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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 11, 2023

Ameresco, Inc.

(Exact Name of Registrant as Specified in Charter) 001-34811 (Commission File Number)

Delaware (State or Other Jurisdiction of Incorporation)

111 Speen Street,

Suite 410, Framingham,

(Address of Principal Executive Offices)

(IRS Employer Identification No.)

04-3512838

1701 (Zip Code)

Registrant's telephone number, including area code: (508) 661-2200

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions: Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

MA

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1033 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On May 11, 2023, Ameresco, Inc. ("Ameresco" or the "Company") hosted a previously announced Investor Day in London UK that investors could attend virtually or in person. At the conclusion of the Investor Day, Ameresco issued a press release providing more details on the Company's 2023 financial guidance and longer term targets and highlighting the Company's European growth strategy. The press release and the presentation displayed during the Investor Day webcast are furnished as Exhibit 99.1 and Exhibit 99.2 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K (including the exhibits attached hereto) shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K (including the exhibits attached hereto) shall not be deemed incorporated by reference into any filing or other document under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

Description

(d) Exhibits

Each (h.) ANIa

The exhibits listed on the Exhibit Index immediately preceding such exhibits are furnished as part of this Current Report on Form 8-K.

EXHIBIT INDEX

EXHIBIT NO.	Description
99.1	Press Release May 11, 2023
99.2	Investor Day Presentation May 11, 2023
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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 hereunto duly authorized.

May 11, 2023

AMERESCO, INC.

By:

/s/ Spencer Doran Hole Spencer Doran Hole Executive Vice President and Chief Fina

Executive Vice President and Chief Financial Officer (duly authorized and principal financial officer)

Ameresco Hosts 2023 Investor Day in London

Focused Discussion of European Growth Strategy Detailed 2023 and 2024 Financial Build and Metrics Reiterates 2023 Guidance and 2024 Adjusted EBITDA Target of \$300 Million -

FRAMINGHAM, Mass. – May 11, 2023, Ameresco, Inc. (NYSE:AMRC), a leading cleantech integrator specializing in energy efficiency and renewable energy, hosted its previously announced investor day in London today. Given the importance of the European market to Ameresco's future growth strategy, the company was pleased to host the 2023 investor day in London. As European expansion is becoming a meaningful contributor to the company's targeted revenue and Adjusted EBITDA growth in the coming years, the leadership team and partners discussed its existing European footprint and its plans for expansion in this geography. A copy of the investor day presentation will also be available in the "Investor Relations" section of the Company's website along with a replay of the day's presentations.

"Today's investor day emphasized the growing importance of Europe to Ameresco given both the tremendous business opportunities as well as our valued European investor base," said George P. Sakellaris, President and Chief Executive Officer. "Select European markets represent a compelling value proposition for our shareholders, complementing our plans for continued growth in the United States. Furthermore, we believe our expanded geographic footprint will allow Ameresco to better service many of our global customers."

Interactive presentations and panels further elaborated Ameresco's plan to deliver its robust cleantech solution portfolio to key regions across Europe. Management discussed the company's unique approach to developing these markets as well as its track record for international growth. The team also covered the increasing need for carbon consulting services as more and more companies and institutions commit to decarbonization and net zero goals. The company believes that the need for these consultative carbon reporting services and energy software-as-a-service will have broadscale applicability across Europe.

Management shared their approach and criteria for targeting acquisitions, joint ventures and partnerships to broaden Ameresco's regional knowledge base and build a strong customer portfolio. Given the importance of organic growth complimented by targeted acquisitions and strategic partnerships, Ameresco held a discussion with executives from both Energos and Sunel Group.

The customer presentation on Bristol City Council covered the transformational Bristol City Leap project centered around Bristol's accelerated net zero commitment. Analysts and investors learned how Ameresco is working through a unique public private partnership structure to provide services including energy efficiency upgrades, wind and solar services, project financing, long-term operation and maintenance, and more. This project provides a blueprint for other councils as they embark upon their net zero journey.

