30-pallet EO sterilization system currently in production.

Q1 QUARTERLY REPORT

For the thirteen weeks ended May 24, 2024

ENVIRONMENTAL TECTONICS CORPORATION

Quarterly Report
For the thirteen weeks ended May 24, 2024

County Line Industrial Park
125 James Way
Southampton, Pennsylvania 18966
(Address of Issuer's Principal Executive Office)

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Website: www.etcusa.com

Investor Relations Contact:

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Item numbers above refer to the OTC Pink Basic Disclosure Guidelines created by the OTC Markets Group. The OTC Pink Basic Disclosure Guidelines are available on the Internet at http://www.otcmarkets.com/marketplaces/otc-pink.

When used in this Quarterly Report, except where the context otherwise requires, the terms "we", "us", "our", "ETC", and the "Company" refer to Environmental Tectonics Corporation and its subsidiaries.

Item 2. Security Information

Trading symbol:	ETCC	
CUSIP:	294092	
Title of class of securities outstanding:	Common Stock	Preferred Stock, Series E
Par value:	$0.05	$0.05 (Stated value of $1,000)
Total shares authorized:	50,000,000 as of May 24, 2024	25,000 as of May 24, 2024
Total shares outstanding:	9,443,785 as of May 24, 2024	12,127 as of May 24, 2024

Transfer Agent:

Equiniti Trust Company, LLC ("EQ") *
55 Challenger Road, Floor 2
Ridgefield Park, NJ 07660
Telephone: (800) 468-9716
Website: www.equiniti.com

* registered under the Exchange Act

List any restrictions on the transfer of security: N/A

Describe any trading suspension: N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past twelve months:

We have never paid any cash dividends on our Common Stock and do not anticipate that any cash dividends will be declared or paid on our Common Stock in the foreseeable future.

Dividends on the Company's Preferred Stock, as declared, are accrued according to the terms of the Preferred Stock and when paid, are paid in cash. The Preferred Stock is currently entitled to receive cumulative dividends at the rate of four percent (4%) per year in preference to the holders of the Company's Common Stock with respect to dividends. Series E Preferred Stock dividends accrued as of May 24, 2024, which totaled $5,461 thousand, remained unpaid as of July 18, 2024, the date of issuance of the accompanying interim consolidated financial statements.

Item 3. Issuance History

A. The nature of each offering of Common Stock in the last two fiscal years: N/A

B. Any jurisdictions where the offering was registered or qualified: N/A

C. The number of shares offered: N/A

D. The number of shares sold: N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer: N/A

F. The trading status of the shares: N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act: N/A

Item 4. Financial Statements

Environmental Tectonics Corporation
Consolidated Statements of Operations and Comprehensive Loss
(unaudited)

(in thousands, except per share information)	Thirteen weeks ended May 24, 2024		Thirteen weeks ended May 26, 2023	
Net sales	$	13,492	$	7,667
Cost of goods sold		8,965		5,833
Gross Profit		4,527		1,834
Operating expenses		2,975		2,609
Operating income (loss)		1,552		(775)
Other expenses:				
Interest expense, net		116		198
Other expense, net		55		50
Other expense total		171		248
Income (loss) before income taxes		1,381		(1,023)
Income tax provision		20		40
Net income (loss)		1,361		(1,063)
Foreign Currency translation adjustment		(199)		(7)
Comprehensive income (loss)	$	1,162	$	(1,070)
Preferred Stock Dividends		(121)		(121)
Income (loss) attributable to common and participating shareholders	**$**	**1,240**	**$**	**(1,184)**
Per share information:				
Basic earnings (loss) per common and participating share:				
Distributed earnings per share:				
Common	$	-	$	-
Preferred	$	0.02	$	0.02
Undistributed earnings (loss) per share:				
Common	$	0.08	$	(0.08)
Preferred	$	0.08	$	(0.08)
Earnings (loss) per diluted share	**$**	**0.08**	**$**	**(0.08)**
Basic weighted average common and participating shares:				
Common weighted average number of shares		9,444		9,444
Participating preferred shares		6,125		6,125
Total basic weighted average common and participating shares		15,569		15,569
Diluted weighted average shares:				
Basic weighted average common and participating shares		15,569		15,569
Dilutive effect of stock options		493		-
Total diluted weighted average shares		16,062		15,569

The accompanying notes are an integral part of the consolidated financial statements.

