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**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 July 29, 2023

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-14170

**NATIONAL BEVERAGE CORP.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

59-2605822  
(I.R.S. Employer Identification No.)

8100 SW Tenth Street, Suite 4000, Fort Lauderdale, FL 33324  
(Address of principal executive offices including zip code)

(954) 581-0922  
(Registrant's telephone number including area code)  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	FIZZ	The NASDAQ Global Select Market

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

The number of shares of registrant's common stock outstanding as of September 6, 2023 was 93,354,146.

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## PART I - FINANCIAL INFORMATION

**ITEM 1. FINANCIAL STATEMENTS**  
**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

(In thousands, except share data)

	July 29, 2023	April 29, 2023
<b>Assets</b>		
Current assets:		
Cash and equivalents	\$ 222,769	\$ 158,074
Trade receivables - net	107,680	104,918
Inventory	92,999	93,578
Prepaid and other assets	8,025	9,835
Total current assets	431,473	366,405
Property, plant and equipment - net	149,300	148,423
Right of use assets- net	39,766	39,506
Goodwill	13,145	13,145
Intangible assets	1,615	1,615
Other assets	5,108	5,248
Total assets	<u>\$ 640,407</u>	<u>\$ 574,342</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 87,323	\$ 85,106
Accrued liabilities	48,734	47,318
Operating lease liabilities	11,876	11,745
Income taxes payable	8,898	152
Total current liabilities	156,831	144,321
Deferred income taxes - net	24,030	19,814
Operating lease liability - non current	29,911	29,782
Other liabilities	7,560	7,938
Total liabilities	<u>218,332</u>	<u>201,855</u>
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$1 par value - 1,000,000 shares authorized Series C - 150,000 shares issued	150	150
Common stock, \$.01 par value - 200,000,000 shares authorized; 101,727,658 issued at July 29, 2023 and April 29, 2023	1,017	1,017
Additional paid-in capital	40,561	40,393
Retained earnings	407,976	358,345
Accumulated other comprehensive loss	(3,396)	(3,185)
Treasury stock - at cost:		
Series C preferred stock - 150,000 shares	(5,100)	(5,100)
Common stock - 8,374,112 shares	(19,133)	(19,133)
Total shareholders' equity	<u>422,075</u>	<u>372,487</u>
Total liabilities and shareholders' equity	<u>\$ 640,407</u>	<u>\$ 574,342</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

(In thousands, except per share amounts)

	Three Months Ended	
	July 29, 2023	July 30, 2022
Net sales	\$ 324,240	\$ 318,117
Cost of sales	209,759	218,716
Gross profit	114,481	99,401
Selling, general and administrative expenses	51,377	52,923
Operating income	63,104	46,478
Other (income) expense - net	(2,063)	84
Income before income taxes	65,167	46,394
Provision for income taxes	15,536	10,940
Net income	\$ 49,631	\$ 35,454
Earnings per common share:		
Basic	\$ .53	\$ .38
Diluted	\$ .53	\$ .38
Weighted average common shares outstanding:		
Basic	93,354	93,338
Diluted	93,610	93,599

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

(In thousands)

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	Three Months Ended	
	July 29, 2023	July 30, 2022
Net income	\$ 49,631	\$ 35,454
Other comprehensive loss, net of tax:		
Cash flow hedges	(211)	(10,956)
Comprehensive income	<u>\$ 49,420</u>	<u>\$ 24,498</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**

(In thousands)

	Three Months Ended			
	July 29, 2023		July 30, 2022	
	Shares	Amount	Shares	Amount
<b>Series C Preferred Stock</b>				
Beginning and end of period	150	\$ 150	150	\$ 150
<b>Common Stock</b>				
Beginning and end of period	101,727	1,017	101,712	1,017
<b>Additional Paid-In Capital</b>				
Beginning of period		40,393		39,405
Stock-based compensation		168		170
End of period		40,561		39,575
<b>Retained Earnings</b>				
Beginning of period		358,345		216,181
Net income		49,631		35,454
End of period		407,976		251,635
<b>Accumulated Other Comprehensive Loss</b>				
Beginning of period		(3,185)		6,918
Cash flow hedges, net of tax		(211)		(10,956)
End of period		(3,396)		(4,038)
<b>Treasury Stock - Series C Preferred</b>				
Beginning and end of period	150	(5,100)	150	(5,100)
<b>Treasury Stock - Common</b>				
Beginning and end of period	8,374	(19,133)	8,374	(19,133)
<b>Total Shareholders' Equity</b>		<b>\$ 422,075</b>		<b>\$ 264,106</b>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(In thousands)

