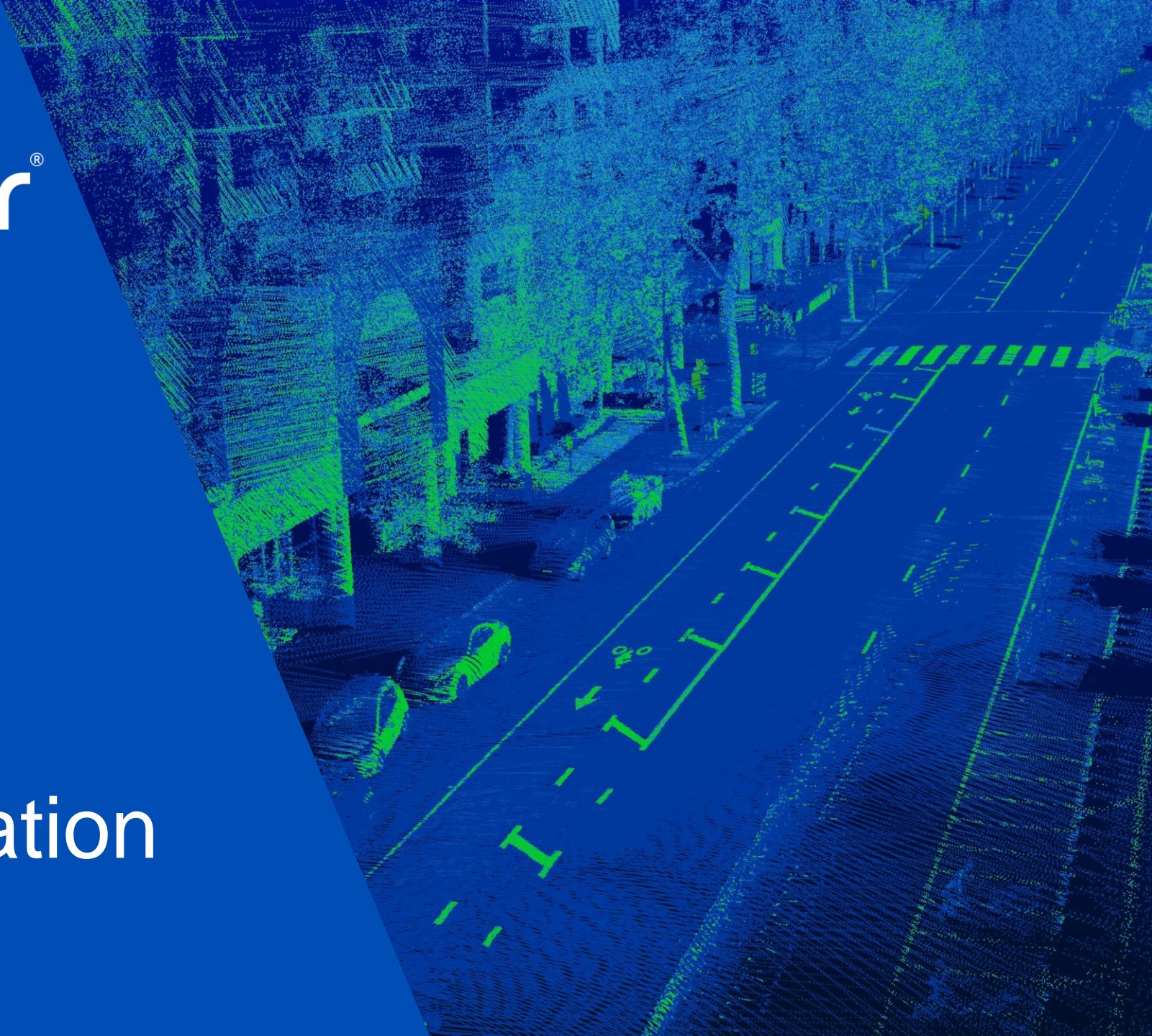


Velodyne Lidar[®] and **GRAF**

Investor Presentation

July 2020



Disclaimer

This presentation (this “Presentation”) is provided for informational purposes only and has been prepared to assist interested parties in making their own evaluation with respect to a potential business combination between Velodyne Lidar, Inc. (“Velodyne” or the “Company”) and Graf Industrial Corp. (“Graf”) and related transactions (the “Proposed Business Combination”) and for no other purpose.

No representations or warranties, express or implied are given in, or in respect of, this Presentation. To the fullest extent permitted by law in no circumstances will Graf, Velodyne or any of their respective subsidiaries, stockholders, affiliates, representatives, partners, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from the use of this Presentation, its contents, its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith. Industry and market data used in this Presentation have been obtained from third-party industry publications and sources as well as from research reports prepared for other purposes. Neither Graf nor Velodyne has independently verified the data obtained from these sources and cannot assure you of the data’s accuracy or completeness. This data is subject to change. In addition, this Presentation does not purport to be all-inclusive or to contain all of the information that may be required to make a full analysis of Velodyne or the Proposed Business Combination. Viewers of this Presentation should each make their own evaluation of Velodyne and of the relevance and adequacy of the information and should make such other investigations as they deem necessary.

Forward-Looking Statements

Certain statements included in this Presentation that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook,” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics, projections of market and revenue opportunities, planned business strategies, the impact of the COVID-19 pandemic, competitive position and technological and market trends. These statements are based on various assumptions, whether or not identified in this Presentation, and on the current expectations of Velodyne’s and Graf’s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ materially from assumptions. Many actual events and circumstances are beyond the control of Velodyne and Graf. These forward-looking statements are subject to a number of risks and uncertainties, including the inability of the parties to successfully or timely consummate the Proposed Business Combination or that the approval of the stockholders of Graf or Velodyne is not obtained; the inability to meet the NYSE’s listing standards; costs related to the Business Combination; Velodyne’s ability to manage growth; Velodyne’s ability to execute its business plan; the timing of revenue from existing customers, including uncertainties related to the ability of Velodyne’s customers to commercialize their products and the ultimate market acceptance of these products; the uncertain impact of the COVID-19 pandemic on Velodyne’s and its customers’ businesses; uncertainties related to Velodyne’s estimates of the size of the markets for its products and future revenue opportunities; the rate and degree of market acceptance of Velodyne’s products; the success of other competing lidar and sensor-related products and services that exist or may become available; Velodyne’s ability to identify and integrate acquisitions; rising costs adversely affecting Velodyne’s profitability; uncertainties related to Velodyne’s current litigation and potential litigation involving GRAF or Velodyne or the validity or enforceability of Velodyne’s intellectual property; Velodyne’s ability to partner with and rely on third party manufacturers; general economic and market conditions impacting demand for Velodyne’s products and services; and those factors discussed in Graf’s Annual Report on Form 10-K for the year ended December 31, 2019 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, in each case, under the headings “Risk Factors” and other documents of Graf filed, or to be filed, with the Securities and Exchange Commission (“SEC”). If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither Graf nor Velodyne presently know or that Graf and Velodyne currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Graf’s and Velodyne’s expectations, plans or forecasts of future events and views as of the date of this Presentation. Graf and Velodyne anticipate that subsequent events and developments may cause Graf’s and Velodyne’s assessments to change. However, while Graf and Velodyne may elect to update these forward-looking statements at some point in the future, Graf and Velodyne specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing Graf’s and Velodyne’s assessments as of any date subsequent to the date of this Presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Use of Projections

This Presentation contains projected financial information with respect to Velodyne. Such projected financial information constitutes forward-looking information, and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties. See “Forward-Looking Statements” above. Actual results may differ materially from the results contemplated by the financial forecast information contained in this Presentation, and the inclusion of such information in this Presentation should not be regarded as a representation by any person that the results reflected in such forecasts will be achieved.

Disclaimer (Cont'd)

Financial Information; Non-GAAP Financial Measures

Some of the financial information and data contained in this Presentation is unaudited and does not conform to Regulation S-X. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, the proxy statement to be filed by Graf with the SEC. Some of the financial information and data contained in this Presentation, such as EBITDA and free cash flow, has not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). Graf and Velodyne believe these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to Velodyne's financial condition and results of operations. Velodyne's management uses these non-GAAP measures for purposes of budgeting, planning and other purposes. Graf and Velodyne believe that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating projected operating results and trends in and in comparing Velodyne's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. Management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant items that are required by GAAP to be recorded in Velodyne's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about what is excluded or included in determining these non-GAAP financial measures. In order to compensate for these limitations, management presents non-GAAP financial measures in connection with GAAP results. You should review Velodyne's audited financial statements, which will be included in the proxy statement to be filed by Graf with the SEC. Additionally, to the extent that forward-looking non-GAAP financial measures are provided, they are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliation.

