

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

FORM 10-K

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

For the fiscal year ended December 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 number 000-20333

**Nocopi Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

State or other jurisdiction of incorporation or organization

**87-0406496**

(I.R.S. Employer Identification No.)

**480 Shoemaker Road, Suite 104, King of Prussia, PA**

(Address of principal executive offices)

**19406**

(Zip Code)

(Registrant's telephone number, including area code): **(610) 834-9600**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

Securities registered pursuant to section 12(g) of the Act:

**Common Stock, Par Value \$0.01**

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  Yes  No

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, 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act of 1934)  Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$18,570,000 as of June 30, 2023.

As of March 11, 2024, there were 10,501,178 shares outstanding of the registrant's common stock, \$0.01 par value.

**Documents Incorporated By Reference**

Portions of the registrant's definitive proxy statement to be filed in conjunction with the registrant's 2024 annual meeting of stockholders are incorporated by reference in Part III of this Annual Report on Form 10-K. The proxy statement will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after the end of the registrant's fiscal year ended December 31, 2023.

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## Forward-Looking Statements

This report on Form 10-K contains forward-looking statements. Forward-looking statements involve risks and uncertainties, such as statements about our plans, objectives, expectations, assumptions or future events. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “we believe,” “we intend,” “may,” “should,” “will,” “could” and similar expressions denoting uncertainty or an action that may, will or is expected to occur in the future. These statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any future results, performances or achievements expressed or implied by the forward-looking statements.

Examples of forward-looking statements include, but are not limited to:

- Expected operating results, such as revenue, expenses, and capital expenditures
- Current or future volatility in market conditions
- Our belief that we have sufficient liquidity to fund our business operations during the next twelve months
- Strategy for customer retention, product development, market position, and risk management

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following:

- The extent to which we are successful in gaining new long-term relationships with customers or retaining significant existing customers and the level of service failures that could lead customers to use competitors’ services.
- Strategic actions, including business acquisitions and our success in integrating acquired businesses.
- Our ability to improve our current credit rating with our vendors and the impact on our raw materials and other costs and competitive position of doing so.
- The impact of losing our intellectual property protections or the loss in value of our intellectual property.
- Changes in customer demand.
- The occurrence of hostilities, political instability or catastrophic events.
- Developments and changes in laws and regulations, including increased regulation of our industry through legislative action and revised rules and standards.
- Security breaches, cybersecurity attacks and other significant disruptions in our information technology systems.
- Such other factors as discussed throughout Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations in this report.

Any forward-looking statement made by us in this report is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

## PART I

### Item 1. Business

#### Background

Nocopi Technologies, Inc. develops and markets specialty reactive inks for multiple applications across various industries. Our specialty inks are used by our customers for a range of purposes from bringing entertainment products to life with a variety of color activations to providing document and brand authentication for security purposes aimed at reducing losses caused by fraudulent document reproduction or by product counterfeiting and/or diversion. Our primary markets are the large educational and toy products industry and the document and product authentication industry. We derive our revenues primarily from licensing our technologies on an exclusive or non-exclusive basis to licensees who incorporate our technologies into their product offering and from selling products incorporating our technologies to the licensees or to their licensed printers.

Unless the context otherwise requires, all references to the “**Company**,” “**we**,” “**our**” or “**us**” and other similar terms means Nocopi Technologies, Inc., a Maryland corporation. Our website address is [www.nocopi.com](http://www.nocopi.com). Also, this report on Form 10-K includes the trade names of other companies. Unless specifically stated otherwise, the use or display by us of such other parties’ names and trade names in this report is not intended to and does not imply a relationship with, or endorsement or sponsorship of us by, any of these other parties.

#### Industry Overview and Market Trends

The key ingredients to an ink are pigments, dyes, resins, surfactants, dryers, oils, solvents, water, waxes, and various other additives. There are many different types of both printing processes and print applications, so the mixing or preparation of formulations for these quantities widely vary. Pigments and dyes are the key ingredient that comprise the ink’s color and are formulated from substances with certain characteristics that make them suitable for use on printed products.

The printing inks market is seeing a shift as companies transition from manufacturing petroleum-based printing inks to manufacturing environmentally friendly, more sustainable printing inks. “Green” printing inks are based on sustainable materials such as soy and other plant-based sources and do not contain the heavy metals or other dangerous and toxic substances that petroleum-based printing inks do; thus they do not cause excessive pollution in the landfill. Examples of more environmentally friendly printing inks include water-based and oil-based printing inks. The use of “green” printing inks also reduces emissions of volatile organic compounds (VOC) associated with the printing process.

In 2023, the global printing ink industry consumed 3.295 billion tons of printing ink according to Smithers report “*The Future of Water-based vs Solvent Printing to 2028*”. The water-based printing inks market consists of sales of water-based printing inks and related services used for printing on fabric and paper. Water-based printing inks are referred to as aqueous inks and are dye and pigment inks and can be segmented by type into acrylic water-based inks, maleic water-based inks, and shellac water-based inks.

Our Company does not produce commodity base pigments. Rather, we source various pigments, dyes and other raw materials for ink, and then employ additional chemistry in formulating those materials into a highly engineered, specialty ink for a specific use. We are a specialty ink formulator within the ink industry that custom formulates, tests, and produces specialty inks that best meet our customer’s product needs and color demands. Our customers’ demands appear to be shifting with the trend towards utilizing more “green” printing inks. In 2023, approximately 36% of our ink sales were “green” printing inks, compared to 38% in 2022. As the “green” printing ink market continues to grow, we expect to continue to transition towards manufacturing environmentally friendly, more sustainable printing inks and away from manufacturing petroleum-based printing inks. We do not expect the “green” printing ink trend to adversely affect any aspects of our operations.

## Products and Technology

We are a niche formulator of specialty inks and our specialty ink portfolio is backed by years of research and development efforts, trade secrets, and several patents we have been granted in the United States, Canada, South Africa, Saudi Arabia, Australia, New Zealand, Japan, France, the United Kingdom, Belgium, the Netherlands, Germany, Austria, Italy, Sweden, Switzerland, Luxembourg, and Liechtenstein. We currently have patent protection on substantially all our of security inks including our Rub & Reveal system and our Rub-It & Color technology.

Our goal is to provide our customers with specialized ink formulations with rapid design, test and production capabilities. We aim to serve our customers demand for unique product needs and security needs from our specialty inks through applying our industry knowledge, our technical expertise, our raw material procurement leverage, our product breadth, and our manufacturing operations capabilities to deliver ink formulations both domestically and internationally. We believe that our role in our customer's value chain remains an essential component of their product offering as our customers continually rely upon supplier partners, such as our Company, that provide advanced solutions to improve their products' appeal, marketability, differentiation, performance, and overall competitive advantage.

We currently serve end markets that include children entertainment and toy products and anti-counterfeiting, anti-diversion segments that include industrial marking, security packaging for cosmetics and consumer products, and point of sales protection. We derive our revenues primarily from product sales of our inks as well as from licensing and royalty fees of our technologies on an exclusive or non-exclusive basis to licensees who incorporate our technologies into their product offering and from selling products incorporating our technologies to the licensees or to their licensed printers. We are currently seeking to expand into other markets.

### *Entertainment and Toy Technologies and Products*

Across the Entertainment and Toy Products category, we market our Rub-it & Color technology which consists of specialty inks that are produced in a variety of colors and can be revealed by rubbing with a fingernail or other firm object such as a plastic pen cap. Rub-it & Color ink technology can be used for coloring books, activity kits, play sheets, single use place mats, greeting cards, board games, promotional products, or any other paper-based application that's needs some "fun" factor added. Two key features of our Rub-it & Color ink technology is that Safe and non-toxic, conforms to ASTM D4236 and F-963 and other toxicology tests.

Our customers in the Entertainment and Toy Technologies and Products category capitalize on our mess free and non-toxic features of our ink products. Our patented, revolutionary, and award-winning Rub-it & Color technology can be utilized across a variety of products and applications needing some "fun" factor while still providing safe and non-toxic conditions that conform to ASTM D4236 and F-963 and other toxicology tests.

We license our Rub-it & Color technology through various license agreements that can be for exclusive and non-exclusive uses. These agreements cover both domestic and international geographies and can include specific distribution channels and specific lines of products and applications. Historically our license agreements have ranged anywhere from two to four years, but can also vary depending on the customer, use, and geography of the agreement. Certain of our license agreements with licensees contain renewal options and/or guaranteed minimum royalties, while others do not. We cannot assure you that any of our existing licenses will be renewed or will generate significant operating revenues for our Company in the future. In each of the years 2023 and 2022, we derived approximately 91% and 96%, respectively, of our total revenues from our licensees and their licensed printers in the entertainment and toy products market. We continue to pursue additional licensing opportunities for our Rub-it & Color ink technology in the large worldwide entertainment and toy products market and we also seek to renew our existing license agreements that are near expiration for extension terms.

### *Anti-Counterfeiting and Anti-Diversion Technologies and Products*

Continuing developments in copying and printing technologies makes it easier than ever before to counterfeit a wide variety of documents. Counterfeit products are increasingly problematic for consumers, governments, and corporations. According to The Organization for Economic Cooperation and Development (OECD) data on counterfeiting and international trade, the total value of counterfeit and pirated goods was expected to increase to approximately \$3 trillion in 2022. Product labels and packaging, retail receipts, event and transportation tickets and the like are all susceptible to counterfeiting, causing economic losses to manufacturers of brand name products. With improvements in the copying and printing technologies making it easier to counterfeit labeling and packaging and increasing the losses to businesses from such counterfeiting activities.

Our Copimark and Rub & Reveal technologies provide proprietary document authentication systems that are useful to businesses and brand owners desiring to authenticate a wide variety of printed materials and products. Our Copimark system enables businesses to print invisibly on certain areas of a document or packaging. When authentication of certain document or packaging is required, the invisible printing can be activated or revealed by use of a special highlighter pen. Other variations of our Copimark technology involve multiple color responses from a common pen, visible marks of one color that turn another color with the pen or visible and invisible marks that turn into a multicolored image. Our Rub & Reveal system permits the invisible printing of an authenticating symbol or code that can be revealed by rubbing a fingernail over the printed area.

Our technologies provide users with the ability to authenticate documents and detect counterfeit documents. Applications include the authentication of documents having intrinsic value, such as merchandise receipts, checks, travelers' checks, gift certificates and event tickets, and the authentication of product labeling and packaging. When applied to product labels and packaging, our systems allow detection of counterfeit products, the labels and packaging of which would not contain the authenticating marks invisibly printed on the packaging or labels of the legitimate product.

Our marketing efforts for these technologies are focused on specific industries we believe may be affected by product counterfeiting. These technologies also combat product diversion (i.e. sale of legitimate products through unauthorized distribution channels or in unauthorized markets). Another of our related technologies, our invisible inkjet technology, permits manufacturers and distributors to track the movement of products from production to ultimate consumption when coupled with proprietary software. The "track and trace" capability provided by this technology is an attractive capability to brand owners. Our ink technology is also utilized in retail receipt and document fraud markets through licensing arrangements with four printers and distributors in the United States and Canada who provide loss prevention products to retailers and other outlets. We market these technologies through the use of licensed printers and distributors.

Contrast Technologies, formerly known as Euro-Nocopi, S.A., is a former affiliate of our Company that, since June 2003, has held a perpetual royalty-free license to utilize certain of our anti-counterfeiting and anti-diversion technologies in Europe.

### **Product Revenue**

The following table illustrates the approximate percentage of our Company's total revenues accounted for by each type of its products for each of the two last fiscal years:

<b>Product Type</b>	<b>Year Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
Entertainment and Toy Technologies and Products	91%	96%
Anti-Counterfeiting and Anti-Diversion Technologies and Products	9%	4%

## Marketing

Our current marketing efforts are focused on commercializing our developed technologies across current and new geographic and market areas. We sell products through both multiyear license agreements with our existing customers as well as direct sales to a range of end customers through the Company's sales staff. We primarily use truck carriers and freight service providers to transport our products to customers from our manufacturing facility. Our marketing approach utilizes our dynamic production capabilities of our products and technologies.

