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 June 2022 Commission File Number: 001-35284

Ellomay Capital Ltd.

(Translation of registrant's name into English)

18 Rothschild Blvd., Tel Aviv 6688121, Israel (Address of principal executive office)

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): ___

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): ____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

> Yes 🗆 No 🗵

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-____

Explanatory Note

On June 30, 2022, Ellomay Capital Ltd. (the "**Company**"), published an investor presentation for June 2022 (the "**Presentation**"). The Presentation includes updates to the Company's projected results, mainly due to the update of construction schedules in accordance with current forecasts that have changed due to long delivery times of major components and increased EPC prices.

Exhibit Index

This Report on Form 6-K of Ellomay Capital Ltd. consists of the following document, which is attached hereto and incorporated by reference herein:

Exhibit 99.1 June 2022 Investor Presentation

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.

Ellomay Capital Ltd.

By: <u>/s/ Ran Fridrich</u> Ran Fridrich Chief Executive Officer and Director

Dated: June 30, 2022



Integrated Developer, Owner and Operator of Renewable Energy Projects

Investors Presentation June 2022

Disclaimers

General:

The information contained in this presentation is subject to, and must be read in conjunction with, all other publically available information, including our Annual Report on Form 20-F for the year ended December 31, 2021, and other filings that we make from time to time with the SEC. Any person at any time acquiring securities must do so only on the basis of such person's own judgment as to the merits or the suitability of the securities for its purpose and only based on such information as is contained in such public filings, after having taken all such professional or other advice as it considers necessary or appropriate in the circumstances and not in reliance on the information contained in the presentation. In making this presentation available, we give no advice and make no recommendation to buy, sell or otherwise deal in our shares or in any other securities or investments whatsoever. We do not warrant that the information is either complete or accurate, nor will we bear any liability for any damage or losses that may result from any use of the information.

Neither this presentation nor any of the information contained herein constitute an offer to sell or the solicitation of an offer to buy any securities. No offering of securities shall be made in the United States except pursuant to registration under the U.S. Securities Act of 1933, as amended, or an exemption therefrom. No offering of securities shall be made in Israel except pursuant to an effective prospectus under the Israeli Securities Law, 1968 or an exemption from the prospectus requirements under such law.

Historical facts and past operating results are not intended to mean that future performances or results for any period will necessarily match or exceed those of any prior year.

This presentation and the information contained herein are the sole property of the Company and cannot be published, circulated or otherwise used in any way without our express prior written consent.

Information Relating to Forward-Looking Statements:

This presentation contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this presentation regarding our plans, the objectives of management and projections of the subsises of the Company are based on current expectations that are subject to risks and uncertainties, and are based on the current government tariff and/or commercial agreements relating to each project and on the current openses and other aspected licenses and permits of each project. In addition, the details, including projections, concerning projects that are under development or early stage development that are included in the presentation are based on the current internal assessments of the Company to advance or complete these projects as the advancement of such projects requires, among other things, approvals, land rights, permits and financing (both equites Litigation Reform Act of 1995 and the Israeli Securities Law, 1968. We may not actually achieve the plans, intentions or expectations of discussed in our forward-looking statements. Various important factors could cause actual results or events to differ materially from those that may be expressed or implied by our forward-looking statements, including the impact of continue ward between Russia and Ukraine, including its impact on electricity prices, availability or aw materials, components and equipment, and disruptions in supply changes, in the Company operates, changes in the advancement and projects, including in demand, regulatory changes, including externed to electrify or evended ward between Russia and Ukraine, including in construction of projects is and uncertainties. All statements, or the ability or obtain financing (both equites Litigation Reform Act of 1995 and the Israeli Securities to differ materially from those that may be expressed or inplied by our forward-looking statements and you should not place undue reliance on our forward-looking statements. Warious financing, re





Investor Highlights

Public company traded in TASE & NYSE American for 1,017M NIS as of June 28, 2022



From development to operation



Trusted by financial institutes and banks



Financial and technological expertise



Active in various markets and locations



ellomay

Renewable energy as a long term, adaptable business



Ongoing growth with conservative leverage ratios



Our Vision

To be ahead of the curve in green energy generation and storage technologies.

To provide comprehensive solutions, from development to operation, enabling a stable supply of renewable energy from varied sources. To be a profitable and sustainable business based on enhanced financing strategies and advanced technological expertise.

To protect the environment and benefit society by providing clean and cheap energy from renewable sources.



Our Objectives Energy Revolution as a Long-Term, Profitable Business



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Continuous growth

Growing our renewable energy and power generation activities – from development to operation – in Europe and Israel.