Important Information About the Proposed Business Combination and Where to Find It

In connection with the Proposed Business Combination, Graf intends to file a preliminary proxy statement with the SEC and a definitive proxy statement will be distributed to holders of Graf's common stock in connection with Graf's solicitation of proxies for the vote by Graf's stockholders with respect to the Proposed Business Combination and other matters as described in the proxy statement. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT, ANY AMENDMENTS THERETO AND ANY OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT GRAF, VELODYNE AND THE PROPOSED BUSINESS COMBINATION. Investors and security holders may obtain free copies of the preliminary proxy statement and definitive proxy statement (when available) and other documents filed with the SEC by Graf through the website maintained by the SEC at <http://www.sec.gov>, or by directing a request to Graf Industrial Corp., 118 Vintage Park Blvd., Suite W-222, Houston, TX 77070, Attention: James A. Graf, Chief Executive Officer, james@grafacq.com. INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Participants in the Solicitation

Graf and Velodyne and their respective directors and certain of their respective executive officers and other members of management and employees may be considered participants in the solicitation of proxies with respect to the Proposed Business Combination. Information about the directors and executive officers of Graf is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2019. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the proxy statement and other relevant materials to be filed with the SEC regarding the Proposed Business Combination when they become available. Stockholders, potential investors and other interested persons should read the proxy statement carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents as indicated above.

No Offer or Solicitation

This Presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Trademarks

This Presentation contains trademarks, service marks, trade names and copyrights of Graf, Velodyne and other companies, which are the property of their respective owners.

Highly Experienced Leadership Team



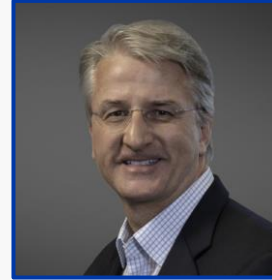
David Hall
Founder & Executive Chairman

- David Hall is a serial inventor and the Founder and Executive Chairman of Velodyne Lidar
- He is one of the original entrants in the DARPA Grand Challenge in 2005 and invented 3D Lidar to give autonomous vehicles real-time 360° vision
- Mr. Hall continues to serve as a visionary inventor whose technologies are enabling safe autonomous mobility



Dr. Anand Gopalan
Chief Executive Officer

- Anand Gopalan is a seasoned executive with experience building and leading world-wide engineering organizations and managing organizations through business model transitions
- Prior to succeeding Mr. Hall as CEO, Dr. Gopalan served as Velodyne's CTO and as a VP of Engineering at Rambus, where he oversaw chip and IP development activities for the Memory and Interfaced Division
- Dr. Gopalan received his PhD in Electrical engineering and Microsystems Engineering from the Rochester Institute of Technology



Andrew Hamer
Chief Financial Officer

- Drew Hamer is a seasoned finance executive with over 25 years of financial leadership experience at public and private technology companies
- Prior to joining Velodyne, Mr. Hamer managed investor relations, implemented financial efficiencies, raised capital, and oversaw the expansion of financial and business operations at various companies around the world
- Mr. Hamer is a member of Financial Executives International, the American Institute of CPAs and the Florida Institute of CPAs



James Graf
Chief Executive Officer of Graf Industrial

- Jim Graf is a renowned businessman with over 32 years of deal making and international capital markets experience
- Mr. Graf has completed four successful SPAC transactions as both sponsor/CFO (Global Eagle/Row44/Advanced Inflight Alliance, Silver Eagle/Videocon d2h, Double Eagle/Williams Scotsman) and as a board director (Platinum Eagle/Target Logistics)
- Mr. Graf was previously Founder and CEO of Praedea Solutions and spent nearly 15 years in investment banking at Merrill Lynch, Morgan Stanley, and elsewhere



Michael Dee
Chief Financial Officer of Graf Industrial

- Michael Dee is an experienced deal maker with nearly three decades of public markets, corporate finance, private equity and M&A experience
- Mr. Dee was a Senior Advisor at the Asian Infrastructure Investment Bank in Beijing and a member of its Investment Committees
- He was previously a Senior Managing Director at Temasek, Singapore's sovereign investment company, and spent over 26 years at Morgan Stanley in a variety of senior positions across the globe



Transaction Overview

Timeline

- Velodyne Lidar and Graf Industrial announced a business combination and expect to file a proxy statement in July 2020
- Expected timing for transaction closing is Q3 2020
- It is anticipated that the post-closing company will be a Delaware corporation, retain the Velodyne Lidar name, and be listed on the NYSE

Valuation

- Valuation implies a pro forma enterprise value of \$1.6bn (2.3x 2024E Revenue of Approximately \$680mm) and equity value of \$1.8bn
- At this valuation level, existing Velodyne stockholders will receive c. 83% of the pro forma equity and \$50mm in cash

Transaction Funding

- The transaction will be funded by a combination of Graf cash held in a trust account, Graf common stock, and proceeds from the PIPE
 - Fully committed PIPE of \$150mm
- Transaction will result in approximately \$192mm cash to the balance sheet to fund growth ⁽¹⁾

Note: Dollars in millions.

(1) Based on \$117mm cash in trust (assuming no redemptions) and 15mm shares at \$10/share PIPE (\$150mm) less \$25mm transaction expenses, including a 21% / 79% primary / secondary split.

Investment Highlights

1 Established Market Leader

- First mover eclipsing the market share of our nearest competitor
- 300+ customers with \$570mm of cumulative revenue since 2010⁽¹⁾

2 Strong Secular Trends

- Lidar is critical to “safety first” culture
- Our drive to lower ASPs is accelerating adoption across industries

3 Scarce Investment at Attractive Valuation

- Would be only pure-play public lidar company
- Pro forma valuation at a substantial discount vs comparable companies⁽²⁾

4 Deep Defendable Competitive Moats

- Entrenched Customer Relationships with high switching costs
- Extensive and defendable patent portfolio
- Broad product portfolio (sensor + software) with proven volume manufacturing

5 Highly-Visible Growth

- Estimated \$800mm+ in contracted revenue through 2024 (~50% of 2024 is contracted)
- Opportunity for 60%+ revenue CAGR from 2020-2024

Velodyne Lidar®

(1) As of December 2019.

(2) Per FactSet data as of June 26, 2020. Peer group includes Ambarella, Ballard, Cree, Melexis, Mobileye, Nikola, Nvidia, Plug Power, Tesla, and Xilinx. Metrics reflect CY2021E values. Mobileye reflects pre-announcement unaffected metrics as of March 10, 2017.



Company Overview

We Are The First Mover and Market Leader

2005

Invented Real-Time 3D Lidar



2007

Began World's First Commercial Production of Real-Time 3D Lidar



TODAY

Leading Lidar Technology



HIGHLIGHTS



- Dominated the market for 13 years
- Broad product portfolio
- Cumulative sales of over \$570 million⁽¹⁾
- 300+ customers, including major OEMs and leading Tech companies
- Global sales and mass scale manufacturing
- 25+ new market segments outside automotive
- Backed by industry-leading strategic investors, including Ford, Baidu, Nikon and Hyundai Mobis

⁽¹⁾ As of December 2019.

Velodyne is THE Leading Lidar Provider

\$680M+

2024 Projected
Revenue Opportunity
~50% Contracted⁽¹⁾

16⁽²⁾

Signed / Awarded
Multi-Year Contracts

300+⁽³⁾

Customers

55+⁽⁴⁾

Granted / Pending
Patents

40,000+⁽⁵⁾

Units Shipped

David Hall invented smart
vision technology

Strategic investment
from Ford and Baidu

Opened advanced
manufacturing facility in San Jose

Strategic investment
from Nikon

Production partnership
with Veoneer

Manufacturing
agreement with Nikon

Acquired
Mapper.ai

Strategic investment
from Hyundai Mobis



First

real-time,
3D-lidar



Launched

Less than
1kg lidar



Launched

Lidar for
consumer ADAS



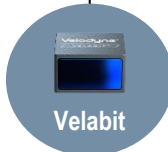
Launched

300 meter, high
resolution lidar



Launched

Near-object
detection lidar



Launched

Lidar for price-sensitive
applications

2005 - 2016

2017

2018

2019

2020

(1) Based on volume and price arrangements as of June 1, 2020. Contracts represent agreed upon terms and conditions but do not include firm commitment purchase orders. Actual sales may differ materially from projected volume.