## Acquisition Strategy

Our growth strategy includes expanding our business through acquisitions of other companies with competing or complementary services, technologies or businesses in order to expand our product and service offerings to grow our free cash flow. We are currently actively engaged in the process to identify acquisition candidates and negotiate transactions. As of the date of this report on Form 10-K, we have no agreements to make any acquisition. We expect to fund our business expansion through the issuance of debt or equity securities, the payment of cash, the exchange of services, or any combination thereof.

## Major Customers

During 2023, we made sales or obtained revenues equal to 10% or more of our Company's 2023 total revenues from two non-affiliated customers who individually accounted for approximately 19% and 64%, respectively, of 2023 revenues of our Company. During 2022, we made sales or obtained revenues equal to 10% or more of our Company's 2022 total revenues from two non-affiliated customers who individually accounted for approximately 66% and 19%, respectively, of 2022 revenues of our Company.

Additional information concerning our major customers is contained in Note 10 to our Financial Statements, attached as [Appendix A](#) to this Annual Report on Form 10-K.

## Manufacturing

Our Company operates a manufacturing facility located at our corporate headquarters at 480 Shoemaker Road, Suite 104, King of Prussia, Pennsylvania 19406. At this location, we also have product development, sales, and administrative operations located adjacent to our production floor area. Our formulation and production methodologies aim to consistently achieve the highest technical standards while simultaneously reaching fast lead times of production and delivery for our customers.

We have established a quality control program that currently entails laboratory analysis of developed technologies; and when warranted, our specially trained technicians travel to third party production facilities to train client staff and monitor the manufacturing process. We also strive to improve our production efficiencies and data controls to target less material waste as well as attempt more sustainable sourcing of raw materials.

## Patents

Our Company has been granted various patents in the United States, Canada, South Africa, Saudi Arabia, Australia, New Zealand, Japan, France, the United Kingdom, Belgium, the Netherlands, Germany, Austria, Italy, Sweden, Switzerland, Luxembourg, and Liechtenstein. Patents may exist for 20 years from filing date and we actively monitor the marketplace to employ management processes designed to rigorously enforce our legal ownership of intellectual property. We currently have patent protection on substantially all of our security inks including the RUB & REVEAL system, and on our Rub-it & Color technology. Our latest patent protects our newly developed technology that may have applications in the entertainment and toy products market.

In the United States and some other countries, patent applications are automatically published at a specified time after filing. Since we are obligated pay annuities from time to time on our patents to keep them in force, we annually evaluate our patent portfolio to determine which patents we will continue to maintain. In Europe, annuities for European patents are paid by Contrast Technologies, formerly known as Euro-Nocopi, S.A., since Europe is where they hold a perpetual royalty-free license to exploit certain of our anti-counterfeiting and anti-diversion technologies.

## **Research and Development**

Our research and development activities are primarily focused on advancing our portfolio of ink technologies. We aim to successfully develop new chemistry formulations, new market-changing technologies and new customer driven solutions. Our research and development efforts support our commercial development activities while also attempting to improve our manufacturing operations.

We are presently conducting research and development activities in the following three areas: (1) refining our present product portfolio, (2) developing specific customer applications, and (3) expanding our technology into new areas of implementation. During the years ended December 31, 2023 and December 31, 2022, we expended approximately \$163,400 and \$140,400, respectively, on research and development. We continue to focus our research and development activities to develop and market additional new products and applications.

## **Competition**

Nocopi Technologies competes in the fragmented specialty ink industry which is highly competitive. Competition is based on several key criteria which include quality, price, service, performance, product innovation, product recognition, speed, and delivery. Our competitors range from large, publicly owned international companies with broad product offerings to local, privately held independent specialty producers offering a specific market niche or product. Overall, many participants tend to offer a varied and broad array of product lines designed to meet specific customer requirements.

The ink industry has become increasingly global as participants have focused on establishing and maintaining leadership positions outside of their home markets. Many of these participant's product lines face increasing competition due to industry consolidation, pricing pressures and competing technologies. Nonetheless, we believe our patented and proprietary technologies provide a unique and cost-effective solution for our customers. To improve our competitive position, Nocopi Technologies is building and leveraging our corporate brand as a differentiator to create value and better communicate our specialty production capabilities which we believe make it easier to introduce new product lines and applications to provide scale to our operations and ultimately enable us to successfully compete in the market.

## **Employees and Human Capital**

We currently have seven full-time employees and believe that we have good relations with our employees.

We are committed to providing a healthy environment and safe workplace by operating in accordance with established health and safety protocols within our facility and maintaining a strong health and safety compliance program. We prioritize, manage, and carefully track safety performance at our facility and integrate sound safety practices in every aspect of our operations.

## **Regulation of our Business**

We are subject to common business, tax and regulations pertaining to the operation of our business. We believe that we are in compliance with all applicable governmental regulations.

## **Financial Information about Foreign and Domestic Operations**

We conduct our business operations solely within the United States; however, we have licensees and customers in Europe, South America, Asia and Australia. These licensees and customers accounted for approximately 72% of our gross revenues in 2023 and approximately 28% of our gross revenues in 2022. Additional information concerning our foreign and domestic operations is contained in Note 10 to our Financial Statements, attached as [Appendix A](#) to this Annual Report on Form 10-K.



## **Available Information**

We are required to file annual, quarterly and current reports, proxy statements and other information with the SEC. Information that we file with the SEC is available at the SEC's website at [www.sec.gov](http://www.sec.gov). We also make available free of charge on or through our website, at [www.nocopi.com](http://www.nocopi.com), our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with the SEC. The information on our website is not, and shall not be deemed to be, a part hereof or incorporated into this or any of our other filings with the SEC.

## **Item 1A. Risk Factors**

Our Company's operating results, financial condition and stock price are subject to certain risks, some of which are beyond its control. These risks could cause our Company's actual operating and financial results to differ materially from those expressed in its forward-looking statements, including the risks described below and the risks identified in other documents which are filed and furnished with the United States Securities and Exchange Commission.

### ***We are dependent upon major customers.***

We are dependent on our licensees to develop new products and markets that will generate increases in its licensing and product revenues. The inability of our licensees to maintain at least current levels of sales of products utilizing our technologies could adversely affect our operating results and cash flow. To the extent that our licensees are adversely affected by negative economic conditions such as those that may result from the present COVID 19 pandemic, our revenues may also be negatively impacted. We derive a significant percentage of our revenues through licensing relationships with two major customers. Revenues obtained directly from these customers and indirectly, through the customers' third party licensed printers, equaled approximately 23% of our Company's revenues in 2023. Receivables from these two licensees and their third party authorized printers were approximately 89% of our Company's net accounts receivable at December 31 2023. One of the license agreements expires in 2028 and contains guaranteed minimum royalties, which historically are met. The other license agreement expires in 2027. Both license agreements contain renewal options; but there can be no assurances that one or both of the licenses will continue in force at the same or more favorable terms beyond their current termination dates, nor can there be any assurances that the relationships with these two licensees will generate increased revenues for our Company in the future.

### ***We may be unable to develop new business.***

Our management believes that any significant improvement in our Company's cash flow must result from increases in revenues from traditional sources and from new revenue sources, potentially including acquired businesses. Our Company's ability to develop new revenues may depend on the extent of its marketing activities, acquisition activities and its research and development activities, all of which are limited. We cannot assure you that the resources that our Company can devote to marketing, finding suitable acquisitions and to research and development will be sufficient to increase its revenues to levels that will enable it to maintain positive operating cash flow in the future.

### ***Our inability to successfully acquire and integrate other businesses, assets, products or technologies could harm our operating results.***

We are actively evaluating business acquisitions that we believe could complement or expand our existing product and service offerings. From time to time, we may enter into letters of intent with companies with which we are negotiating potential acquisitions or as to which we are conducting due diligence. Although we are currently not a party to any binding definitive agreement with respect to potential business acquisitions, we may enter into these types of arrangements in the future, which could materially decrease the amount of our available cash or require us to seek additional equity or debt financing. We have limited experience in successfully acquiring and integrating businesses, products and technologies. We may not be successful in negotiating the terms of any potential acquisition, conducting thorough due diligence, financing the acquisition or effectively integrating the acquired business, product or technology into our existing business and operations. Our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues related to intellectual property, product quality regulatory compliance practices, revenue recognition or other accounting practices, or employee or customer issues. We may encounter difficulties retaining key employees of the acquired company or integrating diverse business cultures.

Additionally, in connection with any business acquisitions we complete, we may not achieve the synergies or other benefits we expected to achieve, and we may incur write-downs, impairment charges or unforeseen liabilities that could negatively affect our operating results or financial position or could otherwise harm our business. If we finance acquisitions using existing cash, the reduction of our available cash could cause us to face liquidity issues or cause other unanticipated problems in the future. If we finance acquisitions by issuing equity securities, the ownership interest of our existing stockholders may be diluted, which could adversely affect the market price of our stock. Further, contemplating or completing an acquisition and integrating an acquired business could divert management and employee time and resources from other matters.

***We may be unable to obtain raw materials and products for resale.***

We use a large volume of raw materials. From time to time, the Company is required to pay cash in advance of shipment to certain of its suppliers. The inability to obtain materials on a timely basis and the possibility that certain vendors may permanently discontinue supplying our Company with needed products and services may result in delayed shipments to customers and further impact our Company's ability to service its customers, thereby adversely affecting our Company's relationships with its customers and licensees. We cannot assure you that our Company will be able to maintain its vendor relationships in an acceptable manner.

***We may experience uneven patterns of quarterly and annual operating results.***

Our Company's revenues, which are derived primarily from licensing and sales of products incorporating its technologies as well as royalties from these products, are difficult to forecast; such forecasting difficulty is due to, among other reasons, the long sales cycle of our Company's technologies, the potential for customer delay or deferral of implementation of our Company's technologies, the size and timing of inception of individual license agreements, the success of our Company's licensees and strategic partners in exploiting the market for the licensed products, modifications of customer budgets, and uneven patterns of royalty revenue and product orders. As our revenue base is not substantial, delays in the finalization of license contracts, the implementation of the technology to initiate the revenue stream and the ordering decisions of customers can have a material adverse effect on our Company's quarterly and annual revenue expectations. As our operating expenses are substantially fixed, income expectations will be subject to a similar adverse outcome. As licensees for the entertainment and toy products markets are added, the predictability of our Company's revenue stream may be further impacted.

Other important factors that could cause our revenue and operating results to fluctuate from quarter to quarter include:

- our ability to retain existing customers, attract new customers and satisfy our customers' requirements;
- general economic conditions;
- changes in our pricing policies;
- our ability to expand our business;
- our ability to successfully integrate our acquired businesses;
- new product and service introductions;
- technical difficulties or interruptions in our services;
- costs associated with future acquisitions of businesses; and
- extraordinary expenses such as litigation or other dispute-related settlement payments.

Some of these factors are not within our control, and the occurrence of one or more of them may cause our operating results to vary widely. As such, we believe that quarter-to-quarter comparisons of our revenue and operating results may not be meaningful and should not be relied upon as an indication of future performance.

***Our intellectual property rights may not be fully protected.***

Our Company relies on a combination of protections as may be available under applicable domestic, foreign or international patent, trademark and trade secret laws. We also rely on confidentiality, non-analysis and licensing agreements to establish and protect our rights in its proprietary technologies. While we attempt to protect these rights, our technologies may be compromised through reverse engineering, independent invention or other means. In addition, our ability to enforce our intellectual property rights through appropriate legal action has been and will continue to be limited by its tight liquidity. We cannot assure you that our Company will be able to protect the basis of its technologies from discovery by third parties or to preclude third parties from conducting activities that infringe on our Company's rights. We cannot assure you that we will be able to continue to prosecute new patents and maintain issued patents. As a result, our customer and licensee relationships could be adversely affected, and the value of our technologies and intellectual property (including their value upon liquidation) could be substantially diminished.