Constant cash flow

Creating continuous cash flow from various assets in diverse renewable energy and energy storage applications.

Monetary Policy

Maintaining conservative leverage ratios and monetary strength.



Business Development Roadmap

2019	2020	2021	2022
Acquired remaining 49% of NL biogas projects	Talasol connection to the grid (December 2020)	Manara PSP, Notice to proceed to the EPC contractor (April 2021)	Talasol refinance at approximately 3% fixed interest rate with a term of
Sold 49% of Talasol	Won 20 MW PV + storage in a quota tender process	28 MW PV project, Spain	23 years. Approximately 75% leverage
Financial closing and start construction in Talasol	published by the Israeli Electricity Authority Project includes:	90 % of constriction completed	102 MW PV in Italy receiv permits and they are in
Sold 22.6 MW Italian	40 MWH DC power 80 MWH battery storage	35 MW PV in Italy ready for construction	ready to build status
PV portfolio with profit of ~ 19Mil €	Acquired Gelderland biogas project in the Netherlands, with a permit to produce	87 MW project in Italy receive AU	Ellomay Solar 28 MW in Spain connected to gree
Executed 2 Framework Agreements for the Development of 515 MW PV Projects in Italy	~ 7.5 million Nm3 per year and actual production capacity of ~ 9.5 million Nm3 per year	437 MW PV in Italy in advanced development stage	20 MW PV plants in Italy under construction



Financial Forecast

(in millions of Euro)



(1) Of total expected 352 MW, 129 MW under advanced development

See appendix A for reconciliation and disclosure regarding the use of non-IFRS financial measures

The PV Plant located in Talmei Yosef, Israel is presented under the fixed asset model and not under the financial asset model as per IFRIC 12. Including the Company's share in Dorad. The Company's share in Dorad is presented based on expected distributions of profits and not on the basis of equity gain using the equity method. The Talasol PV plant's expected revenues, Adjusted EBITDA and Adjusted FFO include minority holdings. Adjusted FFO is presented after projects and corporate financing and tax expenses.

• The update to the previously published projected financial forecast is mainly due to the update of construction schedules in accordance with current forecasts that have changed due to long delivery times of major components and increased EPC prices.



Expected construction

Development Projects – Growth

Early Stage Development 800 MW	Italy+ Spain - aggregated 800 MW PV	
Under Advanced Development 468 MW	Italy - 428 MW PV Israel - 40 MW PV + Storage	
Under / Ready for Construction 278 MW	Italy - 122 MW PV Manara Cliff, Pumped Storage - 156 MW	
Connected to the grid 444 MW	Spain – 335.9 MW PVBiogas - NetherlandsIsrael - 9 MW PVDorad Power Station	



Diverse Green Energy Infrastructure

Development, Construction, Operation





Clean Energy | Natural Gas



Waste to Energy | Bio Gas





Projects Summary

(EUR Millions)

Projects	% Ownership	License	MW	Expected Distribution in 2022	Expected Annual Revenues in 2022	Expected Annual Adjusted EBITDA in 2022	Expected Annual Adjusted FFO in 2022	Expected Debt as of December 31, 2022	Expected interest on bank loans in 2022	Expected Cash flow in 2022
Connected to the grid and oper	ating									
Spain – Talasol PV (1)	51%		300 MW		29-30	26	17	165	4.4	9-10
Spain – 4 PV	100%	2041	7.9 MW		2.9	2.0	1.5	13.4	0.4	0.5
Spain – Ellomay Solar	100%		28MW		3	2.8	2.5	-	-	2.5
Israel – Talmei Yosef PV (2)	100%	2033	9 MW		4.2	3.6	2.4	16	0.9	0.5
The Netherlands- Biogas	100%	2031	19 MW base load		13	2	1.6	10	04	-
Israel – Dorad (based on 2021 reports) (3)	~9.4%	2034	860 MW (the company's share is ~ 80 MW)	3	52	12	-	-	-	3
Total Installed			444MW							

See Appendix A for reconciliation and disclosure regarding the use of non-IFRS financial measures

(1) For 100% holding. The Company's share is 51%

(2) The PV Plant located in Talmei Yosef, Israel is presented under the fixed asset model and not under the financial asset model as per IFRIC 12 (3) The figures represent the Company's share



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Projects Summary (EUR Millions)

Expected **Expected Annual Expected Annual** Projects % Ownership MWp/ MWp/h Annual **Expected Cost** License **EBITDA** FFO Revenues Under / Reay for Construction Expected production Israel – Manara Cliff 83.34 % 156 MW 74 (**) 33 (**) 23 (**) 476 start: 2026 Expected production Italy - PV 100% 122 MW 9.1 (*) 7.9 (*) 6.7 (*) 116 start: 2023-2024 Total Under / Ready for Construction 278 MW **Under Development** Expected production Israel - PV + Storage 100% 40 MWp start: 2023 Expected production Italy - PV 100% 428 MWp start: 2023-2024 Early stage development Italy + 100% 800 MWp Spain - PV Total Under Development 1268 MW

* On an average basis for the first five years of operations. Full equity.

