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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 02, 2026

Ondas Inc.
(Exact name of Registrant as Specified in Its Charter)

Nevada	001-39761	47-2615102
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

222 Lakeview Avenue Suite 800 West Palm Beach, Florida	33401
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: 888 350-9994

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001	ONDS	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Explanatory Note

As previously reported, on July 2, 2026, Ondas Inc. (the "Company") acquired 100% of the issued and outstanding membership interests of High Point UAS, LLC, a Delaware limited liability company ("High Point"), pursuant to that certain Unit Purchase Agreement (the "Agreement"), by and among the Company, High Point, Highlander Partners Defense, LLC, a Delaware limited liability company ("Highlander"), DZYNE Management Holdings, LLC, a Delaware limited liability company, High Flight Corporation, a Delaware corporation, and Highlander, in its capacity as the Sellers Representative (as defined in the Agreement).

This Amendment No. 1 to Current Report on Form 8-K/A ("Amendment No. 1") amends the Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 6, 2026 (the "Original 8-K"), to include (i) the audited consolidated financial statements of High Point and its subsidiaries as of and for the year ended December 31, 2025, (ii) the unaudited condensed consolidated financial statements of High Point and its subsidiaries as of and for the three months ended March 31, 2026, and (iii) the unaudited pro forma financial information of High Point and its subsidiaries as of and for the year ended December 31, 2025 and three months ended March 31, 2026, required by Item 9.01(a) and 9.01(b) of Form 8-K. This Amendment No. 1 should be read together with the Original 8-K. Except as set forth herein, no other changes have been made to information contained in the Original 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired

The financial statements of the business acquired required by Item 9.01(a) of Form 8-K are filed herewith as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

(b) Pro forma financial information

The pro forma financial information required by Item 9.01(b) of Form 8-K is filed herewith as Exhibit 99.3 and is incorporated herein by reference.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of Wipfli LLP.
99.1	Revised Audited Consolidated Financial Statements of High Point UAS, LLC and Subsidiaries, as of and for the year ended December 31, 2025.
99.2	Unaudited Consolidated Financial Statements of High Point UAS, LLC and Subsidiaries, as of and for the three months ended March 31, 2026.
99.3	Unaudited pro forma condensed combined balance sheet of the Company as of March 31, 2026 and the unaudited pro forma condensed combined statements of operations of the Company for the three months ended March 31, 2026 and the year ended December 31, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

			ONDAS INC.
Date:	August 11, 2026	By:	/s/ Eric A. Brock
			Eric A. Brock
			Chief Executive Officer

Exhibit 23.1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements (Nos. 333-290121, 333-290087, 333-286642, 333-276853, 333-276852, 333-260450, and 333-235373) on Form S-3, the Registration Statement (No. 333-267565) on Form S-4, and the Registration Statements (Nos. 333-237485, 333-260845, 333-269418, 333-276854, 333-283574, 333-287570, 333-291731, 333-294815, 333-296324 and 333-298169) on Form S-8 of Ondas Inc. of our report dated July 23, 2026, with respect to the revised consolidated financial statements of High Point UAS LLC and Subsidiaries as of and for the year ended December 31, 2025, appearing in Form 8-K/A (Amendment No. 1) of Ondas Inc. dated August 11, 2026.

/s/ Wipfli LLP

Wipfli LLP

Tinley Park, Illinois
August 11, 2026

Exhibit 99.1

High Point UAS, LLC and Subsidiaries

Revised Consolidated Financial Statements

Year Ended December 31, 2025

WIPFLI

To the Board of Directors of
High Point UAS, LLC and Subsidiaries Irvine, California

Opinion

We have audited the accompanying revised consolidated financial statements of High Point UAS, LLC and Subsidiaries (the "Company"), which comprise the consolidated balance sheet as of December 31, 2025, and the revised consolidated statement of operations, changes in members' equity, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying revised consolidated financial statements referred to above present fairly, in all material respects, the financial position of High Point UAS, LLC and Subsidiaries as of December 31, 2025, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America (''GAAP'').

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of High Point UAS, LLC and Subsidiaries and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter - Revisions to Previously Issued Financial Statements

As discussed in Note 1 to the financial statements, the Company has revised its previously issued financial statements to conform to accounting and reporting requirements applicable to entities filing financial statements with the Securities and Exchange Commission. The revisions include, among other matters, the elimination of the private-company accounting alternative for goodwill amortization, the recognition of certain identifiable intangible assets in connection with a business acquisition, and revisions related to the accounting for leases.

These revisions do not represent the correction of an error in the previously issued financial statements. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the revised consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about High Point UAS, LLC and Subsidiaries's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the revised consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS*,* we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of High Point UAS, LLC and Subsidiaries’s internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about High Point UAS, LLC and Subsidiaries's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

Wipfli LLP

Wipfli LLP
Tinley Park, Illinois
July 23, 2026

High Point UAS, LLC and Subsidiaries
Consolidated Balance Sheet

As of December 31,		2025 (Revised)
ASSETS		
Current assets:		
Cash and cash equivalents	$	6,346,326
Restricted cash		1,776,320
Accounts receivable, net of allowance for credit losses of $214,618		12,865,132
Contract assets		4,660,351
Inventories, net		23,008,017
Prepaid and other		4,857,890
Total current assets		53,514,036
Non-current assets:		
Property and equipment, net		15,281,387
Goodwill		186,141,087
Intangibles, net		55,577,844
Deposits		427,092
Operating right-of-use lease assets, net		9,126,726
Total non-current assets		266,554,136
TOTAL ASSETS	$	320,068,172
LIABILITIES AND MEMBERS' EQUITY		
Current liabilities:		
Current portion of operating lease liabilities	$	3,698,188
Accounts payable		7,188,785
Contract liabilities		3,375,515
Accrued expenses		9,757,086
Total current liabilities		24,019,574
Long-term liabilities:		
Operating lease liabilities, net of current portion		6,722,228
Deferred compensation		812,655
Total long-term liabilities		7,534,883
Total liabilities		31,554,457
Members' equity		288,513,715
TOTAL LIABILITIES AND MEMBERS' EQUITY	$	320,068,172

See accompanying notes to consolidated financial statements.

High Point UAS, LLC and Subsidiaries
Consolidated Statement of Operations

Year Ended December 31,		**2025 (Revised)**
Sales	$	104,786,461
Cost of sales		48,401,625
Gross profit		56,384,836
Operating expenses		
General and administrative		57,641,466
Depreciation		2,004,142
Intangibles amortization		8,243,513
Management fees		495,640
Deferred compensation		(196,567)
Total operating expenses		68,188,194
Loss from operations		(11,803,358)
Other income (expense):		
Interest income		177,173
Interest expense		(54,279)
Miscellaneous income		176,916
Total other income, net		299,810
Loss before income taxes		(11,503,548)
Foreign tax expense		181,424
Net loss	$	(11,684,972)

See accompanying notes to consolidated financial statements.

High Point UAS, LLC and Subsidiaries
Consolidated Statement of Changes in Members' Equity

	Additional Paid-In Capital	Retained Earnings	Members' Equity
Balances at January 1, 2025, as revised	359,416,814	(59,288,127)	300,128,687
Net loss	-	(11,684,972)	(11,684,972)
Capital contributions	70,000	-	70,000
Balances at December 31, 2025	$ 359,486,814	$ (70,973,099)	$ 288,513,715

See accompanying notes to consolidated financial statements.

High Point UAS, LLC and Subsidiaries
Consolidated Statement of Cash Flows

Year Ended December 31,		2025 (Revised)
Increase (decrease) in cash and cash equivalents:		
Cash flows from operating activities:		
Net loss	$	(11,684,972)
Adjustments to reconcile consolidated net loss to net cash flows from operating activities:		
Depreciation and amortization		10,247,233
Provison for credit losses		(551,553)
Non-cash lease expense, net of operating lease liabilities		(616,411)
Deferred compensation costs		(196,567)
Changes in operating assets and liabilities:		
Accounts receivable		5,494,218
Contract assets		2,584,918
Inventories, net		4,602,757
Prepaid and other assets		(2,343,319)
Accounts payable		3,140,904
Accrued expenses		2,477,120
Contract liabilities		(3,330,477)
Total adjustments		21,508,823
Net cash flows from operating activities		9,823,851
Cash flows from investing activities:		
Capital expenditures		(8,524,176)
Net cash flows from investing activities		(8,524,176)
Cash flows from financing activities:		
Net change in related party revolving line of credit		(3,508,750)
Capital contributions		70,000
Net cash flows from financing activities		(3,438,750)
Net change in cash and cash equivalents		(2,139,075)
Cash and cash equivalents at beginning		10,261,721
Cash and cash equivalents at end of year	$	8,122,646
Ending cash and cash equivalents balance per consolidated balance sheet	$	6,346,326
Ending restricted cash balance per consolidated balance sheet		1,776,320
Total ending cash and cash equivalents balance per consolidated balance sheet	$	8,122,646
Supplemental cash flow information:		
Cash paid during the year for:		
Interest	$	54,279

See accompanying notes to consolidated financial statements.

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

High Point UAS, LLC and Subsidiaries specializes in manufacturing and service of integrated autonomous defense and robotic systems for multi-mission capabilities, in addition to providing innovative solutions and services within software engineering, data analytics, and cloud-based computing. The Company creates scalable, interoperable software and acts as a prime integrator for sensors and effectors used in multi-domain operations. Their solutions include counter uncrewed systems (UxS), counter unmanned aerial systems (CUAS), force protection, rapid prototyping, long-range intelligence, surveillance, and reconnaissance (ISR), and advanced analytics. The Company has numerous contracts with both commercial and government clients.

Principles of Consolidation

The accompanying consolidated financial statements include the operations of High Point UAS, LLC and its wholly owned subsidiaries (collectively the "Company"):

Delta UAS Acquisition, LLC ("Delta") - 100% owned by High Point UAS, LLC
Dzyne Technologies, LLC ("Dzyne") - 100% owned by Delta UAS Acquisition, LLC
Flex Force Holdings, LLC - 100% owned by Dzyne Technologies, LLC
Flex Force Enterprises, LLC ("Flex Force") - 100% owned by Flex Force Holdings, LLC
High Point Aerotechnologies, Inc. ("High Point") - 100% owned by Dzyne Technologies, LLC
Black Sage Technologies, Inc. - 100% owned by High Point Aerotechnologies, Inc.
High Point Technologies Pte Ltd. (Singapore) - 100% owned by Liteye Systems, Inc.
Liteye Systems, Inc. - 100% owned by High Point Aerotechnologies, Inc.
High Point Technologies UK Ltd. (UK) - 100% owned by Black Sage Technologies, Inc.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Accounting and Presentation

The consolidated financial statements have been prepared on the accrual basis in conformity with accounting principles generally accepted in the United States of America.

Basis of Revision and Conformity to SEC Reporting Requirements

The accompanying consolidated financial statements were previously prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") utilizing certain private-company accounting alternatives for private-company reporting purposes. The Company is now required to include its audited financial statements in certain filings with the U.S. Securities and Exchange Commission ("SEC") in connection with its acquisition by Ondas, Inc.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Basis of Revision and Conformity to SEC Reporting Requirements (Continued)

For purposes of inclusion in SEC filings, the Company meets the definition of a public business entity ("PBE") under U.S. GAAP and, therefore, is not permitted to apply accounting alternatives and practical expedients available to private companies. Accordingly, the accompanying consolidated financial statements have been revised to retrospectively eliminate the effects of previously elected private-company accounting alternatives and to conform the financial statements and related disclosures to the accounting and reporting requirements applicable to PBEs.

The revisions included the following:

- Elimination of the private-company accounting alternative that permitted the amortization of goodwill;
- Recognition and separate presentation of certain identifiable intangible assets that were previously subsumed into goodwill under private-company accounting alternatives;
- Revision of lease accounting balances and related measurements to conform to accounting policies applicable to PBEs;
- Adoption of other disclosure requirements applicable to PBEs, as necessary.

Goodwill and Intangible Assets

Under the Company's previously applied private-company accounting policies, goodwill was amortized on a straight-line basis over a ten-year period and certain customer-related intangible assets and noncompetition agreements acquired in business combinations were subsumed into goodwill. In connection with the preparation of these financial statements for SEC reporting purposes, the Company retrospectively eliminated the effects of the private-company accounting alternatives and applied the accounting guidance applicable to PBEs.

Accordingly, previously recorded goodwill amortization expense was reversed, identifiable intangible assets were separately recognized, and the related amortization expense was recorded based on the estimated useful lives of the identified assets. Goodwill is no longer amortized and is subject to impairment testing in accordance with ASC 350, Intangibles—Goodwill and Other.

