
**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 2021
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- _____

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](#) [November 2021 Investors 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: /s/ Ran Fridrich

Ran Fridrich

Chief Executive Officer and Director

Dated: November 19, 2021

ellomay
CAPITAL LIMITED



Integrated Developer, Owner and Operator
of Renewable Energy Projects

Investors Presentation – November 2021

Disclaimers

General:

- The information contained in this presentation is subject to, and must be read in conjunction with, all other publicly available information, including our Annual Report on Form 20-F for the year ended December 31, 2020, 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 results are forward-looking statements. Such forward looking statements include projected financial information. Such forward looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the business of the Company are based on current expectations that are subject to risks and uncertainties, including risks relating to the ability to procure financing for such projects, delays in construction, inability to obtain permits, timely or at all and are based on the current government tariff and/or commercial agreements relating to each project and on the current or expected 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's management and there is no certainty or assurance as to the ability 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 equity and project financing). The use of certain words, including the words "estimate," "project," "intend," "expect," "plan," "believe," "will" and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the Israeli Securities Law, 1968. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on 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 changes in the regulation and climate, inability to obtain financing required for the development and construction of projects, delays in the commencement of operations of the projects under development, limited scope of projects identified for future development, our inability to reach the milestones required under the conditional license of the Manara project, delays in the development and construction of other projects under development and the impact of the Covid-19 pandemic on the Company's operations and projects, including in connection with steps taken by authorities in countries in which the Company operates, changes in the market prices of electricity and in demand, regulatory changes, changes in the supply and prices of resources required for the operation of the Company's facilities (such as waste and natural gas) and in the price of oil, technical and other disruptions in the operations or construction of the power plants owned by the Company. These and other risks and uncertainties associated with our business are described in greater detail in the filings we make from time to time with SEC, including our Annual Report on Form 20-F. The forward-looking statements are made as of this date and we do not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Highlights



Public company traded in
TASE & NYSE American
for 1,277M NIS as of
November 16, 2021



From development
to operation



Financial and technological
expertise



Renewable energy as a long
term, adaptable business



Trusted by financial
institutes and banks



Active in various markets
and locations



Ongoing growth with
conservative leverage ratios

Our Vision

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

To be a profitable and sustainable business based on enhanced financing strategies and advanced technological expertise.

To provide comprehensive solutions, from development to operation, enabling a stable supply of renewable energy from varied sources.

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



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

2018

Talasal, Spain –
Signed a PPA for 80% of
the expected output

Talasal entered into
financing agreements
with Deutsche Bank
and EIB

Commercial operation of
second biogas project in
the Netherlands

2019

Acquired remaining 49%
of NL biogas projects

Sold 49% of Talasal

Financial closing and start
construction in Talasal

Sold 22.6 MW Italian PV
portfolio with profit of
~ 19Mil €

Executed 2 Framework
Agreements for the
Development of 515 MW
PV Projects in Italy

2020

Talasal connection to
the grid (December 2020)

Won 20 MW PV + storage
in a quota tender process
published by the Israeli
Electricity Authority
Project includes:
40 MWH DC power
80 MWH battery storage

Acquired Gelderland biogas
project in the Netherlands,
with a permit to produce
~ 7.5 million Nm³ per year
and actual production
capacity of ~ 9.5 million
Nm³ per year