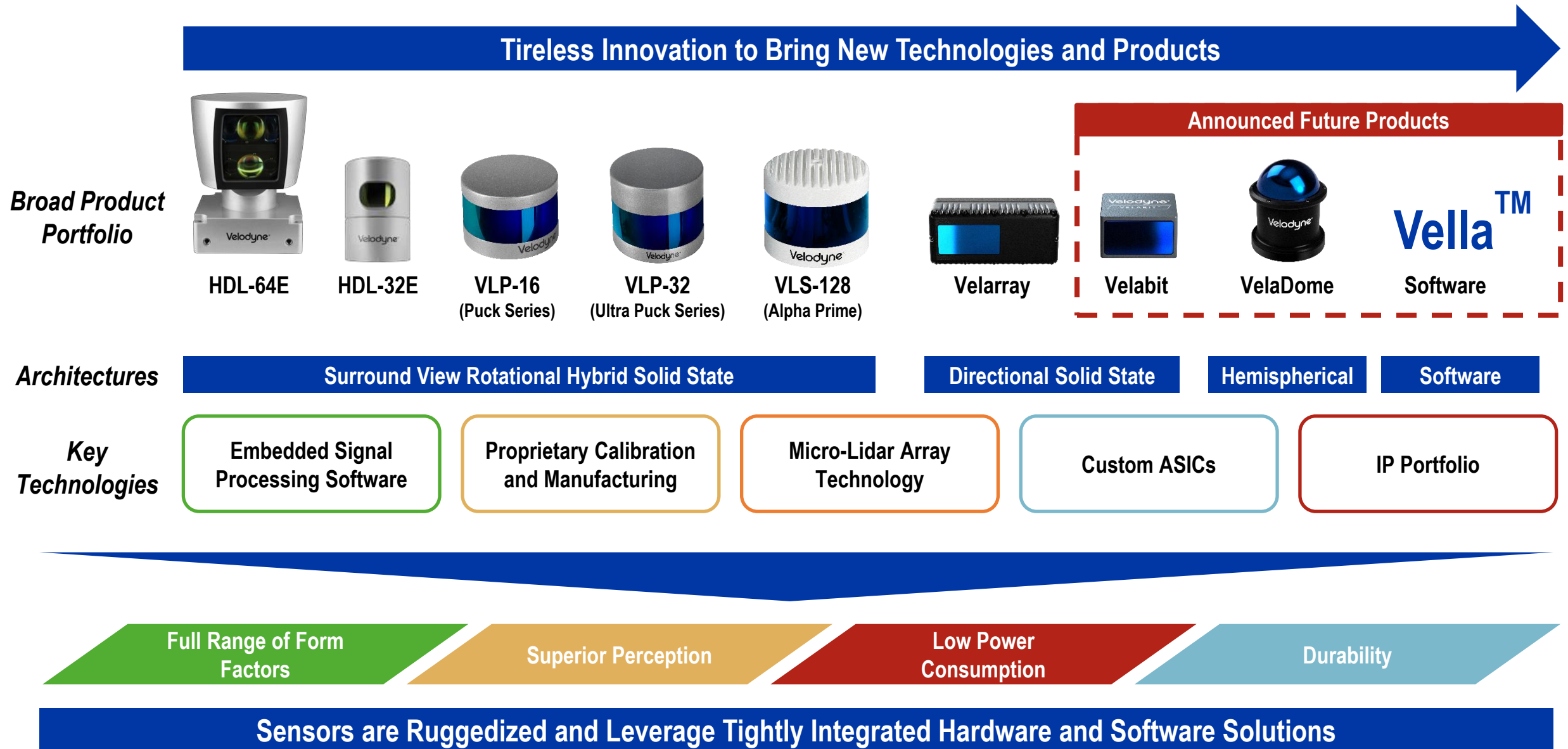
(2) As of June 1, 2020.

(3) Represents the number of unique customers including distributors that purchased smart vision solutions from us in 2017, 2018 and 2019.

(4) As of June 30, 2020.

(5) As of December 31, 2019.

Velodyne Product Roadmap



Margin Expansion Through Increasing Software Content

Vella™ Software + Low Cost Velabit for cost efficient, highly profitable ADAS

Software solutions power the Vela Family of lidar products, designed for automotive ADAS applications

- Velodyne acquired Mapper.ai with 25 engineers in 2019.
- Auto Pilot, Collision Avoidance, Pedestrian Automotive Emergency Braking, and more available in 2020.
- ADAS applications enabled by the Vela Family of products and solutions contribute to roughly half of our current contracts.
- Multiple OEMs are in development on Velodyne ADAS projects, with initial deliverables in 2020.
- High margin software subscriptions on broad installed base and IP licensing are expected to drive incremental revenues and profitability.

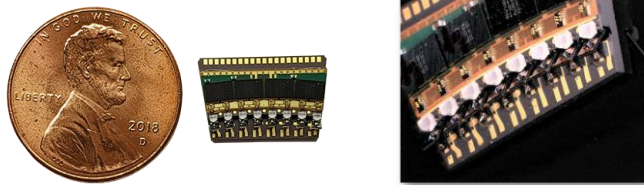
Vella™ Collision Warning System



Our Investments Drive Gross Margin Expansion at Scale

Technology Miniaturization

Micro-Lidar Arrays and custom ASICs enable mass production at lower unit cost



Proprietary Manufacturing IP

Fully automated wafer-scale lidar manufacturing processes



Manufacturing Partnerships

Partnerships add capacity and opportunity for higher margins



(TSE: 7731)

veoneer

(NYSE: VNE)

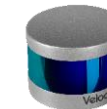
fabrinet

(NYSE: FN)

Overseas Production

Established low cost production in Thailand

VLP-16



Completed
Transition

Velarray



Transitioning
Q3'20

Global Manufacturing Capacity to Address Growing Demand

San Jose, USA

Velodyne
Lidar.