** On an average basis for 100% holding. The Company's share is ~ 83.34%. Based on the NIS/EUR exchange rate as of December 31, 2021 : NIS 3.5199/1 EUR

The Company will be required to raise additional funds in order to fulfill its development plans.



G.G.GELDERLAND





Waste-to-Energy (Biogas) Projects



EUR Millions	2022 (E)	2023 (E)	2024 (E)
Revenues	13	14	15
Cost of Sale	-8.3	-8.3	-8.1
Gross Margin	5	5.7	6.9
Opex	-2.7	-2.7	-2.7
Ebitda	2	3	4.2
Interest on bank loans	-0.4	-0.3	-0.3
Taxes on income	-	-	-
Adjusted FFO	1.6	2.7	3.9

See Appendix C for reconciliation and disclosure regarding the use of non-IFRS financial measures



Israel - Manara Cliff **Pumped storage project**

Ownership:

Ellomay Capital Ltd.: 83.34 % AMPA Investments Ltd.: 16.66%*

Cost:

Expected

Plant type: 1 pumped hydro storage plant

Location: Manara Cliff -Israel

Expected **Capacity:** 156 MW

Notice To Proceed (NTP): FUR 476M~ April 2021

Expected Revenues **: 74M EUR~

Expected EBITDA**: 33M EUR~

Total storage capacity ~ 1900 MWh

* Sheva Mizrakot Ltd. Holds 25% of the Manara project. 66.67% of Sheva Mizrakot is owned by Ampa Investments Ltd. (representing 16.66% of the Manara project) and the remaining 33.33% are indirectly owned by the Company (representing 8.34%).

** On an average basis for 100% holding. The Company's share is ~ 83.34%. Based on the NIS/EUR exchange rate as of December 31, 2021 : NIS 3.5199/1 EUR



Spain – Talasol

Acquired: 2017

Plant type: 1 PV plant **Location:** Talaván, Cáceres, Spain

Capacity: 300 MW **Starting power production:** December 2020

Final Cost: 227M EUR Expected Annual Revenue*: EUR 29-30M

Talasol 300 MW PV Plant

* On an average annual basis. Forecast is provided for 100% holding (the Company's share is 51%)



Framework Agreements for the Development of 1209 MW PV Projects in Italy



Plant type: Multi PV plants

Expected Capacity: 1,059 MW **Expected power** production: 35 MW – 2022 184 MW – 2023 242 MW – 2024 352 MW – 2025 246 MW – 2026 **Location:** Italy

Expected Cost: ~800 MIL EUR





Tender winning date	July 14, 2020
Location	Israel
Total installed capacity (MWh) –DC*	40
Total installed capacity (MWh, Calc.) –AC*	20
% of electricity through battery	19.7%
Expected annual power production (MW)	72,771
Expected construction cost	NIS 160 M
Tariff (Ag)	19.90
License operation period (years)	23

* This capacity may include more then one project



Battery cost projections for 4-hour lithium-ion systems, with values relative to 2019 The high, mid, and low cost projections developed in this work are shown as the bolded lines



* Source: https://www.nrel.gov/research/publications.html

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Key Balance Sheet Figures (EUR thousands)

	December 31, 2020	% Of BS	December 31, 2021	% Of BS
Cash and cash equivalent, deposits and marketable securities	76,719	17%	71,585	13%
Financial Debt*	280,893	61%	356,194	65%
Financial Debt, net*	204,174	44%	284,609	52 %
Property, plant and equipment net (mainly in connection with PV Operations)	264,095	5 7 %	340,065	62%
Investment in Dorad	32,234	7%	34,029	6%
CAP*	405,919	88%	469,677	85%
Total equity	125,026	27%	113,483	21%
Total assets	460,172	100%	551,147	100%





	December 31, 2020	December 31, 2021
Financial Debt to CAP *	69%	76%
Financial Debt, net to CAP *	50%	61%

Strong Balance Sheet, Sufficient Liquidity

* See Appendix B for calculations



Summary



Renewable energy industry enjoys favorable business prognosis and supportive regulation



Competitive pricing, no need for governmental subsidizing



High segmental and geographic diversity. Revenue not dependent on a specific project



Long term agreements reduce demand market risk



Value based financing policy with conservative leverage, high capital and investment ratios



Continuous growth. Sustainable, proven business experience









The Photo-Voltaic Market Overview

The Photo-Voltaic effect enables conversion of light into electricity using semiconductors.