Environmental Tectonics Corporation
Consolidated Balance Sheets

(in thousands, except share information)	May 24, 2024 (unaudited)	February 23, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 22	$ 37
Restricted cash	7,873	8,407
Accounts receivable, net	2,067	7,365
Contract assets	16,336	12,278
Inventories, net	2,240	1,876
Prepaid expenses and other current assets	4,170	6,994
Total current assets	32,708	36,957
Property, plant, and equipment, at cost, net	4,059	4,138
Right-of-use asset	2,705	2,822
Capitalized software development costs, net	20	24
Total assets	**$ 39,492**	**$ 43,941**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt obligations, net of debt issuance costs	$ 756	$ 712
Accounts payable, trade	3,449	4,711
Contract liabilities	11,748	12,997
Accrued taxes	217	268
Accrued interest and dividends	5,526	5,340
Current portion of lease obligations	839	815
Other accrued liabilities, current	3,489	3,373
Total current liabilities	26,022	28,216
Long-term debt obligations, net of debt issuance costs, less current portion:		
Credit facility payable to bank, net of debt issuance costs	8,902	12,078
Total long-term debt obligations, net of debt issuance costs, less current portion	8,902	12,078
Lease obligations, non-current	1,866	2,007
Other accrued liabilities, non-current	724	704
Total liabilities	37,515	43,005
Shareholders' equity:		
Cumulative convertible participating Preferred Stock, Series E, $0.05 par value, 25,000 shares authorized; 12,127 shares outstanding as of February 23, 2024 and February 24, 2023	12,127	12,127
Common Stock, $0.05 par value, 50,000,000 shares authorized; 9,443,785 shares issued and outstanding as of February 23, 2024 and February 24, 2023	472	472
Additional paid-in capital	5,807	5,927
Accumulated deficit	(15,618)	(16,979)
Accumulated other comprehensive loss	(810)	(611)
Total shareholders' equity	1,977	936
Total liabilities and shareholders' equity	**$ 39,492**	**$ 43,941**

The accompanying notes are an integral part of the consolidated financial statements.

Environmental Tectonics Corporation
Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	Thirteen weeks ended May 24, 2024	Thirteen weeks ended May 26, 2023
Cash flows from operating activities:		
Net income (loss)	$ 1,361	$ (1,063)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	209	233
(Decrease) increase in allowance for credit losses and inventory obsolescence	(1)	29
Changes in operating assets and liabilities:		
Accounts receivable	5,298	293
Contract assets	(4,058)	(1,914)
Inventories	(363)	(329)
Prepaid expenses and other assets	2,824	(319)
Accounts payable, trade	(1,262)	(546)
Contract liabilities	(1,249)	(1,093)
Accrued taxes	(51)	(182)
Accrued interest and dividends	65	39
Other accrued liabilities	136	(243)
Net cash provided by (used in) operating activities	**2,908**	**(5,095)**
Cash flows from investing activities:		
Acquisition of property, plant, and equipment	(126)	(140)
Investment in ETC-PZL	-	(77)
Capitalized software development costs	-	(4)
Net cash (used in) investing activities	**(126)**	**(221)**
Cash flows from financing activities:		
(Repayments) borrowings under lines of credit	(3,132)	4,267
Net cash (used in) provided by financing activities	**(3,132)**	**4,267**
Effect of exchange rate changes on cash	(199)	(35)
Net (decrease) in cash, cash equivalents, and restricted cash	(549)	(1,084)
Cash, cash equivalents, and restricted cash at beginning of year	8,444	9,634
Cash, cash equivalents, and restricted cash at end of period	**$ 7,895**	**$ 8,550**
Less: Restricted cash	(7,873)	(8,417)
Cash and cash equivalents at end of period	**$ 22**	**$ 133**
Supplemental schedule of cash flow information:		
Interest paid	$ 282	$ 227
Income taxes paid	$ -	$ -
Supplemental information on non-cash operating and investing activities:		
Preferred Stock dividends accrued during each respective fiscal period	$ 121	$ 121

The accompanying notes are an integral part of the consolidated financial statements.

Environmental Tectonics Corporation

Consolidated Statements of Changes in Shareholders' Equity

(unaudited)

(in thousands, except share information)	Preferred Stock	Common Stock Shares	Common Stock Amount	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total Shareholders' Equity
Balance, February 23, 2024	**$ 12,127**	**9,443,785**	**$ 472**	**$ 5,927**	**$ (16,979)**	**$ (611)**	**$ 936**
Net income	-	-	-	-	1,361	-	1,361
Foreign currency translation adjustment	-	-	-	-	-	(199)	(199)
Preferred Stock dividends	-	-	-	(121)	-	-	(121)
Balance, May 24, 2024	**$ 12,127**	**9,443,785**	**$ 472**	**$ 5,807**	**$ (15,618)**	**$ (810)**	**$ 1,977**

The accompanying notes are an integral part of the consolidated financial statements.

