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, 2026

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	**65-0783722**
(State or other jurisdiction of incorporation or organization)	(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 LLC

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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 9, 2026**
Common Stock, $0.0001 par value	2,745,081 (excluding 13,054 shares held as treasury stock)

FORM 10-Q

INDEX

	Page
PART I. FINANCIAL INFORMATION	
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)	2
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS	2
CONDENSED CONSOLIDATED BALANCE SHEETS	3
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY	4
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS	5
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	6
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	24
ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	34
ITEM 4. CONTROLS AND PROCEDURES	35
PART II. OTHER INFORMATION	
ITEM 1. LEGAL PROCEEDINGS	36
ITEM 1A. RISK FACTORS	37
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	38
ITEM 3. DEFAULTS UPON SENIOR SECURITIES	38
ITEM 4. MINE SAFETY DISCLOSURES	38
ITEM 5. OTHER INFORMATION	38
ITEM 6. EXHIBITS	39
SIGNATURES	40

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, 2025 filed with the SEC on March 31, 2026 ("2025 Form 10-K"), this quarterly report on Form 10-Q for the three and nine months ended September 30, 2026, 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, 2026 and for the comparable period 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 STATEMENTS OF COMPREHENSIVE LOSS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues, net	$ 10,499	$ 13,752	$ 32,235	$ 40,918
Cost of revenue	6,821	11,022	20,451	32,441
Gross profit	3,678	2,730	11,784	8,477
Operating expenses:				
Selling, general and administrative	2,032	1,899	6,483	5,924
Salaries, wages and payroll taxes	2,347	2,665	7,062	7,929
Depreciation and amortization	51	130	170	450
Intangible asset amortization	25	25	76	76
Loss on settlement of litigation	—	250	—	250
Total operating expenses	4,455	4,969	13,791	14,629
Operating loss	(777)	(2,239)	(2,007)	(6,152)
Non-operating (income) expense	(9)	(28)	(11)	(250)
Loss before income taxes	(768)	(2,211)	(1,996)	(5,902)
Income taxes benefit (expense)	20	26	(28)	(14)
Net loss	(748)	(2,185)	(2,024)	(5,916)
Net loss attributable to non-controlling interest	—	—	14	—
Net loss attributable to common stockholders	$ (748)	$ (2,185)	$ (2,010)	$ (5,916)
Comprehensive loss:				
Net loss	$ (748)	$ (2,185)	$ (2,024)	$ (5,916)
Foreign currency (loss) gain	(5)	18	12	(51)
Comprehensive loss	$ (753)	$ (2,167)	$ (2,012)	$ (5,967)
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ (748)	$ (2,185)	$ (2,010)	$ (5,916)
Weighted average number of common shares outstanding – basic and diluted	2,701	2,596	2,692	2,596
Basic and diluted loss per share	$ (0.28)	$ (0.84)	$ (0.75)	$ (2.28)

See accompanying notes to condensed consolidated financial statements.

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

	September 30, 2026 (Unaudited)	December 31, 2025 (Audited)
ASSETS		
Current Assets		
Cash	$ 11,220	$ 13,709
Receivables, net of allowances of $64 and $40 as of September 30, 2026 and December 31, 2025, respectively	7,104	5,944
Inventory, net of inventory reserves of $416 and $418 as of September 30, 2026 and December 31, 2025, respectively	4,261	3,396
Other current assets	873	1,107
Total Current Assets	**23,458**	**24,156**
Property and equipment, net of accumulated depreciation of $948 and $3,527 as of September 30, 2026 and December 31, 2025, respectively	2,410	2,505
Operating right-of-use assets, net	691	189
Goodwill	156	156
Intangible assets, net	346	422
Other noncurrent assets	90	37
Total Assets	**$ 27,151**	**$ 27,465**
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	$ 9,358	$ 8,265
Notes payable	122	416
Operating lease liabilities	179	158
Other current liabilities	340	287
Total Current Liabilities	**9,999**	**9,126**
Long Term Liabilities:		
Notes payable, net of current portion	810	876
Operating lease liabilities, net of current portion	501	41
Total Liabilities	**11,310**	**10,043**
Commitments and Contingencies	—	—
Equity		
Preferred stock ($0.0001 par value; 3,333,333 shares authorized; no shares issued or outstanding)	—	—
Common stock ($0.0001 par value; 50,000,000 shares authorized, 2,721,529 and 2,676,788 shares issued and 2,708,475 and 2,663,734 shares outstanding as of September 30, 2026 and December 31, 2025, respectively)	—	3
Additional paid-in capital	78,020	77,586
Accumulated deficit	(62,073)	(60,063)
Accumulated other comprehensive loss	(106)	(118)
Treasury stock (at cost; 13,054 shares as of September 30, 2026 and December 31, 2025)	(100)	(100)
Equity attributable to common stockholders	15,741	17,308
Equity attributable to non-controlling interests	100	114
Total Equity	**15,841**	**17,422**
Total Liabilities and Equity	**$ 27,151**	**$ 27,465**

See accompanying notes to condensed consolidated financial statements.

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

For the Three and Nine Months Ended September 30, 2026

	Common Stock $0.0001 Par Value		Additional Paid in	Accumulated	Comprehensive	Treasury Stock Cost		Stockholders'	Non-controlling	Total
	Shares	Amount	Capital	Deficit	Loss	Shares	Amount	Equity	Interests	Equity
Balance at December 31, 2025	2,677	$ 3	$ 77,586	$ (60,063)	$ (118)	(13)	$ (100)	$ 17,308	$ 114	$ 17,422
Issuance of common stock related to restricted stock award	26	—	170	—	—	—	—	170	—	170
Stock-based compensation in connection with restricted stock awards	—	—	91	—	—	—	—	91	—	91
Comprehensive gain	—	—	—	—	23	—	—	23	—	23
Net loss	—	—	—	(1,118)	—	—	—	(1,118)	(14)	(1,132)
Balance at March 31, 2026	2,703	3	77,847	(61,181)	(95)	(13)	(100)	16,474	100	16,574
Stock-based compensation in connection with restricted stock awards	10	—	61	—	—	—	—	61	—	61
Issuance of common stock related to restricted stock award	—	—	—	—	—	—	—	—	—	—
Cancellation of common stock related to reverse stock split	—	(3)	3	—	—	—	—	—	—	—
Comprehensive loss	—	—	—	—	(6)	—	—	(6)	—	(6)
Net loss	—	—	—	(144)	—	—	—	(144)	—	(144)
Balance at June 30, 2026	2,713	—	77,911	(61,325)	(101)	(13)	(100)	16,385	100	16,485
Stock-based compensation in connection with restricted stock awards	3	—	65	—	—	—	—	65	—	65
Issuance of common stock related to restricted stock award	5	—	44	—	—	—	—	44	—	44
Comprehensive loss	—	—	—	—	(5)	—	—	(5)	—	(5)
Net loss	—	—	—	(748)	—	—	—	(748)	—	(748)
Balance at September 30, 2026	2,721	$ —	$ 78,020	$ (62,073)	$ (106)	(13)	$ (100)	$ 15,741	$ 100	$ 15,841

For the Three and Nine Months Ended September 30, 2025

	Common Stock $0.0001 Par Value		Additional Paid in	Accumulated	Comprehensive	Treasury Stock Cost		Stockholders'	Non-controlling	Total
	Shares	Amount	Capital	Deficit	Loss	Shares	Amount	Equity	Interests	Equity
Balance at December 31, 2024	2,596	$ 3	$ 75,697	$ (48,351)	$ (66)	—	$ —	$ 27,283	$ 114	$ 27,397
Stock-based compensation in connection with options granted	—	—	7	—	—	—	—	7	—	7
Comprehensive loss	—	—	—	—	(11)	—	—	(11)	—	(11)
Net loss	—	—	—	(1,942)	—	—	—	(1,942)	—	(1,942)
Balance at March 31, 2025	2,596	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	2,596	3	75,708	(52,082)	(135)	—	—	23,494	114	23,608
Issuance of common stock related to restricted stock award	26	—	205	—	—	—	—	205	—	205
Shares repurchased	—	—	—	—	—	(13)	(100)	(100)	—	(100)
Comprehensive gain	—	—	—	—	18	—	—	18	—	18
Net loss	—	—	—	(2,185)	—	—	—	(2,185)	—	(2,185)
Balance at September 30, 2025	2,622	$ 3	$ 75,913	$ (54,267)	$ (117)	(13)	$ (100)	$ 21,432	$ 114	$ 21,546

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,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from e-Commerce Operations revenue	$ 12,149	$ 13,905
Cash received from Healthcare Operations revenue	23,130	30,002
Cash received from interest income	128	295
Cash (paid) received from other sources	(73)	201
Cash paid for inventory purchases and other costs of revenue	(23,592)	(36,653)
Cash paid for salaries and related expenses	(6,615)	(7,872)
Cash paid for other recurring operating expenses	(6,517)	(5,270)
Cash paid for other non-recurring expenses	(631)	(389)
Cash paid for interest expense	(44)	(47)
Net cash used in operating activities	(2,065)	(5,828)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(76)	(34)
Proceeds from sale of property and equipment	—	234
Net cash (used in) provided by investing activities	(76)	200
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of notes payable	(360)	(253)
Payments on finance lease liabilities	—	(5)
Acquisition of issued common stock held in treasury	—	(100)
Net cash used in financing activities	(360)	(358)
Effect of exchange rate on cash	12	(48)
Net decrease in cash	(2,489)	(6,034)
Cash beginning of period	13,709	19,960
Cash end of period	$ 11,220	$ 13,926
Reconciliation of net loss to cash flow used in operating activities		
Net loss	$ (2,024)	$ (5,916)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	170	445
Change in allowance for credit losses	24	(94)
Change in inventory reserve	(2)	21
Amortization of intangible assets	76	76
Amortization of operating right-of-use assets	185	283
Amortization of finance right-of-use assets	—	5
Stock-based compensation	431	216
Loss on sale of property and equipment	—	199
Change in operating assets and liabilities:		
Receivables	(1,184)	586
Inventories	(863)	(756)
Other current assets	234	79
Other noncurrent assets	(53)	15
Accounts payable and accrued expenses	1,094	(866)
Operating lease liabilities	(206)	(289)
Other current liabilities	53	168
Net cash used in operating activities	$ (2,065)	$ (5,828)
Supplemental disclosures of noncash activities:		
Right-of-use assets obtained in exchange for operating lease liabilities from new leases and lease modifications	687	—

See accompanying notes to condensed consolidated financial statements.