	Three Months Ended	
	July 29, 2023	July 30, 2022
<b>Operating Activities:</b>		
Net income	\$ 49,631	\$ 35,454
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,956	5,461
Deferred income taxes	4,284	1,072
Loss on disposal of property, net	3	6
Stock-based compensation	171	170
Amortization of operating right of use assets	3,329	3,164
Changes in assets and liabilities:		
Trade receivables	(2,762)	(6,681)
Inventories	579	12,965
Operating lease right of use assets	(3,589)	(12,468)
Prepaid and other assets	1,475	11,656
Accounts payable	2,217	(19,148)
Accrued and other liabilities	9,562	(344)
Operating lease liabilities	287	9,310
Net cash provided by operating activities	<u>70,143</u>	<u>40,617</u>
<b>Investing Activities:</b>		
Additions to property, plant and equipment	(5,474)	(2,609)
Proceeds from sale of property, plant and equipment	26	3
Net cash used in investing activities	<u>(5,448)</u>	<u>(2,606)</u>
<b>Financing Activities:</b>		
Repayments of loan facility	-	(30,000)
Net cash used in financing activities	<u>-</u>	<u>(30,000)</u>
<b>Net Increase in Cash and Equivalents</b>	64,695	8,011
<b>Cash and Equivalents - Beginning of Period</b>	158,074	48,050
<b>Cash and Equivalents - End of Period</b>	<u>\$ 222,769</u>	<u>\$ 56,061</u>
<b>Other Cash Flow Information:</b>		
Interest paid	<u>\$ 112</u>	<u>\$ 192</u>
Income taxes paid (refunded)	<u>\$ 1</u>	<u>\$ (79)</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

**NATIONAL BEVERAGE CORP. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

National Beverage Corp. develops, produces, markets and sells a distinctive portfolio of sparkling waters, juices, energy drinks and carbonated soft drinks primarily in the United States and Canada. Incorporated in Delaware in 1985, National Beverage Corp. is a holding company for various operating subsidiaries. When used in this report, the terms “we,” “us,” “our,” “Company” and “National Beverage” mean National Beverage Corp. and its subsidiaries.

**1. SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The condensed consolidated financial statements include the accounts of National Beverage Corp. and its subsidiaries. Significant intercompany transactions and accounts have been eliminated.

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (“GAAP”) and rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do not include all information and notes presented in the annual consolidated financial statements. The condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the fiscal year ended April 29, 2023. The accounting policies used in these interim unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the interim unaudited condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates. In our opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Results for the interim periods presented are not necessarily indicative of results which might be expected for the entire fiscal year.

***Inventories***

Inventories are stated at the lower of first-in, first-out cost or net realizable value. Inventories at July 29, 2023 were comprised of finished goods of \$52.6 million and raw materials of \$40.3 million. Inventories at April 29, 2023 were comprised of finished goods of \$54.3 million and raw materials of \$39.2 million.

***Marketing Costs***

The Company utilizes a variety of marketing programs, including cooperative advertising programs with customers, to advertise and promote its products to consumers. Marketing costs are expensed when incurred, except for prepaid advertising and production costs, which are expensed when the advertising takes place. Marketing costs, which are included in selling, general and administrative expenses, totaled \$10.8 million for the three months ended July 29, 2023 and \$10.3 million for the three months ended July 30, 2022.



**Shipping and Handling Costs**

Shipping and handling costs are reported in selling, general and administrative expenses in the accompanying condensed consolidated statements of income. Such costs totaled \$20.9 million for the three months ended July 29, 2023 and \$23.6 million for the three months ended July 30, 2022. Although our classification is consistent with many beverage companies, our gross margin may not be comparable to companies that include shipping and handling costs in cost of sales.

**2. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of the following:

	(In thousands)	
	July 29, 2023	April 29, 2023
Land	\$ 9,835	\$ 9,835
Buildings and improvements	70,867	70,615
Machinery and equipment	294,230	289,567
Total	374,932	370,017
Less accumulated depreciation	(225,632)	(221,594)
Property, plant and equipment – net	<u>\$ 149,300</u>	<u>\$ 148,423</u>

Depreciation expense was \$4.6 million for three months ended July 29, 2023, and \$4.5 million for the three months ended July 30, 2022.