Leases

Under its previously applied accounting policies, the Company elected the private-company practical expedient to use a risk-free discount rate in measuring lease liabilities and right-of-use assets. Because this expedient is not available for purposes of reporting requirements applicable to PBEs, the Company retrospectively remeasured its lease liabilities and right-of-use assets using estimated incremental borrowing rates. No other lease accounting policies were revised. The resulting adjustments affected lease liabilities, right-of-use assets, and lease expense for the period presented.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the consolidated financial statements.

Accounts Receivable

Accounts receivables consist of uncollateralized obligations due from customers within the United States and internationally under normal trade terms. Collections of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by an allowance that reflects management's best estimate of the current expected credit losses. The estimate of the allowance for credit losses is based on an analysis of historical loss experience, current receivables aging, and management's assessment of current conditions and expected changes during a reasonable and supportable forecast period. The Company uses an aging method to estimate allowances for credit losses. Management assesses collectability by pooling receivables with similar risk characteristics and evaluates receivables individually when specific customer balances no longer share those risk characteristics.

Past due receivables are written off when the Company’s collection efforts have been deemed unsuccessful in collecting the amounts past due. Bad debt recoveries are credited to the allowance account as collected. The allowance for credit losses totaled $214,618 at December 31, 2025.

The following is a roll forward of the allowance for credit losses for the year ended December 31, 2025:

		2025
Balance at beginning	$	766,171
Provision for credit losses		151,142
Write offs		(702,695)
Balance at end	$	214,618

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Restricted Cash

Restricted cash represents a cash account that is required to be segregated and held in accordance with an operating lease and credit card collateral.

Total cash balance at December 31, 2025 consisted of the following:

		2025
Unrestricted cash and cash equivalents	$	6,346,326
Restricted cash		1,776,320
Total cash, restricted cash and cash equivalents	$	8,122,646

Inventories

Inventories are valued at the lower of cost, determined by the weighted average method, and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Inventories consist of raw materials, work-in-progress, and finished goods. Determining an inventory reserve requires management to make a significant estimate by analyzing inventory age, sales trends, and product lifecycles and involves inherent uncertainties and the application of managements judgment. At December 31, 2025, the Company had a reserve for slow moving and obsolete inventory of $14,643,153.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for renewals and betterments which extend the life of such assets are capitalized. Maintenance and repairs are charged to expense as incurred. Differences between amounts received and net carrying value of assets retired or disposed of are charged or credited to income. Depreciation and amortization is charged to expense on the straight-line basis over the estimated useful life of each asset.

The estimated useful lives for each major depreciable classification of property and equipment are as follows:

Machinery and equipment	10 - 20 years
Software and computer equipment	3 - 5 years
Demo fixed assets	3 - 7 years
Leasehold improvements	Lesser of useful life or lease term
Furniture and office equipment	3 - 10 years
Vehicles	3 - 5 years

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Goodwill

Goodwill is not amortized but tested annually for impairment, or more frequently when events or changes in circumstances or other conditions suggest impairment may have occurred. Impairment exists when the asset carrying values exceed their respective fair values. The excess is recorded to operations as an impairment charge. No impairment of goodwill was recognized during 2025.

Intangibles

Intangibles subject to amortization are capitalized and amortized on a straight-line basis over the estimated useful life of each intangible asset. Intangibles consist of trademarks, trade names, customer contracts, customer relationships, noncompetition agreements and technology. Annual evaluations are performed to determine if the remaining useful lives need to be revised. No impairment was recognized during the year ended December 31, 2025.

Long-Lived Asset Impairment

The Company evaluates the recoverability of the carrying value of long-lived assets whenever events or changes in circumstances indicate the carrying amount may not be recoverable. If a long-lived asset is tested for recoverability and the undiscounted estimated future cash flows expected to result from the use and eventual disposition of the asset is less than the carrying amount of the asset, the asset cost is adjusted to fair value and an impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value. There were no long-lived asset impairments recognized during 2025.

Leases

The Company is a lessee in multiple noncancelable operating leases. If the contract provides the Company the right to substantially all the economic benefits and the right to direct the use of the identified asset, it is considered to be or contain a lease. Right-of-use (ROU) assets and lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the expected lease term. The ROU asset is also adjusted for any lease prepayments made, lease incentives received, and initial direct costs incurred.

The lease liability is initially and subsequently recognized based on the present value of its future lease payments. Variable payments are included in the future lease payments when those variable payments depend on an index or a rate. Increases (decreases) to variable lease payments due to subsequent changes in an index or rate are recorded as variable lease expense (income) in the future period in which they are incurred. Variable payments that are based on additional measurements outside of an index or rate are recorded in the period incurred.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Leases (Continued)

The rate implicit in the Company's leases is generally not readily determinable. Accordingly, the Company uses its incremental borrowing rate in determining the present value of lease payments. The incremental borrowing rate represents the rate of interest the Company would have to pay on a collateralized basis to borrow an amount equal to the lease payments over a similar term and in a similar economic environment. The Company estimates the incremental borrowing rate using information available at the lease commencement date.

The ROU asset for operating leases is subsequently measured throughout the lease term at the amount of the remeasured lease liability (i.e., present value of the remaining lease payments), plus unamortized initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received, and any impairment recognized. For operating leases with lease payments that fluctuate over the lease term, the total lease costs are recognized on a straight-line basis over the lease term.

For all underlying classes of assets, the Company has elected to not recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less at lease commencement and do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. Leases containing termination clauses in which either party may terminate the lease without cause and the notice period is less than 12 months are deemed short-term leases with lease costs included in short-term lease expense. The Company recognizes short-term lease cost on a straight-line basis over the lease term.

For all underlying classes of assets, the Company separates lease and non-lease components to determine the lease payment.

Revenue Recognition

The Company's primary business activity involves manufacturing and service of integrated autonomous airspace solutions, which provide autonomous layered defense and robotic systems for multi-mission capabilities. The Company has sales primarily to the United States Government (USG) and international commercial customers. Revenue is recognized when a customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of the revenue recognition standard, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration they are entitled to in exchange for the goods or services they transfer to the customer. At contract inception, the Company assesses the goods or services promised within each contract and determines the performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes revenue for the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

Determining the method and amount of revenue to recognize requires the Company to make judgments and estimates which include determining whether the performance obligation is satisfied over-time or at a point-in-time, the selection of method to measure progress towards completion, and determining if the contract includes any variable consideration or material right elements.

The Company's primary performance obligation is product sales (autonomous layered defense and robotic systems). Revenue is recognized when control of the goods or services is transferred to the customer, which may occur over time or at a point in time, depending on the terms of the contract. For product sales that include service integration, the Company recognizes revenue over time as progress is made toward satisfying the performance obligations of each contract. The Company measures a contract's progress on the basis of the ratio of costs incurred to estimated total costs, an input method. For contracts which the transaction price includes amounts contingent on future events, the Company estimates the amount to be included in the transaction price based on its experience with such contracts and to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty is resolved. For product resales that do not include service integration, the Company recognizes revenue when the customer obtains control of the product, which occurs at a point in time, and may be upon shipment or upon delivery based on the contractual shipping terms of a contract.

The Company provides both assurance-type and service-type warranties. The Company provides an assurance-type warranty that guarantees its product complies with agreed-upon specifications. The assurance-type warranty is not sold separately and does not convey any additional services to the customer; therefore, the assurance-type warranty is not considered a separate performance obligation. The Company also provides service-type warranties that go above and beyond ensuring basic functionality, generally extended service arrangements. If a service-type warranty is sold with a product or separately, revenue is recognized over the life of the warranty. The Company evaluates warranty offerings in comparison to industry standards and market expectations to determine appropriate warranty classification. Market expectations and industry standards can vary based on product type and geography.

The Company allocates the transaction price based on the estimated relative standalone selling prices of the promised products or services underlying each performance obligation. The Company determines standalone selling prices based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price by taking into account available information such as market conditions and internally approved standard pricing.

The Company does not normally enter into contracts that would result in variable consideration. Contracts that may include terms that could result in variable consideration such as penalties, liquidation damages, discounts and concessions, are analyzed on a contract-by-contract basis and if applicable, an estimate of the potential impact on the transaction price is performed. The Company does not currently provide any discount on early payment.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

Special consideration is given to change orders. A change order will be treated as a separate contract, if the additional goods or services are distinct. The payment terms and conditions in customer contracts vary. The Company typically does not have contracts with customers in which payment terms are greater than 45 days. The Company does not assess whether a significant financing component exists if the period between when it performs its obligations under the contract and when the customer pays, is one year or less.

The Company recognizes freight and shipping costs associated with outbound freight after control over a product has transferred to a customer, as a fulfillment cost and includes those costs in cost of sales. Revenue received from shipping and handling fees is reflected in net sales.

The Company has adopted the practical expedient for accounting for incremental direct costs of obtaining a contract, which consist of sales commissions. Sales commissions are expensed when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less.

The Company has determined that the nature, amount, timing, and uncertainty of revenue and cash flow are most significantly affected by changes in technology and changes in the general state of the economy. In addition, the Company's business with the federal government is subject to the risk that one or more of its contracts, or extensions of existing contracts, may be awarded to a competitor by the federal agency.

Additionally, federal contracts are subject to funding delays, administrative issues, extensions, and moratoriums caused by political and administrative disagreements. Furthermore, federal contractors are subject to audits and contract reviews by federal authorities. These audits can result in adjustments to contract costs, fees, and reimbursements, and certain expenses may be denied. To date, the impact of such matters has not been significant to the Company's operations; however, no assurances can be given regarding the awarding of federal contracts or future risks and uncertainties.

Accounting for long-term contracts with customers involves the use of various techniques to estimate total transaction price, total estimated costs at completion, and progress toward satisfaction of performance obligations which are used to recognize revenue earned. Unforeseen events and circumstances can alter the estimate of the costs associated with a particular contract. Total estimated costs at completion can be impacted by changes in productivity, scheduling, the unit cost of labor, subcontracts, materials, and equipment.

Additionally, external factors such as customer needs, labor availability, governmental regulation and politics may affect the progress of a project's completion, and thus the timing and amount of revenue recognition. To the extent that original cost estimates are modified, estimated costs to complete increase, delivery schedules are delayed, or progress under a contract is otherwise impeded, cash flow, revenue recognition, and profitability from a particular contract may be adversely affected.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Disaggregation of Revenue

Revenues recognized over time were approximately $78,515,000 for the year ended December 31, 2025. Revenues recognized at a point in time were approximately $26,271,000 for the year ended December 31, 2025.

Revenues recognized from government contracts were approximately $55,163,000 for the year ended December 31, 2025. Revenues recognized from all other customer types were approximately $49,623,000 for the year ended December 31, 2025.

Contract Balances and Receivables

Contract assets represent revenue recognized in excess of amounts billed at the reporting date, on uncompleted contracts. Contract assets are current assets and are not considered a significant financing component, as they are intended to protect the customer in the event the Company does not fulfil its obligations under the contract.

Contract liabilities represent the Company's obligation to perform on uncompleted contracts with customers for which the Company has received payment or for which accounts receivable are outstanding. These arise under certain contracts that allow for up-front payments from the customer or contain contractual billing milestones, which result in billings that exceed the amount of revenue recognized for certain periods. Contract liabilities are current liabilities and are not considered a significant financing component, as they are used to meet working capital requirements that are generally higher in the early stages of a contract and are intended to protect the Company from the other party failing to meet its obligations under the contract.

Contract assets, contract liabilities and trade receivables, net consisted of the following:

		December 31, 2025		December 31, 2024
Contract assets	$	4,660,351	$	7,245,269
Contract liabilities		3,375,515		6,705,992
Trade receivables, net	$	12,865,132	$	17,807,797

During 2025, the Company recognized approximately $6,535,000 of revenue recorded as contract liabilities at December 31, 2024. At December 31, 2025, the Company expects to recognize 100% of $3,375,515 of contract liabilities into revenue during the next twelve months.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Income Taxes

Delta, Dzyne, Flex Force Holdings, and Flex Force are incorporated as limited liability companies for income tax purposes. Accordingly, the entities are not liable for federal income taxes, but are liable for certain state income taxes. Federal taxable income and tax credits flow through to the members and are reported on the members' income tax return.

