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

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Dated: June 6, 2023**

**Commission File No. 001-33311**

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**NAVIOS MARITIME HOLDINGS INC.**

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**Strathvale House, 90 N Church Street,  
P.O. Box 309, Grand Cayman,  
KY1-1104 Cayman Islands  
(Address of Principal Executive Offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F

Form 40-F

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The information contained in this Report on Form 6-K (this “Report”) is incorporated by reference into the Registration Statements on Form S-8, File No. 333-147186, 333-202141 and 333-222002, and the related prospectuses.

## **Operating and Financial Review and Prospects**

The following is a discussion of the financial condition and results of operations of Navios Maritime Holdings Inc. (“Navios Holdings” or the “Company”) for the three-month period ended March 31, 2023 and 2022. Navios Holdings’ financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). You should read this section together with the consolidated financial statements and the accompanying notes included in Navios Holdings’ Annual Report on Form 20-F for the year ended December 31, 2022 filed with the Securities and Exchange Commission (“SEC”) and the unaudited interim condensed consolidated financial statements and the accompanying notes included elsewhere in this Report.

This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements herein other than statements of historical fact, including statements regarding business and industry prospects or future results of operations or financial position, should be considered forward-looking. These forward-looking statements are based on Navios Holdings’ current expectations and observations. Factors that could cause actual results to differ materially include, but are not limited to risks relating to: global and regional economic and political conditions; changes in production or demand for the transportation or storage of grain and mineral commodities and petroleum products; the planned development of the Port Murtinho Terminal and Nueva Palmira Free Zone port terminal facilities by Navios South American Logistics Inc. (“Navios Logistics”), a consolidated subsidiary of the Company; the ability and willingness of charterers to fulfill their obligations to the affiliates in which we are invested; prevailing charter rates; drydocking and repairs; changing vessel crews and availability of financing; potential disruption of shipping routes due to accidents, wars, diseases, pandemics, political events, piracy or acts by terrorists, including the impact of global pandemics; the aging of our affiliates’ fleets and resultant increases in operating costs; our affiliates’ loss of any customer or charter or vessel; the financial condition of our affiliates’ customers; changes in the availability and costs of funding due to conditions in the bank market, capital markets and other factors; increases in costs and expenses related to the operation of vessels of our affiliates, including but not limited to: crew wages, insurance, provisions, port expenses, lube oil, bunkers, repairs, maintenance, and general and administrative expenses; the expected cost of, and the ability to comply with, governmental regulations and maritime self-regulatory organization standards, as well as standard regulations imposed by charterers; competitive factors in the markets in which we and our affiliates operate; our affiliates’ ability to make distributions and dividends to us; the value of our subsidiaries and affiliates, and risks associated with operations outside the United States.

Other factors that could cause our actual results to differ from our current expectations and observations include, but are not limited to, those discussed under Part I, Item 3D — Risk Factors in Navios Holdings’ Annual Report on Form 20-F for the year ended December 31, 2022. We caution readers of this Report not to place undue reliance on the forward-looking statements, which reflect our view only as of the date of this document. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. We do not undertake any obligation to publicly update or revise any forward-looking statement to reflect changes in assumptions, the occurrence of unanticipated events, changes in future operating results over time, or otherwise.

## **Overview**

### **General**

Navios Holdings owns (i) a controlling equity stake in Navios Logistics, one of the largest infrastructure and logistics companies in the Hidrovia region of South America; and (ii) an interest in Navios Partners (NYSE:NMM), an international shipping company, listed on the New York Stock Exchange, that owns and operates dry cargo and tanker vessels.

In September 2022, Navios Holdings completed the sale of its 36-vessel dry bulk fleet consisting of cash and the assumption of bank debt and finance leases related to the vessels, and subject to a working capital adjustment at closing (the “Transaction”), to Navios Partners. The former dry bulk vessel operations were historically a separate reportable segment of the Company. Subsequent to the closing of the Transaction, the results of the dry bulk vessel operations are reported as discontinued operations for all periods presented.

Navios Logistics, a consolidated subsidiary of the Company, was incorporated under the laws of the Republic of the Marshall Islands on December 17, 2007. Navios Logistics believes it is one of the largest infrastructure and logistics companies in the Hidrovia region river system, the main navigable river system in the region, and on the cabotage trades along the southeastern coast of South America. Navios Logistics operates: the Port Terminal Business, the Cabotage Business and the Barge Business.

### **Port Terminal Business**

Navios Logistics owns three port storage and transfer facilities: a grain port terminal (the “Grain Port Terminal”), which supports agricultural and forest-related exports; an iron ore port terminal (the “Iron Ore Port Terminal”), which supports mineral-related exports; and a liquid port terminal (the “Liquid Port Terminal”), which provides tank storage for refined petroleum products. The Grain Port Terminal and the Iron Port Terminal are located in Nueva Palmira, Uruguay, and the Liquid Port Terminal is located in San Antonio, Paraguay. In October 2022, Navios Logistics commenced providing bunkering services using floating storage capacity in the port of Nueva Palmira. The Navios Logistics port facilities in Nueva Palmira have a total static grain-storage capacity of 460,000 metric tons, and a mineral-ore-stockpile capacity of 1,246,000 tons following the completion of a new stockpile area in the second quarter of 2023. The Liquid Port Terminal has a total static storage capacity of 65,660 cubic meters. The Grain Port Terminal, together with the Iron Ore Terminal, may be collectively referred to in this report as our “Dry Port Terminals.”

### **Cabotage Business**

Navios Logistics owns and operates ocean-going vessels to support the transportation needs of its customers in the South American coastal-trade business. Its fleet consists of five ocean-going product tanker vessels, one river and estuary tanker vessel and one bunker vessel. Navios Logistics contracts its vessels either on a time charter basis or on a contract of affreightment (“CoA”) basis.

### **Barge Business**

Navios Logistics services the Argentine, Bolivian, Brazilian, Paraguayan and Uruguayan river transportation markets through its fleet of 301 vessels in its Barge Business, including 30 pushboats and 271 barges. Navios Logistics operates different types of pushboats and wet and dry barges for delivering a wide range of dry and liquid products between ports in the Parana, Paraguay and Uruguay River systems in South America (the Hidrovia or the “waterway”). Navios Logistics typically contracts its vessels either on a time charter basis or on a CoA basis. Navios Logistics provides transportation for dry cargo (cereals, cotton pellets, soybeans, wheat, limestone (clinker), mineral iron, and rolling stones), liquid cargo (hydrocarbons such as crude oil, gas oil, naphtha, fuel oil and vegetable oils) and liquefied cargo (liquefied petroleum gas or “LPG”).

As of March 31, 2023, Navios Holdings owned 63.8% of Navios Logistics’ stock.

### ***Navios Partners - Affiliate Company (Not Consolidated under Navios Holdings)***

Navios Partners is an international owner and operator of dry cargo and tanker vessels and is engaged in the seaborne transportation services of a wide range of liquid and dry cargo commodities. Types of commodities Navios Partners transports include crude oil, refined petroleum, chemicals, iron ore, coal, grain, fertilizer and containers. Navios Partners charters its vessels under short-, medium-, and longer-term charters.

As of both March 31, 2023 and December 31, 2022, Navios Holdings had a 10.3% ownership interest in Navios Partners. Incentive distribution rights are held by a consolidated subsidiary of Navios Holdings.

### **Fleet**

Following the completion of the Transaction (as defined herein), the current core fleet of the Company consists of the Navios Logistics fleet.

### ***Navios Logistics Fleet***

The following is the current core fleet of Navios Logistics as presented in the Navios Logistics 6-K for the period ended March 31, 2023 filed with SEC:

<b>Pushboats/ Barges/ Inland Oil Tankers Fleet</b>	<b>Number of Vessels</b>	<b>Capacity/BHP</b>	<b>Description</b>
Pushboat Fleet	30	107,920 BHP	Various Sizes and Horsepower
Dry Barges	212	404,550 DWT	Dry Cargo
Tank Barges	56	173,229 m3	Liquid Cargo
LPG Barges	3	4,752 m3	LPG
<b>Total</b>	<b>301</b>		

  

<b>Product Tanker Fleet</b>	<b>Year Built</b>	<b>DWT</b>	<b>Description</b>
Estefania H	2008	12,000	Double-hulled Product Tanker
Makenita H	2009	17,508	Double-hulled Product Tanker
Sara H	2009	9,000	Double-hulled Product Tanker
San San H	2010	16,871	Double-hulled Product Tanker
Ferni H	2010	16,871	Double-hulled Product Tanker
He Man H	2012	1,693	Double-hulled Bunker Vessel
Elena H	2018	4,999	Double-hulled Product Tanker
<b>Total</b>		<b>78,942</b>	

### Factors Affecting Navios Holdings' Results of Operations

Navios Holdings believes the principal factors that will affect its future results of operations are the economic, regulatory, political and governmental conditions that affect the shipping and logistics industry generally and that affect conditions in countries and markets in which the vessels of its affiliates engage in business. Please see "Item 3. Key Information — D. Risk Factors" section included in the respective Annual Report on Form 20-F for the year ended December 31, 2022 of Navios Holdings for a discussion of certain risks inherent in their respective businesses.

### Chartering Arrangements

Navios Logistics continually monitors developments in the shipping industry and makes operational decisions based on an individual vessel and segment basis, and on management's view of overall market conditions, in order to implement its business strategy. In the Barge Business, Navios Logistics typically operates under a mix of time charters and CoAs (some of which have minimum guaranteed volumes) and spot contracts. In the Cabotage Business, Navios Logistics typically operates under time charters with terms in excess of one year. Some of its charters provide fixed pricing, minimum-volume requirements, and adjustment formulas for labor cost and fuel price.

### Contract Rates

The shipping and logistics industry has been highly volatile in the recent past. In order to maximize the utilization of Navios Logistics fleet and storage capacity, Navios Logistics must be able to renew the contracts that employ its fleet and ports upon the expiration or termination of current contracts. This ability depends mainly upon economic conditions in the economic sectors in which the vessels, barges and pushboats operate, changes in the supply and demand for vessels, barges and pushboats, and changes in the supply and demand for the transshipment and storage of commodities.

### Seasonality

Certain of Navios Logistics' businesses have seasonality aspects, and seasonality affects the results of its operations and revenues, particularly in the first and last quarters of each year. The high season for the Dry Port Terminals' Uruguayan operations occurs from April to September and is linked to the South American harvest and the arrival of barges down the river. The high season for the Barge Business is between February and July as a result of the South American harvest and higher river levels. During the South American late spring and summer, mainly from November to January, when the low water level in the northern Hidrovia waterway could adversely affect operations of the Barge Business and the volumes it transports. To the extent water levels are insufficient to accommodate the draft of a heavily laden vessel, a vessel may be only partially loaded, generating lower revenue under agreements where revenue is based on volume of cargo loaded. If water levels on a waterway are too low, vessels could be prevented entirely from loading and navigating. In addition, low water levels create difficult navigation conditions, causing voyages to last longer and to incur increased voyage expenses. Such circumstances reduce the effective available carrying capacity of the vessel for the year. The Liquid Port Terminal and the Cabotage Business are not significantly affected by seasonality as their operations are primarily linked to refined petroleum products, and thus not significantly affected by water levels.

## Period over Period Comparisons

### For the Three-Month Period Ended March 31, 2023 Compared to the Three-Month Period Ended March 31, 2022

The following table presents consolidated revenue and expense information for the three-month periods ended March 31, 2023 and 2022, respectively. This information was derived from the unaudited interim condensed consolidated statement of comprehensive income/(loss) of Navios Holdings for the respective periods. Following the closing of the Transaction (as defined herein), the results of the dry bulk vessel operations have been reported as discontinued operations for all periods presented.

(in thousands of U.S. dollars)	Three Month Period Ended March 31, 2023 <u>(unaudited)</u>	Three Month Period Ended March 31, 2022 <u>(unaudited)</u>
Revenue	\$ 65,412	\$ 59,154
Time charter, voyage and logistics business expenses	(15,872)	(14,441)
Direct vessel expenses	(17,787)	(16,926)
General and administrative expenses	(5,380)	(4,046)
Depreciation and amortization	(7,741)	(7,946)
Interest expense and finance cost, net	(16,513)	(15,782)
Other expense, net	(3,069)	(1,443)
Non-operating other finance cost	—	(24,000)
<b>Loss before equity in net earnings of affiliate companies</b>	<b>\$ (950)</b>	<b>\$ (25,430)</b>
Equity in net earnings of affiliate companies	16,088	9,798
<b>Income/(loss) before taxes</b>	<b>\$ 15,138</b>	<b>\$ (15,632)</b>
Income tax (expense)/benefit	(265)	67
<b>Net income/(loss) from continuing operations</b>	<b>\$ 14,873</b>	<b>\$ (15,565)</b>
Net income from discontinued operations	—	10,437
<b>Net income/(loss)</b>	<b>14,873</b>	<b>(5,128)</b>
Less: Net (income)/loss attributable to the noncontrolling interest	(408)	128
<b>Net income/(loss) attributable to Navios Holdings</b>	<b>\$ 14,465</b>	<b>\$ (5,000)</b>

**Revenue:** Revenue from continuing operations was \$65.4 million for the three-month period ended March 31, 2023, compared to \$59.2 million for the same period in 2022. The increase was mainly attributable to (i) a \$3.0 million increase in revenue from the Barge Business, mainly attributable to time charter-out contracts for iron ore transportation; (ii) a \$1.8 million increase in revenue from the Port Terminal Business, mainly attributable to higher tariffs and volumes transhipped at the Iron Ore Port Terminal, partially offset by a decrease in revenues from the Grain Port Terminal due to lower grain throughput related to a decline in Uruguayan exports; (iii) a \$1.2 million increase in sales of products attributable to the sale of fuel products in connection to recently commenced bunkering services in the port of Nueva Palmira; and (iv) a \$0.3 million increase in revenue from the Cabotage Business.

