Risk Factors Comparison 2023-09-21 to 2022-09-21 Form: 10-K

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When evaluating our business and future prospects, you should carefully review and consider the risks described below in conjunction with other information in this report and in other reports and documents we file with the SEC. The risks and uncertainties described below are not the only ones we face. Additional material risks and uncertainties, not presently known to us, or that we currently see as immaterial, may also occur or become material. If any of the following risks or any additional risks and uncertainties actually occur or become material, our business, financial condition and results of operations could be seriously harmed. In that event, the market price of our common stock could decline and our stockholders could lose all or a portion of the value of their investment in our common stock. Risks Related to the Company' s Industry and Business ~~The COVID- 19 pandemic has significantly impacted worldwide economic conditions and could have a material adverse effect on our operations and business. While our facilities have been able to continue to operate, the global COVID- 19 pandemic has caused disruptions in supply chains, affecting production and sales across a range of industries. While the disruptions are currently expected to be temporary, there is considerable uncertainty around the duration and the impact of these disruptions. The extent of the impact of COVID- 19 on our operational and financial performance will depend on the on- going and future impact of the pandemic on our customers, vendors, and availability of labor as well as the potential impact of future expanded local, state, or federal restrictions, all of which are uncertain and are difficult to predict. While we are unable to determine or predict the nature, duration, or scope of the overall impact the COVID- 19 pandemic will have on our business, results of operations, liquidity or capital resources, we believe we will be able to remain operational and our working capital and available credit facility will be sufficient for us to do so. However, there can be no assurance we will be able to obtain additional working capital in the amounts or in the timing that may become necessary, which could adversely affect our financial condition and results of operations.~~ A significant or prolonged economic downturn, could have, and at certain times in the past has had, a material adverse effect on our results of operations. Our results of operations are affected by the level of business activity of our customers and licensees, which in turn ~~is~~ **are** affected by the level of consumer demand for their products. A significant or prolonged economic downturn may adversely affect the disposable income of many consumers and may lower demand for the products we produce for our private- label contract manufacturing customers and products sold or manufactured by others using our licensed patent rights. Any decline in economic conditions in the U. S. and the various foreign markets in which our customers operate could negatively impact our customers' businesses and our operations. A significant decline in consumer demand and the level of business activity of our customers, even if only due in part to general economic conditions, could have a material adverse effect on our revenues and profit margins. Risks related to global economic instability, including global supply chain issues, inflation and fuel and energy costs may affect the Company' s business. In February 2022, armed conflict escalated between Russia and Ukraine. Management is monitoring the conflict in Ukraine and any broader economic effects from the crisis. Although Russia and Ukraine did not account for any of our net sales in FY ~~2022~~ **2023** , ~~recently imposed~~ economic sanctions and export control measures by the U. S. and European Union against Russia have resulted in increased volatility in the availability and prices of raw materials that are produced in that region. There are further concerns regarding continued supply chain disruptions, consumer purchasing and consumption behavior, increases in global shipping expenses, greater volatility in foreign exchange and interest rates, increased energy costs, and other unforeseen business disruptions due to the current global geopolitical tensions, including relating to Ukraine. Additionally, escalation by Russia beyond Ukraine could adversely affect our European operations. We will continue to evaluate impacts of the conflict on our customers, suppliers, employees, and operations. This conflict has created market uncertainty and volatility recently and this global economic uncertainty has negatively affected many industries, including the dietary supplement industry. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions including but not limited to global supply chain issues, inflation, fuel and energy costs, business conditions, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect our growth. Future economic shocks may be precipitated by a number of causes, including a continued rise in the price of oil and other commodities, the volatility of raw material prices, geopolitical instability, terrorism, pandemics, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact our ability to obtain equity or debt financing in the future on terms favorable to us or at all. In such an event, our operations and financial condition could be adversely impacted. ~~10Prices~~ **9Prices** and availability of commodities consumed or used in connection with raw materials we purchase or the operation of our manufacturing facilities, such as natural gas, diesel, oil and electricity, also fluctuate, and these fluctuations affect the costs of operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on our operating costs or the timing and costs of various projects **. Over the past several years, the United States, and many other countries, have experienced significant volatility related to inflationary factors. These factors have impacted all aspects of manufacturing operations, including increased costs of labor, utilities, materials, supplies, etc. While we continue to evaluate cost reduction opportunities, including working with both suppliers and customers, to attempt to mitigate the impact of these higher operational costs, there can be no assurance our efforts will result in a complete offset of such increases or when inflation will return to more reasonable levels** . Our industry is highly competitive and we may be unable to continue to compete effectively. Increased competition could adversely affect our financial condition. The market for our products, and those of our customers, is highly competitive. Some of our competitors are larger than we are and have greater financial resources and broader name recognition than we do. Our competitors may be able to devote greater resources to research and development, marketing and other activities that could provide them with a competitive advantage. Our market has relatively low entry barriers and is highly sensitive to the introduction of new products that may rapidly capture significant market share. Our competitors may not stress the level of quality we provide and could manufacture with a lower level of quality at lower costs. Our competitors are largely private and not subject to the same disclosure requirements as a publicly traded company. If consumers do not perceive higher quality as worth a higher price, our revenue could suffer. Increased competition could result in price reductions, reduced profit margins or loss of market share, any of which could have a material adverse effect on our financial condition and results of operations. There can be no assurance we will be able to compete effectively in this intensely competitive environment. Our business is subject to the effects of adverse publicity, which could negatively affect our sales and revenues. Our business can be affected by adverse publicity or negative public perception about us, our competitors, our customers, our products, or our industry and competitors generally. Adverse publicity may include publicity about the nutritional supplements industry generally, the efficacy, safety and quality of nutritional supplements and other health care products or ingredients in general or our products or ingredients specifically, and regulatory investigations, regardless of whether these investigations involve us or the business practices or products of our competitors, or our customers. Any adverse publicity or negative public perception could have a material adverse effect on our business, financial condition and results of operations. Our business, financial condition and results of operations could be adversely affected if any of our products or any similar products distributed by other companies are alleged to be or are proved to be harmful to consumers or to have unanticipated and unwanted health consequences. Risks Related to Operations, Manufacturing, and Technology If we are unable to attract and retain qualified management personnel and key manufacturing personnel, our business may suffer. Our executive officers and other management personnel along with key manufacturing positions are primarily responsible for **managing** our day- to- day operations. We believe our success depends largely on our ability to attract, retain and motivate highly qualified management and key manufacturing personnel. Competition for qualified individuals can be intense and has been increasing in recent years. We may not be able to hire additional qualified personnel in a timely manner or on terms that would not substantially increase our costs. Any inability to retain a skilled professional management team and manufacturing team could adversely affect our ability to successfully execute our business strategies and achieve our goals and objectives. Our manufacturing and third party fulfillment activities are subject to certain risks. We manufacture the majority of our products at our manufacturing facilities in California and Switzerland. As a result, we are dependent on the uninterrupted and efficient operation of these facilities. Our manufacturing operations, including those of our suppliers, are subject to power failures, blackouts, border shutdowns, telecommunications failures, computer viruses, cybersecurity vulnerabilities, human error, breakdown, failure or substandard performance of our facilities, our equipment, the improper installation or operation of equipment, terrorism, pandemics (including COVID- 19), natural or other disasters, intentional acts of violence, and the need to comply with the requirements or directives of governmental agencies, including but not limited to the FDA. In addition, we may in the future determine to expand or relocate our facilities, which may result in slowdowns or delays in our operations. While we have implemented and regularly evaluate various emergency, contingency and disaster recovery plans and we maintain business interruption insurance, there can be no assurance the occurrence of these or any other operational problems at our facilities in California or Switzerland would not have a material adverse effect on our business, financial condition and results of operations. Furthermore, there can be no assurance our contingency plans will prove to be adequate or successful if needed or our insurance will continue to be available at a reasonable cost or, if available, will be adequate to cover any losses that we may incur from an interruption in our manufacturing and distribution operations. We recently ~~acquired~~ **opened** a **new** warehouse and distribution facility in Carlsbad, California, and **converted** ~~are currently converting~~ it into a dedicated high volume powder blending and packaging facility while also providing additional raw material storage capacity. There can be no assurance **we** ~~our conversion plans~~ will be ~~completed timely or at the cost we estimate,~~ **successful in obtaining additional facility certifications that may be necessary to attract new customers** or that we will obtain sufficient business ~~from~~ **through** our ~~clients~~ **on- going sales efforts** to effectively utilize the facility and our investment therein. ~~11We~~ **Directly as a result of one of our largest customers experiencing a sales decline and consequently retention of excess of inventory, we are currently planning to close our new high- speed powder processing facility in Carlsbad, California. While we anticipate the closure will be temporary this cannot be assured, we cannot currently predict all of the consequences from this plant closure, how long the closure will continue or the overall economic impact of it or other similar declines in product sales by our customers. Notwithstanding, we believe the closure will contribute to an anticipated net loss in the first half of fiscal 2024, net income in the second half and an overall net loss in fiscal 2024. We** outsource our beta- alanine fulfillment and distribution activities as well as certain manufacturing activities. The operation of the third party service provider' s facilities is subject to the interruption risk and other risks similar to those described above for our facilities and there can be no assurance these interruptions or any other operational problem at such third party' s facilities would not have a material adverse effect on our business, financial condition and results of operations. **10The COVID- 19 pandemic could have a material adverse effect on our operations and business. In March 2020, the World Health Organization declared the outbreak of the coronavirus known as Covid- 19 a worldwide pandemic. As of September 2023, although the U. S. government has declared an end to the pandemic, there are a limited number of approved vaccines or effective treatments for coronavirus and it is extremely difficult to predict the future impact of coronavirus. In addition, the emergence of new strains of the virus that are resistant to current vaccines could also have an adverse impact on the Company' s business. While our facilities continued to operate amid the global COVID- 19 pandemic, disruptions in supply chains have impacted our production and sales. These disruptions, though expected to be temporary, carry uncertainty about their duration, recurrence and impact. The extent of COVID- 19' s impact on our operational and financial performance depends on ongoing and future pandemic effects on customers, vendors, labor availability, and potential expanded restrictions. While we cannot**

predict the full scope of COVID- 19' s impact on our business, operations, liquidity, or capital resources, we believe our existing working capital and credit facility will sustain our operations. However, we cannot guarantee additional working capital will be available when needed, potentially affecting our financial condition and results. If we or our private- label contract manufacturing customers expand into additional markets outside the U. S. or our or their sales in markets outside the U. S. increase, our business could become increasingly subject to political, economic, regulatory and other risks in those markets, which could adversely affect our business. Our future growth may depend, in part, on our ability and the ability of our private- label contract manufacturing customers, to expand into additional markets outside the U. S. or to improve sales in markets outside the U. S. There can be no assurance we or such customers will be able to expand in existing markets outside the U. S. or enter new markets on a timely basis, or that new markets outside the U. S. will be profitable. There are significant regulatory and legal barriers in markets outside the U. S. that must be overcome to enter and operate in such markets. We will be subject to the burden of complying with a wide variety of national and local laws, including multiple and possibly overlapping and conflicting laws. We may also experience difficulties adapting to new cultures, business customs and legal systems. Our sales and operations outside the U. S. are subject to political, economic and social uncertainties including, among others: • changes and limits in import and export controls; • increases in custom duties and tariffs; • changes in government regulations and laws; • coordination of geographically separated locations; • absence in some jurisdictions of effective laws to protect our intellectual property rights; • changes in currency exchange rates; • economic and political instability; and • currency transfer and other restrictions and regulations that may limit our ability to sell certain products or repatriate profits to the U. S. Any changes related to these and other factors could adversely affect our business, profitability and growth prospects. If we or our customers expand into additional markets outside the U. S. or improve sales in markets outside the U. S., these and other risks associated with operations outside the U. S. will likely increase. The failure of our suppliers to supply quality materials in sufficient quantities, at a favorable price, and in a timely fashion could adversely affect the results of our operations. We buy our raw materials from a limited number of suppliers. During fiscal **2023 and fiscal** 2022 ~~and fiscal 2021~~, one of our suppliers represented more than 10 % of our total raw material purchases. Additionally, we currently purchase all of our beta- alanine for our CarnoSyn ® and SR CarnoSyn ® business from a single manufacturer located in Japan. Any disruption in their ability to source materials for or produce the amounts of beta- alanine needed to meet our requirements could have an adverse effect on our business. The loss of any of our other major suppliers or of any supplier who provides us materials that are hard to obtain elsewhere at the same quality could adversely affect our business operations. Although we believe we could establish alternate sources for most of our raw materials, any delay in locating and establishing relationships with other sources could result in shortages of products we manufacture from such raw materials, with a resulting loss of sales and customers. In certain situations, we may be required to alter our products or with our customer' s consent to substitute different materials from alternative sources. A shortage of raw materials or an unexpected interruption of supply could also result in higher prices for those materials. We have experienced increases in various raw material costs, transportation costs and the cost of petroleum- based raw materials and packaging supplies used in our business. Increasing pricing pressures on raw materials and other products have continued throughout fiscal ~~2022~~ **2023** as a result of limited supplies of various ingredients, ~~the effects of~~ **inflationary factors, including** higher labor and transportation costs, and the impact of COVID- 19. We expect these upward pressures to continue through fiscal ~~2023~~ **2024** . Although we may be able to raise our prices in response to significant increases in the cost of raw materials, we may not be able to raise prices sufficiently or quickly enough to offset the negative effects such cost increases could have on our results of operations or financial condition. ~~12There~~ **11There** can be no assurance suppliers will provide the quality raw materials needed by us in the quantities requested or at a price we are willing to pay. Because we do not control the actual production of these raw materials, we are also subject to delays caused by interruption in production of materials including but not limited to those resulting from conditions outside of our control, such as pandemics, weather, transportation interruptions, labor shortages, strikes, terrorism, natural disasters, and other catastrophic events. In addition, our efforts to maintain or increase sales of CarnoSyn ® and SR CarnoSyn ® are substantially dependent on the availability of the raw material beta- alanine and sales of beta- alanine or products incorporating beta- alanine. The availability of beta- alanine, and thus sales of such raw material and products using such material, could be negatively impacted by any shortages, interruptions and similar events described above, which could in turn adversely affect the amount of revenue and profit margin we earn from the sale of beta- alanine. Risks Related to Customer Concentration Because we derive a significant portion of our revenues from a limited number of customers, our revenues would be adversely affected by the loss of a major customer or a significant change in their business, personnel or the timing or amount of their sales to their customers and their orders from us. We have in the past and expect to continue to derive a significant portion of our revenues from a relatively limited number of customers. During the fiscal year ended June 30, ~~2022~~ **2023** , sales to our ~~three~~ **two** largest customers were approximately ~~72~~ **71** % of our consolidated net sales. We cannot predict with any certainty if sales to these customers will increase or decrease in the future. Although no other customers represented more than 10 % of our consolidated net sales, the loss of one of our largest customers, or other major customers, a significant decline in sales to any of our largest customers, a significant change in their business model or personnel, or in their ability to make payments when due, could materially and adversely affect our financial condition and results of operations. The timing of our customers' orders is impacted by, among other factors, their marketing programs, their customer demand, seasonality, their raw material suppliers we are sometimes required to use, their supply chain management, their entry into new markets and their new product introductions, all of which are outside of our control. All of these attributes have had and are expected to have a significant impact on our business in the future **. On August 16, 2023, we announced the temporary closure of our new high- speed powder processing facility in Carlsbad, California due to one of our largest customer' s efforts to rebalance supply and demand. We expect normal operations will not resume in this facility until late in our third fiscal quarter of 2024. There can be no assurance our customer will resolve its supply and demand issues in the timeframe expected. If this customer is unable to resolve these issues in this timeframe, then we will**

