### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 6-K

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

> For the month of November 2022 Commission File Number: 001-40851

### Procaps Group, S.A.

(Translation of registrant's name in English)

9 rue de Bitbourg, L-1273 Luxembourg Grand Duchy of Luxembourg R.C.S. Luxembourg: B253360 Tel: +356 7995-6138 (Address of Principal Executive Offices)

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

Form 20-F ⊠ Form 40-F □

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):  $\Box$ 

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Note**: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

#### INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On November 16, 2022, Procaps Group, S.A. (the "Company") conducted a conference call and webcast to provide an update to investors on the Company's financial results for the three and nine months ended September 30, 2022.

A copy of the presentation is furnished as Exhibit 99.1 to this Report on Form 6-K and incorporated by reference herein.

#### **Exhibit Index**

Exhibit Number 99.1

Exhibit Title
<a href="Earnings Presentation of Procaps Group, S.A., dated November 16">Earnings Presentation of Procaps Group, S.A., dated November 16</a>, 2022 – 3Q22 &9M22 Financial Results

#### SIGNATURE

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

PROCAPS GROUP, S.A.

By: /s/ Ruben Minski

Name: Ruben Minski
Title: Chief Executive Officer

Dated: November 16, 2022





# 3Q22 & 9M22 Financial Results

November 16, 2022

#### DISCLAIMER

#### Forward-Looking Statements

This presentation includes "forward-looking statements." Forward-looking statements may be identified by the use of words such as "forecast," "intend," "seek," "target," "anticipate," "expect," "estimate," "plan," "outlook," and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward-looking statements include projected financial information. Such forward-looking statements with respect to revenues, earnings, performance, strategies, synergies, prospects, and other aspects of the businesses of Procaps are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to: (1) expectations related to the timing and completion of or the inability to recognize the anticipated benefits of the acquisition of AI Soar (Netherlands) BV ("Somar Holding"), Química y Farmacia S.A. de C.V. ("Gelcaps"), and Grupo Farmacéutico Somar S.A.P.I. de C.V. ("Somar", and together with Somar Holding, Quifa, PDM and Gelcaps, collectively, "Grupo Somar") which may be affected by, among other things, competition, the ability of the combined business to grow and manage growth profitably, or of any merger or acquisition contemplated by the Company; (2) the inability to successfully retain or recruits officers, key employees, or directors; (3) effects on Procaps' public securities' liquidity and trading; (4) the lack of a market for Procaps' securities; (5) Procaps' financial performance following the acquisition; (6) costs related to the acquisition; (7) changes in applicable laws or regulations; (8) the possibility that Procaps may be adversely affected by other economic, business, and/or competitive factors; and (9) other risks and uncertainties indicated from time to time in documents filed or to be filed with the Securities and Exchange Commission ("Sec

#### IFRS Financial Information

The financial information and data for Process contained in this presentation have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board.

#### Use of Non IFRS Financial Measures

This presentation includes non-IFRS financial measures, including EBITDA, Adjusted EBITDA Contribution Margin and revenue on a constant currency basis. Management believes that these non-IFRS measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to Procaps' financial condition and results of operations. Procaps believes that the use of these non-IFRS financial measures provide an additional tool for investors to use in evaluating ongoing operating results and trends. Management does not consider these non-IFRS measures in isolation or as an alternative to financial measures determined in accordance with IFRS. Other companies may calculate non-IFRS measures differently, and therefore the non-IFRS measures of Procaps included in this presentation may not be directly comparable to similarly titled measures of other companies.

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# **Team Members Presenting Today**



Ruben Minski Founder - Chairman -

Chief Executive Officer







Owners / President Management Program



Founder, President and Director (44 years)