Sendai, Japan



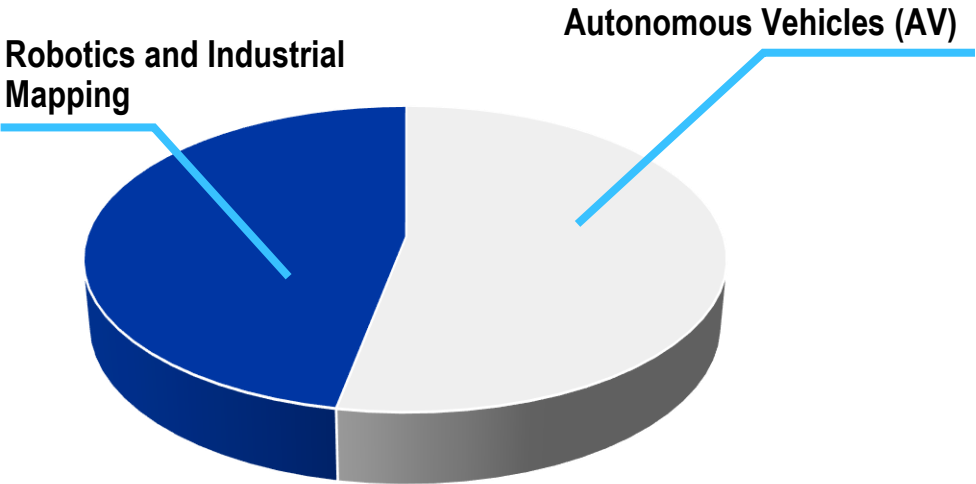
Chonburi, Thailand



We Are Much More than an Autonomous Vehicle Company

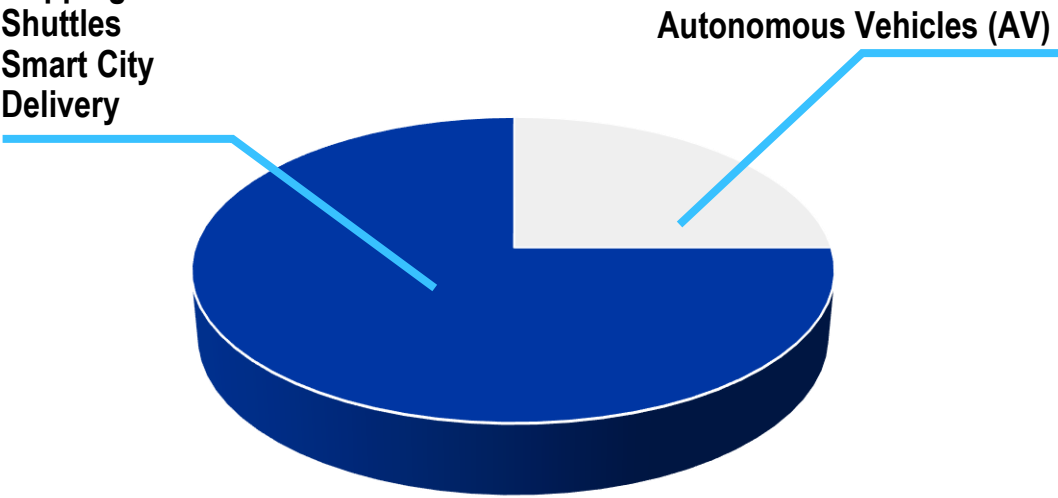
ADAS & other applications comprise majority of revenue

2017



Today

Advanced Driver Assistance Systems (ADAS)
Robotics and Industrial
Mapping
Shuttles
Smart City
Delivery



Lidar
2017

Very expensive
\$\$\$

Limited form factors


Developing durability
✓

Limited applications


Lidar
Today

Highly affordable
\$

Many form factors


Proven durability
✓✓✓

Many applications

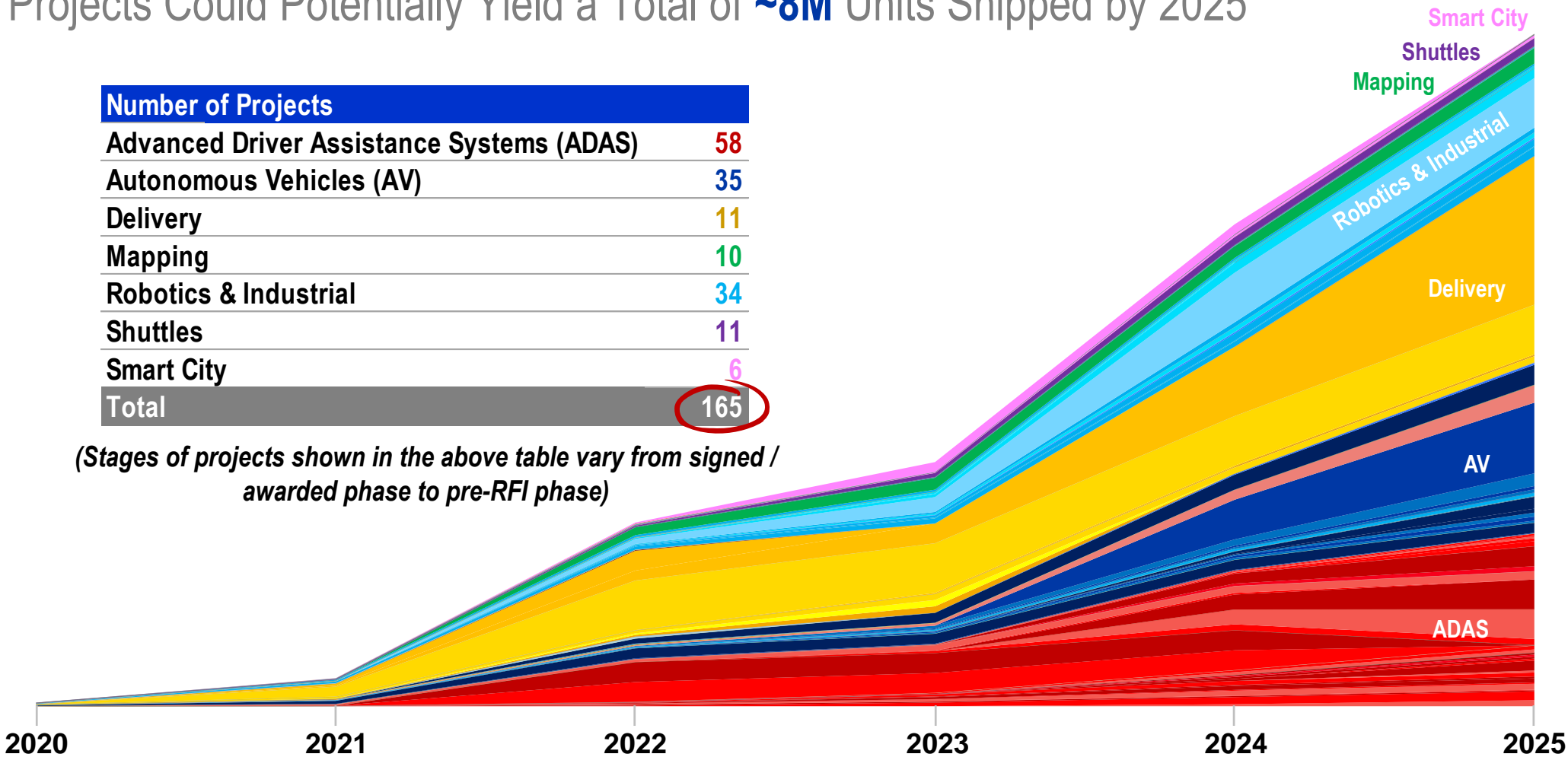

Highly Diversified Projects Across Industries

(Chart represents sensor units)

165 Projects Could Potentially Yield a Total of ~8M Units Shipped by 2025

Number of Projects	
Advanced Driver Assistance Systems (ADAS)	58
Autonomous Vehicles (AV)	35
Delivery	11
Mapping	10
Robotics & Industrial	34
Shuttles	11
Smart City	6
Total	165

(Stages of projects shown in the above table vary from signed / awarded phase to pre-RFI phase)