**Time Charter, Voyage and Logistics Business Expenses:** Time charter, voyage and logistics business expenses from continuing operations increased by \$1.4 million, or 9.9%, to \$15.9 million for the three-month period ended March 31, 2023, as compared to \$14.4 million for the three-month period ended March 31, 2022. The increase was mainly due to (i) a \$1.4 million increase in port terminal expenses of the Port Terminal Business, mainly due to higher volumes transhipped in the Iron Ore Port Terminal; and (ii) a \$1.1 million increase in cost of products sold, mainly attributable to an increase in fuel products sold in connection to recently commenced bunkering services in the port of Nueva Palmira. This increase was partially offset by (i) a \$0.8 million decrease in time charter and voyage expenses of the Barge Business, due to decreased bunker consumption and other voyage expenses resulting from the time charter-out contracts in place for iron ore transportation during the current period; and (ii) a \$0.3 million decrease in time charter and voyage expenses of the Cabotage Business.

**Direct Vessel Expenses:** Direct vessel expenses from continuing operations increased by \$0.9 million, or 5.1%, to \$17.8 million for the three-month period ended March 31, 2023, as compared to \$16.9 million for the three-month period ended March 31, 2022. The increase was mainly due to (i) a \$0.8 million increase in direct vessel expenses of the Barge Business due to increased payroll and related costs and repairs and maintenance; and (ii) a \$0.1 million increase in direct vessel expenses of the Cabotage Business.

**General and Administrative Expenses:** General and administrative expenses from continuing operations increased by \$1.3 million to \$5.4 million for the three-month period ended March 31, 2023, as compared to \$4.0 million for the three-month period ended March 31, 2022. The increase was mainly attributable to (i) a \$1.2 million increase in general and administrative expenses due to an increase in payroll, travel expenses and other general and administrative expenses; and (ii) a \$0.1 million increase in general and administrative expenses related to Navios Holdings for continuing operations. For each of the three-month periods ended March 31, 2023 and 2022, general and administrative expenses, related to Navios Holdings for continuing operations, under the Administrative Services Agreement (as defined herein), amounted to \$0.1 million.

**Depreciation and Amortization:** For the three-month period ended March 31, 2023, depreciation and amortization from continuing operations decreased by \$0.2 million to \$7.7 million as compared to \$7.9 million for the three-month period ended March 31, 2022. The decrease was mainly due to a \$0.6 million decrease in depreciation and amortization in the Barge Business partially offset by a \$0.4 million increase in depreciation and amortization of the Port Terminal Business. Depreciation and amortization in Cabotage Business amounted to \$0.7 million for the three-month period ended March 31, 2023, unchanged from the same period in 2022.

**Interest Expense and Finance Cost, Net:** Interest expense and finance cost, net from continuing operations increased by \$0.7 million, or 4.6%, to \$16.5 million for the three-month period ended March 31, 2023, as compared to \$15.8 million in the same period in 2022. This increase was due to (i) a \$0.6 million increase in interest expenses and finance cost, net, from Navios Holdings' continuing operations, mainly due the 4% PIK interest on the Convertible Debenture (as defined herein); and (ii) a \$0.1 million increase in interest expense and finance cost in connection with Navios Logistics.

**Other Expense, Net:** Other expenses, net from continuing operations increased by \$1.6 million, to \$3.1 million net expense for the three-month period ended March 31, 2023, as compared to \$1.4 million for the same period in 2022. This increase was mainly due to a \$1.0 million increase in other expense, net of the logistics business mainly due to (i) a \$0.6 million increase in other expense, net in the Cabotage Business, mainly attributable to foreign exchange losses; (ii) a \$0.2 million increase in other expense, net in the Barge Business, mainly attributable to foreign exchange losses and an increase in taxes other than income taxes; and (iii) a \$0.2 million increase in other expense, net in the Port Terminal Business, mainly due to an increase in provision for losses on accounts receivable.

**Non-operating other finance cost:** In respect of the NSM Loans (as defined herein), Navios Holdings paid a \$24.0 million upfront fee in the form of a Convertible Debenture. For information on the Convertible Debenture, see Note 9 "Transactions with Related Parties" to the interim condensed consolidated financial statements included elsewhere in this Report.

**Equity in Net Earnings of Affiliate Companies:** Equity in net earnings of affiliate companies increased by \$6.3 million, to \$16.1 million for the three-month period ended March 31, 2023, as compared to \$9.8 million for the same period in 2022, due to an increase in equity method income from Navios Partners.

**Income Tax (Expense)/Benefit:** Income tax expense for the three-month period ended March 31, 2023 increased by \$0.3 million to \$0.3 million for the three-month period ended March 31, 2023, as compared to less than \$0.1 million for the same period in 2022. The change in total income tax was attributable to Navios Logistics, due to a \$0.4 million increase in tax expense from the Barge Business, which was partially mitigated by a \$0.1 million decrease in income tax benefit from the Cabotage Business.

**Net income from discontinued operations:** Net income from discontinued operations was \$10.4 million for the three-month period ended March 31, 2022.

An analysis of the amounts recorded in respect of discontinued operations in the three-month period ended March 31, 2022 is presented as follows:

	<b>Three Month Period Ended March 31, 2022</b>
Revenue	\$ 68,635
Time charter, voyage and logistics business expenses	(15,051)
Direct vessel expenses	(11,536)
General and administrative expenses	(2,519)
Depreciation and amortization	(6,432)
Interest expense and finance cost, net	(21,782)
Loss on bond extinguishment, net	(115)
Other expense, net	(743)
Income tax expense	(20)
<b>Net income from discontinued operations</b>	<b>\$ 10,437</b>

**Net (Income)/Loss Attributable to the Noncontrolling Interest:** Net income attributable to the noncontrolling interest increased by \$0.5 million to \$0.4 million net income for the three-month period ended March 31, 2023, as compared to \$0.1 million net loss attributable to noncontrolling interest for the same period in 2022. This increase was mainly attributable to a \$1.5 million increase in net income of the logistics business for the three-month period ended March 31, 2023, as compared to the same period in 2022.

### **Liquidity and Capital Resources**

Navios Holdings has historically financed its capital requirements with cash flows from operations, issuances of debt securities and borrowings under bank credit facilities. Main uses of funds have been refinancing of outstanding debt, capital expenditures for the acquisition of new assets, new construction and upgrades at the port terminals and expenditures incurred in connection with ensuring that the owned assets comply with international and regulatory standards. We may from time to time, subject to restrictions under our debt and equity instruments, including limitations on dividends and repurchases under the terms of our preferred stock, and depending upon market conditions and financing needs, use available funds to refinance or repurchase our debt or equity in privately negotiated or open market transactions, by tender offer or otherwise, in compliance with applicable laws, rules and regulations, at prices and on terms our management deems appropriate (which may be below par), and subject to our cash requirements for other purposes, compliance with the covenants under our debt agreements, and other factors that our management deems relevant. In addition, Navios Logistics regularly reviews options for refinancing its outstanding indebtedness and opportunities for acquisition of businesses and additional assets, development of new facilities and infrastructure, joint ventures, and other corporate transactions that may be material to it. Generally, sources of funds may be from cash flows from operations, long-term borrowings, other debt or equity financings, proceeds from asset sales, and proceeds from dispositions of stakes in our investments. We cannot provide any assurance that we will be able to secure adequate financing or obtain additional funds on favorable terms to meet our liquidity needs.

See “Working Capital Position” and “Long-Term Debt Obligations and Credit Arrangements” included elsewhere in this Report for further discussion of our working capital position.

The following table presents cash flow information derived from the unaudited interim condensed consolidated statements of cash flows of Navios Holdings for the three-month periods ended March 31, 2023 and 2022.

<b>(in thousands of U.S. dollars)</b>	<b>Three Month Period Ended March 31, 2023 (unaudited)</b>	<b>Three Month Period Ended March 31, 2022 (unaudited)</b>
Net cash provided by operating activities	\$ 1,411	\$ 16,361
Net cash used in investing activities	(4,612)	(3,299)
Net cash used in financing activities	(14,189)	(101,108)
<b>Decrease in cash and cash equivalents and restricted cash</b>	<b>(17,390)</b>	<b>(88,046)</b>
Cash and cash equivalents and restricted cash, beginning of period	78,851	137,851
<b>Cash and cash equivalents and restricted cash, end of period</b>	<b>\$ 61,461</b>	<b>\$ 49,805</b>

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**Cash provided by operating activities for the three-month period ended March 31, 2023 and March 31, 2022:**

Net cash provided by operating activities was \$1.4 million for the period ended March 31, 2023, compared to \$16.4 million for the period ended March 31, 2022.

The aggregate adjustments to reconcile net income to net cash provided by operating activities totaled \$4.9 million in non-cash adjustments for the three-month period ended March 31, 2023, consisting mainly of the following adjustments: (i) \$7.7 million depreciation and amortization; (ii) \$1.5 million amortization of deferred drydock expenses; (iii) \$1.1 million amortization of deferred financing costs; (iv) \$0.4 million allowance for credit losses; (v) less than \$0.1 million relating to stock-based compensation; and (vi) a less than \$0.1 million for unwinding of discount. These adjustments were partially mitigated by a \$15.9 million increase in movement in earnings from affiliate companies, net of dividends received.

The net cash outflow resulting from the change in operating assets and liabilities of \$8.3 million for the three-month period ended March 31, 2023 was the result of (i) a \$14.3 million decrease in accrued expenses; (ii) a \$2.6 million increase in prepaid expenses and other assets; (iii) a \$2.0 million increase in inventories; (iv) \$1.2 million in payments for drydock and special survey costs; (v) a \$1.0 million decrease in amounts due to affiliate companies; and (vi) a \$0.9 million decrease in deferred income. Those movements were partially offset by (i) a \$12.5 million decrease in accounts receivable, net; and (ii) a \$1.2 million increase in interest expense relating to the issuance of the Convertible Debenture, as described elsewhere in this Report.

The aggregate adjustments to reconcile net loss to net cash provided by operating activities totaled \$34.1 million in non-cash adjustments for the three-month period ended March 31, 2022, consisting mainly of the following adjustments: (i) \$24.0 million non-operating other finance cost relating to the issuance of the Convertible Debenture, as described elsewhere in this Report; (ii) \$14.4 million depreciation and amortization; (iii) \$2.8 million amortization of deferred drydock expenses; (iv) \$2.4 million amortization of deferred financing costs; (v) \$0.1 million allowance for credit losses; (vi) \$0.1 million loss on bond extinguishment, net; (vii) less than \$0.1 million relating to stock-based compensation; and (viii) a less than \$0.1 million for unwinding of discount. These adjustments were offset mitigated by a \$9.7 million increase in movement in earnings from affiliate companies, net of dividends received.

The net cash outflow resulting from the change in operating assets and liabilities of \$12.7 million for the three-month period ended March 31, 2022 resulted from (i) a \$33.5 million decrease in accrued expenses; (ii) \$4.3 million in payments for drydock and special survey costs; (iii) a \$3.0 million decrease in operating lease liabilities; (iv) a \$2.4 million decrease in accounts payable; (v) a \$0.9 million decrease in accrued interest payable to affiliate companies; and (vi) a \$0.5 million increase in prepaid expenses and other assets. Those movements were partially offset by (i) a \$16.1 million increase in amounts due to affiliate companies; (ii) a \$11.5 million increase in interest expense relating to the issuance of the Convertible Debenture, as described elsewhere in this Report; (iii) a \$1.9 million decrease in accounts receivable, net; (iv) a \$1.6 million increase in deferred income; and (v) a \$0.8 million decrease in inventories.

**Cash used in investing activities for the three-month period ended March 31, 2023 and March 31, 2022:**

Net cash used in investing activities was \$4.6 million for the period ended March 31, 2023, compared to \$3.3 million for the period ended March 31, 2022.

Cash used in investing activities for the three-months ended March 31, 2023 was the result of (i) \$2.3 million in payments made by Navios Logistics for the acquisition of fixed assets, and (ii) \$2.3 million in payments made by Navios Logistics for expansion works in the Iron Ore Port Terminal.

Cash used in investing activities for the three-months ended March 31, 2022 was the result of (i) \$1.7 million in payments made by Navios Logistics for the acquisition of fixed assets; and (ii) \$1.6 million in payments made by Navios Holdings for additions to vessels.

**Cash used in financing activities for the three-month period ended March 31, 2023 and March 31, 2022:**

Net Cash used in financing activities was \$14.2 million for the period ended March 31, 2023, compared to \$101.1 million for the period ended March 31, 2022.

Cash used in financing activities for the three-months ended March 31, 2023 was the result of (i) \$10.0 million payments in relation to the promissory note to Grimaud (the "Promissory Note"); and (ii) \$4.2 million in payments made in connection with the Company's outstanding indebtedness.