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

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 three main e-Commerce websites as well as 25 third-party e-Commerce storefronts on platforms such as Alibaba, Amazon, Decathlon, Mercado Libre, Mountain Warehouse, 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.

The Company's 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.

The Company's 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.

The Company's wholly owned subsidiary, Outfitter Satellite, Inc., a Tennessee corporation ("Outfitter"), was acquired in April 2024 in a stock purchase transaction. Outfitter provides consumers, commercial and government customers with advanced satellite-based connectivity solutions from leading brands, including Iridium, Inmarsat and Globalstar.

Florida Sunshine Brands, LLC:

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

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 hold 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, Minnesota, Nevada, New Jersey, New York, Pennsylvania, Texas, and Utah.

Pharmco 1002 is a pharmacy located in Palm Springs, Florida that provides pharmacy services to Palm Beach, St. Lucie and Martin Counties, Florida.

FPRX 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.

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.

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 2025 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 2025 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 statements of comprehensive loss, balance sheets, statements of 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.

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations. Professional fees are included in selling, general and administrative and approximately $36.0 thousand of contract based revenue was reclassed from pharmacy prescription and other revenue to pharmacy contract revenue. Loss on settlement of litigation of approximately $0.3 million was reclassified from other (income) expense to operating expense. Additionally, within accounts payable and accrued expenses, approximately $6.0 thousand was reclassified from accrued other liabilities to customer deposits payable as of December 31, 2025.

Correction of Immaterial Misstatement

As previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, the Company recorded an adjustment to correct an error related to performance bonus revenue in the amount of approximately $0.6 million. Based on an analysis of Accounting Standards Codification ("ASC") 250, Staff Accounting Bulletin ("SAB") 99, and SAB 108, the Company has determined that this error was not material to the previously issued interim financial statements for the nine months ended September 30, 2025. Accordingly, the prior period amounts have been revised in the accompanying Condensed Consolidated Statements of Comprehensive Loss for the nine months ended September 30, 2025.

Reverse Stock Split

On April 13, 2026, the Company effected a 1-for-10 reverse stock split (the "Reverse Stock Split"). The Reverse Stock Split did not change the par value of the Company's common stock. Unless the context otherwise requires, all share and per share amounts presented in these unaudited Condensed Consolidated Financial Statements and accompanying notes, including weighted average shares outstanding and equity instruments, have been retroactively adjusted to give effect to the Reverse Stock Split for all periods presented.

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, valuation of common stock warrants and options issued for services, net realizable value and credit loss reserves of accounts receivables and other receivables, the useful lives of property and equipment and intangible assets, assumptions used in determining the potential impairment of long-lived assets, including intangible assets and goodwill, the estimate of the fair value of the lease liability and related right-of-use assets, 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 Annual Report on Form 10-K for the fiscal year ended December 31, 2025. Other than the following, there have been no material changes to the Company's significant accounting policies for the nine months ended September 30, 2026. 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 thousand. All cash amounts in excess of $250 thousand, approximately $1.9 million, are uninsured. 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 thousand.

Foreign Currency Translation

The Company's reporting currency is U.S. Dollars. The accounts of one of the Company's subsidiaries, GTC, are maintained using the appropriate local currency, British Pound ("GBP"), as the functional currency. All assets and liabilities are translated into U.S. Dollars at the 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.

The relevant translation rates are as follows:

	As of September 30, 2026	As of September 30, 2025	As of December 31, 2025
Closing rate (U.S. dollars per British pound)	$ 1.32	$ 1.34	$ 1.35
Quarterly average rate (U.S. dollars per British pound)	$ 1.34	$ 1.35	$ 1.33
Year-to-date average rate (U.S. dollars per British pound)	$ 1.31	$ 1.32	$ 1.32

Recent Accounting Pronouncements and Income Tax Legislation

Accounting Pronouncements Recently Adopted

In December 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2025-12, "Codification Improvements," which includes numerous amendments across a broad range of Topics to clarify existing guidance, correct errors, and otherwise improve the usability and consistency of the Accounting Standards Codification. Key areas addressed include clarifications to the diluted earnings per share calculation when a loss from continuing operations exists, clarification of disclosure requirements for lease receivables arising from certain leases, revisions to the reference amount for beneficial interests, and other technical improvements. ASU 2025-12 is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company early adopted ASU 2025-12 effective January 1, 2026. The amendments to Topic 260, Earnings per Share, were applied retrospectively to all periods presented, as required, and all other amendments were applied prospectively. The adoption did not have a material impact on the Company's condensed consolidated financial statements.

Accounting Pronouncements Issued but not yet Adopted

In December 2025, the FASB issued ASU 2025-11, "Interim Reporting (Topic 270): Narrow-Scope Improvements," which is intended to clarify and improve the guidance in Topic 270, Interim Reporting. The amendments clarify the applicability of interim reporting guidance, the types of interim reporting, the form and content of interim financial statements and notes prepared in accordance with U.S. GAAP, and establish a principle for disclosing events and changes since the end of the last annual reporting period that have a material impact on the entity. The amendments are not intended to change the fundamental nature of interim reporting or expand or reduce current interim disclosure requirements. ASU 2025-11 is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027, for public business entities, with early adoption permitted. The Company has not yet adopted ASU 2025-11 and does not expect the adoption of this ASU to have a material impact on its condensed consolidated financial statements.

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.

Note 4. Liquidity, Going Concern, and Management's Plans

The accompanying Condensed Consolidated Financial Statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has incurred recurring operating losses and historically generated negative operating cash flows. These conditions raised substantial doubt about the Company's ability to continue as a going concern for the twelve months following the issuance of these Condensed Consolidated Financial Statements.

Management has evaluated its plans to mitigate these conditions. These plans include expanding the Company's long-term care pharmacy operations, increasing 340B contract pharmacy revenue, developing additional institutional medication fulfillment contracts, implementing identified operational efficiencies, and utilizing the ATM Program. Management also considered the adjudication suspension imposed on October 30, 2026 on PharmcoRx's Hallandale Beach, Florida location for claims adjudicated to Oscar Health plans. For the nine months ended September 30, 2026, revenue from these claims was approximately $2.3 million, or 7% of consolidated revenue (see Note 13. Commitments and Contingencies, and Note 17. Subsequent Events). For the nine months ended September 30, 2026, as compared to the prior year period, operating loss decreased to approximately $2.0 million from $6.2 million, and cash used in operating activities decreased to approximately $2.1 million from $5.8 million. As of September 30, 2026, the Company had cash of approximately $11.2 million and $3.8 million of remaining availability under the ATM Program. As of the date of filing this Quarterly Report on Form 10-Q, the Company has sold 16,610 shares under the ATM Program at an average price of $8.74 for total gross proceeds of approximately $0.1 million. Based on these results, management's projections of operating results and cash flows for the twelve months following issuance, and the Company's liquidity position, management has concluded that its plans, which are probable of being effectively implemented and probable of mitigating the relevant conditions, alleviate the substantial doubt about the Company's ability to continue as a going concern.

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, 2026		
	e-Commerce Operations	Healthcare Operations	Total
e-Commerce revenue	$ 3,820	$ —	$ 3,820
Pharmacy prescription and other revenue, net of PBM fees	—	4,317	4,317
Pharmacy contract revenue	—	2,362	2,362
Revenues, net	$ 3,820	$ 6,679	$ 10,499

	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	—	9,459	9,459
Pharmacy contract revenue	—	591	591
Revenues, net	$ 3,702	$ 10,050	$ 13,752

	Nine Months Ended September 30, 2026		
	e-Commerce Operations	Healthcare Operations	Total
e-Commerce revenue	$ 11,097	$ —	$ 11,097
Pharmacy prescription and other revenue, net of PBM fees	—	14,665	14,665
Pharmacy contract revenue	—	6,473	6,473
Revenues, net	$ 11,097	$ 21,138	$ 32,235

	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	—	27,123	27,123
Pharmacy contract revenue	—	2,967	2,967
Revenues, net	$ 10,828	$ 30,090	$ 40,918

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

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. All share and per-share amounts, including weighted average shares outstanding used to compute basic and diluted loss per share, have been retroactively adjusted to reflect the Reverse Stock Split for all periods presented.

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. In addition, the exercise prices of all outstanding stock options and warrants exceeded the average market price of the Company's common stock in each period presented.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss attributable to common stockholders	$ (748)	$ (2,185)	$ (2,010)	$ (5,916)
Basic weighted average common shares outstanding	2,701	2,596	2,692	2,596
Potentially dilutive common shares	—	—	—	—
Diluted weighted average common shares outstanding	2,701	2,596	2,692	2,596
Weighted average loss per common share - basic and diluted	$ (0.28)	$ (0.84)	$ (0.75)	$ (2.28)
Potentially dilutive common shares excluded from the calculation of diluted weighted average loss per common share:				
Unvested restricted stock awards	27	—	27	—
Stock options	109	245	109	245
Common stock purchase warrants	500	628	500	628
	636	873	636	873

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

Note 7. Receivables, net

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

	September 30, 2026	December 31, 2025
Gross accounts receivable – trade	$ 6,353	$ 4,054
Performance bonuses	458	1,369
Customers	332	472
Other	25	89
Subtotal	7,168	5,984
Less: allowance for credit losses	(64)	(40)
Receivables, net	$ 7,104	$ 5,944

Note 8. Inventory, net

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

	September 30, 2026	December 31, 2025
Finished goods	$ 4,677	$ 3,814
Less inventory reserve	(416)	(418)
Inventory, net	$ 4,261	$ 3,396

Note 9. Accounts Payable and Accrued Expenses

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

	September 30, 2026	December 31, 2025
Accounts payable	$ 7,158	$ 5,812
Accrued litigation	1,750	1,750
Accrued wages and payroll liabilities	120	340
Accrued other liabilities	259	285
Customer deposits payable	71	78
Total	$ 9,358	$ 8,265

Note 10. Notes Payable

Notes payable consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
A. Mortgage note payable - commercial bank - collateralized	$ 882	$ 956
B. Note payable - uncollateralized	25	25
C. Notes payable - collateralized	25	78
Insurance premiums financing	—	233
Subtotal	932	1,292
Less: current portion of notes payable	(122)	(416)
Long-term portion of notes payable	$ 810	$ 876

(A) Mortgage Note Payable – collateralized

In 2018, Pharmco closed on the purchase of land and building located at 400 Ansin 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 $1.5 million. 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 approximately $11.9 thousand 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, 2026 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 approximately £0.3 million, or USD $0.3 million 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 approximately £4.2 thousand (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 was paid in full as of September 30, 2026.