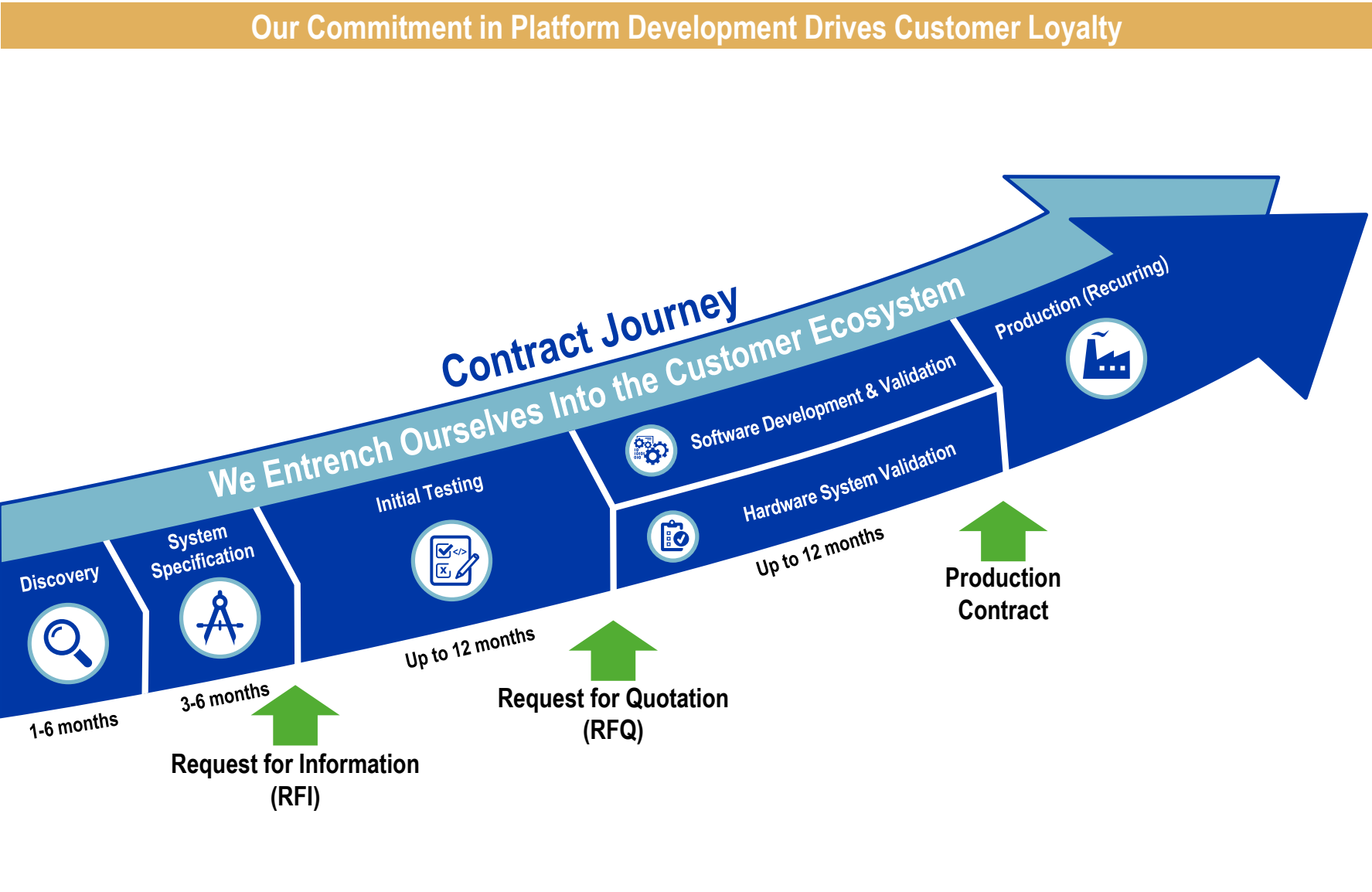


Note: The chart above reflects a visual representation of how we believe the market is developing based on multi-year commercial demands that we currently see from customers and is not indicative of projected revenue or unit shipment. Signed and awarded contracts represent agreed terms and conditions of supply, but do not reflect firm orders unless and until purchase orders are received. To date, shipments under and revenue from these signed contracts have not been material. Based on data as of June 1, 2020.

Barriers to Entry: Robust Durability of Installed Customer Base

Why We Have a Sticky Customer Base

- A Technology differentiation
- B Lengthy and rigorous validation process
- C Long-term contracted volume arrangements
- D High switching costs



Demand Curve Reflects a Growing Market Opportunity

Velodyne is currently in the process of negotiating RFIs, RFQs, and long-term contracts with many customers. The below pipeline only reflects identified projects as of June 1, 2020.

(Chart represents sensor units)

\$7Bn+⁽³⁾

Cumulative Revenue Opportunity
(2020 – 2025)

Signed & Awarded Progression

January 2019
1



January 2020
3



June 2020
16

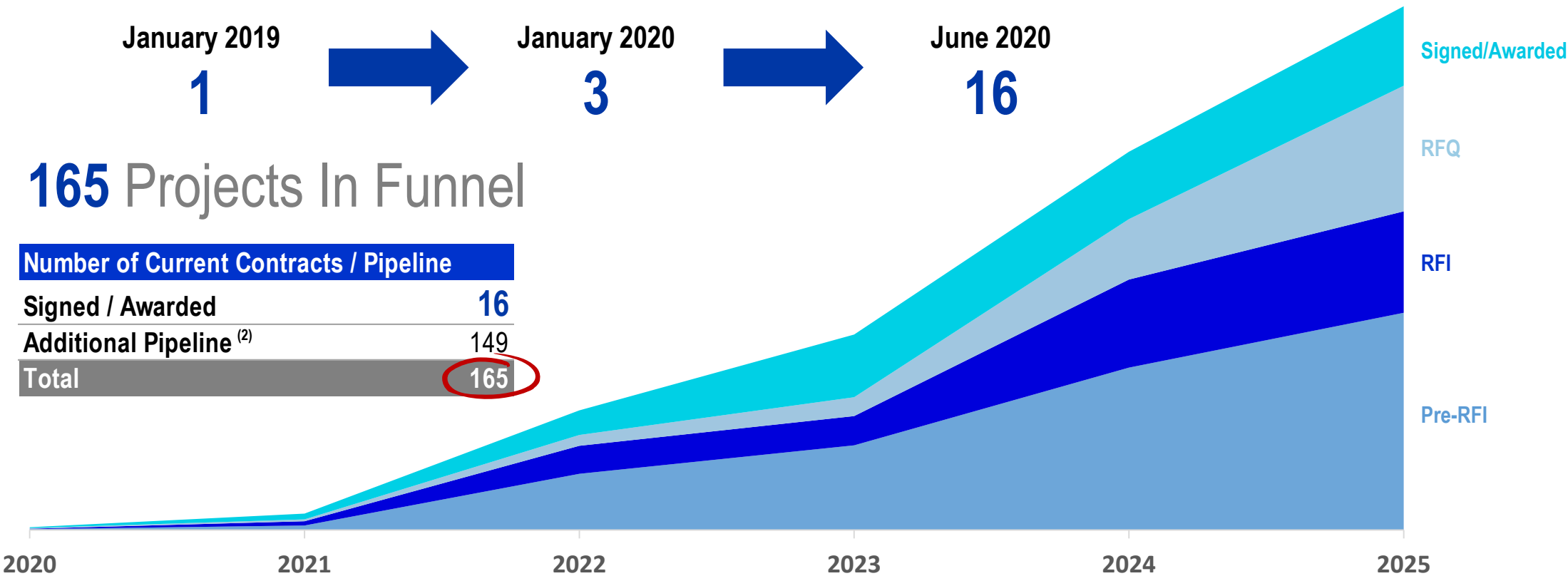
165 Projects In Funnel

Number of Current Contracts / Pipeline

Signed / Awarded **16**

Additional Pipeline ⁽²⁾ 149

Total **165**



Note: The chart above reflects a visual representation of how we believe the market is developing based on multi-year commercial demands that we currently see from customers and is not indicative of projected revenue or unit shipment.

(1) Signed and awarded contracts represent agreed terms and conditions of supply, but do not reflect firm orders unless and until purchase orders are received. To date, shipments under and revenue from these signed contracts have not been material. Based on data as of June 1, 2020.

(2) Additional Pipeline includes RFQ, RFI, and Pre-RFI projects. Pre-RFI projects are defined as i) a particular sensor and/or sensor set for a project has been identified, ii) the goal for a particular project has been identified, iii) pricing and the future ASP have been discussed, iv) an approximate volume growth over the next 2-5 years has been discussed and identified and v) multiple meetings have taken place regarding the project with several technical discussion. There can be no assurance that any pre-RFI projects will result in significant future unit sales within any specific time frame, if at all.

(3) \$7 billion+ represents estimated cumulative revenue opportunities inclusive of our signed and awarded contracts and current additional pipeline.