Environmental Tectonics Corporation
Notes to the Consolidated Financial Statements

(unaudited)

(Dollars in thousands, except per share information)

Item 5. Description of Business Operations

ETC was incorporated in 1969 in Pennsylvania. For over five decades, we have provided our customers with products, services, and support. Innovation, continuous technological improvement and enhancement, and product quality are core values that are critical to our success. We are a significant supplier and innovator in the following areas: (i) software driven products and services used to create and monitor the physiological effects of flight, including high performance jet tactical flight simulation, fixed and rotary wing upset prevention and recovery and spatial disorientation, and both suborbital and orbital commercial human spaceflight, collectively, Aircrew Training Systems ("ATS"); (ii) altitude (hypobaric) chambers; (iii) hyperbaric chambers for multiple persons (multiplace chambers); (iv) Advanced Disaster Management Simulators ("ADMS"); (v) steam and gas (ethylene oxide) sterilizer systems ("Sterilizer Systems" or "Sterilizers"); and (vi) environmental testing and simulation systems ("ETSS"). We operate in two primary business segments, Aerospace Solutions ("Aerospace") and Commercial/Industrial Systems ("CIS").

Aerospace encompasses the design, manufacture, and sale of: (i) ATS products; (ii) altitude (hypobaric) chambers; (iii) hyperbaric chambers for multiple persons (multiplace chambers); and (iv) ADMS, as well as integrated logistics support ("ILS") for customers who purchase these products or similar products manufactured by other parties. These products and services provide customers with an offering of comprehensive solutions for improved readiness and reduced operational costs. Sales of our Aerospace products are made principally to U.S. and foreign government agencies and to civil aviation organizations. We offer integrated ATS products to commercial, governmental, and military defense agencies, and training devices, including altitude (hypobaric) and multiplace chambers ("Chambers"), to governmental and military defense agencies and civil aviation organizations both in the United States and internationally. We sell our ADMS line of products to governmental organizations both in the United States and internationally, original equipment manufacturers in the global special fire truck market (including Aircraft Rescue and Firefighting vehicles), fire and emergency training schools, universities, commercial operations, and airports. We also provide ILS for customers who purchase these products or similar products manufactured by other parties.

CIS encompasses the design, manufacture, and sale of: (i) steam and gas (ethylene oxide) sterilizer systems; and (ii) ETSS; as well as parts and service support for customers who purchase these products or similar products manufactured by other parties. Sales of our CIS products are made principally to the healthcare, pharmaceutical, and automotive industries. We sell our sterilizer systems to medical device manufacturers, pharmaceutical manufacturers, and universities. We sell ETSS primarily to commercial automotive and heating, ventilation, and air conditioning ("HVAC") manufacturers. We also provide upgrade, maintenance, and repair services for our products and similar products manufactured by other parties.

The Company's primary Standard Industrial Classification Code ("SIC Code") is 3569. The Company's fiscal year is the fifty-two week or fifty-three week annual accounting period ending the last Friday in February. References to the 2025 first quarter are references to the thirteen week period ended May 24, 2024. References to the 2024 first quarter are references to the thirteen week period ended May 26, 2023. References to fiscal 2025 are references to the fifty-three week period ending February 28, 2025. References to fiscal 2024 are references to the fifty-two week period ended February 23, 2024.

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of ETC and ETC-PZL Aerospace Industries Sp. z o.o. ("ETC-PZL"), our 100%-owned subsidiary in Warsaw, Poland. ETC-PZL manufactures certain simulators and provides software to support products manufactured domestically within our Aerospace segment. "ETC-SH" refers to the Company's corporate headquarters and main production plant located in Southampton, Pennsylvania. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying interim consolidated financial statements have been prepared by ETC, without audit, in conformity with accounting principles generally accepted in the United States of America, consistently applied, and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. All such adjustments are of a normal recurring nature.

Certain information in footnote disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America has been condensed or omitted and the financial results for the periods presented may not be indicative of the full year's results; however, the Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in the Company's Annual Report to Shareholders for fiscal 2024 (the "2024 Annual Report").

Significant Accounting Policies Update

There have been no material changes in the Company's significant accounting policies during fiscal 2025 as compared to what was previously disclosed in the 2024 Annual Report.

