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Amendment to PIPE Warrants

On November 5, 2025, the Company entered into a Universal Amendment to PIPE Warrants (the “Amendment”) with holders of the Company’s Common Stock Purchase Warrants (the “Warrants”) representing greater than fifty percent of the outstanding Warrants (based on the number of underlying warrant shares). The Warrants were originally issued pursuant to a Securities Purchase Agreement dated December 8, 2022, and provided for an exercise period ending on December 14, 2025.

Pursuant to the Amendment, the exercise period of each Warrant was extended by twenty-four (24) months, such that the Warrants will now expire on December 14, 2027, instead of December 14, 2025. All other terms and conditions of the Warrants remain unchanged and in full force and effect.

As consideration for the extension of the exercise period of the Warrants, each holder agreed to a release in favor of the Company and its related persons. Specifically, each holder released and waived any and all claims, demands, obligations, liabilities, and causes of action, whether known or unknown, arising prior to the execution of the Amendment and relating to the Securities Purchase Agreement, the Registration Rights Agreement, the Warrants, any other transaction document, and the administration thereof. The release extends to the Company and its parents, affiliates, participants, and their respective officers, directors, employees, agents, attorneys, accountants, consultants, successors, and assigns.

The Amendment is governed by the laws applicable to the original Warrants and the Securities Purchase Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment a copy of which is being filed as Exhibit 10.3 to this Quarterly Report on Form 10-Q and is incorporated herein by reference.

Settlement of Arbitration Proceeding

As previously disclosed, on June 17, 2024, Progressive Care was notified of a potential claim that a former employee (the “Claimant”) allegedly suffered a loss due to an alleged breach by Progressive Care of an employment contract with the Claimant. Following receipt of the notice of claim, Progressive Care filed a petition for arbitration against the Claimant, asserting that it was the Claimant who breached the employment contract.

On November 7, 2025, Progressive Care entered into a Settlement Agreement (the “Settlement Agreement”) with the Claimant to resolve all disputes related to the employment and the arbitration proceeding. Pursuant to the Settlement Agreement, Progressive Care will pay the Claimant a total sum of \$150,000 within seven days of execution. In addition, Progressive Care will transfer to the Claimant shares of NextPlat common stock valued at \$100,000, with the number of shares determined by the closing price on the date the former employee executes and delivers the Settlement Agreement and a related Consulting Agreement. The Settlement Agreement provides the Claimant with a one-time reverse stock-split protection mechanism, whereby, if the aggregate value of the transferred shares declines by more than 20% within sixty calendar days following a reverse stock split, Progressive Care will issue additional shares of NextPlat common stock to the Claimant to restore the aggregate value to the pre-split level, with such shares to be issued within ten days after the sixty-day period.

The Settlement Agreement includes mutual releases of all claims between the parties related to the arbitration and underlying disputes, with each party denying any admission of liability. Within three days of execution, the parties will file a joint stipulation of dismissal of the arbitration with prejudice, with each party bearing its own fees and costs. The Settlement Agreement contains mutual confidentiality and non-disparagement provisions, limiting disclosure of the Settlement Agreement and related information except as required by law or regulatory authorities. The Settlement Agreement also includes standard provisions regarding amendments, venue, waiver of jury trial, severability, execution in counterparts, binding effect on successors, and a requirement for good faith cooperation.

In addition, the Settlement Agreement provides that simultaneously with the execution of the Settlement Agreement, the parties will enter into a Consulting Agreement pursuant to which Progressive Care will engage the Claimant as a consultant with an annual base fee of \$150,000. Pursuant to the Consulting Agreement, the Claimant will also be eligible for incentive compensation for a percentage of new gross revenue with positive gross margins generated by the pharmacy’s long-term care business and gross collections from 340B eligible business generated by the Claimant.

A copy of the Settlement Agreement is filed with this Quarterly Report on Form 10-Q as Exhibit 10.4 and is incorporated herein by reference. The foregoing description of the Settlement Agreement is qualified in its entirety by reference to the full text thereof.

Lease Termination

On November 11, 2025, the Company entered into an agreement to terminate its lease for office space located in Coconut Grove, FL. Under the terms of the agreement, the Company will pay approximately \$120,000 in early termination fees.