Cash used in financing activities for the three-months ended March 31, 2022 was the result of (i) \$480.5 million in repayment of the 2022 Notes and 2022 Senior Secured Notes; (ii) \$112.6 million in repayments of loans payable to affiliate companies; (iii) \$14.7 million in payments made in connection with Navios Logistics' outstanding indebtedness; (iv) \$14.2 million in payments made in connection with Navios Holdings' outstanding indebtedness; and (v) \$1.4 million in payments of deferred financing costs. These payments were partially offset by receipt of (i) \$262.6 million in proceeds received by the Company in connection with the loans payable to affiliate companies; (ii) \$206.7 million in proceeds from long-term debt borrowed by Navios Holdings; (iii) \$31.0 million in proceeds received by the Company in connection with the three sale and leaseback agreements; and (iv) \$22.0 million in proceeds from long-term debt borrowed by Navios Logistics.

**Adjusted EBITDA:** EBITDA represents net income/(loss) attributable to Navios Holdings' common stockholders before interest and finance costs, depreciation and amortization and income taxes. Adjusted EBITDA represents EBITDA before stock-based compensation. Adjusted EBITDA is presented because it is used by certain investors to measure a company's operating performance and is reconciled to net income/(loss), the most comparable U.S. GAAP performance measure. Adjusted EBITDA is calculated as follows: net income/(loss) plus adding back, when applicable and as the case may be, the effect of (i) depreciation and amortization; (ii) amortization of deferred drydock and special survey costs; (iii) stock-based compensation; (iv) interest expense and finance cost, net; and (v) income tax benefit/(expense). Navios Holdings believes that Adjusted EBITDA is a basis upon which performance can be assessed and represents useful information to investors regarding their ability to incur indebtedness and meet working capital requirements. Navios Holdings also believes that Adjusted EBITDA is used (i) by prospective lessors as well as potential lenders to evaluate potential transactions; (ii) to evaluate and price potential acquisition candidates; and (iii) by securities analysts, investors and other interested parties in the evaluation of companies in our industry.

Adjusted EBITDA has limitations as analytical tools, and therefore, neither should be considered in isolation or as a substitute for the analysis of Navios Holdings' results as reported under U.S. GAAP. Some of these limitations are: (i) Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs; (ii) Adjusted EBITDA does not reflect the amounts necessary to service interest or principal payments on our debt and other financing arrangements; and (iii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future. Adjusted EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, among others, Adjusted EBITDA should not be considered as an indicator of Navios Holdings' performance. Furthermore, our calculation of Adjusted EBITDA may not be comparable to that reported by other companies due to differences in methods of calculation.

#### Adjusted EBITDA Reconciliation to Net Income/(loss)

	Three Month Period Ended (in thousands of U.S. dollars)	
	March 31, 2023 (unaudited)	March 31, 2022 (unaudited)
Net income/(loss) from continuing operations	14,465	(15,437)
Depreciation and amortization	7,741	7,946
Amortization of deferred drydock and special survey costs	1,460	1,009
Stock based compensation	22	46
Interest expense and finance cost, net	16,513	39,782
Income tax expense/(benefit)	265	(67)
<b>Adjusted EBITDA</b>	<b>\$ 40,466</b>	<b>\$ 33,279</b>

Adjusted EBITDA from continuing operations for the three-month period ended March 31, 2023 increased by \$7.2 million to \$40.5 million, as compared to \$33.3 million for the same period in 2022. The increase in Adjusted EBITDA from continuing operations was primarily due to (i) a \$6.3 million increase in revenue attributable to Navios Logistics and (ii) a \$6.3 million increase in equity in net earnings from affiliate companies. This overall increase of approximately \$12.5 million was partially mitigated by (i) a \$1.6 million increase in other expense, net; (ii) a \$1.4 million increase in time charter, voyage and logistics business expenses; (iii) a \$1.4 million increase in general and administrative expenses (excluding stock-based compensation expenses); (iv) a \$0.5 million increase in net income attributable to noncontrolling interest; and (v) a \$0.4 million increase in direct vessel expenses (excluding the amortization of deferred drydock, special survey costs and other capitalized items).

## ***Long-Term Debt Obligations and Credit Arrangements***

Navios Holdings' long-term debt obligations and credit arrangements are presented under the captions "Current portion of long-term debt, net", "Senior and ship mortgage notes, net", "Long-term debt, net of current portion" and "Convertible debenture payable to affiliate companies", under current and non-current liabilities in the consolidated statement of financial position, included elsewhere in this Report. As of March 31, 2023 and December 31, 2022, total borrowings, net amounted to \$644.1 million and \$651.2 million, respectively. The current portion of long-term borrowings, net amounted to \$28.8 million at March 31, 2023 and \$23.5 million at December 31, 2022. Please refer to our Annual Report on Form 20-F for the year ended December 31, 2022 for a full description of borrowings.

## ***Working Capital Position***

As of March 31, 2023, Navios Holdings' current assets totaled \$122.0 million, while current liabilities excluding operating lease liabilities totaled \$87.9 million, resulting in a positive working capital position of \$34.1 million.

Based on internal forecasts and projections that take into account potential changes in the Company's trading performance and other assets, management believes that the Company has adequate financial resources to continue in operation and meet its financial commitments, including but not limited to capital expenditures and debt service obligations, for a period of at least twelve months from the date of issuance of the interim condensed consolidated financial statements. Although internal forecasts and projections are driven by market data and are subject to future volatility along with other factors outside the control of the Company, with the existence of alternative liquidity sources and management's ability to utilize them if needed, management concludes that the Company has the ability to continue as a going concern as of the date of the issuance of the interim condensed consolidated financial statement.

## ***Capital Expenditures***

### ***Navios Logistics***

For a full description of Navios Logistics' capital expenditures, please see Note 4 "Vessels, port terminals and other fixed assets, net" to our unaudited condensed consolidated financial statements included elsewhere in this Report.

## ***Dividend Policy***

In November 2015, Navios Holdings announced that the Board of Directors decided to suspend the quarterly dividend to its common stockholders in order to conserve cash and improve its liquidity. In February 2016, in furtherance of its efforts to reduce its cash requirements, Navios Holdings announced the suspension of payment of quarterly dividends on its preferred stock, including the Series G ADSs and Series H ADSs, until market conditions improve. The Board of Directors and Navios Holdings' management believe such a decision is in the best long-term interests of the Company and its stakeholders. The Board of Directors will reassess the Company's distribution policy as the environment changes. The reinstatement, declaration and payment of any further dividend remains subject to the discretion of the Board of Directors and will depend on, among other things, market conditions, Navios Holdings' cash requirements after taking into account market opportunities, restrictions under its equity instruments, credit agreements, indentures and other debt obligations and such other factors as the Board of Directors may deem advisable.

No dividends were declared or paid during the three-month periods ended March 31, 2023 and 2022.

## ***Concentration of Credit Risk***

### ***Accounts receivable, net***

Concentration of credit risk with respect to accounts receivables is limited due to Navios Holdings' large number of customers, who are internationally dispersed and have a variety of end markets in which they operate. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in Navios Holdings' trade receivables. For the three-month period ended March 31, 2023, Vale International S.A. ("Vale") and Y.P.F. S.A. ("YPF") accounted for more than 10.0% of the Company's revenue. For the three-month period ended March 31, 2022, Vale and Vitol S.A. ("Vitol") accounted for more than 10.0% of the Company's revenue.

### ***Cash deposits with financial institutions***

We are exposed to potential loss related to cash deposits in excess of amounts covered by government-provided insurance in the event of non-performance by financial institutions. Navios Holdings does maintain cash deposits in excess of government-provided insurance limits. Navios Holdings also reduces exposure to credit risk by dealing with a diversified group of major financial institutions.

## ***Effects of Inflation***

Navios Holdings does not consider inflation to be a significant risk to the cost of doing business in the foreseeable future. The Company considered various factors in assessing the impact of Argentina's highly inflationary economy on Navios Logistics, including sales, financing arrangements, working capital, employee salaries, and taxes. The functional currency of the Company's Argentinian subsidiary is the U.S. dollar and the day-to-day operations of the Company's Argentinian subsidiary are dependent on the economic environment of the Company's U.S. dollar currency. As a result, the Company concluded that the highly inflationary economic environment in Argentina would not have a material impact on Navios Logistics' financial statements and as such, determined not to issue a restatement.

## ***Related Party Transactions***

Please see Note 9 "Transactions with Related Parties" to our interim condensed consolidated financial statements, included elsewhere in this Report for a full description of related party transactions.

## **Quantitative and Qualitative Disclosures about Market Risks**

Navios Holdings is exposed to certain risks related to interest rate, foreign currency, fuel price inflation and fluctuations in time charter rates.

### ***Interest Rate Risk***

*Debt Instruments* — On March 31, 2023 and December 31, 2022, the Company's long-term indebtedness totaled \$683.9 million and \$686.8 million, respectively. All of the Company's debt is U.S. dollar-denominated. The 2024 Notes, the Convertible Debenture, the 2025 Logistics Senior Notes and four of Navios Logistics' loans bear interest at a fixed rate; the remaining balance of the Company's debt bears interest at a floating rate.

Changes in interest rates would affect the interest rates and interest expenses we pay for our floating-rate loan facilities. As of March 31, 2023, the outstanding amount of the Company's floating rate loan facilities was \$12.7 million. A change of 100 basis points in the LIBOR or SOFR rate would change interest expense for the three months ended March 31, 2023 by \$0.1 million. The interest rate on the 2024 Notes, the Convertible Debenture, the 2025 Logistics Senior Notes and four of Navios Logistics' loans are fixed and, therefore, changes in interest rates affect their fair value, which as of March 31, 2023 was \$671.1 million, but do not affect their related interest expense.

For a detailed discussion of Navios Holdings' debt instruments refer to the section "Long-Term Debt Obligations and Credit Arrangements" to the interim condensed consolidated financial statements included elsewhere in this Report.

### ***Foreign Currency Risk***

Our operating results, which are reported in U.S. dollars, may be affected by fluctuations in the exchange rate between the U.S. dollar and other South American currencies. We use the U.S. dollar as our functional and reporting currency. Therefore, revenue and expense accounts are translated into U.S. dollars at the exchange rate in effect at the date of each transaction.

Although Navios Holdings' revenues are U.S. dollar-based, 55.0% of our expenses from continuing operations related to the Navios Logistics segment are in Uruguayan pesos, Argentinean pesos, Paraguayan guaranies and Brazilian reals. Navios Holdings monitors its Argentine peso, Uruguayan peso, Paraguayan guarani and Brazilian real exposure against long-term currency forecasts and enters into foreign currency contracts when considered appropriate.

### **Inflation and Fuel Price Increases:**

The impact of inflation on prices in the South American countries in which Navios Logistics operates and the effects of the current war in Ukraine may not be fully neutralized by equivalent adjustments in the rate of exchange between the local currencies and the U.S. dollar. Specifically, for its Barge and Cabotage Businesses, Navios Logistics negotiated, and will continue to negotiate, fuel price adjustment clauses; however, in some cases, prices that Navios Logistics pays for fuel are temporarily not aligned with the adjustments that Navios Logistics obtains under its freight contracts.

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**Critical Accounting Policies**

Navios Holdings' interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires Navios Holdings to make estimates in the application of its accounting policies based on the best assumptions, judgments and opinions of management. Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. All significant accounting policies are as described in the Company's Annual Report on Form 20-F for the year ended December 31, 2022.

***Investments in Equity Securities***

Navios Holdings evaluates its investments in Navios Partners on a quarterly basis. Consideration is given to (i) the length of time and the extent to which the fair value of Navios Partners has been less than the carrying value, (ii) the financial condition and near-term prospects of Navios Partners, and (iii) the intent and ability of the Company to retain its investment in Navios Partners for a period of time sufficient to allow for any anticipated recovery in fair value. See also Note 13 "Investments in Affiliate Companies" to the interim condensed consolidated financial statements included elsewhere in this Report.

**Recent Accounting Pronouncements**

The Company's recent accounting pronouncements are included in the accompanying notes to the unaudited interim condensed consolidated financial statements included elsewhere in this Report.

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NAVIOS MARITIME HOLDINGS INC.