Note 2. Earnings per Share

The Company utilizes the two-class method for computing and presenting earnings per share. The Company currently has one class of Common Stock (the "Common Stock") and one class of cumulative convertible participating Preferred Stock currently outstanding, Series E (the "Preferred Stock"). Under its terms, the Preferred Stock is entitled to participate in any cash dividends on a one-for-one basis for the equivalent converted common shares if the Preferred Stock were to be converted by the holder by the dividend record date; therefore, the Preferred Stock is considered a participating security requiring the two-class method for the computation and presentation of net income per share – basic.

The two-class computation method for each period segregates basic earnings per common and participating share into two categories: distributed earnings per share (i.e., the Preferred Stock stated dividend) and undistributed earnings per share, which allocates earnings after subtracting the Preferred Stock dividend to the total of weighted average common shares outstanding plus equivalent converted common shares related to the Preferred Stock. Basic earnings per common and participating share excludes the effect of Common Stock equivalents, and is computed using the two-class computation method.

Diluted earnings per share reflects the potential dilution that could result if securities or other contracts to issue Common Stock were exercised or converted into Common Stock. Diluted earnings per share continues to be computed using the if-converted method. Diluted earnings per share assumes the exercise of stock options and warrants using the treasury stock method. If the effect of the conversion of any financial instruments would be anti-dilutive, it is excluded from the diluted earnings per share calculation.

As of both May 24, 2024 and May 26, 2023, there was $12,127 of cumulative convertible participating Series E Preferred Stock convertible at an exercise price of $1.98 per share, equating to 6,124,567 shares of Common Stock, originally issued in July 2009.

As of May 24, 2024 and May 26, 2023, there were outstanding options to purchase the Company's Common Stock at an average price of $0.88 and $0.95 totaling 717,950 and 957,950 shares, respectively. Due to the conversion price of Common Stock options, 224,500 and 957,950 shares were excluded from the calculation of diluted earnings per share as of May 24, 2024 and May 26, 2023, respectively, because the effect of their conversion would be anti-dilutive.

Note 3. Revenue

The majority of our net sales are generated from long-term contracts with foreign and U.S. governments and agencies (including foreign military sales ("FMS") contracted through the U.S. Government) for the research, design, development, manufacture, integration, and sustainment of ATS products, including Chambers and the simulators manufactured and sold through ETC-PZL, collectively, ATS as well as long-term contracts with domestic and international customers for the sale of Sterilizer systems. The Company also enters into long-term contracts with domestic customers for the sale of ETSS. Net sales of ADMS are generally much shorter term in nature and vary between domestic and international customers. We generally provide our products and services under fixed-price contracts.

Sales backlog (i.e., unfulfilled or remaining performance obligations) represents the sales we expect to recognize for our products and services for which control has not yet transferred to the customer. The estimated consideration is determined at the outset of the contract and considers the risks related to the technical, schedule, and cost impacts to complete the contract and an estimate of any variable consideration. We review these risks on a quarterly basis and may increase or decrease backlog accordingly. As the risks on such contracts are successfully retired, the estimated consideration from customers may be reduced, resulting in a reduction of backlog without a corresponding recognition of sales. As of May 24, 2024, our ending sales backlog was $113,625. We expect to recognize approximately 54% over the next twelve (12) months and approximately 90% over the next twenty-four (24) months as revenue, with the remainder recognized thereafter.

(Dollars in thousands, except per share information)

Comparability of our segment sales, operating income, and operating margin may be impacted favorably or unfavorably by changes in profit booking rates on our contracts for which we recognize revenue over a period of time using the percentage-of-completion cost-to-cost method to measure progress towards completion. Increases in the profit booking rates, typically referred to as risk retirements, usually relate to revisions in the estimated total costs to fulfill the performance obligations that reflect improved conditions on a particular contract. Conversely, conditions on a particular contract may deteriorate, resulting in an increase in the estimated total costs to fulfill the performance obligations and a reduction in the profit booking rate. Increases or decreases in profit booking rates are recognized in the current period and reflect the inception-to-date effect of such changes.