Rule 10b5-1 Trading Arrangement

During the three months ended September 30, 2025, no director or officer of the Company adopted or terminated any “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	David Phipps Stock Award Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the Commission on October 3, 2024).
10.2	Amendment No. 1 to David Phipps Employment Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed with the Commission on October 3, 2024).
10.3	Form of Universal Amendment to PIPE Warrants, dated as of November 5, 2025, by and among the Company and various holders of the PIPE Warrants.
10.4†	Settlement Agreement, dated November 7, 2025.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its Inline XBRL tags are embedded within the Inline XBRL document.
101	The following condensed consolidated financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, formatted in Inline XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Comprehensive Loss, (iii) Condensed Consolidated Statements of Changes in Equity, (iv) Condensed Consolidated Statements of Cash Flows and (v) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

† Certain portions of this exhibit have been *redacted* pursuant to Item 601(b)(10)(iv) of Regulation S-K. The Company hereby undertakes to furnish an unredacted copy of the exhibit upon request by the SEC.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 12, 2025

NEXTPLAT CORP

By: /s/ David Phipps

David Phipps
Chief Executive Officer and President
(Principal Executive Officer)

/s/ Amanda Ferrio

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

UNIVERSAL AMENDMENT TO PIPE WARRANTS

This Universal Amendment to PIPE Warrants (this “Amendment”) is made as of November 5, 2025, by NextPlat Corp, a Nevada corporation (the “Company”).

RECITALS

WHEREAS, the Company issued certain Common Stock Purchase Warrants (each, a “**Warrant**” and collectively, the “**Warrants**”) to investors (the “**Holders**”) pursuant to that certain Securities Purchase Agreement, dated as of December 8, 2022, by and among the Company and the purchasers identified therein (the “**Securities Purchase Agreement**”);

WHEREAS, each Warrant was initially issued on or about December 14, 2022 (the “**Initial Issuance Date**”) and provides that the Warrant is exercisable until the third anniversary of the Initial Issuance Date (*i.e.*, December 14, 2025);

WHEREAS, the Company desires to extend the Exercise Period (as defined in the Warrants) for an additional twenty-four (24) months such that the Warrants will now expire on December 14, 2027;

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the Company hereby amends each Warrant as follows:

1. **Amendment to Exercise Period.** Effective as of the date hereof, each Warrant is hereby amended such that the reference to “December 14, 2025” or “the third anniversary of the Initial Issuance Date” shall be replaced with “December 14, 2027” or “the fifth anniversary of the Initial Issuance Date”, as applicable. The Warrants shall remain exercisable through and including December 14, 2027.
2. **Release.** Each Holder hereby releases, waives, and forever relinquishes all claims, demands, obligations, liabilities and causes of action of whatever kind or nature, whether known or unknown, which any of them have, may have, or might assert at the time of execution of this Amendment against the Company and/or its parents, affiliates, participants, officers, directors, employees, agents, attorneys, accountants, consultants, successors and assigns, directly or indirectly, which occurred, existed, was taken, permitted or begun prior to the execution of this Amendment, arising out of, based upon, or in any manner connected with any transaction, event, circumstance, action, failure to act or occurrence of any sort or type, whether known or unknown, with respect to the Securities Purchase Agreement, the Registration Rights Agreement, the Warrants, any other Transaction Document and/or the administration thereof or the obligations created thereby.
3. **No Other Amendments.** Except as expressly set forth herein, all terms and conditions of each Warrant shall remain in full force and effect without modification.
4. **Miscellaneous.** This Amendment shall be governed by and construed in accordance with the laws governing the relevant Warrants and the Securities Purchase Agreement. This Amendment may be executed in counterparts and by electronic delivery, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

Remainder of Page Intentionally Blank. Signature Page Follows.

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the date first above written.

NEXTPLAT CORP

By: _____
 Name: David Phipps
 Title: Chief Executive Officer

Acknowledged and agreed:

By: _____
 Name:
 Title:

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THIS EXHIBIT BECAUSE IT IS NOT MATERIAL AND IS OF THE TYPE THAT THE COMPANY TREATS AS PRIVATE OR CONFIDENTIAL. [*] INDICATES THAT INFORMATION HAS BEEN REDACTED.**

SETTLEMENT AGREEMENT

This Settlement Agreement (the “Settlement Agreement” or “Agreement”) is entered into by and between Progressive Care LLC., (“Claimant”, “Progressive”, or the “Company”), and [***] (“Respondent”) Claimant and Respondent may collectively be referred to herein as “the Parties” (and each, a “Party”).