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**NAVIOS MARITIME HOLDINGS INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Expressed in thousands of U.S. dollars — except share data)

	Notes	March 31, 2023 (unaudited)	December 31, 2022 (unaudited)
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	3, 7	\$ 61,151	\$ 78,541
Restricted cash	3, 7, 8	310	310
Accounts receivable, net		37,113	46,494
Inventories		12,510	10,468
Prepaid expenses and other current assets		10,915	8,268
<b>Total current assets, continuing operations</b>		<b>121,999</b>	<b>144,081</b>
Current assets from discontinued operations		—	3,489
<b>Total current assets</b>		<b>121,999</b>	<b>147,570</b>
Vessels, port terminals and other fixed assets, net	4	492,371	495,919
Investments in affiliate companies	7, 13	115,221	99,292
Other long-term assets	8	21,699	19,454
Operating lease assets	14	15,474	11,787
Intangible assets other than goodwill	5	45,500	46,193
Goodwill		104,096	104,096
<b>Total non-current assets</b>		<b>794,361</b>	<b>776,741</b>
<b>Total assets</b>		<b>\$ 916,360</b>	<b>\$ 924,311</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable		\$ 26,728	\$ 21,638
Accrued expenses and other liabilities		27,729	39,852
Deferred income and cash received in advance		3,485	4,271
Operating lease liabilities, current portion	14	1,632	834
Due to affiliate companies	9	1,168	1,642
Current portion of long-term debt, net	6, 7	28,762	23,544
Current portion of promissory note	9	—	10,000
<b>Total current liabilities, continuing operations</b>		<b>89,504</b>	<b>101,781</b>
Current liabilities from discontinued operations		—	6,082
<b>Total current liabilities</b>		<b>89,504</b>	<b>107,863</b>
Senior and ship mortgage notes, net	6, 7	497,651	496,608
Long-term debt, net of current portion	6, 7	26,396	35,769
Convertible debenture payable to affiliate companies	6, 7, 9	120,005	118,833
Deferred voyage revenue, non-current portion		928 928	927
Other long-term liabilities and deferred income		1,222	1,313
Operating lease liabilities, net of current portion	14	13,838	10,953
Deferred tax liability		9,830	9,954
<b>Total non-current liabilities, continuing operations</b>		<b>669,870</b>	<b>674,357</b>
<b>Total liabilities</b>		<b>759,374</b>	<b>782,220</b>
<b>Commitments and contingencies</b>	8	—	—
<b>Stockholders' equity</b>			
Preferred Stock — \$0.0001 par value, authorized 1,000,000 shares, 16,988 issued and outstanding as of both March 31, 2023 and December 31, 2022.	10	—	—
Common stock — \$0.0001 par value, authorized 250,000,000 shares, 22,826,450 issued and outstanding as of both March 31, 2023 and December 31, 2022.	10	2	2
Additional paid-in capital		664,954	664,932
Accumulated deficit		(561,588)	(576,053)
<b>Total Navios Holdings stockholders' equity</b>		<b>103,368</b>	<b>88,881</b>
Noncontrolling interest		53,618	53,210
<b>Total stockholders' equity</b>		<b>156,986</b>	<b>142,091</b>
<b>Total liabilities and stockholders' equity</b>		<b>\$ 916,360</b>	<b>\$ 924,311</b>

See unaudited condensed notes to interim condensed consolidated financial statements

**NAVIOS MARITIME HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)**  
(Expressed in thousands of U.S. dollars — except share and per share data)

	Notes	Three Month Period Ended March 31, 2023 (unaudited)	Three Month Period Ended March 31, 2022 (unaudited)
Revenue		\$ 65,412	\$ 59,154
Time charter, voyage and logistics business expenses		(15,872)	(14,441)
Direct vessel expenses	9	(17,787)	(16,926)
General and administrative expenses	9	(5,380)	(4,046)
Depreciation and amortization	4, 5	(7,741)	(7,946)
Interest expense and finance cost, net		(16,513)	(15,782)
Other expense, net	11	(3,069)	(1,443)
Non-operating other finance cost	6,9	—	(24,000)
<b>Loss before equity in net earnings of affiliate companies</b>		<b>(950)</b>	<b>(25,430)</b>
Equity in net earnings of affiliate companies	13	16,088	9,798
<b>Income/(loss) before taxes</b>		<b>\$ 15,138</b>	<b>\$ (15,632)</b>
Income tax (expense)/benefit		(265)	67
<b>Net income/(loss) from continuing operations</b>		<b>\$ 14,873</b>	<b>\$ (15,565)</b>
Net income from discontinued operations		—	10,437
<b>Net income/(loss)</b>		<b>14,873</b>	<b>(5,128)</b>
Less: Net (income)/loss attributable to the noncontrolling interest		(408)	128
<b>Net income/(loss) attributable to Navios Holdings</b>	12	<b>\$ 14,465</b>	<b>\$ (5,000)</b>
<b>Net income/(loss) attributable to Navios Holdings from continuing and discontinued operations:</b>			
<b>Income/(loss) attributable to Navios Holdings, basic and diluted from continuing operations</b>		<b>\$ 5,810</b>	<b>\$ (16,714)</b>
<b>Income attributable to Navios Holdings, basic and diluted from discontinued operations</b>		<b>\$ —</b>	<b>\$ 10,437</b>
<b>Income/(loss) attributable to Navios Holdings common stockholders, basic and diluted</b>		<b>\$ 5,810</b>	<b>\$ (6,277)</b>
<b>Basic earnings/(loss) per share attributable to Navios Holdings common stockholders from continuing operations</b>		<b>\$ 0.26</b>	<b>\$ (0.74)</b>
<b>Basic earnings per share attributable to Navios Holdings common stockholders from discontinued operations</b>		<b>—</b>	<b>0.46</b>
<b>Basic earnings/(loss) per share attributable to Navios Holdings common stockholders</b>		<b>\$ 0.26</b>	<b>\$ (0.28)</b>
<b>Weighted average number of shares, basic</b>		<b>22,744,450</b>	<b>22,631,476</b>
<b>Diluted earnings/(loss) per share attributable to Navios Holdings common stockholders from continuing operations</b>		<b>\$ 0.25</b>	<b>\$ (0.74)</b>
<b>Diluted earnings per share attributable to Navios Holdings common stockholders from discontinued operations</b>		<b>—</b>	<b>0.46</b>
<b>Diluted earnings/(loss) per share attributable to Navios Holdings common stockholders</b>		<b>0.25</b>	<b>(0.28)</b>
<b>Weighted average number of shares, diluted</b>		<b>22,850,450</b>	<b>22,841,662</b>

See unaudited condensed notes to interim condensed consolidated financial statements

**NAVIOS MARITIME HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in thousands of U.S. dollars)

	<u>Notes</u>	<u>Three Month Period Ended March 31, 2023 (unaudited)</u>	<u>Three Month Period Ended March 31, 2022 (unaudited)</u>
<b>OPERATING ACTIVITIES:</b>			
Net income/(loss)		\$ 14,873	\$ (5,128)
<b>Adjustments to reconcile net income/(loss) to net cash provided by operating activities:</b>			
Non-cash adjustments		(4,972)	34,186
Decrease in operating assets		7,564	2,516
Decrease in operating liabilities		(14,853)	(10,926)
Payments for drydock and special survey costs		(1,201)	(4,287)
<b>Net cash provided by operating activities</b>		<b>1,411</b>	<b>16,361</b>
<b>INVESTING ACTIVITIES:</b>			
Acquisition of/additions to vessels	4	—	(1,578)
Deposits for vessels, port terminals and other fixed assets acquisitions	4	(2,335)	(5)
Purchase of property, equipment and other fixed assets	4	(2,277)	(1,716)
<b>Net cash used in investing activities</b>		<b>(4,612)</b>	<b>(3,299)</b>
<b>FINANCING ACTIVITIES:</b>			
Repayment of long-term debt and payment of principal	6	(4,189)	(28,942)
Repayment of loans payable to affiliate companies	6	—	(112,632)
Repayment/repurchase of senior notes	6	—	(480,466)
Proceeds from long-term loans	6	—	259,725
Proceeds from loans payable to affiliate companies	9	—	262,632
Debt issuance costs		—	(1,425)
Acquisition of noncontrolling interest	9	(10,000)	—
<b>Net cash used in financing activities</b>		<b>(14,189)</b>	<b>(101,108)</b>
<b>Decrease in cash and cash equivalents and restricted cash</b>		<b>(17,390)</b>	<b>(88,046)</b>
<b>Cash and cash equivalents and restricted cash, beginning of period</b>		<b>78,851</b>	<b>137,851</b>
<b>Cash and cash equivalents and restricted cash, end of period</b>	<b>3</b>	<b>\$ 61,461</b>	<b>\$ 49,805</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
Cash paid for interest, net of capitalized interest		\$ 28,042	\$ 56,257
<b>Non-cash investing and financing activities</b>			
Deposits for vessels, port terminals and other fixed assets acquisitions		1,223	—
Purchase of property, equipment and other fixed assets		47	—
Other long-term assets unpaid		110	—
<b>Discontinued operations</b>			
Net cash provided by operating activities of discontinued operations		—	31,472
Net cash used in investing activities of discontinued operations		—	(1,578)

See unaudited condensed notes to interim condensed consolidated financial statements

**NAVIOS MARITIME HOLDINGS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in thousands of U.S. dollars — except share data)

	Number of Preferred Shares	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total Navios Holdings' Stockholders' Equity	Noncontrolling Interest	Total Equity
<b>Balance December 31, 2022</b>	<b>16,988</b>	<b>\$ —</b>	<b>22,826,450</b>	<b>\$ 2</b>	<b>\$664,932</b>	<b>\$ (576,053)</b>	<b>\$ 88,881</b>	<b>\$ 53,210</b>	<b>\$142,091</b>
Net income	—	—	—	—	—	14,465	14,465	408	14,873
Stock-based compensation expenses (Note 10)	—	—	—	—	22	—	22	—	22
<b>Balance March 31, 2023 (unaudited)</b>	<b><u>16,988</u></b>	<b><u>\$ —</u></b>	<b><u>22,826,450</u></b>	<b><u>\$ 2</u></b>	<b><u>\$664,954</u></b>	<b><u>\$ (561,588)</u></b>	<b><u>\$ 103,368</u></b>	<b><u>\$ 53,618</u></b>	<b><u>\$156,986</u></b>
	Number of Preferred Shares	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total Navios Holdings' Stockholders' Equity	Noncontrolling Interest	Total Equity
<b>Balance December 31, 2021</b>	<b>23,032</b>	<b>\$ —</b>	<b>25,198,620</b>	<b>\$ 2</b>	<b>\$679,301</b>	<b>\$ (667,906)</b>	<b>\$ 11,397</b>	<b>\$ 55,247</b>	<b>\$66,644</b>
Net loss	—	—	—	—	—	(5,000)	(5,000)	(128)	(5,128)
Cancellation of shares	—	—	(29)	—	—	—	—	—	—
Stock-based compensation expenses (Note 10)	—	—	40,000	—	46	—	46	—	46
<b>Balance March 31, 2022 (unaudited)</b>	<b><u>23,032</u></b>	<b><u>\$ —</u></b>	<b><u>25,238,591</u></b>	<b><u>\$ 2</u></b>	<b><u>\$679,347</u></b>	<b><u>\$ (672,906)</u></b>	<b><u>\$ 6,443</u></b>	<b><u>\$ 55,119</u></b>	<b><u>\$61,562</u></b>

See unaudited condensed notes to interim condensed consolidated financial statements

**NAVIOS MARITIME HOLDINGS INC.**  
**UNAUDITED CONDENSED NOTES TO THE**  
**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in thousands of U.S. dollars — except share data)**

**NOTE 1: DESCRIPTION OF BUSINESS**

Navios Maritime Holdings Inc. (“Navios Holdings” or the “Company”) (NYSE: NM) owns (i) a controlling equity stake in Navios South American Logistics Inc. (“Navios Logistics”), one of the largest infrastructure and logistics companies in the Hidrovia region of South America; and (ii) an interest in Navios Maritime Partners L.P. (“Navios Partners”) (NYSE:NMM), an international shipping company, listed on the New York Stock Exchange, that owns and operates dry cargo and tanker vessels.

In September 2022, Navios Holdings completed the sale of its 36-vessel dry bulk fleet consisting of cash and the assumption of bank debt and finance leases related to the vessels, and subject to a working capital adjustment at closing (the “Transaction”), to Navios Partners. The former dry bulk vessel operations were historically a separate reportable segment of the Company. Subsequent to the closing of the Transaction, the results of the dry bulk vessel operations are reported as discontinued operations for all periods presented. For further information see Note 15 “Discontinued operations” in the interim condensed consolidated financial statements. Upon the closing of the Transaction, the Company has one reportable segment.

*Navios Logistics*

Navios Logistics, a consolidated subsidiary of the Company, was incorporated under the laws of the Republic of the Marshall Islands on December 17, 2007. Navios Logistics believes it is one of the largest infrastructure and logistics companies in the Hidrovia region river system, the main navigable river system in the region, and on the cabotage trades along the southeastern coast of South America. Navios Logistics operates: the Port Terminal Business, the Cabotage Business and the Barge Business.

As of March 31, 2023, Navios Holdings owned 63.8% of Navios Logistics’ stock.

*Navios Partners*

Navios Partners is an international owner and operator of dry cargo and tanker vessels and is engaged in the seaborne transportation services of a wide range of liquid and dry cargo commodities. Types of commodities Navios Partners transports include crude oil, refined petroleum, chemicals, iron ore, coal, grain, fertilizer and containers. Navios Partners charters its vessels under short-, medium-, and longer-term charters.

As of both periods ended March 31, 2023 and December 31, 2022, Navios Holdings had a 10.3% ownership interest in Navios Partners. Incentive distribution rights are held by a consolidated subsidiary of Navios Holdings.

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**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

(a) **Basis of presentation:** The accompanying interim condensed consolidated financial statements are unaudited, but, in the opinion of management, reflect all adjustments for a fair statement of Navios Holdings' consolidated balance sheets, statements of comprehensive income/(loss), statements of cash flows and statements of changes in equity for the periods presented. The results of operations for the interim periods are not necessarily indicative of results for the full year. The footnotes are condensed as permitted by the requirements for interim financial statements and accordingly, do not include information and disclosures required under United States generally accepted accounting principles ("U.S. GAAP") for complete financial statements. All such adjustments are deemed to be of a normal and recurring nature. These interim financial statements should be read in conjunction with the Company's consolidated financial statements and notes included in Navios Holdings' Annual Report for the year ended December 31, 2022 filed on Form 20-F with the Securities and Exchange Commission ("SEC").