Electrical & Industrial Engineering













Chief Financial Officer



# **AGENDA**

- I. 3Q22 & 9M22 Highlights
- II. Financial Summary
- III. Q&A
- IV. Appendix



### 3Q22 & 9M22 Highlights

#### Continued progress in strategy execution

NET REVENUES



140+ products launched in 9M22

180+ products in registration phase

24% Renewal rate

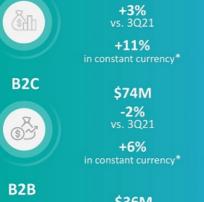


~5% of net revenues invested in R&D during 9M22

~7% of net revenues as CAPEX

Focus on ESG agenda and emissions reduction





3Q22

\$110M

\$36M \$95M +16% +13% +17% in constant currency \* +23% in constant currency \*

9M22

\$308 M

**+9%** vs. 9M21

+15%

\$214M

**+7%** vs. 9M21

+14%

Commencing of operations in West Palm Beach

Growing pipeline of RX product development

New gummy manufacturing facility in Florida to support increased US demand of advanced gummy technologies

Announcement of acquisition of **Grupo Somar** 

Closing of transaction expected before year-end

Note: \* Constant currency basis - 9M22 when compared to 9M21



### In-House R&D Capabilities Driving Attractive Growth Opportunities







140+ products launched during 9M22, with a 24% renewal rate. Our goal continues at 25% level



New launches in Colombia: MENTSI, ALUDEL, PAPILOCARE



Oncology line launch with first-line prostate cancer

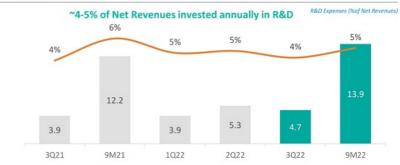


Continued R&D investment with over 180 products under registration process in the region



Renewal Rate continues to grow as R&D investments are increasing









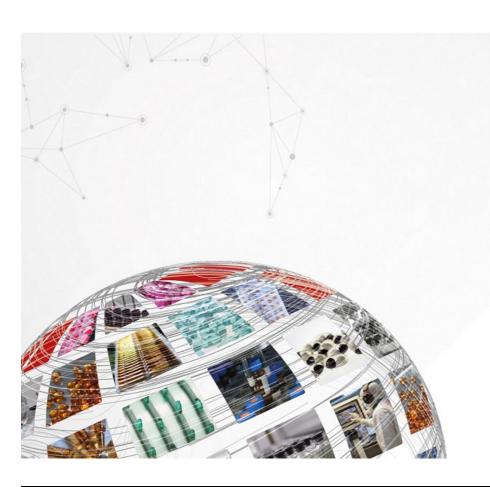
#### Growth was driven by:

- Nextgel positively impacted mainly by increase in sales of existing products, portfolio expansion with key partners and R&D services
- Procaps Colombia showed positive performance of Farma and VitalCare lines, impacted by FX and Clinical Specialties
- CAN positively impacted by the roll out of new products and portfolio expansion in several therapeutic areas, affected by higher 2021 base
- CASAND growth supported by positive performance of existing brands in key growth markets, and the rollout of new products
- Diabetrics performance impacted by delays in registration and insulin provider.

		US\$ M		Ne	et Revenue		<b>Contribution Profit</b>			
		US\$ IVI	3Q22	3Q22*	3Q21	%Growth*	3Q22	3Q22*	3Q21	%Growth*
828	CDMO	Nextgel	36.4	38.5	31.4	22.5%	16.0	17.3	14.9	15.7%
	Rx & OTC Products	Procaps Colombia	36.8	41.9	40.9	2.5%	12.6	15.2	12.3	23.8%
	rod (8	CAN	14.4	14.5	14.1	2.5%	3.2	3.2	5.4	-40.6%
B2C	~ ~	CASAND	17.7	17.9	13.2	36.2%	8.1	8.2	4.9	67.4%
	Diabetes Solutions	Diabetrics	5.0	5.7	7.3	-21.9%	1.9	2.1	1.9	5.9%
	Total	(SC)	110.4	118.5	106.8	10.9%	41.7	45.9	39.4	16.5%
	Total	US\$ M		N	let Revenu			Contribut	ion Profit	
B2B	CDMO services	US\$ M Nextgel	9M22 94.7			e	9M22 43.7			16.5% %Growth 20.8%
B2B	CDMO		9M22	9M22*	et Revenu 9M21	e %Growth*	9M22	Contributi 9M22*	ion Profit 9M21	%Growth
	CDMO	Nextgel Procaps	9M22 94.7	9M22* 97.8	9M21 83.9	%Growth*	9M22 43.7	Contributi 9M22* 45.7	ion Profit 9M21 37.8	%Growth 20.8% 26.6%
		Nextgel Procaps Colombia	9M22 94.7 108.3	9M22* 97.8 119.2	9M21 83.9 109.5	%Growth* 16.6% 8.9%	9M22 43.7 37.5	Contributi 9M22* 45.7 42.7	9M21 37.8 33.7	%Growth 20.8% 26.6%
B2C B2B	CDMO	Nextgel Procaps Colombia CAN	9M22 94.7 108.3 42.5	9M22* 97.8 119.2 42.6	9M21 83.9 109.5 31.2	%Growth* 16.6% 8.9% 36.7%	9M22 43.7 37.5 11.6	Contributi 9M22* 45.7 42.7 11.6	ion Profit 9M21 37.8 33.7 9.9	%Growth 20.8% 26.6% 17.7% 45.1%