Velodyne Believes It Is Well-Positioned to Capture Growth

Capitalize on Regulatory and End Customer Demands for Transportation Safety



Win Additional Commercialization Contracts



Penetrate High Volume Markets



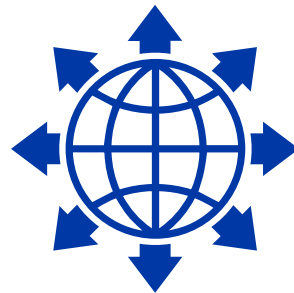
Expand Manufacturing Partnerships



Develop Licensing Opportunities



Expand Global Customer Base and Channel Relationships



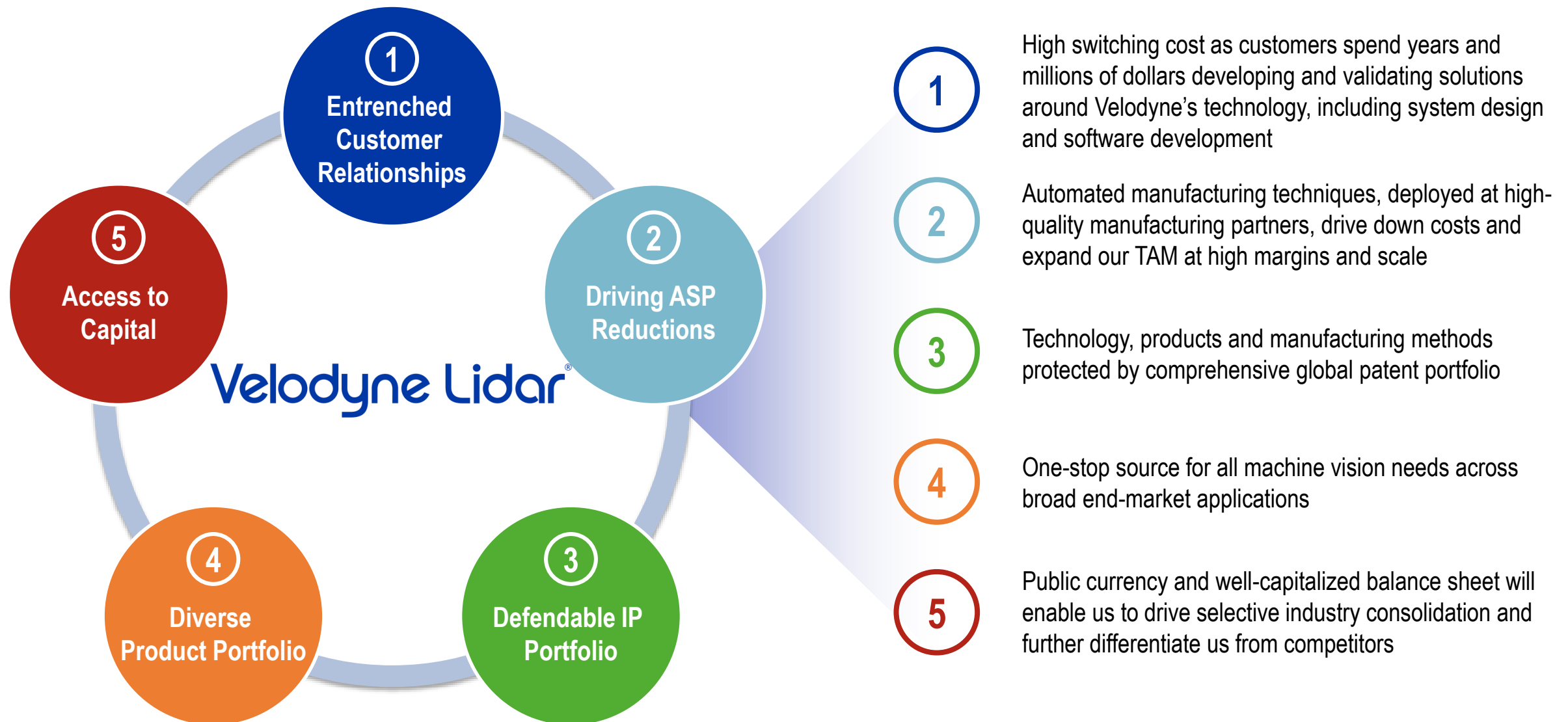
Expand Software Offerings

Vella™

Pursue Acquisitions

mapper ▶

Velodyne's Competitive Moats



Strong And Experienced Public Company Leadership



David Hall

Founder & Executive Chairman

Velodyne Lidar



Dr. Anand Gopalan

Chief Executive Officer

Rambus **MegaChips**



Drew Hamer

Chief Financial Officer

ANOMALI **ON24** **KEYNOTE**
The Internet Performance Authority



Marta Thoma Hall

Chief Marketing Officer

Velodyne Lidar



Mike Jellen

Chief Customer Officer

adept **DANAHER**



Rick Tewell

Chief Operating Officer

freescale **FUJITSU** **NVIDIA** **VeriSilicon** **NXP**



James Graf

Chief Executive Officer of Graf Industrial

  **Morgan Stanley** **Merrill Lynch**



Michael Dee

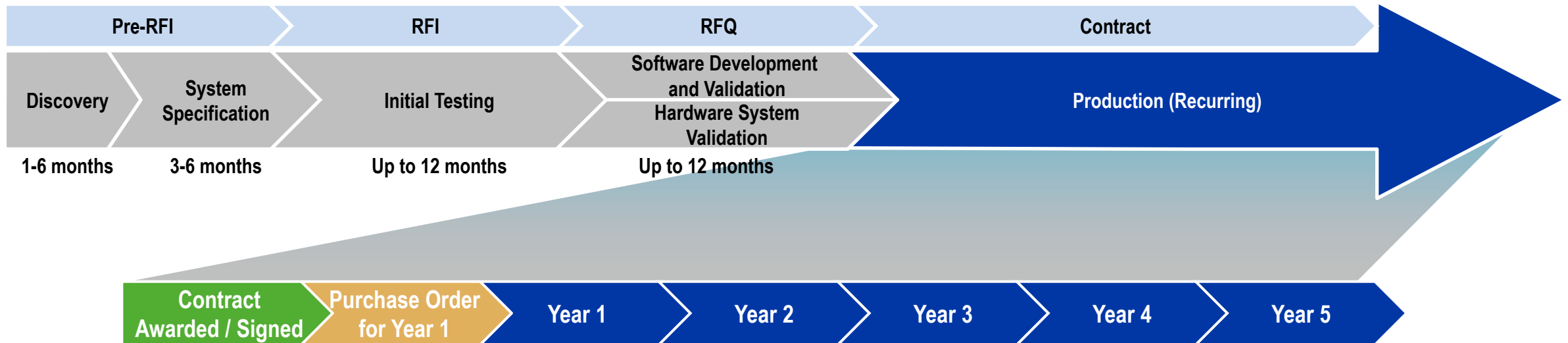
President and Chief Financial Officer of Graf Industrial

TEMASEK HOLDINGS **Morgan Stanley** **AIIB** **ASIAN INFRASTRUCTURE INVESTMENT BANK**



Financial Summary

How Our Contracts Work



- Customers typically buy products on a spot basis for several years during pre-contract process
- Customers forecast purchase volume for each contract year, with contracted ASPs for indicated volume
- Contracted ASPs drop as volumes increase
- Binding purchase order for Year 1 confirmed upon signing contract
- Non-recurring engineering (NRE) revenues may be generated in Year 1 of contracts
- Purchase orders for subsequent years typically to be confirmed by September, providing solid visibility on production volume and revenues more than a year forward
- Velodyne can renegotiate pricing upward, at its discretion, if projected volume for any year drops more than 20% below forecast

Summary of Multi-Year Contracts

Number of Signed and
Awarded Contracts

January 2019

1



January 2020

3



June 2020

16

Application	Projected Revenue (\$mm)				
	2020	2021	2022	2023	2024
Last Mile Delivery ⁽¹⁾	\$9.3	\$26.4	\$75.5	\$150.0	\$149.3
RoboTaxi	15.5	14.3	33.4	96.0	123.5
ADAS	5.4	7.6	17.7	47.0	53.2
Shuttles	1.9	2.9	3.5		
Mapping	0.6	0.9	0.8		
Robotics	0.2	0.4	0.9		
Smart City	0.2	0.6	0.6		
Total Signed & Awarded (16 Contracts)	\$33.1	\$53.0	\$132.4	\$293.0	\$326.0