The remaining subsidiaries are consolidated under High Point as a C corporation which requires the recognition of income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized and represent the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. They are measured using the enacted tax rates expected to apply to taxable income in the years in which the related temporary differences are expected to be recovered or settled. Valuation allowances are established against deferred tax assets when it is more likely than not that the realization of those deferred tax assets will not occur. Income taxes are recognized for the current year and for the change in the deferred tax assets and deferred tax liabilities.

The Company's income tax filings are subject to audit by federal and state taxing authorities. Generally, tax years remain open for examination under a three and four year statute of limitations, respectively.

Concentrations

Credit Risk

The Company routinely maintains balances in bank accounts in excess of federally insured limits. The Federal Deposit Insurance Corporation standard insurance limits is $250,000 per depositor, per insured bank, for each account ownership activity. The Company, from time to time, has deposits on hand at the financial institution in excess of the Federal Deposit Insurance Corporation insured limits. The Company has not experienced any losses in such accounts, and management believes there is no significant concentration of credit risk with respect to these accounts.

Major Customers

The Company had one customer that represented approximately 42% of total sales and 23% of accounts receivable for the year ended December 31, 2025.

Foreign Currency Translation

The Company uses the U.S. dollar as its reporting currency. The financial position and results of the Company's subsidiaries, High Point Technologies UK, Ltd. and High Point Technologies Pte Ltd., are measured using the local currency as their functional currency. Assets and liabilities have been translated at the exchange rate as of the balance sheet date; revenues and expenses are generally translated at the average exchange rate for the period. The foreign translation loss (gain) is not material to the consolidated financial statements.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. A three-tier hierarchy prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted market prices in active markets; Level 2, defined as inputs other than quoted market prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions. The asset's or liability's fair value measurement within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The assumptions and methodology used are reviewed by management to ensure the estimated fair value complies with accounting standards generally accepted in the United States of America. The Company valuations are measured within twelve months of the grant date and updated for any material changes between the valuation date and reporting date as necessary.

Cash and Cash Equivalents

Cash equivalents are defined as short-term, highly liquid investments, which are readily convertible to cash and have remaining maturities of three months or less at the date of acquisition.

Research and Development

Research and development costs are expensed as incurred. Research and development costs were $13,837,486 for the year ended December 31, 2025.

Subsequent Events

The Company has evaluated subsequent events through July 23, 2026, which is the date the consolidated financial statement was available to be issued.

Note 2: Inventories

Inventories consist of the following:

As of December 31,		2025
Raw materials	$	26,529,497
Work in process		7,977,218
Finished goods		3,022,036
Other inventories		122,419
Total		37,651,170
Less provision for obsolescence		(14,643,153)
Inventories, net	$	23,008,017

Note 3: Property and Equipment

Property and equipment consists of the following:

As of December 31,		2025
Machinery and equipment	$	1,133,104
Software and computer equipment		2,400,341
Demo fixed assets		7,491,653
Leasehold improvements		774,889
Furniture and office equipment		1,757,057
Vehicles		379,895
Total		13,936,939
Less accumulated depreciation and amortization		(4,000,191)
Construction in progress		5,344,639
Property and equipment, net	$	15,281,387

Depreciation expense for the year ended December 31, 2025 was $2,004,142.

Note 4: Intangibles

Intangibles consist of the following as of December 31, 2025:

As of December 31,	Gross Carrying Amount	Accumulated Amortization	Net Amount	Useful Life
Trademarks and trade names	$ 12,935,000	$ (3,069,002)	$ 9,865,998	10 years
Technology	19,414,912	(8,689,929)	10,724,983	5-6 years
Customer contracts	6,850,000	(6,850,000)	-	1-2 years
Customer relationships	41,720,000	(7,212,261)	34,507,739	10-20 years
Non-compete agreements	1,180,000	(700,876)	479,124	4-5 years
Totals	$ 82,099,912	$ (26,522,068)	$ 55,577,844	

Amortization expense for the year ended December 31, 2025 was $8,243,513.

Amortization expense for each of the next five years is as follows:

2026	$ 8,099,181
2027	8,099,181
2028	6,611,656
2029	4,303,681
2030	3,989,781
Thereafter	24,474,364
Total	$ 55,577,844

Note 5: Related-Party Transactions

The Company has transactions with related parties through common ownership and members. Management fees paid to Highlander Partners, LP were approximately $496,000 for the year ended December 31, 2025. At December 31, 2025, the Company had unpaid management fees of approximately $46,000, which is included in accrued expenses on the consolidated financial statements.

The Company has a revolving line of credit with a member of the Company, as discussed in Note 7.

Note 6: Leases

The Company leases multiple office and manufacturing spaces under separate noncancelable operating leases that are set to expire on various dates through 2032. The leases include renewal terms that can extend the lease terms from three to eight years. To the extent leases include renewal options, those renewal option periods are included in the measurement of the ROU asset and lease liability when the exercise is reasonably certain to occur. In addition, the Company has certain leases that are month to month.

Note 6: Leases (Continued)

The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise or unless the lease is with an entity under common control. The Company does not have the option to exercise a purchase option in regard to its operating leases, and as such none has been recognized in the Company's right-of-use assets or lease liabilities.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Payments due under the lease contracts include fixed payments plus variable payments for the Company's proportionate share of the building's property taxes, operating expenses, insurance, utilities, and maintenance. These variable lease payments are not included in lease payments used to determine the lease liability and are recognized as variable costs when incurred.

Components of lease expense were as follows:

Year ended December 31,		**2025**
Lease cost:		
Operating lease cost	$	4,299,371
Short-term lease cost		8,007
Variable lease cost		563,236
Total lease cost	$	4,870,614

Supplemental information related to leases is as follows:

Year ended December 31,		**2025**
Operating cash flows from operating leases	$	4,897,732
Right-of-use assets obtained in exchange for new operating lease liabilities		412,874

The remaining weighted-average lease term and discount rate were as follows:

Year ended December 31,	**2025**
Weighted-average remaining lease term	3.89
Weighted-average discount rate	7.06%

Note 6: Leases (Continued)

Maturities of lease liabilities are as follows as of December 31, 2025:

Years Ended December 31,		Amount
2026	$	4,302,561
2027		3,430,327
2028		3,086,280
2029		295,183
2030		204,150
Thereafter		305,131
Total lease payments		11,623,632
Less imputed interest		(1,203,216)
Total	$	10,420,416

The Company entered into a new operating lease agreement in May 2026, with occupancy to begin in December 2026. The lease term is 71 months and includes annual escalating lease payments. The beginning operating ROU asset and lease liability are approximately $2,300,000, which will be recognized during 2026.

Note 7: Revolving Line of Credit

During 2024, the Company entered into a revolving line of credit agreement with Highlander Partners, LP, secured by essentially all assets of the Company. The agreement provides for borrowings of up to $15,000,000 with interest payable monthly at a rate of 7.50%. There were no outstanding borrowings as of

December 31, 2025. The revolving line of credit expires on October 31, 2029. Interest expense incurred for the year ended December 31, 2025 was $54,279.

Effective May 15, 2026, the revolving line of credit agreement was amended and the borrowing limit was increased to $40,000,000.

In July 2026, the balance in full was paid off as part of the unit purchase agreement, see Note 13.

Note 8: Retirement Plan

The Company sponsors a deferred compensation and salary savings plan qualified under Internal Revenue Code §401(k) (the Plan) covering substantially all employees meeting certain age and service requirements. The Company provides for matching contributions equal to 100% of each participant's elective deferral up to 4% of the participant's compensation. The Company's contribution expense for the plan totaled $1,367,450 for the year ended December 31, 2025.

Note 9: Contingencies

In the ordinary course of conducting business, the Company occasionally becomes involved in legal proceedings relating to contracts, regulation issues, or other matters. During the year ended December 31, 2024, the Company became involved in a dispute with Flex Force Holdings, LLC's previous owner regarding a $5,000,000 earnout bonus outlined in the purchase agreement dated February 16, 2024. During 2025, the Company and seller entered into an agreement to engage a third party to render a determination over the earnout calculation however, there was no resolution as of December 31, 2025. As of the date of these revised consolidated financial statements, the Company maintains that it properly calculated the stipulations for the earnout and is vigorously defending the prior owner's claims and will await the third party's conclusion. As a result, no accrued losses have been recorded as of December 31, 2025.

The Company is involved in a legal dispute arising from a customer counterclaim alleging damages of approximately $2,200,000. During November 2025, a summary judgment was entered in favor of the customer for the full amount. However, the Company believes the judgment was entered without due process and intends to appeal to the Ninth Circuit Court of Appeals. As of the date of these revised consolidated financial statements, the ultimate outcome of this matter cannot be reasonably predicted. As a result, no accrued losses have been recorded as of December 31, 2025.

Note 10: Members' Equity

The Company's board of directors has designated Series A Common and Series B Incentive units. As of December 31, 2025, the Company has outstanding Series A units of 328,038. As of December 31, 2025, the Company has 11,402 of outstanding Series B units. Holders of Series A Common units have voting rights, while Series B Incentive units holders have limited voting rights as outlined in the operating agreement.

Unit Appreciation Plan

Pursuant to an amended and restated operating agreement, the Company has the right to grant incentive plan awards to participants under a formal unit appreciation plan. The awards only settle upon the occurrence of a corporate transaction, as defined in the plan agreement, upon which the award holders will receive a cash payment in an amount equal to a value specified in the appreciation plan agreement. At December 31, 2025, there were 18,141 units issued and outstanding. Awards granted under this plan will vest upon the occurrence of the corporate transaction, provided that the participants are employees at the time of the event.

Incentive Units and Deferred Compensation

Pursuant to an amended and restated operating agreement, the Company has the right to grant incentive Series B units in order to attract and retain key employees and to provide such persons with long-term incentives and rewards. Under the agreement, each incentive Series B unit shall be deemed a "Profit Interest" within the meaning of Revenue Procedures 93-27 and 2001-43.

Note 10: Members' Equity (Continued)

The Company measures incentive unit awards at the grant-date fair value, updating each year-end, and recognizes employee compensation expense over the period the units become vested. The fair value of the incentive units is estimated using a Black-Scholes-based option valuation model that uses various assumptions regarding the (i) expected volatility in the fair value of the Company's stock based on similar publicly held companies due to the Company being privately held, (ii) expected term of the awards, (iii) discount for lack of marketability, and (iv) risk-free interest rate based on the US Treasury yield curve. The assumptions used in calculating the fair value of the unit awards represent management's best estimate and involve inherent uncertainties and the application of management's judgment. As a result, if factors change and management uses different assumptions, unit-based compensation expense could be materially different for future awards. The Company accounts for forfeitures as they occur. During 2025, the Company repurchased 3,595 units for a nil amount and had forfeitures of 4,353. In addition, the Company issued 3,950 units during 2025.

The specific assumptions used to determine the fair value of the unit awards at grant date and reporting date were as follows:

Year ended December 31,	**2025**
Expected volatility	35%
Expected life of award	5.00
Risk-free interest rate	3.88%
Discount for lack of marketability	28%

As of December 31, 2025, there were 11,402 units issued, of which 3,533 were vested. For the year ended December 31, 2025, approximately ($197,000) of unit-based compensation expense (benefit) was recognized. At December 31, 2025, the Company recorded a deferred compensation liability with respect to the issued Series B units in the amount of $812,655. The remaining expense is expected to be recognized over a weighted average period of 3.67 years. As of December 31, 2025, the Company has unrecognized unit-based compensation expense of approximately $1,557,000.

Note 11: Income Taxes

A reconciliation of the statutory federal income tax rate to the effective rate follows:

Description	2025
Statutory federal income tax rate	21.00%
Permanent differences	(49.07)
Valuation allowance	28.07
Effective rate	-%

The components of income tax (benefit) expense consisted of the following:

As of December 31,		2025
Deferred		
Federal	$	(310,822)
State		568,990
Change in valuation allowance		(258,168)
Total income tax provision	$	-

While the Company had a net loss before the provision for income taxes in 2025, the change in the valuation allowance for deferred tax assets related to certain tax carryforwards where it is more likely than not that the deferred tax assets will not be fully realized resulted in a net provision for income taxes.

Deferred income taxes result from temporary differences between the reporting of amounts for financial statement purposes and income tax purposes. These differences relate primarily to different methods used for depreciation for income tax purposes, accrued liabilities, inventory reserves, net operating loss carryforwards, right of use lease assets, and research and development deductions.