2021

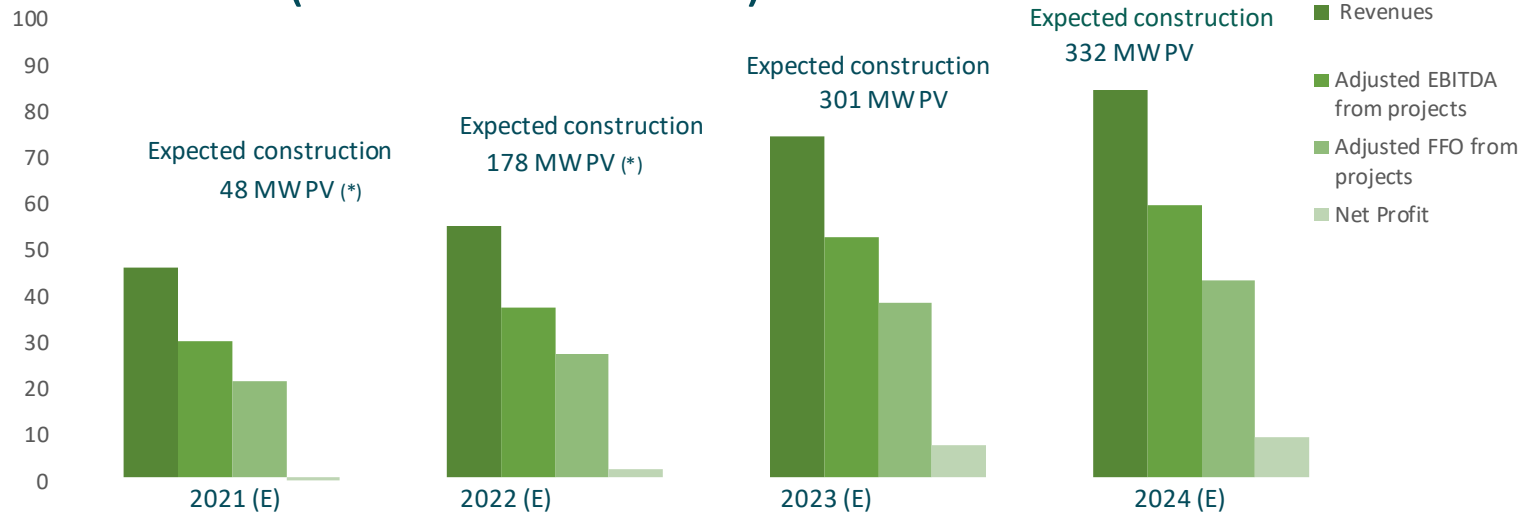
Financial closing Manara
Pumped Storage Project
(PSP) (February 2021)

Manara PSP, Notice to
proceed to the EPC
contractor (April 2021)

28 MW PV project, Spain
Notice to proceed
(June 7, 2021)

20 MW PV in Italy expected to
be ready for construction by end
of year
439 MW PV in Italy in advanced
development stage

Financial Forecast (in million of Euro)