Based on internal forecasts and projections that take into account potential changes in the Company's trading performance and other assets, management believes that the Company has adequate financial resources to continue in operation and meet its financial commitments, including but not limited to capital expenditures and debt service obligations, for a period of at least twelve months from the date of issuance of the interim condensed consolidated financial statements. Although internal forecasts and projections are driven by market data and are subject to future volatility along with other factors outside the control of the Company, with the existence of alternative liquidity sources and management's ability to utilize them if needed, management concludes that the Company has the ability to continue as a going concern as of the date of the issuance of the interim condensed consolidated financial statements.

Following Russia's invasion of Ukraine in February 2022 the United States, the European Union, the United Kingdom and other countries have announced sanctions against Russia, and may impose wider sanctions and take other actions in the future. To date, no apparent consequences have been identified on the Company's business. Notwithstanding the foregoing, it is possible that these tensions might eventually have an adverse impact on our business, financial condition, results of operations and cash flows.

(b) **Principles of consolidation:** The accompanying interim condensed consolidated financial statements include the accounts of Navios Holdings, a Marshall Islands corporation, and its majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in the consolidated statements.

**Subsidiaries:** Subsidiaries are those entities in which the Company has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies. The acquisition method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition. The excess of the cost of acquisition over the fair value of the net assets acquired and liabilities assumed is recorded as goodwill. All subsidiaries included in the interim condensed consolidated financial statements are 100% owned, except for Navios Logistics, which is 63.8% owned by Navios Holdings.

**Investments in Affiliate Companies:** Affiliate companies are entities over which the Company generally has between 20% and 50% of the voting rights, or over which the Company has significant influence, but it does not exercise control. Investments in these entities are accounted for under the equity method of accounting. Under this method, the Company records an investment in the stock of an affiliate company at cost, and adjusts the carrying amount for its share of the earnings or losses of the affiliate company subsequent to the date of investment and reports the recognized earnings or losses in income. Dividends received from an affiliate company reduce the carrying amount of the investment. The Company recognizes gains and losses in earnings for the issuance of shares by its affiliate companies, provided that the issuance of shares qualifies as a sale of shares. When the Company's share of losses in an affiliate company equals or exceeds its interest in the affiliate company, the Company does not recognize further losses, unless the Company has incurred obligations or made payments on behalf of the affiliate company.

**Affiliate companies included in the financial statements accounted for under the equity method:** In the interim condensed consolidated financial statements of Navios Holdings, Navios Partners and its subsidiaries are included as affiliate companies and are accounted for under the equity method for such periods.

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**(c) Revenue Recognition:**

Revenue is recognized when (or as) the Company transfers promised goods or services to its customers in amounts that reflect the consideration to which the company expects to be entitled to in exchange for those goods or services, which occurs when (or as) the Company satisfies its contractual obligations and transfers control of the promised goods or services to its customers. In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under its agreements, the Company performs the following steps: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations based on estimated selling prices; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

Voyage revenues for the transportation of cargo are recognized ratably over the estimated relative transit time of each voyage. A voyage is deemed to commence when a vessel arrives at the loading port, as applicable under the contract, and is deemed to end upon the completion of the discharge of the current cargo. Under a voyage charter, a vessel is provided for the transportation of specific goods between specific ports in return for payment of an agreed upon freight per ton of cargo.

Revenues are recorded net of address commissions. Address commissions represent a discount provided directly to the charterers based on a fixed percentage of the agreed upon charter rate. Since address commissions represent a discount (sales incentive) on services rendered by the Company and no identifiable benefit is received in exchange for the consideration provided to the charterer, these commissions are presented as a reduction of revenue.

Revenue from contracts of affreightment (“COA”)/voyage contracts relating to our barges are recognized ratably over the estimated relative transit time of each voyage. A voyage is deemed to commence upon the barge’s arrival at the loading port, as applicable under the contract, and is deemed to end upon the completion of discharge under the current voyage. The percentage of transit time is based on the number of days traveled as of the balance sheet date divided by the number of total days expected for the voyage. The position of the barge at the balance sheet date is determined by the days traveled as of the balance sheet date over the total voyage of the pushboat having the barge in tow. Revenue arising from contracts that provide our customers with continuous access to convoy capacity is recognized ratably over the period of the contracts. Demurrage income represents payments made by the charterer to the vessel owner when loading or discharging time exceeds the stipulated time in the voyage charter and is recognized as it is earned.

The Company recognizes revenue ratably from the vessel’s/barge’s arrival at the loading port, as set forth in the applicable contract, to when the charterer’s cargo is discharged. The Company defers costs that meet the definition of “costs to fulfill a contract” and relate directly to the contract.

Revenues from time-chartering and bareboat chartering of vessels and barges are accounted for as operating leases and are thus recognized on a straight-line basis as the average revenue over the rental periods of such charter agreements as service is performed. However, for loss generating time charters, the loss is recognized in the period during which the loss is generated. A time-charter involves placing a vessel or barge at the charterer’s disposal for a period of time during which the charterer uses the vessel in return for the payment of a specified daily hire rate. Charters for periods of less than three months are referred to as spot-charters. Charters for periods of three months to a year are generally referred to as medium-term charters. All other charters are considered long-term. For time-charters, the owner of the vessel typically pays the vessel’s operating costs, such as crews, maintenance and insurance.

Revenues from dry port terminal operations consist of an agreed flat fee per ton and cover services performed in connection with unloading cargo from barges (or trucks), transferring the cargo into silos or stockpiles for temporary storage, and loading the ocean-going vessels. Revenues are recognized upon completion of the loading of the ocean-going vessels. Revenue arising from contracts that provide our customers with continuous access to port terminal storage and transshipment capacity is recognized ratably over the period of the contracts. Additionally, fees are charged for vessel dockage and for storage time in excess of the contractually specified term. Dockage revenues are recognized ratably up to the completion of loading, as the performance obligation is met evenly over the loading period. Storage fees are assessed and recognized at the point when the product remains in the silo storage beyond the contractually agreed upon term. Storage fee revenue is recognized ratably over the storage period and ends when the product is loaded onto the ocean-going vessel.

Revenues from the liquid port terminal consist mainly of sales of petroleum products in the Paraguayan market and revenues from liquid port operations. Revenues from liquid port terminal operations consist of an agreed flat fee per cubic meter or a fixed rate over a specific period to cover services performed in connection with unloading cargo from barges, transferring the cargo into the tanks for temporary storage and loading the trucks. Revenues that consist of an agreed flat fee per cubic meter are recognized upon completion of the loading of the trucks. Revenues from liquid port terminal operations

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that consist of a fixed rate over a specific period, are recognized ratably over the storage period as the performance obligation is met evenly over time, ending when the product is loaded onto the trucks. Additionally, fees are charged for storage time in excess of the contractually specified term. Storage fee revenue is recognized ratably over the storage period and ends when the product is loaded onto the trucks.

Expenses related to our revenue-generating contracts are recognized as incurred.

The following table reflects the revenue earned per category for the three-month periods ended March 31, 2023 and 2022:

	<b>Three Month Period Ended March 31, 2023</b>	<b>Three Month Period Ended March 31, 2022</b>
COA/Voyage revenue	\$ 15,767	\$ 19,807
Time chartering revenue	\$ 18,734	\$ 11,393
Port terminal revenue	\$ 24,242	\$ 22,817
Storage fees (dry port) revenue	\$ 40	\$ 361
Dockage revenue	\$ 1,859	\$ 1,362
Sale of products revenue	\$ 3,087	\$ 1,894
Liquid port terminal revenue	\$ 1,304	\$ 1,461
Other	\$ 379	\$ 59
<b>Total</b>	<b>\$ 65,412</b>	<b>\$ 59,154</b>

**Deferred Income and Cash Received in Advance:** Deferred voyage revenue relates primarily to cash received from charterers prior to its being earned.

These amounts are recognized as revenue over the voyage or charter period.

**Recent Accounting Pronouncements:**

*Adoption of new accounting pronouncements:*

In March 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2020-4, “Reference Rate Reform (Topic 848)” (“ASU 2020-4”), which provides optional guidance intended to ease the potential burden in accounting for the expected discontinuation of LIBOR as a reference rate in the financial markets. The guidance can be applied to modifications made to certain contracts to replace LIBOR with a new reference rate. The guidance, if adopted, will permit entities to treat such modifications as the continuation of the original contract, without any required accounting reassessments or remeasurements. In addition, in January 2021, the FASB issued ASU No. 2021-01 with respect to the Reference Rate Reform (Topic 848). The amendments in this Update clarify that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. The ASU 2020-4 was effective for the Company beginning on March 12, 2020 and the Company will apply the amendments prospectively through December 31, 2024. There was no material impact to the Company’s interim condensed consolidated financial statements as of March 31, 2023.

**NOTE 3: CASH AND CASH EQUIVALENTS AND RESTRICTED CASH**

Cash and cash equivalents and restricted cash consisted of the following:

	<b>March 31, 2023</b>	<b>December 31, 2022</b>
Cash on hand and at banks	\$ 39,641	\$ 32,851
Short-term deposits and highly liquid funds	21,510	45,690
Restricted cash	310	310
<b>Cash and cash equivalents and restricted cash</b>	<b>\$ 61,461</b>	<b>\$ 78,851</b>

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Short-term deposits and highly liquid funds relate to amounts held in banks for general financing purposes and represent deposits with an original maturity of less than three months and are included in the condensed consolidated balance sheets under the caption “Cash and cash equivalents”.

Cash deposits and cash equivalents in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. Navios Holdings does maintain cash deposits and equivalents in excess of government provided insurance limits. Navios Holdings reduces exposure to credit risk by dealing with a diversified group of major financial institutions.

As of both March 31, 2023 and December 31, 2022, amounts held as security in the form of letters of guarantee or letters of credit are included within restricted cash, and totaled \$10. Restricted cash includes the amount of \$300 as cash collateral in escrow accounts, relating to certain agreements, from which the amount of \$200 was released subsequent to the period ended March 31, 2023.

**NOTE 4: VESSELS, PORT TERMINALS AND OTHER FIXED ASSETS, NET**

<u>Vessels, Port Terminals and Other Fixed Assets, net</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
<b>Balance December 31, 2022</b>	<b>\$814,510</b>	<b>\$ (318,591)</b>	<b>\$495,919</b>
Additions	3,533	(7,048)	(3,515)
Disposals	(33)	—	(33)
<b>Balance March 31, 2023</b>	<b>\$818,010</b>	<b>\$ (325,639)</b>	<b>\$492,371</b>

On September 8, 2022, the Company completed the sale of its 21 owned vessels to Navios Partners. For further information on the sale, see Note 15 “Discontinued operations” in the interim condensed consolidated financial statements.

*Navios Logistics*

Since 2018, Navios Logistics has acquired approximately 9.0 hectares of undeveloped land located in Port Murтинho, Brazil for a total cost of \$1,580. Navios Logistics plans to develop this land for its port operations.

*Deposits for Vessels and Port Terminals Acquisitions*

As of March 31, 2023 and December 31, 2022, Navios Logistics has paid \$2,412 and \$1,907, respectively, for the construction of a new stockpile area in its Iron Ore Port Terminal and is included under the caption “Other long-term assets” in the interim condensed consolidated statement of financial position.

As of March 31, 2023 and December 31, 2022, Navios Logistics has paid \$844 and \$807, respectively, for capitalized expenses for the development of its port operations in Port Murтинho, Brazil, which was included in the interim condensed consolidated statement of financial position under the caption “Other long-term assets”.

As of March 31, 2023 and December 31, 2022, Navios Logistics has paid \$2,437 and \$597, respectively, for the construction of a crane in the Iron Ore Port Terminal, which is included in the interim condensed consolidated statement of financial position under the caption “Other long-term assets”.

**NOTE 5: INTANGIBLE ASSETS OTHER THAN GOODWILL**

<u>Intangible assets</u>	<u>March 31, 2023</u>	<u>December 31, 2022</u>
Acquisition cost	\$ 89,272	\$ 89,272
Accumulated amortization	(43,772)	(43,079)
<b>Total Intangible assets net book value</b>	<b>\$ 45,500</b>	<b>\$ 46,193</b>

Amortization expense for the three-month periods ended March 31, 2023 and 2022 amounted to \$693 and \$693, respectively.

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The remaining aggregate amortization of acquired intangibles as of March 31, 2023 is as follows:

<b>Period</b>	
Year One	\$ 2,770
Year Two	2,770
Year Three	2,770
Year Four	2,770
Year Five	2,286
Thereafter	32,134
<b>Total</b>	<b><u>\$45,500</u></b>

**NOTE 6: BORROWINGS**

<i>Facility</i>	<b>March 31, 2023</b>	<b>December 31, 2022</b>
2024 Notes	8,626	8,626
Convertible Debenture	120,005	118,833
2025 Logistics Senior Notes	500,000	500,000
Navios Logistics other long-term loans and notes payable	55,223	59,385
<b>Total borrowings</b>	<b><u>683,854</u></b>	<b><u>686,844</u></b>
Less: current portion, net	(28,762)	(23,544)
Less: deferred finance costs, net	(11,040)	(12,090)
<b>Total long-term borrowings</b>	<b><u>\$644,052</u></b>	<b><u>\$ 651,210</u></b>

***Navios Holdings Debt***

*2024 Notes*

On March 21, 2019, Navios Holdings issued \$4,747 of 9.75% Senior Notes due 2024 (the “2024 Notes”) in exchange for a total of 10,930 Series H shares that were validly tendered as of that date. For additional information on the Series H shares, see Note 10 “Preferred and Common Stock” to the interim condensed consolidated financial statements.

