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

# FORM 10-Q

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

**For the quarterly period ended May 31, 2023**

**☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from _________ to _________**

**Commission File No. 333-132456**

# Byrna Technologies Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **71-1050654** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**100 Burtt Road, Suite 115**
**Andover, MA 01810**
(Address of Principal Executive Offices, including zip code)

**(978) 868-5011**
(Registrant's telephone number, including area code)

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Common stock, $0.001, par value per share** | **BYRN** | **The Nasdaq Stock Market LLC** |

Securities registered pursuant to Section 12(g) of the Act: None.

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

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

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

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

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

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

As of July 5, 2023, the Company had 24,143,014 issued and 21,977,027 outstanding shares of common stock.

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**PART 1 – FINANCIAL INFORMATION**

**ITEM 1. Condensed Consolidated Financial Statements**

**BYRNA TECHNOLOGIES INC.**
**Condensed Consolidated Balance Sheets**
**(Amounts in thousands, except share and per share data)**

| | May 31, 2023 Unaudited | November 30, 2022 |
|---|---|---|
| **ASSETS** | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | $ 15,360 | $ 20,068 |
| Accounts receivable, net | 4,193 | 5,915 |
| Inventory, net | 17,466 | 15,462 |
| Prepaid expenses and other current assets | 1,215 | 1,200 |
| Total current assets | 38,234 | 42,645 |
| LONG TERM ASSETS | | |
| Intangible assets, net | 3,727 | 3,872 |
| Deposits for equipment | 1,850 | 2,269 |
| Right-of-use asset, net | 2,091 | 2,424 |
| Property and equipment, net | 3,336 | 3,309 |
| Goodwill | 2,258 | 2,258 |
| Investment in joint venture | 183 | — |
| Loan to joint venture | 1,556 | — |
| Other assets | 188 | 272 |
| TOTAL ASSETS | $ 53,423 | $ 57,049 |
| | | |
| **LIABILITIES** | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued liabilities | $ 6,153 | $ 7,708 |
| Operating lease liabilities, current | 731 | 757 |
| Deferred revenue, current | 424 | 458 |
| Total current liabilities | 7,308 | 8,923 |
| LONG TERM LIABILITIES | | |
| Deferred revenue, non-current | 199 | 340 |
| Operating lease liabilities, non-current | 1,467 | 1,792 |
| Total liabilities | 8,974 | 11,055 |
| | | |
| COMMITMENTS AND CONTINGENCIES (NOTE 20) | | |
| | | |
| **STOCKHOLDERS' EQUITY** | | |
| Preferred stock, $0.001 par value, 5,000,000 shares authorized, no shares issued | — | — |
| Common stock, $0.001 par value, 50,000,000 shares authorized. 24,032,248 shares issued and 21,866,261 shares outstanding as of May 31, 2023 and, 24,018,612 shares issued and 21,852,625 outstanding as of November 30, 2022 | 23 | 23 |
| Additional paid-in capital | 128,425 | 125,474 |
| Treasury stock (2,165,987 shares purchased as of May 31, 2023 and November 30, 2022) | (17,500) | (17,500) |
| Accumulated deficit | (64,653) | (61,383) |
| Accumulated other comprehensive loss | (1,846) | (620) |
| | | |
| Total Stockholders' Equity | 44,449 | 45,994 |
| | | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $ 53,423 | $ 57,049 |

See accompanying notes to the unaudited condensed consolidated financial statements.

**BYRNA TECHNOLOGIES INC.**
**Condensed Consolidated Statements of Operations and Comprehensive Loss**
**(Amounts in thousands except share and per share data)**
**(Unaudited)**

| | For the Three Months Ended May 31, | | For the Six Months Ended May 31, | |
|---|---|---|---|---|
| | **2023** | **2022** | **2023** | **2022** |
| Net revenue | $ 11,508 | $ 11,619 | $ 19,919 | $ 19,596 |
| Cost of goods sold | 5,309 | 5,495 | 8,475 | 8,858 |
| Gross profit | 6,199 | 6,124 | 11,444 | 10,738 |
| Operating expenses | 7,015 | 8,739 | 14,255 | 16,762 |
| LOSS FROM OPERATIONS | (816) | (2,615) | (2,811) | (6,024) |
| OTHER INCOME (EXPENSE) | | | | |
| Foreign currency transaction loss | (46) | (274) | (184) | (96) |
| Interest income | 143 | 13 | 286 | 14 |
| Loss from joint venture | (171) | — | (338) | — |
| Other expenses | (209) | (69) | (263) | (180) |
| LOSS BEFORE INCOME TAXES | (1,099) | (2,945) | (3,310) | (6,286) |
| Income tax (provision) benefit | (17) | (51) | 41 | 69 |
| NET LOSS | (1,116) | (2,996) | (3,269) | (6,217) |
| | | | | |
| Foreign currency translation adjustment for the period | (641) | 9 | (1,226) | 14 |
| COMPREHENSIVE LOSS | $ (1,757) | $ (2,987) | $ (4,495) | $ (6,203) |
| | | | | |
| Net loss per share – basic and diluted | $ (0.05) | $ (0.13) | $ (0.15) | $ (0.27) |
| Weighted-average number of common shares outstanding - basic and diluted | 21,866,260 | 23,097,150 | 21,863,263 | 23,443,766 |

See accompanying notes to the unaudited condensed consolidated financial statements.

**BYRNA TECHNOLOGIES INC.**
**Condensed Consolidated Statements of Cash Flows**

| | For the Six Months Ended May 31, 2023 | For the Six Months Ended May 31, 2022 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Net loss for the period | $ (3,269) | $ (6,217) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Stock-based compensation expense | 2,951 | 1,373 |
| Incentive compensation | — | 1,415 |
| Depreciation and amortization | 582 | 381 |
| Operating lease costs | 332 | 4 |
| Loss from joint venture | 338 | — |
| Impairment loss | 176 | 166 |
| Changes in assets and liabilities: | | |
| Accounts receivable | 1,258 | (803) |
| Deferred revenue | (175) | (373) |
| Inventory | (2,677) | (6,857) |
| Prepaid expenses and other current assets | (77) | (346) |
| Other assets | (80) | (228) |
| Accounts payable and accrued liabilities | (1,369) | (806) |
| Operating lease liabilities | (352) | 108 |
| NET CASH USED IN OPERATING ACTIVITIES | (2,362) | (12,183) |
| | | |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Purchases of property and equipment | (148) | (1,963) |
| Equity method investment in joint venture | (520) | (12) |
| Cash paid for asset acquisition, net of cash acquired | | (1,933) |
| Loan to joint venture | (1,556) | — |
| NET CASH USED IN INVESTING ACTIVITIES | (2,224) | (3,908) |
| | | |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from stock option exercises | — | 458 |
| Repurchase of common stock | — | (15,000) |
| NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES | — | (14,542) |
| Effects of foreign currency exchange rate changes | (122) | 80 |
| NET DECREASE IN CASH AND CASH EQUIVALENTS FOR THE PERIOD | (4,708) | (30,553) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 20,068 | 56,400 |
| CASH AND CASH EQUIVALENTS END OF PERIOD | $ 15,360 | $ 25,847 |

See accompanying notes to the unaudited condensed consolidated financial statements.

**BYRNA TECHNOLOGIES INC.**
**Condensed Consolidated Statements of Changes in Stockholders' Equity**
**For the Three Months Ended May 31, 2023 and 2022**
**(Amounts in thousands except share numbers)**
**(Unaudited)**

| | Common Stock | | Additional Paid-in Capital | Treasury Stock | | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total |
|---|---|---|---|---|---|---|---|---|
| | Shares | $ | | Shares | $ | | | |
| **Balance, February 28, 2023** | **24,032,248** | **$ 23** | **$ 126,938** | **(2,165,987)** | **$ (17,500)** | **$ (63,537)** | **$ (1,205)** | **$ 44,719** |
| Stock-based compensation | — | — | 1,487 | — | — | — | — | **1,487** |
| Net loss | — | — | — | — | — | (1,116) | — | **(1,116)** |
| Foreign currency translation | — | — | — | — | — | — | (641) | **(641)** |
| **Balance, May 31, 2023** | **24,032,248** | **$ 23** | **$ 128,425** | **(2,165,987)** | **$ (17,500)** | **$ (64,653)** | **$ (1,846)** | **$ 44,449** |
| | | | | | | | | |
| **Balance, February 28, 2022** | **23,960,588** | **$ 23** | **$ 120,767** | **(296,168)** | **$ (2,654)** | **$ (56,719)** | **$ (10)** | **$ 61,407** |
| Issuance of common stock pursuant to exercise of stock options | 47,631 | — | 90 | — | — | — | — | **90** |
| Stock-based compensation | — | — | 560 | — | — | — | — | **560** |
| Repurchase of common shares under Stock Buyback Plan | — | — | — | (1,483,790) | (12,346) | — | — | **(12,346)** |
| Reclassification of stock-based compensation plan modification | — | — | (1,043) | — | — | — | — | **(1,043)** |
| Net loss | — | — | — | — | — | (2,996) | — | **(2,996)** |
| Foreign currency translation | — | — | — | — | — | — | 9 | **9** |
| **Balance, May 31, 2022** | **24,008,219** | **$ 23** | **$ 120,375** | **(1,779,958)** | **$ (15,000)** | **$ (59,715)** | **$ (1)** | **$ 45,681** |