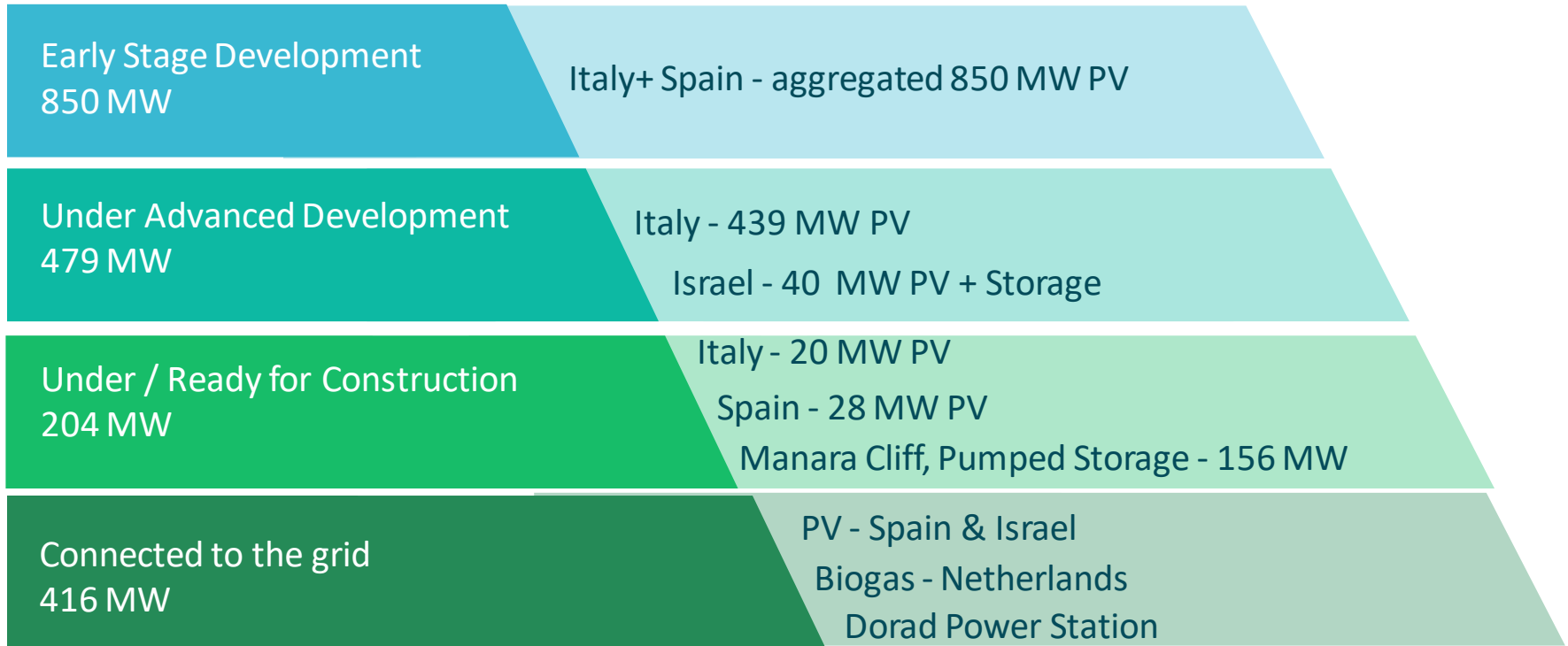
Revenues	46-49	55-58	75-77	85-89
Adjusted EBITDA from projects	30-31	38-39	53-55	60-62
Adjusted EBITDA	25-26	33-34	48-50	55-57
Adjusted FFO from projects	21-22	28-29	39-40	44-45
Adjusted FFO	13-14	19-20	30-31	35-36
Net Profit	0	3	8	10

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.

* There may be a transition of approximately 70 MW from 2022 to 2021

Development Projects – Growth



For 100% holding (other than Dorad for which only the Company's share is presented).

Diverse Green Energy Infrastructure

Development,
Construction,
Operation



Projects Summary (EUR Millions)

Projects	% Ownership	License	MW	Expected Distribution in 2021	Expected Annual Revenues in 2021	Expected Annual Adjusted EBITDA in 2021	Expected Annual Adjusted FFO in 2021	Expected Debt as of December 31, 2021	Expected interest on bank loans in 2021	Expected Cash flow in 2021
Connected to the grid and operating										
Spain – Talasol PV	51%		300 MW		23-25 (*)	17-18 (*)	11 (*)	130 (*)	3.7 (*)	4.0 (*)
Spain – 4 PV	100%	2041	7.9 MW		2.9	2.0	1.5	14.4	0.4	0.5
Israel – Talmei Yosef PV(1)	100%	2033	9 MW		4.2	3.6	2.8	16	0.8	1.0
The Netherlands- Biogas	100%	2031	19 MW base load equal to 1,800 m3/h gas production		13	4.0	3.6	14	0.4	2.0
Israel – Dorad (based on 2020 reports) (2)	~9.4%	2034	860 MW (the company's share is ~ 80 MW)	3.0	57	13	-	-	-	3.0
Total Installed			416 MW							

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

Projects Summary (EUR Millions)

Projects	% Ownership	License	MWp/ MWp/h	Expected Annual Revenues	Expected Annual EBITDA	Expected Annual FFO	Expected Cost
Under / Ready for Construction							
Spain - PV	100%	Expected production start: 2022	28 MW	2.3	2	1.8	18.6
Israel – Manara Cliff	% 4383.	Expected production start: 2026	156 MW	67 (*)	30 (*)	26 (*)	387
Italy - PV	100%	Expected production start: 2022	20 MW	1.7 (**)	1.2 (**)	1.1 (**)	11.1
Total Under / Ready for Construction			204 MW				
Under Development							
Israel - PV + Storage	100%	Expected production start: 2023	40 MW				
Italy - PV	100%	Expected production start: 2021-2023	439 MW				
Early stage development Italy + Spain - PV	100%		850 MW				
Total Under Development			1,329 MW				