Doran Hole, Executive Vice President and Chief Financial Officer, provided more detailed information to Ameresco's 2023 revenue and adjusted EBITDA guidance as well as the 2024 Adjusted EBITDA target. More detail on this information is provided on the slides that accompanied the presentations and will also be available in the "Investor Relations" section of the Company's website including the following assumptions:

2023 Revenue Guidance Projects

- Approximately 90-95% conversion to revenue of Ameresco's 12-month contracted project backlog as of March 31, 2023;
- Conversion to contracted backlog followed by revenue recognition of approximately 10-15% of Ameresco's total awarded project backlog as of December 31, 2022;
- Conversion to revenue of aged proposals to equal approximately 9-10% of total project revenue in 2023;

Energy Assets

- A slight increase to the Q1 2023 asset run rate to account for seasonality;
- A 3-quarter contribution from the 34MW of solar and battery assets placed in service in Q1 2023 at approximately \$250k/MW per year;
- A 2-quarter average contribution from between 24MW and 44MW of solar and battery assets placed in service throughout the remainder of the year at approximately \$250k/MW per year;
- A 2-quarter contribution from our 5.2MWe RNG asset expected to be placed in service in Q2 at approximately \$2.3M/MW per year;
- A 1-quarter contribution from another 5.2Mwe RNG asset expected to be placed in service in Q3 at approximately \$2.3M/MW per year;
- No significant revenue contribution from our 12MWe RNG asset expected to be placed in service in Q4;

O&M and Other

Continuation of the general run-rate from Q1 2023 levels

2023 Adjusted EBITDA Guidance

Mr. Hole also provided a bridge to Ameresco's 2023 Adjusted EBITDA guidance midpoint, which included a discussion of the expected line of business Adjusted EBITDA margins before the corporate overhead allocation. Ameresco's Adjusted EBITDA guidance includes the following expectations of the pre-allocation Adjusted EBITDA margins in the periods ending Q2-Q4, 2023:

- An improvement to 12.2% from 6.4% in Projects based on mix;
- An improvement to 56.0% from 53.1% in Energy Assets based on new assets placed in service and slight performance improvement on select operating assets;
- An improvement to 18.5% from 11.1% in O&M based on timing;
- No change to Other margins

2024 Adjusted EBITDA Target

Mr. Hole concluded with a bridge to Ameresco's 2024 Adjusted EBITDA target which included the following assumptions:

- Reasonable 10% growth in Project, O&M and Other lines of business;
- The incremental contribution from the 2023 assets placed in service;
- A half year contribution from approximately 75MW of Solar and Battery assets expected to be placed in service in 2024;
- A half year contribution from approximately 45MWe of RNG assets expected to be placed in service in 2024;
- No change in margins required from 2023 levels;
- Operating leverage from corporate overhead allocations growing at approximately 5%

The company also outlined the significant revenue visibility and platform value from its portfolio of energy assets in development of approximately \$5.7 billion, bringing the company's total long-term revenue visibility to over \$12 billion.

About Ameresco, Inc.

Founded in 2000, Ameresco, Inc. (NYSE:AMRC) is a leading cleantech integrator and renewable energy asset developer, owner and operator. Our comprehensive portfolio includes energy efficiency, infrastructure upgrades, asset sustainability and renewable energy solutions delivered to clients

throughout North America and Europe. Ameresco's sustainability services in support of clients' pursuit of Net-Zero include upgrades to a facility's energy infrastructure and the development, construction, and operation of distributed energy resources. Ameresco has successfully completed energy saving, environmentally responsible projects with Federal, state, and local governments, healthcare and educational institutions, housing authorities, and commercial and industrial customers. With its corporate headquarters in Framingham, MA, Ameresco has more than 1,200 employees providing local expertise in the United States, Canada, and Europe. For more information, visit www.ameresco.com.

Cautionary Language Concerning Forward-Looking Statements Any statements in this press release about future expectations, plans and prospects for Ameresco, Inc., including statements about market conditions, pipeline, assets in development, visibility and backlog, as "believes,' well as future financial results, longer term outlook, growth strategy and other statements containing the words "projects," "anticipates," "plans," "expects," "will" and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward looking statements as a result of various important factors, including the timing of, and ability to, enter into contracts for awarded projects on the terms proposed or at all: the timing of work we do on projects where we recognize revenue on a percentage of completion basis, including the ability to perform under signed contracts without delay and in accordance with their terms; demand for our energy efficiency and renewable energy solutions; our ability to complete and operate our projects on a profitable basis and as committed to our customers; our ability to arrange financing to fund our operations and projects and to comply with covenants in our existing debt agreements; changes in federal, state and local government policies and programs related to energy efficiency and renewable energy and the fiscal health of the government; the ability of customers to cancel or defer contracts included in our backlog; the output and performance of our energy plants and energy projects; the effects of our acquisitions and joint ventures; seasonality in construction and in demand for our products and services; a customer's decision to delay our work on, or other risks involved with, a particular project; availability and cost of labor and equipment particularly given global supply chain challenges and global trade conflicts; our reliance on third parties for our construction and installation work; the addition of new customers or the loss of existing customers; the impact of macroeconomic challenges, weather related events and climate change on our business; global supply chain challenges, component shortages and inflationary pressures; market price of the Company's stock prevailing from time to time: the nature of other investment opportunities presented to the Company from time to time: the Company's cash flows from operations; cybersecurity incidents and breaches; regulatory and other risks inherent to constructing and operating energy assets; risks related to our international operation and international growth strategy; and other factors discussed in our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q. The forward-looking statements included in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