| | Common Stock | | Additional Paid-in Capital | Treasury Stock | | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total |
|---|---|---|---|---|---|---|---|---|
| | Shares | $ | | Shares | $ | | | |
| **Balance, November 30, 2022** | **24,018,612** | **$ 23** | **$ 125,474** | **(2,165,987)** | **$ (17,500)** | **$ (61,383)** | **$ (620)** | **$ 45,994** |
| Stock-based compensation | — | — | 2,951 | — | — | — | — | **2,951** |
| Issuance of common stock pursuant to vesting of restricted stock units | 13,636 | — | — | — | — | — | — | **—** |
| Net loss | — | — | — | — | — | (3,269) | — | **(3,269)** |
| Foreign currency translation | — | — | — | — | — | — | (1,226) | **(1,226)** |
| **Balance, May 31, 2023** | **24,032,248** | **$ 23** | **$ 128,425** | **(2,165,987)** | **$ (17,500)** | **$ (64,653)** | **$ (1,846)** | **$ 44,449** |
| | | | | | | | | |
| **Balance, November 30, 2021** | **23,754,096** | **$ 23** | **$ 119,589** | **—** | **$ —** | **$ (53,498)** | **$ (15)** | **$ 66,098** |
| Issuance of common stock pursuant to exercise of stock options | 250,250 | — | 457 | — | — | — | — | **457** |
| Issuance of common stock pursuant to settlement of restricted stock units | 3,873 | — | — | — | — | — | — | **—** |
| Stock-based compensation | — | — | 1,373 | — | — | — | — | **1,373** |
| Reclassification of stock-based compensation plan modification | — | — | (1,044) | — | — | — | — | **(1,044)** |
| Repurchase of common shares under Stock Buyback Plan | — | — | — | (1,779,958) | (15,000) | — | — | **(15,000)** |
| Net loss | — | — | — | — | — | (6,217) | — | **(6,217)** |
| Foreign currency translation | — | — | — | — | — | — | 14 | **14** |
| **Balance, May 31, 2022** | **24,008,219** | **$ 23** | **$ 120,375** | **(1,779,958)** | **$ (15,000)** | **$ (59,715)** | **$ (1)** | **$ 45,681** |

See accompanying notes to the unaudited condensed consolidated financial statements.

## 1. NATURE OF OPERATIONS

Byrna Technologies Inc. (the “Company” or “Byrna”) is a non-lethal defense technology company, specializing in next generation solutions for security situations that do not require the use of lethal force. Byrna personal security devices are non-lethal self-defense devices that are powered by CO2 and fire .68 caliber spherical kinetic and chemical irritant projectiles. The Company added pepper sprays to its non-lethal defense product line with an acquisition in May 2022. See Note 6, "Acquisitions" for additional information. These products are sold in both the consumer and security professional markets. The Company operates two manufacturing facilities, a 30,000 square foot facility in located in Fort Wayne, Indiana and a 20,000 square foot manufacturing facility located in Pretoria, South Africa.

On January 10, 2023, the Company created a new joint venture with Fusady S.A. ("Fusady") located in Uruguay, to expand the Company's operations and presence in South American markets. The Company holds 51% of the stock in the joint venture entity, Uldawer S.A. (soon to be renamed "Byrna LATAM"), and the remaining 49% of stock in Byrna LATAM is held by Fusady. See Note 7, "Investment in Joint Venture" for additional information.

The Company was incorporated under the laws of the state of Delaware on March 1, 2005.

## 2. OPERATIONS AND MANAGEMENT PLANS

From inception to May 31, 2023, the Company had incurred an accumulated deficit of $64.7 million. The Company has funded operations through the issuance of common stock. The Company generated $19.9 million in revenue and net loss of $3.3 million for the six months ended May 31, 2023. The Company is expected to incur significant losses before the Company's revenues sustain its operations. The Company’s future success is dependent upon its ability to continue to raise sufficient capital or generate adequate revenues, to cover its ongoing operating expenses, and also to continue to develop and be able to profitably market its products.

Management projects that all cash needs will be met beyond one year from the time these financial statements are issued.

## 3. BASIS OF PRESENTATION

These condensed consolidated financial statements for the three and six months ended May 31, 2023 and 2022 include the accounts of the Company and its subsidiaries. These condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with generally accepted accounting principles in the United States of America (“GAAP”); however, such information reflects all adjustments consisting solely of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the results for the interim periods. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto together with management’s discussion and analysis of financial condition and results of operations contained in the Company's annual report on Form 10-K for the year ended November 30, 2022. In the opinion of management, the accompanying unaudited condensed consolidated financial statements, the results of its operations for the three and six months ended May 31, 2023 and 2022, and its cash flows for the six months ended May 31, 2023 and 2022 are not necessarily indicative of results to be expected for the full year.

**4. USE OF ESTIMATES**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Future events and their effects cannot be determined with certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results could differ from those estimates, and any such differences may be material to our condensed consolidated financial statements. Significant estimates include assumptions about stock-based compensation expense, valuation for deferred tax assets, incremental borrowing rate on leases, valuation and carrying value of goodwill and other identifiable intangible assets, useful life of long-lived assets, and allowance for sales returns.

**5. RECENT ACCOUNTING GUIDANCE**

**Accounting Guidance Issued But Not Adopted**

In January 2017, the Financial Accounting Standards Board ("FASB") issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"). The FASB issued the update to simplify the measurement of goodwill by eliminating step 2 from the goodwill impairment test. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. ASU 2017-04 will be effective for the Company so long as it remains a smaller reporting company in the first quarter of 2024. Early adoption is permitted. The Company is currently evaluating the impact of adopting this update on the condensed consolidated financial statements.

In 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). The guidance changes the impairment model used to measure credit losses for most financial assets. A new forward-looking expected credit loss model will replace the existing incurred credit loss model and will impact the Company's accounts and other receivables. This is expected to generally result in earlier recognition of allowances for credit losses. ASU 2016-13 will be effective for the Company beginning in December 2023 since it is a smaller reporting company. Early adoption is permitted. The Company is currently evaluating the impact of adopting this update on the condensed consolidated financial statements.

## 6. ACQUISITIONS

**Business Combination**

*Fox Labs International*
On May 25, 2022, the Company acquired Fox Labs International, a producer of defensive pepper sprays, catering primarily to law enforcement and other security professionals (domestically and internationally). The cash consideration was $2.2 million. There were no acquisition-related expenses. As part of the transaction, the Company acquired 10 trademarks. The Company classified and designated identifiable assets acquired and assessed and determined the useful lives of the acquired intangible assets subject to amortization.

The estimated fair values of assets acquired and liabilities assumed on May 25, 2022 are as follows (in thousands):

| | | |
|---|---|---|
| Cash | $ | 300 |
| Accounts receivable | | 38 |
| Inventory | | 36 |
| Trademarks | | 360 |
| Customer list intangible | | 70 |
| Accounts payable | | (59) |
| Deferred revenue | | (14) |
| Goodwill | | 1,442 |
| **Total acquired assets** | $ | 2,173 |

## 7. INVESTMENT IN JOINT VENTURE

In January 2023, the Company acquired a 51% ownership interest in Byrna LATAM, a corporate joint venture formed to expand the Company's operations and presence in South American markets, for $0.5 million. The Company accounts for the investment in the joint venture using the equity method since the Company does not have voting control of Byrna LATAM. Additionally, the Company does not have substantive participating rights that would result in the Company having control of Byrna LATAM.

Investments in equity method investees are those for which the Company has the ability to exercise significant influence or exercise joint control with other investors but does not control and is not the primary beneficiary. Under this method of accounting, the Company's investment is recorded initially at cost and subsequently adjusted for its proportionate share of the net earnings or losses. The Company evaluates its equity method investments for impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable. The Company recorded its share of the joint venture's loss during the three and six months ended May 31, 2023 of $0.2 million and $0.3 million, respectively, in the Consolidated Statements of Operations and Comprehensive Loss as other expense. The carrying value of the Company's investment in the joint venture at May 31, 2023 is $0.2 million and is recorded as investment in joint venture in the Consolidated Balance Sheet.

In January 2023, the Company loaned $1.6 million to Byrna LATAM. The loan bears interest at a rate equal to LIBOR plus 3.0%. The interest rate on the loan was 7.8% as of May 31, 2023. The loan amount must be repaid within five years from the date of the loan, or January 10, 2028. Interest income related to the loan receivable is included in interest income in the Condensed Consolidated Statements of Operations and Comprehensive Loss. The loan receivable is recorded as loan to joint venture in the Consolidated Balance Sheet.