likely experience a continuing material decrease in revenues during fiscal year 2024 . Our future growth and stability depends, in part, on our ability to diversify our sales. Our efforts to establish new sales from both existing customers and new customers could require significant initial investments, which may or may not result in higher overall sales and improved financial results. Our business strategy depends in large part on our ability to develop new product sales from both current and new customer relationships. These activities often require a significant up- front investment including, among others, customized formulations, compliance with different regulatory schemes, product registrations, package design, product testing, pilot production runs, and the build- up of initial inventory. We may experience significant delays from the time we increase our operating expenses and make investments in inventory (and incur additional related carrying costs) until the time we generate net sales from new products or customers, and it is possible after incurring such expenditures we may not generate material revenue from new products or customers. If we incur significant expenses and investments in inventory that we are not able to recover, and we are not able to compensate for those expenses, our operating results would be adversely affected. We currently derive significant revenues and income from sales of beta- alanine and from licensing our patents. Our ability to maintain or grow our sales of beta- alanine and license revenue from our other patents is contingent on our ability to continue to defend our patents, and commercialize the sale of beta- alanine under our instant release CarnoSyn ® patents and trademark and our sustained release SR CarnoSyn ® patents and trademark. We own multiple patents and trademarks related to the use of beta- alanine in food and nutritional supplements. A majority of our revenue and income from this segment is currently derived from activity related to licensing our patents and other intellectual property associated with instant release beta- alanine, sold under our trade name CarnoSyn ®. We have five patents for this version of CarnoSyn ®, of which the latest expires in 2026. Our patent and trademark licensing revenue ~~increased~~ **decreased** from $ ~~14~~ **16** . 2 million in fiscal ~~2021~~ **2022** to $ ~~16~~ **8** . ~~2~~ **7** million in fiscal ~~2022~~ **2023** in part due to **a general slowdown in the Sports Nutrition sales channel in fiscal year 2023 while fiscal year 2022 benefited from a** recovery of the sports nutrition industry after the reopening of gyms and athletic facilities and activities in accordance with easing COVID- 19 guidelines for such activities. There is no assurance we will be successful maintaining our historical CarnoSyn ® instant release beta- alanine sales levels or growing future sales volumes with our remaining CarnoSyn ® instant release patent estate. If we are not successful it could have a material adverse effect on our business, results of operations, and financial condition. We believe SR CarnoSyn ® is a superior delivery system for CarnoSyn ® beta- alanine based on its sustained release profile that allows for increased daily dosing and improved muscle retention of carnosine. Our patents related to SR CarnoSyn ® extend through 2036 and we believe the introduction of SR CarnoSyn ® beta- alanine is an important step in the further commercialization of our patent estate. There can be no assurance we will be successful in getting the market to accept this new form of beta- alanine or that we will be successful launching new products utilizing SR CarnoSyn ® beta- alanine. ~~13Risks~~ **12Risks** Related to Regulations Our products and manufacturing activities are subject to extensive government regulation, which could limit or prevent the sale of our products in some markets and could increase our costs. The manufacturing, packaging, labeling, advertising, promotion, distribution, and sale of our products are subject to regulation by numerous national and local governmental agencies in the U. S. and in other countries. For example, we are required to comply with certain GMP' s and incur costs associated with the audit and certification of our facilities. Failure to comply with governmental regulations may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines, and criminal prosecutions. Any action of this type by a governmental agency could materially adversely affect our ability to successfully market our products and services. In addition, if such governmental agency has reason to believe the law is being violated (for example, if it believes we do not possess adequate substantiation for product claims), it can initiate an enforcement action. Governmental agency enforcement could result in orders requiring, among other things, limits on advertising, consumer redress, divestiture of assets, rescission of contracts, and such other relief as may be deemed necessary. Violation of these orders could result in substantial financial or other penalties. Any action by a governmental agency could materially adversely affect our ability and our customers' ability to successfully market and continue selling the products involved. Before commencing operations or marketing our products in markets outside the U. S., we are routinely required to obtain approvals, licenses, or certifications from a country' s ministry of health or comparable agency. Approvals or licensing may be conditioned on reformulation of products or even may be unavailable with respect to certain products or product ingredients. We must also comply with product labeling and packaging regulations that vary from country to country. Furthermore, the regulations of these countries may conflict with those in the U. S. and with each other. The sale of our products in certain European countries is subject to the rules and regulations of the European Union, which may be interpreted differently among the countries within the European Union. The cost of complying with these various and potentially conflicting regulations can be substantial and could adversely affect our results of operations. **During** ~~As a result of~~ the **recent** COVID- 19 pandemic, our operations **were** ~~have been~~ subject to additional laws and regulations imposed by federal, state, and local governments primarily related to the ability of our employees to come to work and the safety measures that need to be in place in order for our facilities to remain operational. While we already had robust quality standards and procedures, we have had to constantly monitor these new regulations and implement additional procedures where necessary, including at times temperature checks, additional cleaning procedures, allowing administrative personnel to work remotely, etc. ~~New~~ **Recurrence of pandemic related regulations, or new** or expanded regulations **, or the reinstatement of pandemic conditions,** including any inability to continue qualifying as an essential business in the event of future government imposed lockdowns could adversely affect our results of operations. We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations, when and if adopted, would have on our business. They could include new or revised requirements or restrictions related to the safe operation of our facilities due to the pandemic, or for the reformulation of certain products to meet new standards, the recall or discontinuance of certain products, additional compliance costs or record keeping requirements, expanded or different labeling, and additional scientific substantiation. Any or all of these requirements could have a material adverse effect on our operations. Possible new tariffs on imported goods from China and elsewhere could adversely affect our business operations. The United States has implemented increased tariffs on a wide range of goods and materials imported from China and other governments ~~, in addition to tariffs previously imposed~~ . These goods **and materials** may include products, applications, and ingredients we or our customers require for their products, including beta- alanine. Our ability to maintain or increase CarnoSyn ® sales and licensing revenue depends on the availability of the raw material beta- alanine. China and other governments have responded to the implementation of tariffs by the United States by imposing their own tariffs on certain American products. Continuing or increased tariffs could have a material adverse effect on our customer' s businesses, the availability of beta- alanine, and the cost of other raw materials we use in our customer' s products. While it is difficult to predict whether or how existing and additional potential tariffs will be imposed, or how tariffs will impact our business, we believe the imposition of additional tariffs by the U. S. or other governments on products we or our customers offer for sale, or ingredients we use in the products we manufacture could adversely impact our offerings and our customers, and could have an adverse impact on the availability of raw materials we purchase including beta- alanine from Japan. Such results could adversely impact our ability to license our patents and trademarks, our ability to sell beta- alanine, and our customers' ability to compete in the marketplace, resulting in reduced demand for our products, and products we manufacture for our customers. Additional tariffs imposed by any government on beta- alanine could have an adverse impact on the price we have to pay for beta- alanine and the availability of beta- alanine. Any of these events could have a material adverse effect on our business and results of operations. ~~14Risks~~ **13Risks** Related to Litigation We could be exposed to product liability claims or other litigation, which may be costly and could materially adversely affect our operations. We could face financial liability due to product liability claims if the use of our products results in significant loss or injury. Additionally, the manufacture and sale of our products involves risk of injury to consumers from tampering by unauthorized third parties or product contamination. We could be exposed to future product liability claims that include, among others, assertions that: our products contain contaminants; we provide consumers with inadequate instructions about product use; or we provide inadequate warning about side effects or interactions of our products with other substances. Even if we were to prevail in any such claims, the cost of litigation and settlement could be significant. We maintain product liability insurance coverage, including primary product liability and excess liability coverage. While we expect to be able to continue our product liability insurance, there can be no assurance we will in fact be able to continue such insurance coverage, or that such insurance coverage will be adequate to cover any liability we may incur, or that our insurance policies will continue to be available at a cost similar to our cost today, or even an economically reasonable cost. Additionally, it is possible one or more of our insurers could exclude from our coverage certain ingredients used in our products. In such event, we may have to stop using those ingredients or rely on indemnification or similar arrangements with our customers who wish to continue to include those ingredients in their products. A substantial increase in our product liability risk or the loss of customers or product lines, or the failure of a customer to honor indemnification agreements could each have a material adverse effect on our results of operations and financial condition. We may continue to incur significant costs in the course of creating and defending our intellectual property. We may be unable to protect our intellectual property rights or may inadvertently infringe on the intellectual property rights of others. We possess and may possess in the future certain proprietary technology, trade secrets, trademarks, trade names, licenses, patents, and similar intellectual property. We may continue to incur significant patent and trademark litigation costs associated with creating and defending our intellectual property. During fiscal ~~2022~~ **2023** , we incurred approximately $ 0. 2 million in patent litigation and prosecution expense and expect these expenses to be between $ 0. 1 million and $ 0. 3 million during fiscal ~~2023~~ **2024** . There is no assurance we will be able to create new intellectual property, protect our existing intellectual property adequately or that our intellectual property rights will be upheld. If as we have been in the past, we are again subject to legal proceedings seeking to invalidate our patent rights, such proceedings or the success of the efforts thereby could have a material adverse impact upon our financial condition and results of operations. Furthermore, the laws of certain foreign countries may not protect our intellectual property rights to the same extent as do the laws of the U. S. Additional litigation in the U. S. or abroad may be necessary to enforce our intellectual property rights, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Such litigation, even if ultimately determined in our favor, could result in substantial additional costs and diversion of resources and could have a material adverse effect on our business, results of operations and financial condition. If infringement claims are asserted against us, we may seek to obtain a license to use the claiming third party' s intellectual property rights. There can be no assurance such a license would be available at all or available on terms acceptable or favorable to us. Risks Related to Insider Ownership and Corporate Structure If certain provisions of our Certificate of Incorporation, Bylaws and Delaware law are triggered, the market for our shares may decrease. Certain provisions in our Certificate of Incorporation, Bylaws and Delaware corporate law may discourage unsolicited proposals to acquire our business, even if such proposals would benefit our stockholders. Those provisions include one that authorizes our Board of Directors, without stockholder approval, to issue up to 500, 000 shares of preferred stock having such rights, preferences, and privileges, including voting rights, as the Board of Directors designates. The rights of our common stockholders will be subject to, and may be adversely affected by, the rights of holders of any preferred stock that may be issued in the future. Any or all of these provisions could delay, deter or prevent a takeover of our company and could lower the price investors are willing to pay for our common stock and the number of investors willing to own our common stock. Collectively, our officers and directors own a significant amount of our common stock, giving them influence over corporate transactions and other matters and potentially limiting the influence of other stockholders on important policy and management issues. Our officers and directors, together with their families and affiliates, beneficially owned approximately ~~20~~ **21** % of our outstanding shares of common stock as of June 30, ~~2022~~ **2023** . Approximately 16 % of the outstanding shares of common stock are beneficially owned by Mark LeDoux, and his family and affiliates. Mr. LeDoux is our Chief Executive Officer and Chairman of the Board. As a result, our officers and directors, and in particular Mr. LeDoux, could influence such business matters as the election of directors and approval of significant corporate transactions. ~~15Various~~ **14Various** transactions could be delayed, deferred, or prevented without the approval of stockholders, including the following: • transactions resulting in a change in control; • mergers and acquisitions; • tender offers; • election of directors; and • proxy contests. There can be no assurance that conflicts of interest will not arise with respect to the officers and directors who own shares of our common stock or that conflicts will be resolved in a manner favorable to us or our other stockholders. Risks Related to Future Acquisitions We may pursue acquisitions of other companies that, if not successful, could adversely affect our business, financial condition and results of operations. We may pursue acquisitions of companies we believe could complement or expand our business, augment our market coverage, provide us with important relationships or otherwise offer us growth opportunities. Acquisitions involve numerous risks, including the following: • potential difficulties related to integrating the products, personnel and operations of an acquired company; • failure to operate efficiently as a combined organization utilizing common information and communication systems, operating procedures, financial controls and human resources practices; • diverting management' s attention from other daily operations of the business; • entering markets in which we have no or limited prior direct experience and where competitors in such markets have more experience and stronger market positions; • potential loss of key employees of an acquired company; • potential inability to achieve cost savings and other potential benefits expected from the acquisition; • an uncertain sales and earnings stream from an acquired company; and • potential impairment charges, which may be significant, against goodwill and purchased intangible assets acquired in an acquisition due to changes in conditions and circumstances that occur after the acquisition, many of which may be outside of our control. There can be no assurance that acquisitions we may pursue will be successful. If we pursue an acquisition but are not successful in completing it, or if we complete an acquisition but are not successful in integrating an acquired company' s employees, products or operations successfully, our business, financial position or results of operations could be adversely affected. General Risk Factors ~~Our~~ **We expect our** operating results will vary. Fluctuations in our operating results may adversely affect the share price of our common stock. Our net sales decreased during fiscal ~~2022~~ **2023** as compared to fiscal ~~2021~~ **2022** , and there can be no assurance our net sales will improve in the near term, or we will earn a profit in any given year. We experienced a net profit in fiscal ~~2022~~ **2023** but may incur losses in the future. Our operating results may fluctuate from year to year and / or from quarter to quarter due to various factors including differences related to the timing of revenues and expenses for financial reporting purposes and other factors described in this report. At times, these fluctuations may be significant. We **currently** anticipate ~~generating positive~~ **we will experience a net loss in the first half of fiscal 2024,** net income in **the second half and an overall net loss in** fiscal ~~2023~~ **2024** ~~, although there is no assurance we will be able to do so~~ . Fluctuations in our operating results may adversely affect the share price of our common stock. ~~16Our~~ **15Our** stock price could fluctuate significantly. Stock prices in general can be volatile and ours is no different. The trading price of our stock may fluctuate in response to the following, as well as other, factors including but not limited to factors outside of our control: • broad market fluctuations and general economic and / or political conditions; • fluctuations in our financial results; • relatively low trading volumes; • future offerings of our common stock or other securities; • the general condition of the nutritional supplement industry; • increased competition; • regulatory action; • adverse publicity; • manipulative or illegal trading practices by third parties; and • our and our customers' and suppliers' products and other public announcements. The market for our stock has historically experienced significant price and volume fluctuations. There can be no assurance that an active market in our stock will continue to exist or that the price of our common stock will not decline. Our future operating results may be below the expectations of securities analysts and investors. If this were to occur, the price of our common stock could decline, perhaps substantially. From time to time our shares may be listed for trading on one or more foreign exchanges, with or without our prior knowledge or consent. Certain foreign exchanges may have less stringent listing requirements, rules and enforcement procedures than the Nasdaq Global Market or other markets in the U. S., which may increase the potential for manipulative trading practices to occur on such foreign exchanges. These practices, or the perception by investors that such practices could occur, may increase the volatility of our stock price or result in a decline in our stock price, which in some cases could be significant. We may not be able to raise additional capital or obtain additional financing if needed. It is possible our cash from operations could become insufficient to meet our working capital needs and / or to implement our business strategies. In such an event, there can be no assurance our existing line of credit would be sufficient to meet our working capital needs, if the line has any credit still available when needed. Furthermore, if we fail to maintain certain loan covenants, we may no longer have access to our credit line. Under the terms of our credit facility, there are limits on our ability to create, incur or assume additional indebtedness without the approval of our lender. Our credit line terminates in May ~~2024~~ **2025** and there is no guarantee we will be able to extend or renew this credit line on favorable terms or at all. We may consider issuing additional debt or equity securities in the future to fund potential acquisitions or investments, to refinance existing debt, or for general corporate purposes. If we issue equity or convertible debt securities to raise additional funds, our existing stockholders may experience dilution, and the new equity or debt securities may have rights, preferences and privileges senior to those of our existing stockholders. If we incur additional debt, it may increase our leverage relative to our earnings or to our equity capitalization, requiring us to pay additional interest expenses and potentially lowering our credit ratings. At any given time, it could be difficult for us to raise capital due to a variety of factors, some of which may be outside of our control, including a tightening of credit markets, overall poor performance of stock markets, and / or an economic slowdown in the U. S. or other countries, or in the businesses of our customers. There is no assurance we would be able to market such security issuances on favorable terms, or at all, in which case, if we did not have any alternate funds we might not be able to develop or enhance our products, execute our business plan, take advantage of future opportunities, respond to competitive pressures or meet unanticipated customer requirements. Our inability to raise additional capital or to obtain additional financing if needed could negatively affect our ability to implement our business strategies and meet our goals. This, in turn, could adversely affect our financial condition and results of operations. ~~17ITEM~~ **16ITEM** 2. PROPERTIES This table summarizes our facilities as of June 30, ~~2022~~ **2023** . We believe our facilities are adequate to meet our operating requirements for the foreseeable future. **Lease Square Expiration** Location Nature of Use ~~Square~~ Feet How Held ~~Lease Expiration~~ Date Vista, CA USA (1), (2) Manufacturing, warehousing, packaging and distribution 162, 000 Leased ~~March~~ **August** ~~2024~~ **2034** Manno, Switzerland (3) Manufacturing, warehousing, packaging and distribution 95, 990 Leased December 2032 Manno, Switzerland (4) Warehousing 30, 892 Leased December ~~2023~~ **2024** Carlsbad, CA USA (5) Corporate headquarters 20, 981 Owned N / A Carlsbad, CA USA (6) Powder filling, packaging, distribution and storage ~~54~~ **67** , ~~154~~ **453** Owned N / A (1) This facility is used by NAI for its private- label contract manufacturing segment. (2) At this facility we use approximately 93, 000 square feet for production, 60, 000 square feet for warehousing and 9, 000 square feet for administrative functions. **In July 2023, NAI executed an extension to the lease covering this facility effective April 1, 2024 and extends the lease through August 31, 2034.** (3) This facility is used by NAIE in connection with our private- label contract manufacturing segment. In May 2022, NAIE executed an extension to the lease covering this facility that is effective January 1, 2023 and extends the lease through December 31, 2032. (4) This facility is used by NAIE for additional warehouse storage. (5) We purchased ~~the~~ **our** Carlsbad ~~facility~~ **, California corporate headquarters** in March 2016. (6) We ~~purchased~~ **acquired** this facility in August 2021 ~~,~~ and **retrofitted** ~~are presently converting~~ it into a dedicated high **-** volume powder blending and packaging facility with ~~additional~~ **supplementary** raw material storage ~~capacity~~ . ~~We expect this~~ **This** facility **became operational in April 2023, however it is scheduled** to be ~~operational by mid-fiscal 2023~~ **temporarily closed soon due to a current customer holding off on further purchases while absorbing excess inventory** . ITEM 3. LEGAL PROCEEDINGS From time to time, we become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to intellectual property, product liability, employment, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of significant financial and managerial resources. While unfavorable outcomes are possible, based on available information, we generally do not believe the resolution of these matters, even if unfavorable, will result in a material adverse effect on our business, consolidated financial condition, or results of operations. Our evaluation of the likely impact of these actions could change in the future and we could have unfavorable outcomes we do not expect. An unexpected settlement expense or an unexpected unfavorable outcome of a matter could adversely impact our results of operations. As of September ~~21~~ **20** , ~~2022~~ **2023** , neither NAI nor NAIE were a party to any material pending legal proceeding nor was any of our property the subject of any material pending legal proceeding. We are currently involved in several matters in the ordinary course of our business. There is no assurance NAI will prevail in any litigation matters or that litigation expenses will not be greater than anticipated. ITEM 4. MINE SAFETY DISCLOSURES Not applicable. ~~18PART~~ **17PART** II ITEM 5. MARKET FOR OUR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES Market Information Our common stock trades on the Nasdaq Global Market under the symbol " NAII. " Below are the high and low sales prices of our common stock as reported on the Nasdaq Global Market for each quarter of the fiscal years ended June 30, **2023 and** 2022 ~~and 2021~~ : Fiscal **2023 Fiscal** 2022 ~~Fiscal 2021~~ High Low High Low First Quarter $ **12. 60 $ 8. 38 $** 19. 15 $ 13. 50 ~~$ 8. 23 $ 6. 52~~ Second Quarter $ **9. 84 $ 7. 04 $** 14. 47 $ 12. 49 ~~$ 10. 99 $ 7. 40~~ Third Quarter $ **10. 12 $ 7. 95 $** 13. 62 $ 10. 68 ~~$ 17. 66 $ 10. 60~~ Fourth Quarter $ **9. 44 $ 6. 97 $** 11. 73 $ 8. 91 ~~$ 18. 20 $ 12. 90~~ Holders As of September ~~20~~ **19** , ~~2022~~ **2023** , there were **181** ~~approximately 185~~ stockholders of record of our common stock. On that same date, the last sales price of our common stock as reported on NASDAQ was $ ~~11~~ **6** . ~~56~~ **36** per share. Dividends We have never paid a dividend on our common stock and we do not intend to pay a dividend in the foreseeable future. Our current policy is to retain all earnings to provide funds for operations and future growth. Additionally, under the terms of our credit facility, we are precluded from paying a dividend while such facility is in place without a waiver from our lender. Recent Sales of Unregistered Securities During the fiscal year ended June 30, ~~2022~~ **2023** , we did not sell any unregistered securities. Repurchases During the quarter ended June 30, ~~2022~~ **2023** , we **did not** ~~repurchased~~ **repurchase any** ~~37, 305~~ shares of our common stock ~~at a total cost of $ 0~~ . ~~4 million (including commissions and transaction fees) as set forth below: Period Total Number of Shares Purchased Average Price Paid per Share (1) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (as of June 30, 2022) (in thousands) April 1, 2022 to April 30, 2022 4, 359 $ 11. 64 4, 359 — March 1, 2022 to March 31, 2022 15, 114 $ 10. 20 15, 114 — June 1, 2022 to June 30, 2022 17, 832 $ 10. 56 17, 832 — Total 37, 305 37, 305 $ 1, 009 19Equity~~ -- **Equity** Compensation Plan Information The following table sets forth information regarding outstanding options and shares reserved for future issuance under our existing equity compensation plans as of June 30, ~~2022~~ **2023** : ~~Plan Category Number of Shares to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights Weighted- Average Exercise Price of Outstanding Options, Warrants, and Rights~~ Number of Shares Remaining Available **Weighted-** for Future **Number of Average** Issuance **Shares Exercise** Under Equity **to be Issued Price** Compensation **Upon of** Plans **Exercise of Outstanding** (Excluding **Outstanding Options,** Shares **Options, Warrants,** Reflected in **Warrants, and** Column **Plan Category and Rights Rights** (a)) (a) (b) (c) Equity compensation plans approved by stockholders — $ — ~~472~~ **349** , 377 Equity compensation plans not approved by stockholders N / A N / A N / A Total — $ — ~~472~~ **349** , 377 ITEM 6. SELECTED FINANCIAL DATA As a smaller reporting company, we are not required to provide Item 6 disclosure in this Annual Report. ~~20ITEM~~ **18ITEM** 7. MANAGEMENT' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION The following discussion and analysis is intended to help you understand our financial condition and results of operations as of June 30, **2023 and** 2022 ~~and 2021~~ and for each of the last two fiscal years then ended. You should read the following discussion and analysis together with our audited consolidated financial statements and the notes to the consolidated financial statements included under Item 8 in this report. Our future financial condition and results of operations will vary from our historical financial condition and results of operations described below based on a variety of factors. You should carefully review the risks described under Item 1A and elsewhere in this report, which identify certain important factors that could cause our future financial condition and results of operations to vary. Executive Overview The following overview does not address all of the matters covered in the other sections of this Item 7 or other items in this report or contain all of the information that may be important to our stockholders or the investing public. You should read this overview in conjunction with the other sections of this Item 7, the financial statements and accompanying notes, and this report. Our primary business activity is providing private- label contract manufacturing services to companies that market and distribute vitamins, minerals, herbs and other nutritional supplements, as well as other health care products, to consumers both within and outside the U. S. Historically, our revenue has been largely dependent on sales to two or three private- label contract manufacturing customers and subject to variations in the timing of such customers' orders, which in turn is impacted by such customers' internal marketing programs, supply chain management, entry into new markets, new product introductions, the demand for such customers' products, and general industry and economic conditions. Our revenue also includes raw material sales, royalty and licensing revenue generated from our patent estate pursuant to license and supply agreements with third parties for the distribution and use of the ingredient known as beta- alanine sold under our CarnoSyn ® and SR CarnoSyn ® trademarks. A cornerstone of our business strategy is to achieve long- term growth and profitability and to diversify our sales base. We have sought and expect to continue to seek to diversify our sales by developing relationships with additional, quality- oriented, private- label contract manufacturing customers, and commercializing our patent estate through sales of beta- alanine under our CarnoSyn ® and SR CarnoSyn ® trade names, royalties from license agreements, and potentially additional contract manufacturing opportunities with licensees. During fiscal ~~2022~~ **2023**, our consolidated net sales were ~~4~~ **10** % lower than in fiscal ~~2021~~ **2022**. Private- label contract manufacturing sales decreased 6 % primarily due to ~~lower sales to~~ **reduced orders from several of** our ~~largest~~ **larger** ~~customer~~ **customers** ~~. Sales to this customer decreased 40 % as compared to the prior year with a majority of the decrease~~ associated with ~~an~~ **their efforts to reduce excess on- hand** inventory ~~reduction program mostly related~~ **. Sales were also negatively impacted by Euro** to ~~their European business~~ **USD exchange rates. Our foreign currency exchange rates as applied to sales denominated in Euro decreased to a weighted average of 1. 13 EUR / USD in fiscal 2023 compared to a weighted average of 1. 18 EUR / USD in fiscal 2022**. The decrease in sales to **these** ~~our largest customer~~ **customers** was partially offset by increased sales to **our largest** ~~other existing customers and a new~~ customer **. Sales to this customer increased 66 % in fiscal 2023 as compared to fiscal 2022**. Revenue concentration from our largest private- label contract manufacturing customer as a percentage of our total net sales ~~decreased to~~ **was 40 % in fiscal 2023, and revenue concentration from our largest private- label contract manufacturing customer as a percentage of total net sales in fiscal 2022 was** 32 % ~~in fiscal 2022 from 51 % in fiscal 2021~~. **During** ~~We expect this percentage to remain consistent in~~ fiscal 2023 ~~. During fiscal 2022~~, patent and trademark licensing revenue ~~increased~~ **decreased** ~~14~~ **46** % to $ ~~16~~ **8**. ~~2~~ **7** million as compared to $ ~~14~~ **16**. 2 million for fiscal ~~2021~~ **2022**. The ~~increase~~ **decrease** in patent and trademark licensing revenue was primarily due to **a decrease in orders from** ~~sales to new customers, higher average sales prices, and increased shipments to~~ existing customers ~~related~~ **as a result of market and inflationary factors along with a general slowdown** in ~~part~~ **the Sports Nutrition sales channel. Included in the market factors, fiscal 2022 benefited from a ramp up of Sports Nutrition sales activity due** to **easing COVID restrictions on** athletic activities ~~and gyms reopening in accordance~~ with **no corresponding** ~~easing COVID- 19 restrictions across the USA as compared to significant restrictions in athletic activities~~ **activity** ~~in the prior year. We believe the increase experienced in fiscal year 2022 included larger than usual orders associated with our customer' s refilling their distribution channels and we anticipate these sales levels will normalize to historical trend~~ in fiscal 2023. We continue to invest in research and development for our SR CarnoSyn ® sustained release delivery system. We believe SR CarnoSyn ® may provide a unique opportunity within the growing Wellness and Healthy Aging markets. We believe our efforts to refine our formulations and product offerings will be positively received and result in significant opportunity for increased SR CarnoSyn ® sales. **As part of this commercialization effort, we have recently introduced two new SR CarnoSyn ® Wellness tablet products – Complete Vision Support and Complete Memory Support. These new offerings are condition- specific tablet products that include SR CarnoSyn ® as the primary ingredient along with other science- backed ingredients that strengthen the claims and marketing around the product and are more recognizable to the consumer. These new products are being offered both as business- to- business private label products and direct to the consumer through Amazon and our own direct to consumer website. In addition, we are also working on several innovations that could lead to new patentable products for CarnoSyn ® Brands in the future.** To protect our CarnoSyn ® business, we incurred litigation and patent compliance expenses of approximately **$ 0. 2 million during fiscal 2023 and** $ 0. 2 million during fiscal 2022 ~~and $ 1~~. **Our** ~~2 million during fiscal 2021. The decrease in these~~ legal **expense associated with our CarnoSyn ® business has remained low as we have no active litigation and the current run- rate of** expenses **is** ~~on a year over year basis was~~ primarily ~~due~~ **related** to **maintenance** ~~the successful resolution~~ of ~~several cases that were settled. We currently expect~~ our ~~litigation and~~ patent **and trademark estate** ~~compliance expenses to be consistent with the amount incurred in fiscal 2022~~. Our ability to maintain or further increase our beta- alanine royalty and licensing revenue will depend in large part on our ability to develop a market for our sustained release form of beta- alanine marketed under our SR CarnoSyn ® trademark, maintain our patent rights, the availability and the cost of the raw material when and in the amounts needed, the ability to expand distribution of beta- alanine to new and existing customers, and continued compliance by third parties with our license agreements and our patent, trademark and other intellectual property rights. During fiscal ~~2023~~ **2024**, we will continue our sales and marketing activities to consumers, customers, potential customers, and brand owners on multiple platforms to promote and reinforce the features and benefits of utilizing CarnoSyn ® and SR CarnoSyn ® beta- alanine. ~~21Based~~ **19On August 16, 2023, we announced the temporary closure of our new high- speed powder processing facility in Carlsbad, California due to excess inventory** on ~~our current sales order volumes, sales backlog and~~ **hand at one of** ~~forecasts we have received from~~ our **largest** ~~customers~~ - **customer** ~~, we anticipate~~ **' s and their efforts to rebalance supply and demand. As a result of this temporary closure sixty- day notice was provided to all employees who may be furloughed starting in early October 2023. We expect this facility will re- open and** our **prior level of operations will resume late in our third** fiscal **quarter of** ~~2023~~ **2024** ~~consolidated net sales will increase between 10. 0 % and 15. 0 % as compared to fiscal 2022. We also anticipate we will generate operating income between 5. 0 % and 7. 0 % of net sales for our fiscal year ending June 30~~, **but** ~~2023. While sales~~