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 $90.0 thousand. The terms of the promissory note payable require 60 monthly payments of approximately $1.9 thousand, including interest at 8.78% starting January 2023. The balance outstanding on the note payable was approximately $24.9 thousand and $39.0 thousand as of September 30, 2026 and December 31, 2025, respectively.

Principal outstanding as of September 30, 2026, is expected to be repayable as follows (in thousands):

Year	Amount
2026 (remaining three months)	$ 55
2027	124
2028	753
2029	—
Total	$ 932

Note 11. 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, 2026 and 2025, stock-based compensation expense was approximately $0.4 million and $0.2 million, respectively. There were no income tax benefits recognized from stock-based compensation during the nine months ended September 30, 2026 and 2025 due to cumulative losses and valuation allowances.

During the nine months ended September 30, 2026, 135,368 stock options expired unexercised. The options had a weighted average exercise price of $40.02. No compensation expense adjustment was required as the awards were fully vested.

Preferred Stock

The Company has authorized 3,333,333 shares of $0.0001 par value of preferred stock. As of September 30, 2026 and December 31, 2025 there were no shares of preferred stock issued and outstanding.

Common Stock

The Company has authorized 50,000,000 shares of $0.0001 par value common stock. As of September 30, 2026 and December 31, 2025, 2,721,529 and 2,676,788 shares of common stock were issued and 2,708,475 and 2,663,734 shares of common stock were outstanding, respectively.

At-the-Market Offering Program

On May 13, 2026, the Company entered into a Sales Agreement (the "Sales Agreement") with H.C. Wainwright & Co., LLC, pursuant to which the Company may offer and sell shares of its common stock, from time to time, having an aggregate offering price of up to approximately $3.8 million, through or to the sales agent(s) acting as the agent or principal (the "ATM Program").

Sales of shares of the Company's common stock under the ATM Program, if any, will be made by any method permitted by law deemed to be an "at-the-market offering" as defined in Rule 415(a)(4) under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Capital Market or any other existing trading market for the Company's common stock. As of September 30, 2026, no shares have been sold under the ATM Program.

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 nine months ended September 30, 2026.

Listing on the Nasdaq Capital Market

The Company's common stock is traded on the Nasdaq Capital Market under the symbol "NXPL".

Note 12. 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 the Company's Chief Executive Officer and President, who personally guarantees the balance owed. As of September 30, 2026, the amount payable due to related party includes amounts due to the Company's Chief Executive Officer and President. Total related party payments due as of September 30, 2026 and December 31, 2025 were approximately $48.3 thousand and $11.0 thousand, respectively, and recorded within Other current liabilities on the Condensed Consolidated Balance Sheets. Those related party payables are non-interest bearing and due on demand.

During the nine months ended September 30, 2026, the Company employed and paid wages to one employee related to the Company's Chief Executive Officer and one employee related to the Company's Chief Financial Officer.

Note 13. Commitments and Contingencies

Litigation

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 Executive Chairman 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. 2024-1097-MTZ.

The Company believes the claims asserted in the action are without merit and intends to continue to vigorously defend against the lawsuit. The Company filed a motion to dismiss the complaint, which was denied by the court on December 3, 2025. Although the parties have engaged in discussions regarding a potential resolution of the matter, no agreement has been reached and there can be no assurance that the matter will be resolved on acceptable terms or at all. Oral argument on plaintiff's motion for class certification is scheduled for January 7, 2027. The parties have agreed to mediate the dispute. Based on currently available information and after consultation with legal counsel, management determined that a loss associated with this matter is probable and reasonably estimable in accordance with applicable accounting guidance. Accordingly, as of September 30, 2026, the Company has maintained an accrual of approximately $1.75 million, which represents management's current estimate of loss exposure and corresponds to the Company's applicable insurance retention under its directors' and officers' liability insurance coverage. The ultimate outcome of the matter remains uncertain, and the actual loss could differ materially from the amount accrued. Any such difference could have a material effect on the Company's consolidated financial condition, results of operations, or cash flows in the period in which the matter is resolved.

From time to time, the Company may become involved in litigation relating to claims arising out of the Company's operations in the normal course of business. Other than the matter 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.

Liquidated Damages - Registration Rights Agreement

During the nine months ended September 30, 2026, the Company accrued an expense included in selling, general and administrative expenses of approximately $0.4 million in connection with liquidated damages obligations pursuant to the Registration Rights Agreement dated December 8, 2022. The expense represents the maximum aggregated liquidated damages payable to eligible investors in the Company's December 2022 private placement offering arising from the lapse of the Company's Form S-3 Registration Statement. The Company notified all eligible investors of their entitlements and requested each investor to elect to receive payment or waive their entitlement. As of September 30, 2026, the balance of the accrual was approximately $9.7 thousand. As of the date of this filing, the Company has paid an aggregate of approximately $0.4 million to investors who elected to receive payment.

Oscar Health Adjudication Suspension

On October 30, 2026, CVS Caremark ("Caremark") notified PharmcoRx, a subsidiary of the Company, that, at the direction of Oscar Health ("Oscar"), PharmcoRx had been placed on an adjudication suspension for all claims adjudicated to Oscar plans, effective immediately. The suspension will remain in effect until Oscar's investigation is resolved or until further notice. The notice states that Oscar's request was based on an allegation it described as indicative of fraud, waste or abuse, but it does not identify any specific claim or conduct. Management believes the suspension relates to separate litigation Oscar brought concerning alleged fraud involving certain 340B entities. PharmcoRx is not a party to that litigation. The suspension applies only to PharmcoRx's Hallandale Beach, Florida location. PharmcoRx has requested that Oscar lift the suspension or disclose its basis. Oscar did not respond by the requested date, and PharmcoRx is evaluating its options, including legal remedies.

Substantially all of PharmcoRx's Oscar claims are dispensed as a contract pharmacy for 340B covered entities, for which PharmcoRx acts as an agent and recognizes a dispensing fee. PharmcoRx collects reimbursement from payers and remits it to the covered entities, net of its dispensing fee. At September 30, 2026, receivables from claims adjudicated to Oscar plans were approximately $2.5 million and related net amounts payable to covered entities were approximately $2.0 million.

Oscar or Caremark could seek to recoup amounts previously paid on PharmcoRx's Oscar claims. Under PharmcoRx's contract pharmacy agreements, the covered entities are responsible for recoupments of claims for 340B drugs, less the dispensing fees PharmcoRx earned on those claims. PharmcoRx bears the risk that a covered entity does not pay amounts it owes. Oscar has not identified any claims or asserted any recoupment. The Company believes a loss is reasonably possible but not probable. Because Oscar has not identified the claims at issue, the Company cannot currently estimate the possible loss or range of loss. The Company has not recorded any adjustment related to this matter. Legal costs are expensed as incurred.

Note 14. Leases

Lease modification - Orlando, FL

During the nine months ended September 30, 2026, the Company modified a certain operating lease related to its Orlando pharmacy location. The modification primarily extended the lease term for 60 months, expiring January 2031, and revised the monthly lease payments to approximately $8.9 thousand beginning in February 2026, with an escalating payment schedule each year thereafter. The modification was not accounted for as a separate contract and resulted in the remeasurement of the related operating lease liability using an incremental borrowing rate of 4.75%.

At the time of modification, the Company recorded an increase of approximately $0.5 million and $0.5 million to operating lease right-of-use assets and operating lease liabilities, respectively.

New pharmacy lease - Jacksonville, FL

On July 24, 2026, FPRX (the "Pharmacy") entered into a lease agreement with 3604 University Blvd South Holdings LLC (the "landlord") for approximately 1,750 square feet of commercial space located at 3604 University Blvd. S., Suite 102, Jacksonville, Florida. The Pharmacy intends to use the premises for pharmacy and related support purposes.

The lease has an initial term of five years, commencing August 1, 2026 and expiring July 31, 2031. Base rent is payable monthly on a modified gross basis, beginning at approximately $3.1 thousand per month and increasing three percent (3%) on each anniversary of the commencement date. Total undiscounted fixed base rent over the initial five-year term is approximately $0.2 million. The lease provides the Pharmacy with two successive options to extend the term for five years each. Base rent would continue to increase three percent (3%) annually during any extension term. At lease commencement, the Company recorded an initial operating lease right-of-use assets and operating lease liability of approximately $0.2 million.

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

The lease modification and new lease have materially changed the Company's future lease payment obligations, and the lease maturity schedule below has been updated as of September 30, 2026. The weighted average remaining lease term as of September 30, 2026 was 4.09 years and the weighted average discount rate was 5%.