On April 21, 2019, Navios Holdings issued \$3,879 of the 2024 Notes in exchange for a total of 8,841 Series G shares that were validly tendered as of that date. For additional information on the Series G shares, see Note 10 “Preferred and Common Stock” to the interim condensed consolidated financial statements.

The 2024 Notes are general senior unsecured obligations of Navios Holdings and (a) rank (i) senior in right of payment to all Navios Holdings’ existing and future debt that expressly provides that it is subordinated to the 2024 Notes; (ii) pari passu in right of payment with all of Navios Holdings’ existing and future senior obligations; and (b) are (i) structurally subordinated in right of payment to the obligations of Navios Holdings’ subsidiaries; and (ii) effectively subordinated in right of payment to all existing and future obligations of Navios Holdings that are secured by property or assets of Navios Holdings to the extent of the value of any such property and assets securing such other obligations. The 2024 Notes are not guaranteed by any of Navios Holdings’ subsidiaries.

The indenture governing the 2024 Notes does not contain restrictive covenants but does include customary events of default.

Navios Holdings has the option to redeem the 2024 Notes, in whole or in part, at any time, at a redemption price equal to 100% of the principal amount of the 2024 Notes to be redeemed, plus accrued interest.

*Convertible Debenture*

In December 2021, Navios Holdings entered into a convertible debenture with NSM (the “Convertible Debenture”), covering certain payments under the NSM Loans (as defined herein) including an upfront fee of \$24,000, accrued interest, and prepayment fees. The lender has the option to convert any portion of the outstanding balance under the Convertible Debenture into shares of common stock of Navios Holdings pursuant to an agreed-upon mechanism. The Convertible Debenture has a term of five years and bears interest at the rate of 4% payment in kind (“PIK”), payable at maturity, if not earlier converted into shares of our common stock. As of March 31, 2023, the total outstanding balance of the Convertible Debenture amounted to \$120,005.

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The Convertible Debenture that was recognized as a single liability instrument is presented under the caption “Convertible debenture payable to affiliate companies”. For information on the Convertible Debenture, see Note 9 “Transactions with Related Parties” and Note 10 “Preferred and Common Stock” in the interim condensed consolidated financial statements.

***Navios Logistics Debt***

*2025 Logistics Senior Notes*

On July 8, 2020, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. (“Logistics Finance” and, together with Navios Logistics (the “Logistics Co-Issuers”) issued \$500,000 in aggregate principal amount of senior secured notes due on July 1, 2025, at a fixed rate per annum of 10.75% (the “2025 Logistics Senior Notes”).

The 2025 Co-Issuers have the option to redeem the 2025 Notes in whole or in part, at any time on or after August 1, 2022, at a fixed price of 108.063% of the principal amount, which declines to 102.688% on August 1, 2023 and to par on August 1, 2024. The Logistics Co-Issuers may also redeem all, but not less than all, of the 2025 Logistics Senior Notes at a price equal to 100% of the principal amount plus accrued and unpaid interest, if any, upon certain changes in law that would trigger the payment of withholding taxes. Furthermore, upon the occurrence of certain change of control events, the Logistics Co-Issuers may be required to offer to purchase 2025 Logistics Senior Notes from holders at a price equal to 101% of the principal amount plus accrued and unpaid interest, if any.

The 2025 Logistics Senior Notes are senior secured obligations of the Logistics Co-Issuers and rank equal in right of payment to all of their existing and future senior indebtedness and senior in right of payment to all of their future subordinated indebtedness. The 2025 Logistics Senior Notes are fully and unconditionally guaranteed, jointly and severally, by all of the Navios Logistics’ direct and indirect subsidiaries, other than the Logistics Co-Issuer. The 2025 Logistics Senior Notes are secured by (i) first priority ship mortgages on four tanker vessels servicing the Navios Logistics’ Cabotage Business (the (1) Elena H, (2) Makenita H, (3) Sara H and (4) He Man H) owned by certain subsidiary guarantors (such guarantors, the “Mortgaged Vessel Guarantors”) and related assignments of earnings and insurance, together with a first priority lien on the capital stock of each Mortgaged Vessel Guarantor; and (ii) an assignment by way of security of the Vale port contract (collectively, the “Collateral”). The 2025 Logistics Senior Notes are effectively senior to all existing and future obligations of the subsidiary guarantors that own Collateral, to the extent of the value of the Collateral but effectively junior to any existing and future secured obligations of the Logistics Co-Issuers and the subsidiary guarantors that are secured by assets other than the Collateral, to the extent of the value of any assets securing such other obligations. The indenture governing the 2025 Logistics Senior Notes contains restrictive covenants that limit, among other things, the ability of the Logistics Co-Issuers and their restricted subsidiaries to incur additional indebtedness, pay dividends and make distributions on common and preferred stock, make other restricted payments, make investments, incur liens, consolidate, merge, sell or otherwise dispose of all or substantially all of their assets and enter into certain transactions with affiliate companies, in each case, subject to exclusions, and other customary covenants. The indenture governing the 2025 Logistics Senior Notes also contains customary events of default.

The Logistics Co-Issuers were in compliance with the covenants as of March 31, 2023.

As of March 31, 2023, and December 31, 2022, deferred financing costs associated with the 2025 Logistics Senior Notes amounted to \$10,975 and \$12,018, respectively.

*Navios Logistics Other Long-term Loans and Notes Payable*

As of March 31, 2023, Navios Logistics had long-term loans and notes payable, with a total outstanding balance of \$55,223. The purpose of the facilities was to finance the construction of its Dry Port Terminal, the acquisition of vessels, and for general corporate purposes. The facilities are denominated mainly in U.S. dollars and bear interest based on either LIBOR or Secured Overnight Financing Rate (“SOFR”) plus a spread ranging from 3.15% to 8.50% per annum.

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Navios Logistics currently pays interest on its notes payable at a rate equal to six-month LIBOR, which will convert to the Commercial Interest Reference Rates (“CIRR”) or SOFR, to be agreed with the lender during the second quarter of 2023. The facilities are repayable in installments and have maturities ranging from November 2024 to March 2026. For additional information on the long-term loans to Navios Logistics, see the maturity table below.

During the three-month period ended March 31, 2023, the Company paid \$4,189 in scheduled repayment installments relating to its secured credit facilities. There were no proceeds from borrowings for the three-month period ended March 31, 2023. During the three-month period ended March 31, 2022, the Company paid \$10,562 in scheduled repayment installments relating to its secured credit facilities and \$131,012 in prepayments related to four of the Company’s credit facilities. During the three-month period ended March 31, 2022, the proceeds from the NSM Loans were \$262,632, the proceeds from long term debt were \$228,725 and the proceeds from the two sale and leaseback agreements were \$31,000. The above payments and proceeds include debt from continuing and discontinued operations.

The annualized weighted average interest rates of the Company’s total borrowings for the three months period ended March 31, 2023 and 2022 were 9.15% and 9.92%, respectively.

The maturity table below reflects the principal payments for the next five years and thereafter of all borrowings of Navios Holdings (including Navios Logistics) outstanding as of March 31, 2023, based on the repayment schedules of the respective loan facilities and the outstanding amount due under the debt securities

<u>Payment due by period</u>	
March 31, 2024	\$ 28,793
March 31, 2025	24,152
March 31, 2026	510,904
March 31, 2027	120,005
<b>Total</b>	<b><u>\$683,854</u></b>

**NOTE 7: FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

**Cash and cash equivalents:** The carrying amounts reported in the condensed consolidated balance sheets for interest bearing deposits and money market funds approximate their fair value because of the short maturity of these investments.

**Restricted cash:** The carrying amounts reported in the condensed consolidated balance sheets for interest bearing deposits approximate their fair value because of the short maturity of these investments.

**Borrowings:** The book value has been adjusted to reflect the net presentation of deferred financing costs. The outstanding balance of the floating rate loans continues to approximate its fair value, excluding the effect of any deferred financing costs. As of both March 31, 2023 and December 31, 2022, the 2025 Logistics Senior Notes and four Navios Logistics’ loans are fixed rate borrowings and their fair value was determined based on quoted market prices.

**Convertible Debenture:** The carrying amount of the Convertible Debenture approximates its fair value.

The estimated fair values of the Company’s financial instruments are as follows:

	<u>March 31, 2023</u>		<u>December 31, 2022</u>	
	<u>Book Value</u>	<u>Fair Value</u>	<u>Book Value</u>	<u>Fair Value</u>
Cash and cash equivalents	\$ 61,151	\$ 61,151	\$ 78,541	\$ 78,541
Restricted cash	\$ 310	\$ 310	\$ 310	\$ 310
Senior and ship mortgage notes, net	\$(497,651)	\$(498,781)	\$(496,608)	\$(491,976)
Long-term debt, including current portion	\$ (55,158)	\$ (55,223)	\$ (59,313)	\$ (59,385)
Convertible debenture payable to affiliate companies <sup>(1)</sup>	\$(120,005)	\$(120,005)	\$(118,833)	\$(118,833)

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As required by the fair value guidance, assets are categorized in their entirety based on the lowest level of input that is significant to the fair value measurement.

As of March 31, 2023, and December 31, 2022, there were no assets measured at fair value on a recurring basis.

As of March 31, 2023, and December 31, 2022, there were no assets measured at fair value on a non-recurring basis.

**Fair Value Measurements**

The estimated fair value of our financial instruments that are not measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows:

Level I: Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.

Level II: Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.

Level III: Inputs that are unobservable.

	<b>Fair Value Measurements at March 31, 2023</b>			
	<b>Total</b>	<b>(Level I)</b>	<b>(Level II)</b>	<b>(Level III)</b>
Cash and cash equivalents	\$ 61,151	\$ 61,151	\$ —	\$ —
Restricted cash	\$ 310	\$ 310	\$ —	\$ —
Senior notes	\$(498,781)	\$(490,155)	\$ (8,626)	\$ —
Long-term debt, including current portion <sup>(1)</sup>	\$ (55,223)	\$ —	\$ (55,223)	\$ —
Convertible debenture payable to affiliate companies <sup>(1)</sup>	\$(120,005)	\$ —	\$(120,005)	\$ —

	<b>Fair Value Measurements at December 31, 2022</b>			
	<b>Total</b>	<b>(Level I)</b>	<b>(Level II)</b>	<b>(Level III)</b>
Cash and cash equivalents	\$ 78,541	\$ 78,541	\$ —	\$ —
Restricted cash	\$ 310	\$ 310	\$ —	\$ —
Senior and ship mortgage notes	\$(491,976)	\$(483,350)	\$ (8,626)	\$ —
Long-term debt, including current portion <sup>(1)</sup>	\$ (59,385)	\$ —	\$ (59,385)	\$ —
Convertible debenture payable to affiliate companies <sup>(2)</sup>	\$(118,833)	\$ —	\$(118,833)	\$ —

- (1) The fair value of the Company's long-term debt is estimated based on currently available debt with similar contract terms, interest rates and remaining maturities, published quoted market prices and takes into account the Company's creditworthiness.
- (2) The fair value of the Company's Convertible Debenture is estimated based on currently available debt with similar contract terms, interest rate and remaining maturities and takes into account the counterparty's creditworthiness.

**NOTE 8: COMMITMENTS AND CONTINGENCIES**

As of March 31, 2023, the Company was contingently liable for letters of guarantee and letters of credit amounting to \$10 (December 31, 2022: \$10) issued by one bank in favor of various organizations and the total amount was collateralized by cash deposits, which were included as a component of restricted cash.

Navios Logistics has issued a guarantee and indemnity letter that guarantees the performance by Petrolera San Antonio S.A. (a consolidated subsidiary) of all its obligations to Vitol S.A. up to \$12,000. This guarantee expires on March 28, 2024.

On July 22, 2016, Navios Logistics guaranteed the compliance of certain obligations related to Edolmix S.A. and Energías Renovables del Sur S.A. (entities wholly owned by Navios Logistics) under their respective direct user agreements with the Free Zone of Nueva Palmira, for the amounts of \$847 and \$519, respectively.

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In September 2020, Navios Logistics agreed to a settlement regarding a storage and transshipment contract in the grain port terminal for a total amount to be paid to Navios Logistics as a result of the settlement of \$4,140, to be collected in three equal installments of \$1,380 within each of June 2021, 2022 and 2023. In June 2021 and 2022, the Navios Logistics collected the first and second installments.

On April 28, 2022, Navios Logistics entered into a five-year leasing contract for eight liquid barges to be delivered from the fourth quarter of 2022 through the second quarter of 2023. The lease contract is payable by 60 consecutive monthly payments of \$26 each, commencing with the delivery date of the applicable barge. At expiration, Navios Logistics will have the ability to exercise the purchase option for these barges or extend the term of the leasing contract. For additional information on the leasing contract, see Note 14 “Leases” to the interim condensed consolidated financial statements.