IEA: PV expected to **double** until 2023





Waste-to-Energy Market Overview

Biogas is a renewable energy source, produced by fermentation of organic matter



* https://www.statista.com/statistics/480452/market-value-of-waste-to-energy-globally-projection/



http://european-biogas.eu/2019/02/01/eba-annual-report-2019/





The Pumped Hydro Storage method stores energy in the form of gravitational potential energy of water, pumped from a lower elevation reservoir to a higher elevation.

365/24/7

Energy storage enables power delivery all day and all year round.





https://www.gminsights.com/industry-analysis/pumped-hydro-storage-market

THANK YOU

For further Info

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Appendix A – Adjusted EBITDA and Adjusted FFO

Use of NON-IFRS Financial Measures

Non-IFRS Revenues, Adjusted EBITDA and Adjusted FFO are non-IFRS measures. EBITDA is defined as earnings before financial expenses, net, taxes, depreciation and amortization and FFO (funds from operations) is calculated by adding tax and financing expenses to EBITDA. The Company uses the terms "Non-IFRS Revenues," "Adjusted EBITDA" and "Adjusted FFO" to highlight the fact that in the calculation of these non-IFRS financial measures the Company presents the revenues from the Talmei Yosef PV plant under the fixed asset model and not under IFRIC 12. presents its share in Dorad based on distributions of profit and not on the basis of equity gain using the equity method and includes the financial results of Talasol for the period prior to achievement of PAC that were not recognized in the profit and loss statement based on accounting rules. The Company presents these measures in order to enhance the understanding of the Company's operating performance and to enable comparability between periods. While the Company considers these non-IFRS measures to be important measures of comparative operating performance, these non-IFRS measures should not be considered in isolation or as a substitute for net income or other statement of operations or cash flow data prepared in accordance with IFRS as a measure of profitability or liquidity. These non-IFRS measures do not take into account our commitments, including capital expenditures and restricted cash and, accordingly, are not necessarily indicative of amounts that may be available for discretionary uses. In addition, Adjusted FFO does not represent and is not an alternative to cash flow from operations as defined by IFRS and is not an indication of cash available to fund all cash flow needs, including the ability to make distributions. Not all companies calculate Non-IFRS Revenues, Adjusted EBITDA or Adjusted FFO in the same manner, and the measures as presented may not be comparable to similarly-titled measures presented by other companies. The Company uses these measures internally as performance measures and believes that when these measures are combined with IFRS measures they add useful information concerning the Company's operating performance. We cannot, without unreasonable effort, forecast the financial results of Dorad, which are included in our financial results as an equity accounted investee, as Dorad's results are based on items that cannot be predicted. including demand, indexation effects and natural gas costs. In addition, items included in our projected net profit (loss) and in the projected reconciliation, are impacted by items that are difficult to predict in advance and are not within our control, including, but not limited to, foreign exchange rate fluctuations, equity compensation costs, impairment and (gain) loss on sale of businesses. Therefore, the items included in the reconciliation are included based on our current estimates and information known to us. A reconciliation between measures on an IFRS and non-IFRS basis is provided in this slide.



Reconciliation of Net Income to Adjusted EBITDA & Adjusted FFO (in € millions)

	2022 (E)	2023 (E)	2024 (E)	2025 (E)
Revenues	~50	~63	~73	~95
The Company's share in Dorad's distributions of profits	~3	~3	~3	~4
Adjustment to fixed asset model in connection with the PV Plant located in Talmei Yosef	~3	~3	~3	~3
Non-IFRS Revenues	~56	~69	~79	~102
Net income for the period, adjusted as set forth in the notes below	~5	~10	~12	~17
Financing expenses	~13	~13	~15	~21
Taxes on income (tax benefit)	~2	~4	~5	~5
Depreciation	~14	~17	~21	~29
Adjusted EBITDA	~34	~44	~53	~72
Interest on bank loans, debentures and others	~(12)	~(13)	~(15)	~ (21)
Taxes on income paid in cash	~(2)	~(4)	~(5)	~(7)
Adjusted FFO	~20	~27	~33	~44
Adjusted EBITDA	~34	~44	~53	~72
G&A corporate and project development costs	~5	~5	~5	~5
Adjusted EBITDA from projects	~39	~49	~58	~77
Adjusted FFO	~20	~27	~33	~44
G&A corporate and project development costs	~5	~5	~5	~5
Interest on debentures	~4	~5	~7	~13
Adjusted FFO from projects	~29	~37	~45	~62

• The PV Plant located in Talmei Yosef, Israel is presented under the fixed asset model and not under the financial asset model as per IFRIC 12.