~~are expected to increase during fiscal 2023 when compared to fiscal 2022, we anticipate operating income will be negatively impacted by changes in sales mix and increased operational costs primarily impacted by increased labor and supply chain costs and other -~~ **there** ~~inflationary factors. We anticipate current inflation rates will have a negative impact on our fiscal 2023 operations and we are monitoring the drivers and working with suppliers and customers to mitigate the impact on our results. We are actively working to identify additional sales opportunities and we are evaluating various options for minimizing the impact of continuing inflationary pressures. There~~ can be no assurance ~~our expectations~~ **this customer** will ~~result~~ **resolve its supply and demand issues** in **the timeframe expected, or what level of business we will have with this customer when** ~~the~~ **they purchase from us in the future. If this customer is unable to resolve its inventory issues in this timeframe, or our sales forecast is not realized we will likely experience a continuing material decrease in revenues during fiscal year 2024. Subject to this uncertainty, and our overall sales forecast, we** currently ~~anticipated~~ - **anticipate we will experience a net loss in the first half of fiscal 2024, net income in the second half and an overall net loss in fiscal 2024. During fiscal 2024, we plan to continue our focus on: • Leveraging our state- of- the- art, certified facilities to** increase **the value of the goods and services we provide to our highly valued private- label contract manufacturing customers, and assist us** in ~~net~~ **developing relationships with additional quality- oriented customers; • Expanding the commercialization of our beta- alanine patent estate through raw material** sales **, developing a new sales distribution channel under the Wellness and Healthy Aging category** ~~or~~ **for our sustained release form of beta- alanine marketed under our SR CarnoSyn ® trademark, exploiting new contract manufacturing opportunities, license and royalty agreements, and protecting our proprietary rights; and • Improving** ~~operating~~ **operational** ~~income levels~~ **efficiencies and managing costs and business risks to improve profitability** . Impact of COVID- 19 on Our Business The COVID- 19 pandemic ~~has~~ resulted ~~, and is likely to continue to result,~~ in significant economic disruption and **may have some** ~~has and will likely continue to affect~~ **effect on** our business **in** ~~. Significant uncertainty exists concerning~~ the ~~magnitude of~~ **future. Our facilities, located both in** the ~~impact~~ **United States** and **Europe, maintained operations throughout the** duration of the COVID- 19 pandemic ~~. Our facilities, located both in the United States and Europe, continue to operate as an essential and critical manufacturer in accordance with applicable federal, state, and local regulations~~ , however, there can be no assurance our facilities will continue to operate without interruption ~~. Factors that derive from COVID- 19 and the accompanying response, and that have or may negatively impact sales and gross margin in the future include, but are not limited to the following: ● Limitations on the ability of our suppliers to manufacture, or procure from manufacturers, the materials included in the products we sell, or to meet delivery requirements and commitments; ● Limitations on the ability of our employees to perform their work due to illness caused by the pandemic or due to other restrictions on our employees to keep them safe and the increased cost of measures taken to ensure employee health and safety; ● Limitation on the availability of qualified individuals to adequately staff our manufacturing facilities; ● Limitations on the ability of our suppliers to manufacture and meet timelines associated with capital improvement projects; ● Limitations on the ability of our customers to conduct their business and purchase our products and services; and ● Limitations on the ability of our customers to pay us on a timely basis. We will continue to actively monitor the situation and may take further actions to alter our business operations as may be required by federal, state or local authorities or that we determine are in the best interests of our employees, customers, suppliers and shareholders. While we are unable to determine or predict the nature, duration, or scope of the overall impact the COVID- 19 pandemic will have on our business, results of operations, liquidity or capital resources, we believe we will be able to remain operational and our working capital will be sufficient for us to remain operational even as the longer- term consequences of this pandemic become known. During fiscal 2023, we plan to continue our focus on: • Leveraging our state- of- the- art, certified facilities to increase the value of the goods and services we provide to our highly valued private- label contract manufacturing customers, and assist us in developing relationships with additional quality- oriented customers; • Expanding the commercialization of our beta- alanine patent estate through raw material sales, developing a new sales distribution channel under the Wellness and Healthy Aging category for our sustained release form of beta- alanine marketed under our SR CarnoSyn ® trademark, exploiting new contract manufacturing opportunities, license and royalty agreements, and protecting our proprietary rights; and • Improving operational efficiencies and managing costs and business risks to improve profitability~~ . Discussion of Critical Accounting Estimates We have identified the following as our most critical accounting estimates, which are those that are most important to the portrayal of our financial condition and results, and that require management' s most subjective and complex judgments. Information regarding our other significant accounting estimates and policies are disclosed in Note A, Organization and Summary of Significant Accounting Policies, of the notes to the consolidated financial statements. Revenue Recognition — Revenue is measured as the net amount of consideration expected to be received in exchange for fulfilling one or more performance obligations. For certain contracts with volume rebates, our estimates of future sales used to assess the volume rebate estimates are subject to a high degree of judgement and may differ from actual sales due to, among other things, changes in customer orders and raw material availability. ~~22Results~~ **20Results** of Operations The following table sets forth selected consolidated operating results for each of the last two fiscal years, presented as a percentage of net sales (dollars in thousands). Fiscal Year Ended June 30, ~~2022~~ **2023** June 30, ~~2021~~ **2022** Increase (Decrease) Private- label contract manufacturing $ **145, 294 % $** 154, 798 % $ ~~164, 310 % $~~ (9, ~~512~~ **504**) (6) % Patent and trademark licensing **8, 721 %** 16, 168 % ~~14~~ **(7** , ~~210 % 1, 958~~ **447) (46)** % Total net sales **154, 015 %** 170, 966 % ~~178, 520 %~~ (~~7~~ **16** , ~~554~~ **951**) (~~4~~ **10**) % Cost of goods sold **135, 857 %** 140, 457 % ~~148, 078 %~~ (~~7~~ **4** , ~~621~~ **600**) (~~5~~ **3**) % Gross profit **18, 158 %** 30, 509 % ~~30~~ **(12** , ~~442 %~~ **351) (40)** % Selling, general & administrative expenses **13, 445 %** 16, 830 % ~~16~~ **(3** , ~~770 %~~ **385) (20)** % Income from operations **4, 713 %** 13, 679 % ~~13~~ **(8** , ~~672 %~~ **966) (66)** % Other (loss), net **(1, 158) (1) %** (20) (0) % (1, **138** ~~547) (1) % 1, 527 (99~~) % Income before income taxes **3, 555 %** 13, 659 % ~~12~~ **(10** , ~~125 % 1, 534~~ **104) (74)** % Provision for income taxes **1, 033 %** 2, 947 % **(** 1, ~~357 % 1, 590~~ **914) (65)** % Net income $ **2, 522 % $** 10, 712 % $ ~~10, 768 % $~~ (~~56~~ **8, 190**) (~~1~~ **76**) % **Private- label contract manufacturing sales decreased 6 % primarily due to reduced orders from several of our larger customers associated with their efforts to reduce excess on- hand inventory. Sales were also negatively**

impacted by Euro to USD exchange rates. Our foreign currency exchange rates as applied to sales denominated in Euro decreased to a weighted average of 1. 13 EUR / USD in fiscal 2023 compared to a weighted average of 1. 18 EUR / USD in fiscal 2022. The decrease in sales to these customers was partially offset by increased sales to our largest customer. Sales to this customer increased 66 % in fiscal 2023 as compared to fiscal 2022. Revenue concentration from our largest private- label contract manufacturing customer as a percentage of our total net sales was 40 % in fiscal 2023, and revenue concentration from our largest private- label contract manufacturing customer as a percentage of total net sales in fiscal 2022 was 32 %. Net sales from our patent and trademark licensing segment ~~increased~~ **decreased** ~~14~~ **46** % during fiscal ~~2022~~ **2023** . The ~~increase~~ **decrease** in patent and trademark licensing revenue was primarily due to **a decrease in orders from** ~~sales to new customers, higher average sales prices, and increased shipments to~~ existing customers ~~related~~ **as a result of market and inflationary factors along with a general slowdown** in ~~part~~ **the Sports Nutrition sales channel. Included in the market factors, fiscal 2022 benefited from a ramp up of Sports Nutrition sales activity due** to **easing COVID restrictions on** athletic activities ~~and gyms reopening in accordance~~ with **no corresponding** ~~easing COVID- 19 restrictions across the USA as compared to significant restrictions in athletic activities~~ **activity** ~~in the prior year. We believe the increase experienced in fiscal year 2022 included larger than usual orders associated with our customer' s refilling their distribution channels and we anticipate these sales levels will normalize to historical trend~~ in fiscal 2023. The change in gross profit margin for the year ended June 30, ~~2022~~ **2023** , was as follows: Percentage Change Contract manufacturing (1) (~~0.~~ 3 **. 9**) Patent and trademark licensing (2) ~~1~~ **(2** . ~~1~~ **2)** Total change in gross profit margin ~~0~~ **(6** . ~~8~~ **1)** 1 Private- label contract manufacturing gross profit margin contribution decreased ~~0.~~ 3 **. 9** percentage points in fiscal ~~2022~~ **2023** as compared to fiscal ~~2021~~ **2022** . The decrease in gross profit as a percentage of sales for private- label contract manufacturing is primarily due to **lower sales and unfavorable sales mix, increased costs related to labor, utilities, operating supplies, freight and other costs resulting in** an increase in per **-** unit manufacturing costs **. Included in the increased labor costs for the fiscal 2023 is a restructuring charge of approximately $ 350, 000 due to a workforce restructuring plans completed during the year. These factors were** partially offset by ~~favorable product~~ **a $ 2. 2 million Employee Retention Tax Credit (“ ERTC ”) recorded in fiscal 2023. In March 2020, the Coronavirus Aid, Relief,** and ~~customer sales mix~~ **Economic Security Act was signed into law, providing numerous tax provisions and other stimulus measures, including the ERTC. The Tax Payer Certainty and Disaster Tax Relief Act of 2020 and the American Rescue Plan Act of 2021 extended the availability of the ERTC. Under these expanded measures, we determined during fiscal 2023 that we qualified for the ERTC for the first three quarters of calendar 2021 and do not expect any further benefit to subsequent periods** . 2 During fiscal ~~2022~~ **2023** , patent and trademark licensing gross profit margin contribution ~~increased~~ **decreased** ~~1~~ **2** . ~~1~~ **2** percentage points as compared to fiscal ~~2021~~ **2022** . The ~~increase~~ **decrease** in margin contribution during the year ended June 30, ~~2022~~ **2023** was primarily due to ~~increased~~ **decreased** patent and trademark licensing net sales as a percentage of total consolidated net sales, **as patent and trademark licensing historically provides** higher **profit margins than our private- label contract manufacturing business** ~~average sales prices, and a change in estimate regard certain volume rebate programs~~ . Selling, general and administrative expenses ~~were flat~~ **decreased $ 3. 4 million, or 20 % to $ 13. 5 million in fiscal 2023 as compared to $ 16. 8 million** in fiscal 2022 ~~as compared to fiscal 2021 at $ 16~~ . ~~8~~ **The decrease year over year includes a $ 1. 3** million **benefit recorded related to our ERTC filing, a $ 1. 4 million bad debt recovery associated with a settlement we agreed to with a former customer whose balance was written- off in a prior year, and favorable salary costs** . Other loss, net, ~~decreased~~ **increased** $ 1. ~~5~~ **1** million during fiscal ~~2022~~ **2023** as compared to fiscal ~~2021~~ **2022** . The ~~decreases were~~ **increase is** primarily ~~due to favorable fiscal 2022 foreign exchange revaluation activity~~ associated with **increased expenses related to** our **CHF** balance sheet ~~and the fluctuations in unhedged~~ --- **hedge and interest expense related** ~~foreign currency rates when compared~~ to ~~the same activity in fiscal 2021~~ **usage of our line of credit** . Our income tax expense ~~increased~~ **decreased** $ 1. ~~6~~ **9** million during fiscal ~~2022~~ **2023** as compared to fiscal ~~2021~~ **2022 . The decrease is primarily due to a reduction in pre- tax income, which was partially offset by a higher effective tax rate** . The increase **in effective tax rate** was primarily **driven by changes** ~~due to discrete tax benefit items recorded~~ in ~~fiscal 2021,~~ **apportionment allocation of income to state jurisdictions and an increase in the Global Low- Taxed Intangible Income associated** with **our Swiss operations** ~~no corresponding discrete tax benefits recorded in fiscal 2022~~ . ~~23Liquidity~~ **21Liquidity** and Capital Resources Our primary sources of liquidity and capital resources are cash flows provided by operating activities and the availability of borrowings under our credit facilities. Net cash provided by operating activities was $ ~~11~~ **7** . ~~9~~ **0** million in fiscal ~~2022~~ **2023** compared to net cash provided by operating activities of $ ~~20~~ **11** . ~~8~~ **9** million in fiscal ~~2021~~ **2022** . At June 30, ~~2022~~ **2023** , changes in accounts receivable, consisting primarily of amounts due from our private- label contract manufacturing customers and our patent and trademark raw material sales activities, provided $ **11. 8 million in cash compared to providing $** 0. 6 million in **fiscal 2022. The increase in** cash **provided** ~~compared to using $ 0. 8 million in fiscal 2021. The change in cash used~~ by accounts receivable during fiscal ~~2022~~ **2023** primarily resulted from timing of sales and the related collections ~~at the end of fiscal 2022 as compared to fiscal 2021~~ . Days sales outstanding ~~increased~~ **decreased to 29 days during fiscal 2023 compared** to 38 days during fiscal 2022 ~~compared to 36 days during fiscal 2021~~ , primarily due to customer sales mix and timing of sales and the related collections. Inventory ~~used~~ **provided** $ ~~5~~ **2** . ~~5~~ **8** million in cash during fiscal **2023 compared to using $ 5. 5 million in fiscal** 2022 ~~compared to providing $ 1. 0 million in fiscal 2021~~ . The change in cash activity from inventory was primarily related to the difference in **the** amount and timing of **orders** ~~sales at the end of fiscal 2022~~ and anticipated sales **in** ~~for the beginning of~~ fiscal **year** 2023 as compared to ~~the same drivers at the end of~~ fiscal **year** ~~2021~~ **2022** . Changes in accounts payable and accrued liabilities ~~provided~~ **used** $ ~~3~~ **8** . ~~1~~ **6** million in cash during fiscal ~~2022~~ **2023** compared to providing $ **3.** 1 ~~. 9~~ million during fiscal ~~2021~~ **2022** . The change in cash flow activity related to accounts payable and accrued liabilities is primarily due to the timing of inventory receipts and payments. Cash used in investing activities in fiscal ~~2022~~ **2023** was $ ~~26~~ **13** . 5 million compared to $ **26.** 5 ~~. 0~~ million in fiscal ~~2021~~ **2022** . The primary reason for the change was due to the purchase of a new manufacturing and warehouse facility in Carlsbad, **California in** ~~CA~~