The Company is involved in a number of legal proceedings and has various unresolved claims pending arising in the ordinary course of business. Based on currently available information and the opinion of legal counsel, management believes that the final outcome will not have a significant effect on the Company’s operating results or financial position and that no additional provisions over and above provisions already reflected in the interim condensed consolidated financial statements are required.

**NOTE 9: TRANSACTIONS WITH RELATED PARTIES**

**Vessel Operating Expenses (management fees):** Prior to the Transaction and pursuant to a management agreement dated August 29, 2019 (the “Management Agreement”) with Navios Shipmanagement Inc., a subsidiary of N Shipmanagement Acquisition Corp. (together with its subsidiaries, “NSM” or the “Manager”), the Manager provided commercial and technical management services to Navios Holdings’ vessels. The term of this agreement was for an initial period of five years with an automatic extension period of five years thereafter unless a notice for termination is received by either party. The ship management services fees provided by the Manager was a fixed rate of \$3.7 per day per owned/bareboat-in vessel until August 2021, \$3.8 per day per owned/bareboat-in vessel until August 2022 and \$3.9 per day until the closing of the Transaction on September 8, 2022. The fee for the ship management services provided by the Manager is a daily fee of \$0.03 per day per charter-in vessel. Drydocking expenses under this agreement are reimbursed by Navios Holdings at cost. The agreement also provided for payment of a termination fee, equal to the fees charged for the full calendar year preceding the termination date, by Navios Holdings in the event the Management Agreement is terminated on or before August 29, 2024, upon the occurrence of certain events. No such fees were triggered. Total management fees for vessel operating expenses for the three-month periods ended March 31, 2023 and 2022 amounted to \$0 and \$8,600, respectively and are presented under the caption “Net income from discontinued operations” in the interim condensed consolidated statements of comprehensive income/(loss). During the three-month periods ended March 31, 2023 and 2022, certain extraordinary fees and costs related to COVID-19 measures, including crew related expenses, amounted to \$0 and \$1,087, respectively, and are presented under the caption “Net income from discontinued operations” in the interim condensed consolidated statements of comprehensive income/(loss).

**General and administrative expenses:** Pursuant to an administrative services agreement with the Manager dated August 29, 2019 (“Administrative Services Agreement”), NSM provides administrative services to Navios Holdings. NSM is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. The term of this agreement is for an initial period of five years with an automatic extension for a period of five years thereafter unless a notice of termination is received by either party. The agreement also provides for payment of a termination fee, equal to the fees charged for the full calendar year preceding the termination date, by Navios Holdings in the event the Administrative Services Agreement is terminated on or before August 29, 2024, upon the occurrence of certain events. Total general and administrative expenses attributable to this agreement for the three-month periods ended March 31, 2023 and 2022 amounted to \$135 and \$1,911, respectively, and are presented under the caption “General and administrative expenses”. The total general and administrative expenses attributable to this agreement for the three-month periods ended March 31, 2023 and 2022, which have been allocated to discontinued operations, amounted to \$0 and \$1,776, respectively, and are presented under the caption “Net income from discontinued operations” in the interim condensed consolidated statements of comprehensive income/(loss).

Pursuant to an administrative services agreement with the Manager dated August 29, 2019, NSM provides administrative services to Navios Logistics. Total general and administrative expenses for each of the three-month periods ended March 31, 2023 and 2022 amounted to \$728 and \$286, respectively and are presented under the caption “General and administrative expenses” in the interim condensed consolidated statements of comprehensive income/(loss).

**Balance due to/from affiliate companies:** Balance due to NSM as of March 31, 2023 amounted to \$1,168 (December 31, 2022: \$1,642).

As of March 31, 2023, the balance consisted mainly of payments to the Manager in accordance with the Administrative Services Agreement.

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**Midstream General Partner Option Agreement:** Navios Holdings entered into an option agreement, with Navios Acquisition under which Navios Acquisition, which owns and controls Navios Maritime Midstream Partners GP LLC (“Midstream General Partner”), granted Navios Holdings the option to acquire a minimum of 25% of the outstanding membership interests in Midstream General Partner and the incentive distribution rights in Navios Midstream representing the right to receive an increasing percentage of the quarterly distributions when certain conditions are met. The option shall expire on November 18, 2024. The purchase price for the acquisition for all or part of the option interest shall be an amount equal to its fair market value. As of March 31, 2023, Navios Holdings had not exercised any part of that option.

**NSM Loan I:** In December 2021, Navios Holdings entered into an amended and restated loan agreement, whereby a wholly owned subsidiary of NSM made a secured term loan of up to \$127,632 (the “NSM Loan I”) available to the Company, in two tranches: (i) the first tranche of \$48,573 representing borrowings already made available and (ii) the second tranche of \$79,059 representing new borrowings to be made available in exchange for the release by NSM of certain existing collateral. The NSM Loan I is repayable in quarterly installments of \$5,000 with the first installment falling due in the third quarter of 2023. The NSM Loan I has a four-year term and bears interest at a rate of (i) 18% per annum until the 2022 Senior Secured Notes are repaid and 16.5% per annum thereafter when paid in the form of Convertible Debenture for the first 18 months (“PIK Interest”); and (ii) 13.5% per annum when paid in the form of cash. The NSM Loan I will be paid in PIK Interest for the first 18 months, due also in optional prepayment during that period and thereafter in either cash or PIK Interest at the election of the Borrower. As of March 31, 2023, an amount of \$14,853 accrued PIK interest at 18% is included under the caption “Convertible debenture payable to affiliate companies” in the interim condensed consolidated statement of financial position.

In the third quarter of 2022, the outstanding balance under NSM Loan I was fully repaid using cash received from the Transaction. Such repayment was mandatory as per the terms of the loan agreement.

**NSM Loan II:** In December 2021, Navios Holdings entered into an amended and restated loan agreement to the existing \$115.0 million NSM Loan dated June 29, 2021 whereby a wholly-owned subsidiary of NSM made a secured term loan of up to \$135,000 (the “NSM Loan II” and, together with the NSM Loan I, the “NSM Loans”) available to the Company, in two tranches (i) the first tranche of \$64,059 representing outstanding borrowings already made available and (ii) the second tranche of \$70,941 representing new borrowings to be made available, in exchange for the release by NSM of certain existing collateral. The NSM Loan II is repayable in quarterly installments of \$5,000 with the first installment falling due in the third quarter of 2023. The NSM Loan II has a four-year term and bears interest at a rate of (i) 18% per annum until the 2022 Senior Secured Notes are repaid and 16.5% per annum thereafter, when paid in PIK Interest; and (ii) 13.5% per annum when paid in the form of cash. The NSM Loan II will be paid in PIK Interest for the first 18 months, due also in optional prepayment during that period and thereafter in either cash or PIK Interest at the election of the Borrower. As of March 31, 2023, an amount of \$15,759 accrued PIK interest at 18% is included under the caption “Convertible debenture payable to affiliate companies” in the interim condensed consolidated statement of financial position.

In the third quarter of 2022, the outstanding balance under NSM Loan II was fully repaid using cash received from the Transaction. Such repayment was mandatory as per the terms of the loan agreement.

Upon completion of the refinancing in January 2022, NSM received an upfront fee in respect of the NSM Loan I and the NSM Loan II of \$24,000 in the form of a Convertible Debenture and is included in the interim condensed consolidated statement of comprehensive income/(loss) under the caption “Non-operating other finance cost”. The agreements also provide for prepayment premiums ranging from 5%-10% during the first 36 months of the term which is payable in the form of Convertible Debenture, described below.

**Convertible Debenture:** In December 2021, Navios Holdings entered into the Convertible Debenture with NSM, covering an upfront fee of \$24.0 million, accrued interest on the NSM Loans, and prepayment fees. The lender has the option to convert any portion of the outstanding balance under the Convertible Debenture into shares of common stock of Navios Holdings pursuant to an agreed-upon mechanism. The Convertible Debenture has a term of five years, maturing in 2027, and bears interest at the rate of 4% PIK, payable at maturity, if not earlier converted into shares of our common stock. As of March 31, 2023, the total outstanding balance of the Convertible Debenture amounted to \$120,005. The Convertible Debenture is presented under the caption “Convertible debenture payable to affiliate companies” in the interim condensed consolidated statement of financial position.

**Navios Logistics’ Shareholders Agreement:** On November 19, 2019, Navios Holdings entered into a shareholder’s agreement with Peers Business Inc. granting certain protections to minority shareholders in certain circumstances.

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**Promissory Note:** On July 30, 2021, Navios Logistics issued a \$20,000 promissory note to Grimaud. The promissory note was payable in four semi-annual equal installments commencing on August 15, 2021. The Company had the ability to defer payment of one of the first three installments subject to certain conditions. On July 30, 2021, Grimaud entered into an assignment agreement with Peers Business Inc. (“Peers”), whereby the promissory note was assigned to Peers. For additional information, see to Note 10 “Preferred and Common Stock” to the interim condensed consolidated financial statements. During the three-month period ended March 31, 2023, the Company paid the remaining balance outstanding under the Promissory Note of \$10,000 in full and there is no remaining outstanding balance as of March 31, 2023.

**NOTE 10: PREFERRED AND COMMON STOCK**

As of March 31, 2023, and December 31, 2022, Navios Holdings had 22,826,450 shares issued and outstanding.

*Series I Preferred Stock*

In accordance with the terms of the Convertible Debenture, Navios Holdings issued 1,000 shares of preferred stock (the “Series I Preferred Stock”) on January 3, 2022, which have no voting and no economic rights. The Series I Preferred Stock represents 30,247,185 and 30,545,514 shares of common stock issuable as of March 31, 2023 and April 3, 2023, respectively, all of which are deemed outstanding for voting purposes. Under the terms of the Convertible Debenture, the number of shares of common stock issuable upon conversion thereof will increase to the extent that amounts outstanding under the Convertible Debenture increase. NSM, the holder of the Series I Preferred Stock, may convert any or all of the shares of Series I Preferred Stock into common stock at its option at any time until the maturity of the Convertible Debenture at the conversion rate of \$3.93 per common stock. In addition, there are also provisions for mandatory conversion upon the occurrence of certain events. NSM is an affiliate of our Chairwoman and Chief Executive Officer, Angeliki Frangou.

*Series G and Series H American Depositary Shares Exchange Offer*

On December 21, 2018, Navios Holdings announced that it commenced an offer to exchange cash and/or newly issued 2024 Notes for approximately 66 2/3% of each of the outstanding Series G American Depositary Shares (“Series G ADSs”) and Series H American Depositary Shares (“Series H ADSs”).

As of March 21, 2019, a total of 10,930 Series H ADSs were validly tendered representing a net aggregate nominal value of approximately \$26,297. Navios Holdings paid \$997 for tender offer expenses, approximately \$4,188 as cash consideration and a total of approximately \$4,747 in aggregate principal amount of 2024 Notes. The difference between the carrying amount of the preferred shares redeemed and the fair value of the consideration transferred amounting to \$16,365 was recorded in accumulated deficit. Following the completion of the offer, the Company cancelled the undeclared preferred dividend of Series H ADSs of \$7,678.

As of April 18, 2019, a total of 8,841 Series G ADSs were validly tendered representing a net aggregate nominal value of approximately \$21,271. Navios Holdings paid \$620 for tender offer expenses, approximately \$4,423 cash consideration and issued a total of approximately \$3,879 principal amount of 2024 Notes. The difference between the carrying amount of the preferred shares redeemed and the fair value of the consideration transferred amounting to \$12,568 was recorded in accumulated deficit. Following the completion of the offer, the company cancelled the undeclared preferred dividend of series G ADSs of \$6,798.

In February 2016, Navios Holdings announced the suspension of payment of quarterly dividends on its preferred stock, including the Series G ADSs and Series H ADSs. On July 15, 2017, the Company reached six quarterly dividend payments in arrears relating to its Series G ADSs and Series H ADSs and as a result the respective dividend rate increased by 0.25%.

Total undeclared preferred dividends as of March 31, 2023 were \$27,123 (net of cancelled dividends).

On September 14, 2022, Navios Holdings commenced a tender offer to purchase up to \$20,000 of the outstanding Series G ADSs and Series H ADSs. As of the completion of Navios Holdings’ tender offer on October 21, 2022, a total of 20,185 Series G ADSs were validly tendered in exchange for aggregate cash consideration of \$318, and a total of 584,158 Series H ADSs were validly tendered in exchange for aggregate cash consideration of \$8,926, resulting in a gain of \$4,547, and undeclared preferred dividends of \$8,949. After giving effect to the consummation of the tender offer, Navios Holdings has 514,720 outstanding Series G ADSs and 1,183,944 outstanding Series H ADSs, which represent 1/100th of a share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock and 1/100th of a Share of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock, respectively.

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There were 16,988 shares of preferred stock outstanding (5,148 Series G ADSs and 11,840 Series H ADSs) for both three-month periods ended March 31, 2023 and December 31, 2022.

*Vested, Surrendered and Forfeited*

During the three-month period ended March 31, 2023, nil restricted shares of common stock were forfeited and nil restricted stock units issued to the Company's officers and directors vested.

During the three-month period ended March 31, 2022, 29 restricted shares of common stock were forfeited and 37,879 restricted stock units issued to the Company's officers and directors vested.