RECITALS

WHEREAS, Company filed a Demand for Arbitration styled, *Progressive Care Inc. v. [***], Case No. [***]* with the American Arbitration Association (the “Arbitration”) arising out and related to Respondent’s employment agreement dispute with the Company; and

WHEREAS the Parties have now entered into this Settlement Agreement to resolve any and all claims of the Parties as it relates to the Arbitration.

NOW, THEREFORE, in consideration of the promises and the mutual covenants and undertakings contained herein, and other good and valuable consideration described below, the receipt and sufficiency of which is hereby acknowledged by the Parties, the Parties agree to the following terms and conditions:

1. **Recitals.** The foregoing recitals are true and correct and incorporated herein.
2. **Payment.** Claimant shall pay to Respondent the total sum of \$150,000.00 (the “Settlement Amount”) within seven (7) days from the date of this Agreement is executed by all Parties. Wire instructions to be provided.
- a) **Stock Award/Transfer.** Claimant shall transfer to Respondent shares of NextPlat Corp (NASDAQ: NXPL) valued at \$100,000 (the “Shares”) within seven (7) days from the date this Agreement is executed by all Parties. The number of shares will be calculated using the closing stock price on the date that Respondent signs and electronically delivers this Agreement and the Consulting Agreement to Claimant.
- b) **Value Protection.** Respondent shall be entitled to a one-time reverse stock-split protection as follows if there is a reverse stock split:
 - i. The aggregate value of Respondent’s stock at the close of trading on the last trading day before the effective date of the reverse stock split shall be logged as \$X.
 - ii. The aggregate value of Respondent’s stock at the close of trading on the effective date of the reverse stock split shall be \$Y.
 - iii. The lowest aggregate value of Respondent’s stock on any trading day within sixty (60) calendar days following the effective date of the reverse stock split shall be logged as \$Z. (The first day shall commence on the first trading day after the effective stock split and if the 60th day falls on a day when trading is closed then the 60th day shall be the close of the following trading day.)
 - iv. If \$Z is less than 20% of \$Y then the reverse stock split protection is triggered.
 - v. If triggered, Claimant shall issue to Respondent additional shares (the “Additional Shares”) in a n aggregate dollar amount of \$X-\$Z. The additional shares shall be valued as of the close of trading on the date tied to \$Z. These shares shall be issued more later than ten (10) days after close of the 60-day period above.
 - vi. For avoidance of doubt, any issuance of Additional Shares shall be deemed exempt from pre-emptive rights and shall not require further shareholder or NextPlat board approval.

Example:

- i. Aggregate value of [***]’s stock at the close of trading on the last trading day before the effective date of the reverse stock split is \$100,000 (\$X)
 - ii. End of trading on Stock Split day: Aggregate value of [***]’s stock is \$90,000 (\$Y)
 - iii. Lowest end of trading within 60 days of Stock Split: Aggregate value of [***]’s stock is \$71,000 (\$Z)
 - iv. Protection is triggered because \$71,000 (\$Z) is more than 20% below \$90,000 (\$Y).
 - v. Company owes [***] \$29,000 in additional shares to bring him whole as of the close of trading on the last trading day before the effective date of the reverse stock split. This is calculated as \$100,000 (\$X) minus \$71,000 (\$Z). The dollar value of each share shall be the price of the stock at close of trading during the day when Respondent’s stock was valued at \$71,000.
3. **Consulting Agreement.** Simultaneously with the execution of this Agreement, Claimant and Respondent shall enter into a Consulting Agreement (the “Consulting Agreement”) with an annual face value of \$150,000.00 (the “Base Amount”). The Base Amount shall be paid over 26 bi-weekly payments, which may otherwise only be modified to conform to subsequent changes to regular company-wide pay periods. Respondent shall be paid additional compensation under the Consulting Agreement as follows, provided that none of the following breach any conditions set under the Florida Patient Brokering Act (Florida Statutes 817.505) (collectively, the “Incentives”):
 - a. [***]% of new gross revenue with “Positive Gross Margins” generated by the pharmacy’s long-term care (“LTC”) business and procured by Respondent, paid on a regular monthly basis from proceeds received the prior month, subject to any applicable reversals as a result of undeliverable prescriptions. “Positive Gross Margins” shall mean any scenario where the revenue collected, minus [***]% of the revenue due to Respondent as Incentive, minus the cost of the drug does not result in a loss to Claimant (e.g. \$100.00 revenue collected, Incentive fee of [***]% is \$[***], therefore the Incentive is only paid if the cost of the drug is \$[***] or less).
 - b. [***]% of any pharmacy, or any third-party administrator (“TPA”), 340B “Gross Collections” procured by Respondent, paid on a regular monthly basis from proceeds received the prior month, subject to any applicable reversals as a result of undeliverable prescriptions. “Gross Collections” for this section