Use of Non-GAAP Financial Measures This press release include references to adjusted EBITDA, which is a Non-GAAP financial measure. For a description of this Non-GAAP financial measure, including the reasons management uses this measure, please see the section in the back of the Q1 2023 earnings presentation titled "Non-GAAP Financial Measures.

Contacts:

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Investor Relations Eric Prouty, AdvisIRy Partners, 212.750.5800, eric.prouty@advisiry.com Lynn Morgen, AdvisIRy Partners, 212.750.5800, lynn.morgen@advisiry.com



Welcome to Ameresco's Investor Day - London

Safe Harbor

Cautionary Language Concerning Forward-Looking Statements

Any statements in this presentation about future expectations, plans and prospects for Ameresco, Inc., including statements about market conditions, pipeline, assets in development, visibility and backlog, as well as estimated future revenues, net income, adjusted EBITDA, Non-GAAP EPS, gross margin, capital investments, other financial guidance and longer term outlook, statements about our agreement with SCE including the impact of any future financial results, longer term outlook, growth strategy and other statements containing the words "projects," "believes," "anticipates," "plans," "expects," "will" and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward looking statements as a result of various important factors, including the timing of, and ability to, enter into contracts for awarded projects on the terms proposed or at all; the timing of work we do on projects where we recognize revenue on a percentage of completion basis, including the ability to perform under signed contracts without delay and in accordance with their terms; demand for our energy efficiency and renewable energy solutions; our ability to complete and operate our projects on a profitable basis and as committed to our customers; our ability to arrange financing to fund our operations and projects and to comply with covenants in our existing debt agreements; changes in federal, state and local government policies and programs related to energy efficiency and renewable energy and the fiscal health of the government; the ability of customers to cancel or defer contracts included in our backlog; the output and performance of our energy plants and energy projects; the effects of our acquisitions and joint ventures; seasonality in construction and in demand for our products and services; a customer's decision to delay our work on, or other risks involved with, a particular project; availability and cost of labor and equipment particularly given global supply chain challenges and global trade conflicts; our reliance on third parties for our construction and installation work; the addition of new customers or the loss of existing customers; the impact of macroeconomic challenges, weather related events and climate change on our business; global supply chain challenges, component shortages and inflationary pressures; market price of the Company's stock prevailing from time to time; the nature of other investment opportunities presented to the Company from time to time; the Company's cash flows from operations; cybersecurity incidents and breaches; regulatory and other risks inherent to constructing and operating energy assets; risks related to our international operation and international growth strategy; and other factors discussed in our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q. The forward-looking statements included in this presentation represent our views as of the date of this presentation. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this presentation.

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Agenda

9:00am	Welcome Remarks	
9:05am	Ameresco's European Strategy & Policy Trends	
9:15am	Panel: EU Merger & Acquisition and Partnership Success Strategy	
9:45am	Panel: UK Business and Growth Strategy	
10:15am	Customer Presentation: Bristol City Leap	
10:35am	Ameresco, Inc. Financial Update	
10:50am	Closing Comments	
11:00am	Q&A	