~~during the first quarter of~~ fiscal 2022 ~~along~~ **while fiscal 2023 included capital improvement costs and equipment purchases associated** with **the** ~~expenditures made related to our~~ on- going ~~efforts~~ **project** to ~~retrofit this~~ **improve the new** facility ~~with~~ **to become a high capacity** powder **processing and** storage **facility** ~~and processing capabilities~~ . Cash ~~provided by~~ **used in** financing activities in fiscal ~~2022~~ **2023** was **$ 1. 8 million, compared to** $ 4. 3 million **provided** ~~, compared to $ 14. 1 million used in fiscal 2021. The activity~~ in fiscal 2022 **. The change in financing activities** includes **a reduction of stock repurchase activity, which totaled $ 1. 5 million in fiscal 2023 as compared to $ 5. 5 million in fiscal 2022. Fiscal 2022 also included** $ 10. 0 million in borrowings used to finance a portion of the purchase of our new manufacturing and warehouse facility in Carlsbad, **California** ~~CA and treasury stock repurchases~~ while fiscal ~~2021~~ **2023 did not** ~~included~~ - **include** ~~treasury stock repurchases and a payment of $ 10. 0 million against our line of credit that was originally withdrawn as a measure to provide our business with liquidity out of an~~ **any such borrowings** ~~abundance of caution due to the COVID- 19 pandemic during fiscal 2020~~ . At June 30, ~~2022~~ **2023 ,** we had no outstanding balances due on our line of credit and had $ 20. 0 million available with this loan facility and we owed $ 9. ~~8~~ **5** million on a term loan that was borrowed as part of the purchase of our new Carlsbad manufacturing facility in August 2021. At June 30, ~~2021~~ **2022** we had no outstanding balances due and $ 20. 0 million available in connection with our loan facility. During fiscal ~~2022~~ **2023 ,** we were in compliance with all of the financial and other covenants required under our Credit Agreement. ~~Refer to Note F," Debt," in Item 8 of this report, for terms of such Credit Agreement and additional information.~~ As of June 30, ~~2022~~ **2023** , we had $ ~~21~~ **13** . ~~8~~ **6** million in cash and cash equivalents. Of these amounts, $ ~~17~~ **12** . ~~8~~ **2** million of cash and cash equivalents were held by NAIE. Overall, we believe our available cash, cash equivalents, potential cash flows from operations, and **our** credit facility will be sufficient to fund our current working capital needs and capital expenditures through at least the next 12 months **. As a result of reduced sales overall, and the impact of temporary closure of our Carlsbad California high- speed powder processing facility, we anticipate we will not be able to comply with all of the covenants required under the Credit Agreement in the second quarter of fiscal 2024. We have advised the lender and are currently negotiating a potential revised credit facility. There can be no assurance we will be able to successfully complete the negotiation of a revised credit facility, or what the differences in amount, cost and other factors may be. Please see Note F in Item 8 of this report for terms of our credit facility** . Off- Balance Sheet Arrangements As of June 30, ~~2022~~ **2023** , we did not have any significant off- balance sheet debt nor did we have any transactions, arrangements, obligations (including contingent obligations) or other relationships with any unconsolidated entities or other persons, in each case that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenue or expenses material to investors. Inflation During fiscal ~~2022~~ **2023 ,** we experienced price increases in product raw material and operational costs related to inflationary pressures. We currently believe increasing raw material and product cost pricing pressures will continue throughout fiscal ~~2023~~ **2024** as a result of limited supplies of various ingredients, the effects of higher labor and transportation costs, rising interest rates, higher global fuel and energy costs, and the continued impact of COVID- 19. We anticipate current inflation rates will have a negative impact on our fiscal ~~2023~~ **2024** operations and we are monitoring the drivers and working with suppliers and customers to mitigate the impact on our results. ~~24Recent~~ -- **Recent** Accounting Pronouncements A discussion of recent accounting pronouncements is included under Note A in the notes to our consolidated financial statements which are included under Item 8 of this report. ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK As a smaller reporting company, we are not required to provide Item 7A disclosure in this Annual Report. ~~25ITEM~~ **22ITEM** 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA Report of Independent Registered Public Accounting Firm To the Board of Directors and Stockholders of Natural Alternatives International, Inc. Opinion on the Consolidated Financial Statements We have audited the accompanying consolidated balance sheets of Natural Alternatives International, Inc. (the " Company ") as of June 30, **2023 and** 2022 ~~and 2021~~ , and the related consolidated statements of operations and comprehensive income, stockholders' equity and cash flows for each of the two years in the period ended June 30, ~~2022~~ **2023** , and the related notes (collectively referred to as the " consolidated financial statements "). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of June 30, **2023 and** 2022 ~~and 2021~~ , and the consolidated results of its operations and its cash flows for each of the two years in the period ended June 30, ~~2022~~ **2023** , in conformity with accounting principles generally accepted in the United States of America. Basis for Opinion These consolidated financial statements are the responsibility of the Company' s management. Our responsibility is to express an opinion on the Company' s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (" PCAOB ") and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company' s internal control over financial reporting. Accordingly, we express no such opinion. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. Critical Audit Matter The critical audit ~~matter~~ **matters** communicated below **are** ~~is a matter~~ **matters** arising from the current- period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of ~~this~~ **these** critical audit ~~matter~~ **matters** ~~does~~ **do** not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit ~~matter~~ **matters** below, providing separate opinions on the critical audit ~~matter~~ **matters** or on the accounts or disclosures to which ~~it~~ **they** ~~relates~~ - **relate** . Revenue Recognition — Refer to Note A to the Consolidated Financial Statements Critical Audit Matter Description The Company recognizes revenue upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products. The Company ~~may enter~~ **enters** ~~into~~ certain customer **supply** contracts that contain unique, customer- specific terms and conditions ~~,~~ **that results in** variable consideration ~~, as well as multiple performance obligations~~ . For such contracts, significant interpretation may be required to determine the ~~appropriate accounting~~ **contract terms** , **estimated amounts and** ~~including the identification of performance obligations, the allocation of the transaction price to performance obligations in the arrangement, the~~ timing of **recognition** ~~the transfer of control of promised goods for each of those performance obligations, estimates~~ of variable consideration **. Variable** ~~and agent versus principal~~ consideration **includes volume- related and other discounts and pricing concessions** . ~~26Our~~ -- **Our** assessment of ~~managements~~ - **management** ' **s** evaluation of the above referenced matters related to proper revenue recognition is significant to our audit because the amounts are material to the **consolidated** financial statements, the assessment process involves significant judgment, and the application of U. S. generally accepted accounting principles in this area is complex. ~~How~~ **23How** the Critical Audit Matter Was Addressed in the Audit Our principal audit procedures related to the Company' s revenue recognition for customer contracts **that include variable consideration** included the following: ● We evaluated the appropriateness of management' s revenue recognition policies. ● We tested the mathematical accuracy of management' s calculations of revenue **, including variable consideration,** and the associated timing of revenue recognized in the consolidated financial statements. ● We selected a sample of revenue transactions **with variable consideration** and performed the following procedures: o Obtained and read **contracts and other** source documents for each selection ~~, including master agreements, purchase orders and other documents that evidenced the customer arrangement~~ . o Tested management' s identification and treatment of the key contract terms, including performance obligations and variable consideration. o Evaluated the appropriateness of management' s application of the Company' s accounting policies, along with their use of estimates, in the determination of revenue recognition conclusions **. Employee Retention Credits – Refer to Note A to the Consolidated Financial Statements Critical Audit Matter Description The Company applied for Employee Retention Credits (" ERCs ") as provided for by provisions of the Coronavirus Aid, Relief and Economic Security Act (" CARES Act "). ERCs related to eligible quarterly periods in fiscal 2021 aggregated a net amount of $ 3, 477, 526, for which the Company submitted its amended payroll tax returns during the fiscal year ended June 30, 2023. How the Critical Audit Matter Was Addressed in the Audit Our principal audit procedures related to the Company' s eligibility for ERCs included the following: ● We obtained an understanding of the provisions of the ERCs, as afforded by the CARES Act and notices published by the IRS. ● We evaluated management' s analysis supporting the Company' s eligibility to receive the ERCs, including documentation from external legal counsel. ● We corroborated key information used by management to determine the amount of ERCs, including employee attendance records and payroll and personnel data. ● We examined the Company' s amended payroll tax returns filed with the IRS** . / s / HASKELL & WHITE LLP We have served as the Company' s auditor since 2014. **Irvine** ~~San Diego~~ , California September 21, ~~2022~~ **2023** ~~27Consolidated~~ **24Consolidated** Balance Sheets As of June 30 (Dollars in thousands, except share and per share data) **2023** 2022 ~~2021~~ Assets Current assets: Cash and cash equivalents $ **13, 604 $** 21, 833 ~~$ 32, 133~~ Accounts receivable – less allowance for doubtful accounts of $ **23 at June 30, 2023 and $** 3, 383 at June 30, 2022 **7** ~~and $ 3~~ , **022** ~~527 at June 30, 2021~~ 17, 422 ~~17, 946~~ Inventories, net **29, 694** 32, 475 ~~27, 006~~ Income tax receivable **305** 67 ~~1, 095~~ Forward contracts **390** 3, 144 ~~—~~ Prepaids and other current assets **5, 995** 1, 805 ~~2, 168~~ Total current assets **57, 010** 76, 746 ~~80, 348~~ Property and equipment, net **53, 841** 44, 573 ~~22, 271~~ Operating lease right- of- use assets **20, 369** 21, 701 ~~15, 877~~ Deferred tax asset – noncurrent **355** — ~~214~~ Other noncurrent assets, net 2, **577 2,** 983 ~~1, 571~~ Total assets $ **134, 152 $** 146, 003 ~~$ 120, 281~~ Liabilities and Stockholders' Equity Current liabilities: Accounts payable $ **7, 778 $** 16, 185 ~~$ 11, 893~~ Accrued liabilities 2, **409 2,** 787 ~~2, 441~~ Accrued compensation and employee benefits **2, 246** 3, 673 ~~4, 584~~ Customer deposits **317** 140 ~~1~~ **Short- term liability – operating leases 2** , ~~721~~ **448 634** Income taxes payable **374** 174 ~~619 Forward contracts — 814~~ Mortgage note payable, current portion **312** 302 ~~—~~ Total current liabilities **15, 884** 23, **895** ~~261 22, 072~~ Long- term liability – operating leases ~~22~~ **18** , ~~047 16~~ **965 21** , **413** ~~481 Noncurrent forward contracts — 4~~ Long- term pension liability **339** 344 ~~391~~ Deferred tax liability **—** 1, 220 ~~—~~ Mortgage note payable, net of current portion 9, **205 9,** 493 ~~—~~ Income taxes payable, noncurrent **987** 1, 118 ~~1, 250~~ Total liabilities **45, 380** 57, 483 ~~40, 198~~ Commitments and contingencies (Notes D, F, H, J and M) Stockholders' equity: Preferred stock; $. 01 par value; 500, 000 shares authorized; none issued or outstanding — — Common stock; $. 01 par value; 20, 000, 000 shares authorized at June 30, ~~2022~~ **2023** and June 30, ~~2021~~ **2022** , issued and outstanding (net of treasury shares) 6, **073, 813 at June 30, 2023 and 6,** 129, 611 at June 30, 2022 **91** ~~and 6, 436, 568 at June 30, 2021~~ 89 ~~88~~ Additional paid- in capital **31, 436** 30, 423 ~~29, 456~~ Retained earnings **80, 183** 77, 661 ~~66, 949~~ Treasury stock, at cost, 3, ~~061~~ **240** , ~~795~~ **593** shares at June 30, ~~2022~~ **2023** and ~~2~~ **3** , ~~567~~ **061** , ~~797~~ **795** at June 30, ~~2021~~ **2022 (22, 855)** (21, 352 ~~) (15, 849~~) Accumulated other comprehensive income **(83)** 1, 699 ~~(561)~~ Total stockholders' equity 88, **772 88,** 520 ~~80, 083~~ Total liabilities and stockholders' equity $ **134, 152 $** 146, 003 ~~$ 120, 281~~ See accompanying notes to consolidated financial statements. ~~28Consolidated~~ **25Consolidated** Statements of Operations ~~And~~ **and** Comprehensive Income For the Years Ended June 30 (Dollars in thousands, except share and per share data) **2023** 2022 ~~2021~~ Net sales $ **154, 015 $** 170, 966 ~~$ 178, 520~~ Cost of goods sold **135, 857** 140, 457 ~~148, 078~~ Gross profit **18, 158** 30, 509 ~~30, 442~~ Other selling, general and administrative expenses **14, 869** 16, 950 ~~16, 902 (~~ Recoveries **of** ~~) provision for~~ uncollectible accounts receivable (~~120~~ **1, 424**) (~~132~~ **120**) Income from operations **4, 713** 13, 679 ~~13, 672~~ Other income (expense): Interest income — Interest expense (~~83~~ **451**

) (~~118~~ **83**) Foreign exchange ~~gain~~ (loss) **gain** (**658** ~~1, 409~~) Other, net (~~55~~ **82**) (~~21~~ **55**) Total other expense (~~20~~ **1, 158**) (**20** ~~1, 547~~) Income before income taxes **3, 555** 13, 659 ~~12, 125~~ Provision for income taxes **1, 033** 2, 947 ~~1, 357~~ Net income $ **2, 522 $** 10, 712 ~~$ 10, 768~~ Change in minimum pension liability, net of tax $ $ Unrealized **(loss)** gain resulting from change in fair value of derivative instruments, net of tax **(1, 846)** 2, 166 Comprehensive income $ **$** 12, 972 ~~$ 11, 390~~ Net income per common share: Basic $ **0. 43 $** 1. 75 **Diluted $ 0. 43** $ 1. ~~71 Diluted $ 1.~~ 74 ~~$ 1. 69~~ Weighted average common shares outstanding: Basic **5, 863, 083** 6, 117, 044 **Diluted 5, 877, 559** 6, ~~290, 689 Diluted 6,~~ 155, 118 ~~6, 379, 486~~ See accompanying notes to consolidated financial statements. ~~29Consolidated~~ **26Consolidated** Statements of Stockholders' Equity (Dollars in thousands) **Accumulated Additional Other** Common Stock ~~Additional~~ Paid- in Retained Treasury Stock ~~Accumulated Other~~ Comprehensive Shares Amount Capital Earnings Shares Amount Income (Loss) Total Balance, June 30, ~~2020~~ **2021** ~~8~~ **9** , ~~856~~ **004** , ~~677~~ **365** $ $ ~~27~~ **29** , ~~992 $ 56~~ **456 $ 66** , ~~181~~ **949** 2, ~~104~~ **567** , ~~305~~ **797** $ (~~11~~ **15** , ~~702~~ **849**) $ (**561** ~~1, 183~~) $ ~~71~~ **80** , ~~375~~ **083** Issuance of common stock for restricted stock grants ~~91~~ **135** , ~~773~~ **850** (1) — — — — — — Compensation expense related to stock compensation plans — — ~~1, 430~~ — — — — ~~1, 430~~ Repurchase of common stock — — — — — ~~433~~ **435** , ~~050~~ **080** (~~3~~ **5** , ~~844~~ **503**) — (~~3~~ **5** , ~~844~~ **503**) ~~Issuance~~ **Forfeiture** of ~~common~~ **restricted** stock ~~for stock option exercise 55, 915~~ — — ~~30, 442 (303)~~ — ~~(268)~~ **— 19, 832 — — — Share correction 51, 191 — — — 39, 086 — — —** Change in minimum pension liability, net of tax — — — — — — — Unrealized gain resulting from change in fair value of derivative instruments, net of tax — — — — — — — **2, 166 2, 166** Net income — — — 10, ~~768~~ **712** — — — 10, ~~768~~ **712** Balance, June 30, ~~2021~~ **2022** 9, ~~004~~ **191** , ~~365~~ **406** $ $ ~~29~~ **30** , ~~456~~ **423** $ ~~66, 949 2, 567, 797~~ - **77, 661 3, 061, 795** $ (~~15~~ **21** , ~~849~~ **352**) $ **1** ~~(561) $ 80~~ , ~~083~~ **699 $ 88, 520** Issuance of common stock for restricted stock grants ~~135~~ **123** , ~~850~~ **000** (~~1~~ **2**) — — — — — — Compensation expense related to stock compensation plans — — **1, 015** — — — — **1, 015** Repurchase of common stock — — — — — ~~435~~ **164** , ~~080~~ **399** (~~5~~ **1** , 503) — (~~5~~ **1** , 503) Forfeiture of restricted stock — — — — ~~19~~ **14** , ~~832 — — — Share Correction 51, 191 — — — 39~~ **399** ~~, 086~~ — — — Change in minimum pension liability, net of tax — — — — — — — Unrealized ~~gain~~ **loss** resulting from change in fair value of derivative instruments, net of tax — — — — — — — ~~2~~ **(1** , ~~166 2~~ **846) (1** , ~~166~~ **846)** Net income — — — ~~10~~ **2** , ~~712~~ **522** — — — ~~10~~ **2** , ~~712~~ **522** Balance, June 30, ~~2022~~ **2023** 9, ~~191~~ **314** , 406 $ $ ~~30~~ **31** , ~~423~~ **436** $ ~~77~~ **80** , ~~661~~ **183** 3, ~~061~~ **240** , ~~795~~ **593** $ (~~21~~ **22** , ~~352~~ **855**) $ ~~1, 699~~ **(83)** $ 88, ~~520~~ **772** ~~30Consolidated~~ **27Consolidated** Statements of Cash Flows **(in thousands) 2023** 2022 ~~2021~~ Cash flows from operating activities Net income $ **2, 522 $** 10, 712 ~~$ 10, 768~~ Adjustments to reconcile net income to net cash provided by operating activities: ~~(Recovery~~ **Recoveries** of ~~) provision for~~ uncollectible accounts receivable (**1, 424) (** 120) ~~(132)~~ Depreciation and amortization 4, **250 4,** 165 ~~4, 338~~ Deferred income taxes (~~214~~ **974**) Non- cash lease expenses 2, **831 2,** 749 ~~3, 421~~ Non- cash compensation 1, ~~430~~ **015** Pension expense Gain on disposal of assets **(51)** ~~, net of impairment~~ (9 ~~) (47~~) Changes in operating assets and liabilities: Accounts receivable ~~(813)~~ **11, 823** Inventories **2, 781** (5, 469) Operating lease liabilities (~~3~~ **2** , ~~007~~ **134**) (3, ~~245~~ **007**) Prepaids and other assets (~~358~~ **4, 362**) Accounts payable and accrued liabilities **(8, 606)** 3, 057 ~~1, 912~~ Forward contracts (2, 273) ~~1, 430~~ Income taxes (~~737~~ **169**) Accrued compensation and employee benefits (**1, 427) (** 911) ~~1, 924~~ Net cash provided by operating activities **7, 019** 11, 866 ~~20, 806~~ Cash flows from investing activities Purchases of property and equipment (~~26~~ **13** , ~~488~~ **524**) (~~5~~ **26** , ~~107~~ **488**) Proceeds from sale of property and equipment Net cash used in investing activities (~~26~~ **13** , ~~458~~ **467**) (~~5~~ **26** , ~~039~~ **458**) Cash flows from financing activities Repurchase of common stock (~~5~~ **1** , 503) (~~4~~ **5** , **503** ~~147) Payments on lines of credit — (10, 000~~) Borrowings on long- term debt **—** 10, 000 ~~—~~ Payments on long- term debt (**278) (** 205) ~~— Issuance of common stock for stock option exercise —~~ Net cash **(used in)** provided by ~~(used in)~~ financing activities **(1, 781)** 4, 292 ~~(14, 112)~~ Net ~~(~~ decrease ~~) increase~~ in cash and cash equivalents (**8, 229) (** 10, 300) ~~1, 655~~ Cash and cash equivalents at beginning of year **21, 833** 32, 133 ~~30, 478~~ Cash and cash equivalents at end of year $ **13, 604 $** 21, 833 ~~$ 32, 133~~ Supplemental disclosures of cash flow information Cash paid during the year for: Taxes $ **1, 842 $** 2, 608 ~~$ 2, 960~~ Interest $ $ ~~31NOTES~~ **28NOTES** TO CONSOLIDATED FINANCIAL STATEMENTS A. Organization and Summary of Significant Accounting Policies We provide private- label contract manufacturing services to companies that market and distribute vitamins, minerals, herbs, and other nutritional supplements, as well as other health care products, to consumers both within and outside the U. S. We also seek to commercialize our patent and trademark estate related to the ingredient known as beta- alanine sold under our CarnoSyn ® and SR CarnoSyn ® tradenames through direct raw material sales and various license and similar arrangements. Subsidiaries On January 22, 1999, Natural Alternatives International Europe S. A., a Swiss Corporation (NAIE) was formed as our wholly- owned subsidiary, based in Manno, Switzerland. In September 1999, NAIE opened a manufacturing facility and currently possesses manufacturing capability in encapsulation, powders, tablets, finished goods packaging, quality control laboratory testing, warehousing, distribution and administration. Principles of Consolidation The consolidated financial statements include the accounts of Natural Alternatives International, Inc. (NAI) and our wholly- owned subsidiary, NAIE. All intercompany accounts and transactions have been eliminated. The functional currency of NAIE, our foreign subsidiary, is the U. S. Dollar. Certain accounts of NAIE have been translated at either current or historical exchange rates, as appropriate, with gains and losses included in the consolidated statements of operations. Recently Adopted Accounting Pronouncements ~~On December 18~~ **As of June 30** , ~~2019~~ **2023** , ~~the~~ **there have been no adopted accounting pronouncements issued by the FASB that materially impact the Consolidated** Financial **Statements of the Company. Recently Issued** Accounting ~~Standards Board (~~ **and Regulatory Pronouncements In June of 2016,** the **FASB issued ASU 2016- 13 titled** " **Financial Instruments** ~~FASB") issued Accounting Standards Update (" ASU") No. 2019~~ - **Credit Losses** ~~12, Income Taxes~~ (Topic ~~740~~ **326**) ~~: Simplifying~~ **." This directive introduced a novel approach to assessing impairments known as the" current expected credit loss model" or" CECL." Unlike the previous standard, which focused on incurred losses, CECL centers on anticipated losses. Under this framework, organizations are obligated to acknowledge an allowance corresponding to** ~~the~~ **their** ~~Accounting~~ **estimate of expected credit losses. The CECL model is applicable to a wide range of financial instruments, including debt instruments, trade receivables, lease receivables, financial guarantee contracts, and other loan commitments. Notably, there is no minimum threshold** for **recognizing impairment losses, and it mandates the evaluation of expected credit losses even for assets with minimal risk of loss. Future evaluations of credit**