Years Ending December 31,	Total Future Operating Lease Commitments
	(in thousands)
2026 (remaining three months)	$ 61
2027	188
2028	152
2029	157
2030	162
Thereafter	35
Total lease payments to be paid	755
Less: future interest expense	(75)
Lease liabilities	680
Less: current maturities	(179)
Long-term portion of lease liabilities	$ 501

Subsequent events

Molino, FL lease. On October 1, 2026, the Company completed its acquisition of Scott's Pharmacy (see Note 17. Subsequent Events). On the same date, Scott's Pharmacy, a wholly owned subsidiary of the Company, signed a lease for approximately 1,280 square feet of retail space in Molino, Florida, to be used as a retail pharmacy. The lease, as amended, became effective and commenced on October 1, 2026. The lease has an initial term of three years, ending September 30, 2029. Base rent is $3.0 thousand per month in the first year and increases 5% each year after that. Total undiscounted fixed base rent over the initial term is approximately $0.1 million. The Company paid a refundable security deposit of approximately $3.0 thousand. The lease includes:

- options to extend for successive three-year terms
- a one-time option to lease adjoining space
- a right of first refusal
- an option to buy the entire property for $3.5 million, which expires six months after the lease's effective date

The Company has concluded that it is not reasonably certain to exercise the renewal options or the purchase option. It will account for the arrangement as an operating lease and recognize a right-of-use asset and lease liability of approximately $0.1 million in October 2026.

Nashville, TN lease. On October 28, 2026, Outfitter signed a new lease for approximately 1,000 square feet of commercial space in Nashville, Tennessee. The lease is expected to commence on December 1, 2026, when the premises are made available to the Company, and runs for 38 months, ending January 31, 2030. Base rent is abated for December 2026 and January 2027. It is then approximately $1.5 thousand per month for the first 12 months, increasing to approximately $1.6 thousand and then approximately $1.7 thousand per month in each later 12-month period. Total undiscounted fixed base rent is approximately $58.7 thousand. The Company also provided a refundable security deposit of approximately $2.0 thousand and pays estimated operating costs, which are subject to adjustment. The Company expects to recognize an operating right-of-use asset and lease liability of approximately $54.4 thousand at commencement.

Both leases commenced after September 30, 2026. Neither is included in the Company's right-of-use assets, lease liabilities or maturity analysis of lease liabilities as of that date.

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

Note 15. Reportable Segments

The Company has two reportable segments: (i) e-Commerce Operations, which involves acquiring and leasing, primarily an 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, and other related businesses and (ii) Healthcare Operations, which provides TPA, data management, prescription pharmaceuticals, compounded medications, telepharmacy services, anti-retroviral medications, medication therapy management, the supply of prescription medications to long-term care facilities and contracted fulfillment 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 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 evaluate segment performance based on several factors, including Operating profit or loss, as a measure of operating segment performance which excludes the impact of Corporate overhead expenses. Corporate overhead expenses consist of executive compensation, stock-based compensation, public company expenses, litigation settlements, and depreciation. The CODMs do not review segment assets at a level different than what is reported in the Company's Condensed Consolidated Balance Sheets. 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 the Company's 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, 2025.

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

For the Three Months Ended September 30, 2026	e-Commerce Operations	Healthcare Operations	Eliminations	Total
e-Commerce revenue	$ 3,820	$ —	$ —	$ 3,820
Pharmacy prescription and other revenue, net of PBM fees	—	4,317	—	4,317
Pharmacy contract revenue	—	2,362	—	2,362
Revenues, net	3,820	6,679	—	10,499
Segment expenses:				
Cost of revenue	2,893	3,928	—	6,821
Selling, general and administrative	522	912	—	1,434
Salaries, wages and payroll taxes	382	1,595	—	1,977
Depreciation and amortization	13	35	—	48
Intangible asset amortization	25	—	—	25
Total segment expenses	3,835	6,470	—	10,305
Segment operating (loss) income	$ (15)	$ 209	—	194
Corporate overhead expenses				971
Non-operating income				(9)
Loss before income taxes				(768)
Income taxes				20
Net loss				$ (748)

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	—	9,459	—	9,459
Pharmacy contract revenue	—	591	—	591
Revenues, net	3,702	10,050	—	13,752
Segment expenses:				
Cost of revenue	2,826	8,196	—	11,022
Selling, general and administrative	580	935	—	1,515
Salaries, wages and payroll taxes	374	1,957	—	2,331
Depreciation and amortization	69	50	—	119
Intangible asset amortization	25	—	—	25
Total segment expenses	3,874	11,138	—	15,012
Segment operating loss	$ (172)	$ (1,088)	—	(1,260)
Corporate overhead expenses				979
Non-operating income				(28)
Loss before income taxes				(2,211)
Income taxes				26
Net loss				$ (2,185)

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

For the Nine Months Ended September 30, 2026	e-Commerce Operations	Healthcare Operations	Eliminations	Total
e-Commerce revenue	$ 11,097	$ —	$ —	$ 11,097
Pharmacy prescription and other revenue, net of PBM fees	—	14,665	—	14,665
Pharmacy contract revenue	—	6,473	—	6,473
Revenues, net	11,097	21,138	—	32,235
Segment expenses:				
Cost of revenue	8,284	12,167	—	20,451
Selling, general and administrative	1,496	2,795	—	4,291
Salaries, wages and payroll taxes	1,102	4,820	—	5,922
Depreciation and amortization	38	113	—	151
Intangible asset amortization	76	—	—	76
Total segment expenses	10,996	19,895	—	30,891
Segment operating income	$ 101	$ 1,243	—	1,344
Corporate overhead expenses				3,351
Non-operating income				(11)
Loss before income taxes				(1,996)
Income taxes				(28)
Net loss				$ (2,024)

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	—	27,123	—	27,123
Pharmacy contract revenue	—	2,967	—	2,967
Revenues, net	10,828	30,090	—	40,918
Segment expenses:				
Cost of revenue	8,158	24,283	—	32,441
Selling, general and administrative	1,565	2,780	—	4,345
Salaries, wages and payroll taxes	1,075	5,984	—	7,059
Depreciation and amortization	196	213	—	409
Intangible asset amortization	76	—	—	76
Total segment expenses	11,070	33,260	—	44,330
Segment operating loss	$ (242)	$ (3,170)	—	(3,412)
Corporate overhead expenses				2,740
Non-operating income				(250)
Loss before income taxes				(5,902)
Income taxes				(14)
Net loss				$ (5,916)

	e-Commerce Operations	Healthcare Operations	Eliminations	Total
Total assets as of September 30, 2026	$ 12,569	$ 14,582	$ —	$ 27,151
Total assets as of December 31, 2025	$ 12,748	$ 14,717	$ —	$ 27,465

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

Note 16. Concentrations

e-Commerce operations concentrations:

Customers:

Amazon accounted for approximately 30% and 33% of the revenues for the e-Commerce Operations reportable segment during the nine months ended September 30, 2026 and 2025, 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, 2026 and 2025 (in thousands):

	For the Three Months Ended September 30,			
	2026		2025	
	Amount	% of Total Purchases	Amount	% of Total Purchases
Iridium Satellite	$ 1,060	32%	$ 706	23%
Garmin	$ 390	12%	$ 443	14%

	For the Nine Months Ended September 30,			
	2026		2025	
	Amount	% of Total Purchases	Amount	% of Total Purchases
Iridium Satellite	$ 2,979	30%	2,080	22%
Garmin	$ 1,162	12%	1,274	13%
Globalstar	$ 953	10%	—	—%

Geographic*:*

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

	For the Three Months Ended September 30,			
	2026		2025	
	Amount	% of Total	Amount	% of Total
Europe	$ 2,083	55%	$ 1,867	51%
North America	1,273	33%	1,374	37%
Asia & Pacific	421	11%	411	11%
South America	25	1%	8	—
Africa	18	—	42	1%
	$ 3,820	100%	$ 3,702	100%

	For the Nine Months Ended September 30,			
	2026		2025	
	Amount	% of Total	Amount	% of Total
Europe	$ 5,913	53%	$ 5,695	52%
North America	3,481	31%	3,453	32%
Asia & Pacific	1,347	12%	1,378	13%
Africa	299	3%	272	3%
South America	57	1%	30	—
	$ 11,097	100%	$ 10,828	100%

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

Healthcare operations concentrations:

Suppliers:

Progressive Care had significant concentrations with one vendor, McKesson. The purchases from this significant vendor were approximately 99% and 98% of total vendor purchases for the nine months ended September 30, 2026 and 2025, respectively.

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.

Reimbursements from the top three significant PBMs were as follows:

	Nine Months Ended September 30,	
	2026	2025
A	49%	30%
B	12%	18%
C	10%	13%

Note 17. Subsequent Events

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

Pharmacy Acquisition

On July 14, 2026, Progressive entered into a Membership Interest Purchase Agreement (the "Agreement") with Ron G. Scott (the "Seller") to acquire 100% of the membership interests in Scott's Pharmacy, LLC, a community pharmacy in Molino, Florida ("Scott's Pharmacy"). On October 1, 2026, Progressive completed the acquisition.

The purchase price was $1.5 million in cash. Escrow deposits of $50.0 thousand paid by Progressive before closing were credited against the purchase price. At closing, $50.0 thousand of the purchase price was placed in escrow for 18 months to secure the Seller's indemnification obligations, and the balance was paid to the Seller. Progressive funded the acquisition with cash on hand.

The Seller's indemnification obligations are generally capped at 10% of the purchase price, except in the case of fraud, and the Company provided reciprocal indemnification. At closing, the Seller entered into a three-year noncompetition agreement covering Escambia County, Florida, and the Company entered into a lease agreement for Scott's Pharmacy's premises - see Note 14. Leases for further information of the lease.

The acquisition will be accounted for as a business combination under ASC 805, Business Combinations. Because the acquisition closed shortly before these financial statements were issued, the initial accounting for the business combination was incomplete. This includes the valuation of the assets acquired and liabilities assumed, such as inventory, prescription files, the noncompetition agreement, and any goodwill. As a result, the Company is not yet able to provide the purchase price allocation, the amount of goodwill (including the amount expected to be deductible for tax purposes), or the pro forma revenue and earnings information required by ASC 805. The results of Scott's Pharmacy will be included in the Company's consolidated financial statements beginning October 1, 2026.