Conference Participants





George Sakellaris CEO & President





Britta MacIntosh EVP, General Manager West & Europe Region



SVP, Marketing & Communications



Josh Baribeau Corporate Treasury



Managing Director



Kath Chapman Managing Director UK Leeds



Giorgio Pucci Executive Chairman



Enrico Giglioli CEO & Senior Advisor ENERQOS



Councillor Bristol City Council



Sunel Group

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George Sakellaris

CEO & President

Welcome Remarks

Ameresco's European Focus





Britta MacIntosh

EVP, GM - West & Europe Region

European Strategy & Policy Trends

Ameresco's Current European Portfolio



Ameresco's Expansion in Europe



European Strategy

- Amplify Ameresco's robust portfolio of solutions and low-carbon technologies
- Accretive acquisitions with established, local companies that have a strong track-record and customer portfolio
- Enter joint ventures and secure partnerships that strengthen bidding position and regional expertise
- Target jurisdictions that are underserved and have favorable political environments, making it quicker to gain traction
 - For example: Spain, Italy, Greece, Romania, Poland



Key Drivers for Ameresco's Expansion

Climate Policy

- Climate-neutral by 2050: Commitment to global climate action under the Paris Agreement
- European Green Deal: Striving to be the first climate-neutral continent
- Transform society and economy with net-zero greenhouse gas emissions
- Multi-faceted approach: Climate mitigation, bolster economy, resilient communities, and a just energy transition
- Demand for rapid readiness and deployment of low-carbon technologies



Geopolitical Environment

- Vision of secure, affordable, sustainable energy
- Energy crisis triggered by high gas and energy prices, and geopolitical tensions
- Demand to establish energy independence: Price volatility and supply security due to gas import dependence
- Innovative policy backing to support entities and industry in becoming climate neutral
- Reform measures and frameworks for identifying and scaling up net zero technologies solution



Ameresco's Approach



Panel: EU Merger and Acquisition & Partnership Success Strategy





Josh Baribeau SVP, Finance & Corporate Treasury



Doran Hole EVP & CFO



Giorgio Pucci Executive Chairman, ENERQOS

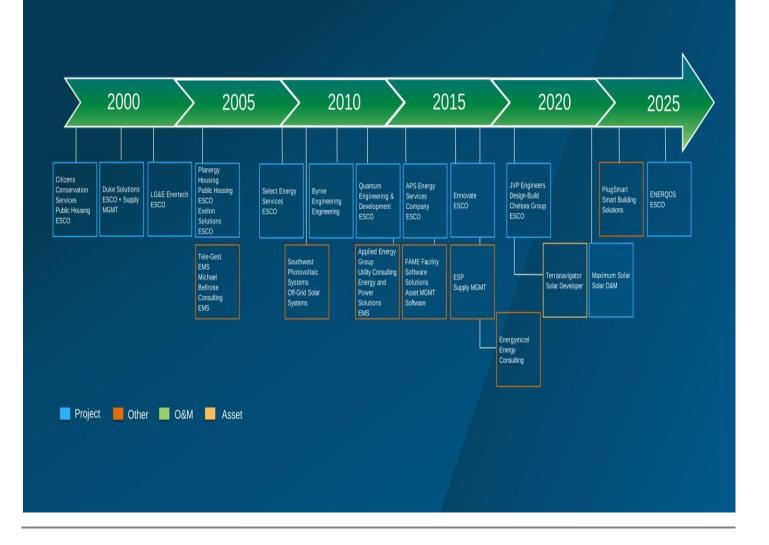


Konstantinos Zygouras Chairman & CEO, Sunel Group



Enrico Giglioli CEO & Senior Advisor, ENERQOS

Acquisition Timeline



Panel: UK Business and Growth Strategy

Moderator



Leila Dillon SVP, Marketing & Communications



Britta MacIntosh EVP, General Manager West & Europe Region



Mark Apsey Managing Director, UK London



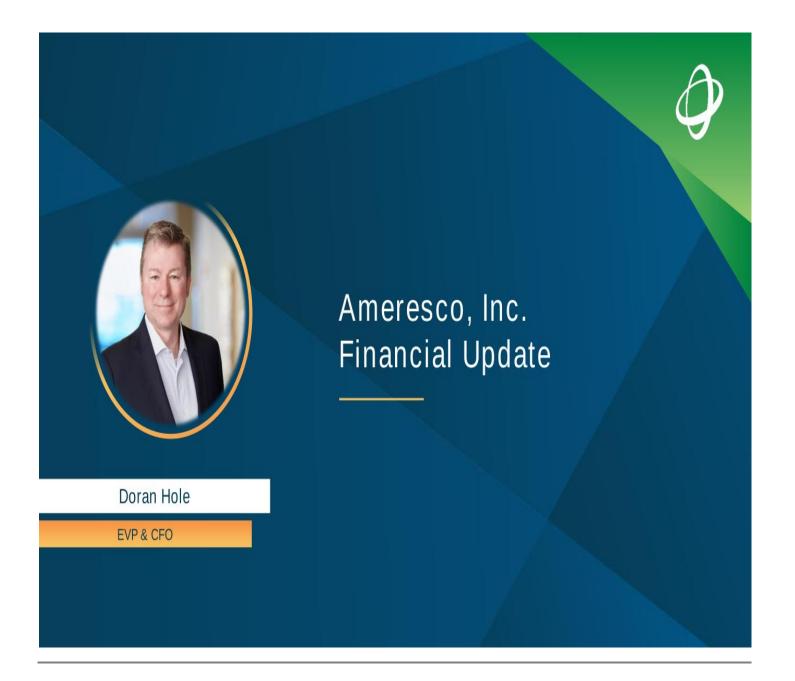
Kath Chapman Managing Director, UK Leeds