losses will take this guidance into account. The adoption of ASU 2016- 13 is not presently expected to significantly impact our consolidated financial statements upon its July 1, 2023 effective date. Reclassifications Certain amounts in the prior period consolidated financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported net income. In March 2020, the Coronavirus Aid, Relief, and Economic Security Act was signed into law, providing numerous tax provisions and other stimulus measures, including the Employee Retention Tax Credit (“ ERTC ”). The Tax Payer Certainty and Disaster Tax Relief Act of 2020 and the American Rescue Plan Act of 2021 extended the availability of the ERTC. Under these expanded measures, we determined during fiscal 2023 that we qualified for the ERTC for the first three quarters of calendar 2021 and filed amended payroll tax returns that are expected to result in a net refund of $ 3. 5 million. Although we don’ t anticipate receiving the funds related to these amended returns until sometime in fiscal 2024, we recorded a receivable and recognized a benefit for this amount in our Consolidated Statements of Operations and Comprehensive Income ~~Taxes. This new standard eliminates certain exceptions~~ in **fiscal 2023 by applying the loss recovery model as codified by** Accounting Standards Codification (~~"~~ **“** ASC ~~") 740 related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period, and the recognition of deferred tax liabilities for outside basis differences. It also clarifies and simplifies other aspects of the accounting for income taxes. This standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2020, with early adoption permitted in any interim period within that year. This ASU was effective for us beginning in our first quarter of fiscal 2022. This ASU did not have a material impact on our consolidated financial statements. In March 2020, the FASB issued ASU 2020- 04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting. This ASU provides optional expedient and exceptions for applying generally accepted accounting principles to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. In response to the concerns about structural risks of interbank offered rates (" IBORs") and, particularly, the risk of cessation of the London Interbank Offered Rate (" LIBOR"), regulators in several jurisdictions around the world have undertaken reference rate reform initiatives to identify alternative reference rates that are more observable or transaction based and less susceptible to manipulation. The ASU provides companies with optional guidance to ease the potential accounting burden associated with transitioning away from reference rates that are expected to be discontinued. We adopted this ASU in fiscal 2022. This ASU did not have a material impact on our consolidated financial statements. Recently Issued Accounting and Regulatory Pronouncements On March 28, 2022, the Financial Accounting Standards Board (the" FASB~~ ”) **section 450 “ Contingencies ”** ~~issued Accounting Standards Update (" ASU") No. 2022- 01, Derivatives and Hedging (Topic 815): Fair Value Hedging- Portfolio Layer Method. This new standard clarifies the guidance in ASC 815 on fair value hedge accounting of interest rate risk for portfolios of financial assets. The ASU amends the guidance in ASU 2017- 123 (released on August 28, 2017)~~ that ~~, among~~ **indicates that an asset related to a recovery should be recognized when the recovery is determined to be probable. We recorded this benefit as a reduction to our payroll tax expense in the current year with $ 2. 2 million of the benefit offsetting cost of goods sold and $ 1. 3 million offsetting** other ~~things~~ **selling** , **general** ~~established the “ last- of- layer ” method for making the fair value hedge accounting for these portfolios more accessible. ASU 2022- 01 renames that method the “ portfolio layer ” method~~ and **administrative expenses** ~~addresses feedback from stakeholders regarding its application. This standard is effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years, with early adoption permitted in any interim period within that year. This ASU will be adopted in our first quarter of fiscal 2023. We do not expect this ASU to have a material impact on our consolidated financial statements~~ . Cash and Cash Equivalents We consider all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Fair Value of Financial Instruments Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability (i. e., the “ exit price ”) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. We use a three- level hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our assumptions about the inputs that market participants would use in pricing the asset or liability and are developed based on the best information available under the circumstances. The fair value hierarchy is broken down into three levels based on the source of inputs. In general, fair values determined by Level 1 inputs use quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access. We classify cash, cash equivalents, and marketable securities balances as Level 1 assets. The approximate fair value of cash and cash equivalents, accounts receivable, accounts payable and short- term borrowings is equal to book value due to the short- term nature of these items. Fair values determined by Level 2 inputs are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and models for which all significant inputs are observable or can be corroborated, either directly or indirectly by observable market data. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. These include certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs. Except for cash and cash equivalents, as of June 30, ~~2022~~ **2023** and June 30, ~~2021~~ **2022** , we did not have any financial assets or liabilities classified as Level 1. We classify derivative forward exchange contracts as Level 2 assets and liabilities. The fair values were determined by obtaining pricing from our bank ~~and corroborating those values with a third- party bank or pricing service~~ . Fair value of derivative instruments classified as Level 2 assets and liabilities consisted of the following (in thousands): June 30, ~~2022~~ June 30, ~~2021~~ **2023 2022** Euro Forward Contract – Current Assets $ **250 $** 3, 144 ~~$ —~~ Swiss Franc Forward Contract – Current Assets **140** 109 ~~—~~ Total Derivative Contracts – Current Assets **390** 3, 253 ~~—~~ Interest Swap – Other noncurrent Assets **532** 453 ~~—~~ Euro Forward Contract – Other noncurrent Assets **15** 561 ~~—~~ Total Derivative Contracts – Other noncurrent Assets **547** 1, 014 ~~— Euro~~

~~Forward Contract – Current Liabilities — (630) Swiss Franc Forward Contract – Current Liabilities — (184) Total Derivative Contracts – Current Liabilities — (814) Euro Forward Contract – Noncurrent Liabilities — (4)~~ Fair Value Net Asset ~~(Liability)~~ – all Derivative Contracts $ **937 $** 4, 267 ~~$ (818)~~ We also classify any outstanding line of credit and term loan balance as a Level 2 liability, as the fair value is based on inputs that can be derived from information available in publicly quoted markets. As of June 30, ~~2022~~ **2023** , and June 30, ~~2021~~ **2022** , we did not have any financial assets or liabilities classified as Level 3. We did not transfer any assets or liabilities between these levels during fiscal ~~2021~~ **2022** or fiscal ~~2022~~ **2023** . Accounts Receivable We perform ongoing credit evaluations of our customers and adjust credit limits based on payment history and customer credit-worthiness. An allowance for estimated doubtful accounts is maintained based on historical experience, including identified customer credit issues. We monitor collections regularly and adjust the allowance for doubtful accounts as necessary to recognize any changes in credit exposure. Upon conclusion that a receivable is uncollectible, we record the respective amount as a charge against allowance for doubtful accounts. To date, such doubtful accounts reserves, in the aggregate, have been adequate to cover collection losses. ~~Customer Deposits For certain~~ **In December 2022, we entered into an agreement to settle the remaining outstanding balance with a former** ~~customers~~ - **customer whose accounts receivable balance was fully reserved in March 2020. As of the date of the agreement, the remaining amount due from this customer was $ 3. 4 million dollars and as part of the settlement, we agreed to a reduced amount of $ 1. 4 million. This reduced amount is to be paid based on an agreed upon payment schedule and if all payments are made as agreed the entire balance will be considered paid in full. As of June 30, 2023, the former customer made all scheduled payments totaling $ 850, 000 and** we have ~~contract terms where~~ **adjusted our accounts receivable reserve along with** the ~~customer pays a certain~~ **corresponding accounts receivable balance such that the amount in excess of the settlement amount has been written- off and the reserve associated with the unpaid** portion of ~~their~~ -- **the settlement is** ~~orders as prepayment. We treat this as a customer deposit liability and do not~~ - **no longer reserved for** ~~record revenue until we ship the product to the customer. As of June 30, 2022 we had $ 140, 000 in customer deposits. As of June 30, 2021 our customer deposit balance was $ 1. 7 million~~ . We operate primarily as a private- label contract manufacturer. We build products based upon anticipated demand or following receipt of customer specific purchase orders. From time to time, we build inventory for private- label contract manufacturing customers under a specific purchase order with delivery dates that may subsequently be rescheduled or canceled at the customer' s request. We value inventory at the lower of cost (first- in, first- out) or net realizable value on an item- by- item basis, including costs for raw materials, labor and manufacturing overhead. We establish reserves equal to all or a portion of the related inventory to reflect situations in which the cost of the inventory is not expected to be recovered. This requires us to make estimates regarding the market value of our inventory, including an assessment for excess and obsolete inventory. Once we establish an inventory reserve in a fiscal period, the reduced inventory value is maintained until the inventory is sold or otherwise disposed of. In evaluating whether inventory is stated at the lower of cost or net realizable value, management considers such factors as the amount of inventory on hand, the estimated time required to sell such inventory, the remaining shelf life and efficacy, the foreseeable demand within a specified time horizon and current and expected market conditions. Based on this evaluation, we record adjustments to cost of goods sold to adjust inventory to its net realizable value. Property and Equipment We state property and equipment at cost. Depreciation of property and equipment is provided using the straight- line method over their estimated useful lives, generally ranging from 1 to 39 years. We amortize leasehold improvements using the straight- line method over the shorter of the useful life of the improvement or the term of the lease. Maintenance and repairs are expensed as incurred. Significant expenditures that increase economic useful lives of property or equipment are capitalized and expensed over the useful life of such expenditure. Impairment of Long- Lived Assets We periodically evaluate the carrying value of long- lived assets to be held and used when events and circumstances indicate that the carrying amount of an asset may not be recovered. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. During fiscal **2023 and** 2022 **,** we recognized no impairment losses ~~. We recognized $ 21, 000 impairment losses during fiscal 2021~~ . Derivative Financial Instruments We may use derivative financial instruments in the management of our foreign currency exchange risk inherent in our forecasted sales denominated in Euros and our long- term lease liability denominated in Swiss Francs. We may hedge our foreign currency exposures by entering into offsetting forward exchange contracts. To the extent we use derivative financial instruments that meet the relevant criteria, we account for them as cash flow hedges. Foreign exchange derivative instruments that do not meet the criteria for cash flow hedge accounting are marked- to- market through the Consolidated Statements of Operations and Comprehensive Income. Historically, our cash flow derivative instruments related to our Euro sales have met the criteria for hedge accounting, while our derivative instruments related to our long- term lease liability ~~do~~ **have** not. We recognize any unrealized gains and losses associated with derivative instruments accounted for as cash flow hedges in income in the period in which the underlying hedged transaction is realized. To the extent the derivative instrument is deemed ineffective we would recognize the resulting gain or loss in income at that time. As of June 30, ~~2022~~ **2023** , we held derivative contracts designated as cash flow hedges primarily to protect against the foreign exchange risks inherent in our forecasted sales of products at prices denominated in currencies other than the U. S. Dollar, which is primarily the Euro. As of June 30, ~~2022~~ **2023** , the notional amounts of our foreign exchange contracts were $ ~~37~~ **31** . 7 million (€ ~~31~~ **28** . ~~9~~ **4** million). These contracts will mature over the next ~~14~~ **15** months. As of June 30, ~~2022~~ **2023** , we held foreign currency contracts not designated as cash flow hedges primarily to protect against changes in valuation of our long- term lease liability. As of June 30, ~~2022~~ **2023** , the notional amounts of our foreign currency contracts not designated as cash flow hedges were $ ~~5~~ **12** . ~~2~~ **3** million (CHF ~~5~~ **11** . ~~0~~ **1** million). These contracts will mature in the first quarter of fiscal year ~~2023~~ **2024** . Defined Benefit Pension Plan We formerly sponsored a defined benefit pension plan. Effective June 21, 1999, we adopted an amendment to freeze benefit accruals to the participants.

The plan obligation and related assets of the plan are presented in the notes to the consolidated financial statements. Plan assets, which consist primarily of marketable equity and debt instruments, are valued based upon third party market quotations. Independent actuaries, through the use of a number of assumptions, determine plan obligations and annual pension expense. Key assumptions in measuring the plan obligations include the discount rate and estimated future return on plan assets. In determining the discount rate, we use an average long- term bond yield. Asset returns are based on the historical returns of multiple asset classes to develop a risk free rate of return and risk premiums for each asset class. The overall rate for each asset class was developed by combining a long- term inflation component, the risk free rate of return and the associated risk premium. A weighted average rate is developed based on the overall rates and the plan' s asset allocation. We record revenue based on a five- step model which includes: (1) identifying a contract with a customer; (2) identifying the performance obligations in the contract; (3) determining the transaction price; (4) allocating the transaction price among the performance obligations; and (5) recognizing revenue as each of the various performance obligations are satisfied. Revenue is measured as the net amount of consideration expected to be received in exchange for fulfilling one or more performance obligations. We identify purchase orders from customers as contracts. The amount of consideration expected to be received and revenue recognized includes estimates of variable consideration, including estimates for early payment discounts, volume rebates, and contractual discounts. Such estimates are calculated using historical averages adjusted for any expected changes due to current business conditions and experience. We review and update these estimates at the end of each reporting period and the impact of any adjustments are recognized in the period the adjustments are identified. In assessing whether collection of consideration from a customer is probable, we consider both the customer' s ability and intent to pay the amount of consideration when it is due. Payment of invoices is due as specified in the underlying customer agreement, which is typically 30 days from the invoice date. Invoices are generally issued on the date of transfer of control of the products ordered to the customer. Revenue is recognized at the point in time that each of our performance obligations is fulfilled, and control of the ordered products is transferred to the customer. This transfer occurs when the product is shipped, or in some cases, when the product is delivered to the customer. We recognize revenue in certain circumstances before delivery to the customer has occurred (commonly referred to as bill- and- hold transactions). Products sold under bill- and- hold arrangements are recorded as revenue when risk of ownership has been transferred to the customer, but the product has not shipped due to a substantive reason, typically at the customer' s request. The product must be separately identified as belonging to the customer, ready for physical transfer to the customer, and we cannot have the ability to redirect the product to another customer. ~~Contract liabilities and revenue recognized were as follows (in thousands): June 30, 2021 Additions Revenue Recognized June 30, 2022 Contract Liabilities (Customer Deposits) $ 1, 721 $ 140 $ (1, 721) $ 140~~ We provide early payment discounts to certain customers. Based on historical payment trends, we expect that these customers will take advantage of these early payment discounts. The cost of these discounts is reported as a reduction to the transaction price. If the actual discounts differ from those estimated, the difference is also reported as a change in the transaction price. We require prepayment from certain customers. We record any payments received in advance of contracts fulfillment as a contract liability and classified as customer deposits on the consolidated balance sheet. **Contract liabilities and revenue recognized were as follows (in thousands): June 30, 2022 Additions Revenue Recognized Customer Refunds June 30, 2023 Contract Liabilities (Customer Deposits) $ 140 $ 317 $ (137) $ (3) $ 317 June 30, 2021 Additions Revenue Recognized Customer Refunds June 30, 2022 Contract Liabilities (Customer Deposits) $ 1, 721 $ 140 $ (1, 721) $ — $ 140** Except for product defects, no right of return exists on the sale of our products. We estimate returns based on historical experience and recognize a returns liability for any estimated returns. As of June 30, ~~2022~~ **2023** , we have ~~maintained a~~ **$ 0 in our** returns reserve ~~of $ 13, 000~~ . We currently own certain U. S. patents, and each patent' s corresponding foreign patent applications. All of these patents and patent rights relate to the ingredient known as beta- alanine marketed and sold under our CarnoSyn ® and SR CarnoSyn ® trade names. We recorded beta- alanine raw material sales and royalty and licensing income as a component of revenue in the amount of $ **8. 7 million during fiscal 2023 and $** 16. 2 million during fiscal 2022 ~~and $ 14. 2 million during fiscal 2021~~ . These royalty income and raw material sale amounts resulted in royalty expense paid to the original patent holders from whom NAI acquired its patents and patent rights. We recognized royalty expense as a component of cost of goods sold in the amount of $ 0. **3 million during fiscal 2023 and $ 0.** 7 million during fiscal 2022 ~~and $ 0. 6 million during fiscal 2021~~ . Cost of Goods Sold Cost of goods sold includes raw material, labor, manufacturing overhead, and royalty expense. Shipping and Handling Costs We include fees earned on the shipment of our products to customers in sales and include costs incurred on the shipment of product to customers in costs of goods sold. Research and Development Costs As part of the services we provide to our private- label contract manufacturing customers, we may perform, but are not obligated to perform, certain research and development activities related to the development or improvement of their products. While our customers typically do not pay directly for this service, the cost of this service is included as a component of the price we charge to manufacture and deliver their products. We also direct and participate in clinical research studies, often in collaboration with scientists and research institutions, to validate the benefits of a product and provide scientific support for product claims and marketing initiatives. Research and development costs are expensed when incurred. Our research and development expenses for the last two fiscal years ended June 30 were $ 2. **1 million for fiscal 2023 and $ 2.** 5 million for fiscal 2022 ~~and $ 1. 9 million for fiscal 2021~~ . These costs were included in selling, general and administrative expenses and cost of goods sold. Advertising Costs We expense the production costs of advertising the first time the advertising takes place. We incurred and expensed advertising costs in the amount of $ ~~1~~ **0** . ~~1~~ **7** million during the fiscal year ended June 30, ~~2022~~ **2023** and $ ~~0~~ **1** . ~~8~~ **1** million during fiscal ~~2021~~ **2022** . These costs were included in selling, general and administrative expenses. ~~The Coronavirus Aid, Relief, and Economic Security Act (" CARES Act ") was enacted on March 27, 2020 in the United States. The CARES Act and related notices include several significant provisions, including delaying certain payroll tax payments, mandatory transition tax payments under the Tax Cuts and Jobs Act (" TCJ Act "), and estimated income~~ **Income** ~~tax payments. We filed an amended return for our fiscal 2015 and fiscal 2016 tax years under provisions of the CARES act, as discussed below. On July 23, 2020,~~

~~the Department of Treasury issued final regulations which provide an exclusion to the global intangible low- taxed income (GILTI) calculation on an elective basis. These regulations were effective September 21, 2020 and could be retroactively applied. Under these new regulations, we are able to exclude the GILTI calculation from our domestic taxable income if the deemed effective tax rate at our foreign subsidiary is greater than 18. 9 %. We assessed this rate, including the implementation of certain tax strategies, and we determined that our effective rate at NAIE was greater than 18. 9 % as of the year ended June 30, 2020. We reassessed our estimated taxes~~ **Taxes** ~~for fiscal 2020 and in the year ended June 30, 2021 we recorded a reduction to our fiscal 2020 estimated taxes of $ 0. 4 million as a discrete benefit. As a result of this adjustment, our domestic tax return for fiscal 2020 reflected a net operating loss which, in accordance with the CARES ACT, we carried back to fiscal 2015 and fiscal 2016. Such carryback resulted in a rate differential that resulted in the recognition of a permanent discrete tax benefit of $ 0. 3 million during the year ended June 30, 2021. For NAIE the result of this tax planning during the year ended June 30, 2021 was an additional foreign estimated tax benefit of $ 0. 1 million.~~ To determine our quarterly provision for income taxes, we use an estimated annual effective tax rate that is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions to which we are subject. Certain significant or unusual items are separately recognized as discrete items in the quarter in which they occur and can be a source of variability in the effective tax rate from quarter to quarter. We recognize interest and penalties related to uncertain tax positions, if any, as an income tax expense. We record valuation allowances to reduce our deferred tax assets to an amount that we believe is more likely than not to be realized. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will ultimately be realized based on whether future taxable income will be generated during the periods in which those temporary differences become deductible. During the year ended June 30, ~~2022~~ **2023** , there was no change to our valuation allowance. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are measured and recorded using enacted tax rates for each of the jurisdictions in which we operate, and adjusted using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income or expense in the period that includes the enactment date. We account for uncertain tax positions using the more- likely- than- not recognition threshold. It is our policy to establish reserves based on management' s assessment of exposure for certain positions taken in previously filed tax returns that may become payable upon audit by tax authorities. Our tax reserves are analyzed quarterly and adjustments are made as events occur that we believe warrant adjustments to the reserves. Our practice is to recognize interest and / or penalties related to income tax matters in income tax expense. As of June 30, ~~2022~~ **2023** and June 30, ~~2021~~ **2022** , we did not record any tax liabilities for uncertain tax positions. Stock- Based Compensation We had an omnibus equity incentive plan that was approved by our Board of Directors effective October 15, 2009 **,** and approved by our stockholders at the Annual Meeting of Stockholders held on November 30, 2009 (the" 2009 Plan"). The 2009 Plan expired on October 15, 2019. The Board of Directors approved a new omnibus equity incentive plan that became effective January 1, 2021 (the " 2020 Plan "), which was approved by our stockholders at the Annual Meeting of Stockholders on December 4, 2020. Under the 2020 Plan, we may grant nonqualified and incentive stock options, restricted stock grants, restricted stock units, stock appreciation rights, and other stock- based awards to employees, non- employee directors and consultants. We estimate the fair value of stock option awards at the date of grant using the Black- Scholes option valuation model. The Black- Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Option valuation models require the use of highly subjective assumptions. Black- Scholes uses assumptions related to volatility, the risk- free interest rate, the dividend yield (which we assume to be zero, as we have not paid any cash dividends) and employee exercise behavior. Expected volatilities used in the model are based on the historical volatility of our stock price. The risk- free interest rate is derived from the U. S. Treasury yield curve in effect in the period of grant. The expected life of stock option grants is derived from historical experience. The fair value of restricted stock shares granted is based on the market price of our common stock on the date of grant. We amortize the estimated fair value of our stock awards to expense over the related vesting periods. We recognize forfeitures as they occur. Use of Estimates Our management has made a number of estimates and assumptions relating to the reporting of assets and liabilities, revenue and expenses, and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with U. S. generally accepted accounting principles (GAAP). Actual results could differ from those estimates and our assumptions may prove to be inaccurate. Net Income per Common Share We compute basic net income per common share using the weighted average number of common shares outstanding during the period, and diluted net income per common share using the additional dilutive effect of all dilutive securities. The dilutive impact of stock options and restricted shares account for the additional weighted average shares of common stock outstanding for our diluted net income per common share computation. We calculated basic and diluted net income per common share as follows (in thousands, except per share data): For the Years Ended June 30, **2023** 2022 ~~2021~~ Numerator Net income $ **2, 522 $** 10, 712 ~~$ 10, 768~~ Denominator Basic weighted average common shares outstanding **5, 863** 6, 117 ~~6, 291~~ Dilutive effect of stock options and restricted stock shares **14** 38 ~~88~~ Diluted weighted average common shares outstanding **5, 878** 6, 155 ~~6, 379~~ Basic net income per common share $ **0. 43 $** 1. 75 ~~$ 1. 71~~ Diluted net income per common share $ **0. 43 $** 1. 74 ~~$ 1. 69~~ During the year ended June 30, ~~2022~~ **2023** , we excluded ~~93~~ **60** , ~~114~~ **497** shares of unvested restricted stock ~~and no shares related to stock options~~ , as their impact would have been anti- dilutive. For the year ended June 30, ~~2021~~ **2022** we excluded ~~shares related to stock options totaling 22, 500 and~~ restricted stock totaling ~~52~~ **93** , ~~108~~ **114. We excluded no shares related to stock options in the years ended June 30, 2023 and June 30, 2022** . Concentrations of Credit Risk Financial instruments that subject us to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. We place our cash and cash equivalents with highly rated financial institutions. Credit risk with respect to receivables is primarily concentrated with our three largest customers, whose receivable balances collectively represented ~~52~~ **47** . 4 % of gross accounts receivable at June 30, ~~2022~~ **2023** and ~~64~~ **52** . ~~8~~ **4** % at June 30, ~~2021. As of June 30,~~ 2022 ~~, we had a~~