*Issuance of Cumulative Perpetual Preferred Stock*

The Company's 2,000,000 American Depositary Shares, Series G ADSs and the 4,800,000 American Depositary Shares, Series H ADSs are recorded at fair market value on issuance. Each of the shares represents 1/100th of a share of the Series G ADSs and Series H ADSs, with a liquidation preference of \$2,500 per share (\$25.00 per American Depositary Share). Dividends are payable quarterly in arrears on the Series G ADSs at a rate of 8.75% per annum of the stated liquidation preference and on the Series H ADSs at a rate of 8.625% per annum of the stated liquidation preference, which increased by 0.25% as of July 15, 2017 for each of Series G ADSs and Series H ADSs. The Company has accounted for these shares as equity.

**NOTE 11: OTHER EXPENSE, NET**

During the three-month periods ended March 31, 2023 and 2022, taxes other than income taxes of Navios Logistics amounted to \$1,641 and \$1,418, respectively, and were included in the interim condensed consolidated statement of comprehensive income/(loss) under the caption "Other expense, net".

**NOTE 12: EARNINGS/(LOSS) PER COMMON SHARE**

Basic earnings/(loss) per share is calculated by dividing net income/(loss) attributable to Navios Holdings common stockholders by the weighted average number of shares of Navios Holdings outstanding (excluding restricted shares) during the periods presented. Diluted income per common share is calculated by applying the treasury stock method. All unvested restricted stock units that have a dilutive effect are included in the calculation. The basic and diluted earnings per share for the period are presented for each category of participating common shares under the two-class method. The as converted number of common shares under the Convertible Debenture are deemed participating securities. Earnings are only allocated to participating securities in a period of net income (including income from continued and discontinued operations).

Net income/(loss) attributable to Navios Holdings common stockholders is calculated by adding to (if a discount) or deducting from (if a premium) net income/(loss) attributable to Navios Holdings common stockholders the difference between the fair value of the consideration paid upon redemption and the carrying value of the preferred stock, including the unamortized issuance costs of the preferred stock, and the amount of any undeclared dividend cancelled.

For the three-month period ended March 31, 2023, 106,000 potential common shares and 0 potential shares of convertible preferred stock are included in the calculation of diluted earnings per share.

For the three-month period ended March 31, 2022, 210,186 potential common shares and 0 potential shares of convertible preferred stock are included in the calculation of diluted earnings per share.

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	Three Month Period Ended March 31, 2023	Three Month Period Ended March 31, 2022
<b>Numerator:</b>		
Income/(loss) attributable to Navios Holdings, from continuing operations	\$ 14,465	\$ (15,437)
Less:		
Undeclared dividend on preferred stock and on unvested restricted shares	(931)	(1,277)
Undistributed income attributable to Series I Preferred Stock participating shares on an as converted basis from continuing operations	(7,724)	—
<b>Income/(loss) attributable to Navios Holdings common stockholders, basic and diluted from continuing operations</b>	<b>\$ 5,810</b>	<b>\$ (16,714)</b>
Income attributable to Navios Holdings common stockholders, basic and diluted from discontinued operations	—	10,437
Less:		
Undistributed income attributable to Series I Preferred Stock participating shares on an as converted basis from discontinued operations	—	—
<b>Income attributable to Navios Holdings common stockholders, basic and diluted from discontinued operations</b>	<b>\$ —</b>	<b>\$ 10,437</b>
<b>Net income/(loss) attributable to Navios Holdings common stockholders</b>	<b>\$ 5,810</b>	<b>\$ (6,277)</b>
<b>Denominator:</b>		
Denominator for basic earnings/(loss) per share attributable to Navios Holdings common stockholders — weighted average shares	22,744,450	22,631,476
Basic earnings/(loss) per share attributable to Navios Holdings common stockholders from continuing operations	\$ 0.26	(0.74)
Basic earnings per share attributable to Navios Holdings common stockholders from discontinued operations	\$ —	\$ 0.46
Basic earnings/(loss) per share attributable to Navios Holdings common stockholders	\$ 0.26	\$ (0.28)
Denominator for diluted earnings/(loss) per share attributable to Navios Holdings common stockholders — weighted average shares	22,850,450	22,841,662
Diluted earnings/(loss) per share attributable to Navios Holdings common stockholders from continuing operations	\$ 0.25	(0.74)
Diluted earnings per share attributable to Navios Holdings common stockholders from discontinued operations	\$ —	\$ 0.46
Diluted earnings/(loss) per share attributable to Navios Holdings common stockholders	\$ 0.25	\$ (0.28)
Weighted average Number of Series I Preferred Stock participating preferred shares on an as converted basis, basic and diluted	30,237,121	5,903,309
Earnings per share to Series I Preferred Stock participating preferred shares on an as converted basis, basic and diluted	\$ 0.26	\$ —

**NOTE 13: INVESTMENTS IN AFFILIATE COMPANIES**

**Navios Partners**

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios GP L.L.C., a wholly owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2.0% general partner interest. In August 2019, Navios Holdings sold the general partnership interests in Navios Partners (except for the incentive distribution rights) to NSM. Olympos Maritime Ltd. is currently Navios Partners' general partner (the "General Partner").

As of March 31, 2023, and December 31, 2022 Navios Partners has issued 7,687,730 common units, in each period through its Continuous Offering Programs entered into from time to time. Pursuant to the issuance of such common units, Navios Partners issued 156,895 general partnership units to its general partner both as of March 31, 2023 and December 31, 2022, in order for the General Partner to maintain its 2.0% general partnership interest.

As of March 31, 2023, as a result of the NMCI Merger and NNA Merger, Navios Holdings holds a total of 3,183,199 common units representing a 10.3% interest in Navios Partners, and the investment in Navios Partners is accounted for under the equity method. Incentive distribution rights are held by Navios GP L.L.C.

As of March 31, 2023, and December 31, 2022, the carrying amount of the investment in Navios Partners was \$115,221 and \$99,292, respectively.

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As of March 31, 2023, and December 31, 2022, the unamortized difference between the carrying amount of the investment in Navios Partners and the amount of the Company’s underlying equity in net assets of Navios Partners was \$136,242 and \$142,080, respectively.

Total equity method income of \$16,088 and \$9,798 were recognized under the caption “Equity in net earnings of affiliate companies” for the three-month periods ended March 31, 2023 and 2022, respectively.

Dividends received during each of the three-month periods ended March 31, 2023 and 2022 were \$159 for both periods.

As of March 31, 2023, the market value of the investment in Navios Partners was \$76,779. Based on the Company’s evaluation of the duration and magnitude of the fair value decline, Navios Partners’ financial condition and near-term prospects, and the Company’s intent and ability to hold its investment in Navios Partners until recovery, the Company concluded that the decline in fair value of its investment in Navios Partners below the investment’s carrying value is temporary and, therefore, no impairment was recorded.

Following the results of the significance tests performed by the Company, it was concluded that Navios Partners met the significance threshold requiring summarized financial information.

Summarized financial information of the affiliate company is presented below:

<b>Income Statement</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	<b>Navios Partners</b>	<b>Navios Partners</b>
Revenue	\$ 309,522	\$ 236,617
Time charter and voyage expenses	\$ (39,763)	\$ (17,143)
Direct vessel expenses	\$ (14,440)	\$ (11,193)
Vessel operating expenses	\$ (83,216)	\$ (73,172)
Net income	\$ 99,165	\$ 85,665

**NOTE 14: LEASES**

*Time charter out contracts*

The Company’s contract revenues from time chartering are governed by ASC 842. Upon adoption of ASC 842, the timing and recognition of earnings from the time charter contracts to which the Company is party did not change from previous practice.

*Land lease agreements*

As of March 31, 2023, Navios Logistics had land lease agreements whose remaining lease terms range from 42.9 years to 43.3 years.

*Office lease agreements*

As of March 31, 2023, Navios Logistics had office lease agreements whose remaining lease terms ranged from less than 0.3 years to 3.6 years.

*Liquid Barges leasing contract*

On April 28, 2022, the Company entered into a “five year” leasing contract for eight liquid barges. In December 2022, two of the eight liquid barges were delivered. The lease is repayable by 60 consecutive monthly payments of approximately \$26 each. The agreement for the two lease contracts matures in the fourth quarter of 2027. During the first quarter of 2023, additional three liquid barges were delivered and are repayable by 60 consecutive monthly payments of approximately \$26 each. One of the agreements matures in the fourth quarter of 2027 and two in the first quarter of 2028. In the second quarter of 2023, the remaining three liquid barges under the leasing contract were delivered and are repayable by 60 consecutive monthly payments of approximately \$26 each

ASC 842 requires that the leases be classified as either finance or operating arrangements, with such classification affecting the pattern and classification of expense recognition in an entity’s income statement. For operating leases, ASC 842 requires recognition in an entity’s income statement of a single lease expense, calculated so that the cost of the lease is allocated over the lease term, generally on a straight-line basis. Right-of-use assets represent a right to use an underlying asset for the lease term and the related lease liability represents an obligation to make lease payments pursuant to the contractual terms of the lease agreement.

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The table below presents the components of the Company’s lease expense for the three-month periods ended March 31, 2023 and 2022:

	<b>Three Month Period Ended March 31, 2023</b>	<b>Three Month Period Ended March 31, 2022</b>
Lease expense for charter-in contracts	\$ 1,008	\$ 1,008
Lease expense for land lease agreements	113	144
Lease expense for office lease agreements	421	71
<b>Total</b>	<b>\$ 1,542</b>	<b>\$ 1,223</b>

Lease expenses for charter-in contracts are included in the interim condensed consolidated statement of comprehensive income/(loss) under the caption “Time charter, voyage and logistics business expenses”. Lease expenses for land lease agreements and office lease agreements are included in the interim condensed consolidated statement of comprehensive income/(loss) under the captions “Time charter, voyage and logistics business expenses” and “General and administrative expenses”, respectively.

On July 29, 2022, the Company completed the sale of its 15 charter-in and bareboat-in vessels to Navios Partners. For further information, see Note 15 “Discontinued operations” in the interim condensed consolidated financial statements.

The table below provides the total amount of lease payments on an undiscounted basis on our office lease agreements, land lease agreements and liquid barges leasing contract as of March 31, 2023:

	<b>Land Leases</b>	<b>Office space</b>	<b>Liquid Barges</b>
March 31, 2024	\$ 556	\$ 495	\$ 1,630
March 31, 2025	556	134	1,548
March 31, 2026	556	60	1,548
March 31, 2027	556	38	1,548
March 31, 2028	556	—	1,213
March 31, 2029 and thereafter	21,194	—	—
<b>Total</b>	<b>23,974</b>	<b>727</b>	<b>7,487</b>
<b>Operating lease liabilities, including current portion</b>	<b>8,300</b>	<b>667</b>	<b>6,503</b>
<b>Discount based on incremental borrowing rate</b>	<b>\$ 15,674</b>	<b>\$ 60</b>	<b>\$ 984</b>

As of March 31, 2023, the weighted average remaining lease terms on our office lease agreements, land leases and liquid barges leasing agreements are 1.8 years, 43.1 years and 4.8 years, respectively.

**NOTE 15: DISCONTINUED OPERATIONS**

In September 2022, Navios Holdings completed the sale of its 36-vessel dry bulk consisting of cash and the assumption of bank debt and finance leases related to the vessels and subject to working capital adjustment at closing, to Navios Partners (the “Transaction”). The closing of the Transaction was effected in two tranches. The first tranche, involving the transfer of 15 charter-in and bareboat vessels, was completed on July 29, 2022. The second tranche, involving the remaining 21 owned vessels, was completed on September 8, 2022.

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Amounts recorded in respect of discontinued operations in the three-month periods ended March 31, 2023 and 2022, respectively are as follows:

	<u>Three Month Period Ended March 31, 2023</u>	<u>Three Month Period Ended March 31, 2022</u>
Revenue	\$ —	\$ 68,635
Time charter, voyage and logistics business expenses	—	(15,051)
Direct vessel expenses	—	(11,536)
General and administrative expenses	—	(2,519)
Depreciation and amortization	—	(6,432)
Interest expense and finance cost, net	—	(21,782)
Loss on bond extinguishment, net	—	(115)
Other expense, net	—	(743)
Income tax expense	—	(20)
<b>Net income from discontinued operations</b>	<b>\$ —</b>	<b>\$ 10,437</b>

Assets and liabilities in respect of discontinued operations presented within the interim consolidated balance sheet as of March 31, 2023 and December 31, 2022 are as follows:

	<u>March 31, 2023</u>	<u>December 31, 2022</u>
Accounts receivable, net	—	3,489
<b>Total assets of discontinued operations</b>	<b>\$ —</b>	<b>\$ 3,489</b>
Accounts payable	—	3,692
Accrued expenses and other liabilities	—	1,825
Due to related parties, net	—	565
<b>Total liabilities of discontinued operations</b>	<b>\$ —</b>	<b>\$ 6,082</b>

**NOTE 16: SUBSEQUENT EVENTS**

In May 2023, the Company completed the acquisition of the stock of Vimalcor S.A., an entity holding the rights to a plot of land in the Port of Montevideo, for a purchase price of \$1,600.

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**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, thereunto duly authorized.

NAVIOS MARITIME HOLDINGS INC.

By: /s/ Angeliki Frangou  
Angeliki Frangou  
Chief Executive Officer

Date: June 6, 2023