* On an average basis for 100% holding. The Company's share is ~ 83.34%

** On an average basis

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

G.G.GELDERLAND

Acquired December 2020



Production License : 7.5 MIL
M³ gas Per/year

Waste-to-Energy (Biogas) Projects



EUR Millions	2021 (E)	2022 (E)	2023 (E)
Revenues	13	15	15
Cost of Sale	-6.4	-6.8	-6.8
Gross Margin	6.6	8.2	8.5
Opex	-2.6	-3.1	-3
Ebitda	4	5.1	5.3
Interest on bank loans	-0.4	-0.4	-0.4
Taxes on income	-	-	-
Adjusted FFO	3.6	4.7	4.9

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

Israel - Manara Cliff - Pumped storage project

Total storage capacity ~ 1900 MWh

Ownership:

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

Plant type:

1 pumped hydro
storage plant

Location:

Manara Cliff - Israel

**Expected
Capacity:**
156 MW

**Expected
Cost:**
EUR 390M

**Notice To
Proceed
(NTP):**
April 2021

**Expected
Revenues **::**
~ 67M EUR

**Expected
EBITDA **::**
~ 30M EUR

* 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 annual basis

Talazol 300 MW PV Plant



Panoramic view

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 23-25M



Business strategy and timeline:

June 2018:
METKA –
procurement
and engineering
agreement

June 2018:
PPA agreement,
80% for 10 years

July 2018:
Interest hedging
GOLDMAN
SACHS

December 2018:
Financing from
DEUTSCHE BANK
and EIB –EUR
131 Million

April 2019:
Sold 49% of Talasol
Equity for EUR 16.1 M
and start of
construction

December 2020:
Connection to the grid
Preliminary Acceptance
Certificate (PAC)
January 27, 2021

* Forecast is provided for 100% holding (the Company's share is 51%)

Framework Agreements for the Development of 1,209 MW PV Projects in Italy

Signed:
2020

Plant type:
Multi PV plants

Location:
Italy

Expected Capacity:
1,209 MW

Expected power production*:
20 MW - 2021
178 MW - 2022
261 MW - 2023
332 MW - 2024
418 MW - 2025

Expected Cost:
665M EUR

*There may be a transition of about 70 MW from 2022 to 2021



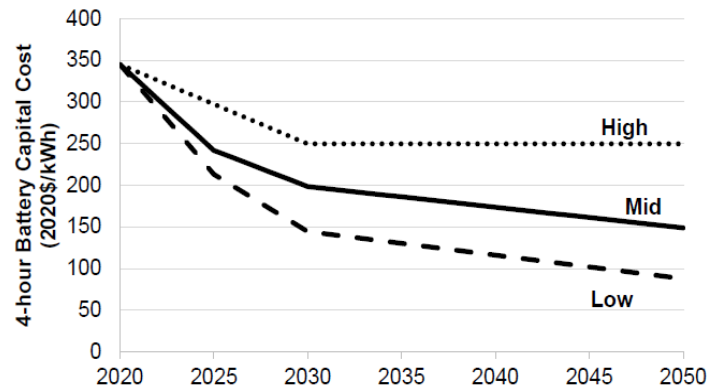
PV + Storage in Israel



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 than 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>

Key Balance Sheet Figures

(EUR thousands)