The aggregate impact of adjustments in contract estimates to net income (loss) are presented below:

	Thirteen weeks ended May 24, 2024			Thirteen weeks ended May 26, 2023		
	Aerospace	**CIS**	**Total**	**Aerospace**	**CIS**	**Total**
Net income attributable to adjustments in contract estimates	$ (313)	$ (33)	$ (346)	$ (20)	$ 83	$ 63

The following schedule presents the Company’s net sales by segment, business unit, and geographic area flux report:

	Thirteen weeks ended May 24, 2024				Thirteen weeks ended May 26, 2023			
	Domestic	**U.S. Gov’t**	**Inter-national**	**Total**	**Domestic**	**U.S. Gov’t**	**Inter-national**	**Total**
Aerospace Solutions								
Aircrew Training Solutions (ATS)	$ 221	$ 276	$ 5,874	$ 6,371	$ 254	$ 169	$ 2,525	$ 2,948
Simulation (ADMS)	8	-	778	786	44	84	848	976
Subtotal	229	276	6,652	7,157	298	253	3,373	3,924
Commercial/Industrial Systems								
Sterilizer Systems	344	-	5,402	5,746	1,068	-	1,789	2,857
Environmental (ETSS)	233	-	-	233	533	-	23	556
Service and Spares	331	-	25	356	323	-	7	330
Subtotal	908	-	5,427	6,335	1,924	-	1,819	3,743
Net sales total	**$ 1,137**	**$ 276**	**$ 12,079**	**$ 13,492**	**$ 2,222**	**$ 253**	**$ 5,192**	**$ 7,667**

The Company's percentage of total recognized revenue by type of revenue was as follows:

Type of Revenue	**Thirteen weeks ended May 24, 2024**	**Thirteen weeks ended May 26, 2023**
Products	85.7%	85.7%
Maintenance and support agreements	9.6%	6.7%
Services	3.2%	5.0%
Spare parts	1.5%	2.6%
Total	**100.0%**	**100.0%**

(Dollars in thousands, except per share information)

Note 4. Leases

The Company determines if an arrangement is a lease at the inception date. On the Consolidated Balance Sheets, operating leases are included in *Right-of-use asset*, with the related liabilities included in either *Current portion of lease obligations* or *Lease obligations, non-current*. Also on the Consolidated Balance Sheets, finance leases are included in *Property, plant, and equipment, at cost, net*, with the related liabilities included in either *Other accrued liabilities, current*, or *Other accrued liabilities, non-current*.

Right-of-use assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. If a lease does not implicitly state a rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. Variable components of the lease payments such as fair market value adjustments, utilities, and maintenance costs are expensed as incurred and not included in determining the present value. Lease expense for minimum lease payments are recognized on a straight-line basis over the lease term.

The Company leases certain premises and office equipment under operating leases. As of May 24, 2024, these leases have remaining lease terms of one (1) month to sixty-one (61) months, with a weighted average remaining lease term of approximately fifty (50) months. Maturities of operating lease liabilities are as follows:

Fiscal Year		Amount
2025	$	729
2026		724
2027		488
2028		481
2029		484
2030		142
Total lease payments		3,048
Less: imputed interest		(343)
Total future long-term debt obligations		2,705
Less: current portion		(839)
Total future long-term debt obligations, less current portion	**$**	**1,866**

Total operating lease expense was $242 for the 2025 first fiscal quarter. For the 2025 first fiscal quarter, cash payments against operating lease liabilities totaled $203.

Note 5. Long-Term Obligations

On May 23, 2023, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that provided for, among other things, the following:

(i) The maturity date of the 2016 PNC Credit Facilities was extended from June 30, 2023 to June 30, 2024.

(ii) Loans under the Line of Credit shall bear interest at a variable rate per annum equal to the sum of (A) Daily Simple SOFR plus (B) an unadjusted spread of two hundred seventy five basis points (2.75%) plus (C) a SOFR adjustment of ten basis points (0.10%).

(iii) Provided the ability for ETC to utilize our accounts receivable and inventory as collateral for additional borrowings with alternative lenders.

On May 6, 2024, the Company entered into an amendment to the September 28, 2012 Loan Agreement with PNC Bank that extended the maturity date of the 2016 PNC Credit Facilities from June 30, 2024 to June 30, 2025.

(Dollars in thousands, except per share information)

Summary of Long-Term Debt Obligations

Long-term debt obligations consist of the following:

	May 24, 2024 (unaudited)	February 23, 2024
Credit facility payable to PNC Bank	$ 8,389	$ 11,725
Credit facility payable to Spoldzielczy Bank	1,219	1,065
Other	50	-
Total long-term debt obligations	9,658	12,790
Less: current portion	756	712
Total long-term debt obligations	**$ 8,902**	**$ 12,078**

Note 6. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes, as well as the valuation of net operating loss ("NOL") carryforwards and research and development tax credits. Valuation allowances are reviewed each fiscal period to determine whether there is sufficient positive or negative evidence to support a change in judgment about the potential realization of the related deferred tax asset. Deferred tax assets and liabilities are offset and presented as a single non-current asset.