Note 11: Income Taxes (Continued)

The net deferred tax asset (liability) is as follows:

As of December 31,		**2025**
Deferred tax assets:		
Federal	$	10,682,590
State		147,403
Total deferred tax assets		10,829,993
Deferred tax liabilities:		
Federal		(1,351,857)
State		(46,483)
Total deferred tax liabilities		(1,398,340)
Valuation allowance		(9,431,653)
Net deferred tax asset (liability)	$	-

The Company has federal loss carryovers totaling approximately $33,428,000, state loss carryovers totaling approximately $5,703,000, and business interest carryforward totaling approximately $686,000 as of December 31, 2025. Both federal and business interest carryovers can be carried forward indefinitely. State loss carryovers expire either in 2044 or indefinitely as the Company files in multiple states with varying carryover provisions.

Note 12: Accrued Expenses

Accrued expenses as of December 31, 2025, are comprised of the following:

Compensation and related benefits	$	6,494,636
Vacation		1,746,616
Taxes		168,457
Legal		682,637
Other		664,740
Total	$	9,757,086

Note 13: Subsequent Event

On July 2, 2026, the Company entered into a unit purchase agreement (the "Agreement") with Ondas Inc. ("Ondas") whereby Ondas acquired 100% of the issued and outstanding membership interests of the Company for an aggregate purchase price of (i) approximately $200 million in cash, (ii) 39,999,998 shares of Ondas common stock, which were delivered to the sellers on the closing date, and (iii) an additional 44,999,998 shares of Ondas common stock, which are to be delivered to the sellers on January 4, 2027. The Agreement contains customary purchase price adjustments. The Agreement also contains customary representations and warranties, covenants, and indemnities that are subject, in some cases, to specified exceptions, qualifications, limitations and thresholds.

Exhibit 99.2

WIPFLI

High Point UAS, LLC and Subsidiaries

Condensed Consolidated Financial Statements

For the Period January 1, 2026 through March 31, 2026

DZYNE TECHNOLOGIES

High Point UAS, LLC and Subsidiaries
Unaudited Condensed Consolidated Balance Sheet

As of March 31		2026
ASSETS		
Current assets:		
Cash and cash equivalents	$	4,508,074
Restricted cash		1,778,191
Accounts receivable, net of allowance for credit losses of $298,480		8,698,020
Contract assets		5,121,774
Inventories, net		26,326,318
Prepaid and other		4,632,197
Total current assets		51,064,574
Non-current assets:		
Property and equipment, net		17,292,553
Goodwill		186,141,087
Intangibles, net		53,539,208
Deposits		427,042
Operating right-of-use lease assets, net		8,314,238
Total non-current assets		265,714,128
TOTAL ASSETS	$	316,778,702
LIABILITIES AND MEMBERS' EQUITY		
Current liabilities:		
Current portion of operating lease liabilities	$	3,539,456
Line of credit - related party		5,033,917
Accounts payable		6,389,337
Contract liabilities		4,811,205
Accrued expenses		7,223,102
Total current liabilities		26,997,017
Long-term liabilities:		
Operating lease liabilities, net of current portion		5,935,829
Deferred compensation		812,655
Total long-term liabilities		6,748,484
Total liabilities		33,745,501
Members' equity		283,033,201
TOTAL LIABILITIES AND MEMBERS' EQUITY	$	316,778,702

See accompanying notes to the unaudited condensed consolidated financial statements.

High Point UAS, LLC and Subsidiaries

Unaudited Condensed Consolidated Statement of Operations

For the three month period ended March 31,		2026
Sales	$	25,088,997
Cost of sales		10,704,361
Gross profit		14,384,636
Operating expenses		
General and administrative		16,810,480
Depreciation		562,080
Intangibles amortization		2,038,637
Management fees		229,774
Total operating expenses		19,640,971
Loss from operations		(5,256,335)
Other income (expense):		
Interest income		17,527
Interest expense		(39,855)
Miscellaneous income		34,413
Total other income, net		12,085
Loss before income taxes		(5,244,250)
Foreign tax expense		236,264
Net loss	$	(5,480,514)

See accompanying notes to the unaudited condensed consolidated financial statements.

High Point UAS, LLC and Subsidiaries
Unaudited Condensed Consolidated Statement of Changes in Members' Equity

	Additional Paid-In Capital	Retained Earnings	Members' Equity
Balances at January 1, 2026	$ 359,486,814	$ (70,973,099)	$ 288,513,715
Net loss	—	(5,480,514)	(5,480,514)
Balances at March 31, 2026	$ 359,486,814	$ (76,453,613)	$ 283,033,201

See accompanying notes to the unaudited condensed consolidated financial statements.

High Point UAS, LLC and Subsidiaries
Unaudited Condensed Consolidated Statement of Cash Flows

For the three month period ended March 31,		2026
Increase (decrease) in cash and cash equivalents:		
Cash flows from operating activities:		
Net loss	$	(5,480,514)
Adjustments to reconcile consolidated net loss to net cash flows from operating activities:		
Depreciation and amortization		2,600,716
Provision for credit losses		83,862
Non-cash lease expense, net of operating lease liabilities		(132,643)
Changes in operating assets and liabilities:		
Accounts receivable		4,083,250
Contract assets		(461,423)
Inventories, net		(3,318,301)
Prepaid and other assets		225,743
Accounts payable		(799,448)
Contract liabilities		1,435,690
Accrued expenses		(2,533,984)
Total adjustments		1,183,462
Net cash flows from operating activities		(4,297,052)
Cash flows from investing activities:		
Capital expenditures		(2,573,246)
Net cash flows from investing activities		(2,573,246)
Cash flows from financing activities:		
Net change in revolving line of credit - related party		5,033,917
Net cash flows from financing activities		5,033,917
Net change in cash and cash equivalents		(1,836,381)
Cash and cash equivalents at beginning		8,122,646
Cash and cash equivalents at end of year	$	6,286,265
Ending cash and cash equivalents balance per consolidated balance sheet		$4,508,074
Ending restricted cash balance per consolidated balance sheet		1,778,191
Total ending cash and cash equivalents balance per consolidated balance sheet	$	6,286,265
Supplemental cash flow information:		
Cash paid during the year for:		
Interest	$	39,855

See accompanying notes to the unaudited condensed consolidated financial statements.

High Point UAS, LLC and Subsidiaries
Notes to the Condensed Consolidated Financial Statements

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

High Point UAS, LLC and Subsidiaries specializes in manufacturing and service of integrated autonomous defense and robotic systems for multi-mission capabilities, in addition to providing innovative solutions and services within software engineering, data analytics, and cloud-based computing. The Company creates scalable, interoperable software and acts as a prime integrator for sensors and effectors used in multi-domain operations. Their solutions include counter uncrewed systems (UxS), counter unmanned aerial systems (CUAS), force protection, rapid prototyping, long-range intelligence, surveillance, and reconnaissance (ISR), and advanced analytics. The Company has numerous contracts with both commercial and government clients.

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the operations of High Point UAS, LLC and its wholly owned subsidiaries (collectively the "Company"):

Delta UAS Acquisition, LLC ("Delta") - 100% owned by High Point UAS, LLC
Dzyne Technologies, LLC ("Dzyne") - 100% owned by Delta UAS Acquisition, LLC
Flex Force Holdings, LLC - 100% owned by Dzyne Technologies, LLC
Flex Force Enterprises, LLC ("Flex Force") - 100% owned by Flex Force Holdings, LLC
High Point Aerotechnologies, Inc. ("High Point") - 100% owned by Dzyne Technologies, LLC
Black Sage Technologies, Inc. - 100% owned by High Point Aerotechnologies, Inc.
High Point Technologies Pte Ltd. (Singapore) - 100% owned by Liteye Systems, Inc.
Liteye Systems, Inc. - 100% owned by High Point Aerotechnologies, Inc.
High Point Technologies UK Ltd. (UK) - 100% owned by Black Sage Technologies, Inc.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Accounting and Presentation

The unaudited condensed consolidated financial statements have been prepared on the accrual basis in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of the unaudited condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the unaudited condensed consolidated financial statements.

Accounts Receivable

Accounts receivables consist of uncollateralized obligations due from customers within the United States and internationally under normal trade terms. Collections of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Accounts Receivable (Continued)

The carrying amount of accounts receivable is reduced by an allowance that reflects management's best estimate of the current expected credit losses. The estimate of the allowance for credit losses is based on an analysis of historical loss experience, current receivables aging, and management's assessment of current conditions and expected changes during a reasonable and supportable forecast period. The Company uses an aging method to estimate allowances for credit losses. Management assesses collectability by pooling receivables with similar risk characteristics and evaluates receivables individually when specific customer balances no longer share those risk characteristics.

Past due receivables are written off when the Company's collection efforts have been deemed unsuccessful in collecting the amounts past due. Bad debt recoveries are credited to the allowance account as collected. The allowance for credit losses totaled $298,480 at March 31, 2026.

The following is a roll forward of the allowance for credit losses for the period January 1, 2026 through March 31, 2026:

		2026
Balance at beginning	$	214,618
Provision for credit losses		83,862
Balance at end	$	298,480

Restricted Cash

Restricted cash represents a cash account that is required to be segregated and held in accordance with an operating lease and credit card collateral.

Total cash balances at March 31, 2026 consisted of the following:

		2026
Unrestricted cash and cash equivalents	$	4,508,074
Restricted cash		1,778,191
Total cash, restricted cash and cash equivalents	$	6,286,265

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Inventories

Inventories are valued at the lower of cost, determined by the weighted average method, and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Inventories consist of raw materials, work-in-progress, and finished goods. Determining an inventory reserve requires management to make a significant estimate by analyzing inventory age, sales trends, and product lifecycles and involves inherent uncertainties and the application of managements judgment. At March 31, 2026, the Company had a reserve for slow moving and obsolete inventory of $14,930,352.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Expenditures for renewals and betterments which extend the life of such assets are capitalized. Maintenance and repairs are charged to expense as incurred. Differences between amounts received and net carrying value of assets retired or disposed of are charged or credited to income. Depreciation and amortization is charged to expense on the straight-line basis over the estimated useful life of each asset.

The estimated useful lives for each major depreciable classification of property and equipment are as follows:

Machinery and equipment	10 - 20 years
Software and computer equipment	3 - 5 years
Demo fixed assets	3 - 7 years
Leasehold improvements	Lesser of useful life or lease term
Furniture and office equipment	3 - 10 years
Vehicles	3 - 5 years

Goodwill

Goodwill is not amortized but tested annually for impairment, or more frequently when events or changes in circumstances or other conditions suggest impairment may have occurred. Impairment exists when the asset carrying values exceed their respective fair values. The excess is recorded to operations as an impairment charge. No impairment of goodwill was recognized for the period January 1, 2026 through March 31, 2026.

Intangibles

Intangibles subject to amortization are capitalized and amortized on a straight-line basis over the estimated useful life of each intangible asset. Intangibles consist of trademarks, trade names, customer contracts, customer relationships, noncompetition agreements and technology. Annual evaluations are performed to determine if the remaining useful lives need to be revised. No impairment was recognized for the period January 1, 2026 through March 31, 2026.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Long-Lived Asset Impairment

The Company evaluates the recoverability of the carrying value of long-lived assets whenever events or changes in circumstances indicate the carrying amount may not be recoverable. If a long-lived asset is tested for recoverability and the undiscounted estimated future cash flows expected to result from the use and eventual disposition of the asset is less than the carrying amount of the asset, the asset cost is adjusted to fair value and an impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value. There were no long-lived asset impairments recognized for the period January 1, 2026 through March 31, 2026.

Leases

The Company is a lessee in multiple noncancelable operating leases. If the contract provides the Company the right to substantially all the economic benefits and the right to direct the use of the identified asset, it is considered to be or contain a lease. Right-of-use (ROU) assets and lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the expected lease term. The ROU asset is also adjusted for any lease prepayments made, lease incentives received, and initial direct costs incurred.

The lease liability is initially and subsequently recognized based on the present value of its future lease payments. Variable payments are included in the future lease payments when those variable payments depend on an index or a rate. Increases (decreases) to variable lease payments due to subsequent changes in an index or rate are recorded as variable lease expense (income) in the future period in which they are incurred. Variable payments that are based on additional measurements outside of an index or rate are recorded in the period incurred.

The rate implicit in the Company's leases is generally not readily determinable. Accordingly, the Company uses its incremental borrowing rate in determining the present value of lease payments. The incremental borrowing rate represents the rate of interest the Company would have to pay on a collateralized basis to borrow an amount equal to the lease payments over a similar term and in a similar economic environment. The Company estimates the incremental borrowing rate using information available at the lease commencement date.

The ROU asset for operating leases is subsequently measured throughout the lease term at the amount of the remeasured lease liability (i.e., present value of the remaining lease payments), plus unamortized initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received, and any impairment recognized. For operating leases with lease payments that fluctuate over the lease term, the total lease costs are recognized on a straight-line basis over the lease term.