~~receivable balance of $ 3. 4 million and as of June 30, 2021 we had a receivable balance of $ 3. 5 million from a former contract manufacturing customer. We have recorded a bad debt reserve equal to 100 % of this outstanding balance and thus did not reflect it in the percentages listed above~~ . Additionally, amounts due related to our beta- alanine raw material sales were ~~5~~ **21** . 4 % of gross accounts receivable at June 30, ~~2022~~ **2023** and ~~8~~ **5** . ~~6~~ **4** % of gross accounts receivable at June 30, ~~2021~~ **2022** . Concentrations of credit risk related to the remaining accounts receivable balances are limited due to the number of customers comprising our remaining customer base. B. Inventories Inventories, net, consisted of the following at June 30 (in thousands): **2023** 2022 ~~2021~~ Raw materials $ **20, 946 $** 28, 196 ~~$ 20, 668~~ Work in progress **4, 504** 1, 948 ~~3, 760~~ Finished goods **4, 928** 2, 842 ~~3, 050 Reserve~~ **Reserves (684)** (511) ~~(472)~~ **$ 29, 694** $ 32, 475 ~~$ 27, 006~~ C. Property and Equipment Property and equipment consisted of the following at June 30 (dollars in thousands): Depreciable Life In Years **2023** 2022 ~~2021~~ Land NA $ **8, 940 $** 7, 645 ~~$ 1, 200~~ Building and building improvements 7 – 39 **24, 712** 17, 415 ~~3, 757~~ Machinery and equipment 3 – 12 **41, 460** 40, 131 ~~35, 458~~ Office equipment and furniture 3 – 5 **6, 522** 5, 970 ~~5, 712~~ Vehicles 3 **227** 211 ~~255~~ Leasehold improvements 1 – ~~15~~ **20 22, 641** 21, 626 ~~20, 236~~ Total property and equipment **104, 502** 92, 998 ~~66, 618~~ Less: accumulated depreciation and amortization (**50, 661) (** 48, 425) ~~(~~ **Property and equipment, net $ 53, 841 $** 44, ~~347) Property and equipment, net $ 44,~~ 573 ~~$ 22, 271~~ Depreciation expense was approximately $ 4. **3 million in fiscal 2023 and $ 4.** 2 million in fiscal 2022 ~~and $ 4. 3 million in fiscal 2021~~ . D. Leases We currently lease our Vista, ~~CA~~ **California** and Lugano, Switzerland product manufacturing and support facilities. At the inception of a contract, we assess whether the contract is, or contains, a lease. Our assessment is based on: (1) whether the contract involves the use of a distinct identified asset, (2) whether we obtain the right to substantially all the economic benefit from the use of the asset throughout the period of the contract, and (3) whether we have the right to direct the use of the asset during such time period. At inception of a lease, we allocate the consideration in the contract to each lease component based on its relative stand- alone price to determine the lease payments. Leases are classified as either finance leases or operating leases. A lease must be classified as a finance lease if any of the following criteria are met: the lease transfers ownership of the asset by the end of the lease term, the lease contains an option to purchase the asset that is reasonably certain to be exercised, the lease term is for a major part of the remaining useful life of the asset or the present value of the lease payments equals or exceeds substantially all of the fair value of the asset. A lease is classified as an operating lease if it does not meet any of these criteria. Substantially all our operating leases are comprised of payments for the use of manufacturing and office space. We have no leases classified as finance leases. As of June 30, ~~2022~~ **2023** , the weighted average remaining lease term for our operating leases was ~~6~~ **5** . 3 years. The weighted average discount rate for our operating leases was 4. 12 %. As of June 30, ~~2021~~ **2022** , the weighted average remaining lease term for our operating leases was 6. 3 years and the weighted average discount rate was ~~3~~ **4** . ~~24~~ **12** %. The lease discount rate is determined as the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. For all leases at the lease commencement date, a right- of- use asset and a lease liability are recognized. The right- of- use asset represents the right to use the leased asset for the lease term. The lease liability represents the present value of the lease payments under the lease. The right- of- use asset is initially measured at cost, which primarily comprises the initial amount of the lease liability, plus any initial direct costs incurred, consisting mainly of brokerage commissions, less any lease incentives received. All right- of- use assets are reviewed for impairment. The lease liability is initially measured at the present value of the lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, our secured incremental borrowing rate for the same term as the underlying lease. For our real estate and other operating leases, we use our secured incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise the following: the fixed noncancelable lease payments, payments for optional renewal periods where it is reasonably certain the renewal period will be exercised, and payments for early termination options unless it is reasonably certain the lease will not be terminated early. Certain leases contain escalation clauses. Fixed escalation clauses are included in our calculation of right- of- use assets and operating lease liabilities. Escalation clauses based on the CPI (Consumer Price Index) are not included in our calculation of right- of- use assets and operating lease liabilities because they cannot be readily determined. Some of our manufacturing leases contain variable lease payments, including payments based on an index or rate. Variable lease payments based on an index or rate are initially measured using the index or rate in effect at lease commencement and separated into lease and non- lease components based on the initial amount stated in the lease or standalone selling prices. Lease components are included in the measurement of the initial lease liability. Additional payments based on the change in an index or rate, or payments based on a change in our portion of the operating expenses, including real estate taxes and insurance, are recorded as a period expense when incurred. Lease modifications result in remeasurement of the lease liability. Lease expense for operating leases consists of the lease payments plus any initial direct costs, primarily brokerage commissions, and is recognized on a straight- line basis over the lease term. Included in lease expense are any variable lease payments incurred in the period that were not included in the initial lease liability. Lease expense for finance leases consists of the amortization of the right- of- use asset on a straight- line basis over the lease term and interest expense determined on an amortized cost basis. The lease payments are allocated between a reduction of the lease liability and interest expense. We have elected not to recognize right- of- use assets and lease liabilities for short- term leases that have a term of 12 months or less. The effect of short- term leases on our right- of- use asset, lease liability, and the short- term lease cost for the years ended June 30, **2023 and** 2022 ~~and 2021~~ was not material. Other information related to leases was as follows (in thousands) for the year ended June 30, Supplemental Cash Flows Information **2023** 2022 ~~2021~~ Cash paid for amounts included in the measurement of operating lease liabilities $ 3, **291 $ 3,** 289 ~~$ 3, 298~~ Increase in operating lease liabilities and right- of- use assets due to lease remeasurement **906** 8, 513 ~~187~~ E. Other Comprehensive Income Other comprehensive (loss) income (“ OCL ” and “ OCI ”) consisted of the following at June 30 (dollars in thousands): Year Ended June 30, ~~2022~~ **2023** ~~Defined Benefit Pension Plan~~ Unrealized **Unrealized Gains** Gains (Losses) **(Losses) Defined** on **on Benefit** Cash Flow **Swap Pension Plan** Hedges **Derivative Total Balance as of June 30, 2022 $ (444) $ 1, 795 $ 348 $ 1, 699 OCI / OCL before reclassifications 8 538 79 625 Amounts reclassified from OCI 78 (3, 086) — (3, 008) Tax effect of OCI**

activity (22) 643 (20) 601 Net current period OCI / OCL 64 (1, 905) 59 (1, 782) Balance as of June 30, 2023 $ (380) $ (110) $ 407 $ (83) Year Ended June 30, 2022 Unrealized **Unrealized Gains** Gains (Losses) **(Losses) Defined** on **on Benefit Cash Flow** Swap **Pension Plan Hedges** Derivative Total Balance as of June 30, 2021 $ (538) $ (23) **$** — $ (561) OCI / OCL before reclassifications 17 5, 370 454 5, 841 Amounts reclassified from OCI 113 (3, 011) — (2, 898) Tax effect of OCI activity (36) (541) (106) (683) Net current period OCI / OCL 94 1, 818 348 2, 260 Balance as of June 30, 2022 $ (444) $ 1, 795 **$** 348 $ 1, 699 ~~Year Ended June 30, 2021 Defined Benefit Pension Plan Unrealized (Losses) Gains on Cash Flow Hedges Total Balance as of June 30, 2020 $ (888) $ (295) $ (1, 183) OCI / OCL before reclassifications 337 (2, 817) (2, 480) Amounts reclassified from OCI 123 3, 173 3, 296 Tax effect of OCI activity (110) (84) (194) Net current period OCI / OCL 350 272 622 Balance as of June 30, 2021 $ (538) $ (23) $ (561)~~ F. Debt On May 24, 2021, we entered into a new credit facility with Wells Fargo Bank, N. A (“ Wells Fargo ”) to extend the maturity for our working line of credit from November 1, 2022, to May 24, 2024. This new credit facility provides total lending capacity of up to $ 20. 0 million and allows us to use the credit facility for working capital as well as potential acquisitions. On August 18, 2021, we entered into an amendment of our credit facility with Wells Fargo. The amended credit facility added a $ 10. 0 million term loan to the existing $ 20. 0 million credit facility, and permitted us to use the $ 10. 0 million term loan as part of the $ 17. 5 million purchase consideration for the acquisition of our new manufacturing and warehouse property in Carlsbad, California. The amended credit agreement also increased the allowed capital expenditures from $ 10. 0 million to $ 15. 0 million for fiscal 2022, (exclusive of the amount paid for the acquisition of the new Carlsbad property noted above). In addition, the new credit notes now reflect a change in the interest rate reference from LIBOR to SOFR. The Credit Agreement was amended and a new Revolving Line of Credit Note ~~,~~ and Security Agreement were entered into. A Term Note and real property security documents were added to secure the Term Note by the new Carlsbad property. Additionally, we entered into a second amendment to our credit facility with Wells Fargo on February 8, 2022 that ~~is~~ **was** effective January 31, 2022 and modifies the annual limit imposed upon our ability to repurchase stock and issue dividends. This amendment increased this limit from $ 5. 0 million annually to $ 7. 0 million annually **. Effective September 19, 2022, we entered into a third amendment to our credit facility with Wells Fargo. The third amendment extended the maturity date to May 23, 2025 and also increased the allowed capital expenditures from $ 7. 5 million to $ 25. 0 million for the fiscal year ending June 30, 2023** . Under the terms of the Credit Agreement, borrowings are subject to eligibility requirements including maintaining (i) a ratio of total liabilities to tangible net worth of not greater than 1. 50 to 1. 0 at any time; and (ii) a ratio of total current assets to total current liabilities of not less than 1. 75 to 1. 0 at each fiscal quarter end (iii) net income after taxes not less than $ 1. 00, determined on a trailing four quarter basis with no two consecutive quarterly losses, determined as of each quarter end and (iv) a rolling 4- quarter fixed charge coverage ratio not less than 1. 25 to 1. 0 as of each fiscal quarter end. The credit agreement also includes a limitation on the amount of capital expenditures that can be made in a given fiscal year, with such limitation set at $ ~~15~~ **25** . 0 million for our fiscal year ending June 30, ~~2022~~ **2023** and $ 7. 5 million for all fiscal years thereafter. Any amounts outstanding under the line of credit will bear interest at a fixed or fluctuating interest rate as elected by us from time to time; provided, however, that if the outstanding principal amount is less than $ 100, 000 such amount shall bear interest at the then applicable fluctuating rate of interest. If elected, the fluctuating rate per annum would be equal to 1. 29 % above the daily simple SOFR rate as in effect from time to time. If a fixed rate is elected, it would equal a per annum rate of 1. 29 % above the SOFR rolling 30- day average rate in effect on the first day of the applicable fixed rate term. Any amounts outstanding under the line of credit must be paid in full on or before the maturity date. Amounts outstanding that are subject to a fluctuating interest rate may be prepaid at any time without penalty. Amounts outstanding that are subject to a fixed interest rate may be prepaid at any time in minimum amounts of $ 100, 000, subject to a prepayment fee equal to the sum of the discounted monthly differences between payment under a fixed rate versus payment under the variable rate for each month from the month of prepayment through the month in which the then applicable fixed rate term matures. There is an unused commitment fee of 0. 125 % required as part of the line of credit. The Term Note used as part of the purchase consideration of our new manufacturing and warehouse property in Carlsbad **,** California referenced above, is for the original principal amount of $ 10. 0 million, and is a seven year term note with payments fully amortized based on a twenty five year assumed term. Installment payments under this loan commenced October 1, 2021 and continue through August 1, 2028 with a final installment consisting of all remaining amounts due to be paid in full on September 1, 2028. Amounts outstanding on this note during the term of the agreement will bear interest equal to 1. 8 % above the SOFR rolling 30- day average. In connection with our term loan, we entered into an interest rate swap with Wells Fargo that effectively fixes our interest rate on our term loan at 2. 4 % for the first three years of the term of the note. Our obligations under the Credit Agreement are secured by our accounts receivable and other rights to payment, general intangibles, inventory, equipment and fixtures. We also have credit approval with Wells Fargo Bank, N. A. which allows us to hedge foreign currency exposures up to 30 months in the future. We also have credit approval with Bank of America which allows us to hedge foreign currency exposures up to 24 months in the future. **During fiscal year 2023, we capitalized $ 198, 000 of interest expense to building improvements.** As of June 30, 2022, we ~~had~~ **capitalized** $ 171, 000 of interest ~~capitalized~~ **expense** to building improvements. As of June 30, ~~2022~~ **2023** , we had $ 9. ~~8~~ **5** million outstanding under the Term Note used in the purchase of the **manufacturing and** warehouse **property** in August 2021. The future debt payments under the Term Note are as follows (in thousands): ~~2023~~ 2024 2025 2026 2027 **2028** Thereafter Total Future Debt Payments $ **312** ~~279 $ 287~~ $ 296 $ 305 $ 315 $ ~~8~~ **325 $ 7** , ~~313~~ **964** $ 9, ~~795~~ **517** On June 30, ~~2022~~ **2023** , we were in compliance with all of the financial and other covenants required under the Credit Agreement. As **a result of reduced sales overall, and the impact of temporary closure of our Carlsbad, California high- speed powder processing facility, we anticipate we will not be able to comply with all of the covenants required under the Credit Agreement in the second quarter of fiscal 2024. We have advised the lender and are currently negotiating a potential revised credit facility. There can be no assurance we will be able to successfully complete the negotiation of a revised credit facility, or what the differences in amount, cost and other factors may be. As** of June 30, ~~2022~~ **2023** , we had the full $ 20. 0 million available for borrowing under our credit facility with