Generally, accounting standards require companies to provide for income taxes each quarter based on their estimate of the effective tax rate for the full year. The authoritative guidance for accounting for income taxes allows use of the discrete method when, in certain situations, the actual interim period effective tax rate may be used if it provides a better estimate of income tax expense.

An income tax provision of $20 thousand and $40 thousand, primarily related to an increase in unrecognized tax benefits, was recorded in the 2025 first quarter and the 2024 first quarter, respectively. Effective tax rates were 1.4% and -3.9% for the 2025 first quarter and the 2024 first quarter, respectively. As of May 24, 2024, the Company had approximately $21,605 of federal NOL carryforwards available to offset future income tax liabilities, $15,931 of which begin to expire in 2028. The recorded tax provision and corresponding effective tax rate for the 2025 first fiscal quarter reflects the expectation that ETC will be able to utilize the federal NOL during fiscal 2025. The Company continues to record a valuation allowance on the entire NOL carryforward as it believes that it is more likely than not that the deferred tax asset associated with the NOL carryforwards will not be realized. The unrecognized tax benefits, which are recorded on the Company's balance sheet within other accrued liabilities, are primarily associated with U.S. federal tax issues such as the amount of research and development tax credits claimed and taxation of foreign earnings. Also included in these amounts are accruals for domestic state tax issues such as the allocation of income among various state tax jurisdictions.

Note 7. Commitments and Contingencies

Legal Proceedings

Directorate of Defense Trade Controls Voluntary Disclosure

In the fiscal 2024 first quarter, the Company filed a Voluntary Disclosure with the Director of Compliance, U.S. Department of State, Directorate of Defense Trade Controls ("DDTC"), relating to its discovery it may not have been compliant with a certain requirement of the International Traffic in Arms Regulations ("ITAR"). This Voluntary Disclosure identified that the Company did not disclose to DDTC sales commissions paid to certain sales representatives when the Company filed export license applications pursuant to the ITAR, and also set forth the corrective actions to be taken by the Company. At this time ETC does not believe fines or penalties, if any, assessed against the Company will have a material impact.

Other Matters

We are currently unaware of any other claims, suits, and complaints arising in the ordinary course of business that may have been filed or are pending against us.

Note 8. Subsequent Events

The Company has evaluated subsequent events through July 18, 2024, the date of issuance of the accompanying interim consolidated financial statements, and determined that there were no material subsequent events requiring adjustment to, or disclosure in, the accompanying interim consolidated financial statements for the thirteen weeks ended May 24, 2024.

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Management's Discussion and Analysis

Forward-looking Statements

Discussions of some of the matters contained in this Quarterly Report include forward-looking statements that may involve risks and uncertainties. Some of these discussions are contained under the caption "Management's Discussion and Analysis". We have based these forward-looking statements on our current expectations and projections about future events or future financial performance, which include implementing our business strategy, developing and introducing new technologies, obtaining, maintaining and expanding market acceptance of the technologies we offer, and competition in our markets. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about ETC and its subsidiaries that may cause actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements.

These forward-looking statements include statements with respect to the Company's vision, mission, strategies, goals, beliefs, plans, objectives, expectations, anticipations, estimates, intentions, financial condition, results of operations, future performance, and business of the Company, including, but not limited to, (i) projections of revenues, costs of materials, income or loss, earnings or loss per share, capital expenditures, growth prospects, dividends, capital structure, other financial items, and the effects of foreign currency fluctuations, (ii) statements of our plans and objectives of the Company or its management or the Company's Board of Directors (the "Board of Directors"), including the introduction of new products, or estimates or predictions of actions of customers, suppliers, competitors, or regulatory authorities, (iii) statements of future economic performance, (iv) statements of assumptions and other statements about the Company or its business, (v) statements made about the possible outcomes of litigation involving the Company, (vi) statements regarding the Company's ability to obtain financing to support its operations and other expenses, and (vii) statements preceded by, followed by, or, that include, words such as "may" , "will" , "should" , "expect" , "plan" , "anticipate" , "believe" , "estimate" , "future" , "predict" , "potential" , "intend" , or "continue" , and similar expressions. These forward-looking statements involve risks and uncertainties that are subject to change based on various important factors. Some of these risks and uncertainties, in whole or in part, are beyond the Company's control.

Results of Operations

Thirteen weeks ended May 24, 2024 compared to thirteen weeks ended May 26, 2023

Due to the nature of our business, we have historically experienced significant variability in our quarterly revenues, earnings, and other operating results, and our performance may fluctuate significantly in the future.