% of Projected Revenue

32.6%

34.9%

53.1%

71.1%

47.7%

Projected Total Revenue

\$101.7

\$152.0

\$249.4

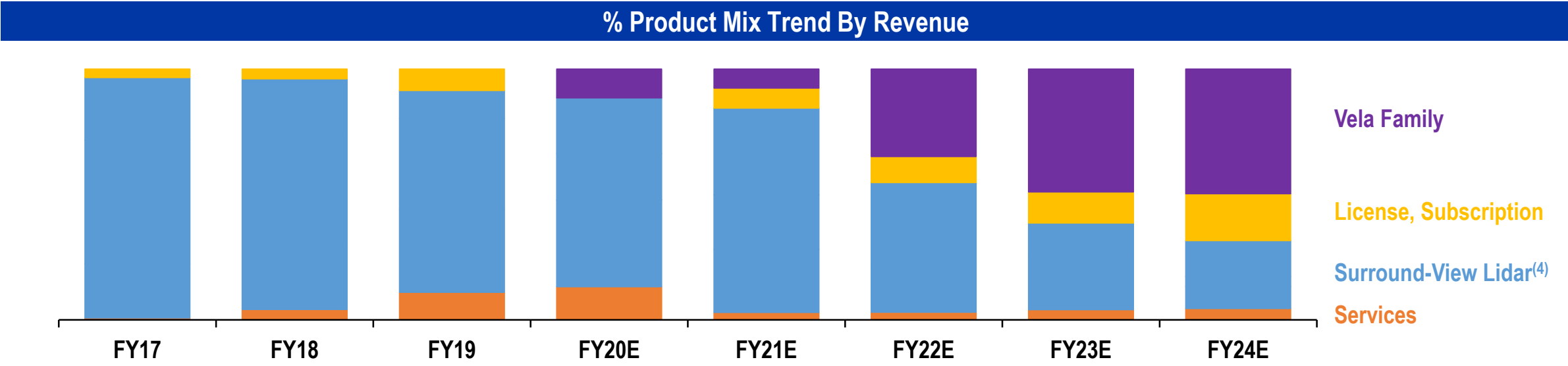
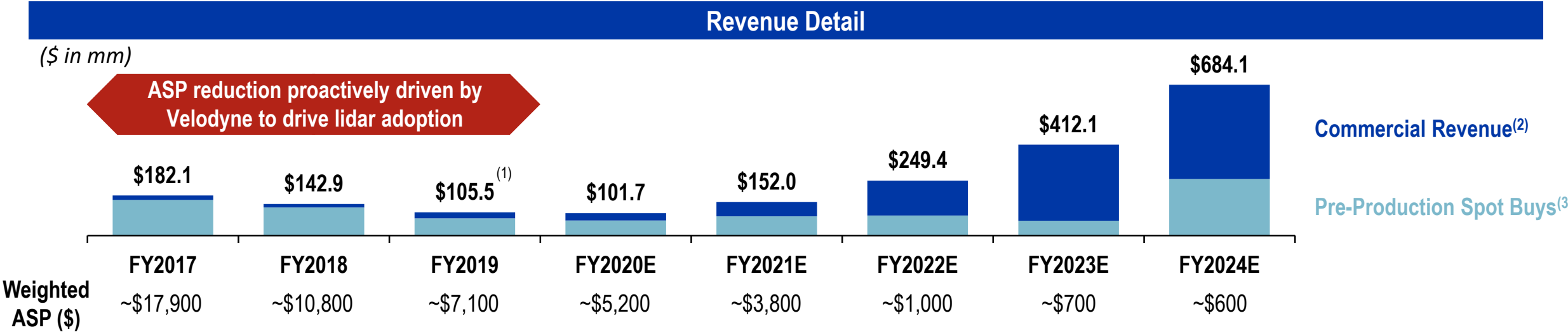
\$412.1

\$684.1

Note: Awarded multi-year contracts represent agreed terms and conditions of supply, but do not reflect firm orders unless and until purchase orders are received.

(1) One customer accounts for \$316.3mm in cumulative projected revenue between 2020 and 2024.

Product Mix Trend By Revenue



Note: 2020 and beyond are estimates of potential revenue opportunities.

(1) Net Sales Revenue adjusted for one-time customer refund \$4.1mm. Full Year US GAAP Net Revenue is \$101.4mm.

(2) Includes sales from multi year agreements plus software and subscription revenue for 2021-2024.

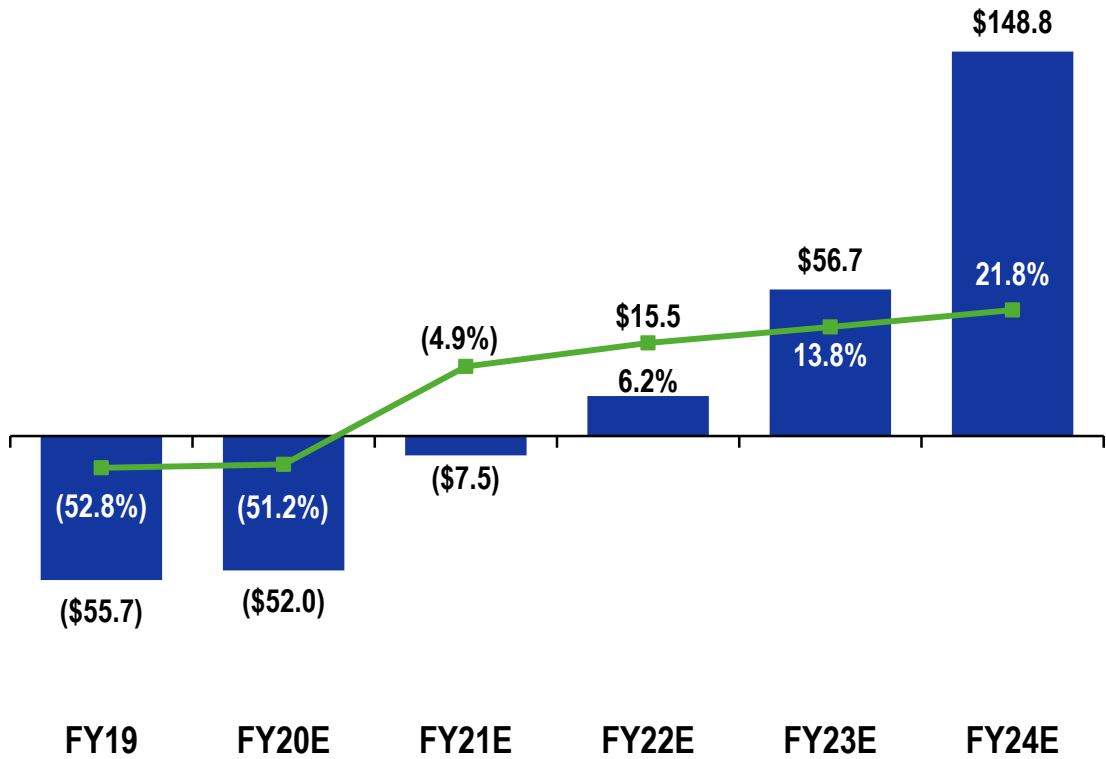
(3) Includes sales that are not part of a multi year agreement, generally spot buys used for development of new programs.

(4) Includes VLS-128, HDL-64, VLP-32, HDL-32 and VLP-16.

Velodyne Forecasts Positive EBITDA and FCF in FY22

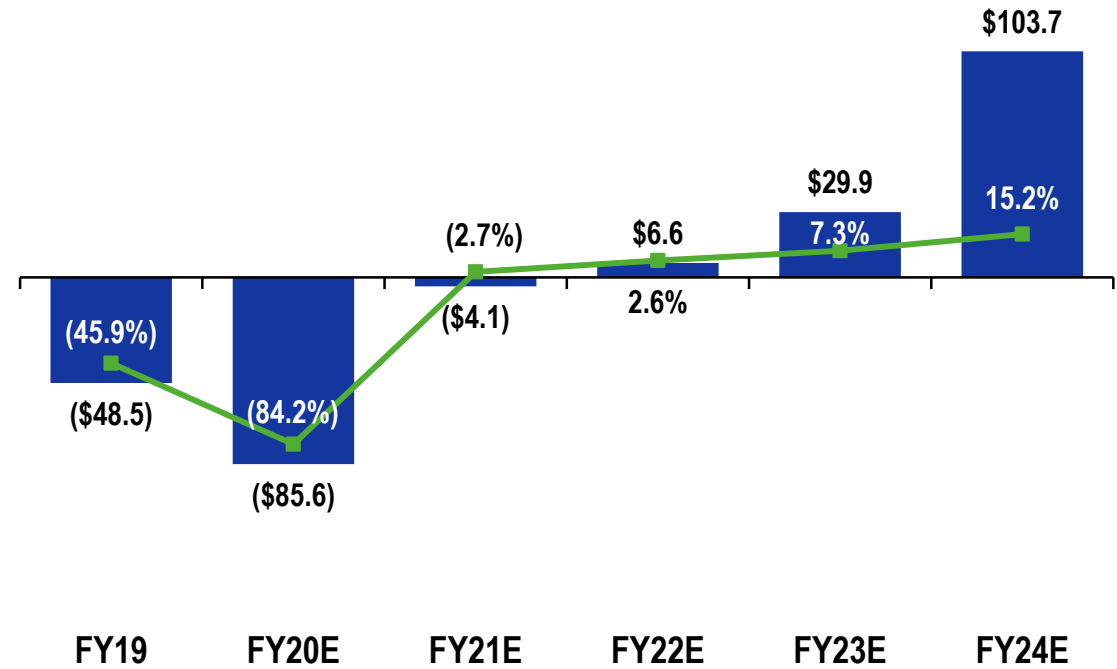
EBITDA⁽¹⁾

(\$ in mm)