New Operating Lease - Nashville, TN

On October 28, 2026, Outfitter signed a new lease for approximately 1,000 square feet of commercial space in Nashville, Tennessee. The lease is expected to commence on December 1, 2026, when the premises are made available to the Company, and runs for 38 months, ending January 31, 2030. The lease commenced after September 30, 2026, therefore it is not included in the Company's right-of-use assets, lease liabilities or maturity analysis of lease liabilities as of that date. The Company expects to recognize an operating right-of-use asset and lease liability of approximately $54.4 thousand at commencement. See Note 14. Leases.

At-the-Market Offering Agreement

On May 13, 2026, the Company entered into a Sales Agreement with H.C. Wainwright & Co., LLC establishing an at-the-market equity offering program (the "ATM Program") with an aggregate offering price of approximately $3.8 million. On October 16, 2026, the Company began selling shares through the ATM Program. As of the date of filing this Quarterly Report on Form 10-Q, the Company has sold 16,610 shares under the ATM Program at an average price of $8.74 for total gross proceeds of approximately $0.1 million.

Oscar Health Adjudication Suspension

On October 30, 2026, Caremark notified PharmcoRx that, at Oscar's direction, PharmcoRx had been placed on an adjudication suspension for all claims adjudicated to Oscar plans, effective immediately, until Oscar's investigation is resolved or until further notice. The notice states that Oscar's request was based on an allegation it described as indicative of fraud, waste or abuse, but it does not identify any specific claim or conduct. The suspension applies only to claims adjudicated to Oscar plans at PharmcoRx's Hallandale Beach, Florida location, and does not affect PharmcoRx's other pharmacy locations. Caremark stated that it does not otherwise affect PharmcoRx's participation in the Caremark network.

PharmcoRx has requested that Oscar lift the suspension or disclose its basis. Oscar did not respond by the requested date, and PharmcoRx is evaluating its options, including legal remedies. For the nine months ended September 30, 2026, pharmacy contract revenue from claims adjudicated to Oscar plans was approximately $2.3 million, or 7% of consolidated revenue, on gross Oscar reimbursement of approximately $19.0 million. While the suspension continues, the Company will not earn revenue on prescriptions for Oscar members. The Company expects this to reduce revenue by approximately $0.3 million per month while under the suspension. Caremark has not withheld payment on pre-suspension claims. Some patients may also move their prescriptions to other pharmacies and not return after the suspension ends. The Company has not recorded any adjustment in the accompanying condensed consolidated financial statements related to this matter. See Note 13. Commitments and Contingencies.

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.

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, 2025, filed with the SEC on March 31, 2026, and our subsequent public filings with the SEC.

Overview

NextPlat Corp operates through two primary business segments: e-Commerce Operations and Healthcare Operations. Our strategy is focused on expanding global e-Commerce distribution of satellite communication products and services while continuing to grow our healthcare platform through pharmacy services and healthcare data analytics solutions.

Our e-Commerce Operations segment distributes satellite communications equipment, connectivity solutions, and related services through proprietary websites and third-party marketplaces. These products enable voice, data, tracking, and emergency communications in remote environments where traditional terrestrial communications infrastructure may be unavailable or unreliable. We generate revenue primarily from the sale of satellite communication devices and related equipment, as well as recurring revenue from satellite airtime and connectivity service plans.

Our Healthcare Operations segment operates through Progressive Care LLC and its pharmacy and healthcare technology subsidiaries. This segment provides prescription pharmaceuticals, medication therapy management services, long-term care pharmacy support, and healthcare analytics solutions. The segment also participates in the federal 340B Drug Pricing Program through contract pharmacy arrangements, which contributes meaningfully to pharmacy segment margins.

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

Recent Developments

Oscar Health adjudication suspension

On October 30, 2026, Caremark notified PharmcoRx that, at Oscar's direction, PharmcoRx had been placed on an adjudication suspension for all claims adjudicated to Oscar plans, effective immediately, until Oscar's investigation is resolved or until further notice. The notice states that Oscar's request was based on an allegation it described as indicative of fraud, waste or abuse, but it does not identify any specific claim or conduct. The suspension applies only to claims adjudicated to Oscar plans at PharmcoRx's Hallandale Beach, Florida location, and does not affect PharmcoRx's other pharmacy locations. Caremark stated that it does not otherwise affect PharmcoRx's participation in the Caremark network. PharmcoRx has requested that Oscar lift the suspension or disclose its basis. Oscar did not respond by the requested date, and PharmcoRx is evaluating its options, including legal remedies.

Substantially all of PharmcoRx's Oscar claims are dispensed as a contract pharmacy for 340B covered entities. For these claims, PharmcoRx acts as an agent and recognizes only a dispensing fee, so the reimbursement it collects and remits to covered entities is not included in our revenue. For the nine months ended September 30, 2026, pharmacy contract revenue from claims adjudicated to Oscar plans was approximately $2.3 million, or 7% of consolidated revenue, on gross Oscar reimbursement of approximately $19.0 million. While the suspension continues, we will not earn revenue on prescriptions for Oscar members. We expect this to reduce revenue by approximately $0.3 million per month while under the suspension. Some patients may also move their prescriptions to other pharmacies and not return after the suspension ends.

At September 30, 2026, receivables from Oscar claims were approximately $2.5 million, and related net amounts payable to covered entities were $2.0 million. PharmcoRx is generally not required to remit reimbursement to covered entities until it is received. Under its contract pharmacy agreements, covered entities are responsible for recoupments, less PharmcoRx's dispensing fees. If Oscar or Caremark were to seek recoupment, PharmcoRx could be required to fund amounts before it recovers them from covered entities, which could affect our liquidity. See Note 13. Commitments and Contingencies to the condensed consolidated financial statements and Part II, Item 1A, "Risk Factors."

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, 2025. 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 2025 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.

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

Results of Operations for the three months ended September 30, 2026 compared to the three months ended September 30, 2025 (in thousands):

	Three Months Ended September 30,			
	2026	2025	$ Change	% Change
Revenues, net	$ 10,499	$ 13,752	$ (3,253)	(24)%
Cost of revenue	6,821	11,022	(4,201)	(38)%
Gross profit	3,678	2,730	948	35%
Operating expenses	4,455	4,969	(514)	(10)%
Operating loss	(777)	(2,239)	1,462	65%
Non-operating (income) expense	(9)	(28)	19	68%
Loss before income taxes	(768)	(2,211)	1,443	65%
Income taxes	20	26	(6)	(23)%
Net loss attributable to common stockholders	$ (748)	$ (2,185)	$ 1,437	66%

We recognized overall revenue from operations of approximately $10.5 million and $13.8 million, an overall decrease of approximately $3.3 million, for the three months ended September 30, 2026, when compared to the three months ended September 30, 2025. The decrease in revenue was primarily attributable to the decrease of approximately $3.4 million from Healthcare Operations.

Gross margin increased from approximately 20% for the three months ended September 30, 2025, to approximately 35% for the three months ended September 30, 2026. The increase in gross margin during the third quarter of 2026 compared to the same period in 2025 was attributable to the increase in volume of pharmacy contract revenue in the Healthcare Operations segment. Gross margin for Healthcare Operations increased for the third quarter of 2026 to approximately 41% from 18% when compared to the same period in 2025 and was attributable to new contracted medication fulfillment services, the increase in volume of 340B contract pharmacy services, and the improved drug costing as a result of the Medicare Maximum Fair Price program which began in January 2026. Gross profit margin for e-Commerce Operations remained consistent for the third quarter of 2026 at approximately 24% when compared to the same period in 2025.

Operating loss decreased by approximately $1.5 million for the three months ended September 30, 2026, when compared to the three months ended September 30, 2025, as a result of the increase in gross profit of approximately $0.9 million and the decrease in operating expenses of approximately $0.5 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,					
	2026		2025			
	Dollars	% of Revenue	Dollars	% of Revenue	$ Change	% Change
e-Commerce revenue	$ 3,820	36%	$ 3,702	27%	$ 118	3%
Pharmacy prescription revenue, net	4,317	41%	9,459	69%	(5,142)	(54)%
Pharmacy contract revenue	2,362	23%	591	4%	1,771	300%
Revenues, net	$ 10,499	100%	$ 13,752	100%	$ (3,253)	(24)%

Our net revenues consist of e-Commerce sales of satellite phones, tracking devices, accessories and airtime plans; pharmacy prescription revenues; and pharmacy contract revenues. For the three months ended September 30, 2026, overall revenues were approximately $10.5 million compared to $13.8 million for the three months ended September 30, 2025, a decrease of approximately $3.3 million or 23.7%.

e-Commerce revenue slightly increased to approximately $3.8 million for the three months ended September 30, 2026 compared to $3.7 million for the three months ended September 30, 2025.

Pharmacy prescription revenue, net was approximately $4.3 million and $9.5 million for the three months ended September 30, 2026 and 2025, respectively, a decrease of approximately $5.1 million. The decrease was primarily driven by lower reimbursement rates of approximately $3.6 million and a reduction in prescription volume of approximately $1.5 million, reflecting the changes in payer reimbursement rates and overall payer mix. Gross margin was approximately 11% for the third quarter of 2026, compared to approximately 13% in the prior year period.

Pharmacy contract revenue was approximately $2.4 million and $0.6 million for the three months ended September 30, 2026 and 2025, respectively, an increase of approximately $1.8 million. The increase was attributable to the increase in 340B contract revenue of approximately $1.6 million and the increase in medication fulfillment contract services (secured late in 2025) of approximately $0.2 million. The increase in 340B contract revenue was driven by an increase in our existing 340B contracts of approximately $1.0 million and an increase in new 340B contract revenue of approximately $0.6 million.

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,			
	2026	2025	$ Change	% Change
Selling, general and administrative	$ 2,032	$ 1,899	$ 133	7%
Salaries, wages and payroll taxes	2,347	2,665	(318)	(12)%
Depreciation and amortization	51	130	(79)	(61)%
Intangible asset amortization	25	25	—	—%
Loss on settlement of litigation	—	250	(250)	(100)%
Operating expenses	$ 4,455	$ 4,969	$ (514)	(10)%

Significant changes in operating expenses were as follows:

• Selling, general and administrative increased approximately $0.1 million for the three months ended September 30, 2026, when compared to the prior year period, primarily as a result of an increase in professional fees of approximately $0.1 million, which consist of accounting fees, legal fees, and public company expenses.