**3. DEBT**

At July 29, 2023, a subsidiary of the Company maintained unsecured revolving credit facilities with banks aggregating \$100 million (the “Credit Facilities”). The Credit Facilities expire from October 28, 2024 to May 30, 2025 and any borrowings would currently bear interest at 1.05% above the Secured Overnight Financing Rate (SOFR). There were no borrowings outstanding under the Credit Facilities at July 29, 2023 or April 29, 2023. At July 29, 2023, \$2.2 million of the Credit Facilities was reserved for standby letters of credit and \$97.8 million was available for borrowings.

On December 21, 2021, a subsidiary of the Company entered into an unsecured revolving term loan facility with a national bank aggregating \$50 million (the “Loan Facility”). There were no borrowings outstanding under the Loan Facility at July 29, 2023 or April 29, 2023. The Loan Facility expires December 31, 2023 and any borrowings would bear interest at .95% above the adjusted daily SOFR.

The Credit Facilities and Loan Facility require the subsidiary to maintain certain financial ratios, including debt to net worth and debt to EBITDA (as defined in the credit agreements), and contain other restrictions, none of which are expected to have a material effect on our operations or financial position. At July 29, 2023, the subsidiary was in compliance with all loan covenants.

**4. STOCK-BASED COMPENSATION**

During the three months ended July 29, 2023, no options to purchase shares of common stock were exercised. At July 30, 2022, options to purchase 536,600 shares of common stock at a weighted average exercise price of \$18.97 per share were outstanding and stock-based awards to purchase 5,387,005 shares of common stock were available for grant.

## 5. DERIVATIVE FINANCIAL INSTRUMENTS

From time to time, the Company enters into aluminum swap contracts to partially mitigate our exposure to changes in the cost of aluminum cans. Such financial instruments are designated and accounted for as cash flow hedges. Accordingly, gains or losses are reported in accumulated other comprehensive income (loss) (“AOCI”) and reclassified into cost of sales in the period in which the hedged transaction affects earnings. The following summarizes the gains (losses) recognized in the consolidated statements of Income and AOCI for the quarters ended July 29, 2023 and July 30, 2022:

	(In thousands)	
	2023	2022
<b>Recognized in AOCI:</b>		
Loss before income taxes	\$ (4,040)	\$ (15,010)
Less income tax benefit	(966)	(3,590)
Net	(3,074)	(11,420)
<b>Reclassified from AOCI to cost of sales:</b>		
Loss before income taxes	(3,763)	(608)
Less income tax benefit	(900)	(144)
Net	(2,863)	(464)
<b>Net change to AOCI</b>	<b>\$ (211)</b>	<b>\$ (10,956)</b>

As of July 29, 2023, the notional amount of our outstanding aluminum swap contracts was \$49.5 million and, assuming no change in commodity prices, \$4.9 million of unrealized loss before tax will be reclassified from AOCI and recognized in earnings over the next 12 months.

As of July 29, 2023, the fair value of the derivative liability was \$4.9 million, which was included in accrued liabilities. At April 29, 2023, the fair value of the derivative liability was \$4.6 million, which was included in accrued liabilities. Such valuation does not entail a significant amount of judgment and the inputs that are significant to the fair value measurement are Level 2 as defined by the fair value hierarchy as they are observable market based inputs or unobservable inputs that are corroborated by market data.

## 6. LEASES

The Company has entered into various non-cancelable operating lease agreements for certain of our offices, buildings, machinery and equipment expiring at various dates through July 2035. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement. Lease agreements generally do not contain material residual value guarantees or material restrictive covenants. Operating lease cost for the three months ended July 29, 2023 and July 30, 2022 was \$3.7 million and \$3.4 million, respectively. As of July 29, 2023, the weighted-average remaining lease term and weighted average discount rate of operating leases was 4.40 years and 3.40%, respectively. As of April 29, 2023, the weighted-average remaining lease term and weighted average discount rate of operating leases was 4.34 years and 3.30%, respectively. Cash payments were \$3.7 million for operating leases for the three months ended July 29, 2023 and \$3.4 million for the three months ended July 30, 2022.

The following is a summary of future minimum lease payments and related liabilities for all non-cancelable operating leases as of July 29, 2023:

	(In thousands)
Fiscal 2024 – Remaining 3 quarters	\$ 10,061
Fiscal 2025	10,719
Fiscal 2026	8,892
Fiscal 2027	7,428
Fiscal 2028	3,522
Thereafter	4,519
Total minimum lease payments including interest	45,141
Less: Amounts representing interest	(3,354)
Present value of minimum lease payments	41,787
Less: Current portion of lease obligations	(11,876)
Non-current portion of lease obligations	\$ 29,911

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

### OVERVIEW

National Beverage Corp. innovatively refreshes America with a distinctive portfolio of sparkling waters, juices, energy drinks (Power+ Brands) and, to a lesser extent, carbonated soft drinks. We believe our creative product designs, innovative packaging and imaginative flavors, along with our corporate culture and philosophy, make National Beverage unique as a stand-alone entity in the beverage industry.