<sup>\*</sup> On a constant currency basis

<sup>\*</sup> Growth on a constant currency basis



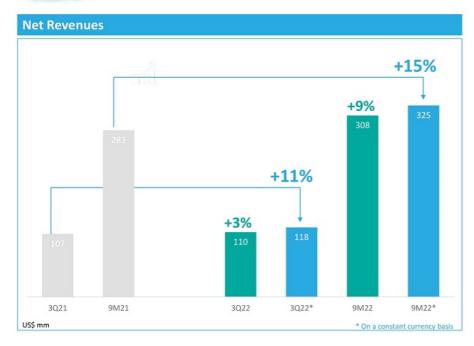
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### 3Q22 & 9M22 Net Revenues





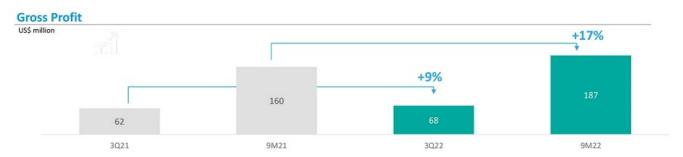
#### **Net Revenues Highlights:**

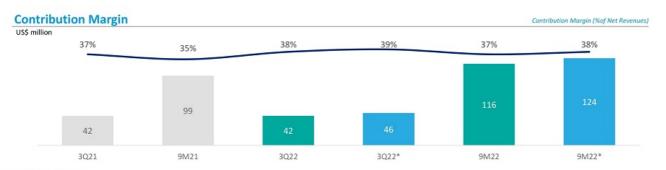
- The increase was mainly driven by positive performances in Nextgel and CASAND business segments.
- Demand remains robust. Roll out of products in the region and launch of new products in Colombia
- FX and macroeconomics headwinds impacted performance for the quarter and 9M22. Net revenues increased by 3% in 3Q22 and 9% in 9M22.



# Q222 & 1H22 Gross Profit & Contribution Margin







On a constant currency basis



### 3Q22 & 9M22 Adjusted EBITDA



#### SG&A

US\$ million



#### **Adjusted EBITDA**



#### Performance

- Higher SG&A expenses impacted Contribution Margin and Adjusted EBITDA.
- SG&A expenses are aligned with our investments in brands, structure, US public company requirements, and preparation for future growth.
- Increase in sales and marketing in the amount of ~\$10 million in 9M22 and increase of \$13 million in G&A, mainly impacted by:
  - Return of events and commercial efforts
  - Brand marketing efforts
  - Increase in legal and consulting fees related to M&A processes
  - Costs related to being a publicly listed company
  - Structuring the company for future growth



### **Balance Sheet & Indebtdeness**



US\$ Million	2021	9M22	
Cash and equivalents	72.1	27.2	
Trade and other receivables	117.4	129.3	
Inventories	79.4	100.4	
Other current assets	29.1	46.5	
Total current assets	298.1	303.4	
Property, plants and equipments	112.8	115.2	
Intangible assets	30.2	31.3	
Other non-current assets	21.1	21.4	
Total non-current assets	164.1	167.8	
Total assets	462.1	471.2	
Short term debt	74.6	83.0	
Accounts payable	85.4	95.3	
Other current liabilities	27.9	40.2	
Total current liabilities	188.0	218.5	
Long term debt	178.7	170.8	
Warrant liability	23.1	21.3	
Shares held in escrow	101.9	65.5	