• Salaries, wages and payroll taxes were approximately $2.4 million and $2.7 million for the three months ended September 30, 2026 and 2025, respectively, a decrease of approximately $0.3 million or 11.9%. The decrease was attributable to a decrease in stock-based compensation of approximately $0.1 million and a decrease in total headcount expenses of approximately $0.2 million. The reduction in headcount was primarily driven by operational efficiencies and strategic workforce realignment within our healthcare operations.

• Depreciation and amortization decreased approximately $0.1 million for the three months ended September 30, 2026, when compared to the prior year period, primarily as a result of certain assets reaching the end of their useful lives.

• There was no loss on settlement of litigation for the three months ended September 30, 2026 compared to approximately $0.3 million in the prior year period.

Non-operating Income

Non-operating income was approximately $9.0 thousand for the three months ended September 30, 2026, compared to approximately $28.0 thousand for the three months ended September 30, 2025. The change was primarily due to a decrease in interest earned of approximately $51.0 thousand due to the decrease in cash on hand, a loss on sale or disposal of property and equipment recognized in the prior year of approximately $36.0 thousand, and a change in foreign currency rates of approximately $6.0 thousand.

Net Loss

We recorded net losses of approximately $0.8 million and $2.2 million for the three months ended September 30, 2026 and 2025, 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, 2026 compared to the nine months ended September 30, 2025 (in thousands):

	Nine Months Ended September 30,			
	2026	2025	$ Change	% Change
Revenues, net	$ 32,235	$ 40,918	$ (8,683)	(21)%
Cost of revenue	20,451	32,441	(11,990)	(37)%
Gross profit	11,784	8,477	3,307	39%
Operating expenses	13,791	14,629	(838)	(6)%
Operating loss	(2,007)	(6,152)	4,145	67%
Non-operating (income) expense	(11)	(250)	239	96%
Loss before income taxes	(1,996)	(5,902)	3,906	66%
Income taxes	(28)	(14)	(14)	(100)%
Net loss	(2,024)	(5,916)	3,892	66%
Net loss attributable to non-controlling interest	14	—	14	—%
Net loss attributable to common stockholders	$ (2,010)	$ (5,916)	$ 3,906	66%

We recognized overall revenue from operations of approximately $32.2 million and $40.9 million, an overall decrease of approximately $8.7 million, for the nine months ended September 30, 2026, when compared to the nine months ended September 30, 2025. The decrease in revenue was attributable to the decrease of approximately $9.0 million from Healthcare Operations, which was partially offset by an increase of approximately $0.3 million from e-Commerce Operations.

Gross margin increased from approximately 21% for the nine months ended September 30, 2025, to approximately 37% for the nine months ended September 30, 2026. The increase in gross margin during the nine months ended September 30, 2026 compared to the same period in 2025 was attributable to the increase in volume of pharmacy contract revenue in the Healthcare Operations segment. Gross margin for Healthcare Operations increased for the nine months ended September 30, 2026 to approximately 42% from 19% when compared to the same period in 2025 and was attributable to new contracted medication fulfillment services, the increase in volume of 340B contract pharmacy services, as well as the improved drug costing as a result of the Medicare Maximum Fair Price program which began in January 2026. Gross profit margin for e-Commerce Operations remained consistent for the nine months ended September 30, 2026 at approximately 25% when compared to the same period in 2025.

Operating loss decreased by approximately $4.1 million for the nine months ended September 30, 2026, when compared to the nine months ended September 30, 2025, as a result of the decrease in operating expenses of approximately $0.8 million, and the increase in gross profit of approximately $3.3 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,					
	2026		2025			
	Dollars	% of Revenue	Dollars	% of Revenue	$ Change	% Change
e-Commerce revenue	$ 11,097	34%	$ 10,828	27%	$ 269	2%
Pharmacy prescription and other revenue, net of PBM fees	14,665	46%	27,123	66%	(12,458)	(46)%
Pharmacy contract revenue	6,473	20%	2,967	7%	3,506	118%
Revenues, net	$ 32,235	100%	$ 40,918	100%	$ (8,683)	(21)%

Our net revenues consist of e-Commerce sales of satellite phones, tracking devices, accessories and airtime plans; pharmacy prescription revenues; and pharmacy contract revenues. For the nine months ended September 30, 2026, overall revenues were approximately $32.2 million compared to $40.9 million for the nine months ended September 30, 2025, a decrease of approximately $8.7 million or 21.2%.

e-Commerce revenue was approximately $11.1 million and $10.8 million for the nine months ended September 30, 2026 and 2025, respectively, an increase of approximately $0.3 million primarily due to the increase in airtime sales.

Pharmacy prescription revenue, net was approximately $14.7 million and $27.1 million for the nine months ended September 30, 2026 and 2025, respectively, a decrease of approximately $12.5 million. The decrease was primarily driven by lower reimbursement rates of approximately $8.1 million and a reduction in prescription volume of approximately $4.3 million, reflecting the changes in payer reimbursement rates and overall payer mix. Despite the decline in revenue and prescription count, gross margin significantly improved to approximately 18% from approximately 11% in the prior year period. This improvement was driven by higher gross profit per prescription reflecting a shift in dispensing mix and continued margin discipline. Additionally, beginning in the first quarter of 2026, the implementation of the Medicare Maximum Fair Price program impacted reimbursement on certain Medicare prescriptions. As a result, certain prescriptions that were previously dispensed at lower margins in the prior year period generated improved margins under the updated reimbursement framework, contributing to the increase in overall gross profit.

Pharmacy contract revenue was approximately $6.5 million and $3.0 million for the nine months ended September 30, 2026 and 2025, respectively, an increase of approximately $3.5 million. The increase was attributable to the increase in 340B contract revenue of approximately $2.0 million and the increase in medication fulfillment contract services (secured late in 2025) of approximately $1.5 million. The increase in 340B contract revenue was driven by an increase in our existing 340B contracts of approximately $1.5 million and an increase in new 340B contract revenue of approximately $0.5 million.

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,			
	2026	2025	$ Change	% Change
Selling, general and administrative	$ 6,483	$ 5,924	$ 559	9%
Salaries, wages and payroll taxes	7,062	7,929	(867)	(11)%
Depreciation and amortization	170	450	(280)	(62)%
Intangible asset amortization	76	76	—	—%
Loss on settlement of litigation	—	250	(250)	(100)%
Operating expenses	$ 13,791	$ 14,629	$ (838)	(6)%

Significant changes in operating expenses were as follows:

• Selling, general and administrative increased approximately $0.6 million for the nine months ended September 30, 2026, when compared to the prior year, primarily as a result of an increase in professional fees of approximately $0.8 million, which consist of accounting fees, legal fees, and public company expenses (including $0.4 million of expense related to liquidated damages obligations pursuant to the Registration Rights Agreement dated December 8, 2022), partially offset by a decrease in insurance expense of approximately $0.2 million.

• Salaries, wages and payroll taxes were approximately $7.1 million and $7.9 million for the nine months ended September 30, 2026 and 2025, respectively, a decrease of approximately $0.9 million or 10.9%. The decrease was attributable to a decrease in executive compensation of approximately $0.3 million and a decrease in total headcount expenses of approximately $0.9 million, partially offset by an increase in stock-based compensation of approximately $0.2 million. The reduction in headcount was primarily driven by operational efficiencies and strategic workforce realignment within our healthcare operations.

• Depreciation and amortization decreased approximately $0.3 million for the nine months ended September 30, 2026, when compared to the prior year, primarily as a result of certain assets reaching the end of their useful lives.

• There was no loss on settlement of litigation for the nine months ended September 30, 2026 compared to approximately $0.3 million in the prior year.

Non-operating Income

Non-operating income was approximately $11.0 thousand for the nine months ended September 30, 2026, compared to approximately $0.3 million for the nine months ended September 30, 2025. The change was primarily due to a decrease in interest earned of approximately $0.2 million due to the decrease in cash on hand, a loss on sale or disposal of property and equipment recognized in the prior year of approximately $0.2 million, and a loss on the change in foreign currency rates of approximately $0.3 million.

Net Loss

We recorded net losses of approximately $2.0 million and $5.9 million for the nine months ended September 30, 2026 and 2025, 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, 2026, we had a cash balance of approximately $11.2 million. Our working capital was approximately $13.5 million at September 30, 2026. Our principal uses of cash include (i) purchases of pharmaceutical inventory and e-Commerce product inventory, (ii) operating expenses, including payroll, professional services, and public company expenses, (iii) technology development and platform investments, and (iv) potential acquisitions and strategic investments. 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 renegotiating 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 described under “Recent Developments,” on October 30, 2026, PharmcoRx was placed on an adjudication suspension for all claims adjudicated to Oscar plans at its Hallandale Beach, Florida location. While the suspension continues, we will not earn dispensing fees on prescriptions for Oscar members, which we expect to reduce revenue by approximately $0.3 million per month beginning in the fourth quarter of 2026.

At-the-Market Offering Program

On May 13, 2026, we entered into a Sales Agreement (the “Sales Agreement”) with H.C. Wainwright & Co., LLC, pursuant to which we may offer and sell shares of our common stock, from time to time, having an aggregate offering price of up to approximately $3.8 million, through or to the sales agent(s) acting as our agent or principal (the “ATM Program”).

Sales of shares of our common stock under the ATM Program, if any, will be made by any method permitted by law deemed to be an “at-the-market offering” as defined in Rule 415(a)(4) under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Capital Market or any other existing trading market for our common stock.

We intend to use the net proceeds from any sales under the ATM Program for general corporate purposes, which may include working capital, capital expenditures, repayment of indebtedness, and potential acquisitions or strategic investments. We are not obligated to make any sales under the ATM Program and may suspend or terminate the offering at any time.

We will pay the sales agent(s) a commission of up to 3.0% of the gross proceeds from any shares sold under the Sales Agreement.