shall be defined as funds collected from each 340B eligible patient, eligible patient's private insurer, applicable patient assistance programs, or other third-party payer for the prescription filled and billed by the pharmacy for the eligible patient.

The Consulting Agreement shall be subject to annual renewals at the Company's sole and absolute discretion, however if no notice is provided at least sixty (60) days prior to the then- current term then this Agreement shall be extended for an additional one-year term. The Consulting Agreement may be terminated by the Company for any reason or for cause, at any time with or without notice ("Termination Rights"). However, if any such termination occurs during the first year of the Consulting Agreement, the Company shall pay Respondent the remaining balance of the Base Amount due for the remainder of the first one-year term, which shall be paid in a lump sum within sixty (60) days of termination date, plus all accrued but unpaid Incentives which shall be paid as they come due. The Company shall have the same Termination Rights if the Consulting Agreement is renewed for any subsequent year. If the Company exercises its Termination Rights after the first one-year term, the Respondent shall only be entitled to the Base Amount earned as of the date of termination, plus any earned but unpaid Incentives which shall be paid as they come due. If Respondent terminates the Consulting Agreement for any reason, including but not limited to for convenience at any time, he shall only be entitled to the Base Amount earned as of the date of termination plus any earned but unpaid Incentives which shall be paid as they come due.

4. Mutual Release of All Claims by All Parties. Except for the obligations set forth herein, the Parties on their own behalf, and for their respective heirs, executors, legal representatives, receivers, administrators, agents, attorneys, employees, successors, trustee's, trustees' successors, any and all beneficiaries under any trusts, partners, privies, subsidiaries, parent companies, and assigns do hereby release, discharge and acquit one another and their respective heirs, executors, administrators, legal representatives, receivers, insurers, predecessors, successors, privies, assigns, agents, representatives, insurers and attorneys, administrators, agents, employees, successors, trustee's, trustees' successors, any and all beneficiaries under any trusts, partners, privies of and from any and all claims, actions, causes of action, demands, counter- claims, payments, attorneys' fees, benefits, rights, damages, costs, loss of service, liens, expenses and compensation whatsoever which either Party ever had or now has against any of the other Parties on account of or in any way growing out of any and all known and unknown foreseen and unforeseen, losses, and damages and any consequences thereof resulting from any transaction, dealings, contracts, relationships, conversations, communications, professional services, or any other matter whatsoever, from the beginning of the world to through the date of execution of this Agreement, as to any and all claims, rights, transactions, negotiations, events and actions related to any and all issues arising from, related to or regarding the Arbitration, the and the transactions and occurrences giving rise relating to or regarding the issues involving the Arbitration.

5. No Admission of Liability. It is understood and agreed that this Settlement Agreement arises from a disputed claim, and that this Settlement Agreement is not to be construed as an admission of liability on the part of any Party, and that each Party denies any wrongdoing whatsoever and denies any liability for claims asserted against it and intends merely to avoid the further expenses and disruption of Arbitration.

6. Dismissal of the Arbitration. Within three (3) days of the execution of this Agreement the Parties shall file a Joint Stipulation of Dismissal of the Arbitration with Prejudice. All parties to the Arbitration agree to bear their own fees and costs for the entirety of the Arbitration.