	December 31, 2017	% Of BS	December 31, 2018	% Of BS	December 31, 2019	% Of BS	December 31, 2020	% Of BS
Cash and cash equivalent, deposits and marketable securities	26,124	13%	39,014	18%	53,197	17%	76,719	17%
Financial Debt*	106,515	54%	117,435	56%	164,904	53%	280,893	61%
Financial Debt, net*	80,391	41%	78,421	37%	111,707	36%	204,174	44%
Property, plant and equipment net (mainly in connection with PV Operations)	78,837	40%	87,220	41%	114,389	37%	264,095	57%
Investment in Dorad	30,820	16%	28,161	13%	33,561	11%	32,234	7%
CAP*	184,015	93%	194,392	92%	272,470	88%	405,919	88%
Total equity	77,500	39%	76,957	36%	107,566	35%	125,026	27%
Total assets	198,088	100%	211,160	100%	310,172	100%	460,172	100%

Key Financial Ratios



	December 31 , 2017	December 31 , 2018	December 31, 2019	December 31, 2020
Financial Debt to CAP *	58%	60%	61%	69%
Financial Debt, net to CAP *	44%	40%	41%	50%

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

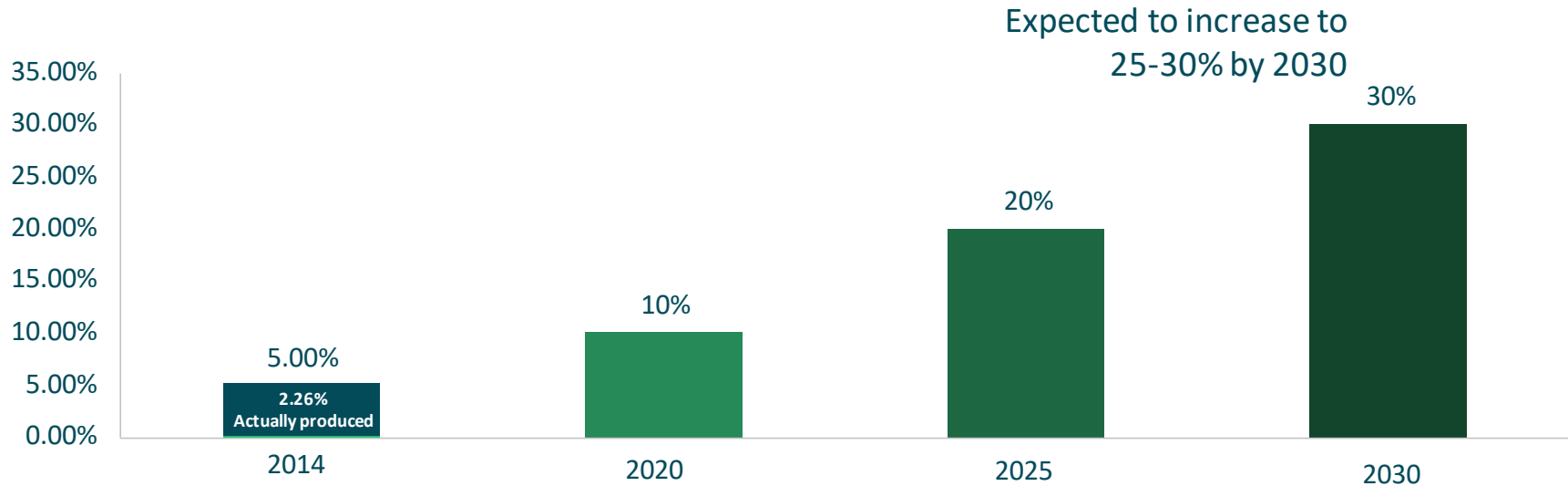


Value based financing policy with conservative leverage, high capital and investment ratios