## 8. REVENUE, DEFERRED REVENUE AND ACCOUNTS RECEIVABLE

The Company generates revenue through the wholesale distribution of its products and accessories to dealers/distributors, and sales to large end-users such as retail stores, security companies and law enforcement agencies, and through e-commerce portals to consumers. Revenue is recognized upon transfer of control of goods to the customer, which generally occurs when title to goods is passed and risk of loss transfers to the customer. Depending on the contract terms, transfer of control is upon shipment of goods to or upon the customer's pick-up of the goods. Payment terms to customers other than e-commerce customers are generally 30-60 days for established customers, whereas new wholesale and large end-user customers have prepaid terms for their first order. The amount of revenue recognized is net of returns and discounts that the Company offers to its customers. Products purchased include a standard warranty that cannot be purchased separately. This allows customers to return defective products for repair or replacement within one year of sale. The Company also sells an extended warranty for the same terms over three years. The extended 3-year warranty can be purchased separately from the product and are classified as a service warranty. Since a warranty for the first year after sale is included and non-separable from all launcher purchases, the Company considers this extended warranty to represent a service obligation during the second and third years after sale. Therefore, the Company accumulates billings of these transactions on the balance sheet as deferred revenue, to be recognized on a straight-line basis during the second and third year after sale. The Company recognizes an estimated reserve based on its analysis of historical experience, and an evaluation of current market conditions.

The Company also has a 14-day money back guarantee, which allows for a full refund of the purchase price, excluding shipping charges, within 14 days from the date of delivery. The right of return creates a variable component to the transaction price and needs to be considered for any possible constraints. The Company estimates returns using the expected value method, as there will likely be a range of potential return amounts. The Company's reserve for returns under the 14-day money back guarantee for the three and six months ended May 31, 2023 and 2022 were immaterial.

The Company sells to dealers and retailers for whom there is no money back guarantee but who may request a return or credit for unforeseen reasons or who may have agreed discounts or allowances to be netted from amounts invoiced. The Company reserves for returns, discounts and allowances based on past performance and on agreement terms and reports revenue net of the estimated reserve. The Company's reserve for returns, discounts, and allowances for the three and six months ended May 31, 2023 and 2022 were immaterial.

The Company accounts for shipping and handling activities related to contracts with customers as costs to fulfill the promise to transfer the associated products. Shipping and handling costs associated with the distribution of finished products to customers, are recorded in operating expenses in the accompanying Condensed Consolidated Statements of Operations and Comprehensive Loss and are recognized when the product is shipped to the customer.

Included as cost of goods sold are costs associated with the production and procurement of products, such as labor and overhead, inbound freight costs, manufacturing depreciation, purchasing and receiving costs, and inspection costs.

**Accounts Receivable**

The Company records accounts receivables due from dealers/distributers, large end-users such as retail stores, security companies, and law enforcement agencies. Accounts receivable, net of allowances, was $4.2 million, $4.2 million, $5.9 million, $1.1 million, and $1.7 million as of May 31, 2023, February 28, 2023, November 30, 2022, February 28, 2022, and November 30, 2021, respectively.

An allowance for doubtful accounts receivable is maintained for potential credit losses based upon management's assessment of the expected collectability of all accounts receivables. The allowance for doubtful accounts was approximately $0.01 million as of May 31, 2023, February 28, 2023, November 30, 2022, February 28,2022, and November 30, 2021.

**Deferred Revenue**

Deferred revenue, which primarily relate to amounts to be recognized under extended 3-year service warranty as of May 31, 2023 totaled $0.6 million, $1.3 million as of February 28, 2023, $0.8 million for the year ended November 30, 2022, $0.8 million as of February 28, 2022, and $1.1 million for the year ended November 30, 2021. The Company recognized revenue totaling $0.08 million and $0.1 million, respectively, during the three and six months ended May 31, 2023 and $0.02 million and $0.03 million, respectively, during three and six months ended May 31, 2022.

**Revenue Disaggregation**

The following table presents disaggregation of the Company's revenue by distribution channel (in thousands):

| | Three Months Ended May 31, | | Six Months Ended May 31, | |
|---|---|---|---|---|
| ***Distribution channel*** | **2023** | **2022** | **2023** | **2022** |
| Wholesale (dealer/distributors) | $ 4,669 | $ 4,679 | $ 6,968 | $ 6,434 |
| E-commerce | 6,839 | 6,940 | 12,951 | 13,162 |
| Total | $ 11,508 | $ 11,619 | $ 19,919 | $ 19,596 |

## 9. PROPERTY AND EQUIPMENT

The following table summarizes cost and accumulated depreciation (in thousands):

| | **May 31, 2023** | **November 30, 2022** |
|---|---|---|
| Computer equipment and software | $ 816 | $ 328 |
| Furniture and fixtures | 268 | 392 |
| Leasehold improvements | 922 | 910 |
| Machinery and equipment | 2,478 | 2,531 |
| | 4,484 | 4,161 |
| Less: accumulated depreciation and amortization | 1,148 | 852 |
| Total | $ 3,336 | $ 3,309 |

The Company recognized approximately $0.4 million and $0.3 million in depreciation and amortization expense during the six months ended May 31, 2023 and 2022, respectively. The Company recognized approximately $0.2 million and $0.1 million in depreciation and amortization expense during the three months ended May 31, 2023 and 2022, respectively. Depreciation and amortization expense is presented in the operating expenses and within cost of goods sold in the accompanying Condensed Consolidated Statements of Operations and Comprehensive Loss.

Management identified certain property and equipment items that are no longer being used in production. As a result, the Company performed its quarterly fixed asset impairment review during Q2 2023 and recorded an impairment loss for certain machinery and equipment assets that are no longer in use totaling $0.2 million in the other expenses line in the accompanying Condensed Consolidated Statement of Operations and Comprehensive Loss.

At May 31, 2023 and November 30, 2022, the Company had deposits of $1.9 million and $2.3 million, respectively, with vendors primarily for supply of machinery (molds) and equipment where the vendors have not completed the supply of these assets and is presented as Deposits for equipment in the Condensed Consolidated Balance Sheets.

## 10. INVENTORY

The following table summarizes inventory (in thousands):

| | **May 31, 2023** | **November 30, 2022** |
|---|---|---|
| Raw materials | $ 8,052 | $ 7,228 |
| Work in process | 1,187 | 701 |
| Finished goods | 8,227 | 7,533 |
| Total | $ 17,466 | $ 15,462 |

## 11. INTANGIBLE ASSETS

The components of intangible assets were as follows:

| | Estimated Useful Lives in Years | Balance at May 31, 2023 Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Balance at November 30, 2022 Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|---|---|---|---|---|---|---|---|
| Patents | 10-17 | $ 3,931 | $ (596) | $ 3,335 | $ 3,931 | $ (468) | $ 3,463 |
| Trademarks | Indefinite | 360 | — | 360 | 360 | — | 360 |
| Customer List | 2 | 70 | (38) | 32 | 70 | (21) | 49 |
| **Total** | | **$ 4,361** | **$ (634)** | **$ 3,727** | **$ 4,361** | **$ (489)** | **$ 3,872** |

The trademarks have an indefinite life and will be assessed annually for impairment. All other intangible assets are finite-lived.

Intangible assets amortization expenses are recorded within operating expenses in the accompanying Condensed Consolidated Statements of Operations and Comprehensive Loss. Total intangible assets amortization expense for the six months ended May 31, 2023 and 2022 were $0.1 million and $0.1 million, respectively. Total intangible assets amortization expense for the three months ended May 31, 2023 and 2022 were $0.1 million and $0.1 million, respectively.

Estimated future amortization expense related to intangible assets as of May 31, 2023 are as follows (in thousands):

| **Fiscal Year Ending November 30,** | |
|---|---|
| 2023 (six months) | $ 145 |
| 2024 | 272 |
| 2025 | 254 |
| 2026 | 254 |
| 2027 | 254 |
| Thereafter | 2,188 |
| **Total** | **$3,367** |

## 12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities consist of the following (in thousands):

| | May 31, 2023 | November 30, 2022 |
|---|---|---|
| Trade payables | $ 3,456 | $ 3,804 |
| Accrued sales and use tax | 834 | 896 |
| Accrued people costs | 970 | 1,912 |
| Accrued professional fees | 217 | 349 |
| Other accrued liabilities | 676 | 747 |
| Total | $ 6,153 | $ 7,708 |

## 13. LINES OF CREDIT

On January 19, 2021, the Company entered into a $5.0 million revolving line of credit with a bank ("Revolving Note"). The revolving line of credit bears interest at a rate equal to the Wall Street Journal Prime Rate plus 0.50%, subject to a floor of 4.00%. The interest rate on the revolving line of credit was 8.25% as of May 31, 2023. The revolving line of credit is secured by the Company's accounts receivable and inventory. The line of credit is subject to an unused fee of 0.25% paid once annually. The line of credit expires on January 19, 2024.