7. Notice. All Notices shall be sent via email *and* U.S. Mail

To Claimant:
Progressive Care Inc.
C/o Richard L. Barbara, Esq.
224 Palermo Avenue
Coral Gables, FL 33134

with a copy to

KHL Law
C/o Michael I. Feldman
169 E. Flagler St.
Suite 500
Miami, FL 33131
mif@khllaw.com

To Respondent:
[***]

With a copy to

The D'Apuzzo Law Firm
c/o Ted D'Apuzzo, Esq.
2755 E. Oakland Pk. Blvd. 303
Ft. Lauderdale, FL 33306
ted@dapuzzolaw.com and required copy to service@dapuzzolaw.com

8. Mutual Confidentiality Provisions. As a material inducement and an indivisible part of the consideration to be received by the Parties to enter into this Agreement, except as otherwise stated herein, the Parties agree that it is appropriate to maintain the allegations made in the Arbitration, any discovery exchanged between them in the Arbitration, this Agreement, the terms of this Agreement, and the settlement provided for herein (collectively the "Information") as confidential on a going forward basis as of the date of this Agreement.

Toward that end, the Parties agree that they will neither disclose nor reveal to any person or entity or directly or indirectly publish, publicize, disseminate or communicate to any person or entity the Information on a go forward basis as of the date of this Agreement, including but not limited to a prohibition on the Parties posting or otherwise disclosing Information on the Internet or any other paper or electronic media outlet (including but not limited to news organizations websites or newspapers, email, Facebook, X, Instagram, etc.). The only permitted disclosure of Information hereunder is to the persons or entities specifically identified in subparagraphs (i)-(ix) below.

- i) The Parties may provide a copy of this Agreement and/or describe the terms and conditions of this Agreement within any lawsuit before a United States court of competent jurisdiction only in response to a Court order to that effect.
- ii) The Parties' respective officers, directors, employees, attorneys, financial advisors, accountants, insurers, auditors, and other professional advisors who regularly have access to Information of this type in order to perform their duties, and/or with whom the Parties, may consult regarding any aspect of this Agreement, provided that such persons or entities first agree to maintain this Agreement, the terms of this Agreement and the settlement provided for herein as confidential;
- iii) Any Federal, state or other regulatory agency or body or governmental authority, including but not limited to the United States Securities and Exchange Commission ("SEC") or the Office of the Comptroller of the Currency to which the Parties are required to report Information of this type, or when such disclosure

is specifically requested or demanded by such regulatory agency or body or governmental authority;

iv) In the event any Party to this Agreement is named in an action pertaining to any otherwise confidential matter contained in this Agreement, the Party or Parties may provide a copy of this Agreement and/or describe the terms and conditions of this Agreement for the purpose of defending against any claims that may be subject to the Release provided for in this Agreement, and said Party may disclose so much of this Agreement as may be necessary to defend against such claims.

v) If required by the SEC to be included in public filings (such as, for example, annual reports filed on specific government forms);

vi) Federal, state and local taxing authorities (such as, for example, the United States Internal Revenue Service), as necessary in tax returns or other tax reporting documents, and/or in response to an audit or similar inquiry; and/or

vii) A Court of competent jurisdiction to enforce this Agreement and/or maintain its confidentiality.

viii) If the terms of this Agreement as disclosed, discovered, or known through no fault of the non-disclosing Party.

ix) Confidential Information does not include information that becomes public other than through the non-disclosing Party's breach of this Agreement, was known to Respondent before disclosure apart from any applicable confidentiality under this Agreement or is independently developed or obtained without restriction.

9. **Mutual Non-Disparagement.** The Parties will not, directly or indirectly, make any negative or disparaging statements against one another maligning, ridiculing, defaming, or otherwise speaking ill of the other, and their business affairs, practices or policies, standards, or reputation (including but not limited to statements or postings harmful to the respective Parties' business interests, reputation or good will) in any form (including but not limited to orally, in writing, on social media, internet, to the media, persons and entities engaged in radio, television or Internet broadcasting, or to persons and entities that gather or report information on trade and business practices or reliability) that relate to this Agreement, Information and the factual allegations made in the Arbitration or any matter covered by the Mutual Releases pursuant to this Agreement. If either Party is asked about the Arbitration, they shall respond that the "lawsuit was settled" or other similar response that does not disclose or otherwise violate the terms of this Agreement. Nothing in the Agreement shall, however, be deemed to interfere with each Party's obligation to report transactions with appropriate governmental, taxing and/or registering agencies. This section shall not prohibit any truthful statements, legally required disclosures, disclosures pursuant to Section 8 herein, or statements of opinion based upon public information.