For all underlying classes of assets, the Company has elected to not recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less at lease commencement and do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. Leases containing termination clauses in which either party may terminate the lease without cause and the notice period is less than 12 months are deemed short-term leases with lease costs included in short-term lease expense. The Company recognizes short-term lease cost on a straight-line basis over the lease term.

For all underlying classes of assets, the Company separates lease and non-lease components to determine the lease payment.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Revenue Recognition

The Company's primary business activity involves manufacturing and service of integrated autonomous airspace solutions, which provide autonomous layered defense and robotic systems for multi-mission capabilities. The Company has sales primarily to the United States Government (USG) and international commercial customers. Revenue is recognized when a customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of the revenue recognition standard, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration they are entitled to in exchange for the goods or services they transfer to the customer. At contract inception, the Company assesses the goods or services promised within each contract and determines the performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes revenue for the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Determining the method and amount of revenue to recognize requires the Company to make judgments and estimates which include determining whether the performance obligation is satisfied over-time or at a point-in-time, the selection of method to measure progress towards completion, and determining if the contract includes any variable consideration or material right elements.

The Company's primary performance obligation is product sales (autonomous layered defense and robotic systems). Revenue is recognized when control of the goods or services is transferred to the customer, which may occur over time or at a point in time, depending on the terms of the contract. For product sales that include service integration, the Company recognizes revenue over time as progress is made toward satisfying the performance obligations of each contract. The Company measures a contract's progress on the basis of the ratio of costs incurred to estimated total costs, an input method. For contracts which the transaction price includes amounts contingent on future events, the Company estimates the amount to be included in the transaction price based on its experience with such contracts and to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty is resolved. For product resales that do not include service integration, the Company recognizes revenue when the customer obtains control of the product, which occurs at a point in time, and may be upon shipment or upon delivery based on the contractual shipping terms of a contract.

The Company provides both assurance-type and service-type warranties. The Company provides an assurance-type warranty that guarantees its product complies with agreed-upon specifications. The assurance-type warranty is not sold separately and does not convey any additional services to the customer; therefore, the assurance-type warranty is not considered a separate performance obligation. The Company also provides service-type warranties that go above and beyond ensuring basic functionality, generally extended service arrangements. If a service-type warranty is sold with a product or separately, revenue is recognized over the life of the warranty. The Company evaluates warranty offerings in comparison to industry standards and market expectations to determine appropriate warranty classification. Market expectations and industry standards can vary based on product type and geography.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

The Company allocates the transaction price based on the estimated relative standalone selling prices of the promised products or services underlying each performance obligation. The Company determines standalone selling prices based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price by taking into account available information such as market conditions and internally approved standard pricing.

The Company does not normally enter into contracts that would result in variable consideration. Contracts that may include terms that could result in variable consideration such as penalties, liquidation damages, discounts and concessions, are analyzed on a contract-by-contract basis and if applicable, an estimate of the potential impact on the transaction price is performed. The Company does not currently provide any discount on early payment.

Special consideration is given to change orders. A change order will be treated as a separate contract, if the additional goods or services are distinct. The payment terms and conditions in customer contracts vary. The Company typically does not have contracts with customers in which payment terms are greater than 45 days. The Company does not assess whether a significant financing component exists if the period between when it performs its obligations under the contract and when the customer pays, is one year or less.

The Company recognizes freight and shipping costs associated with outbound freight after control over a product has transferred to a customer, as a fulfillment cost and includes those costs in cost of sales. Revenue received from shipping and handling fees is reflected in net sales.

The Company has adopted the practical expedient for accounting for incremental direct costs of obtaining a contract, which consist of sales commissions. Sales commissions are expensed when incurred if the amortization period of the assets that the Company otherwise would have recognized is one year or less.

The Company has determined that the nature, amount, timing, and uncertainty of revenue and cash flow are most significantly affected by changes in technology and changes in the general state of the economy. In addition, the Company's business with the federal government is subject to the risk that one or more of its contracts, or extensions of existing contracts, may be awarded to a competitor by the federal agency.

Additionally, federal contracts are subject to funding delays, administrative issues, extensions, and moratoriums caused by political and administrative disagreements. Furthermore, federal contractors are subject to audits and contract reviews by federal authorities. These audits can result in adjustments to contract costs, fees, and reimbursements, and certain expenses may be denied. To date, the impact of such matters has not been significant to the Company's operations; however, no assurances can be given regarding the awarding of federal contracts or future risks and uncertainties.

Accounting for long-term contracts with customers involves the use of various techniques to estimate total transaction price, total estimated costs at completion, and progress toward satisfaction of performance obligations which are used to recognize revenue earned. Unforeseen events and circumstances can alter the estimate of the costs associated with a particular contract. Total estimated costs at completion can be impacted by changes in productivity, scheduling, the unit cost of labor, subcontracts, materials, and equipment.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Revenue Recognition (Continued)

Additionally, external factors such as customer needs, labor availability, governmental regulation and politics may affect the progress of a project's completion, and thus the timing and amount of revenue recognition. To the extent that original cost estimates are modified, estimated costs to complete increase, delivery schedules are delayed, or progress under a contract is otherwise impeded, cash flow, revenue recognition, and profitability from a particular contract may be adversely affected.

Disaggregation of Revenue

Revenues recognized over time were approximately $11,198,000 for the period January 1, 2026 through March 31, 2026. Revenue recognized at a point in time was approximately $13,891,000 for the period January 1, 2026 through March 31, 2026.

Revenues recognized from government contracts were approximately $9,890,000 for the period January 1, 2026 through March 31, 2026. Revenues recognized from all other customer types were approximately $15,199,000 for the period January 1, 2026 through March 31, 2026..

Contract Balances and Receivables

Contract assets represent revenue recognized in excess of amounts billed at the reporting date, on uncompleted contracts. Contract assets are current assets and are not considered a significant financing component, as they are intended to protect the customer in the event the Company does not fulfil its obligations under the contract.

Contract liabilities represent the Company's obligation to perform on uncompleted contracts with customers for which the Company has received payment or for which accounts receivable are outstanding. These arise under certain contracts that allow for up-front payments from the customer or contain contractual billing milestones, which result in billings that exceed the amount of revenue recognized for certain periods. Contract liabilities are current liabilities and are not considered a significant financing component, as they are used to meet working capital requirements that are generally higher in the early stages of a contract and are intended to protect the Company from the other party failing to meet its obligations under the contract.

Contract assets, contract liabilities and trade receivables, net consisted of the following:

	March 31, 2026	January 1, 2026
Contract assets	$ 5,121,774	$ 4,660,351
Contract liabilities	4,811,205	3,375,515
Trade receivables, net	$ 8,698,020	$ 12,865,132

For the period January 1, 2026 through March 31, 2026, the Company recognized approximately $1,421,000 of revenue recorded as contract liabilities at December 31, 2025. At March 31, 2026, the Company expects to recognize 100% of $4,811,205 of contract liabilities into revenue during the next twelve months.

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Income Taxes

Delta, Dzyne, Flex Force Holdings, and Flex Force are incorporated as limited liability companies for income tax purposes. Accordingly, the entities are not liable for federal income taxes, but are liable for certain state income taxes. Federal taxable income and tax credits flow through to the members and are reported on the members' income tax return.

The remaining subsidiaries are consolidated under High Point as a C corporation which requires the recognition of income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized and represent the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. They are measured using the enacted tax rates expected to apply to taxable income in the years in which the related temporary differences are expected to be recovered or settled. Valuation allowances are established against deferred tax assets when it is more likely than not that the realization of those deferred tax assets will not occur. Income taxes are recognized for the current year and for the change in the deferred tax assets and deferred tax liabilities.

The Company's income tax filings are subject to audit by federal and state taxing authorities. Generally, tax years remain open for examination under a three and four year statute of limitations, respectively.

Concentrations

Credit Risk

The Company routinely maintains balances in bank accounts in excess of federally insured limits. The Federal Deposit Insurance Corporation standard insurance limits is $250,000 per depositor, per insured bank, for each account ownership activity. The Company, from time to time, has deposits on hand at the financial institution in excess of the Federal Deposit Insurance Corporation insured limits. The Company has not experienced any losses in such accounts, and management believes there is no significant concentration of credit risk with respect to these accounts.

Major Customers

The Company has the following customers that represent a significant amount of sales for the period January 1, 2026 through March 31, 2026:

	Accounts Receivable	Percent of Total Accounts Receivable	Sales	Percent of Total Sales
Customer A	$ 4,344,945	50 %	$ 8,808,706	35%
Customer B	819,598	9	4,747,392	19
Customer C	92,567	1	4,579,359	18
Total	$ 5,257,110	60 %	$ 18,135,457	72%

Note 1: Nature of Operations and Summary of Significant Accounting Policies (Continued)

Foreign Currency Translation

The Company uses the U.S. dollar as its reporting currency. The financial position and results of the Company's subsidiaries, High Point Technologies UK, Ltd. and High Point Technologies Pte Ltd., are measured using the local currency as their functional currency. Assets and liabilities have been translated at the exchange rate as of the balance sheet date; revenues and expenses are generally translated at the average exchange rate for the period. The foreign translation loss (gain) is not material to the consolidated financial statements.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. A three-tier hierarchy prioritizes the inputs used in measuring fair value. These tiers include Level 1, defined as observable inputs such as quoted market prices in active markets; Level 2, defined as inputs other than quoted market prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore, requiring an entity to develop its own assumptions. The asset's or liability's fair value measurement within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The assumptions and methodology used are reviewed by management to ensure the estimated fair value complies with accounting standards generally accepted in the United States of America. The Company valuations are measured within twelve months of the grant date and updated for any material changes between the valuation date and reporting date as necessary.

Cash and Cash Equivalents

Cash equivalents are defined as short-term, highly liquid investments, which are readily convertible to cash and have remaining maturities of three months or less at the date of acquisition.

Research and Development

Research and development costs are expensed as incurred. Research and development cost was $6,038,513 for the period January 1, 2026 through March 31, 2026.

Subsequent Events

The Company has evaluated subsequent events through July 29, 2026, which is the date the unaudited condensed consolidated financial statement was available to be issued.

Note 2: Inventories

Inventories consist of the following:

As of March 31,		**2026**
Raw materials	$	27,823,786
Work in process		10,336,326
Finished goods		3,096,558
Total		41,256,670
Less provision for obsolescence		(14,930,352)
Inventories, net	$	26,326,318

Note 3: Property and Equipment

Property and equipment consists of the following:

As of March 31,		**2026**
Machinery and equipment	$	1,133,104
Software and computer equipment		2,836,745
Demo fixed assets		9,246,401
Leasehold improvements		785,814
Furniture and office equipment		1,668,157
Vehicles		379,895
Total		16,050,116
Less accumulated depreciation and amortization		(4,563,653)
Construction in progress		5,806,090
Property and equipment, net	$	17,292,553

Depreciation expense for the period January 1, 2026 through March 31, 2026 was $562,080.

Note 4: Intangibles

Intangibles consist of the following as of March 31, 2026:

As of March 31,	Gross Carrying Amount	Accumulated Amortization	Net amount	Useful Life
Trademarks and trade names	$ 12,935,000	$ (3,412,892)	$ 9,522,108	10 years
Technology	19,383,940	(9,653,072)	9,730,868	5-6 years
Customer contracts	6,850,000	(6,850,000)	—	1-2 years
Customer relationships	41,720,000	(7,854,173)	33,865,827	10-20 years
Non-compete agreements	1,180,000	(759,595)	420,405	4-5 years
Total	$ 82,068,940	$ (28,529,732)	$ 53,539,208	

Amortization expense for the period January 1, 2026 through March 31, 2026 was $2,038,636.

Note 5: Related-Party Transactions

The Company has transactions with related parties through common ownership and members. Management fees paid to Highlander Partners, LP was approximately $112,000 for the period January 1, 2026 through March 31, 2026. At March 31, 2026, approximately $121,000 was due to Highlander Partners, LP.

The Company has a revolving line of credit with a member of the Company, as discussed in Note 7.

Note 6: Leases

The Company leases multiple office and manufacturing spaces under separate noncancelable operating leases that are set to expire on various dates through 2032. The leases include renewal terms that can extend the lease terms from three to eight years. To the extent leases include renewal options, those renewal option periods are included in the measurement of the ROU asset and lease liability when the exercise is reasonably certain to occur. In addition, the Company has certain leases that are month to month.