Also on January 19, 2021, the Company entered into a $1.5 million equipment financing line of credit with a bank ("Nonrevolving Equipment Line"). The line of credit bears interest at a rate equal to the Wall Street Journal Prime Rate plus 0.50%, subject to a floor of 4.00%. The interest rate on the equipment financing line of credit was 7.75% as of May 31, 2023. The line of credit is secured by the Company's equipment. The line of credit is subject to an unused fee of 0.25% paid once annually. The line of credit expires on January 19, 2024.

As of May 31, 2023, there was no outstanding balance on the Revolving Note and the Company had not drawn on the Nonrevolving Equipment Line. Debt issuance costs related to the line of credit were approximately $0.1 million presented as part of Other Assets in the Condensed Consolidated Balance Sheets. Amortization of $0.01 million for the six months ended May 31, 2023 and 2022 and less than $0.01 million for the three months ended May 31, 2023 and 2022 is included in Interest expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss.

## 14. STOCKHOLDERS' EQUITY

**Authorized Shares and Increase in Stock Compensation Plan**

At the Company's 2022 annual meeting of stockholders held on June 17, 2022 (the "Annual Meeting"), the Company's stockholders approved a decrease in the amount of authorized common stock from 300,000,000 to 50,000,000. The decrease became effective upon filing of a Certificate of Amendment to the Company's Certificate Incorporation on June 17, 2022. Additionally, following approval of the Company's stockholders at the Annual Meeting, the total number of shares of common stock authorized for issuance under the Company's 2020 Equity Incentive Plan increased by 1,300,000 from 2,500,000 to 3,800,000.

**Stock Buyback Plan**

On February 15, 2022, the Company's Board of Directors approved a plan to buy back up to $10.0 million worth of shares of the Company's common stock from the open market ("Stock Buyback Plan"). The Company's Stock Buyback Plan was used to return capital to shareholders and to minimize the dilutive impact of stock options and other share-based awards. The Company completed the full $10.0 million for the repurchases under the Stock Buyback Plan during March 2022.

On April 28, 2022, the Company's Board of Directors approved a plan to buy back up to an additional $5.0 million worth of shares of the Company's common stock. The Company completed the full $5.0 million repurchase of shares during May 2022.

On October 6, 2022, the Company's Board of Directors approved a plan to buy back up to an additional $2.5 million worth of shares of the Company's common stock. The Company completed the full $2.5 million repurchase of shares during November 2022.

## 15. STOCK-BASED COMPENSATION

**2020 Plan**

On October 23, 2020, the Company's Board of Directors approved and on November 19, 2020 the stockholders approved the Byrna Technologies Inc. 2020 Equity Incentive Plan (the "2020 Plan"). The aggregate number of shares of common stock available for issuance in connection with options and other awards granted under the 2020 Plan was 2,500,000. On April 26, 2022, the Company's Board of Directors approved and on June 17, 2022 the Company's stockholders approved the increase of the number of shares of common stock available for issuance under the 2020 Plan by 1,300,000 shares to a total of 3,800,000 shares. The 2020 Plan is administered by the Compensation Committee of the Board. The Compensation Committee determines the persons to whom options to purchase shares of common stock, stock appreciation rights ("SARs"), restricted stock units ("RSUs"), and restricted or unrestricted shares of common stock may be granted. Persons eligible to receive awards under the 2020 Plan are employees, officers, directors, consultants, advisors and other individual service providers of the Company. Awards are at the discretion of the Compensation Committee.

**Stock-Based Compensation Expense**

Stock-based compensation costs are recognized as expense over the employee's requisite service period, on a straight-line basis. Total stock-based compensation expense was $3.0 million and $1.4 million for the six months ended May 31, 2023 and 2022, respectively. Total stock-based compensation expense was $1.5 million and $0.8 million for the three months ended May 31, 2023 and 2022. respectively. Total stock-based compensation expense was recorded in Operating expenses in the accompanying Condensed Consolidated Statements of Operations and Comprehensive Loss.

*Restricted Stock Units*
During the six months ended May 31, 2023 and 2022, the Company granted 9,805 and 626 RSUs, respectively. Stock-based compensation expense for the RSUs for the six months ended May 31, 2023 and 2022, was $2.0 million and $1.3 million, respectively.

As of May 31, 2023, there was $2.2 million of unrecognized stock-based compensation cost related to unvested RSUs which is expected to be recognized over a weighted average of 1.3 years.

The following table summarizes the RSU activity during the six months ended May 31, 2023:

| | RSUs |
|---|---|
| Unvested and outstanding as of November 30, 2022 | 1,314,909 |
| Issued | (13,636) |
| Granted | 9,805 |
| Forfeited | (56,812) |
| Unvested and outstanding at May 31, 2023 | 1,254,266 |

*Stock Options*
During the six months ended May 31, 2023 and 2022, the Company granted options to employees and directors to purchase 249,999 and 0 shares of common stock, respectively. The Company recorded stock-based compensation expense for options granted to its employees and directors of $0.9 million and $0.1 million during the six months ended May 31, 2023 and 2022, respectively. The Company recorded stock-based compensation expense for options granted to its employees and directors of $0.5 million and $0.05 million during the three months ended May 31, 2023 and 2022 respectively.

As of May 31, 2023, there was $3.8 million of unrecognized stock-based compensation cost related to unvested stock options which is expected to be recognized over a weighted average period of 2.0 years.

*Stock Option Valuation*
The fair value of stock options at the date of grant was estimated using the Black Scholes option pricing model. The expected volatility is based upon historical volatility of the Company's stock. The expected term for the options is based upon observation of actual time elapsed between employees. The assumption that the Company used to determine the grant-date fair value of stock options granted for the six months ended May 31, 2023 were as follows:

| | | |
|---|---|---|
| Risk free rate | | 3.63% - 3.79% |
| Expected dividends | $ | 0.0 |
| Expected volatility | | 76.1% - 77.0% |
| Expected life (in years) | | 6.5 |
| Market price of the Company’s common stock on date of grant | $ | 6.35 - 6.37 |

The following table summarizes option activity under the 2020 Plan during the six months ended May 31, 2023:

| | Stock Options | | Weighted-Average Exercise Price Per Stock Option |
|---|---|---|---|
| Outstanding, November 30, 2022 | 1,297,750 | $ | 6.75 |
| Granted | 249,999 | | 8.96 |
| Forfeited | (33,333) | | 8.96 |
| Outstanding, May 31, 2023 | 1,514,416 | $ | 7.06 |
| Exercisable, May 31, 2023 | 567,387 | $ | 4.85 |

## 16. EARNINGS PER SHARE

For the three and six months ended May 31, 2023 and 2022, the Company recorded net loss available to common shareholders. As such, because the dilution from potential common shares was antidilutive, the Company used basic weighted-average common shares outstanding, rather than diluted weighted-average common shares outstanding when calculating diluted loss per share for the three and six months ended May 31, 2023 and 2022.

The following table sets forth the allocation of net loss for the six months ended May 31, 2023 and 2022, respectively:

| | For the Three Months Ended May 31, | | For the Six Months Ended May 31, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Net loss available to common shareholders | $ (1,116) | $ (2,996) | $ (3,269) | $ (6,217) |
| Weighted-average number of shares used in computing net loss per share, basic and diluted | 21,866,260 | 23,097,150 | 21,863,263 | 23,443,766 |
| Net loss per share - basic | $ (0.05) | $ (0.13) | $ (0.15) | $ (0.27) |

The Company's potential dilutive securities, which may include stock options and unvested restricted stock units have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of common shares outstanding used to calculate both basic and diluted net loss per share attributable to common stockholders is the same.

The following potential common shares, presented based on amounts outstanding at each period end, were excluded from the calculation of diluted net loss per share attributable to common stockholders for the periods indicated because including them would have had an anti-dilutive effect:

| | For the Three Months Ended May 31, | | For the Six Months Ended May 31, | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Options | 1,514,416 | 373,831 | 1,514,416 | 617,712 |
| RSUs | 1,254,266 | 1,565,247 | 1,254,266 | 1,747,993 |
| Total | 2,768,682 | 1,939,078 | 2,768,682 | 2,440,705 |

## 17. RELATED PARTY TRANSACTIONS

The following transactions are in the normal course of operations and are measured at the amount of consideration established and agreed to by related parties. Amounts due to related parties are unsecured, non-interest bearing and due on demand.

The Company pays royalties to the Company's Chief Technology Officer ("CTO") for sales on fintail projectiles. The Company expensed $0.01 million and $0 for royalties due to the Company's CTO during the six months ended May 31, 2023 and 2022, respectively. Balances payable to the CTO for royalties were $0.01 million and $0 as of May 31, 2023 and November 30, 2022 respectively.