Our strategy seeks the profitable growth of our products by (i) developing healthier beverages in response to the global shift in consumer buying habits and tailoring our beverage portfolio to the preferences of a diverse mix of ‘crossover consumers’ – a growing group desiring a healthier alternative to artificially sweetened and high-caloric beverages; (ii) emphasizing unique flavor development and variety throughout our brands that appeal to multiple demographic groups; (iii) maintaining points of difference through innovative marketing, packaging and consumer engagement and (iv) responding faster and more creatively to changing consumer trends than larger competitors who are burdened by legacy production and distribution complexity and costs.

The majority of our brands are geared to the active and health-conscious consumer including sparkling waters, energy drinks, and juices. Our portfolio of Power+ Brands includes LaCroix®, LaCroix Cúrate®, and LaCroix NiCola® sparkling water products; Clear Fruit® non-carbonated waters enhanced with fruit flavor; Rip It® energy drinks and shots; and Everfresh®, Everfresh Premier Varietals™ and Mr. Pure® 100% juice and juice-based products. Additionally, we produce and distribute carbonated soft drinks including Shasta® and Faygo®, iconic brands whose consumer loyalty spans more than 130 years.

Presently, our primary market focus is the United States and Canada. Certain of our products are also distributed on a limited basis in other countries and options to expand distribution to other regions are being considered. To service a diverse customer base that includes numerous national retailers, as well as thousands of smaller “up-and-down-the-street” accounts, we utilize a hybrid distribution system consisting of warehouse and direct-store delivery. The warehouse delivery system allows our retail partners to further maximize their assets by utilizing their ability to pick up product at our warehouses, further lowering their/our product costs.

Our operating results are affected by numerous factors, including fluctuations in the costs of raw materials, supply chain disruptions, holiday and seasonal programming and weather conditions. While prior years witnessed more seasonality, higher sales are realized during the summer when outdoor activities are more prevalent.

## **RESULTS OF OPERATIONS**

### Three Months Ended July 29, 2023 (first quarter of fiscal 2024) compared to Three Months Ended July 30, 2022 (first quarter of fiscal 2023)

Net sales for the first quarter of fiscal 2024 increased 1.9% to \$324.2 million from \$318.1 million for the first quarter of fiscal 2023. The increase in sales resulted primarily from a 3.9% increase in average selling price per case partially offset by a 1.9% decrease in case volume. The volume declined for Power+ Brands, partially offset by increased volume of Carbonated Soft Drink brands.

Gross profit for the first quarter of fiscal 2024 increased to \$114.5 million from \$99.4 million for the first quarter of fiscal 2023. The increase in gross profit is due to the increase in average selling price and a decline in packaging and ingredient costs. Gross margin was 35.3% for the first quarter of fiscal 2024 and 31.2% for the first quarter of fiscal 2023.

Selling, general and administrative expenses for the first quarter of fiscal 2024 decreased \$1.5 million to \$51.4 million from \$52.9 million for the first quarter of fiscal 2023. The decrease was primarily due to a decrease in shipping costs partially offset by increased selling and marketing costs. As a percent of net sales, selling, general and administrative expenses decreased to 15.8% for the first quarter of fiscal 2024 from 16.6% for the first quarter of fiscal 2023.

Other (income) expense - net includes interest income of \$1.8 million for the first quarter of fiscal 2024 and \$24,000 for the first quarter of fiscal 2023. The increase in interest income is due to increased average invested balances and higher yields.

The Company’s effective income tax rate, based upon estimated annual income tax rates, was 23.8% for the first quarter of fiscal 2024 and 23.6% for the first quarter of fiscal 2023. The difference between the effective rate and the federal statutory rate of 21% was primarily due to the effects of state income taxes.

## **LIQUIDITY AND FINANCIAL CONDITION**

### **Liquidity and Capital Resources**

Our principal source of funds is cash generated from operations. At July 29, 2023, we maintained \$150 million unsecured revolving credit facilities, under which no borrowings were outstanding and \$2.2 million was reserved for standby letters of credit. We believe existing capital resources will be sufficient to meet our liquidity and capital requirements for the next twelve months.