***Our Company's revenue is susceptible to changes in general economic conditions.***

Our Company's revenue is susceptible to changes in general economic conditions. Our sales, liquidity and overall results of operations may be negatively affected by decreasing consumer confidence, slowdowns in consumer spending or other downturns in the U.S. economy as a whole or in any geographic markets from which we derive revenue. In addition, these factors may result in decreased customer and licensee demand for our products and may negatively impact our ability to develop new customers and licensees. Due to uncertainties surrounding the worldwide economy, particularly in light of the COVID-19 pandemic, the Russia-Ukraine war and the supply chain disruptions related to both, we are unable to predict the effect of such conditions on our customers and licensees. Consequently, we cannot predict the scope or magnitude of the negative effect resulting from ongoing global financial uncertainties or economic slowdowns.

***We are subject to regulatory compliance related to our operations.***

We are subject to various U.S. governmental regulations related to occupational safety and health, labor and business practices. Failure to comply with current or future regulations could result in the imposition of substantial fines, suspension of production, alterations of our production processes, cessation of operations, or other actions, which could harm our business.

***We currently, and may in the future, have assets held at financial institutions that may exceed the insurance coverage offered by the Federal Deposit Insurance Corporation, the loss of such assets would have a severe negative effect on our operations and liquidity.***

We currently maintain, and may in the future maintain, our cash assets at certain financial institutions in the U.S. in amounts that are, and in the future may be, in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit of \$250,000. At December 31, 2023, our Company's deposits and short-term investments with a financial institution were 10,254,800 in excess of the FDIC deposit insurance coverage of \$250,000. In the event of a failure of any financial institutions where we maintain our deposits or other assets, we may incur a loss to the extent such loss exceeds the FDIC insurance limitation, which could have a material adverse effect upon our liquidity, financial condition and our results of operations.

***We may incur liability arising from the use of hazardous materials.***

Our business and our facilities are subject to a number of federal, state and local laws and regulations relating to the generation, handling, treatment, storage and disposal of certain toxic or hazardous materials and waste products that we use or generate in our operations. Many of these environmental laws and regulations subject current or previous owners or occupiers of land to liability for the costs of investigation, removal or remediation of hazardous materials. In addition, these laws and regulations typically impose liability regardless of whether the owner or occupier knew of, or was responsible for, the presence of any hazardous materials and regardless of whether the actions that led to the presence were taken in compliance with the law. In our business, we use hazardous materials that are stored on site. We use various chemicals in our manufacturing process that may be toxic and covered by various environmental controls. An unaffiliated waste hauler transports the waste created by use of these materials off-site. Many environmental laws and regulations require generators of waste to take remedial actions at an off-site disposal location even if the disposal was conducted lawfully. The requirements of these laws and regulations are complex, change frequently and could become more stringent in the future. Failure to comply with current or future environmental laws and regulations could result in the imposition of substantial fines, suspension of production, alteration of our production processes, cessation of operations or other actions, which could severely harm our business.

***We may be unable to protect our information systems from cybersecurity attacks or incidents, or if our information systems are otherwise disrupted.***

We depend on information technology, including public websites and cloud-based services, for many activities important to our business. If we do not allocate and effectively manage the resources necessary to build and sustain our information technology infrastructure, if we fail to timely identify or appropriately respond to cybersecurity incidents, or if our information systems are damaged, destroyed or shut down (whether as a result of natural disasters, fires (either directly or through smoke damage), power outages, acts of terrorism or other catastrophic events, network outages, software, equipment or telecommunications failures, user errors, or from deliberate cyberattacks such as malicious or disruptive software, denial of service attacks, malicious social engineering, hackers or otherwise), our business could be disrupted and we could be subject to: transaction errors; processing inefficiencies; the loss of, or failure to attract, new customers; the loss of revenues from unauthorized use, acquisition or disclosure of or access to confidential information; the loss of or damage to intellectual property or trade secrets, including the loss or unauthorized disclosure of sensitive data, confidential information or other assets; damage to our reputation; litigation; regulatory enforcement actions; violation of data privacy, security or other laws and regulations; and remediation costs.

***We conduct significantly all of our business and manufacturing activities at our King of Prussia, PA facility, and circumstances beyond our control may result in considerable business interruptions.***

We conduct all of our operations activities at our King of Prussia, PA facility. Our operations are vulnerable to interruption by fire, earthquake, floods or other natural disaster, quarantines or other disruptions associated with infectious diseases, national catastrophe, terrorist activities, war, disruptions in our computing and communications infrastructure due to power loss, telecommunications failure, human error, physical or electronic security breaches and computer viruses, and other events beyond our control. We do not have a detailed disaster recovery plan.

***Changes in accounting principles and guidance, or their interpretation, could result in unfavorable accounting charges or effects, including changes to our previously filed financial statements, which could cause our stock price to decline.***

We prepare our financial statements in accordance with GAAP. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles and guidance. A change in these principles or guidance, or in their interpretations, may have a significant effect on our reported results and retroactively affect previously reported results.

***We are a small public company and the requirements of being a public company are a strain on our systems and resources, are a diversion to management's attention, and are costly.***

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934 (Exchange Act) the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley Act), and the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act). The requirements of these rules and regulations increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly and may also place strain on our personnel, systems and resources.

The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing the costly process of implementing and testing our systems to report our results as a public company, to continue to manage our growth and to implement internal controls. We are and will continue to be required to implement and maintain various other control and business systems related to our equity, finance, treasury, information technology, other recordkeeping systems and other operations. As a result of this implementation and maintenance, management's attention may be diverted from other business concerns, which could adversely affect our business.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected.

We expect these laws, rules and regulations to make it more difficult and more expensive for us to continue to obtain director and officer liability insurance, and we may be required to incur substantial costs to maintain appropriate levels of coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee, and qualified executive officers.

As a result of being a public company, our business and financial condition is more visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and operating results could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the time and resources of our management and adversely affect our business and operating results.

***As a smaller reporting company that is not an accelerated filer, we are subject to scaled disclosure requirements that may make it more challenging for investors to analyze our results of operations and financial prospects.***

As a smaller reporting company that is not an accelerated filer we (i) are able to provide simplified executive compensation disclosures in our filings, (ii) are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that independent registered public accounting firms provide an attestation report on the effectiveness of internal control over financial reporting and (iii) have certain other decreased disclosure obligations in our filings with the SEC, including being required to provide only two years of audited financial statements in annual reports. Consequently, it may be more challenging for investors to analyze our results of operations and financial prospects.

***If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.***

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934 (Exchange Act) the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley Act), and the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act). We expect that compliance with these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time consuming and costly, and place significant strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we assess the effectiveness of our internal control over financial reporting annually and the effectiveness of our disclosure controls and procedures quarterly. In particular, Section 404 of the Sarbanes-Oxley Act, (Section 404), requires us to perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on, the effectiveness of our internal control over financial reporting. Our compliance with applicable provisions of Section 404 requires that we incur substantial accounting expense and expend significant management time on compliance-related issues as we implement additional corporate governance practices and comply with reporting requirements. Moreover, if we are not able to comply with the requirements of Section 404 applicable to us in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources. Furthermore, investor perceptions of our Company may suffer if deficiencies are found, and this could cause a decline in the market price of our stock. Irrespective of compliance with Section 404, any failure of our internal control over financial reporting could have a material adverse effect on our stated operating results and harm our reputation. If we are unable to implement these requirements effectively or efficiently, it could harm our operations, financial reporting, or financial results.

***We may have undetected material weakness in internal controls.***

Our annual report does not include an attestation report of our Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit our Company to provide only management's attestation in this annual report. As a result, a material weakness in our internal controls may remain undetected for a longer period.

***Our common stock is subject to volatility.***

We cannot assure you that the market price for our common stock will remain at its current level, and a decrease in the market price could result in substantial losses for investors. The market price of our common stock may be significantly affected by one or more of the following factors:

- announcements or press releases relating to our industry or to our own business or prospects;
- regulatory, legislative, or other developments affecting us or our industry generally;
- sales by holders of restricted securities pursuant to effective registration statements or exemptions from registration; and
- market conditions specific to our Company, our industry and the stock market generally.

***Future sales of our shares could depress the market price of our common stock.***

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. Any disposition by any of our large shareholders of our common stock in the public market, or the perception that such dispositions could occur, could adversely affect prevailing market prices of our common stock.

***We do not intend to pay any cash dividends on our securities, so you will not be able to receive a return on your investment unless you sell your shares.***

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our securities. Unless we pay dividends, our security holders will not be able to receive a return on their securities unless they sell them.

***There is a limited market for our common stock, which may make it more difficult for you to sell your stock.***

Our Company's common stock is quoted on the OTC Market (OTC Pink) under the symbol "NNUP." The trading market for our common stock is limited, accordingly, there can be no assurance as to the liquidity of any markets that may develop for our common stock, your ability to sell our common stock, or the prices at which you may be able to sell our common stock.

***Our common stock may be subject to the “penny stock” rules in the future. It may be more difficult to resell securities classified as “penny stock.”***

The SEC has adopted regulations that generally define “penny stock” to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. While our common stock is presently exempt from being considered a “penny stock” because our net tangible assets exceed \$2 million and we have been in continuous operations for at least (3) years, if we are unable to continue to qualify for this exemption, or any other available exemption from the definition of “penny stock,” our common stock will become a “penny stock.” These rules impose additional sales practice requirements on broker-dealers that recommend the purchase or sale of penny stocks to persons other than those who qualify as “established customers” or “accredited investors.” For example, broker-dealers must determine the appropriateness for non-qualifying persons of investments in penny stocks. Broker-dealers must also provide, prior to a transaction in a penny stock not otherwise exempt from the rules, a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, disclose the compensation of the broker-dealer and its salesperson in the transaction, furnish monthly account statements showing the market value of each penny stock held in the customer’s account, provide a special written determination that the penny stock is a suitable investment for the purchaser, and receive the purchaser’s written agreement to the transaction.

Legal remedies available to an investor in “penny stocks” may include the following:

- If a “penny stock” is sold to the investor in violation of the requirements listed above, or other federal or states securities laws, the investor may be able to cancel the purchase and receive a refund of the investment.
- If a “penny stock” is sold to the investor in a fraudulent manner, the investor may be able to sue the persons and firms that committed the fraud for damages.

These requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit the market price and liquidity of our securities. These requirements may restrict the ability of broker-dealers to sell our common stock or our warrants and may affect your ability to resell our common stock and our warrants.

Many brokerage firms will discourage or refrain from recommending investments in penny stocks. Most institutional investors will not invest in penny stocks. In addition, many individual investors will not invest in penny stocks due, among other reasons, to the increased financial risk generally associated with these investments.

For these reasons, penny stocks may have a limited market and, consequently, limited liquidity. We can give no assurance at what time, if ever, our common stock or will not be classified as a “penny stock” in the future.

***FINRA sales practice requirements may limit a stockholder’s ability to buy and sell our stock.***

In addition to the “penny stock” rules described above, the Financial Industry Regulatory Authority (“FINRA”), has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative, low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. The FINRA requirements may make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may have the effect of reducing the level of trading activity in our common stock. As a result, fewer broker-dealers may be willing to make a market in our common stock, reducing a stockholder’s ability to resell shares, as well as overall liquidity, of our common stock.