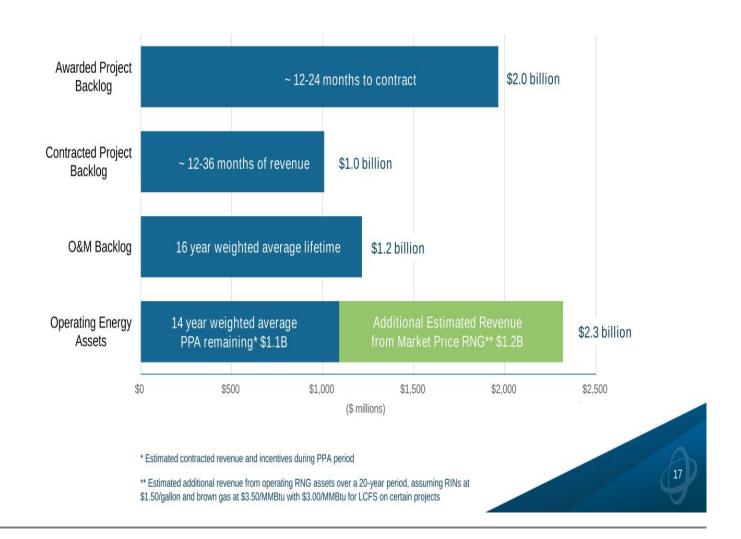


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Councillor, Bristol City Council

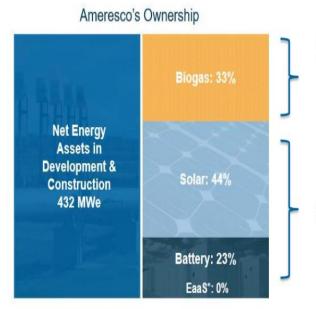
Customer Presentation: Bristol City Leap





\$6.5B est. Revenue Visibility from Backlog & Operating Assets

Assets in Development Visibility



491 MWe of total asset capacity. 432 MWe of Ameresco-owned capacity after minority interest 141 MWe RNG

- \$1.5 million/MWe revenue per year**
- = \$4.2 Billion of additional RNG revenue visibility

289MW PV & Battery

- \$250k/MW revenue per year*
- = \$1.5 Billion of additional revenue visibility





Over \$12B of est. Total Revenue Visibility

Bridge to 2023 Revenue Guidance

Project Revenue	Low	High	
Q1 Project Actual	\$183	\$183	
~90-95% of 12-month backlog (@ 3/31)	\$580	\$600	
~10-15% of Awarded backlog (@ 12/31)	\$210	\$230	
Aged proposals at ~9-10% of total project revenue	\$100	\$120	
Total Project Revenue	\$1,073	\$1,133	

Asset Revenue	Low	High	
Q1 Asset Actual	\$41	\$41	
Q2-Q4 existing assets (a)	\$140	\$150	
34 MW PV placed in service in Q1 (b)	\$4	\$6	
34 MW PV placed in service Q2-Q4 (c)	\$3	\$5	
5.2MWe RNG placed in service Q2 (d)	\$4	\$6	
5.2MWe RNG placed in service Q3 (e)	\$2	\$4	
12MWe RNG placed in service Q4 (f)	\$0	\$0	
Total Asset Revenue	\$194	\$212	

O&M Revenue	Low	High	
Q1 O&M Actual	\$22	\$22	
Q2-Q4 O&M (g)	\$65	\$75	
Total O&M Revenue	\$87	\$97	