As of the date of filing this Quarterly Report on Form 10-Q, the Company has sold 16,610 shares under the ATM Program at an average price of $8.74 for total gross proceeds of approximately $0.1 million.

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

Going Concern and Management's Plans

As described in Note 4 to the Condensed Consolidated Financial Statements, the Company has incurred recurring operating losses and historically generated negative operating cash flows, and these conditions raised substantial doubt about the Company's ability to continue as a going concern for the twelve months following the issuance of these financial statements. Management has evaluated its plans to mitigate these conditions, which include expanding the Company's long-term care pharmacy operations, increasing 340B contract pharmacy revenue, developing additional institutional medication fulfillment contracts, implementing identified operational efficiencies, and utilizing the ATM Program. Management also considered the adjudication suspension imposed on October 30, 2026 on PharmcoRx's Hallandale Beach, Florida location for claims adjudicated to Oscar Health plans. For the nine months ended September 30, 2026, revenue from these claims was approximately $2.3 million, or 7% of consolidated revenue (see Item 1 of Part I, "Notes to Condensed Consolidated Financial Statements – Note 13. Commitments and Contingencies, and Note 17. Subsequent Events"). For the nine months ended September 30, 2026, as compared to the prior year, operating loss decreased to approximately $2.0 million from $6.2 million, and cash used in operating activities decreased to approximately $2.1 million from $5.8 million. As of September 30, 2026, the Company had cash of approximately $11.2 million and $3.8 million of remaining availability under the ATM Program. As of the date of filing this Quarterly Report on Form 10-Q, the Company has sold 16,610 shares under the ATM Program at an average price of $8.74 for total gross proceeds of approximately $0.1 million. Based on these results, management's projections of operating results and cash flows for the twelve months following issuance, and the Company's liquidity position, management has concluded that its plans, which are probable of being effectively implemented and probable of mitigating the relevant conditions, alleviate the substantial doubt about the Company's ability to continue as a going concern.

As of the date of filing this Quarterly Report on Form 10-Q, 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.

Our long-term cash requirements (beyond the next 12 months from filing this Quarterly Report on Form 10-Q) include lease obligations, note payable obligations, and potential capital investments in technology development and strategic acquisitions. We anticipate funding these long-term requirements through cash generated from operations, available cash on hand, and, if necessary, proceeds from future equity or debt financings. We do not have any material commitments for capital expenditures as of September 30, 2026.

Pharmacy Acquisition

On July 14, 2026, we entered into a Membership Interest Purchase Agreement (the "Agreement") with Ron G. Scott (the "Seller") to acquire 100% of the membership interests in Scott's Pharmacy, LLC, a community pharmacy in Molino, Florida ("Scott's Pharmacy"). On October 1, 2026, we completed the transaction for approximately $1.5 million in cash. For additional information, see Item 1 of Part I, "Notes to Condensed Consolidated Financial Statements – Note 17. Subsequent Events."

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

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

	For the Nine Months Ended September 30,	
	2026	2025
Net change in cash from:		
Operating activities	$ (2,065)	$ (5,828)
Investing activities	(76)	200
Financing activities	(360)	(358)
Effect of exchange rate on cash	12	(48)
Change in cash	(2,489)	(6,034)
Cash at end of period	$ 11,220	$ 13,926

Cash Flow from Operating Activities

Net cash used in operating activities totaled approximately $2.1 million and $5.8 million for the nine months ended September 30, 2026 and 2025, respectively, and changed by approximately $3.8 million period-over-period. The favorable change of approximately $3.8 million was primarily attributable to the following:

- a decrease in cash received from e-Commerce Operations of approximately $1.8 million due to the year-over-year timing of collections of outstanding receivables;
- a decrease in cash received from Healthcare Operations of approximately $6.9 million due to the year-over-year revenue decrease and the timing of collections of outstanding receivables;
- a decrease in cash paid for inventory purchases and other costs of revenue of approximately $13.1 million;
- a decrease in cash paid for salaries and related expenses of approximately $1.3 million due to the decrease in executive compensation and decreased headcount; and
- an increase in cash paid for other recurring operating expenses of approximately $1.2 million due to the timing of payables.

Cash Flow from Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2026 was approximately $0.1 million for the purchase of property and equipment. Net cash provided by investing activities for the nine months ended September 30, 2025 was approximately $0.2 million, primarily attributable to the sales of vehicles for our Healthcare Operations delivery fleet.

Cash Flow from Financing Activities

Net cash used in financing activities was approximately $0.4 million for the nine months ended September 30, 2026 and was attributable to the repayment of notes payable. Net cash used in financing activities was approximately $0.4 million for the nine months ended September 30, 2025 and was attributable to the repayment of notes payable and repurchases of common shares.

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 into any derivative contracts that are indexed to our shares and classified as stockholders' 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

(a) 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, 2026, 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

As previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, management identified material weaknesses related to (i) the accounting estimate of a PBM performance bonus receivable and (ii) the accounting for the valuation of the modification of certain PIPE warrants. The material weaknesses related to the PBM performance bonus receivable and PIPE warrant modification remained unremediated as of September 30, 2026.

Remediation Plans

Management is committed to improving its internal control over financial reporting and remediating the material weaknesses described above as quickly as possible. Management has outlined a remediation plan to ensure that the control deficiencies are remediated. Management will continue to evaluate the design and operating effectiveness of the controls. The material weaknesses will not be considered remediated until the controls have operated effectively for a sufficient period of time and management has completed testing to conclude that the controls are effective.

Accounting Estimate of PBM Performance Bonus Receivable

To address the material weakness related to the estimation of performance-based bonus receivables, management implemented the following actions as of September 30, 2026: (i) established a standardized quarterly process for estimating performance-based bonus receivables, including documented estimates retrieved timely from third-party adherence data and performance metrics and (ii) designed and implemented documented review controls performed by senior management to evaluate the reasonableness of the estimate. These controls operated during each of the first, second and third quarters of 2026. Management has substantially completed testing of the design and operating effectiveness of these controls. Management expects to conclude on the remediation of this material weakness as of December 31, 2026, subject to the controls continuing to operate effectively for a sufficient period of time and the completion of management's testing.

PIPE Warrant Modification

To address the material weakness related to the accounting for the valuation of the modification of certain PIPE warrants, specifically the extension of expiration dates, management has initiated the following actions: (i) establishing controls to ensure timely identification of modifications to outstanding warrants, including enhanced coordination and communication protocols between finance, legal, and executive management when contractual terms are amended; (ii) implementing valuation controls requiring the preparation of detailed valuation analyses for modified warrants; (iii) engaging qualified third-party valuation specialists to assist in the valuation of warrant modifications and to support management's accounting conclusions for complex or non-routine transactions; and (iv) designing and implementing documented review controls performed by individuals with appropriate technical expertise to evaluate classification conclusions, valuation methodologies and assumptions, and the completeness and accuracy of financial statement impacts.

(b) 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.

(c) Changes in internal controls over financial reporting. Other than ongoing remediation activities related to the material weaknesses described above, there were no changes in our internal control over financial reporting during our fiscal quarter ended September 30, 2026, 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 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 Executive Chairman 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. 2024-1097-MTZ.

The Company believes the claims asserted in the action are without merit and intends to continue to vigorously defend against the lawsuit. The Company filed a motion to dismiss the complaint, which was denied by the court on December 3, 2025. Although the parties have engaged in discussions regarding a potential resolution of the matter, no agreement has been reached and there can be no assurance that the matter will be resolved on acceptable terms or at all. Oral argument on plaintiff's motion for class certification is scheduled for January 7, 2027. The parties have agreed to mediate the dispute. Based on currently available information and after consultation with legal counsel, management determined that a loss associated with this matter is probable and reasonably estimable in accordance with applicable accounting guidance. Accordingly, as of September 30, 2026, the Company has maintained an accrual of approximately $1.75 million, which represents management's current estimate of loss exposure and corresponds to the Company's applicable insurance retention under its directors' and officers' liability insurance coverage. The ultimate outcome of the matter remains uncertain, and the actual loss could differ materially from the amount accrued. Any such difference could have a material effect on the Company's consolidated financial condition, results of operations, or cash flows in the period in which the matter is resolved.

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 matter 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.

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, 2025, filed with the SEC on March 31, 2026, 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. 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, 2025 other than as included below.

The suspension by Oscar Health of claims adjudication for our PharmcoRx subsidiary could adversely affect our revenue, results of operations and reputation, and could result in disputes or litigation whose outcome we cannot predict.

On October 30, 2026, PharmcoRx, our Florida pharmacy subsidiary, received written notice from CVS Caremark ("Caremark"), a pharmacy benefit manager, that Oscar Health ("Oscar") had directed Caremark to place PharmcoRx on an adjudication suspension, effective immediately. The suspension covers all claims adjudicated to Oscar plans and will remain in effect until Oscar's investigation is resolved or until further notice. The notice states that Oscar's request was based on an allegation it described as indicative of fraud, waste or abuse, but it does not identify any specific claim or conduct by PharmcoRx. As of the date of this report, Oscar has not requested records from PharmcoRx or contacted PharmcoRx about the matter. The suspension applies only to claims adjudicated to Oscar plans at PharmcoRx's Hallandale Beach, Florida location, and does not affect PharmcoRx's other pharmacy locations. Caremark stated that it does not otherwise affect PharmcoRx's participation in the Caremark network. Based on the information currently available to us, we believe the suspension relates to separate litigation brought by Oscar concerning alleged fraudulent activity involving certain 340B entities. PharmcoRx is not a party to that litigation.

Substantially all of PharmcoRx's Oscar claims are dispensed as a contract pharmacy for 340B covered entities. For these claims, PharmcoRx earns a dispensing fee and remits the remaining reimbursement to the covered entity.

On November 4, 2026, counsel for PharmcoRx sent Oscar a letter asking Oscar to lift the suspension or, alternatively, to:

- disclose the specific basis for the suspension;
- provide a process and timeline for PharmcoRx to demonstrate its compliance; and
- confirm the payment status of PharmcoRx's pre-suspension Oscar claims.