• The expected revenues, Adjusted EBITDA and FFO of the Talasol PV plant include minority holdings.

Adjusted FFO is presented after projects and corporate financing and tax expenses.

[•] The company's share in Dorad is presented based on distributions of profits and not on the basis of equity gain using the equity method.

Appendix B – Leverage Ratios

Use of NON-IFRS Financial Measures

The Company defines Financial Debt as loans and borrowings plus debentures (current liabilities) plus finance lease obligations plus long-term bank loans plus debentures (non-current liabilities), Financial Debt, Net as Financial Debt minus cash and cash equivalent minus investments held for trading minus shortterm deposits and CAP as equity plus Financial Debt. The Company presents these measures in order to enhance the understanding of the Company's leverage ratios and borrowings.

While the Company considers these measures to be an important measure of leverage, these measures should not be considered in isolation or as a substitute for long-term borrowings or other balance sheet data prepared in accordance with IFRS as a measure of leverage. Not all companies calculate these measures in the same manner, and the measure as presented may not be comparable to similarly-titled measures presented by other companies.



Calculation of Leverage Ratios (in € thousands)

	As	s of Dec 31		of Dec 31
		2020		2021
Current liabilities				
Current maturities of long term bank loans	€	(10,232)	€	(126,180)
Current maturities of long term loans	€	(4,021)	€	(16,401)
Debentures	€	(10,600)	€	(19,806)
Non-current liabilities				
Long-term bank loans	€	(134,520)	€	(39,093)
Other long-term loans	€	(49,396)	€	(37,221)
Debentures	€	(72,124)	€	(117,493)
Financial Debt (A)	€	(280,893)	€	(356,194)
Less:				
Cash and cash equivalents	€	(66,845)	€	(41,229)
Marketable Securities	€	(1,761)	€	(1,946)
Short term deposits	€	(8,113)	€	(28,410)
Financial Debt, net (B)	€	(204,174)	€	(284,609)
Total equity (C)	€	(125,026)	€	(113,483)
Financial Debt (A)	€	(280,893)	€	(356,194)
CAP (D)	€	(405,919)	€	(469,677)
Financial Debt to CAP (A/D)		69%		76%
Financial Debt, net to CAP (B/D)		50%		61%

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Appendix C – Biogas EBITDA and Adjusted FFO

Use of NON-IFRS Financial Measures

EBITDA and Adjusted FFO are non-IFRS measures. EBITDA is defined as earnings before financial expenses, net, taxes, depreciation and amortization and FFO (funds from operations) is calculated by adding tax and financing expenses to EBITDA. The Company uses the term "Adjusted FFO" to highlight the fact that the financing expenses presented in the calculation of Adjusted FFO exclude interest on inter-company loans. The Company presents these measures in order to enhance the understanding of the Company's bio gas operations and to enable comparability between periods. While the Company considers these non- IFRS measures to be important measures of comparative operating performance, these non-IFRS measures should not be considered in isolation or as a substitute for net income or other statement of operations or cash flow data prepared in accordance with IFRS as a measure of profitability or liquidity. These non-IFRS measures do not take into account our commitments, including capital expenditures and restricted cash and, accordingly, are not necessarily indicative of amounts that may be available for discretionary uses. In addition, Adjusted FFO does not represent and is not an alternative to cash flow from operations as defined by IFRS and is not an indication of cash available to fund all cash flow needs, including the ability to make distributions. Not all companies calculate EBITDA or Adjusted FFO in the same manner, and the measures as presented may not be comparable to similarly-titled measures presented by other companies. The Company uses these measures internally as performance measures and believes that when these measures are combined with IFRS measures they add useful information concerning the Company's operating performance. A reconciliation between measures on an IFRS and non-IFRS basis is provided in this slide.

Reconciliation of Biogas Net Income to EBITDA & Adjusted FFO (in € millions)

	2022 (E)	2023 (E)	2024 (E)
Net Income (loss) for the period	(1.1)	0.2	1.4
Financing Expenses, net	0.6	0.3	0.3
Taxes on Income	-	-	-
Depreciation	2.5	2.5	2.5
Ebitda	2	3	4.2
Interest on bank loans	-0.4	-0.3	-0.3
Taxes on Income	-	-	-
Adjusted FFO	1.8	2.7	3.9