Wells Fargo Bank. G. Income Taxes During fiscal ~~2022~~ **2023** , we recorded U. S.- based domestic tax expense of $ **0. 8 million and foreign tax expense of $ 0.** 2 ~~. 0~~ million. During fiscal ~~2021~~ **2022** , we recorded U. S.- based domestic tax expense of $ **2.** 0 **million and foreign tax expense of $ 0** . ~~6~~ **9** million. The following is a geographical breakdown of income before income taxes (in thousands): **2023** 2022 ~~2021~~ United States $ **2, 588 $** 9, 152 ~~$ 7, 462~~ Foreign **967** 4, 507 ~~4, 663~~ Total income before income taxes $ **3, 555 $** 13, 659 ~~$ 12, 125~~ The provision for income taxes for the years ended June 30 consisted of the following (in thousands): **2023** 2022 ~~2021~~ Current: Federal $ **843 $** 1, 297 ~~$ 274~~ State **211** (1) ~~59~~ Foreign **221** 900 1, ~~238~~ **275** 2, 196 ~~1, 571~~ Deferred: Federal **(246)** 501 ~~44~~ State **4** 250 ~~211~~ Foreign — **—** (~~469~~ **242**) 751 ~~(214)~~ Total provision for income taxes $ **1, 033 $** 2, 947 ~~$ 1, 357~~ Net deferred tax assets and deferred tax liabilities as of June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ Deferred tax assets: Inventory capitalization $ **220 $** 373 ~~$ 259~~ Inventory reserves **164** 113 ~~143 Pension liability — 150~~ Lease liability 2, **018 2,** 139 ~~2, 477~~ Net operating loss carry forward **433** 242 ~~94~~ Accrued compensation **166** 458 ~~568~~ **Capitalized research and experimentation 412 — Accrued contingent fee 219 —** Stock- based compensation **81** 66 ~~96~~ Forward contracts **56** — ~~8~~ Tax credit carry forward **229** 43 ~~300~~ Allowance for bad debt **1** 795 ~~863~~ **Interest expense 103 —** Other, net **87** — ~~3~~ Total gross deferred tax assets 4, **189 4,** 229 ~~4, 961~~ Deferred tax liabilities: Withholding taxes (**401** ~~1, 133~~) (1, 133) Fixed assets (1, ~~523~~ **451**) (~~997~~ **1, 523**) Forward contracts **—** (541) ~~—~~ Lease asset (~~2~~ **1** , ~~073~~ **951**) (2, ~~413~~ **073**) Other, net (~~179~~ **31**) (~~204~~ **179**) Deferred tax liabilities (~~5~~ **3** , ~~449~~ **834**) (~~4~~ **5** , ~~747~~ **449**) Net deferred tax **assets** (liabilities) ~~assets~~ **$ 355** $ (1, 220) ~~$ 214~~ At June 30, ~~2022~~ **2023** , we had state tax net operating loss carry forwards of approximately $ ~~3~~ **5** . ~~4~~ **6** million. Under California Assembly Bill 85, effective June 29, 2020, net operating loss deductions were suspended for tax years beginning in 2019, 2020, and 2021 and the carry forward periods of any net operating losses not utilized due to such suspension were extended. California Senate Bill 113, effective February 9, 2022 **,** reinstates net operating loss deductions in tax years beginning in 2022. Our state tax loss carry forwards will begin to expire in fiscal ~~2029~~ **2031** , unless used before their expiration. Pursuant to Section 382 of the Internal Revenue Code of 1986, as amended (the “ Code ”), the annual use of the net operating loss carry forwards and research and development tax credits could be limited by any greater than 50 % ownership change during any three- year testing period. We did not have any ownership changes that met this criterion during the fiscal years ended June 30, ~~2022~~ **2023** and June 30, ~~2021~~ **2022** . We are subject to taxation in the U. S., Switzerland and various state jurisdictions. Our tax years for the fiscal year ended June 30, 2015 and forward are subject to examination by the U. S. tax authorities. Our tax years for the fiscal years ended June 30, 2018 and forward are subject to examination by the state tax authorities. Our tax years for the fiscal year ended June 30, ~~2021~~ **2022** and forward are subject to examination by the Swiss tax authorities. NAIE’ s effective tax rate for the fiscal year ~~ending~~ **ended** June 30, ~~2022~~ **2023** for Swiss federal, cantonal and communal taxes is approximately ~~20~~ **23** %. As part of the Tax Cuts and Jobs Act of 2017 (the Tax Act), we were required to recognize a one- time deemed repatriation transition tax during the fiscal year ended June 30, 2018 based on our total post- 1986 earnings and profits (E & P) from our Swiss subsidiary, NAIE. This accumulated E & P amount has historically been considered permanently reinvested thereby allowing us to defer recognizing any U. S. income tax on the amount. We no longer consider undistributed foreign earnings from NAIE as of December 31, 2017 as indefinitely reinvested. We consider earnings accumulated subsequent to December 31, 2017 as indefinitely reinvested. **For tax years commencing on or after January 1, 2022, the Tax Cuts and Jobs Act of 2017, also eliminates the ability to immediately deduct research and development costs. Instead, taxpayers are mandated to capitalize these expenses and amortize them over five years for research conducted within the United States and 15 years for research conducted abroad, as stipulated in IRC Section 174. There is ongoing consideration in Congress for legislation that may revoke or postpone this capitalization and amortization requirement; however, there is no guarantee that this provision will undergo repeal or any other form of modification. Should this requirement remain unchanged, it will result in a reduction of our tax deduction for research and development expenses in the forthcoming years. During fiscal 2023, NAIE declared and paid dividends to NAI in the amount of $ 14. 7 million. This amount is part of the undistributed earnings that we recorded a one- time deemed repatriation transition tax on in fiscal 2018 and therefore we did not recognize any additional tax on this dividend in fiscal 2023. However, as part of this dividend, we were required to pay a 5 % Swiss withholding tax totaling $ 0. 7 million, which was also accrued for as part of the implementation of the Tax Act in fiscal 2018.** A reconciliation of our income tax provision computed by applying the statutory federal income tax rate of 21 % for fiscal ~~2022~~ **2023** and for fiscal ~~2021~~ **2022** to net income before income taxes for the year ended June 30 is as follows (dollars in thousands): **2023** 2022 ~~2021~~ Income taxes computed at statutory federal income tax rate $ **749 $** 2, 868 ~~$ 2, 546~~ State income taxes, net of federal income tax expense **90** 174 ~~189~~ Permanent ~~Differences~~ **differences 8** 85 ~~(6)~~ Foreign tax rate differential **18** (47 ~~) (210~~) Tax credits (~~124~~ **347**) (~~60~~ **124**) FDII export sales incentive **—** (46 ~~) (137~~) Stock based compensation **61** 37 ~~(231)~~ Global intangible low- taxed income (GILTI) **355** — **Return to provision- differences 99** ~~28 GILTI final regulations planning — (436) CARES Act rate differential — (326)~~ Income tax provision as reported $ **1, 033 $** 2, 947 ~~$ 1, 357~~ Effective tax rate **29. 1 %** 21. 6 ~~% 11. 3~~ % We expect our U. S. federal statutory rate to be 21 % for fiscal years going forward. H. Employee Benefit Plans 401 (k) Plan We have a profit- sharing plan pursuant to Section 401 (k) of the Code, whereby participants may contribute a percentage of compensation not in excess of the maximum allowed under the Code. Effective January 1, 2022 **,** all employees are eligible to participate in the plan the first of the month following 30 days of employment. Also effective, January 1, 2022, we match 100 % of the first 5 % of a participant’ s compensation contributed to the plan under the 401 (k) plan. The total contributions under the plan charged to income from operations totaled $ 0. **7 million for fiscal 2023 and $ 0.** 5 million for fiscal 2022 ~~and $ 0. 4 million for fiscal 2021~~ . Additionally, we have a discretionary profit- sharing plan pursuant to Section 401 (k) of the Code, whereby we may contribute an additional percentage of compensation. Employees are not required to contribute to the plan to receive the discretionary profit- sharing contribution. ~~The total 401 (k)~~ **We did not make a discretionary** profit **-** sharing ~~contributions~~ **contribution in fiscal 2023** ~~under the plan charged to income from operations totaled $ 0~~ . **In** ~~5 million for~~ fiscal 2022 ~~and zero for fiscal 2021~~ **, we made a discretionary profit- sharing contribution of $ 0. 3 million** . We have a “ Cafeteria Plan ” pursuant to Section 125 of the Code, whereby health care benefits are provided for active employees through insurance companies. Substantially all active full- time employees are eligible for these benefits. We recognize the cost of providing these benefits by expensing the annual premiums, which are based on benefits paid during the year. The premiums expensed to income from operations for these benefits totaled $ 1. ~~4~~ **7** million for the fiscal year ended June 30, ~~2022~~ **2023** and $ 1. ~~2~~ **4** million for the fiscal year ended June 30, ~~2021~~ **2022** . Deferred Compensation Plan Effective July 16, 2020, the Board of Directors approved and adopted a Non- Qualified Incentive Plan (the " Incentive Plan "). Pursuant to the Incentive Plan, the Human Resources Committee and the Board of Directors may make deferred cash payments or other cash awards (" Awards ") to directors, officers, employees and eligible consultants of NAI, (" Participants "). These Awards are made subject to conditions precedent that must be met before NAI is obligated to make the payment. The purpose of the Incentive Plan is to enhance the long- term stockholder value of NAI by providing the Human Resources Committee and the Board of Directors the ability to make deferred cash payments or other cash awards to encourage Participants to serve NAI or to remain in the service of NAI, or to assist NAI to achieve results determined by the Human Resources Committee or the Board of Directors to be in NAI' s best interest. The Incentive Plan authorizes the Human Resources Committee or the Board of Directors to grant to, and administer, unsecured and deferred cash Awards to Participants and to subject each Award to whatever conditions are determined appropriate by the Human Resources Committee or the Board of Directors. The terms of each Award, including the amount and any conditions that must be met to be entitled to payment of the Award are set forth in an Award Agreement between each Participant and NAI. The Incentive Plan provides the Board of Directors with the discretion to set aside assets to fund the Incentive Plan although that has not been done to date. During the year ended June 30, ~~2022~~ **2023** , we granted a total of $ 0. ~~3~~ **6** million in deferred cash awards to members of our Board of Directors and certain key members of our management team. During the year ended June 30, ~~2021~~ **2022** , we granted a total of $ ~~1~~ **0** . ~~5~~ **3** million in deferred cash awards to members of our Board of Directors and certain key members of our management team. Each deferred cash award provides for three equal cash payments to the applicable Participant to be paid on the one year, two year, and three year anniversaries of the date of the grant of such Awards, (the " Award Date "); provided on the date of each payment (the " Payment Date "), the Participant has been since **the** Award Date, and continues to be through the Payment Date, a member of our Board of Directors or an employee of NAI. In the event a Participant ceases to be an employee of NAI or a member of our Board of Directors prior to any Payment Date, no further payments shall be made in connection with the Award. We formerly sponsored a defined benefit pension plan, which provides retirement benefits to employees based generally on years of service and compensation during the last five years before retirement. Effective June 21, 1999, we adopted an amendment to freeze benefit accruals to the participants. Annually, we contribute an amount not less than the minimum funding requirements of the Employee Retirement Income Security Act of 1974 nor more than the maximum tax- deductible amount. Disclosure of Funded Status The following table sets forth the defined benefit pension plan' s funded status and amount recognized in our consolidated balance sheets at June 30 (in thousands): **2023** 2022 ~~2021~~ Change in Benefit Obligation: Benefit obligation at beginning of year $ 1, **438 $ 1,** 820 ~~$ 2, 035~~ Interest cost ~~39~~ **46** 39 Actuarial loss (~~276~~ **29**) (~~43~~ **276**) Benefits paid (~~145~~ **91**) (~~211~~ **145**) Benefit obligation at end of year $ 1, **364 $ 1,** 438 ~~$ 1, 820~~ Change in Plan Assets: Fair value of plan assets at beginning of year $ 1, **094 $ 1,** 429 ~~$ 1, 339~~ Actual return on plan assets **22** (190) ~~294~~ Employer contributions — ~~7~~ **—** Benefits paid (~~145~~ **91**) (~~211~~ **145**) Plan expenses — — Fair value of plan assets at end of year $ 1, **025 $ 1,** 094 ~~$ 1, 429~~ Reconciliation of Funded Status: Difference between benefit obligation and fair value of plan assets $ (**339) $ (** 344 ~~) $ (391~~) Unrecognized net actuarial loss in accumulated other comprehensive income **409** 495 ~~626~~ Net amount recognized $ **70 $** 151 ~~$ 235~~ Projected benefit obligation $ 1, **364 $ 1,** 438 ~~$ 1, 820~~ Accumulated benefit obligation $ 1, **364 $ 1,** 438 ~~$ 1, 820~~ Fair value of plan assets $ 1, **025 $ 1,** 094 ~~$ 1, 429~~ The weighted- average discount rate used for determining the projected benefit obligations for the defined benefit pension plan was 4. ~~39~~ **89** % for the year ended June 30, ~~2022~~ **2023** and ~~2~~ **4** . ~~74~~ **39** % during the year ended June 30, ~~2021~~ **2022** . Net Periodic Benefit Cost The components included in the defined benefit pension plan' s net periodic benefit expense for the fiscal years ended June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ Interest cost $ ~~39~~ **46** $ 39 Expected return on plan assets (~~69~~ **42**) (~~59~~ **69**) Recognized actuarial loss **50** 63 ~~110~~ Settlement loss **27** 50 ~~73~~ Net periodic benefit expense $ **81 $** 83 ~~$ 163~~ In the fiscal ~~year~~ **years** ended **June 30, 2023 and** June 30, 2022, we did not contribute ~~to our defined benefit pension plan. In the fiscal year ended June 30, 2021, we contributed $ 7, 000~~ to our defined benefit pension plan. The following is a summary of changes in plan assets and benefit obligations recognized in other comprehensive income (loss) (in thousands): **2023** 2022 ~~2021~~ Net loss **$ (8)** $ (17) ~~$~~ **Settlement loss** (~~277~~ **28**) ~~Settlement~~ **(50) Amortization of net** loss (50) (~~73) Amortization of net loss (~~ 63 ~~) (110~~) Plan expenses — — Total recognized in other comprehensive ~~income~~ **loss $** (~~loss~~ **86**) $ (130 ~~) $ (460~~) Total recognized in net periodic benefit cost and other comprehensive loss $ (**5) $ (** 47 ~~) $ (297~~) The estimated net loss for the defined benefit pension plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is **approximately** $ ~~50~~ **40** , 000. We do not have any transition obligations or prior service costs recorded in accumulated other comprehensive income. The following benefit payments are expected to be paid (in thousands): ~~2023 $ 799~~ 2024 ~~—~~ **$ 739** 2025 ~~276~~ **264** 2026 ~~14~~ **13** 2027 ~~110~~ **106** 2028 **30 2029** - ~~2032~~ **2033** ~~67~~ **105** Total benefit payments expected to be paid $ 1, ~~266~~ **257** The weighted- average rates used for the years ended June 30 in determining the defined benefit pension plan' s net pension costs, were as follows: **2023** 2022 ~~2021~~ Discount rate 4. **89 % 4.** 39 ~~% 2. 74~~ % Expected long- term rate of return 6. ~~10~~ **24** % 6. ~~60~~ **10** % Compensation increase rate N / A N / A Our expected rate of return is determined based on a methodology that considers historical returns of multiple classes analyzed to develop a risk- free real rate of return and risk premiums for each asset class. The overall rate for each asset class was developed by combining a long- term inflation component, the risk- free real rate of return, and the associated risk premium. A weighted average rate was developed based on those overall rates and the target asset allocation of the plan. Our defined benefit pension plan' s weighted average asset allocation at June 30 and weighted average target allocation were as follows: **Target 2023** 2022 ~~2021 Target~~ Allocation Equity securities **64 %** 49 % **53** ~~62 % 55~~ % Debt securities **14 %** 20 ~~% 25~~ % 41 % Commodities ~~0 %~~ 12 % 0 % **0 %** Other **10 %** 31 % **6** ~~1 % 4~~ % 100 % 100 % 100 % The underlying basis of the investment strategy of our defined benefit pension plan is to ensure that pension funds are available to meet the plan' s benefit obligations when due. Our investment strategy is a long- term risk controlled approach using diversified investment options with relatively minimal exposure to volatile investment options like derivatives. The fair values by asset category of our defined benefit pension plan at June 30, ~~2022~~ **2023** were as follows (in thousands): ~~Total~~ Quoted Prices in Active Markets for **Significant Significant** Identical **Observable Unobservable** Assets **Inputs Inputs Total** (Level 1) ~~Significant Observable Inputs~~ (Level 2) ~~Significant Unobservable Inputs~~ (Level 3) Equity securities (1) $ ~~590~~ **653** $ ~~590~~ **653** $ — $ — Debt securities (2) $ ~~217~~ **141** $ ~~217~~ **141** $ — $ — Other (3) $ ~~287~~ **231** $ ~~287~~ **231** $ — $ — Total $ 1, ~~094~~ **025** $ 1, ~~094~~ **025** $ — $ — (1) This category is comprised of publicly traded funds, of which ~~51~~ **50** % are large- cap funds, ~~24~~ **26** % are developed **and emerging** market funds, ~~19~~ **18** % are mid- cap funds, and 6 % are small- cap funds. (2) This category is comprised of publicly traded funds, of which ~~42~~ **34** % are U. S. fixed income funds and ~~58~~ **66** % are corporate and foreign market fixed income funds. (3) This category is comprised of commodities and cash alternatives. I. Stockholders' Equity On September 18, 2020, the Board of Directors authorized a $ 2. 0 million increase to our stock repurchase plan (" Repurchase Plan "), thus bringing the total authorized repurchase amount to $ 12. 0 million. On March 12, 2021, the Board of Directors authorized an additional $ 3. 0 million increase to the Repurchase Plan, thus bringing the total authorized repurchase amount to $ 15. 0 million. On January 14, 2022, the Board of Directors authorized an additional $ 3. 0 million increase to the Repurchase Plan, thus bringing the total authorized repurchase amount to $ 18. 0 million. Under the Repurchase Plan, we may, from time to time, purchase shares of our common stock, depending upon market conditions, in open market or privately negotiated transactions. **Treasury Stock repurchases for the year ended June 30, 2023 were as follows: Shares Average Cost Total Cost (in thousands) Shares purchased under Repurchase Plan 140, 812 $ 9. 19 $ 1, 294 Shares acquired from employees for restricted stock vesting 23, 587 8. 86 209 Total 164, 399 $ 1, 503** Treasury Stock repurchases for the year ended June 30, 2022 were as follows: Shares Average Cost Total Cost (in thousands) Shares purchased under Repurchase Plan 406, 817 $ 12. 76 $ 5, 190 Shares acquired from employees for restricted stock vesting 28, 263 11. 08 313 Total 435, 080 $ 5, 503 ~~Treasury Stock repurchases for the year ended June 30, 2021 were as follows: Shares Average Cost Total Cost (in thousands) Shares purchased under Repurchase Plan 385, 822 $ 8. 28 $ 3, 197 Shares acquired in connection with stock option exercises 30, 442 9. 95 303 Shares acquired from employees for restricted stock vesting 47, 228 13. 69 647 Total 463, 492 $ 4, 147~~ Treasury stock repurchase costs include commissions and fees. Shares acquired from employees for restricted stock vesting and stock options exercises were returned to us by the related employees and in return we paid each employee' s required tax withholding resulting from the vesting of restricted shares. The valuation of the shares acquired and thereby the number of shares returned to us was calculated based on the closing share price on the date the shares vested. Stock Incentive Plans For the ~~year~~ **years** ended **June 30, 2023and** June 30, 2022, the Company had no stock options outstanding. **Restricted** ~~Stock~~ **stock** ~~option~~ activity for the year ended June 30, ~~2021~~ **2023** was as follows: **Weighted Number of Average Grant Shares – Date Fair** 2009 Plan ~~Weighted Average Exercise Price Weighted Average Contractual Term (in years) Aggregate Intrinsic~~ Value **Nonvested** ~~Vested and exercisable~~ at June 30, ~~2020~~ **2022** ~~130~~ **1** , ~~000~~ **666** $ ~~6~~ **8** . **50 Granted —** ~~28 Exercised (130, 000)~~ $ ~~6~~ **— Vested 1, 666 $ 8** . ~~28~~ **50** Forfeited — $ — **Nonvested** ~~Granted — $ — Outstanding~~ at June 30, ~~2021~~ **2023** — $ — **Available for grant** ~~— $ — Vested and exercisable~~ at June 30, ~~2021~~ **2023** — **Weighted Number** ~~$ — — $ — Of the 130, 000 options exercised, 120, 000~~ of **Average Grant** ~~these option exercises were cashless net exercises resulting in the issuance of 55, 915 shares~~ **Shares** ~~for the year ended~~ **– Date Fair 2020 Plan Value Nonvested at** June 30, ~~2021~~ **2022 186, 227 $ 12** . **56 Granted 123, 000 $ 8. 79 Vested (71, 146) $ 13. 04 Forfeited (14, 399) $ 11. 69 Nonvested at June 30, 2023 223, 682 $ 10. 39 Available for grant at June 30, 2023 349, 377** Restricted stock activity for the year ended June 30, 2022 was as follows: **Weighted** Number of **Average Grant** Shares – **Date Fair** 2009 Plan ~~Weighted Average Grant Date Fair~~ Value Nonvested at June 30, 2021 61, 324 $ 11. 47 Granted — $ — Vested (51, 326) $ 11. 52 Forfeited (8, 332) $ 10. 88 Nonvested at June 30, 2022 1, 666 $ 8. 50 Available for grant at June 30, 2022 — **Weighted** Number of **Average Grant** Shares – **Date Fair** 2020 Plan ~~Weighted Average Grant Date Fair~~ Value Nonvested at June 30, 2021 87, 773 $ 16. 81 Granted 135, 850 $ 10. 99 Vested (25, 896) $ 16. 81 Forfeited (11, 500) $ 16. 81 Nonvested at June 30, 2022 186, 227 $ 12. 56 Available for grant at June 30, 2022 472, 377 ~~Restricted stock activity for the year ended June 30, 2021 was as follows: Number of Shares – 2009 Plan Weighted Average Grant Date Fair Value Nonvested at June 30, 2020 197, 650 $ 11. 06 Granted — $ — Vested (136, 326) $ 10. 88 Forfeited — $ — Nonvested at June 30, 2021 61, 324 $ 11. 47 Available for grant at June 30, 2021 — Number of Shares – 2020 Plan Weighted Average Grant Date Fair Value Nonvested at June 30, 2020 — $ — Granted 91, 773 $ 16. 81 Vested (4, 000) $ 16. 81 Forfeited — $ — Nonvested at June 30, 2021 87, 773 $ 16. 81 Available for grant at June 30, 2021 608, 227~~ Restricted stock grants, granted to members of our Board of Directors and certain key members of our management team, vest over a period of years from the date of grant and the unvested shares cannot be sold or otherwise transferred and the right to receive dividends, if declared by our Board of Directors, is forfeitable until the shares become vested. The total remaining unrecognized compensation cost related to unvested restricted stock shares amounted to $ 2. ~~1~~ **0** million at June 30, ~~2022~~ **2023** and the weighted average remaining requisite service period of unvested restricted stock shares was 2. ~~4~~ **1** years. J. Commitments We lease a total of **approximately** 162, 000 square feet at our manufacturing facility in Vista, California from an unaffiliated third party under a non- cancelable operating lease. On July 31, 2013, we executed a third amendment to the lease for our manufacturing facility in Vista, ~~CA~~ **California** . As a result of this amendment, our facility lease has been extended through March 2024. NAIE leases facility space in Manno, Switzerland from two unaffiliated third parties. The leased spaces total approximately 125, 000 square feet. We primarily use the facilities for manufacturing, packaging, warehousing and distributing nutritional supplement products for the European and Asian marketplaces. On July 1, 2019, NAIE extended the lease on its main manufacturing facility for an additional five years through June 30, 2024. On May 4, 2022 **,** NAIE further extended the lease on its main manufacturing facility for a new term of ten years effective January 1, 2023 with a new expiration date of December 31, 2032, with an option to extend one year. On November 5, 2018, NAIE entered into a lease with Sofinol SA for approximately 2, 870 square meters of commercial warehouse space in a building located on the property adjacent to the leasehold for the primary existing NAIE facility in Manno **,** Switzerland. NAIE uses the space primarily for raw material storage. The lease is for an initial five- year term commencing on January 1, 2019 and NAIE can terminate the lease with 12 months advance notice given on June 30th or December 31st each year of the initial term. At the end of the initial term the lease ~~converts~~ **transfers** to **an indefinite tenancy** ~~a year to year lease~~ at the same rental rate terminable by NAIE or the landlord upon 12 months' advance notice **. This initial term of this lease ends on December 31, 2023 and as of June 30, 2023, we have not provided notification of terminating this lease so the term automatically extended to December 31, 2024** . Minimum rental commitments (exclusive of property tax, insurance and maintenance) under all non- cancelable operating leases with initial or remaining lease terms in excess of one year, including the lease agreements referred to above, are set forth below as of June 30, ~~2022~~ **2023** (in thousands): ~~2023~~ **There-** 2024 2025 2026 2027 **2028** ~~There-~~ after Total Gross minimum rental commitments $ ~~3, 187 $~~ 2, ~~607~~ **868** $ 1, ~~288~~ **369** $ 1, ~~288~~ **369** $ 1, ~~288~~ **369** $ ~~7~~ **1** , ~~083~~ **369** $ **6, 16** ~~16~~ **162 $ 14** , ~~741~~ **506** Rental expense totaled $ 3. ~~4~~ **3** million for the fiscal year ended June 30, ~~2022~~ **2023** and $ 3. 4 million for the fiscal year ended June 30, ~~2021~~ **2022** . K. Economic Dependency We had substantial net sales to certain customers during the fiscal years ended June 30 shown in the following table. The loss of any of these customers, or a significant decline in sales or the growth rate of sales to these customers, or in their ability to make payments when due, could have a material adverse impact on our net sales and net income. Net sales to any one customer representing 10 % or more of the respective year' s consolidated net sales were as follows (dollars in thousands): Fiscal **2023 Fiscal** 2022 ~~Fiscal 2021~~ Customer 1 $ ~~54~~ **61** , ~~599~~ **646** $ ~~90~~ **37** , ~~820~~ **218** Customer 2 ~~37~~ **48** , ~~218~~ **066 54, 599 Customer 3** (a) ~~Customer 3~~ 31, 552 ~~25~~ **$ 109** , ~~410~~ **712** $ 123, 369 ~~$ 116, 230~~ (a) Sales were less than 10 % of the respective period' s consolidated net sales. Accounts receivable from these customers totaled $ **1. 8 million at June 30, 2023 and $** 10. 7 million at June 30, 2022 ~~and $ 14. 0 million at June 30, 2021~~ . We buy certain products, including beta-alanine, from a single supplier. The loss of this supplier or other raw material suppliers could have a material adverse impact on our net sales and net income. Raw material purchases from any one supplier representing 10 % or more of the respective period' s total raw material purchases were as follows (dollars in thousands): Year ended June 30, **2023** 2022 ~~2021~~ **% of Total % of Total** Raw **Material Raw Raw Material Raw Purchases by** Material Purchases by **Material** Supplier ~~% of Total Raw Material~~ Purchases ~~Raw Material Purchases by~~ Supplier ~~% of Total Raw Material~~ Purchases Supplier 1 $ **11, 487 13 % $** 14, 065 17 % $ ~~23~~ **11** , ~~033 24~~ **487 13** % $ 14, 065 17 ~~% $ 23, 033 24~~ % L. Derivatives and Hedging We are exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to forecasted product sales denominated in foreign currencies and to other transactions of NAIE, our foreign subsidiary. As part of our overall strategy to manage the level of exposure to the risk of fluctuations in foreign currency exchange rates, we may use foreign exchange contracts in the form of forward contracts. There can be no guarantee any such contracts, to the extent we enter into such contracts, will be effective hedges against our foreign currency exchange risk. During the year ended June 30, ~~2022~~ **2023** and prior, we entered into forward contracts designated as cash flow hedges primarily to protect against the foreign exchange risks inherent in our forecasted sales of products at prices denominated in currencies other than the U. S. dollar. These contracts are expected to be settled through ~~August~~ **September** ~~2023~~ **2024** . For derivative instruments that are designated and qualify as cash flow hedges, we record the effective portion of the gain or loss on the derivative in accumulated other comprehensive income (OCI) as a separate component of stockholders' equity and subsequently reclassify these amounts into earnings in the period during which the hedged transaction is recognized in earnings. For foreign currency contracts designated as cash flow hedges, hedge effectiveness is measured using the spot rate. Changes in the spot- forward differential are excluded from the test of hedge effectiveness and are recorded currently in earnings as revenue. We measure effectiveness by comparing the cumulative change in the hedge contract with the cumulative change in the hedged item as well as ensuring the assumptions we made at hedge inception have not materially changed. No hedging relationships were terminated as a result of ineffective hedging for the years ended June 30, ~~2022~~ **2023** and June 30, ~~2021~~ **2022** . We monitor the probability of forecasted transactions as part of the hedge effectiveness testing on a quarterly basis. As of June 30, ~~2022~~ **2023** , the notional amounts of our foreign exchange contracts **accounted for as cash flow hedges** were $ ~~37~~ **31** . 7 million (€ ~~31~~ **28** . ~~9~~ **4** million). As of June 30, ~~2022~~ **2023** , a net ~~loss~~ **gain** of approximately $ **0.** 2 ~~. 3~~ million offset by **approximately** $ ~~542, 000~~ **0. 1 million** of deferred taxes, related to derivative instruments designated as cash flow hedges was recorded in OCI. As of June 30, ~~2021~~ **2022** , a net loss of approximately $ ~~33, 000~~ **2. 3 million** , offset by **approximately** $ ~~8, 000~~ **0. 5 million** of deferred taxes, related to derivative instruments designated as cash flow hedges was recorded in OCI. It is expected that $ ~~1~~ **0** . ~~9~~ **2** million of the gross ~~loss~~ **gain** as of June 30, ~~2022~~ **2023** , will be reclassified into earnings in the next 12 months along with the earnings effects of the related forecasted transactions. During the year ended June 30, ~~2022~~ **2023** , we recognized $ **0.** 5 ~~. 4~~ million of net gains in OCI, reclassified $ 3. ~~0~~ **1** million of gains and forward point amortization from OCI to Net Sales. During the year ended June 30, ~~2021~~ **2022** , we recognized $ ~~2~~ **5** . ~~8~~ **4** million of net ~~losses~~ **gains** in OCI, reclassified $ 3. ~~2~~ **0** million of ~~losses~~ **gains** and forward point amortization from OCI to Net Sales. For foreign currency contracts not designated as cash flow hedges, changes in the fair value of the hedge are recorded directly to foreign exchange gain or loss in other income in an effort to offset the change in valuation of the underlying hedged item. During the year ended June 30, ~~2022~~ **2023 ,** we entered into forward contracts in order to hedge foreign exchange risk associated with our lease liability at NAIE, which is denominated in Swiss Francs (CHF). As of June 30, ~~2022~~ **2023** , the notional amounts of our foreign exchange contracts not designated as cash flow hedges were approximately $ ~~5~~ **12** . ~~2~~ **3** million (CHF ~~5~~ **11** . ~~0~~ **1** million). We are exposed to interest rate fluctuations related to our $ 10. 0 million Term Note with Wells Fargo, which carries a variable interest rate of 1. 80 % above the SOFR rolling 30- day average. To manage our exposure to this variable rate, on August 23, 2021, we entered into a floored interest rate swap that fixes our all- in rate on this loan to 2. 4 % for the first three years of the term loan. Fluctuations in the relation of our contractual swap rate to current market rates are recorded as an asset or liability with an offset to OCI at the end of each reporting period. Interest expense is adjusted for the difference between the actual SOFR spread and the swap contractual rate such that our effective interest expense for each period is equal to our hedged rate of 2. 4 %. M. Contingencies From time to time, we become involved in various investigations, claims and legal proceedings that arise in the ordinary course of our business. These matters may relate to product liability, employment, intellectual property, tax, regulation, contract or other matters. The resolution of these matters as they arise will be subject to various uncertainties and, even if such claims are without merit, could result in the expenditure of significant financial and managerial resources. While unfavorable outcomes are possible, based on available information, we generally do not believe the resolution of these matters will result in a material adverse effect on our business, consolidated financial condition, or results of operations and the price of our common stock. However, a settlement payment or unfavorable outcome could adversely impact our results of operations. Our evaluation of the likely impact of these actions could change in the future and we could have unfavorable outcomes we do not expect. COVID- 19 Pandemic The Company continues to monitor and evaluate the risks to public health and the impact on overall global business activity related to the COVID- 19 pandemic, including potential impacts on our employees, customers, suppliers and financial results. As the situation remains fluid, it is difficult to predict the duration and scope of the pandemic and its impact on our business. However, it may result in a material adverse impact to our financial position, operations and cash flows if conditions persist or worsen. N. Segment Information Our business consists of two segments for financial reporting purposes. The two segments are identified as (i) private- label contract manufacturing, which primarily relates to the provision of private- label contract manufacturing services to companies that market and distribute nutritional supplements and other health care products, and (ii) patent and trademark licensing, which primarily includes direct raw material sales and royalty income from our license and supply agreements associated with the sale and use of beta- alanine under our CarnoSyn ® and SR CarnoSyn ® trade names. We evaluate performance based on a number of factors. The primary performance measures for each segment are net sales and income or loss from operations before corporate allocations. Operating income or loss for each segment does not include corporate general and administrative expenses, interest expense and other miscellaneous income and expense items. Corporate general and administrative expenses include, but are not limited to human resources, corporate legal, finance, information technology, and other corporate level related expenses, which are not allocated to any segment. Transfers of raw materials between segments are recorded at cost. The accounting policies of our segments are the same as those described in the summary of significant accounting policies in Note A. Our operating results by business segment for the years ended June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ Net Sales Private- label contract manufacturing $ **145, 294 $** 154, 798 ~~$ 164, 310~~ Patent and trademark licensing **8, 721** 16, 168 **$** ~~14~~ **154** , ~~210~~ **015** $ 170, 966 **2023** ~~$ 178, 520~~ 2022 ~~2021~~ Income from Operations Private- label contract manufacturing $ **9, 488 $** 15, 667 ~~$ 17, 744~~ Patent and trademark licensing **3, 021** 6, 780 ~~4, 442~~ Income from operations of reportable segments **12, 509** 22, 447 ~~22, 186~~ Corporate expenses not allocated to segments (~~8~~ **7** , ~~768~~ **796**) (8, ~~514~~ **768**) $ **4, 713 $** 13, 679 **2023** ~~$ 13, 672~~ 2022 ~~2021~~ Assets Private- label contract manufacturing $ **102, 495 $** 115, 649 ~~$ 95, 324~~ Patent and trademark licensing **31, 657** 30, 354 ~~24~~ **$ 134** , ~~957~~ **152** $ 146, 003 ~~$ 120, 281~~ Our private- label contract manufacturing products are sold both in the U. S. and in markets outside the U. S., including Europe, Canada, Australia, New Zealand, Mexico and Asia. Our primary markets outside the U. S. are Europe and Asia. Our patent and trademark licensing activities are primarily based in the U. S. Net sales by geographic region, based on the customers' location, for the two years ended June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ United States $ **109, 277 $** 115, 255 ~~$ 94, 702~~ Markets outside the United States **44, 738** 55, 711 ~~83, 818~~ Total net sales $ **154, 015 $** 170, 966 ~~$ 178, 520~~ Products manufactured by NAIE accounted for ~~84~~ **79** % of consolidated net sales in markets outside the U. S. in fiscal **2023 and 84 % in fiscal** 2022 ~~and 77 % in fiscal 2021~~ . No products manufactured by NAIE were sold in the U. S. during the fiscal years ended June 30, **2023 and** 2022 ~~and 2021~~ . Long- lived assets by geographic region, based on the location of the company or subsidiary at which they were located or made, for the two years ended June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ United States $ **53, 536 $** 43, 769 ~~$ 21, 109~~ Europe **20, 674** 22, 505 ~~17, 039~~ Total Long- Lived Assets $ **74, 210 $** 66, 274 ~~$ 38, 148~~ Total assets by geographic region, based on the location of the company or subsidiary at which they were located or made, for the two years ended June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ United States $ **89, 167 $** 83, 443 ~~$ 67, 307~~ Europe **44, 985** 62, 560 ~~52, 974~~ Total Assets $ **134, 152 $** 146, 003 ~~$ 120, 281~~ Capital expenditures by geographic region, based on the location of the company or subsidiary at which they were located or made, for the two years ended June 30 were as follows (in thousands): **2023** 2022 ~~2021~~ United States $ **13, 210 $** 25, 383 ~~$ 2, 336~~ Europe **314** 1, 105 ~~2, 771~~ Total Capital Expenditures $ **13, 524 $** 26, 488 ~~$ 5, 107~~ O. Subsequent Events On July ~~21st~~ **18** , ~~2022~~ **2023** , we **entered into** ~~purchased three forward contracts designated and effective as cash flow hedges to protect against the foreign currency exchange risk inherent in~~ a ~~portion~~ **Fourth Amendment to Lease amending and extending the term** of ~~our forecasted sales transactions denominated in Euros~~ **the lease of its Vista, California manufacturing facilities** . The **Fourth Amendment extends** ~~three~~ -- **the** ~~contracts expire quarterly~~ **term of the Lease by an additional ten years and five months commencing April 1, 2024. The amended Lease covering two buildings and approximately 162, 000 square feet will result in an increase in base rent to $ 1. 50 per square foot, after five free months of base rent** beginning ~~December 2022~~ **at the commencement of the extended term. NAI intends to construct substantial improvements to the facilities including but not limited to installation of** ~~and~~ - **an** ~~ending September 2023~~ **approximately $ 2** . **3** ~~The forward contracts have a notional amount of € 5. 9~~ million **solar electrical generating system on both buildings,** and ~~a weighted average forward rate of~~ **other substantial improvements. Pursuant to the Fourth Amendment, the Landlord will reimburse NAI for up to $** 1. ~~030~~ **1 million of these tenant improvements to the buildings** . On August ~~16th~~ **16** , ~~2022~~ **2023** , we ~~purchased~~ **announced the temporary closure of our new high- speed powder processing facility in Carlsbad, California due to excess inventory on hand at** one ~~forward contract to protect against~~ **of our largest customer' s and** ~~the~~ **their** ~~foreign currency exchange risk inherent in our long~~ **efforts to rebalance supply and demand. We expect this facility will re** - ~~term lease liability denominated~~ **open and our prior level of operations will resume late** in ~~Swiss Francs~~ **our third fiscal quarter of 2024, but there can be no assurance this customer will resolve its supply and demand issues in the timeframe expected or what level of business we will have with this customer if they purchase from us in the future** . ~~The forward contract had~~ **Closure of this plant will contribute to an anticipated net loss in the first half of fiscal 2024, net income in the second half, and an overall net loss in fiscal 2024. If this customer is unable**