Continuous growth. Sustainable, proven business experience

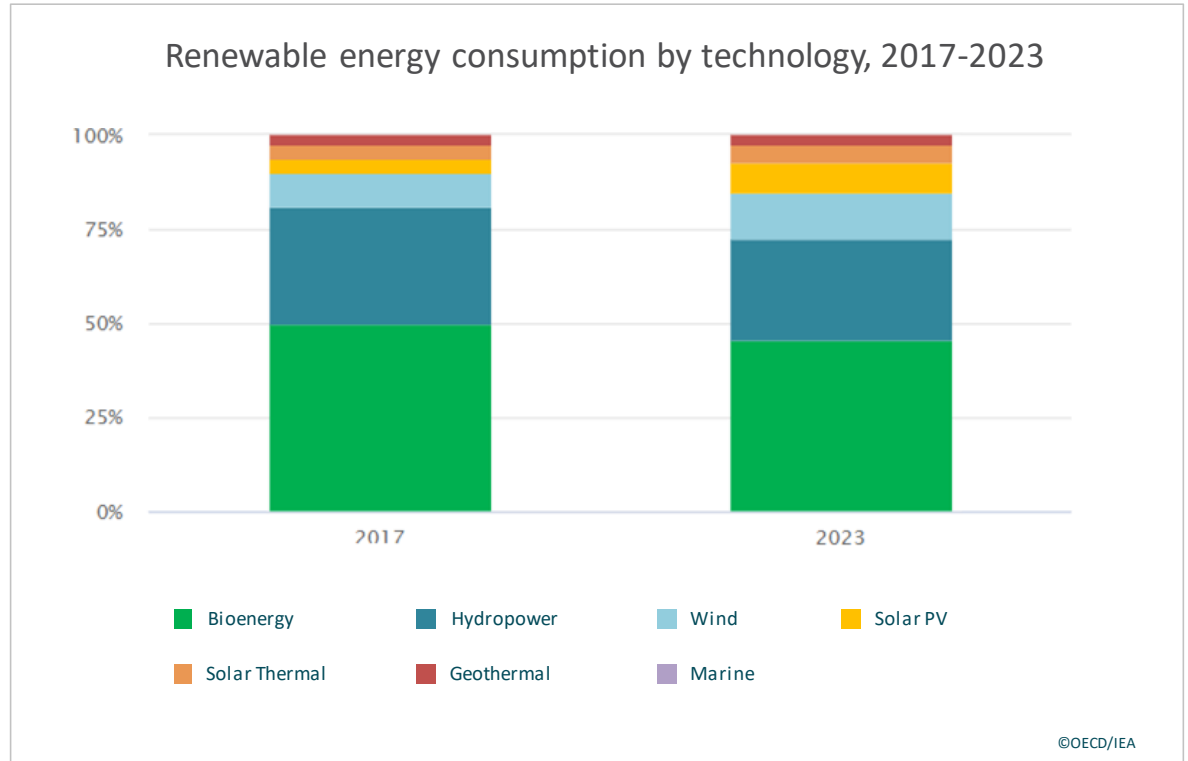
Israel - Renewable Energy Production Goals