***Provisions in the Company's charter and bylaws may delay or prevent an acquisition of the Company by a third party.***

The Company's charter, bylaws and Maryland law contain provisions that could make it more difficult for a third party to acquire the Company without the consent of our Board. Additionally, these provisions could lower the price that future investors might be willing to pay for shares of our common stock. These anti-takeover provisions:

- authorize our board of directors to create and issue, without stockholder approval, preferred stock, thereby increasing the number of outstanding shares, which can deter or prevent a takeover attempt;
- prohibit cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;
- provide that any vacancy on the board of directors of the Company be filled only by the affirmative vote of a majority of the remaining directors then in office even if remaining directors do not constitute a quorum;
- provide that our board of directors be divided into three classes, with approximately one-third of the directors to be elected each year;
- provide that our board of directors is expressly authorized to adopt, amend or repeal our bylaws;
- provide that our board of directors is expressly authorized to adopt, amend or repeal our bylaws;
- provide that the Company's stockholders may only remove any member of the Board by the affirmative vote of at least two-thirds of all the votes entitled to be cast by the stockholders generally in the election of directors and, such removal is required to be for cause; and
- provide that the number of directors of the Company shall be fixed only by vote of the board of directors;

Also, under Maryland law, business combinations, including mergers, consolidations, share exchanges, or, in circumstances specified in the statute, asset transfers or issuances or reclassifications of equity securities, between the Company and any interested stockholder, generally defined as any person who beneficially owns, directly or indirectly, 10% or more of the Company's common stock, or any affiliate of an interested stockholder are prohibited for a five-year period, beginning on the most recent date such person became an interested stockholder. After this period, a combination of this type must be approved by two super-majority stockholder votes, unless common stockholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares. The statute permits various exemptions from its provisions, including business combinations that are exempted by our Board prior to the time that the interested stockholder becomes an interested stockholder.

***Our bylaws designate the Circuit Court for Baltimore City, Maryland as the sole and exclusive forum for certain actions, including derivative actions, which could limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with the Company and its directors, officers, other employees, or the Company's stockholders and may discourage lawsuits with respect to such claims.***

Unless the Company consents in writing to the selection of an alternative forum, the Circuit Court for Baltimore City, Maryland (the "Maryland Circuit Court") (or, if the Maryland Circuit Court does not have jurisdiction, the federal district court for the District of Maryland) (the "Exclusive Forum") shall be the sole and exclusive forum for (a)(i) any action asserting an Internal Corporate Claim, as such term is defined in the MGCL (other than any action arising under federal securities laws), including, without limitation, (ii) any action asserting a claim of breach of the applicable standard of conduct or any duty owed by any director or officer or other employee of the Company to the Company or to the stockholders of the Company or (iii) any action asserting a claim against the Company or any director or officer or other employee of the Company arising pursuant to any provision of the MGCL, the Charter or these Bylaws, or (b) any other action asserting a claim against the Company or any director or officer or other employee of the Company that is governed by the internal affairs doctrine. Further, notwithstanding anything to the contrary in the foregoing, unless the Company consents in writing to the selection of an alternative forum, the federal district court for the District of Maryland (the "Securities Act Exclusive Forum") shall be the sole and exclusive forum for resolution of any complaint asserting a cause of action arising under the Securities Act of 1933.

Although we believe these exclusive forum provisions benefit us by providing increased consistency in the application of Maryland law for the specified types of actions and proceedings, these provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with the Company and its directors, officers, or other employees and may discourage lawsuits with respect to such claims.



## Item 1B. Unresolved Staff Comments

None.

## Item 1C. Cybersecurity

We have processes to assess, identify and manage risks from cybersecurity threats as a part of our overall risk assessment process. On a regular basis we implement into our operations these cybersecurity processes, technologies, and controls to assess, identify, and manage material risks. We engage certain external advisors to enhance our cybersecurity oversight.

To manage our material risks from cybersecurity threats and to protect against, detect, and prepare to respond to cybersecurity incidents, we undertake the below listed activities:

- Monitor emerging data protection laws in conjunction with our advisors and implement changes to our processes to comply;
- Maintain firewall and virus protection software; and
- Maintain a cybersecurity insurance policy.

As part of the above processes, we engage with third party providers to review our cybersecurity program and help identify areas for continued focus, improvement, and compliance.

Our processes also include assessing cybersecurity threat risks associated with our use of third-party services providers in normal course of business use. Third-party risks are included within our cybersecurity risk management processes discussed above. In addition, we assess cybersecurity considerations in the selection and oversight of our third-party services providers, including due diligence on the third parties that have access to our systems and facilities that house systems and data.

The Audit Committee of our Board of Directors is responsible for oversight of our risk assessment, risk management and cybersecurity risks, and periodically updates our Board of Directors on such matters. Members of the Audit Committee engage in discussions with management on cybersecurity-related news events and discuss any updates to our cybersecurity risk management and strategy programs.

As of the date of this Annual Report on Form 10-K, we have not encountered risks from cybersecurity threats that have materially affected, or are reasonably likely to materially affect, our business strategy, results of operations or financial position.

## Item 2. Properties

Our corporate headquarters, research and ink production facilities are located at 480 Shoemaker Road, Suite 104, King of Prussia, Pennsylvania 19406. These premises consist of approximately 6,100 square feet of leased space. Our lease commenced in January 2014 and expires in April 2024. Current monthly rent under this lease is \$4,722; this amount escalates an amount of approximately three percent each year. In addition to rent, we are also responsible for our pro-rata share of the operating costs of the building. The lease has been extended for 13 months beginning on May 1, 2024 and expiring on May 31, 2025.

We incurred leasehold improvement expenditures of approximately \$81,500 through July 26, 2023, and we believe that additional leasehold improvement expenditures will not be significant. We consider this space adequate for our current needs and additional space is available as needed.

**Item 3. Legal Proceedings**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market For Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock is traded on the OTC Pink tier of the over-the-counter (“OTC”) market under the symbol “NNUP”. Investors can find Real-Time quotes and market information on our Company on [www.otcmarkets.com](http://www.otcmarkets.com). Any over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

**Shareholders**

As of March 11, 2024, we have a total of 10,501,178 shares of common stock issued and outstanding, held of record by approximately 411 holders of our common stock, including The Depository Trust Company, which holds shares of our common stock on behalf of an indeterminate number of beneficial owners.

**Dividends**

Our Company does not pay any cash dividends on its common stock.

**Recent Sales of Unregistered Securities**

<b>Date</b>	<b>Security/Value</b>
September 2023	Common Stock - 1,250,000 shares of common stock issued at the price of \$4.00 per share for total proceeds of \$5,000,000.

No underwriters were utilized, and no commissions or fees were paid with respect to the above transactions. We relied on Section 4(a)(2) and/or Regulation D of the Securities Act of 1933, as amended, since the transactions did not involve any public offering.

## Issuer Repurchases of Equity Securities

None.

## Item 6. [Reserved]

Not Applicable.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The information in this report contains forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as "believes," "estimates," "could," "possibly," "probably," "anticipates," "projects," "expects," "may," "will," or "should" or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.*

*The following discussion and analysis should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.*

### Background Overview

Nocopi Technologies, Inc. develops and markets specialty reactive inks for multiple applications across various industries. Our specialty inks are used by our customers for a range of purposes from bringing entertainment products to life with a variety of color activations to providing document and brand authentication for security purposes aimed at reducing losses caused by fraudulent document reproduction or by product counterfeiting and/or diversion. Our primary markets are the large educational and toy products industry and the document and product authentication industry. We derive our revenues primarily from licensing our technologies on an exclusive or non-exclusive basis to licensees who incorporate our technologies into their product offering and from selling products incorporating our technologies to the licensees or to their licensed printers.

Unless the context otherwise requires, all references to the "Company," "we," "our" or "us" and other similar terms means Nocopi Technologies, Inc., a Maryland corporation.

### Results of Operations

Our Company's revenues are derived from (a) royalties paid by licensees of our technologies, (b) fees for the provision of technical services to licensees and (c) from the direct sale of (i) products incorporating our technologies, such as inks, security paper and pressure sensitive labels, and (ii) equipment used to support the application of our technologies, such as ink-jet printing systems. Royalties consist of guaranteed minimum royalties payable by our licensees in certain cases and additional royalties which typically vary with the licensee's sales or production of products incorporating the licensed technology. Service fees and sales revenues vary directly with the number of units of service or product provided.

Our Company recognizes revenue on its lines of business as follows:

- a. License fees for the use of our technology and royalties with guaranteed minimum amounts are recognized at a point in time when the term begins;
- b. Product sales are recognized at the time of the transfer of goods to customers at an amount that our Company expects to be entitled to in exchange for these goods, which is at the time of shipment; and
- c. Fees for technical services are recognized at the time of the transfer of services to customers at an amount that our Company expects to be entitled to in exchange for the services, which is when the service has been rendered.

We believe that, as fixed cost reductions beyond those we have achieved in recent years may not be achievable, our operating results are substantially dependent on revenue levels. Because revenues derived from licenses and royalties carry a much higher gross profit margin than other revenues, operating results are also substantially affected by changes in revenue mix.

Both the absolute amount of our Company's revenues and the mix among the various sources of revenue are subject to substantial fluctuation. We have a relatively small number of substantial customers rather than a large number of small customers. Accordingly, changes in the revenue received from a significant customer can have a substantial effect on our Company's total revenue, revenue mix and overall financial performance. Such changes may result from a substantial customer's product development delays, engineering changes, changes in product marketing strategies, production requirements and the like. . In addition, certain customers have, from time to time, sought to renegotiate certain provisions of their license agreements and, when our Company agrees to revise such terms, revenues from the customer may be adversely affected.

### **Comparison of the Years ended December 31, 2023 and 2022**

Revenues for 2023 were \$2,083,900, a decrease of approximately 55%, or \$2,543,300, from \$4,627,200 in 2022. Revenues in 2022 included, in accordance with ASU 214-09, *Revenue from Contracts with Customers* ("Topic 606"), revenue of \$2,810,600 from three licensees representing the present value of guaranteed royalty payments that will be payable over varying periods of two through five years that began in the second half of 2022 and terminate in the second quarter of 2028. The guaranteed royalty payments result from amendments to license agreements with two existing licensees and a license agreement with a new licensee. Since the performance obligation is to grant the licenses for the use of certain patented ink technology as it exists at the time that it is granted, the promise to grant the licenses are performance obligations satisfied at a point in time in accordance with Topic 606.

Licenses, royalties and fees decreased in 2023 by approximately 84%, or \$3,049,800, to \$563,200 from \$3,613,000 in 2022. The decrease in licenses, royalties and fees in 2023 compared to 2022 is due primarily to lower royalties from our Company's licensees in entertainment and toy products market including \$2,810,600 representing the present value of guaranteed royalty payments that will be payable over varying periods of two to five years that began in the third quarter of 2022 as a result of amendments to license agreements with two licensees in the entertainment and toy products market that provide for five year extensions to the license agreements beginning in October 2022 described above. Additionally, our Company negotiated a license with a new licensee in the entertainment and toy products market commencing in October 2022 and terminating in the fourth quarter of 2024. We cannot assure you that the marketing and product development activities of our Company's licensees or other businesses in the entertainment and toy products market will produce a significant increase in revenues for our Company beyond those achieved in 2023, nor can the timing of any potential revenue increases be predicted, particularly given the uncertain economic conditions presently being experienced.

Product and other sales increased by \$506,500, or approximately 50%, to \$1,520,700 in 2023 from \$1,014,200 in 2022. The higher level of ink sales in 2023 compared to 2022 is due primarily to higher ink shipments to the third party authorized printer used by two of our Company's major licensees in the entertainment and toy products market. Sales of ink to the licensed printers of its licensees in the entertainment and toy products market were approximately \$465,700 higher in 2023 compared to 2022. Sales of security ink in 2023 to our Company's licensees in the retail receipt and document fraud market increased by approximately \$14,000 compared to 2022.