Other Revenue	Low	High	
Q1 Other Actual	\$26	\$26	
Q2-Q4 Other (g)	\$70	\$80	
Total Other Revenue	\$96	\$106	

Total Revenue	\$1,450	\$1,550	
(\$ in millions)			



(a) ~3x Q1, adjusted for seasonality

(b) 3 quarter contribution at \$250k/MW per year Revenue

(c) 2 quarter contribution at \$250k/MW per year Revenue (d) 2 quarter contribution at \$2.3M/MW per year Revenue (e) 1 quarter contribution at \$2.3M/MW per year Revenue (f) no significant revenue contribution

(g) 3x Q1

Bridge to 2023 Adjusted EBITDA Guidance

	Q1 Revenue	% of Revenue	Q1 Adj EBITDA <u>before</u> Corp. Allocation	Margin	Q1 Adj EBITDA	Margin
Project	\$183.2	68%	\$11.7	6.4%	\$4.0	2.2%
Asset	\$40.8	15%	\$21.6	53.0%	\$19.9	48.8%
0&M	\$22.3	8%	\$2.5	11.1%	\$1.5	6.9%
Other	\$24.8	9%	\$2.9	11.8%	\$1.9	7.6%
Total	\$271.0		\$38.7	14.3%	\$27.4	10.1%
				•		
Corporate	\$11,350					

	Q2 - Q4 Revenue	% of Revenue	Q2 - Q4 Adj EBITDA <u>before</u> Corp. Allocation	Margin	Q2 – Q4 Adj EBITDA	Margin
Project	\$931.9	76%	\$113.8	12.2%	\$87.4	9.4%
Asset	\$156.0	13%	\$87.3	56.0%	\$82.9	53.1%
0&M	\$66.8	5%	\$12.4	18.5%	\$10.5	15.7%
Other	\$74.3	6%	\$8.8	11.8%	\$6.7	9.0%
Total	\$1,229.0		\$222.2	18.1%	\$187.6	15.3%
Corporate	\$34,618					

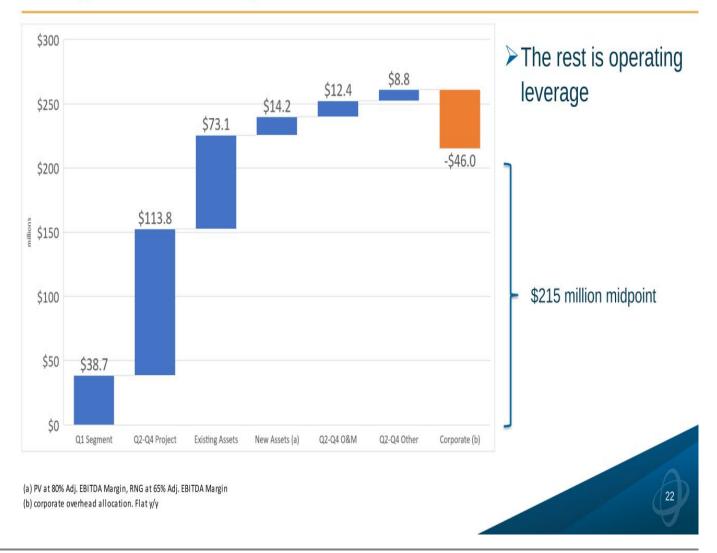
- 2023 Adj. EBITDA Guidance bridge starts with est. segment Adj. EBITDA <u>before</u> corporate overhead allocation
 - Q1 Project margins were 6.4%
 - Q1 Asset margins were 53.0%
 - Q1 O&M Margins were 11.1%
 - Q1 Other Margins were 11.8%

(\$ in millions)

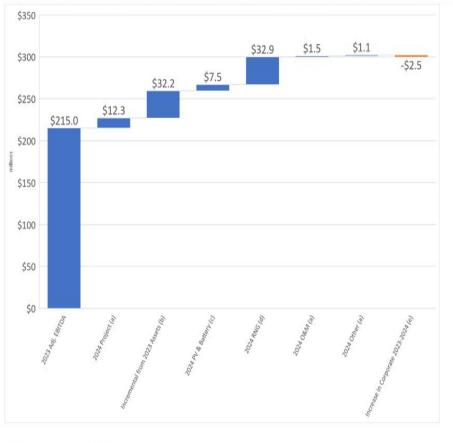
- With estimated margin improvement in project and O&M from low Q1 levels
- Then we add new assets we estimate to place in service