Summary Table of Results

(unaudited)

(in thousands, except per share information)

	Thirteen weeks ended			
	May 24, 2024	May 26, 2023	Variance ($)	Variance (%)
Net sales	$ 13,492	$ 7,667	$ 5,825	76.0
Cost of goods sold	8,965	5,833	3,132	53.7
Gross Profit	4,527	1,834	2,693	146.8
Gross profit margin %	*33.6%*	*23.9%*	*9.6%*	*40.3%*
Operating expenses	2,975	2,609	366	14.0
Operating income (loss)	1,552	(775)	2,327	300.3
Operating margin %	*11.5%*	*-10.1%*	*21.6%*	*213.8%*
Interest expense, net	116	198	(82)	(41.4)
Other expense (income), net	55	50	5	10.0
Income (loss) before income taxes	1,381	(1,023)	2,404	235.0
Pre-tax margin %	*10.2%*	*-13.3%*	*23.6%*	*176.6%*
Income tax provision	20	40	(20)	(50.0)
Net income (loss)	**$ 1,361**	**$ (1,063)**	**$ 2,424**	**228.0**
Per share information:				
Basic earnings (loss) per common and participating share:				
Distributed earnings per share:				
Common	$ -	$ -	$ -	
Preferred	$ 0.02	$ 0.02	$ -	
Undistributed earnings (loss) per share:				
Common	$ 0.08	$ (0.08)	$ 0.16	
Preferred	$ 0.08	$ (0.08)	$ 0.16	
Earnings (loss) per diluted share	**$ 0.08**	**$ (0.08)**	**$ 0.16**	

Net Income (Loss)

Net income was $1.4 million, or $0.08 earnings per diluted share, in the 2025 first fiscal quarter, compared to net loss of $1.1 million during the 2024 first fiscal quarter, or ($0.08) loss per diluted share. The $2.4 million increase is due primarily to the combined effect of a $5.8 million increase in net sales and a 9.6% increase in gross profit margin percentage partially offset by a $0.4 million, or 14.0% increase in operating expense and $0.3 million loss at our subsidiary, ETC-PZL. The ETC-PZL loss is attributable to a reduction in government grants and orders during 2025 first fiscal quarter as compared to 2024 first fiscal quarter.

Net Sales

Net sales in the 2025 first fiscal quarter were $13.5 million, an increase of $5.8 million, or 76.0%, compared to 2024 first fiscal quarter net sales of $7.7 million. The increase in net sales was mainly a result of a $3.4 million, or 116.1% increase in ATS sales as well as a $2.9 million, or 91.4% increase in Sterilizer Systems sales in the 2025 first fiscal quarter as compared to 2024 first fiscal quarter.

Gross Profit

Gross profit for the 2025 first fiscal quarter was $4.5 million compared to $1.8 million in 2024 first fiscal quarter, an increase of $2.7 million, or 146.8%. The increase in gross profit was due to higher net sales within the ATS and Sterilizer Systems business, along with a more favorable mix and increased overhead absorption resulting from higher production levels. Gross profit margin as a percentage of net sales increased to 33.6% in the 2025 first fiscal quarter compared to 23.9% in 2024 first fiscal quarter.

Operating Expenses

Operating expenses, including sales and marketing, general and administrative, and research and development, for the 2025 first fiscal quarter were $3.0 million, an increase of $0.4 million, or 14.0%, compared to $2.6 million for the 2024 first fiscal quarter. The increase in operating expenses was due primarily to higher selling expenses, primarily a result of increased expenses related to higher net sales and overall employee related costs.

Interest Expense, Net

Interest expense, net was $0.1 million for the 2025 first fiscal quarter as compared to $0.2 million for the 2024 first fiscal quarter, a decrease of $0.1 million, or 41.4%. The decrease in interest expense, net was primarily attributable to an increase in interest income from the proceeds received related to the 2020 and 2021 Employee Retention Credits received in 2025 first fiscal quarter.

Cash Flows from Operating, Investing, and Financing Activities

During the 2025 first fiscal quarter, cash flows provided by operating activities were $2.9 million, an increase of $8.0 million compared to cash flows used by operating activities of $5.1 million during 2024 first fiscal quarter. Cash flows during 2025 first fiscal quarter increased as a result of net income for 2025 first fiscal quarter as compared to a net loss during 2024 first fiscal quarter as well as a decrease in current assets slightly offset by a decrease in current liabilities in the 2025 first fiscal quarter.