PharmcoRx believes its Oscar claims were properly submitted. It offered to provide documentation about its dispensing to Oscar members and reserved its rights to pursue legal and regulatory remedies. Oscar did not respond by the requested date. As of the date of this report, PharmcoRx is evaluating its options, which may include a collaborative review with Oscar or legal action, including a request for injunctive relief.

While the suspension continues, PharmcoRx cannot earn dispensing fees on prescriptions for Oscar members. Oscar members may fill their prescriptions elsewhere, and some may not return even if the suspension is lifted. Covered entities whose patients are affected could also move their contract pharmacy arrangements to other pharmacies. Our contract pharmacy agreements can generally be terminated on 90 days' notice. We cannot assure you that PharmcoRx's pre-suspension Oscar claims will be paid in full, or at all, or that Oscar or Caremark will not seek recoupment or other remedies. Our contract pharmacy agreements make the covered entities responsible for recoupments, less our dispensing fees. However, we could be required to fund recouped amounts before we recover them, and we bear the risk that a covered entity does not pay. We are aware that Oscar has communicated with certain patients about the suspension. Communications of this kind, together with the suspension itself, could damage PharmcoRx's relationships and reputation with patients, prescribers and covered entities.

In addition, other payors, pharmacy benefit managers, covered entities or regulators may review PharmcoRx's practices or take similar actions, whether because of the suspension, Oscar's investigation or otherwise. Any such review or action could have a greater adverse effect on our business.

PharmcoRx intends to cooperate with Oscar and to continue working to minimize any disruption to patient care. However, it may have to pursue litigation or regulatory remedies to resolve the matter, and Oscar's investigation could lead to claims or proceedings against PharmcoRx. Any dispute or proceeding could be costly and time-consuming and could divert management's attention, and its outcome is uncertain. We cannot predict the duration or outcome of the suspension, Oscar's investigation or any related proceedings, or their effect on our results of operations. If the suspension continues for an extended period, or is expanded or made permanent, our business, financial condition, results of operations and liquidity could be materially and adversely affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES, USE OF PROCEEDS, AND ISSUER PURCHASES OF EQUITY SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Amendment to Phipps Employment Agreement

On November 9, 2026, the Company and David Phipps, the Company's Chief Executive Officer, entered into Amendment No. 2 (the "Amendment") to the Employment Agreement between the Company and Mr. Phipps originally made effective as of August 11, 2024, as previously amended by Amendment No. 1 made effective September 24, 2025 (as amended, the "Agreement"). Pursuant to the Amendment, Section 4(a) of the Agreement was revised to increase Mr. Phipps's base salary by $25,000, such that, effective as of November 9, 2026, his base salary is $475,000 per year. The Amendment further provides that the Company will continue to review Mr. Phipps's base salary on an annual basis during the term of the Agreement and may increase, but not decrease, such salary. All other terms of the Agreement remain unchanged. The salary increase reflected in the Amendment was recommended by the Compensation Committee of the Company's Board of Directors on October 14, 2026 and approved by the Board of Directors by unanimous written consent.

A copy of Amendment No. 2 to the Employment Agreement is filed as Exhibit 10.2 to this Quarterly Report on Form 10-Q and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to such exhibit.

Amendment to Ferrio Employment Agreement

On November 9, 2026, the Company and Amanda Ferrio, the Company's Chief Financial Officer, entered into Amendment No. 1 to the Employment Agreement originally made effective as of January 9, 2026 (the "Agreement"). Pursuant to the Amendment, Section 4(a) of the Agreement was revised to increase Ms. Ferrio's base salary by $15,000, such that, effective as of November 9, 2026, her base salary is $240,000 per year, payable in bi-weekly installments in accordance with the Company's normal payroll practices, subject to applicable withholding. The Amendment provides that the Company will continue to review Ms. Ferrio's base salary on an annual basis during the term of the Agreement and may increase, but not decrease, such salary. The salary increase reflected in the Amendment was recommended by the Compensation Committee of the Company's Board of Directors on October 14, 2026 and approved by the Board of Directors by unanimous written consent.

A copy of Amendment No. 1 to the Employment Agreement is filed as Exhibit 10.3 to this Quarterly Report on Form 10-Q and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to such exhibit.

Rule 10b5-1 Trading Arrangement

During the three months ended September 30, 2026, 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	Membership Interest Purchase Agreement, dated as of July 14, 2026 by and between Ron G. Scott and Progressive Care LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 16, 2026).
10.2	Amendment No. 2 to Employment Agreement by and between NextPlat Corp and David Phipps dated as of November 9, 2026.
10.3	Amendment No. 1 to Employment Agreement by and between NextPlat Corp and Amanda Ferrio dated as of November 9, 2026.
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, 2026, formatted in Inline XBRL: (i) Condensed Consolidated Statements of Comprehensive Loss, (ii) Condensed Consolidated Balance Sheets, (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).

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 16, 2026

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)

Exhibit 10.2

AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT

This AMENDMENT NO. 2 (this "Amendment") to that certain Employment Agreement made effective as of August 11, 2024 (the "Agreement") by and between NEXTPLAT CORP, a Nevada corporation (the "Corporation"), and DAVID PHIPPS, an individual (the "Employee,") (the Corporation and the Employee are from time to time referred to individually as a "Party" and collectively as the "Parties") is made effective as of November 9, 2026 (the "Effective Date") as follows:

RECITALS:

WHEREAS, the Parties are parties to the Agreement; and

WHEREAS, on October 14, 2026, the Compensation Committee of the Corporation's Board of Directors (the "Compensation Committee") recommended, and the Corporation's Board of Directors (the "Board") approved by unanimous written consent, an increase to the Employee's Annual Base Salary; and

WHEREAS, the Parties desire to amend the Agreement to reflect such increase, with all other terms of the Agreement remaining unchanged.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Agreement is amended as follows:

1. Base Salary. Section 4(a) of the Agreement, as previously amended by Section 2 of that certain Amendment No. 1 made effective as of September 24, 2025 (the "First Amendment"), is further amended by increasing the Annual Base Salary by Twenty-Five Thousand U.S. dollars (US$25,000.00), such that effective as of the Effective Date, the Employee's Annual Base Salary shall be Four Hundred Seventy-Five Thousand Dollars and No Cents (US$475,000.00), less such deductions as shall be required to be withheld by applicable law and regulations and monthly advances against the salary. The Corporation shall continue to review the Annual Base Salary on an annual basis and may increase (but not decrease) such salary during the Term.

2. No Other Changes. Except as expressly amended by this Amendment, all terms, conditions and provisions of the Agreement remain unmodified and in full force and effect. This Amendment shall be deemed a part of and incorporated into the Agreement. In the event of any conflict between the terms of this Amendment and the Agreement, the terms of this Amendment shall control.

3. Miscellaneous. Capitalized terms used but not defined in this Amendment have the meanings given in the Agreement. This Amendment may be executed in counterparts (including by electronic signature and PDF), each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Amendment shall be governed by and construed in accordance with the internal laws of the State of Florida, without regard to conflicts of laws principles, and subject to the venue and jurisdiction provisions of the Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the Parties have executed this Amendment as of the Amendment Effective Date.

CORPORATION:
NEXTPLAT CORP

By: */s/ Rodney Barreto*
Name: Rodney Barreto
Title: Chairman, Board of Directors

EMPLOYEE:

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

Exhibit 10.3

AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT

This AMENDMENT NO. 1 (this "Amendment") to that certain Employment Agreement made effective as of January 9, 2026 (the "Agreement") by and between NEXTPLAT CORP, a Nevada corporation (the "Corporation"), and AMANDA FERRIO, an individual (the "Employee,") (the Corporation and the Employee are from time to time referred to individually as a "Party" and collectively as the "Parties") is made effective as of November 9, 2026 (the "Effective Date") as follows:

RECITALS:

WHEREAS, the Parties are parties to the Agreement; and

WHEREAS, on October 14, 2026, the Compensation Committee of the Corporation's Board of Directors (the "Compensation Committee") recommended, and the Corporation's Board of Directors (the "Board") approved by unanimous written consent, an increase to the Employee's Base Salary; and

WHEREAS, the Parties desire to amend the Agreement to reflect such increase, with all other terms of the Agreement remaining unchanged.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Agreement is amended as follows:

1. Base Salary. Section 4(a) of the Agreement is amended by increasing the Base Salary by Fifteen Thousand U.S. Dollars (US$15,000.00), such that effective as of the Effective Date, the Employee's Base Salary is Two Hundred Forty Thousand U.S. dollars (US$240,000.00), payable in bi-weekly installments in accordance with the Corporation's normal payroll practices, less such deductions as shall be required to be withheld by applicable laws and regulations. The Corporation shall continue to review the Base Salary on an annual basis and may increase (but not decrease) such salary during the Term.

2. No Other Changes. Except as expressly amended by this Amendment, all terms, conditions and provisions of the Agreement remain unmodified and in full force and effect. This Amendment shall be deemed a part of and incorporated into the Agreement. In the event of any conflict between the terms of this Amendment and the Agreement, the terms of this Amendment shall control.

3. Miscellaneous. Capitalized terms used but not defined in this Amendment have the meanings given in the Agreement. This Amendment may be executed in counterparts (including by electronic signature and PDF), each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Amendment shall be governed by and construed in accordance with the internal laws of the State of Florida, without regard to conflicts of laws principles, and subject to the dispute resolution, arbitration, venue and jurisdiction provisions of the Agreement.

[Signature page follows]

IN WITNESS WHEREOF, the Parties have executed this Amendment as of the Amendment Effective Date.

CORPORATION:
NEXTPLAT CORP

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

EMPLOYEE:

By: */s/ Amanda Ferrio*
Name: Amanda Ferrio
Title: Chief Financial Officer

Exhibit 31.1

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, 2026;

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 16, 2026

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

Exhibit 31.2

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, 2026;

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 16, 2026

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

Exhibit 32.1

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, 2026 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 of operations of the Company.

Date: November 16, 2026

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

Date: November 16, 2026

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.