Bridge to 2023 Adjusted EBITDA Guidance



Path to targeted \$300M of Adjusted EBITDA in 2024



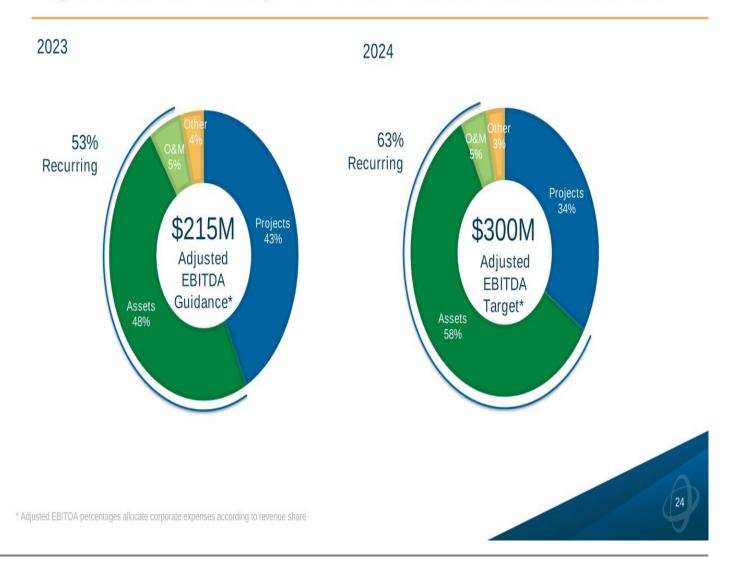
Assumptions

- Reasonable 10% growth in Project, O&M and Other
- Incremental from 2023 Assets
- ➢ Half year of 75MW of PV
- ➢ Half year of 45MWe of RNG
- > No change in margins required

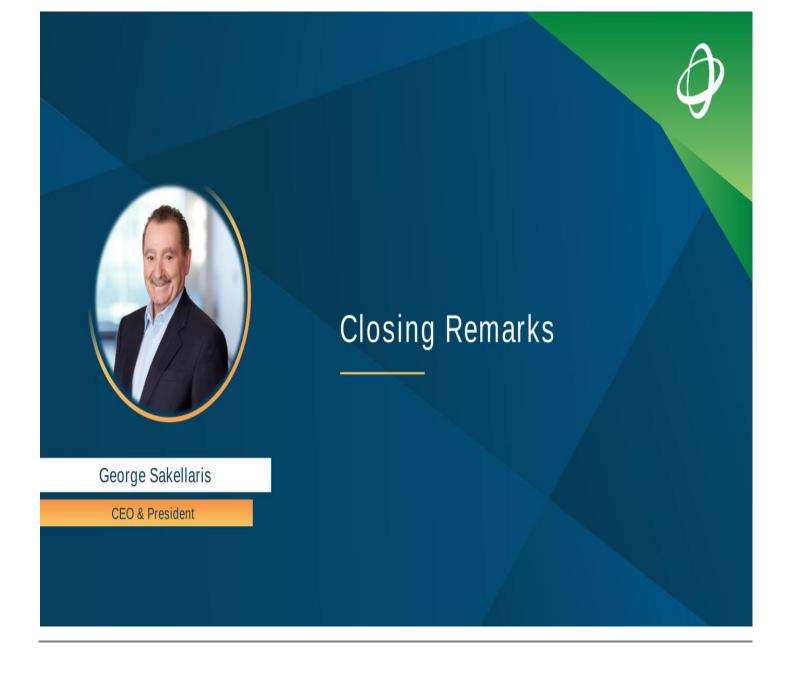
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> Operating Leverage!

(a) 10% revenue growth, no margin change
(b) 34 MW for one quarter, 34 MW for two quarters, 5.2MWe for two quarters, 5.2MWe for three quarters, 12MWe for four quarters. \$250k/NW PV; \$2.3M/MWe RNG. 80% margin PV; 65% margin RNG
(c) 75MW at \$250k/MW for two quarter at 80% margin
(d) 45MW at \$2.3M/MWe for two quarters at 65% margin
(e) 5% y/y growth



Adjusted EBITDA mix expected to be consistent with historical levels





Conference Participants





George Sakellaris CEO & President





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Councillor Bristol City Council



Sunel Group

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Thank You

ENST



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