to resolve its inventory issues in this timeframe, or our sales forecast is not realized we will likely experience a **continuing material decrease in revenues during fiscal year** ~~notional amount of CHF 7. 5 million and a weighted average forward rate of 0. 9477. This contract expired on September 7, 2022~~ **2024** . On September ~~7~~ **15** , ~~2022~~ **2023** , ~~we purchased another forward contract related to~~ our **Board of Directors adopted** ~~long- term lease liability denominated in Swiss Francs to replace the forward contracts which expired. The forward contract has~~ a ~~notional amount~~ **Clawback Policy requiring recoupment** of ~~CHF 12. 0 million~~ **certain executive compensation in the event of** ~~and~~ **an** ~~a weighted average forward rate of 0. 9735~~ **accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws** . ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE None. ITEM 9A. CONTROLS AND PROCEDURES (a) Evaluation of Disclosure Controls and Procedures We maintain certain disclosure controls and procedures as defined under the Securities Exchange Act of 1934. They are designed to help ensure that material information is: (1) gathered and communicated to our management, including our principal executive and financial officers, in a manner that allows for timely decisions regarding required disclosures; and (2) recorded, processed, summarized, reported and filed with the SEC as required under the Securities Exchange Act of 1934 and within the time periods specified by the SEC. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, ~~2022~~ **2023** . Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, ~~2022~~ **2023** . (b) Management' s Annual Report on Internal Control Over Financial Reporting Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, and for performing an assessment of the effectiveness of internal control over financial reporting as of June 30, ~~2022~~ **2023** . For this purpose, internal control over financial reporting refers to a process designed by, or under the supervision of, our principal executive and financial officers and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material adverse effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management performed an assessment of the effectiveness of our internal control over financial reporting as of June 30, ~~2022~~ **2023** based upon criteria in an Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 framework). Based on this assessment, management believes our internal control over financial reporting was effective as of June 30, ~~2022~~ **2023** based on the criteria issued by COSO. This assessment does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management' s report was not required to be attested to by our independent registered public accounting firm pursuant to applicable law and rules that permit the Company to provide only the management' s report as part of this assessment. (c) Changes in Internal Control Over Financial Reporting There were no changes to our internal control over financial reporting during the fourth quarter ended June 30, ~~2022~~ **2023** that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting. ITEM 9B. OTHER INFORMATION PART III The information called for under Items 10- 14 of this Part III will be incorporated by reference from our definitive proxy statement for our Annual Meeting of Stockholders to be held on December ~~2~~ **7** , ~~2022~~ **2023** , to be filed on or before October 28, ~~2022~~ **2023** . ~~PART~~ **47PART** IV ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES The following documents are filed as part of this report: (1) Financial Statements. The financial statements listed below are included under Item 8 of this report: • Consolidated Balance Sheets as of June 30, **2023 and** 2022 ~~and 2021~~ ; • Consolidated Statements of Operations and Comprehensive Income ~~(Loss)~~ for the years ended June 30, **2023 and** 2022 ~~and 2021~~ ; • Consolidated Statements of Stockholders' Equity for the years ended June 30, **2023 and** 2022 ~~and 2021~~ ; ~~50~~ • Consolidated Statements of Cash Flows for the years ended June 30, **2023 and** 2022 ~~and 2021~~ ; and • Notes to Consolidated Financial Statements. (2) Exhibits. The following exhibit index shows those exhibits filed with this report and those incorporated by reference: EXHIBIT INDEX Exhibit Number Description Incorporated By Reference To 3 (i) Amended and Restated Certificate of Incorporation of Natural Alternatives International, Inc. filed with the Delaware Secretary of State on January 14, 2005 Exhibit 3 (i) of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended December 31, 2004, filed with the commission on February 14, 2005 3 (ii) Amended and Restated By- laws of Natural Alternatives International, Inc. dated as of February 9, 2009 Exhibit 3 (ii) of NAI' s Current Report on Form 8- K dated February 9, 2009, filed with the commission on February 13, 2009 4 (i) Form of NAI' s Common Stock Certificate Exhibit 4 (i) of NAI' s Annual Report on Form 10- K for the fiscal year ended June 30, 2005, filed with the commission on September 8, 2005 10. 1 Lease of Facilities in Vista, California between NAI and Calwest Industrial Properties, LLC, a California limited liability company (lease reference date June 12, 2003) Exhibit 10. 10 of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended September 30, 2003, filed with the commission on November 5, 2003 10. 2 Form of Indemnification Agreement entered into between NAI and each of its directors Exhibit 10. 15 of NAI' s Annual Report on Form 10- K for the fiscal year ended June 30, 2004, filed with the commission on September 14, 2004 10. 3 2009 Omnibus Incentive Plan * Attachment D of NAI' s definitive Proxy Statement filed with the commission on October 16, 2009 10. 4 Nonqualified Incentive Plan * Exhibit 10. 1 to NAI' s Current Report on Form 8- K dated July 16, 2020, filed with the commission on July 22, 2020 10. 5 License and Fee Agreement effective November 10, 2010 by and among Roger Harris, Mark Dunnett, Kenny Johansson and NAI Exhibit 10. 40 of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended September 30, 2010, filed with the commission on November 12, 2010 10. 6 ISDA 2002 Master Agreement dated as of March 10, 2011 by and between Bank of America N. A. and NAI (with Schedule dated March 10, 2011) Exhibit 10. 31 of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended March 31, 2011, filed with the commission on May 16, 2011 10. 7 Third amendment to the Lease of Facilities in Vista, California between NAI and CWCA Vista Distribution 77, LLC, a Delaware limited liability company Exhibit 10. 40 of NAI' s Annual Report on Form 10- K for the fiscal year ended June 30, 2013, filed with the commission on September 19, 2013 10. 8 ~~Agreement to License by and~~ **Lease of Facilities in Manno, Switzerland** between ~~NAI~~ **NAIE** and **Mr** ~~Compound Solutions, Inc~~ . **Silvio Tarchini** effective **July** ~~as of April~~ 1, 2014 **(English translation)** Exhibit 10. ~~37~~ **38** of NAI' s Annual Report on Form 10- K for the fiscal year ended June 30, 2014, filed with the commission on September 25, 2014. 10. 9 ~~Lease of Facilities in Manno, Switzerland between NAIE and Mr. Silvio Tarchini effective July 1, 2014 (English translation) Exhibit 10. 38 of NAI' s Annual Report on Form 10- K for the fiscal year ended June 30, 2014, filed with the commission on September 25, 2014. 10. 10~~ Amended and Restated Employment Agreement, by and between NAI and Mark A. LeDoux, effective October 1, 2015 * Exhibit 10. 1 of NAI' s Current Report on Form 8- K dated October 1, 2015, filed with the commission on October 1, 2015. 10. ~~11~~ **10** Amended and Restated Employment Agreement, by and between NAI and Kenneth E. Wolf, effective October 1, 2015 * Exhibit 10. 2 of NAI' s Current Report on Form 8- K dated October 1, 2015, filed with the commission on October 1, 2015. 10. ~~12~~ **11** Amended and Restated Employment Agreement, by and between NAI and Michael E. Fortin, effective October 1, 2015 * Exhibit 10. 3 of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended September 30, 2015, filed with the commission on November 12, 2015. 10. ~~13~~ **12** First amendment to credit agreement by and between NAI and the Wells Fargo Bank N. A. effective as of February 1, 2016 Exhibit 10. 01 of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended December 31, 2015, filed with the commission on February 9, 2016. 10. ~~14~~ **13** First amendment to the Amended and Restated Employment Agreement, by and between NAI and Michael E. Fortin, effective September 1, 2016 * NAI' s Current Report on Form 8- K dated September 1, 2016, filed with the commission on September 6, 2016 10. **14** ~~15 Exclusive Manufacturing Agreement by and between NAI and the Juice Plus Company dated August 7, 2017 Exhibit 10. 45 of NAI' s Current Report on Form 8- K filed with the commission on August 11, 2017 10. 16~~ First amendment to the Amended and Restated Employment Agreement, by and between NAI and Mark A. LeDoux, effective July 1, 2018 * Exhibit 10. 1 of NAI' s Quarterly Report on Form 10- Q for the quarterly period ended September 30, 2018, filed with the commission on November 13, 2018