Our Company derived \$1,903,700, or approximately 91% of total revenues, from licensees and their licensed printers in the entertainment and toy products market in 2023 compared to \$4,463,800, or approximately 96% of total revenues, in 2022. The decrease in revenues from our licensees and their authorized printers in the entertainment and toy products market in 2023 compared to 2022 is due primarily to the higher guaranteed royalties in accordance with Topic 606 resulting from a new license along with license extensions with two licensees in 2022. Our Company's licensees in the entertainment and toy products market continue to develop new products for this market and improve their current offerings; however, their sales will be affected by marketplace reaction to the new and improved products, economic conditions that influence this market segment and the economy as a whole. Revenues that the Company derives from these licensees will be similarly affected. We cannot assure you that the marketing and product development activities of licensees in the entertainment and toy products market will produce increased revenues for the Company in future periods, nor can the timing of any potential revenue increases be predicted, particularly given the uncertain economic conditions presently being experienced.

Our Company's gross profit decreased to \$1,101,900, or approximately 52% of revenues, in 2023 from \$3,899,500, or approximately 84%, in 2022. The lower gross profit in 2023 compared to 2022 results primarily from lower gross revenues from licenses, royalties and fees offset in part by higher product and other sales in 2023 compared 2022.

Licenses, royalties and fees have historically carried a higher gross profit than product sales, which generally consist of supplies or other manufactured products that incorporate the Company's technologies or equipment used to support the application of its technologies. These items (except for inks which are manufactured by our Company) are generally purchased from third-party vendors and resold to the end-user or licensee and carry a lower gross profit than licenses, royalties and fees. The lower gross profit in 2023 compared to 2022 reflects lower gross revenues from licenses, royalties and fees offset in part by higher gross revenues from product and other sales in 2023 compared to 2022.

As the variable component of cost of revenues related to licenses, royalties and fees is a low percentage of these revenues and the fixed component is not substantial, period to period changes in revenues from licenses, royalties and fees can significantly affect both gross profit from licenses, royalties and fees as well as overall gross profit. Due primarily to the lower revenues from licenses, royalties and fees in 2023 compared to 2022, the gross profit from licenses, royalties and fees decreased to approximately 62% of revenues from licenses, royalties and fees in 2023 from approximately 95% in 2022.

The gross profit, expressed as a percentage of revenues, of product and other sales is dependent on both the overall sales volumes of product and other sales and on the mix of the specific goods produced and/or sold. The gross profit from product and other sales increased to approximately 50% of revenues in 2023 compared to approximately 45% of revenues 2022. The increase in gross profit in 2023 compared to 2022 is due primarily to higher ink shipments to the third party authorized printers used by two of our Company's major licensees in the entertainment and toy products market.

Research and development expenses were \$163,400 in 2023 compared to \$140,400 in 2022. The increase in 2023 compared to 2022 resulted primarily from higher employee related expenses in 2023 compared to 2022.

Sales and marketing expenses were \$270,800 in 2023 compared to \$494,500 in 2022. The decrease in 2023 compared to 2022 is due primarily to lower commission expense on the lower level of revenues in 2023 as well as reversing prior years overaccruals compared to 2022.

General and administrative expenses increased to \$2,538,300 in 2023 from \$1,219,200 in 2022. The increase in 2023 compared to 2022 is due primarily to higher stock-based compensation and employee related expenses and lower legal and public company related expenses,

Income tax benefit in 2023 resulted from reversing tax accruals. Income taxes in 2022 resulted from Federal income taxes on our Company's taxable income offset in part by the utilization of the remaining Federal net operating loss carryforwards that existed prior to 2023 along with limitations placed on income tax net operating loss deductions by the Commonwealth of Pennsylvania.

Our net (loss) of \$1,435,900 in 2023 compared to net income of \$1,813,100 in 2022 resulted primarily from a lower gross profit on a lower level of licenses, royalties and fees offset in part by higher product and other sales and overhead expenses in 2023 compared to 2022.

Our management does not believe that inflation and changing prices have had a significant effect on our revenues and results of operations during the years ended December 31, 2023 and December 31, 2022.

## Plan of Operation, Liquidity and Capital Resources

Our Company's cash increased to \$2,269,200 at December 31, 2023 from \$917,400 at December 31, 2022. During 2023, our Company received \$5,000,000 upon the sale of 1,250,000 shares of its common stock pursuant to a private placement, used \$19,300 in its operating activities, used \$3,600,400 in its investing activities and \$28,500 for capital expenditures.

Our Company's revenues decreased approximately 55% to \$2,083,900 in 2023 from \$4,627,200 in 2022 primarily as a result of lower licensing revenue from the Company's licensees in the entertainment and toy products market. Our Company's gross profit decreased approximately 72% to \$1,101,900 in 2023 from \$3,899,500 in 2022 primarily as a result of lower license fees from our licensees in the entertainment and toy products market.

Our Company's total overhead expenses increased in 2023 compared to 2022, our Company's net interest income increased in 2023 compared to 2022 and our Company's income tax expense decreased in 2023 compared to 2022. As a result of these factors, our Company generated a net loss of \$1,435,900 in 2023 compared to net income of \$1,813,100 in 2022. Our Company had positive operating cash flow of \$105,500 in 2023. At December 31, 2023, our Company had working capital of \$10,618,400 and stockholders' equity of \$12,382,400. For the full year of 2022, our Company had net income of \$1,813,100 and had negative operating cash flow of \$8,100. At December 31, 2022, our Company had working capital of \$6,421,800 and stockholders' equity of \$8,818,400.

In November 2018, our Company negotiated a \$150,000 revolving line of credit ("Line of Credit") with a bank to provide a source of working capital, if required. The Line of Credit is secured by all the assets of our Company and bears interest at the bank's prime rate for a period of one year and its prime rate plus 1.5% thereafter. The Line of Credit is subject to an annual review and quiet period. There have been no borrowings under the Line of Credit since its inception and the Line of Credit was terminated on July 13, 2023.

We may need to obtain additional capital in the future to further support the working capital requirements associated with our existing revenue base and to develop new revenue sources. We cannot assure you that we will be successful in obtaining such additional capital, if needed.

Our plan of operation for the twelve months beginning with the date of this annual report consists of concentrating available human and financial resources to continue to capitalize on the specific business relationships our Company has developed in the entertainment and toy products market. This includes two licensees that have been marketing products incorporating the Company's technologies since 2012. These two licensees maintain a significant presence in the entertainment and toy products market and are well known and highly regarded participants in this market. We anticipate that these two licensees will expand their current offerings that incorporate our technologies and will introduce and market new products that will incorporate our technologies available to them under their license agreements with our Company. We will continue to develop various applications for these licensees. We also plan to expand our licensee base in the entertainment and toy market. We currently have additional licensees marketing or developing products incorporating our technologies in certain geographic and niche markets of the overall entertainment and toy products market.

Our Company maintains its presence in the retail loss prevention market and believes that revenue growth in this market can be achieved through increased security ink sales to its licensees in this market. We will continue to adjust our production and technical staff as necessary and, subject to available financial resources, invest in capital equipment needed to support potential growth in ink production requirements beyond our current capacity. Additionally, we will pursue opportunities to market our current technologies in specific security and non-security markets. There can be no assurances that these efforts will enable our Company to generate additional revenues and positive cash flow.

Our Company has received, and may in the future seek, additional capital in the form of debt, equity or both, to support our working capital requirements and to provide funding for other business opportunities. We cannot assure you that if we require additional capital, that we will be successful in obtaining such additional capital, or that such additional capital, if obtained, will enable our Company to generate additional revenues and positive cash flow.

As previously stated, we generate a significant portion of our total revenues from licensees in the entertainment and toy products market. These licensees generally sell their products through retail outlets. In the future, such sales may be adversely affected by changes in consumer spending that may occur as a result of an uncertain economic environment in 2024 and beyond due to the ongoing COVID-19 pandemic and its effect on the global economy, geopolitical instability including the Russia-Ukraine war and the supply chain disruptions related to both as well as the record inflation, lower demand and significantly higher interest rates currently being experienced in the United States along with the probability of an economic recession both in the United States and globally. As a result, our revenues, results of operations and liquidity may be negatively impacted in future periods.

### **Contractual Obligations**

We conduct our operations in leased facilities under a non-cancelable operating lease expiring in 2024. Future minimum lease payments under this operating lease at December 31, 2023 are: \$18,900. Total rental expense under operating leases was \$53,300 in each of the years ended December 31, 2023 and December 31, 2022.

### **Recently Adopted Accounting Pronouncements**

In June 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-13, *Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments*. The amendments in this Update affect loans, debt securities, trade receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. The amendments in this Update were extended by ASU No. 2019-10 and are effective for fiscal years beginning after December 15, 2022, including interim periods within fiscal years beginning after December 15, 2023. The Company adopted this new guidance effective January 1, 2023 utilizing the modified retrospective transition method. The adoption of this standard did not have a material impact on the Company's financial statements, but did change how the allowance for credit losses is determined.

### **Off-Balance Sheet Arrangements**

None.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not Applicable.

### **Item 8. Financial Statements and Supplementary Data**

Our Financial Statements are attached as Appendix A (following Exhibits) and included as part of this Form 10-K Report. A list of our Financial Statements is provided in response to Item 15 of this Form 10-K Report.

## **Item 9. Changes In And Disagreements With Accountants On Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, our Company evaluated the effectiveness and design and operation of its disclosure controls and procedures. Our Company's disclosure controls and procedures are the controls and other procedures that we designed to ensure that our Company records, processes, summarizes, and reports in a timely manner the information that it must disclose in reports that our Company files with or submits to the Securities and Exchange Commission. Our principal executive officer and principal financial officer reviewed and participated in this evaluation. Based on this evaluation, our Company made the determination that its disclosure controls and procedures were effective.

#### **Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal controls over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2023.

Our Company's internal control over financial reporting includes policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of the assets of our Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of our Company are being made only in accordance with authorizations of management and directors of our Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. In addition, the design of any system of controls is based in part on certain assumptions about the likelihood of future events, and controls may become inadequate if conditions change. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

This Annual Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, which permits us to provide only management's report in this Annual Report on Form 10-K.

#### **Changes in Company Internal Controls**

No change in our Company's internal control over financial reporting occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

From time to time, certain of our executive officers and directors have, and we expect they will in the future, enter into, amend or terminate written trading arrangements pursuant to Rule 10b5-1 of the Securities and Exchange Act or otherwise.

For the quarter ended December 31, 2023, none of our officers or directors adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act and/or any "non-Rule 10b5-1 trading arrangement," as defined in Item 408 of Regulation S-K.

### **Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not Applicable.



## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated by reference from the information contained within our Company's definitive proxy statement for the 2024 Annual Meeting of Stockholders.

We have adopted a code of business conduct and ethics, called the Code of Business Conduct and Ethics, that applies to all of our directors, officers, including our principal executive, financial and accounting officers, and employees. We intend to provide amendments or waivers to our Code of Business Conduct and Ethics for any of our directors and principal officers on our website. The reference to our website address does not constitute incorporation by reference of any of the information contained on the website, and such information is not a part of this Report on Form 10-K.

### **Item 11. Executive Compensation**

The information required by this Item is incorporated by reference from the information contained within our Company's definitive proxy statement for the 2024 Annual Meeting of Stockholders.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated by reference from the information contained within our Company's definitive proxy statement for the 2024 Annual Meeting of Stockholders.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item is incorporated by reference from the information contained within our Company's definitive proxy statement for the 2024 Annual Meeting of Stockholders.

### **Item 14. Principal Accountant Fees and Services**

The information required by this Item is incorporated by reference from the information contained within our Company's definitive proxy statement for the 2024 Annual Meeting of Stockholders.

## PART IV

### Item 15. Exhibit and Financial Statement Schedules

(a) The following Audited Financial Statements are filed as part of this Form 10-K Report:

Report of Independent Registered Public Accounting Firm  
Balance Sheets  
Statements of Comprehensive Income  
Statement of Stockholders' Equity  
Statements of Cash Flows  
Notes to Financial Statements

(b) The following exhibits are filed as part of this report.