10. **Opportunity to Confer with Counsel.** The Parties each acknowledge that they have had the opportunity to read, study, consider and deliberate upon this Settlement Agreement, and have had the opportunity to consult with counsel.

11. **Amendments.** Any amendments or alterations to this Settlement Agreement must be in writing and signed by the authorized agents and/or representatives of the Parties.

12. **Venue and Prevailing Party.** This Settlement Agreement, and all amendments thereto shall be construed and interpreted in accordance with the laws of Florida and proper venue and jurisdiction in any action to enforce this Settlement Agreement shall be a court of competent jurisdiction located in Miami-Dade County, Florida.

13. **Waiver of Jury Trial.** IN ANY ACTION ARISING OUT OF AND/OR RELATED TO THIS AGREEMENT, THE PARTIES HEREBY KNOWINGLY, INTENTIONALLY AND VOLUNTARILY WAIVE THEIR RIGHT TO A TRIAL BY JURY.

14. **Severability and Counterparts.** This Settlement Agreement is severable such that should one section or part be unenforceable, the remainder of the provisions will not fail, but will remain in full force and effect. Further, this Settlement Agreement may be executed in multiple parts and/or multiple originals. In such event all such complete originals shall be individually considered as an original. The Parties agree that original signatures of each party are preferable and will make good faith and reasonable attempts to obtain original signatures. In the case that original signatures cannot be obtained the parties agree that secure electronic or copies of original signatures shall be deemed originals.

15. **Agreement Binding on Successors.** This Settlement Agreement shall be binding upon the Parties hereto, and shall inure to the benefit of their heirs, agents, attorneys, officers, directors, employees, executors, administrators, legal representatives, trustee's successors and assigns, and all those deriving by or through the Parties.

16. **Reasonable Cooperation.** Respondent may, at his sole and exclusive direction, use his reasonable efforts to assist Progressive to resolve the dispute between Progressive and Life Resources. Any such assistance, if provided, shall be upon Respondent's availability and shall not create any continuing duty or obligation.

17. **Preparation of Agreement.** The Parties agree that all Parties contributed to the preparation and drafting of this Settlement Agreement and that this Settlement Agreement shall not be construed more strictly against one Party than the other.

18. **Time of the Essence.** Time is of the essence as it relates to all time frames and deadlines set forth herein.

19. **Good Faith.** The Parties hereby agree to operate and perform their obligations in accordance with the standards of good faith and fair dealing.

20. **Counterparts.** This Agreement may be executed in one or more counterparts. Digital signatures or copies of signatures shall have the same force and effect as originals.

[Signatures on next page]

IN WITNESS WHEREOF, the parties have executed the foregoing this 7th day of November, 2025.

/s/ [***]_____
[***], an individual

PROGRESSIVE CARE, LLC.

By: /s/ David Phipps_____
Name: **David Phipps**
Title: **Chief Executive Officer**

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

I, David Phipps, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NextPlat Corp for the quarter ended September 30, 2025;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2025

/s/ David Phipps

David Phipps
Chief Executive Officer and President
(Principal Executive Officer)

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

I, Amanda Ferrio, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NextPlat Corp for the quarter ended September 30, 2025;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2025

/s/ Amanda Ferrio

Amanda Ferrio
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of NextPlat Corp (the “Company”) on Form 10-Q for the fiscal period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David Phipps, Chief Executive Officer of the Company, and I, Amanda Ferrio, Chief Financial Officer of the Company, duly certify pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge that:

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

Date: November 12, 2025

By: /s/ David Phipps
David Phipps
Chief Executive Officer and President
(Principal Executive Officer)

Date: November 12, 2025

By: /s/ Amanda Ferrio
Amanda Ferrio
Chief Financial Officer
(Principal Financial Officer)

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