The Photo-Voltaic Market Overview

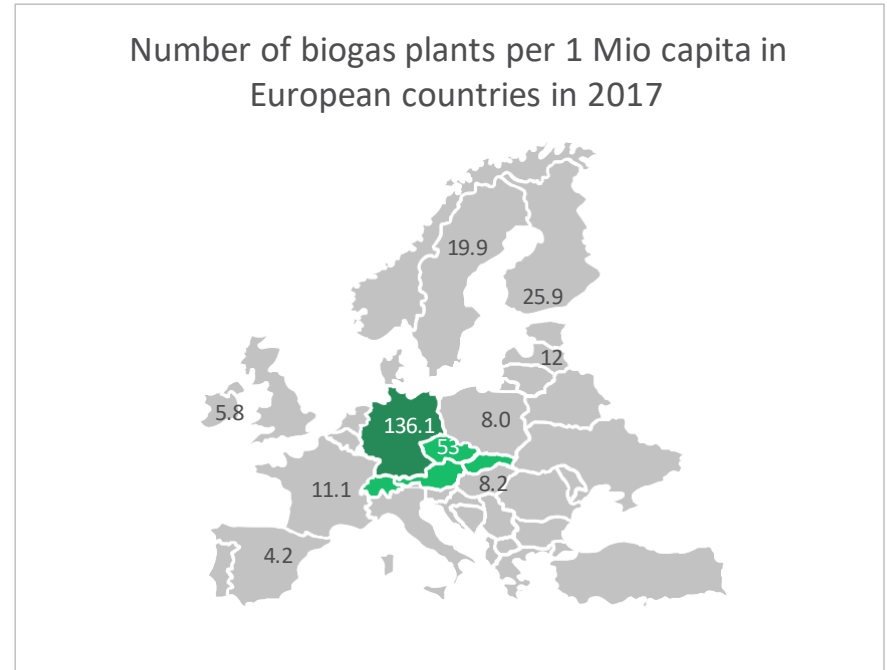
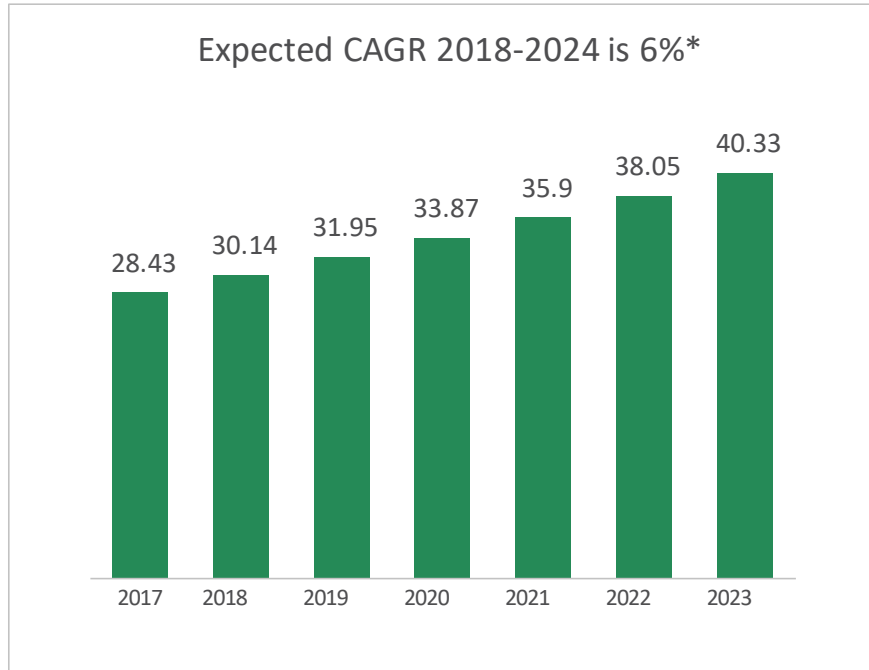
The Photo-Voltaic effect enables conversion of light into electricity using semiconductors.

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



Waste-to-Energy Market Overview

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



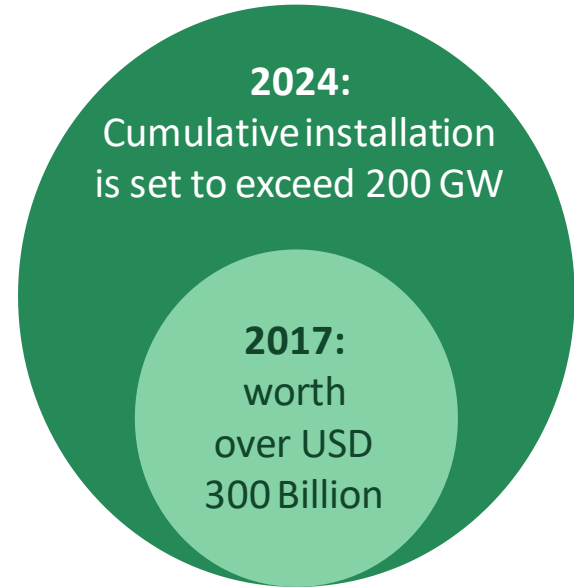
* <https://www.statista.com/statistics/480452/market-value-of-waste-to-energy-globally-projection/> <http://european-biogas.eu/2019/02/01/eba-annual-report-2019/>



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.