The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise or unless the lease is with an entity under common control. The Company does not have the option to exercise a purchase option in regard to its operating leases, and as such none has been recognized in the Company's right-of-use assets or lease liabilities.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Payments due under the lease contracts include fixed payments plus variable payments for the Company’s proportionate share of the building’s property taxes, operating expenses, insurance, utilities, and maintenance. These variable lease payments are not included in lease payments used to determine the lease liability and are recognized as variable costs when incurred.

Note 6: Leases (Continued)

Components of lease expense were as follows:

Period of January 1, 2026 through March 31, 2026 ,		**2026**
Lease cost:		
Operating lease cost	$	1,086,090
Short-term lease cost		8,000
Variable lease cost		135,928
Total lease cost	$	1,230,018

Supplemental information related to leases is as follows:

Period of January 1, 2026 through March 31, 2026,		**2026**
Operating cash flows from operating leases	$	1,277,839

The remaining weighted-average lease term and discount rate were as follows:

Period of January 1, 2026 through March 31, 2026,	2026
Weighted-average remaining lease term	3.64
Weighted-average discount rate	7.10%

Maturities of lease liabilities are as follows as of March 31, 2026:

		Amount
2026 (remaining)	$	3,187,112
2027		3,430,363
2028		3,086,280
2029		295,183
2030		204,189
Thereafter		301,360
Total lease payments		10,504,487
Less imputed interest		(1,029,202)
Total	$	9,475,285

The Company entered into a new operating lease agreement in May 2026, with occupancy to begin in December 2026. The lease term is 71 months and includes annual escalating lease payments. The beginning operating ROU asset and lease liability are approximately $2,300,000, which will be recognized in December 2026.

Note 7: Revolving Line of Credit

During 2024, the Company entered into a revolving line of credit agreement with Highlander Partners, LP, secured by essentially all assets of the Company. The agreement provides for borrowings of up to $15,000,000 with interest payable monthly at a rate of 7.50%. Total outstanding borrowings were $5,033,917 as of March 31, 2026. The revolving line of credit expires on October 31, 2029. Interest expense incurred for the period January 1, 2026 through March 31, 2026 was $39,855.

Effective May 15, 2026, the revolving line of credit agreement was amended and the borrowing limit was increased to $40,000,000.

In July 2026, the balance in full was paid off as part of the unit purchase agreement, see Note 13.

Note 8: Retirement Plan

The Company sponsors a deferred compensation and salary savings plan qualified under Internal Revenue Code §401(k) (the Plan) covering substantially all employees meeting certain age and service requirements. The Company provides for matching contributions equal to 100% of each participant's elective deferral up to 4% of the participant's compensation. The Company's contribution expense for the plan totaled $521,207 for the period January 1, 2026 through March 31, 2026.

Note 9: Contingencies

In the ordinary course of conducting business, the Company occasionally becomes involved in legal proceedings relating to contracts, regulation issues, or other matters. During the year ended December 31, 2024, the Company became involved in a dispute with Flex Force Holdings, LLC's previous owner regarding a $5,000,000 earnout bonus outlined in the purchase agreement dated February 16, 2024. During 2025, the Company and seller entered into an agreement to engage a third party to render a determination over the earnout calculation however, there was no resolution as of March 31, 2026. As of the date of these consolidated financial statements, the Company maintains that it properly calculated the stipulations for the earnout and is vigorously defending the prior owner's claims and will await the third party's conclusion. As a result, no accrued losses have been recorded as of March 31, 2026.

The Company is involved in a legal dispute arising from a customer counterclaim alleging damages of approximately $2,200,000. During November 2025, a summary judgement was entered in favor of the customer for the full amount. However, the Company believes the judgment was entered without due process and intends to appeal to the Ninth Circuit Court of Appeals. As of the date these unaudited condensed consolidated financial statements, the ultimate outcome of this matter cannot be reasonably predicted. As a result, no accrued losses have been recorded as of March 31, 2026.

Note 10: Members' Equity

The Company's board of directors has designated Series A Common and Series B Incentive units. As of March 31, 2026, the Company has outstanding Series A units of 328,038. As of March 31, 2026, the Company has 11,402 of outstanding Series B units. Holders of Series A Common units have voting rights, while Series B Incentive units holders have limited voting rights as outlined in the operating agreement.

Unit Appreciation Plan

Pursuant to an amended and restated operating agreement, the Company has the right to grant incentive plan awards to participants under a formal unit appreciation plan. The awards only settle upon the occurrence of a corporate transaction, as defined in the plan agreement, upon which the award holders will receive a cash payment in an amount equal to a value specified in the appreciation plan agreement. As of March 31, 2026, there were 18,634 units issued and outstanding. Awards granted under this plan will vest upon the occurrence of the corporate transaction, provided that the participants are employees at the time of the event.

Incentive Units and Deferred Compensation

Pursuant to an amended and restated operating agreement, the Company has the right to grant incentive Series B units in order to attract and retain key employees and to provide such persons with long-term incentives and rewards. Under the agreement, each incentive Series B unit shall be deemed a "Profit Interest" within the meaning of Revenue Procedures 93-27 and 2001-43.

The Company measures incentive unit awards at the grant-date fair value, updating each year-end, and recognizes employee compensation expense over the period the units become vested. The fair value of the incentive units is estimated using a Black-Scholes-based option valuation model that uses various assumptions regarding the (i) expected volatility in the fair value of the Company's stock based on similar publicly held companies due to the Company being privately held, (ii) expected term of the awards, (iii) discount for lack of marketability, and (iv) risk-free interest rate based on the US Treasury yield curve. The assumptions used in calculating the fair value of the unit awards represent management's best estimate and involve inherent uncertainties and the application of management's judgment. As a result, if factors change and management uses different assumptions, unit-based compensation expense could be materially different for future awards. The Company accounts for forfeitures as they occur.

The specific assumptions used to determine the fair value of the unit awards at grant date and reporting date were as follows:

Period of January 1, 2026 through March 31, 2026	
Expected volatility	38%
Expected life of award	5.00
Risk-free interest rate	3.66%
Discount for lack of marketability	29%

Note 10: Members' Equity (Continued)

As of March 31, 2026, there were 11,402 units issued, of which 3,988 were vested. As of March 31, 2026, the Company recorded a deferred compensation liability with respect to the issued Series B units in the amount of $812,655. The remaining expense is expected to be recognized over a weighted average period of 2.97 years. As of March 31, 2026, the Company has unrecognized unit-based compensation expense of approximately $1,879,000.

Note 11: Income Taxes

The Company incurred minimal income tax expense for the period from January 1, 2026, through March 31, 2026, primarily related to foreign income tax. The Company has recorded a full valuation allowance against its deferred tax assets related to certain tax carryforwards, as management has determined it is more likely than not that these deferred tax assets will not be realized.

The Company has federal loss carryovers totaling approximately $36,111,000, state loss carryovers totaling approximately $5,850,000, and business interest carryforward totaling approximately $686,000 as of March 31, 2026. Both federal and business interest carryovers can be carried forward indefinitely. State loss carryovers expire either in 2044 or indefinitely as the Company files in multiple states with varying carryover provisions.

Note 12: Accrued Expenses

Accrued expenses as of March 31, 2026, are comprised of the following:

Compensation and related benefits	$	3,807,531
Vacation		1,916,286
Taxes		175,384
Other		1,323,901
Total	$	7,223,102

Note 13: Subsequent Event

On July 2, 2026, the Company entered into a unit purchase agreement (the "Agreement") with Ondas Inc. ("Ondas") whereby Ondas acquired 100% of the issued and outstanding membership interests of the Company for an aggregate purchase price of (i) approximately $200 million in cash, (ii) 39,999,998 shares of Ondas common stock, which were delivered to the sellers on the closing date, and (iii) an additional 44,999,998 shares of Ondas common stock, which are to be delivered to the sellers on January 4, 2027. The Agreement contains customary purchase price adjustments. The Agreement also contains customary representations and warranties, covenants, and indemnities that are subject, in some cases, to specified exceptions, qualifications, limitations and thresholds.

Exhibit 99.3

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

As previously reported, on July 2, 2026 (the “Closing Date”), Ondas Inc. ("Ondas" or the "Company") acquired 100% of the issued and outstanding membership interests of High Point UAS, LLC, a Delaware limited liability company (“High Point”), from the members of High Point (collectively, the “Sellers”), pursuant to a Unit Purchase Agreement (the “Acquisition”). The aggregate purchase price consisted of approximately $200 million in cash, 39,999,998 shares of the Company’s common stock, par value $0.0001 per share (“Common Stock”), delivered to the Sellers at closing, and an additional 44,999,998 shares of Common Stock to be delivered to the Sellers on January 4, 2027.

The Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2025 and for the three months ended March 31, 2026 give effect to the Acquisition as if it had been completed on January 1, 2025, the first day of the Company’s fiscal year 2025. The Unaudited Pro Forma Condensed Combined Balance Sheet as of March 31, 2026 gives effect to the Acquisition as if it had been completed on March 31, 2026.

The unaudited pro forma condensed combined financial information has been derived from, and should be read in conjunction with, the following historical financial statements and the accompanying notes:

i. The historical audited consolidated financial statements of Ondas and accompanying notes included in Ondas' Annual Report on Form 10-K for the year ended December 31, 2025 filed with the Securities and Exchange Commission (the "SEC") on March 30, 2026;
ii. The historical unaudited condensed consolidated financial statements of Ondas and accompanying notes included in Ondas' Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026 filed with the SEC on May 15, 2026;
iii. The historical audited consolidated financial statements of High Point UAS, LLC and subsidiaries as of and for the year ended December 31, 2025, and related notes, included as Exhibit 99.1 to this Current Report on Form 8-K/A; and
iv. The historical unaudited consolidated financial statements of High Point UAS, LLC and subsidiaries as of and for the three months ended March 31, 2026, and related notes, included as Exhibit 99.2 to this Current Report on Form 8-K/A.

Accounting for the Acquisition

The Acquisition is accounted for as a business combination using the acquisition method of accounting under accounting principles generally accepted in the United States of America (U.S. GAAP), with Ondas as the accounting acquirer. Under the acquisition method of accounting, the consideration transferred is allocated to the identifiable assets acquired and liabilities assumed of High Point based on their estimated fair values as of the closing date of the Acquisition, and any excess of the consideration transferred over the fair value of the net assets acquired is recognized as goodwill. The allocation of the consideration transferred reflected in the unaudited pro forma condensed combined financial information is preliminary and is based on management's estimates and assumptions using information currently available. The final acquisition accounting may differ materially from the preliminary amounts reflected herein.

The following unaudited pro forma condensed combined financial information has been prepared in accordance with Article 11 of Regulation S-X. All financial data included in the unaudited pro forma condensed combined financial information is presented in USD thousands, unless noted otherwise, and has been prepared based on U.S. GAAP and the Company’s accounting policies. The unaudited pro forma condensed combined financial information is presented for illustrative and informational purposes only and is not intended to represent what Ondas' results of operations or financial position would have been had the Acquisition occurred on the dates indicated, nor is it intended to project the results of operations or financial position of Ondas for any future period or as of any future date. The unaudited pro forma condensed combined financial information is based on currently available information and certain assumptions that Ondas believes are reasonable under the circumstances. The pro forma adjustments are preliminary and subject to change as additional information becomes available and additional analyses are performed. The actual financial position and results of operations of Ondas following completion of the Acquisition may differ materially from the unaudited pro forma amounts reflected herein.