See Exhibit Index.

### Item 16. Form 10-K Summary

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 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: March 25, 2024

**NOCOPI TECHNOLOGIES, INC.**

By: /s/ Michael S. Liebowitz  
Michael S. Liebowitz  
Chairman of the Board, President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Michael S. Liebowitz</u> Michael S. Liebowitz	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 25, 2024
<u>/s/ Debra E. Glickman</u> Debra E. Glickman	Chief Financial Officer (Principal Financial and Accounting Officer)	March 25, 2024
<u>/s/ Jacqueline J. Goldman</u> Jacqueline J. Goldman	Director	March 25, 2024
<u>/s/ Matthew C. Winger</u> Matthew C. Winger	Director	March 25, 2024

## INDEX TO FINANCIAL STATEMENTS

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of Nocopi Technologies, Inc.

### Opinion on the Financial Statements

We have audited the accompanying balance sheets of Nocopi Technologies, Inc. (the Company) as of December 31, 2023 and 2022, and the related statements of comprehensive income (loss), stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2023, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Morison Cogen LLP (PCAOB-536)

We have served as the Company's auditor since 2001.

Blue Bell, Pennsylvania  
March 25, 2024

**Nocopi Technologies, Inc.**  
**Balance Sheets\***

<i>Assets</i>	December 31	
	2023	2022
<b>Current assets</b>		
Cash and cash equivalents	\$ 2,269,200	\$ 917,400
Accounts receivable less \$12,000 allowance for credit losses	1,120,700	1,103,500
Inventory	448,000	486,400
Interest Receivable	160,000	35,200
Short-term investments	7,985,600	4,385,200
Prepaid and other	121,800	103,300
Total current assets	12,105,300	7,031,000
<b>Fixed assets</b>		
Leaschold improvements	81,500	58,400
Furniture, fixtures and equipment	169,800	164,400
Fixed assets, gross	251,300	222,800
Less: accumulated depreciation and amortization	214,800	167,800
Total fixed assets	36,500	55,000
<b>Other assets</b>		
Long-term receivables	1,838,500	2,463,100
Operating lease right of use - building	17,600	68,300
Total other assets	1,856,100	2,531,400
Total assets	\$ 13,997,900	\$ 9,617,400
<b><i>Liabilities and Stockholders' Equity</i></b>		
<b>Current liabilities</b>		
Accounts payable	\$ 27,500	\$ 97,700
Accrued expenses	94,600	173,700
Stock compensation payable	1,347,100	—
Income taxes	—	287,100
Operating lease liability - current	17,600	50,700
Total current liabilities	1,486,800	609,200
<b>Other liabilities</b>		
Accrued expenses, non-current	128,600	172,200
Operating lease liability - non-current	—	17,600
Total other liabilities	128,600	189,800
<b>Commitments and contingencies</b>		
<b>Stockholders' equity</b>		
Series A preferred stock, \$1.00 par value, authorized - 300,000 shares, Issued and outstanding - none	—	—
Common stock, \$0.01 par value, authorized - 75,000,000 shares, Issued and outstanding - 2023 - 10,501,178 shares; 2022 - 9,251,178 shares	105,000	92,500
Paid-in capital	21,647,100	16,659,600
Accumulated deficit	(9,369,600)	(7,933,700)
Total stockholders' equity	12,382,500	8,818,400
Total liabilities and stockholders' equity	\$ 13,997,900	\$ 9,617,400

\*The accompanying notes are an integral part of these financial statements.

*Nocopi Technologies, Inc.*  
*Statements of Comprehensive Income (Loss)\**

	Years ended December 31	
	2023	2022
<b>Revenues</b>		
Licenses, royalties and fees	\$ 563,200	\$ 3,613,000
Product and other sales	1,520,700	1,014,200
<b>Total revenues</b>	<b>2,083,900</b>	<b>4,627,200</b>
<b>Cost of revenues</b>		
Licenses, royalties and fees	214,100	174,200
Product and other sales	767,900	553,500
<b>Total cost of revenues</b>	<b>982,000</b>	<b>727,700</b>
Gross profit	1,101,900	3,899,500
<b>Operating expenses</b>		
Research and development	163,400	140,400
Sales and marketing	270,800	494,500
General and administrative	2,538,300	1,219,200
<b>Total operating expenses</b>	<b>2,972,500</b>	<b>1,854,100</b>
Net income (loss) from operations	(1,870,600)	2,045,400
<b>Other income (expenses)</b>		
Interest income	326,900	64,200
Interest expense and bank charges	(14,900)	(2,000)
<b>Total other income (expenses)</b>	<b>312,000</b>	<b>62,200</b>
<b>Net income (loss) before income taxes</b>	<b>(1,558,600)</b>	<b>2,107,600</b>
Income taxes provision (benefit)	(122,700)	294,500
<b>Net income (loss)</b>	<b>\$ (1,435,900)</b>	<b>\$ 1,813,100</b>
<b>Net income (loss) per common share</b>		
Basic	\$ (.15)	\$ .24
Diluted	\$ (.15)	\$ .24
<b>Weighted average common shares outstanding</b>		
Basic	9,667,845	7,584,511
Diluted	9,667,845	7,584,511

\*The accompanying notes are an integral part of these financial statements.

*Nocopi Technologies, Inc.*  
*Statement of Stockholders' Equity\**  
*For the Period January 1, 2022 through December 31, 2023*

	Common stock		Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount			
<b>Balance - January 1, 2022</b>	6,751,178	\$ 67,500	\$ 13,184,600	\$ (9,746,800)	\$ 3,505,300
Sales of common stock	2,500,000	25,000	3,475,000	—	3,500,000
Net income	—	—	—	1,813,100	1,813,100
<b>Balance - December 31, 2022</b>	9,251,178	92,500	16,659,600	(7,933,700)	8,818,400
Sales of common stock	1,250,000	12,500	4,987,500	—	5,000,000
Net loss	—	—	—	(1,435,900)	(1,435,900)
<b>Balance - December 31, 2023</b>	<u>10,501,178</u>	<u>\$ 105,000</u>	<u>\$ 21,647,100</u>	<u>\$ (9,369,600)</u>	<u>\$ 12,382,500</u>

\*The accompanying notes are an integral part of these financial statements.



**Nocopi Technologies, Inc.**  
**Statements of Cash Flows\***

	Years ended December 31	
	2023	2022
<b>Operating Activities</b>		
Net income (loss)	\$ (1,435,900)	\$ 1,813,100
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation and amortization	47,000	34,100
Stock based compensation	1,347,100	—
Interest Income accrued	(124,800)	(35,200)
(Increase) decrease in assets		
Accounts receivable	(17,200)	(132,700)
Inventory	38,400	(63,700)
Prepaid and other	(18,500)	56,700
Long-term receivables	675,300	(2,230,600)
Increase (decrease) in liabilities		
Accounts payable and accrued expenses	(243,600)	227,900
Income taxes	(287,100)	287,100
Net cash used in operating activities	<u>(19,300)</u>	<u>(43,300)</u>
<b>Investing Activities</b>		
Purchase of short-term investments	(3,600,400)	(4,385,200)
Additions to fixed assets	(28,500)	(800)
Net cash used in investing activities	<u>(3,628,900)</u>	<u>(4,386,000)</u>
<b>Financing Activities</b>		
Issuance of common stock	5,000,000	3,500,000
Net cash provided by financing activities	<u>5,000,000</u>	<u>3,500,000</u>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>1,351,800</b>	<b>(929,300)</b>
<b>Cash and Cash Equivalents</b>		
Beginning of year	917,400	1,846,700
End of year	<u>\$ 2,269,200</u>	<u>\$ 917,400</u>
Cash paid for taxes	\$ 176,700	\$ —
<b>Supplemental Disclosure of Non-Cash Investing and Financing Activities</b>		
Accumulated depreciation and amortization	\$ —	\$ 500
Furniture, fixtures and equipment	\$ —	\$ (500)

\*The accompanying notes are an integral part of these financial statements.

**NOCOPI TECHNOLOGIES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**

**1. Organization of the Company**

Nocopi Technologies, Inc. (the “Company”) is organized under the laws of the State of Maryland. Its main business activities are the development and distribution of document security products and the licensing of its patented reactive ink technologies for the Entertainment and Toy and the Document and Product Authentication markets in the United States and foreign countries. Our Company operates in one principal industry segment.

**2. Significant Accounting Policies**

**Financial Statement Presentation** - Amounts included in the accompanying financial statements have been rounded to the nearest hundred, except for number of shares and per share information.

**Estimates** - The preparation of the financial statements in conformity with Accounting Principles Generally Accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

**Cash and cash equivalents** consist of demand deposits, money-market funds and investment securities consisting of short-term U.S. Treasury Bills with maturities of less than one year held by a major U.S. bank.

**Investments** include any security for which the Company has the positive intent and ability to hold until maturity. These securities are carried at amortized cost.

**Fair Value of Financial Instruments** - The Company’s financial instruments consist of cash and cash equivalents, receivables, short-term investments and trade and other payables. The carrying value of cash and cash equivalents, receivables, short-term investments and trade and other payables approximate their fair value because of their short maturities.

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company can access.

Level 2 Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value as of December 31, 2023 and December 31, 2022.

Short-term investments - Level 2 financial instrument: Valued using quoted prices in active markets for identical assets.

**Accounts receivable and credit policies** - Accounts receivable are uncollateralized customer obligations due under normal trade terms generally requiring payment within 30 days from the invoice date. Customer account balances with invoices dated over 90 days old are considered delinquent.

The carrying amount of accounts receivable is reduced by an allowance that reflects management’s best estimate of the amounts that will not be collected

Accounts receivable are presented net of an allowance for credit losses, which is an estimate of amounts that may not be collectible. The Company uses historical loss information based on the aging of receivables, adjusted for management's expectations about current and future economic conditions, as the basis to determine expected credit losses. Management exercises significant judgment in determining expected credit losses. Key inputs include macroeconomic factors, industry trends, and the creditworthiness of counterparties. Management believes that the composition of receivables at year-end is consistent with historical conditions as credit terms and practices and the client base has not changed significantly.

**Inventory** consists primarily of ink components and is stated at the lower of cost (determined by the first-in, first-out method) or net realizable value.

**Fixed assets** are carried at cost less accumulated depreciation and amortization. Furniture, fixtures and equipment are generally depreciated on the straight-line method over their estimated service lives. Leasehold improvements are amortized on a straight-line basis over the shorter of five years or the term of the lease. Major renovations and betterments are capitalized. Maintenance, repairs and minor items are expensed as incurred. Upon disposal, assets and related depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to income.

**Patent costs** are charged to expense as incurred.

**Revenues** - Our Company follows Accounting Standards Update ("ASU") 214-09, *Revenue from Contracts with Customers* ("Topic 606"), using the modified retrospective method. We recognize revenue from fixed fee licensees at a point in time when the term begins if the contract provides for patented ink technology only as it exists at the time that it is granted. However, for license agreements that provide for rights to future ink technology, revenue is recognized over the term of the license agreement. Revenue for per-unit license agreement is recognized in the period that the Company receives the related royalty report. Revenue for product sales is recognized upon shipment to the customer. There are no contract assets or contract liabilities and therefore no unsatisfied performance obligations. The Company does not offer any warranties, however, damaged products can be returned for credit or refund. For disaggregation of revenue by customers and geographic region, see Note 10.