During 2022, the Company and the CTO agreed to waive all future rights and entitlements under a certain purchase and sale agreement, including without limitation any right, title, or interest in the intellectual property or royalty fees except for those on the fintail projectiles in December 2021 in exchange for 200,000 RSUs. Refer to Note 20, "Commitments and Contingencies - Royalty Payments," for additional information.

The Company subleases office premises at its Massachusetts headquarters to a corporation owned and controlled by the Chief Executive Officer ("CEO") of the Company beginning July 1, 2020, with no stated termination date. Sublease payments received were $0.06 million and $0.06 million for the six months ended May 31, 2023 and 2022, respectively. Sublease payments received were $0.03 million and $0.03 million for the three months ended May 31, 2023 and 2022, respectively.

Fusady is owned, in equal 25% shares, by four individual investors. These four individuals also each own 25% of Bersa S.A. Bersa S.A. is a distributor of the Company's products in Argentina. The Company's sales to Bersa S.A. were less than $0.05 million and $0.1 million for the three and six months ended May 31, 2023, respectively. The Company had accounts receivable from Bersa S.A. of $2.7 million and $4.0 million as of May 31, 2023 and November 30, 2022 respectively.

## 18. LEASES

**Operating Leases**

The Company has operating leases for real estate in the United States and South Africa and does not have any finance leases.

In 2019, the Company entered into a real estate lease for office space in Andover, Massachusetts. In August 2021, the lease was amended to include additional space and extend the term of the existing space by one year. The new lease expiration date is February 29, 2028. The base rent is approximately $0.02 million per month.

The Company leases office and warehouse space in South Africa that expires in December 2024. The base rent is approximately $0.07 million per month.

The Company leases warehouse and manufacturing space in Fort Wayne, Indiana. The lease expires on July 31, 2025. The base rent is approximately $0.01 million per month. In November 2021, the Company entered into a lease which commenced in August 2022. The lease expires on July 31, 2027. The base rent is approximately $0.02 million per month. The Company sub-leases the former Fort Wayne facility which commenced in August 2022. The amount received from the sub-lease is immaterial.

The Company also leases office space in Las Vegas, Nevada, which expires on January 31, 2027. The base rent is less than $0.01 million per month.

Certain of the Company's leases contain options to renew and extend lease terms and options to terminate leases early. Reflected in the right-of-use asset and lease liability on the Company's balance sheets are the periods provided by renewal and extension options that the Company is reasonably certain to exercise, as well as the periods provided by termination options that the Company is reasonably certain to not exercise.

As of May 31, 2023 and 2022, the elements of lease expense were as follows (in thousands):

| | Three Months Ended May 31, 2023 | Six Months Ended May 31, 2023 |
|---|---|---|
| **Lease Cost:** | | |
| Operating lease cost | $ 161 | $ 321 |
| Short-term lease cost | 4 | 8 |
| Total lease cost | $ 165 | $ 329 |
| | | |
| **Other Information:** | | |
| Cash paid for amounts included in the measurement of operating lease liabilities | $ 165 | $ 327 |
| Operating lease liabilities arising from obtaining right-of-use assets | $ — | $ — |
| | | |
| **Operating Leases:** | | |
| Weighted-average remaining lease term (in years) | | 4.0 |
| Weighted-average discount rate | | 9.6% |

Future lease payments under non-cancelable operating leases as of May 31, 2023 are as follows (in thousands):

| **Fiscal Year Ending November 30,** | |
|---|---|
| 2023 (six months) | $ 331 |
| 2024 | 688 |
| 2025 | 585 |
| 2026 | 547 |
| 2027 | 414 |
| Thereafter | 65 |
| Total lease payments | 2,630 |
| Less: imputed interest | 432 |
| Total lease liabilities | $ 2,198 |

## 19. INCOME TAXES

For the three months ended May 31, 2023 and 2022, the Company recorded an income tax expense of $0.02 million and $0.05 million, respectively. For the three months ended May 31, 2023 and 2022, the effective tax rate was -1.6% and -1.6%, respectively. For the six months ended May 31, 2023 and 2022, the Company recorded an income tax benefit of $0.04 million and $0.07 million, respectively. For the six months ended May 31, 2023 and 2022, the effective tax rate was 1.3% and 1.1%, respectively. The Company's tax rate differs from the statutory rate of 21.0% due to the effects of state taxes net of federal benefit, the foreign tax rate differential as a result of Byrna South Africa, effects of permanent non-deductible expenses, the recording of a valuation allowance against the deferred tax assets generated in the current period, and other effects.

## 20. COMMITMENTS AND CONTINGENCIES

**Royalty Payment**

Pursuant to the Purchase and Sale Agreement, dated April 13, 2018 and further amended on December 19, 2019, the Company was committed to a minimum royalty payment of $0.03 million per year. Royalties on CO2 pistols were to be paid for so long as patents remain effective beginning at 2 ½% of the agreed upon net price of $167.60 ("Stipulated Net Price") for the first year and reduced by 0.1% each year thereafter until it reaches 1%. For each substantially new product in this category, the rate would begin again at 2 ½%. Royalties on the fintail projectiles (and any improved versions thereof) will be paid so long as patents remain effective at a rate of 4% of the agreed upon Stipulated Net Price for fintail projectile products.

On January 7, 2022, the Company and the CTO agreed to waive all future rights and entitlements under such agreement, including without limitation any right, title, or interest in the intellectual property or royalty fees except for those on the fintail projectiles. In exchange for the royalty termination, the Company agreed to grant 200,000 RSU's and renegotiation of the employment contract of the increase in the number of shares of common stock available for issuance under the 2020 Plan. The RSU's will vest on January 7, 2024. The Company recognized stock compensation expense of $0.4 million and $0 associated with the RSUs during the six months ended May 31, 2023 and 2022, respectively. The Company recognized stock compensation expense of $0.2 million and $0 associated with the RSUs during the three months ended May 31, 2023 and 2022, respectively. The Company expensed $0.01 million and $0 for royalties due to the Company's CTO during the three and six months ended May 31, 2023 and 2022 respectively.

**Legal Proceedings**

In the ordinary course of our business, the Company may be subject to certain other legal actions and claims, including product liability, consumer, commercial, tax and governmental matters, which may arise from time to time. The Company does not believe it is currently a party to any pending legal proceedings. Notwithstanding, legal proceedings are subject-to inherent uncertainties, and an unfavorable outcome could include monetary damages, and excessive verdicts can result from litigation, and as such, could result in a material adverse impact on the Company's business, financial position, results of operations, and/or cash flows. Additionally, although the Company has specific insurance for certain potential risks, the Company may in the future incur judgments or enter into settlements of claims which may have a material adverse impact on the Company's business, financial position, results of operations, and/or cash flows.

## 21. SEGMENT AND GEOGRAPHICAL DISCLOSURES

The CEO, who is also the Chief Operating Decision Maker, evaluates the business as a single entity, which includes reviewing financial information and making business decisions based on the overall results of the business. As such, the Company's operations constitute a single operating segment and one reportable segment.

The tables below summarize the Company's revenue for the three and six months ended May 31, 2023 and 2022, respectively, by geographic region (in thousands):

*Revenue:*

| **Three Months Ended** | **U.S.** | **South Africa** | **Europe/South America/Asia** | **Canada** | **Total** |
|---|---|---|---|---|---|
| May 31, 2023 | $ 10,004 | $ 178 | $ 1,082 | $ 244 | $ 11,508 |
| May 31, 2022 | 8,911 | 1,262 | 1,423 | 23 | 11,619 |

| **Six Months Ended** | **U.S.** | **South Africa** | **Europe/South America/Asia** | **Canada** | **Total** |
|---|---|---|---|---|---|
| May 31, 2023 | $ 17,996 | $ 211 | $ 1,207 | $ 505 | $ 19,919 |
| May 31, 2022 | 16,793 | 1,357 | 1,423 | 23 | 19,596 |

## 22. FINANCIAL INSTRUMENTS

The Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them.

i) Currency Risk

The Company held its cash balances within banks in the U.S. in U.S. dollars and with banks in South Africa in U.S. dollars and South African rand. The Company's operations are conducted in the U.S. and South Africa. The value of the South African rand against the U.S. dollar may fluctuate with changes in economic conditions.

During the three and six months ended May 31, 2023, in comparison to the prior year period, the U.S. dollar was weaker in relation to the South African rand, and upon the translation of the Company's subsidiaries' revenues, expenses, assets and liabilities held in South African rand, respectively. As a result, the Company recorded a translation adjustment loss of $1.2 million and a benefit of $0.07 million related to the South African rand during the six months ended May 31, 2023 and 2022, respectively. As a result, the Company recorded a translation adjustment loss of $0.6 million and a benefit of $0.01 million related to the South African rand during the three months ended May 31, 2023 and 2022, respectively.