8.8

312.5

500.5

(38.3)

4.5

262.2

480.8

(10.5)

Other non-current liabilities

Total non-current liabilities

Total liabilities

#### **Balance Sheet Changes**

- Cash on hand impacted by CAPEX expansion, working capital increase and increased expenses for being a listed public company
- Inventories increased to provide support to the supply risks we have been facing
- Accounts payable increased aligned with the inventory increase strategy carried out

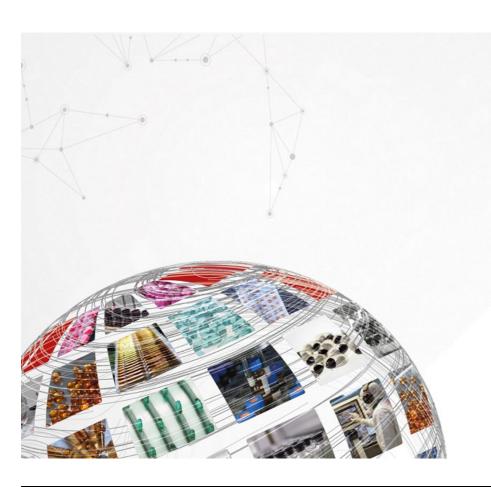
#### Indebtdeness

US\$ Million	9M22	2021
Short term	83.0	74.6
Long term	170.8	178.7
Gross debt	253.9	253.4
Cash and equivalents	27.2	72.1
Net debt	226.6	181.3
LTM Adj. EBITDA	101.4	99.7
Net debt / Adj. EBITDA	2.2x	1.8x
Quick ratio	0.7x	0.8x
Equity	(10.5)	(38.3)



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## **Reconciliation of Adjusted EBITDA**



	3Q22	3Q21	Δ%	9M22	9M21	Δ%
Net Income	22.6	(110.8)	n.a.	32.1	(128.5)	n.a.
Financial expenses	(22.7)	50.7	n.a.	(18.5)	79.2	n.a.
Income tax	7.8	3.6	118.9%	11.1	6.3	75.0%
D&A	4.0	4.5	-10.0%	12.4	13.4	-7.3%
EBITDA	11.7	(52.2)	n.a.	37.1	(29.5)	n.a.
Listing expense <sup>1</sup>	-	73.9	n.a.	1-	73.9	n.a.
FX translation adjustments <sup>2</sup>	9.0	0.6	1444.4%	12.2	2.3	422.2%
Transaction expenses <sup>3</sup>	1.3	1.4	-6.2%	7.4	7.2	2.59%
Other expenses <sup>4</sup>	0.9	1.5	-41.1%	3.0	3.9	-24.6%
Adjusted EBITDA	22.9	25.3	-9.5%	59.6	57.8	3.0%
Adjusted EBITDA margin	20.7%	23.6%	-293.8 bps	19.3%	20.4%	-110.2 bps

<sup>1)</sup> Listing expenses of \$73.9 million associated with the deemed listing services received by Procaps from Union, which is the difference between the deemed costs of the Ordinary Shares issued by the Company to Union shareholders in connection with the Business Combination, in excess of the net assets obtained from Union, as required by IFRS 2 Share-based payments

<sup>(2)</sup> Foreign currency translation adjustments represent the reversal of exchange losses we recorded due to foreign currency translation of monetary balances of certain of our subsidiaries from U.S. dollars into the functional currency of those subsidiaries as of September 30, 2022 and 2021

<sup>(3)</sup> Transaction expenses primarily include (i) consulting and legal fees and expenses related to operations in the amount of \$3.3 million (ii) consulting and legal fees and expenses related to acquisitions and other transactions in the amount of \$2.3 million, (iii) incremental director & officer policy insurance costs incurred of \$0.9 million in connection with the Business Combination.

<sup>(4)</sup> Other expenses consist of business transformation initiatives implemented during the six months ended September 30, 2022.