**Income taxes** - Deferred income taxes are provided for all temporary differences and net operating loss and tax credit carryforwards. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

**Stock-based payments** - Our Company accounts for stock-based compensation under the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 718, "Compensation - Stock Compensation", which requires the measurement and recognition of compensation expense for all stock-based awards made to employees and directors based on estimated fair values on the grant date. Our Company estimates the fair value of stock-based awards on the date of grant using the Black-Scholes model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the shorter of the vesting period or the requisite service periods using the straight-line method. Our Company accounts for stock-based compensation awards to non-employees in accordance with FASB ASU 2017-07, with ASU No. 2018-07, *Compensation - Stock Based Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting* ("ASU 2018-07"), which aligns accounting for share-based payments issued to nonemployees to that of employees under the existing guidance of Topic 718, with certain exceptions. This update supersedes previous guidance for equity-based payments to nonemployees under Subtopic 505-50, *Equity - Equity-Based Payments to Non-Employees*. All issuances of stock options or other equity instruments to non-employees as consideration for goods or services received by the Company are accounted for based on the fair value of the equity instruments issued. Non-employee equity-based payments are recorded as an expense over the service period, as if the Company had paid cash for the services.

**Earnings per share** - Our Company follows FASB ASC 260 resulting in the presentation of basic and diluted earnings per share. Basic earnings per common share are based on the weighted average number of shares outstanding during the periods presented. Diluted earnings per share are computed using weighted average number of common shares plus dilutive common share equivalents outstanding during the period. Potential common shares that would have the effect of increasing diluted earnings per share are considered to be anti-dilutive, i.e. the exercise prices of the outstanding stock options were greater than the market price of the common stock. Since our Company did not have any common stock equivalents outstanding as of December 31, 2023 and 2022, basic and diluted earnings per share were the same.

**Comprehensive income** - Our Company follows FASB ASC 220 in reporting comprehensive income. Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since our Company has no items of other comprehensive income, comprehensive income is equal to net income.

## Recoverability of Long-Lived Assets

Our Company follows FASB ASC 360-35, "Impairment or Disposal of Long-Lived Assets." The Statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Our Company is not aware of any events or circumstances which indicate the existence of an impairment which would be material to our Company's annual financial statements.

## Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-13, *Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments*, as modified by FASB ASU No. 2019-10 and other subsequently issued related ASUs. The amendments in this Update affect loans, debt securities, trade receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. The amendments in this Update are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The Company adopted this new guidance effective January 1, 2023 utilizing the modified retrospective transition method. The adoption of this standard did not have a material impact on the Company's financial statements, but did change how the allowance for credit losses is determined.

## Reclassifications

Certain reclassifications have been made to the 2022 financial statements in order to conform to the 2023 financial statement presentation.

### 3. Cash and Cash Equivalents

	Year ended December 31	
	2023	2022
Cash and cash equivalents		
Cash and money market funds	\$ 2,269,200	\$ 917,400
Cash and cash equivalents	<u>\$ 2,269,200</u>	<u>\$ 917,400</u>

### 4. Short-term Investments

	Year ended December 31	
	2023	2022
Short-term investments		
U.S. Treasury Bills	\$ 7,985,600	\$ 4,385,200
Short-term investments	<u>\$ 7,985,600</u>	<u>\$ 4,385,200</u>

	Amortized Cost	Fair Value
U.S. Treasury Bills		
Due January 25, 2024	\$ 1,074,700	\$ 1,121,200
Due April 18, 2024	1,087,900	1,107,600
Due July 11, 2024	1,074,800	1,096,700
Due September 5, 2024	4,748,200	4,837,600
Total	<u>\$ 7,985,600</u>	<u>\$ 8,163,100</u>

Total interest income recognized for U.S. Treasury Bills was \$239,600 and \$35,200 for years ended December 31, 2023 and December 31, 2022. Interest receivable was \$160,000 and \$35,200 for the years ended December 31, 2023 and December 31, 2022.

## 5. Concentration of Credit Risk

We currently maintain, and may in the future maintain, our assets at certain financial institutions in the U.S. in amounts that are, and in the future may be, in excess of the Federal Deposit Insurance Corporation (“FDIC”) insurance limit of \$250,000. At December 31, 2023, our Company’s deposits and short-term investments with a financial institution were \$10,164,800 in excess of the FDIC deposit insurance coverage of \$250,000. In the event of a failure of any financial institutions where we maintain our deposits or other assets, we may incur a loss to the extent such loss exceeds the FDIC insurance limitation, which could have a material adverse effect upon our liquidity, financial condition and our results of operations.

In addition, we are exposed to credit risk with respect to our accounts receivable due to the concentration of our major customers. See Note 11 for a discussion of our customer concentration.

## 6. Long-term Receivables

As of December 31, 2023, the Company had long-term receivables of \$1,838,500 from two of the three licensees representing the present value of fixed guaranteed royalty payments that will be payable over varying periods of two through five years that commenced in the second half of 2022 and terminate in the second quarter of 2028. The fixed guaranteed royalty payments result from amendments to license agreements with two existing licensees and a license agreement with a new licensee. The receivable represents the present value of the fixed minimum annual payments due under the license agreements, discounted at the Company’s incremental borrowing rate of 4%.

The three agreements grant licenses for the use of certain patented ink technology as it exists at the time that it is granted which is considered functional intellectual property. Under Topic 606, a performance obligation to transfer a license for functional intellectual property is satisfied at a point in time and the fixed consideration could be recognized upfront when the Company transfers control of the licensee if certain criteria are met. Specifically, the minimum royalty guarantee could be recognized upfront if the following conditions are met:

- The royalty payment is fixed or determinable
- Collection of the royalty payment is considered probable
- The licensee has the ability to benefit from the licensed technology

The Company determined that the above conditions were met upon execution of the new 2022 license agreements and recognized \$2,810,600 of royalty revenue net of imputed interest of \$132,300 for the year ended December 31, 2022. The Company also recognized \$206,600 and \$196,500 of commission expense related to the three license agreements, which is reflected in selling expense on the statement of comprehensive income (loss) for the years ended December 31, 2023 and 2022. The commissions are payable over the term of the agreements and are due when payments are received by the Company. As of December 31, 2023 and 2022, the accrued commission payable balance was \$172,200 and \$194,700.

The current portion of the three license agreements, in the amount of \$624,600 and \$507,400, is included in accounts receivable on the balance sheet as of December 31, 2023 and 2022.

The following table summarizes the future minimum payments due under the three license agreements as of December 31, 2023:

Year Ending December 31:

2024	\$	642,000
2025	\$	570,000
2026	\$	570,000
2027	\$	557,500
2028	\$	260,000
Total	\$	<u>2,599,500</u>

The Company has evaluated the collectability of the long-term receivables and believes them to be fully collectible as of December 31, 2023. However, there can be no assurance that the receivables will not be impaired in the future due to changes in the licensees' financial condition or other factors.

The long-term receivables are recorded at its present value as of December 31, 2023, and will be amortized over the term of the license agreements using the effective interest method. The unamortized balance of the receivables as of December 31, 2023 and 2022 is \$2,463,100 and \$2,970,600 including current portion of long-term receivables of \$624,600 and \$507,500, which is included in accounts receivable of the balance sheet as of December 31, 2023 and 2022.

The Company has also considered the potential impact of changes in interest rates on the present value of the three long-term receivables. A hypothetical 1% increase or decrease in the incremental borrowing rate would result in an approximate \$21,400 increase or decrease in the present value of the receivables as of December 31, 2023.

## **7. Line of Credit**

In November 2018, our Company negotiated a \$150,000 revolving line of credit with a bank to provide a source of working capital, if required. The line of credit is secured by all the assets of our Company and bears interest at the bank's prime rate for a period of one year and its prime rate plus 1.5% thereafter. The line of credit is subject to an annual review and quiet period. There have been no borrowings under the line of credit since its inception and the line of credit was terminated on July 13, 2023.

## **8. Stockholders' Equity**

As part of an employment agreement, the Company granted an executive a one-time equity award of 1,000,000 restricted shares of the Company's common stock valued at \$3,580,000, fair value, which award shall vest in its entirety on August 18, 2024. The fair market value of the restricted stock award was determined based on the closing price of the Company's common stock on the grant date and is being amortized on a straight-line basis to general and administrative expense as stock based compensation over the one year vesting term. The Company recorded stock based compensation expense of \$1,320,500 for the year ended December 31, 2023. To the extent the Company has not established an employee equity compensation plan on or prior to August 18, 2024, the restricted shares may be converted, at the election of the executive, in full or in part, into cash compensation, at a rate of \$3.58 per share of common stock, which was the fair market value of the common stock on October 10, 2023, which was the date the Board of Directors approved the Grant. Since the issuance of the restricted stock can be settled in cash, the monthly amortization of the \$3,580,000 fair value of the restricted stock grant is recorded as stock compensation payable. If the restricted stock grant is settled in shares of the Company's common stock based on an established employee equity compensation plan or the option to settle in cash is no longer valid, then the stock compensation payable will be reclassified to additional paid in capital.

On September 11, 2023 our Company entered into a stock purchase agreement in connection with a private placement for total gross proceeds of \$5.0 million. The stock purchase agreement provided for the issuance of an aggregate of 1,250,000 shares of our Company's common stock to an investor at a purchase price of \$4.00 per share. In addition, as consideration for general advisory services until the third anniversary, the Company agreed to issue an aggregate total of 65,790 shares of common stock with a total fair market value on date of grant of \$263,160, which shares shall be issued as follows: one-third (21,930 shares) on September 11, 2024, one-third (21,930 shares) on September 11, 2025 and one-third (21,930 shares) on September 11, 2026. The Company expenses the value of the stock grant, which is determined to be the fair market value of the shares at the date of grant, straight-line over the term of the advisory agreement. For the year ended December 31, 2023, the Company recognized \$26,600 of consulting expense associated with this issuance. On September 11, 2023, the sale pursuant to the Purchase Agreement closed. No placement fees or commissions were paid in connection with this transaction.

On August 25, 2022, our Company filed Articles of Amendment to its Articles of Incorporation with the State Department of Assessments and Taxation of the State of Maryland to effect a one-for-ten (1:10) reverse stock split of our Company's common stock, par value \$0.01 per share. The August 25, 2022 Articles of Amendment become effective as of 12:01 a.m. Eastern Standard Time on September 2, 2022 (the "Effective Time"). At the Effective Time, every ten shares of common stock of our Company that were issued and outstanding immediately prior to the Effective Time were changed into one issued and outstanding share of common stock of our Company. The reverse stock split did not affect any stockholder's ownership percentage of our Company's shares, except to the limited extent that the reverse stock split resulted in any stockholder owning a fractional share. No fractional shares were issued in connection with the reverse stock split. Each stockholder who would otherwise have been entitled to receive a fraction of a share of our Company's common stock instead received one whole share of common stock. There was no change to the number of authorized shares or the par value per share. Share and per share amounts have been retroactively restated to reflect the one-for-ten reverse stock split on September 2, 2022.

On August 1, 2022 our Company entered into a stock purchase agreement in connection with a private placement for total gross proceeds of \$3.5 million. The stock purchase agreement provided for the issuance of an aggregate of 2,500,000 shares of our Company's common stock to two investors at a purchase price of \$1.40 per share, as adjusted for our Company's one-for-ten (1:10) reverse stock split of our Company's common stock, par value \$0.01 per share. To enable the private placement transaction, our Company's Board of Directors approved a 1-for-10 (1:10) reverse stock split of its common stock that was effective on September 2, 2022. On September 13, 2022, the sale pursuant to the stock purchase agreement closed. No placement fees or commissions were paid in connection with this transaction.

At December 31, 2023, our Company had no warrants outstanding.

## 9. Income Taxes

As of December 31, 2023 and 2022, our Company had estimated federal net operating loss carryforwards of approximately \$211,000 and \$— and estimated state net operating loss carryforwards of approximately \$1,791,000 and \$1,657,800. The federal net operating loss carryforwards do not expire but are limited to 80% of each subsequent year's net income. The state net operating loss carryforwards expire in 20 years, starting in 2024. State income taxes in 2022 resulted from limitations placed on net operating loss deductions by the Commonwealth of Pennsylvania. There was no provision for federal and state income taxes for the year ended December 31, 2023 due to the net loss. The utilization of these NOL's to reduce future income taxes will depend on the generation of sufficient taxable income prior to their expiration. There were no material temporary differences for the year ended December 31, 2022. Our Company has established a 100% valuation allowance of \$592,400 and \$143,400 at December 31, 2023 and 2022, respectively, for the deferred tax assets due to the uncertainty of their realization. In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the net operating losses and temporary differences become deductible. Management considered projected future taxable income and tax planning strategies in making this assessment.