The Company's South African subsidiary revenues, cost of goods sold, operating costs and capital expenditures are denominated in South African rand. Consequently, fluctuations in the U.S. dollar exchange rate against the South African rand increases the volatility of sales, cost of goods sold and operating costs and overall net earnings when translated into U.S. dollars. The Company is not using any forward or option contracts to fix the foreign exchange rates. Using a 10% fluctuation in the U.S. exchange rate, the impact on the loss and stockholders' equity (deficit) is not material.

ii) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The financial instruments that potentially subject the Company to credit risk consist of cash, cash equivalents, and accounts receivable. The Company maintains cash with high credit quality financial institutions located in the U.S. and South Africa. The Company maintains cash and cash equivalent balances with financial institutions in the U.S. in excess of amounts insured by the Federal Deposit Insurance Corporation.

The Company provides credit to its customers in the normal course of its operations. It carries out, on a continuing basis, credit checks on its customers.

## ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

References in this quarterly report on Form 10-Q (the "Quarterly Report") to "we," "us" or the "Company" refer to Byrna Technologies Inc. References to our "management" or our "management team" refer to our officers and directors. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Quarterly Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

### Special Note Regarding Forward-Looking Statements

This Quarterly Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act that are not historical facts and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. All statements, other than statements of historical fact included in this Quarterly Report including, without limitation, statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding our financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. Words such as "expect," "believe," "anticipate," "intend," "may," "estimate," "seek" and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect management's current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important risk factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk Factors section of our Annual Report on Form 10-K for the year ended November 30, 2022 filed with the U.S. Securities and Exchange Commission (the "SEC") on February 9, 2023 (the "2022 10-K"), the Company's subsequent filings with the SEC, which can be accessed on the EDGAR section of the SEC's website at www.sec.gov. Except as expressly required by applicable securities law, we disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, including but not limited to our ability to design, introduce and sell new products, services and features, the impact of any regulatory proceedings or litigation, our ability to protect our intellectual property and compete with existing and new products, the impact of stock compensation expense, dividends, warrant exercises and related accounting, impairment expense and income tax expense on our financial results, our ability to manage our supply chain and avoid production delays, shortages or other factors, including product mix, cost of parts and materials and cost of labor that may impact our gross margins, our ability to retain and incentivize key management personnel, product defects, the success of our entry to new markets, customer purchase behavior and negative media publicity or public perception of our brand or products, restrictions or prohibitions imposed by advertising platforms, loss of customer data, breach of security or an extended outage related to our e-commerce storefronts, including a breach or outage by our third party cloud based storage providers, exposure to international operational risks, delayed cash collections or bad debt, determinations or audits by taxing authorities, changes in government regulations, the impact of existing or future regulation by the Bureau of Alcohol, Tobacco, and Firearms, import and export regulators, or other federal or state authority, or changes in international law in key jurisdictions including South America and South Africa or our inability to obtain needed exemptions from such existing or future regulation.

### OVERVIEW

The following discussion and analysis is intended to help you understand us, our operations and our financial performance. It should be read in conjunction with our condensed consolidated financial statements and the accompanying notes, which are included in Item 1 of this report.

Byrna Technologies is a designer, manufacturer, retailer and distributor of innovative technological solutions for security situations that do not require the use of lethal force. Our mantra is *Live Safe*, and our core mission is to empower individuals to safely and fully engage in life and adventure. Our design team's directive is to build easy-to-use self-defense tools to enhance the safety of our customers and their loved ones at home and outdoors. We are also focused on developing tools that can be used instead of firearms by professional law enforcement and private security customers to reduce shootings and facilitate trust between police and the communities they seek to serve. Our strategy is to establish Byrna® as a consumer lifestyle brand associated with the confidence people can achieve by knowing they can protect themselves, their loved ones and those around them. We believe we have a significant opportunity to leverage the Byrna brand to expand our product line, broaden our user base and generate increasing sales from new and existing customers.

Our business strategy is twofold: (1) to fulfill the growing demand for less-lethal products in the law enforcement, correctional services, and private security markets and (2) to provide civilians – including those whose work or daily activities may put them at risk of being a victim – with easy access to an effective, non-lethal way to protect themselves and their loved ones from threats to their person or property.

We believe that the United States, along with many other parts of the world, is experiencing a significant spike in the demand for less-lethal products and that the less-lethal market will be one of the faster growing segments of the security market over the next decade. We plan to respond to this demand for less-lethal products through the serial production and distribution of the Byrna® SD and expansion of the Byrna product line.

On January 10, 2023, the Company created a new joint venture with Fusady S.A. ("Fusady") located in Uruguay, to expand the Company's operations and presence in South American markets. The Company holds 51% of the stock in the joint venture entity, Uldawer S.A. (soon to be renamed "Byrna LATAM"), and the remaining 49% of stock in Byrna LATAM is held by Fusady.

**RESULTS OF OPERATIONS**

Results for the second quarter of 2023 demonstrate a consistent demand for our Byrna SD personal security device and growth of the production capacity and administrative and control structures necessary to supply that demand. Revenue decreased slightly to $11.5 million from $11.6 million in the second quarter of last year.

***Three months ended May 31, 2023 as compared to three months ended May 31, 2022:***

Net Revenue
Revenues were $11.5 million in the second quarter of 2023 which represents a slight decrease of $0.1 million as compared to the prior year period revenues of $11.6 million. E-commerce sales, through our website and Amazon, decreased $0.1 million to $6.8 million during the second quarter of 2023 from $6.9 million during the second quarter of 2022. Sales to domestic dealers/distributors increased $0.9 million, or 45.0% to $2.9 million during the second quarter 2023 from $2.0 million during the second quarter of 2022. Sales to customers in Canada increased to $0.2 million during the second quarter of 2023 from $0.02 million during the second quarter of 2022. In addition, Fox Labs, which we acquired on May 25, 2022, added $0.3 million in pepper sprays sales to the second quarter of 2023. These increases were offset by a decrease of $1.5 million in international sales from $2.7 million during the second quarter of 2022 to $1.2 million during the second quarter of 2023.

Cost of Goods Sold
Cost of goods sold was $5.3 million in the second quarter of 2023 compared to $5.5 million in the prior year period. This $0.2 million decrease is primarily due to a decrease in sales.

Gross Profit
Gross profit is calculated as total revenue less cost of goods sold and gross margin is calculated as gross profit divided by total revenue. Included as cost of goods sold are costs associated with the production and procurement of products, such as labor and overhead, inbound freight costs, manufacturing depreciation, purchasing and receiving costs, and inspection costs. Gross profit was $6.2 million in the second quarter of 2023, or 53.9% of net revenue, as compared to gross profit of approximately $6.1 million, or 52.7% of net revenue, in the prior year period. The improvement in gross profit as a percentage of sales is primarily due to a decrease in the proportion of sales to lower margin international channels.

Operating Expenses
Operating expenses were $7.0 million in the second quarter of 2023, a decrease of $1.7 million, as compared to the prior year period expenses of $8.7 million. The decrease is due to managed cost reduction as detailed below.

Payroll related costs, excluding stock compensation, decreased $0.6 million from $3.0 million in the second quarter of 2022 to $2.4 million in the second quarter of 2023 while stock based and related incentive compensation costs were flat at approximately $1.5 million during the second quarters of both 2023 and 2022. Marketing expenses decreased by $0.6 million from $1.2 million in the second quarter of 2022 to $0.6 million in the second quarter of 2023. Professional fees decreased $0.2 million to $0.2 million during the second quarter of 2023 from $0.4 million during the second quarter of 2022. Insurance costs decreased $0.1 million to $0.2 million during the second quarter of 2023 from $0.3 million during the second quarter of 2022 due to negotiation of improved contract terms.

Loss from Operations
The reduction in operating expenses resulted in a reduction in loss from operations of $1.8 million to $0.8 million for the second quarter of 2023 compared to $2.6 million for the second quarter of 2022.

Other Income (Expense)
We recorded $0.05 million of foreign currency translation loss during the second quarter of 2023 compared to $0.3 million of foreign currency translation loss during the second quarter of 2022. We recorded $0.1 million of interest income during the second quarter of 2023 compared to $0.01 million of interest in the second quarter of 2022. We recorded a loss of $0.2 million from our South American joint venture investment that was formed during the first quarter of 2023. Other expenses of $0.2 million during the second quarter of 2023 and $0.2 million during the second quarter of 2022 are primarily due to write-off of fixed assets identified during our quarterly impairment review.

Income Tax Provision
For the three months ended May 31, 2023 and 2022, we recorded an income tax expense of $0.02 million and $0.05 million, respectively. For the three months ended May 31, 2023 and 2022, the effective tax rate was -1.6% and -1.6%, respectively. Our tax rate differs from the statutory rate of 21.0% due to the effects of state taxes net of federal benefit, the foreign tax rate differential as a result of Byrna South Africa, effects of permanent non-deductible expenses, the recording of a valuation allowance against the deferred tax assets generated in the current period, and other effects.