# Reconciliation of Contribution Margin



	USD\$MM	3Q21	9M21	3Q22	9M22
	Net Revenues	31.4	83.9	36.4	94.7
	cogs	(13.8)	(39.1)	(16.8)	(41.7)
-	Gross Profit	17.7	44.8	19.6	53.0
Nextgel	Gross margin %	56.2%	53.4%	53.8%	56.0%
ž	Sales and marketing expenses	(2.7)	(7.0)	(3.6)	(9.3)
	Contribution margin	14.9	37.8	16.0	43.7
	Contribution margin %	47.6%	45.1%	43.8%	46.1%
	Net Revenues	40.9	109.5	36.8	108.3
	cogs	(20.4)	(54.4)	(16.8)	(48.9)
3	Gross Profit	20.4	55.1	20.1	59.4
Procaps Col	Gross margin %	50.0%	50.3%	54.4%	54.9%
Pro	Sales and marketing expenses	(8.1)	(21.3)	(7.4)	(21.9)
	Contribution margin	12.3	33.7	12.6	37.5
	Contribution margin %	39.1%	40.2%	34.6%	39.6%
	Net Revenues	14.1	31.2	14.4	42.5
	COGS	(4.1)	(9.5)	(5.6)	(15.5)
	Gross Profit	10.1	21.7	8.8	27.1
Š	Gross margin %	71.3%	69.5%	61.2%	63.6%
	Sales and marketing expenses	(4.7)	(11.8)	(5.6)	(15.5)
	Contribution margin	5.4	9.9	3.2	11.6
	Contribution margin %	38.1%	31.6%	22.1%	27.2%

	USD\$MM	3Q21	9M21	3Q22	9M22
	Net Revenues	13.2	38.3	17.7	47.4
	cogs	(2.5)	(8.4)	(1.7)	(6.8)
0	Gross Profit	10.7	29.9	16.0	40.6
CASAND	Gross margin %	81.3%	78.1%	90.3%	85.7%
3	Sales and marketing expenses	(5.8)	(16.0)	(7.9)	(20.7)
	Contribution margin	4.9	13.9	8.1	19.9
	Contribution margin %	37.1%	36.2%	45.5%	42.0%
	Net Revenues	7.3	20.4	5.0	15.5
	cogs	(3.8)	(11.8)	(1.9)	(8.3)
2	Gross Profit	3.4	8.6	3.1	7.3
Diabetrics	Gross margin %	47.0%	42.2%	61.8%	46.8%
Ö	Sales and marketing expenses	(1.5)	(4.1)	(1.2)	(4.1)
	Contribution margin	1.937	4.472	1.857	3.196
	Contribution margin %	26.7%	21.9%	37.3%	20.6%
	Net Revenues	106.8	283.2	110.4	308.5
	COGS	(44.6)	(123.2)	(42.8)	(121.1)
	Gross Profit	62.3	160.1	67.6	187.3
Total	Gross margin %	58.3%	56.5%	61.2%	60.7%
	Sales and marketing expenses	(22.8)	(61.2)	(25.9)	(71.7)
	Contribution margin	39.5	98.9	41.7	115.6
	Contribution margin %	36.9%	34.9%	37.8%	37.5%





As exchange rates are an important factor in understanding period-to-period comparisons, we believe the presentation of certain financial metrics and results on a constant currency basis in addition to the IFRS reported results helps improve investors' ability to understand our operating results and evaluate our performance in comparison to prior periods. Constant currency information is non-IFRS financial information that compares results between periods as if exchange rates had remained constant period-over-period. We use results on a constant currency basis as one measure to evaluate our performance. We currently present net revenue and contribution margin on a constant currency basis. We calculate constant currency by calculating nine month-end period for the nine months ended September 30, 2022 using prior-period (nine months ended September 30, 2021) foreign currency exchange rates. The functional foreign currencies for the primary regional markets where we operate, such as the Colombian Peso and the Brazilian Real, were adjusted on a constant currency basis at the exchange rates of COP \$3,697.10 per U.S. \$1.00 and R\$5.3317 per U.S. \$1.00, respectively, for the nine months ended September 30, 2021. We generally refer to such amounts calculated on a constant currency basis as excluding the impact of foreign exchange. These results should be considered in addition to, not as a substitute for, results reported in accordance with IFRS. Results on a constant currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not measures of performance presented in accordance with IFRS.