Cash used for investing activities primarily relates to funds used for capital expenditures of equipment and software development. The Company's investing activities used $0.1 million during the 2025 first fiscal quarter compared to $0.2 million during the 2024 first fiscal quarter.

The Company's financing activities used $3.1 million of cash during the 2025 first fiscal quarter from repayments under the Company's credit facility compared to providing $4.3 million of cash during the 2024 first fiscal quarter from borrowings under the Company's credit facility.

Item 6. Description of Facilities

We are an ISO 9001 certified manufacturer. We operate in four major locations consisting of manufacturing facilities, product development, and administration. A summary of square footage and use is presented below:

Location	Approximate Square Footage	Function	Owned/ Leased	Segment
Southampton, Pennsylvania	83,800	Manufacturing (36,000 sq. ft.), NASTAR Center (22,100 sq. ft.), and Corporate Headquarters (25,700 sq. ft.)	Leased	Aerospace CIS
Orlando, Florida	8,700	Product development and administration	Leased	Aerospace
Warsaw, Poland	28,000	Manufacturing, product development, and administration	Leased	Aerospace
Ankara, Turkey	1,940	Software development	Leased	Aerospace CIS
Total	**122,440**			

We consider our machinery and plant to be in satisfactory operating condition, and adequate given our expected operations. Significant increases in the level of operations beyond what we expect in the current fiscal year might require us to obtain additional facilities and equipment.

Our National Aerospace Training and Research Center (the "NASTAR Center"), which is included in the Company's Southampton, Pennsylvania owned property, includes the following aerospace training and research equipment:

- ATFS-400-25 PHOENIX High Performance Human Centrifuge;
- Altitude (Hypobaric) Chamber;
- IPT II Spatial Disorientation Trainer;
- Ejection Seat Simulator; and
- Night Vision Training System and Night Vision Goggle Training System.

Item 7. Officers, Directors, and Control Persons

	Name / *Address* **	Title	Ownership Percentage
Directors and Executive Officers:	George K. Anderson, M.D.	Chairman of the Board of Directors	1.3%
	Linda J. Brent, Ed.D.	Director	1.0%
	Winston E. Scott	Director	1.1%
	Brian Eccleston	Director	*
	Robert L. Laurent, Jr.	Chief Executive Officer, President, Corporate Secretary and Director	1.9%
	Timothy R. Kennedy	Chief Financial Officer	*
	Thomas G. Loughlin	Chief Operating Officer	1.0%
	Alper Kus	Senior Vice President, Aircrew Training Systems	*
	Katarzyna Wrzesinski	Director of Finance and Corporate Controller	*
	Joseph McAvoy	Vice President of Contracts	*
5% Beneficial Owners:	Estate of H.F. Lenfest *c/o The Lenfest Foundation* *Two Logan Square* *100 N. 18th Street, Suite 800* *Philadelphia, PA 19103*		*** 54.1%
	Peter H. Kamin and related family entities *2720 Donald Ross Road, 311* *Palm Beach Gardens, FL 33410*		11.7%
	T. Todd Martin, III *50 Midtown Park East* *Mobile, AL 36606*		11.0%
	Estate of Pete L. Stephens		6.3%

* less than 1%

** address listed for all persons beneficially owning more than ten percent (10%)

*** the denominator for this ownership percentage calculation includes all participating preferred shares

Item 8. Legal/Disciplinary History

Information presented in the table above is accurate as of July 18, 2024, the date of issuance of the accompanying interim consolidated financial statements, based on information available to the Company. None of the foregoing Directors, Executive Officers, and Officers in the last ten (10) years has had a legal/disciplinary issue.

Item 9. Third Party Providers

Legal Counsel:

Stradley Ronon
30 Valley Stream Parkway
Malvern, PA 19355
(610) 640-5800

Independent Auditor:

RSM US LLP
518 Township Line Road, Suite 300
Blue Bell, PA 19422
(215) 641-8600

Item 10. Management's Certification

I, Timothy R. Kennedy certify that:

1 I have reviewed this Quarterly Report of Environmental Tectonics Corporation;

2 Based on my knowledge, this disclosure statement 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 disclosure statement; and

3 Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Timothy R. Kennedy
Chief Financial Officer
Date: July 18, 2024

I, Robert L. Laurent, Jr. certify that:

1 I have reviewed this Quarterly Report of Environmental Tectonics Corporation;

2 Based on my knowledge, this disclosure statement 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 disclosure statement; and

3 Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Robert L. Laurent, Jr.
Chief Executive Officer and President
Date: July 18, 2024