Net Loss

Net loss was $1.1 million for the second quarter of 2023, an improvement of $1.9 million compared to the net loss of $3.0 million for the second quarter of 2022.

Non-GAAP Financial Measures
In addition to providing financial measurements based on generally accepted accounting principles in the United States (GAAP), we provide an additional financial metric that is not prepared in accordance with GAAP (non-GAAP) with presenting non-GAAP adjusted EBITDA. Management uses this non-GAAP financial measure, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance. We believe that this non-GAAP financial measure helps us to identify underlying trends in our business that could otherwise be masked by the effect of certain expenses that we exclude in the calculations of the non-GAAP financial measure.

Accordingly, we believe that this non-GAAP financial measure reflects our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business and provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects.

This non-GAAP financial measure does not replace the presentation of our GAAP financial results and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with GAAP. There are limitations in the use of non-GAAP measures, because they do not include all the expenses that must be included under GAAP and because they involve the exercise of judgment concerning exclusions of items from the comparable non-GAAP financial measure. In addition, other companies may use other non-GAAP measures to evaluate their performance, or may calculate non-GAAP measures differently, all of which could reduce the usefulness of our non-GAAP financial measure as a tool for comparison.

*Adjusted EBITDA*

Adjusted EBITDA is defined as net (loss) income as reported in our condensed consolidated statements of operations and comprehensive (loss) income excluding the impact of (i) depreciation and amortization; (ii) income tax provision (benefit); (iii) interest income (expense); (iv) stock-based compensation expense, (v) impairment loss and (vi) one time, non-recurring other expenses or income. Our Adjusted EBITDA measure eliminates potential differences in performance caused by variations in capital structures (affecting finance costs), tax positions, the cost and age of tangible assets (affecting relative depreciation expense) and the extent to which intangible assets are identifiable (affecting relative amortization expense). We also exclude certain one-time and non-cash costs. Reconciliation of Adjusted EBITDA to net (loss) income, the most directly comparable GAAP measure, is as follows (in thousands):

| | For the Three Months Ended May 31, | |
|---|---|---|
| | **2023** | **2022** |
| **Net loss** | $ (1,116) | $ (2,996) |
| **Adjustments:** | | |
| Interest (income) expense | (143) | (13) |
| Income tax provision (benefit) | (17) | (51) |
| Depreciation and amortization | 300 | 206 |
| **Non-GAAP EBITDA** | (976) | (2,854) |
| Stock-based compensation expense | 1,487 | 560 |
| Non-cash incentive compensation expense | — | 943 |
| Impairment loss | 176 | 69 |
| Severance/Separation | 52 | 373 |
| **Non-GAAP adjusted EBITDA** | $ 739 | $ (909) |

***Six months ended May 31, 2023 as compared to six months ended May 31, 2022:***

Net Revenue

Revenues were $19.9 million in the six months ended May 31, 2023 which represents an increase of $0.3 million or 1.6% as compared to the prior year period revenues of $19.6 million. E-commerce sales, through our website and Amazon, decreased $0.1 million to $13.0 million during the first half of 2023 from $13.1 million during the first half of 2022. Sales to domestic dealers/distributors increased $0.9 million from $3.6 million in the six months ended May 31, 2022 to $4.5 million in the six months ended May 31, 2023. Sales to customers in Canada increased to $0.5 million during the six months ended May 31, 2023 from less than $0.03 million from the prior year. In addition, Fox Labs, which was acquired on May 25, 2022, added $0.5 million in sales of pepper sprays during the six months ended May 31, 2023. These increases were partially offset by a decrease of $1.4 million in international sales from $2.8 million during the first half of 2022 to $1.4 million during the first half of 2023.

Cost of Goods Sold

Cost of goods sold was $8.5 million in the six months ended May 31, 2023 compared to $8.9 million in the prior year period. This $0.4 million decrease is primarily due to cost reductions in freight and raw materials.

Gross Profit

Gross profit is calculated as total revenue less cost of goods sold and gross margin is calculated as gross profit divided by total revenue. Included as cost of goods sold are costs associated with the production and procurement of products, such as labor and overhead, inbound freight costs, manufacturing depreciation, purchasing and receiving costs, and inspection costs. Gross profit was $11.4 million in the six months ended May 31, 2023, or 57.5% of net revenue, as compared to gross profit of approximately $10.7 million, or 54.8% of net revenue, in the prior year period. The improvement in gross profit as a percentage of sales is due to realization of significant cost reductions in switching from air freight to ocean freight and to lower cost suppliers for raw materials as well as a decrease in the proportion of sales to lower margin international channels.

Operating Expenses

Operating expenses were $14.3 million in the six months ended May 31, 2023, a decrease of $2.5 million, as compared to the prior year period expenses of $16.8 million. The decrease is due to a managed cost reduction as detailed below.

Payroll related costs, excluding stock compensation, decreased $1.3 million from $6.2 million in the six months ended May 31, 2022 to $4.9 million in the six months ended May 31, 2023 while stock based and related incentive compensation costs were $2.8 million in the first half of 2022 to $3.0 million in the first half of 2023. Marketing expenses decreased by $1.1 million from $2.6 million in the six months ended May 31, 2022 to $1.5 million in the six months ended May 31, 2023. Insurance costs decreased $0.3 million to $0.4 million during the first half of 2023 from $0.7 million during the first half of 2022 due to negotiation of improved contract terms.

Loss from Operations

The improvement in gross margin and reduction in operating expenses resulted in a reduction in loss from operations of $3.2 million to $2.8 million for the first half of 2023 compared to $6.0 million for the first half of 2022.

Other Income (Expense)

We recorded $0.2 million of foreign currency translation loss during the first half of 2023 compared to $0.1 million of foreign currency translation loss during the first half of 2022. We recorded $0.3 million of interest income during the first half of 2023 compared to $0.1 of interest in the first half of 2022. We recorded a loss of $0.3 million from our South American joint venture investment that was formed during the first quarter of 2023. Other expenses of $0.3 million during the first half of 2023 and $0.2 million during the second quarter of 2022 are primarily related to fixed asset impairment and disposals.

Income Tax Provision
For the six months ended May 31, 2023 and 2022, we recorded an income tax benefit of $0.04 million and $0.07 million, respectively. For the six months ended May 31, 2023 and 2022, the effective tax rate was 1.3% and 1.1%, respectively. Our tax rate differs from the statutory rate of 21.0% due to the effects of state taxes net of federal benefit, the foreign tax rate differential as a result of Byrna South Africa, effects of permanent non-deductible expenses, the recording of a valuation allowance against the deferred tax assets generated in the current period, and other effects.

Net Loss
Net loss was $3.3 million for the first half of 2023, an improvement of $3.0 million compared to the net loss of $6.2 million for the first half of 2022.

Non-GAAP Financial Measures
In addition to providing financial measurements based on generally accepted accounting principles in the United States (GAAP), we provide an additional financial metric that is not prepared in accordance with GAAP (non-GAAP) with presenting non-GAAP adjusted EBITDA. Management uses this non-GAAP financial measure, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance. We believe that this non-GAAP financial measure helps us to identify underlying trends in our business that could otherwise be masked by the effect of certain expenses that we exclude in the calculations of the non-GAAP financial measure.

Accordingly, we believe that this non-GAAP financial measure reflects our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business and provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and future prospects.

This non-GAAP financial measure does not replace the presentation of our GAAP financial results and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with GAAP. There are limitations in the use of non-GAAP measures, because they do not include all the expenses that must be included under GAAP and because they involve the exercise of judgment concerning exclusions of items from the comparable non-GAAP financial measure. In addition, other companies may use other non-GAAP measures to evaluate their performance, or may calculate non-GAAP measures differently, all of which could reduce the usefulness of our non-GAAP financial measure as a tool for comparison.

*Adjusted EBITDA*

Adjusted EBITDA is defined as net (loss) income as reported in our condensed consolidated statements of operations and comprehensive (loss) income excluding the impact of (i) depreciation and amortization; (ii) income tax provision (benefit); (iii) interest income (expense); (iv) stock-based compensation expense, (v) impairment loss, and (vi) one time, non-recurring other expenses or income. Our Adjusted EBITDA measure eliminates potential differences in performance caused by variations in capital structures (affecting finance costs), tax positions, the cost and age of tangible assets (affecting relative depreciation expense) and the extent to which intangible assets are identifiable (affecting relative amortization expense). We also exclude certain one-time and non-cash costs. Reconciliation of Adjusted EBITDA to net (loss) income, the most directly comparable GAAP measure, is as follows (in thousands):

| | For the Six Months Ended May 31, | |
|---|---|---|
| | **2023** | **2022** |
| **Net loss** | $ (3,269) | $ (6,217) |
| **Adjustments:** | | |
| Interest expense (income) | (286) | (14) |
| Income tax provision (benefit) | 41 | 69 |
| Depreciation and amortization | 582 | 381 |
| **Non-GAAP EBITDA** | (2,932) | (5,781) |
| Stock-based compensation expense | 2,951 | 1,373 |
| Non-cash incentive compensation expense | — | 1,415 |
| Impairment loss | 176 | 180 |
| Severance/Separation | 52 | 419 |
| **Non-GAAP adjusted EBITDA** | $ 247 | $ (2,394) |

## LIQUIDITY AND CAPITAL RESOURCES

Cash Flow Summary

Cash and cash equivalents as of May 31, 2023 totaled $15.4 million a decrease of $4.7 million from $20.0 million of cash and cash equivalents as of November 30, 2022.