The components for federal and state income tax expense (benefit) are:

	Year ended December 31,	
	2023	2022
Current federal tax benefit	\$ (166,700)	\$ 167,800
Current state tax benefit	(16,000)	126,700
Deferred tax benefit	(389,000)	—
Change in valuation allowance	449,000	—
	<u>\$ (122,700)</u>	<u>\$ 294,500</u>

The reconciliation of the statutory federal rate to our Company's effective tax rate follows:

	2023		2022	
	Amount	%	Amount	%
Income tax expense (benefit) at U.S. federal income tax rate	\$ (327,300)	(21)	\$ 442,600	21
State tax net of federal tax effect	(121,900)	(8)	166,300	8
Tax accrual adjustment	(122,500)	(8)	—	—
Change in valuation allowance	449,000	29	—	—
Utilization of operating losses	—	—	(314,400)	(15)
	<u>\$ (122,700)</u>	<u>(8)</u>	<u>\$ 294,500</u>	<u>14</u>

The components of deferred tax assets and liabilities as of December 31, 2023 and 2022 are as follows:

	<u>2023</u>	<u>2022</u>
Deferred tax asset for NOL carryforwards	\$ 203,400	\$ 143,400
Stock-based compensation	389,000	
Valuation allowance	(592,400)	(143,400)
Net	<u>\$ —</u>	<u>\$ —</u>

Our Company follows FASB ASC 740.10, which provides guidance for the recognition and measurement of certain tax positions in an enterprise's financial statements. Recognition involves a determination of whether it is more likely than not that a tax position will be sustained upon examination with the presumption that the tax position will be examined by the appropriate taxing authority having full knowledge of all relevant information.

Our Company's policy is to record interest and penalties associated with unrecognized tax benefits as additional income taxes in the statement of comprehensive income. As of January 1, 2023, our Company had no unrecognized tax benefits and no charge during 2023, and accordingly, our Company did not recognize any interest or penalties during 2023 related to unrecognized tax benefits. There is no accrual for uncertain tax positions as of December 31, 2023.

The Company files U.S. income tax returns and a state income tax return. With few exceptions, the U.S. and state income tax returns filed for the tax years ending on December 31, 2020 and thereafter are subject to examination by the relevant taxing authorities.

#### **10. Commitments and Contingencies**

Our Company conducts its operations in leased facilities under a non-cancelable operating lease expiring in 2024. The lease has been extended for 13 months beginning on May 1, 2024 and expiring on May 31, 2025.

Due to the adoption of the new lease standard under the optional transition method which allows the entity to apply the new lease standard at the adoption date, our Company has capitalized the present value of the minimum lease payments commencing January 1, 2019, using an estimated incremental borrowing rate of 6%. The minimum lease payments do not include common area annual expenses which are considered to be non-lease components.

As of January 1, 2019 the operating lease right-of-use asset and operating lease liability amounted to \$241,100 with no cumulative-effect adjustment to the opening balance of accumulated deficit.

There are no other material operating leases. Our Company has elected not to recognize right-of-use assets and lease liabilities arising from short-term leases.



Total operating lease costs were \$53,300 in each of the years ended December 31, 2023 and December 31, 2022.

Maturities of lease liabilities are as follows:

<b>Year ending December 31</b>	<b>Operating Leases</b>
2024	\$ 18,900
Total lease payments	18,900
Less imputed interest	(1,300)
Total	<u>\$ 17,600</u>

In connection with Michael S. Liebowitz's appointment as Chief Executive Officer of the Company, on October 19, 2023, Mr. Liebowitz and the Company entered into an employment agreement, which sets forth the terms and conditions of his employment and is effective as of October 19, 2023. In consideration for serving as Chief Executive Officer, Mr. Liebowitz is entitled to an annual base salary of \$400,000, which is effective retroactively as of the commencement of his term, August 18, 2023. In addition, Mr. Liebowitz shall be entitled to a one-time equity award of 1,000,000 restricted shares as described under Note 7.

Our Company had an employment agreement with Michael A. Feinstein, M.D., our former Chairman of the Board and Chief Executive Officer. The employment agreement with Dr. Feinstein was terminated as of August 18, 2023.

Our Company has an employment agreement, expiring in March 2024, with Terry W. Stovold, its Chief Operating Officer, whereby Mr. Stovold receives a salary set by our Company's Board of Directors, currently set at \$75,000, along with a commission of seven percent on sales generated by his efforts. The employment agreement contains one-year renewal provisions that became effective after the original term. Our Company has an employment agreement, expiring in September 2024, with Matthew C. Winger, its Executive Vice President of Corporate Development, whereby Mr. Winger receives a salary set by our Company's Board of Directors, currently set at \$125,000 per year effective October 1, 2022 plus a performance bonus determined by our Company's Board of Directors. The employment agreement contains two-year renewal provisions that become effective after the original term. Future minimum compensation payments under these employment agreements is: \$262,500 to be paid in 2024.

From time to time, our Company may be subject to legal proceedings and claims that arise in the ordinary course of its business.

#### **11. 401(k) Savings Plan**

Our Company sponsors a 401(k) savings plan, covering substantially all employees, providing for employee and employer contributions. Employer contributions are made at the discretion of our Company. There were no contributions charged to expense during 2023 or 2022.

## 12. Major Customer and Geographic Information

Our Company's revenues, expressed as a percentage of total revenues, from non-affiliated customers that equaled 10% or more of our Company's total revenues were:

	Year ended December 31	
	2023	2022
Customer A	19%	66%
Customer B	64%	19%

Our Company's non-affiliate customers whose individual balances amounted to more than 10% of our Company's net accounts receivable, expressed as a percentage of net accounts receivable, were:

	December 31	
	2023	2022
Customer A	82%	84%
Customer B	7%	6%

Our Company performs ongoing credit evaluations of its customers and generally does not require collateral. Our Company also maintains allowances for potential credit losses. The loss of a major customer could have a material adverse effect on our Company's business operations and financial condition. Our Company's revenues by geographic region are as follows:

	Year ended December 31	
	2023	2022
North America	591,900	3,331,600
South America	600	1,600
Europe	—	200
Asia	1,439,500	968,000
Australia	51,900	325,800
	<u>2,083,900</u>	<u>4,627,200</u>

## Exhibit Index

The following Exhibits are filed as part of this Annual Report on Form 10-K:

Exhibit Number	Description	Location
3.1	Amended and Restated Articles of Incorporation	Incorporated by reference to the Company's Form 10-Q filed on November 14, 2008
3.2	Articles of Amendment - Filed August 25, 2022	Incorporated by reference to the Company's Report on Form 8-K filed on August 25, 2022
3.2	Second Amended and Restated Bylaws, Dated January 28, 2022	Incorporated by reference to the Company's Form 8-K filed on February 2, 2022
3.3	Articles Supplementary relating to Nocopi Technologies, Inc.'s election to be subject to Sections 3-803, 3-804(a), 3-804(b) and 3-804(c) of the Maryland General Corporation Law	Incorporated by reference to the Company's Form 8-K filed on October 29, 2021
4.1	Form of Certificate of Common Stock	Incorporated by reference to the Company's Annual Report on Form 10-KSB filed on April 7, 2006
4.2	Registration Rights Agreement – Dated August 1, 2022	Incorporated by reference to the Company's Form 8-K filed on August 5, 2022
4.3	Securities registered under Section 12 of the Exchange Act	Filed herewith
10.1†	Amended Summary Plan Description for Nocopi Technologies, Inc. 401(k) Profit Sharing Plan	Incorporated by reference to the Company's Annual Report on Form 10-KSB filed on April 15, 1999
10.2	Director Indemnification Agreement	Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 15, 1999
10.3	Officer Indemnification Agreement	Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 15, 1999
10.4†	Employment Agreement with Michael A. Feinstein, M.D.	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on August 14, 2008
10.5†	Employment Agreement Amendment - Michael A. Feinstein, M.D.	Incorporated by reference to the Company's Form 8-K filed on December 17, 2019
10.6†	Employee Agreement dated September 29, 2022 - Matthew C. Winger	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on September 30, 2022
10.7†	Amended Summary Plan Description for Nocopi Technologies, Inc. 401(k) Profit Sharing Plan	Incorporated by reference to the Company's Annual Report on Form 10-K filed on March 31, 2010
10.8†	Employment Agreement with Terry W. Stovold	Incorporated by reference to the Company's Annual Report on Form 10-K filed on March 30, 2012
10.9	Form of Convertible Debenture Purchase Agreement and Exhibits	Incorporated by reference to the Company's Annual Report on Form 10-K filed on September 11, 2015
10.10	Form of Letter Agreement re: Convertible Debenture Purchase Agreement Election	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on November 13, 2019

10.11	Lease Agreement dated December 12, 2013 relating to premises at 480 Shoemaker Road, King of Prussia, PA 19406	Incorporated by reference to the Company's Annual Report on Form 10-K filed on September 11, 2015
10.12	Lease Extension Agreement dated September 28, 2018	Incorporated by reference to the Company's Annual Report on Form 10-K filed on March 29, 2019
10.13	Business Loan Agreement, Promissory Note and Commercial Security Agreement dated November 28, 2018 between the Company and Santander Bank	Incorporated by reference to the Company's Annual Report on Form 10-K filed on March 29, 2019
10.14	Form of Letter Agreement re: Convertible Debenture Purchase Agreement Election	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on November 13, 2019
10.15	Stock Purchase Agreement - Dated August 1, 2022	Incorporated by reference to the Company's Annual Report on Form 10-K filed on August 5, 2022
10.16	Stock Purchase Agreement, dated September 11, 2023, by and between Nocopi Technologies, Inc. and Frost Gamma Investments Trust	Incorporated by reference to the Company's Current Report on Form 8-K filed on September 13, 2023
10.17	Registration Rights Agreement, dated as of September 11, 2023, 2023, by and between Nocopi Technologies, Inc. and Frost Gamma Investments Trust.	Incorporated by reference to the Company's Current Report on Form 8-K filed on September 13, 2023
10.18†	Employment Agreement dated October 19, 2023 between the Company and Michael S. Liebowitz	Incorporated by reference to the Company's Current Report on Form 8-K filed on October 23, 2023
14.1	Code of Ethics	Incorporated by reference to the Company's Annual Report on Form 10-KSB filed on March 31, 2005
21.1	Subsidiaries of the Registrant	Filed herewith
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a)	Filed herewith
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)	Filed herewith
32.1	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
99.1	Second Amendment to Nomination and Standstill Agreement dated September 30, 2022, between the Company and MSL 18 HOLDINGS LLC, Michael S. Liebowitz and Matthew C. Winger	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on September 30, 2022
99.2	First Amendment to Nomination and Standstill Agreement dated May 23, 2022, between the Company and MSL 18 HOLDINGS LLC, Michael S. Liebowitz and Matthew C. Winger	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on May 24, 2022
99.3	Nomination and Standstill Agreement dated March 29, 2022, between the Company and MSL 18 HOLDINGS LLC, Michael S. Liebowitz and Matthew C. Winger	Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on March 29, 2022
99.4	Standstill Agreement dated May 23, 2022, between the Company and Howard Timothy Eriksen, Cedar Creek Partners, LLC and Eriksen Capital Management LLC.	Incorporated by reference to the Company's Current Report on Form 8-K filed on May 24, 2022
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)	
101.SCH	Inline XBRL Taxonomy Extension Schema Document	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	
101.LAB	Inline XBRL Taxonomy Extension Label 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)	

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† Compensation plans and arrangements for executives and others.