ONDAS INC.
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
As of March 31, 2026
(amounts in thousands)

	Ondas Inc. historical	High Point historical (see Note 3)	Transaction accounting adjustments	Notes	Pro forma combined
ASSETS					
Current assets:					
Cash and cash equivalents	$ 1,026,003	$ 4,508	(204,094)	Note 4A	$ 826,417
Restricted cash	11,081	1,778	-		12,859
Short-term investments	447,842	—	-		447,842
Accounts receivable, net	45,295	8,698	-		53,993
Inventory, net	34,286	26,326	7,819	Note 4B	68,431
Other current assets	64,689	9,755	-		74,444
Total current assets	1,629,196	51,065	(196,275)		1,483,986
Other assets:					
Property and equipment, net	11,508	17,293	-		28,801
Goodwill	381,838	186,141	321,574	Notes 2, 4D	889,553
Intangible assets, net	312,514	53,539	259,561	Note 4B	625,614
Long-term equity investments	42,340	—	-		42,340
Investment in unconsolidated affiliates, at fair value	29,289	—	-		29,289
Other assets	32,685	8,741	1,161	Note 4C	42,587
TOTAL ASSETS	$ 2,439,370	$ 316,779	$ 386,021		$ 3,142,170
LIABILITIES, TEMPORARY EQUITY AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable	$ 16,697	$ 6,389	-		23,086
Accrued expenses and other current liabilities	70,731	10,763	6,873	Note 4E	88,367
Accrued purchase and contingent consideration	39,621	—	-		39,621
Notes payable	243	5,034	(5,034)	Note 4F	243
Convertible note payable	528	—	-		528
Deferred revenue	19,627	4,811	-		24,438
Government grant liability	1,870	—	-		1,870
Total current liabilities	149,317	26,997	1,839		178,153
Long-term liabilities:					
Notes payable, net of current portion	188	—	-		188
Accrued purchase and contingent consideration, net of current portion	88,481	—	-		88,481
Convertible notes payable, net of current portion	3,410	—	-		3,410
Government grant liability, net of current portion	1,586	—	-		1,586
Warrant liability	1,058,990	—	-		1,058,990
Deferred tax liability	48,292	—	-		48,292
Other long-term liabilities	8,791	6,749	(813)	Note 4G	14,727
Total liabilities	1,359,055	33,746	1,026		1,393,827
Temporary Equity					
Redeemable noncontrolling interests	2,454	—	-		2,454
Stockholders' Equity					
Common stock – par value $0.0001	46	—	-		46
Additional paid-in capital	1,079,757	359,487	315,413	Note 4D	1,754,657
Accumulated other comprehensive (loss) income	(361)	—	-		(361)
Accumulated deficit	(5,438)	(76,454)	69,582	Notes 4D, 4E	(12,310)
Total pro forma stockholders' equity before non-controlling interest	1,074,004	283,033	384,995		1,742,032
Non-controlling interest	3,857	—	-		3,857
Total pro forma stockholders' equity	1,077,861	283,033	384,995		1,745,889
TOTAL LIABILITIES, TEMPORARY EQUITY AND STOCKHOLDERS' EQUITY	$ 2,439,370	$ 316,779	$ 386,021		$ 3,142,170

See accompanying notes to unaudited pro forma condensed combined financial information

ONDAS INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
Year ended December 31, 2025
(in thousands, except share and per share amounts)

	Ondas Inc. historical	High Point historical (see Note 3)	Transaction accounting adjustments	Notes	Pro forma combined
Revenues, net	$ 50,731	$ 104,786	$ -	-	$ 155,517
Cost of goods sold	30,575	49,546	11,104	Notes 4B, 4H	91,225
Gross profit	20,156	55,240	(11,104)		64,292
Operating expenses:					
General and administrative	44,474	39,176	7,667	Notes 4E, 4J	91,317
Sales and marketing	13,187	8,906	8,378	Note 4H	30,471
Research and development	20,879	18,962	13,361	Note 4H	53,202
Total operating expenses	78,540	67,044	29,406	-	174,990
Operating loss	(58,384)	(11,804)	(40,510)	-	(110,698)
Other income (expense), net:					
Other income (expense), net	11	177	-	-	188
Change in fair value of warrant liability	(82,225)	-	-	-	(82,225)
Change in fair value of government grant liability	(204)	-	-	-	(204)
Interest and dividend income	9,112	177	-	-	9,289
Unrealized gain (loss) on investments	5,400	-	-	-	5,400
Interest expense	(6,575)	(54)	-	-	(6,629)
Foreign exchange gain (loss), net	(27)	-	-	-	(27)
Total other income (expense), net	(74,508)	300	-	-	(74,208)
Income (loss) before provision for income taxes	(132,892)	(11,504)	(40,510)	-	(184,906)
Provision (benefit) for income taxes	488	181	(8,507)	Note 4K	(7,838)
Net income (loss)	$ (133,380)	$ (11,685)	$ (32,003)	-	$ (177,068)
Less: preferred dividends attributable to noncontrolling interest	1,560	-	-	-	1,560
Less: deemed dividends attributable to accretion of redemption value	3,592	-	-	-	3,592
Net loss attributable to noncontrolling interests	(1,361)	-	-	-	(1,361)
Net income (loss) attributable to Ondas Inc. stockholders	$ (137,171)	$ (11,685)	$ (32,003)		$ (180,859)
Net income (loss) per share attributable to Ondas Inc. stockholders:					
Basic	$ (0.62)	-	$ -		$ (0.59)
Diluted	$ (0.62)	-	$ -		$ (0.59)
Weighted average number of common shares outstanding:					
Basic	221,769	-	85,000	Note 4I	306,769
Diluted	221,769	-	85,000	Note 4I	306,769

See accompanying notes to unaudited pro forma condensed combined financial information

ONDAS INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
Three months ended March 31, 2026
(in thousands, except share and per share amounts)

	Ondas Inc. historical	High Point historical (see Note 3)	Transaction accounting adjustments	Notes	Pro forma combined
Revenues, net	$ 50,122	$ 25,089	$ —		$ 75,211
Cost of goods sold	25,464	10,988	824	Note 4H	37,276
Gross profit	24,658	14,101	(824)		37,935
Operating expenses:					
General and administrative	43,316	8,974	56	Note 4J	52,346
Sales and marketing	10,494	2,927	2,102	Note 4H	15,523
Research and development	13,519	7,456	3,352	Note 4H	24,327
Total operating expenses	67,329	19,357	5,510		92,196
Operating loss	(42,671)	(5,256)	(6,334)		(54,261)
Other income (expense), net:					
Other income (expense), net	136	34	—		170
Change in fair value of warrant liability	389,548	-	—		389,548
Gain on deconsolidation of subsidiary	51,453	-	—		51,453
Loss on acquisition of variable interest entity	(46,150)	-	—		(46,150)
Change in fair value of government grant liability	(104)	-	—		(104)
Interest and dividend income	12,136	18	—		12,154
Unrealized gain (loss) on investments	(2,617)	-	—		(2,617)
Interest expense	(338)	(40)	—		(378)
Foreign exchange gain (loss), net	102	-	—		102
Total other income (expense), net	404,166	12	-		404,178
Income (loss) before provision for income taxes	361,495	(5,244)	(6,334)		349,917
Provision (benefit) for income taxes	245	236	(1,330)	Note 4K	(849)
Net income (loss)	$ 361,250	$ (5,480)	$ (5,004)	$ -	$ 350,766
Less: preferred dividends attributable to noncontrolling interest	-	-	—		-
Less: deemed dividends attributable to accretion of redemption value	1,289	-	—		1,289
Net loss attributable to noncontrolling interests	(1,698)	-	—		(1,698)
Net income (loss) attributable to Ondas Inc. stockholders	$ 361,659	$ (5,480)	$ (5,004)		$ 351,175
Net income (loss) per share attributable to Ondas Inc. stockholders:					
Basic	$ 0.58	-	$ -		$ 0.66
Diluted	$ 0.56	-	$ -		$ 0.64
Weighted average number of common shares outstanding:					
Basic	445,089	-	85,000	Note 4I	530,089
Diluted	461,706	-	85,000	Note 4I	546,706

See accompanying notes to unaudited pro forma condensed combined financial information

Notes to Unaudited Pro Forma Condensed Combined Financial Statements

1. Basis of Presentation

The unaudited pro forma condensed combined financial information and related notes are prepared in accordance with Article 11 of Regulation S-X. The unaudited pro forma condensed combined financial statements were derived from historical consolidated financial statements of Ondas Inc. and High Point UAS, LLC, each prepared in accordance with U.S. GAAP and presented in U.S. dollars. As discussed in Note 3, certain accounting policy alignment and reclassification adjustments were made to conform High Point's historical financial statement presentation with that of Ondas. The Company is currently in the process of evaluating High Point’s accounting policies. As a result of that review, additional differences could be identified between the accounting policies of the two companies. There were no material intercompany transactions between Ondas and High Point for the three months ended March 31, 2026 and the year ended December 31, 2025.

The Acquisition is accounted for as a business combination using the acquisition method of accounting under U.S. GAAP, which requires assets acquired and liabilities assumed to be recorded at their acquisition-date fair value. As the acquirer for accounting purposes, the Company has estimated the acquisition date fair value of High Point’s assets acquired and liabilities assumed, while transaction costs associated with the acquisition are expensed as incurred. The excess purchase price consideration over the estimated fair value of assets acquired and liabilities assumed is allocated to goodwill.

The allocation of the purchase price as reflected in the unaudited pro forma condensed combined financial statements is based upon management's preliminary estimates of the fair value of the assets acquired and liabilities assumed. The final estimate of the fair values of the assets and liabilities will be determined with the assistance of a third-party valuation firm. The preliminary amounts recognized are subject to revision until the valuations are completed, and to the extent that additional information is obtained about the facts and circumstances that exist as of the acquisition date.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and are not necessarily indicative of what the combined company’s financial position and results of operations would have actually been had the transactions been completed on the dates used to prepare these pro forma financial statements. The adjustments to fair value and the other estimates reflected in the accompanying unaudited pro forma condensed combined financial statements may be materially different from those reflected in the combined company’s consolidated financial statements subsequent to the transactions. In addition, the unaudited pro forma condensed combined financial statements do not purport to project the future financial position or results of operations of the combined companies. These unaudited pro forma condensed combined financial statements do not give effect to any anticipated synergies, operating efficiencies, or cost savings that may be associated with the transactions. No autonomous entity or management’s adjustments are presented. These financial statements also do not include any integration costs the companies may incur related to the transactions as part of combining the operations of the companies. Amounts in the tables in these unaudited pro forma financial statements and accompanying notes may not sum or calculate due to rounding.

2. Preliminary Purchase Price Allocation

Under the acquisition method of accounting, the identifiable assets acquired and liabilities assumed from High Point are recognized and measured at fair value. The purchase price allocation is preliminary and is based on available information and certain assumptions, which Ondas believes are reasonable.

The following table presents a preliminary allocation of the estimated purchase consideration to the fair values of the identifiable assets acquired and liabilities assumed from High Point as if the acquisition was completed on March 31, 2026, as adjusted for accounting policy alignment and reclassification adjustments as well as acquisition accounting adjustments shown below.

		(in thousands)
Purchase price consideration		
Purchase price from cash consideration	$	204,094
Purchase price from stock consideration		674,900
Total estimated acquisition consideration	$	878,994
Estimated fair value of assets acquired:		
Cash and cash equivalents		4,508
Accounts receivable		8,698
Inventory		34,145
Other current assets		9,755
Property and equipment		17,293
Intangible assets		313,100
Right-of-use assets		9,475
Other assets		2,203
Total estimated fair value of assets acquired	$	399,177
Estimated fair value of liabilities assumed:		
Accounts payable	$	6,389
Accrued expenses and other current liabilities		7,223
Deferred revenue		4,811
Lease liabilities		9,475
Total estimated fair value of liabilities assumed	$	27,898
Estimated net assets acquired	$	371,279
Goodwill	$	507,715

The equity portion of the consideration consists of 84,999,996 shares of Common Stock, comprising 39,999,998 shares delivered on the Closing Date and 44,999,998 shares deliverable on January 4, 2027. All such shares were measured based on market price of the Company's Common Stock on July 2, 2026, the Closing Date, resulting in total stock consideration of $674.9 million. The preliminary purchase accounting adjustments are based on management's preliminary estimates and assumptions, including limited valuation procedures and available information as of the date of preparation of the Pro Forma Financial Information, to allocate the consideration transferred to the identifiable assets acquired and liabilities assumed, including intangible assets. The final allocation of the consideration transferred will be completed after the Company finalizes its detailed valuations during the measurement period, which will not exceed one year from the acquisition date. As a result, the final allocation may differ materially from the preliminary amounts presented herein, and such differences could result in changes to the amounts assigned to goodwill and could have a material impact on future depreciation and amortization expense in the combined company's results of operations.

Preliminary identifiable intangible assets in the unaudited pro forma condensed combined financial information consist of customer relationships of $144.8 million and developed technology of $168.3 million, amortized over preliminary estimated useful lives of 13 years for customer relationships and a range of 6 to 8 years for developed technology, depending on the type of technology. These estimates are preliminary based on current information and subject to change.

3. Accounting Policy Alignment and Reclassification Adjustments

All amounts presented in thousands unless otherwise noted.

Certain reclassification and accounting policy alignment adjustments have been made to conform High Point's historical financial statement presentation to that of Ondas as part of the unaudited pro forma condensed combined financial statement preparation. During the preparation of these unaudited pro forma condensed combined financial statements, Ondas performed a preliminary analysis of High Point's historical financial information to identify any differences in accounting policies that would require reclassification to conform to Ondas' accounting policies and presentation. Upon completion of the Acquisition and a more comprehensive comparison and assessment, additional differences may be identified which could be materially different from the amounts set forth in the unaudited pro forma condensed combined financial information presented herein.