Operating Activities

Cash used in operating activities was $2.4 million for the six months ended May 31, 2023 compared to cash used in operations of $12.2 million during the prior year period. Net loss was $3.3 million and $6.2 million for the three and six months ended May 31, 2023 and 2022, respectively. Significant changes in noncash and working capital activity are as follows:

> Non-cash activity includes stock-based and related incentive compensation expenses of $3.0 million for the six months ended May 31, 2023 compared to $2.8 million for the six months ended May 31, 2022; operating lease costs of $0.3 million for the six months ended May 31, 2023 compared to $0.01 million for the six months ended May 31, 2022, and $0.3 million of joint venture investment loss in the six months ended May 31, 2023 compared to zero during the six months ended May 31, 2022.

> Inventory increased during the six months ended May 31, 2023 by $2.7 million, compared to $6.9 million for the six months ended May 31, 2022. Accounts receivable decreased by $1.3 million during the six months ended May 31, 2023 as compared to an increase of $0.8 million for the six months ended May 31, 2022. Accounts payable and accrued liabilities decreased during the six months ended May 31, 2023 by $1.4 million, compared to $0.8 million six months ended May 31, 2022. Prepaid expenses and other current assets increased by $0.1 million compared during the first half of 2023 compared to an increase of $0.4 million during the first half of the prior year.

Investing Activities

Cash used in investing activities was $2.2 million for the six months ended May 31, 2023 compared to $3.9 million for the six months ended May 31, 2022. The current year investing activities primarily relates to the investment in the joint venture and the corresponding loan. The prior year investing activities relate to the purchase of property and equipment and the Fox Labs acquisition.

Financing Activities

Cash used in financing activities was zero during the six months ended May 31, 2023, compared to cash provided by $14.5 million for the six months ended May 31, 2022. The prior year amount was primarily composed of stock repurchased of $15.0 million offset by stock option exercises of $0.5 million during the six months ended May 31, 2022.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

## RECENT ACCOUNTING PRONOUNCEMENTS

See Note 5, "Recent Accounting Guidance," in the Notes to condensed consolidated financial statements included in Item 1 of this report for a discussion of recently issued and adopted accounting standards.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our condensed consolidated financial statements are based on the selection and application of significant accounting policies, which require management to make significant estimates and assumptions. Our significant accounting policies are outlined in Note 4, "Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements included in Item 8 of the 2022 Form 10-K. During the three and six months ended May 31, 2023, there were no significant changes to our critical accounting policies from those described in our 2022 Form 10-K, except as follows.

***Investment in Joint Venture***

Investments in equity method investees are those for which we have the ability to exercise significant influence but does not control and is not the primary beneficiary. Under this method of accounting, our investment is recorded initially at cost and subsequently adjusted for our proportionate share of the net earnings or losses. We evaluate our equity method investments for impairment whenever events or changes in circumstances indicate that the carrying amounts of such investments may not be recoverable.

In January 2023, we acquired a 51% ownership interest in Byrna LATAM, a corporate joint venture formed to expand our operations and presence in South American markets, for $0.5 million. We account for the investment in the joint venture using the equity method because the Company does not have voting control of Byrna LATAM. Additionally, we do not have substantive participating rights that would result in us having control of Byrna LATAM.

We recorded our share of the joint venture's loss during the three and six months ended May 31, 2023 of $0.2 million and $0.3 million in the Consolidated Statements of Operations and Comprehensive Loss as other expense. The carrying value of our investment in the joint venture at May 31, 2023 is $0.2 million and is recorded in investment in joint venture in the Consolidated Balance Sheets. In January 2023, we loaned $1.6 million to Byrna LATAM, which is recorded as loan to joint venture in the Consolidated Balance Sheets.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

## ITEM 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures**

The Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of our disclosure controls and procedures as of May 31, 2023 pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934. Disclosure controls and procedures are designed to ensure that material information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that material information is accumulated and communicated to the Company's management, including its CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. Management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company's CEO and CFO concluded that as of May 31, 2023, our disclosure controls and procedures were effective.

**Changes in Internal Controls Over Financial Reporting**

There were no changes that occurred during the second quarter of 2023 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

In the normal course of business, the Company occasionally becomes involved in various legal proceedings. The results of any such proceedings cannot be predicted with certainty because such matters are inherently uncertain. Significant damages or penalties may be sought in some matters, and some matters may require years to resolve. In our opinion, at this time, any liability from such proceedings would not have a material adverse effect on the business or financial condition of the Company.

### ITEM 1A. RISK FACTORS

Factors that could cause our actual results to differ materially from those in this report include the "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended November 30, 2022, filed with the SEC on February 9, 2023. Except for the risk factor set forth, as of the date of this Report, there have been no material changes to the risk factors disclosed in our 2022 Form 10-K.

***Restrictions imposed by advertising and social media platforms that we use may result in decreased sales and market presence.***

Our direct-to-consumer sales rely to a significant degree on advertising that we place on advertising platforms, including social media platforms. Recently, Meta has prohibited advertising of any Byrna product and Google has imposed significant restrictions on our ability to advertise on its platform. Any prohibitions or restrictions on advertising imposed by these or other platforms, or any changes in the algorithms used by such platforms, may result in reduced direct-to-consumer sales, reduced traffic to our website and a decreased market presence, which could have a material adverse effect on our business, operating results, and financial condition.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On February 15, 2022, our Board of Directors approved a plan to buy back up to $10.0 million worth of shares of the Company's common stock from the open market ("Stock Buyback Plan"). The Stock Buyback Plan was used to return capital to shareholders and to minimize the dilutive impact of stock options and other share-based awards. Our Company's Board of Directors specified an expiration date of the sooner of April 30, 2022 or upon reaching the aggregate limit of $10.0 million for the repurchases under the Stock Buyback Plan. The Company completed the full $10.0 million for the repurchases during March 2022.

On April 28, 2022, our Board of Directors approved a plan to buy back up to an additional $5.0 million worth of shares of our common stock. We completed the full $5.0 million repurchase of shares during May 2022.

On October 6, 2022, the Company's Board of Directors approved a plan to buy back up to an additional $2.5 million worth of shares of the Company's common stock. The Company completed the full $2.5 million repurchase of shares during November 2022.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

### ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

### ITEM 5. OTHER INFORMATION.

None.

**ITEM 6. EXHIBITS.**

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

| No. | Description of Exhibit |
|---|---|
| 31.1* | Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2* | Certification of Principal Financial and Accounting Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1** | Certification of Principal Executive Officer and Principal Financial and Accounting Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS* | Inline XBRL Instance Document |
| 101.CAL* | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.SCH* | Inline XBRL Taxonomy Extension Schema Document |
| 101.DEF* | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB* | Inline XBRL Taxonomy Extension Labels Linkbase Document |
| 101.PRE* | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

* Filed herewith.
** Furnished.

## SIGNATURES

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Byrna Technologies Inc.**

| | | |
|---|---|---|
| Date: July 11, 2023 | | /s/ Bryan Ganz |
| | Name: | Bryan Ganz |
| | Title: | Chief Executive Officer, President and Director<br>(Principal Executive Officer) |
| Date: July 11, 2023 | | /s/ David North |
| | Name: | David North |
| | Title: | Chief Financial Officer<br>(Principal Financial and Accounting Officer) |

**Exhibit 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A)
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bryan Ganz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Byrna Technologies Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 11, 2023

By: /s/ Bryan Ganz
Bryan Ganz
Chief Executive Officer, President, and Director
*(Principal Executive Officer)*

**Exhibit 31.2**

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER**
**PURSUANT TO SECURITIES EXCHANGE ACT RULES 13A-14(A) AND 15D-14(A)**
**AS ADOPTED PURSUANT TO**
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David North, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Byrna Technologies Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 11, 2023

By: /s/ David North
David North
Chief Financial Officer
*(Principal Financial and Accounting Officer)*

**Exhibit 32.1**

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

In connection with the Quarterly Report on Form 10-Q of Byrna Technologies Inc. (the "Company") for the six months ended May 31, 2023, as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, in the capacities and on the date indicated below, hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: July 11, 2023

By: /s/ Bryan Ganz
Bryan Ganz
Chief Executive Officer, President, and Director
*(Principal Executive Officer)*

By: /s/ David North
David North
Chief Financial Officer
*(Principal Financial and Accounting Officer)*