### **Cash Flows**

The Company's cash position increased \$64.7 million during the first quarter of fiscal 2024.

Net cash provided by operating activities for the first quarter of fiscal 2024 amounted to \$70.1 million compared to \$40.6 million for the first quarter of fiscal 2023. Net cash provided by operating activities for the first quarter of fiscal 2024 was principally provided by net income of \$49.6 million, depreciation and amortization of \$5.0 million, amortization of right to use assets of \$3.3 million, deferred income taxes of \$3.2 million and an increase in taxes payable of \$8.7 million, offset in part by changes in working capital and other accounts.

Net cash used in investing activities for the first quarter of fiscal 2024 reflects capital expenditures of \$5.5 million, compared to capital expenditures of \$2.6 million for the first quarter of fiscal 2023. Certain production capacity and efficiency improvement projects are in progress and we anticipate fiscal 2024 capital expenditures will be in the range of \$25 to \$30 million.

### **Financial Position**

At July 29, 2023, our working capital increased to \$274.6 million from \$222.1 million at April 29, 2023. The current ratio was 2.8 to 1 at July 29, 2023 and 2.5 to 1 at April 29, 2023. Trade receivables increased \$2.8 million and days sales outstanding improved to 30.2 from 33.6. Inventories decreased \$0.6 million and inventory turns improved to 8.2 times from 7.9 times

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

There have been no material changes in market risks from those reported in our Annual Report on Form 10-K for the fiscal year ended April 29, 2023.

### **ITEM 4. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective to ensure information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **FORWARD-LOOKING STATEMENTS**

National Beverage Corp. and its representatives may make written or oral statements relating to future events or results relative to our financial, operational and business performance, achievements, objectives and strategies. These statements are “forward-looking” within the meaning of the Private Securities Litigation Reform Act of 1995 and include statements contained in this report and other filings with the Securities and Exchange Commission and in reports to our stockholders. Certain statements including, without limitation, statements containing the words “believes,” “anticipates,” “intends,” “plans,” “expects,” and “estimates” constitute “forward-looking statements” and involve known and unknown risk, uncertainties and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the following: general economic and business conditions, pricing of competitive products, success of new product and flavor introductions, fluctuations in the costs and availability of raw materials and packaging supplies, ability to pass along cost increases to our customers, labor strikes or work stoppages or other interruptions in the employment of labor, continued retailer support for our products, changes in brand image, consumer demand and preferences and our success in creating products geared toward consumers’ tastes, success in implementing business strategies, changes in business strategy or development plans, government regulations, taxes or fees imposed on the sale of our products, unfavorable weather conditions and other factors referenced in this report, filings with the Securities and Exchange Commission and other reports to our stockholders. We disclaim an obligation to update any such factors or to publicly announce the results of any revisions to any forward-looking statements contained herein to reflect future events or developments.

**PART II - OTHER INFORMATION****ITEM 1A. RISK FACTORS**

There have been no material changes in risk factors from those reported in our Annual Report on Form 10-K for the fiscal year ended April 29, 2023.

**ITEM 6. EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101	The following financial information from National Beverage Corp. Quarterly Report on Form 10-Q for the quarterly period ended July 29, 2023, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) the Notes to Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

**SIGNATURE**

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

Date: September 7, 2023

National Beverage Corp.  
(Registrant)

By: /s/ George R. Bracken  
George R. Bracken  
Executive Vice President – Finance  
(Principal Financial Officer)



## CERTIFICATION

I, Nick A. Caporella, certify that:

1. I have reviewed this quarterly report on Form 10-Q of National Beverage Corp.;
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 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: September 7, 2023

/s/ Nick A. Caporella

Nick A. Caporella  
Chairman of the Board and  
Chief Executive Officer

## CERTIFICATION

I, George R. Bracken, certify that:

1. I have reviewed this quarterly report on Form 10-Q of National Beverage Corp.;
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 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: September 7, 2023

/s/ George R. Bracken

George R. Bracken

Executive Vice President – Finance

(Principal Financial Officer)

**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 of National Beverage Corp. (the "Company") on Form 10-Q for the period ended July 29, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nick A. Caporella, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: September 7, 2023

/s/ Nick A. Caporella  
Nick A. Caporella  
Chairman of the Board and  
Chief Executive Officer

**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 of National Beverage Corp. (the “Company”) on Form 10-Q for the period ended July 29, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, George R. Bracken, Executive Vice President - Finance of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

Date: September 7, 2023

/s/ George R. Bracken

George R. Bracken

Executive Vice President – Finance

(Principal Financial Officer)