The following reflects the accounting policy alignment and reclassification adjustments made to present High Point's historical consolidated balance sheet as of March 31, 2026 in conformity with that of Ondas:

Presentation in historical financial statements	Ondas Presentation		High Point Historical	Reclassification	Note		High Point as conformed
			March 31, 2026 (thousands)				
Assets							
Cash and cash equivalents	Cash and cash equivalents	$	4,508	-		$	4,508
Restricted cash	Restricted cash		1,778	-			1,778
Accounts receivable, net of allowance for credit losses	Accounts receivable, net		8,698	-			8,698
Contract assets			5,122	(5,122)	(a)		-
Inventories, net	Inventory, net		26,326	-			26,326
Prepaid and other			4,633	(4,633)	(a)		-
	Other current assets		—	9,755	(a)		9,755
Property and equipment, net	Property and equipment, net		17,293	-			17,293
Goodwill	Goodwill		186,141	-			186,141
Intangibles, net	Intangible assets, net		53,539	-			53,539
Deposits			427	(427)	(b)		-
Operating right-of-use lease assets, net			8,314	(8,314)	(b)		-
	Other assets			8,741	(b)		8,741
Total Assets		$	316,779	-		$	316,779
Liabilities and equity							
Current portion of operating lease liabilities			3,539	(3,539)	(c)		-
Line of credit - related party			5,034	(5,034)	(d)		-
Accounts payable	Accounts payable		6,389	-			6,389
	Notes payable			5,034	(d)		5,034
Contract liabilities			4,811	(4,811)	(e)		-
	Deferred revenue			4,811	(e)		4,811
Accrued expenses	Accrued expenses and other current liabilities		7,224	3,539	(c)		10,763
Operating lease liabilities, net of current portion			5,936	(5,936)	(f)		-
Deferred compensation			813	(813)	(f)		-
	Other long-term liabilities			6,749	(f)		6,749
Members' equity			283,033	(283,033)	(g)		-
	Additional paid-in capital			359,487	(g)		359,487
	Accumulated deficit			(76,454)	(g)		(76,454)
Total Liabilities and equity		$	316,779	-		$	316,779

(a) Reclassification of $5,122 of Contract assets and $4,633 of Prepaid and other to Other current assets
(b) Reclassification of $427 of Deposits and $8,314 of Operating right-of-use lease assets, net to Other assets
(c) Reclassification of $3,539 of Current portion of operating lease liabilities to Accrued expenses and other current liabilities
(d) Reclassification of $5,034 of Line of credit - related party to Notes payable
(e) Reclassification of $4,811 of Contract liabilities to Deferred revenue
(f) Reclassification of $813 of Deferred compensation and $5,936 of Operating lease liabilities, net of current portion to Other long-term liabilities
(g) Reclassification of $283,033 from Members' equity to $359,487 of Additional paid-in capital and $(76,454) of Accumulated deficit

The following reflects the accounting policy alignment and reclassification adjustments made to present High Point's historical consolidated statement of operations for the three months ended March 31, 2026 in conformity with that of Ondas:

		March 31, 2026 (thousands)			
Presentation in historical financial statements	**Ondas Presentation**	**High Point Historical**	**Reclassification**	**Note**	**High Point as conformed**
Sales		$ 25,089	(25,089)	(a)	$ -
	Revenues, net		25,089	(a)	25,089
Cost of sales		10,704	(10,704)	(b)	—
	Cost of goods sold		10,988	(b),(e),(f)	10,988
General and administrative	General and administrative	16,810	(7,836)	(c),(e),(g)	8,974
	Sales and marketing		2,927	(c),(e),(f)	2,927
	Research and development		7,456	(c),(e),(f)	7,456
	Other income (expense), net		34	(d)	34
Depreciation		562	(562)	(e)	0
Intangibles amortization		2,039	(2,039)	(f)	—
Management fees		230	(230)	(g)	—
Interest income	Interest and dividend income	18	—	(h)	18
Interest expense	Interest expense	(40)	—		(40)
Miscellaneous income		34	(34)	(d)	0
Foreign tax expense	Provision for income taxes	236	—	(i)	236

a) Reclassification of $25,089 of Sales to Revenues, net

b) Reclassification of $10,704 of Cost of sales to Cost of goods sold

c) Reclassification of $2,091 from General and administrative to Sales and marketing, and $6,342 from General and administrative to Research and development. These amounts represent Sales and marketing personnel and program costs, and Research and development personnel and program costs, respectively, which High Point historically presented within General and administrative.

d) Reclassification of $34 of Miscellaneous income to Other income (expense), net

e) Reclassification of $562 of Depreciation to $366 General and administrative, $154 Sales and Marketing, $26 Research and development and $16 Cost of goods sold

f) Reclassification of $2,039 of Intangibles amortization to $1,088 Research and development, $268 Cost of goods sold, and $683 Sales and marketing

g) Reclassification of $230 of Management fees to General and administrative

h) Reclassification of $18 of Interest income to Interest and dividend income

i) Reclassification of $236 of Foreign tax expense to Provision for income taxes

The following reflects the accounting policy alignment and reclassification adjustments made to present High Point's historical consolidated statement of operations for the year ended December 31, 2025 in conformity with that of Ondas:

		December 31, 2025 (thousands)			
Presentation in historical financial statements	Ondas Presentation	High Point Historical	Reclassification	Note	High Point as conformed
Sales		$ 104,786	(104,786)	(a)	$ -
	Revenues, net		104,786	(a)	104,786
Cost of sales		48,402	(48,402)	(b)	—
	Cost of goods sold		49,546	(b),(e),(f)	49,546
General and administrative	General and administrative	57,641	(18,465)	(c),(e),(g),(h)	39,176
	Sales and marketing		8,906	(e),(f),(g),(h)	8,906
	Research and development		18,962	(e),(f),(g)	18,962
	Other income (expense), net		177	(d)	177
Depreciation		2,004	(2,004)	(e)	—
Intangibles amortization		8,244	(8,244)	(f)	—
Management fees		496	(496)	(c)	—
Deferred compensation		(197)	197	(h)	—
Interest income	Interest and dividend income	177	-	(i)	177
Interest expense	Interest expense	(54)	-		(54)
Miscellaneous income		177	(177)	(d)	—
Foreign tax expense	Provision for income taxes	181	-		181

a) Reclassification of $104,786 of Sales to Revenues, net
b) Reclassification of $48,402 of Cost of sales to Cost of goods sold
c) Reclassification of $496 of Management fees to General and administrative
d) Reclassification of $177 of Miscellaneous income to Other income (expense), net
e) Reclassification of $2,004 of Depreciation to $1,357 General and administrative, $515 Sales and Marketing, $70 Research and development, and $62 Cost of goods sold
f) Reclassification of $8,244 of Intangibles amortization to $4,402 Research and development, $1,082 Cost of goods sold, and $2,760 Sales and marketing.
g) Reclassification of $5,862 from General and administrative to Sales and marketing, and $14,490 from General and administrative to Research and development. These amounts represent Sales and marketing personnel and program costs, and Research and development personnel and program costs, respectively, which High Point historically presented within General and administrative.
h) Reclassification of $197 of Deferred compensation benefit to a $231 benefit within Sales and marketing and a $34 expense within General and administrative.
i) Reclassification of $177 of Interest income to Interest and dividend income
j) Reclassification of $181 of Foreign tax expense to Provision for income taxes

4. Adjustments to Unaudited Pro Forma Condensed Combined Financial Statements

The pro forma transaction accounting adjustments are based on our preliminary estimates and assumptions that are subject to change. The following is a description of the pro forma adjustments reflected in the unaudited pro forma condensed combined balance sheet as of March 31, 2026 and the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2025 and the three months ended March 31, 2026:

A. Reflects the cash portion of the purchase consideration of $204.1 million paid at closing. See Note 2 for the preliminary purchase price allocation.

B. Reflects adjustments to measure the identifiable assets acquired at their preliminary estimated fair values as of the acquisition date. Preliminary estimated fair values of identifiable intangible assets consist of customer relationships of $144.8 million and developed technology of $168.3 million. Refer to Note 4H for the classification and amounts of amortization expense recognized in the pro forma statements of operations. Acquired inventory was also recorded at its preliminary estimated fair value, with the related fair value adjustment of $7.8 million reflected as an increase to cost of goods sold in the year ended December 31, 2025. This adjustment is nonrecurring in nature and will not have a continuing impact on the Company's results of operations.

C. Reflects an adjustment to the right-of-use asset for acquired operating leases to align with the corresponding lease liability balance at the acquisition date.

D. Reflects the elimination of High Point's historical equity balances and the recognition of preliminary goodwill arising from the Acquisition. Refer to Note 2 for the preliminary purchase price allocation.

E. Ondas incurred direct, incremental estimated transaction costs of approximately $6.9 million related to the Acquisition, consisting of advisory, legal, accounting and other professional fees, all of which were incurred subsequent to March 31, 2026. This has been reflected as a pro forma adjustment to increase general and administrative expense in the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2025. A corresponding pro forma adjustment has been recorded to increase accrued expenses and reduce retained earnings in the unaudited pro forma condensed combined balance sheet as of March 31, 2026. The transaction costs related to the Acquisition are nonrecurring and will not have a continuing impact on the Company's results of operations.

F. Reflects the extinguishment of High Point's related party line of credit balance of $5.0 million outstanding as of March 31, 2026, which was settled at closing.

G. Represents the settlement of deferred compensation arrangements of $0.8 million payable to specified employees of High Point in connection with the closing of the Acquisition.

H. Represents the amortization of acquired intangible assets, consisting of developed technology and customer relationships. Total pro forma amortization expense recognized is $33.3 million for the year ended December 31, 2025 and $8.3 million for the three months ended March 31, 2026. Amortization of developed technology of $17.8 million and $4.4 million for the year ended December 31, 2025 and three month period ended March 31, 2026, respectively, has been presented in research and development expense. The remaining amortization related to developed technology of $4.4 million and $1.1 million for the year ended December 31, 2025 and three month period ended March 31, 2026, respectively, has been presented in cost of goods sold. Amortization of $11.1 million and $2.8 million for the year ended December 31, 2025 and three month period ended March 31, 2026, respectively, related to customer relationships, is presented in sales and marketing. These amounts are presented net of the elimination of High Point's historical intangible amortization of $8.2 million and $2.0 million for the year ended December 31, 2025 and three months ended March 31, 2026, respectively, which has been reclassified across research and development, sales and marketing, and cost of goods sold, as described in Note 3.

I. Reflects the pro forma earnings per share calculation, including the Common Stock issued as Acquisition consideration assumed to be outstanding as of January 1, 2025 as follows:

	Three months ended March 31, 2026	Year ended December 31, 2025
	(thousands, except per share amounts)	
Numerator - Pro forma combined net income from continuing operations attributable to Ondas	$ 351,175	$ (180,859)
Denominator:		
Weighted-average number of Ondas shares outstanding - basic	445,089	221,769
Shares of Ondas common stock issued	85,000	85,000
Pro forma Ondas weighted-average shares outstanding - basic	530,089	306,769
Common stock warrants, common stock options, restricted stock and other	16,617	-
Pro forma Ondas weighted-average shares outstanding - diluted	546,706	306,769
Pro forma earnings from continuing operations per share attributable to Ondas:		
Basic	$ 0.66	$ (0.59)
Diluted	$ 0.64	$ (0.59)

J. Reflects the recognition of post-combination compensation expense associated with retention bonuses granted to key employees in connection with the acquisition. The bonuses are subject to continued service requirements following the acquisition date and are recognized ratably over the applicable service periods. Pro forma adjustments for the year ended December 31, 2025 reflect approximately $0.8 million of retention bonuses, inclusive of payroll taxes. For the three months ended March 31, 2026, pro forma adjustments reflect approximately $0.1 million of compensation expense related to retention bonuses, inclusive of payroll taxes. These adjustments are nonrecurring in nature and will not have a continuing impact on the Company's results of operations beyond the applicable retention service periods.

K. Reflects the adjustments to income tax accounts as a result of the pro forma adjustments, based on applicable statutory tax rates. The determination of the tax basis of the assets acquired and liabilities assumed, as well as the amount of goodwill that will be deductible for tax purposes, has not been finalized. Completion of this analysis may result in the recognition of deferred taxes (for example, on recognized intangibles), with a corresponding adjustment to goodwill.