THANK YOU

For further Info:

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Kalia Rubenbach, CFO: kaliaw@ellomay.com

www.ellomay.com

ellomay
CAPITAL LIMITED

Appendix A – Adjusted EBITDA and Adjusted FFO

Use of NON-IFRS Financial Measures

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 “Adjusted EBITDA” and “Adjusted FFO” to highlight the fact that the Company presents the revenues from the Talmei Yosef PV plant under the fixed asset model and not under IFRIC 12 and presents its share in Dorad based on distributions of profit and not on the basis of equity gain using the equity method in the calculation of Adjusted EBITDA. 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 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. Our actual Adjusted EBITDA and Adjusted FFO may not be indicative of our historic operating results; nor is it meant to be predictive of potential future results. 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 Net Income to Adjusted EBITDA & Adjusted FFO (in € millions)

	2021 (E)	2022 (E)	2023 (E)	2024 (E)
Net income for the period, adjusted as set forth in the notes below	0	3	8	10
Interest on bank loans, debentures and others	12	13	15-16	16-17
Taxes on income	~ 0	1	3	4
Depreciation	13-14	16-17	22-23	25-26
Adjusted EBITDA	25-26	33-34	48-50	55-57
Interest on bank loans, debentures and others	(12)	(13)	(15-16)	(16-17)
Taxes on income	(~ 0)	(1)	(3)	(4)
Adjusted FFO	13-14	19-20	30-31	35-36
Adjusted EBITDA	25-26	33-34	48-50	55-57
G&A corporate and project development costs	5	5	5	5
Adjusted EBITDA from projects	30-31	38-39	53-55	60-62
Adjusted FFO	13-14	19-20	30-31	35-36
G&A corporate and project development costs	5	5	5	5
Interest on debentures	3	4	4	4
Adjusted FFO from projects	21-22	28-29	39-40	44-45

- 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 company’s share in Dorad is presented based on distributions of profits and not on the basis of equity gain using the equity method.
- 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.

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 short-term 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 of December ,31	As of December ,31	As of December 31,	As of December 31,
	2017	2018	2019	2020
Current liabilities				
Current maturities of long term bank loans	€ (3,103)	€ (5,864)	€ (4,138)	€ (10,232)
Current maturities of long term loans	€ -	€ -	€ -	€ (4,021)
Debentures	€ (4,644)	€ (8,758)	€ (26,773)	€ (10,600)
Non-current liabilities				
Finance lease obligations	€ (3,690)	€ -	€ -	€ -
Long-term bank loans	€ (42,091)	€ (60,228)	€ (40,805)	€ (134,520)
Other long-term loans	€ -	€ -	€ (48,377)	€ (49,396)
Debentures	€ (52,987)	€ (42,585)	€ (44,811)	€ (72,124)
Financial Debt (A)	€ (106,515)	€ (117,435)	€ (164,904)	€ (280,893)
Less:				
Cash and cash equivalents	€ 23,962	€ 36,882	€ 44,509	€ (66,845)
Marketable Securities	€ 2,162	€ 2,132	€ 2,242	€ (1,761)
Short term deposits	€ -	€ -	€ -	€ (8,113)
Financial Debt, net (B)	€ (80,391)	€ (78,421)	€ (118,153)	€ (212,287)
Total equity (C)	€ (77,500)	€ (76,957)	€ (107,566)	€ (125,026)
Financial Debt (A)	€ (106,515)	€ (117,435)	€ (164,904)	€ (280,893)
CAP (D)	€ (184,015)	€ (194,392)	€ (272,470)	€ (405,919)
Financial Debt to CAP (A/D)	58%	60%	61%	69%
Financial Debt, net to CAP (B/D)	44%	40%	43%	50%

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 biogas 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)

	2021 (€)	2022 (€)	2023 (€)
Net Income for the period	0.4	1.4	1.6
Financing Expenses, net	1.3	1.3	1.3
Taxes on Income	-	-	-
Depreciation	2.3	2.4	2.4
Ebitda	4	5.1	5.3
Interest on bank loans	-0.4	-0.4	-0.4
Taxes on Income	-	-	-
Adjusted FFO	3.6	3.8	4