Free Cash Flow⁽²⁾

(\$ in mm)



EBITDA % of Revenue

Free Cash Flow % of Revenue

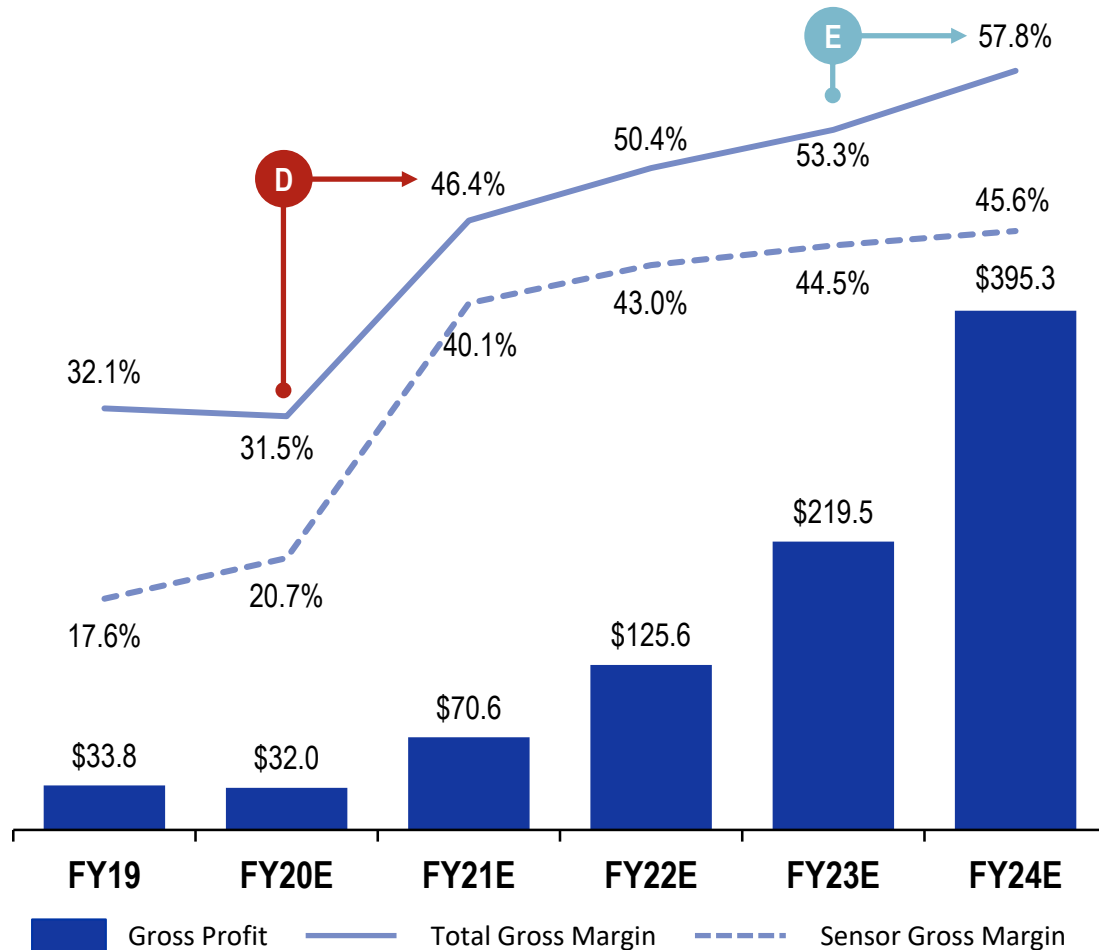
(1) EBITDA defined as Operating Income plus Depreciation & Amortization. Please reference page titled, "Reconciliation of Non-GAAP Financials" in the back of this presentation

(2) Free Cash Flow defined as Cash Flow from Operations minus Capital Expenditures. Please reference page titled, "Reconciliation of Non-GAAP Financials" in the back of this presentation.

Our Investments Drive Gross Margin Expansion at Scale

Gross Margin Projections

(\$ in mm)



How We Expect to Realize This Expansion

A MLA and custom ASICs enable mass production at lower unit costs



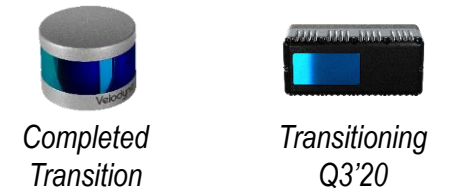
B Fully automated wafer scale lidar manufacturing processes



C Partnerships add capacity and opportunity for higher margins



D Established low cost production in Thailand



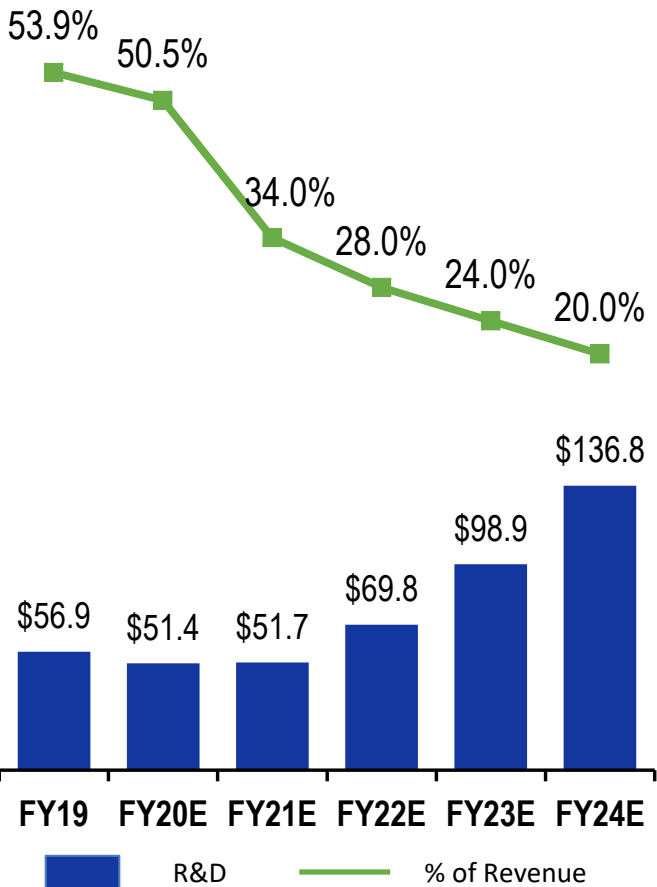
E Purpose-built software to drive further margin expansion



Continuing Operating Leverage to Drive Profitability

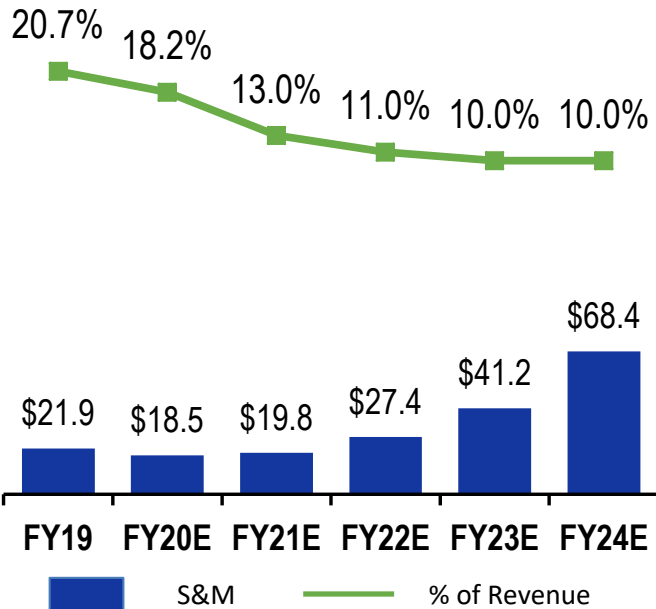
R&D Expenses

(\$ in mm)



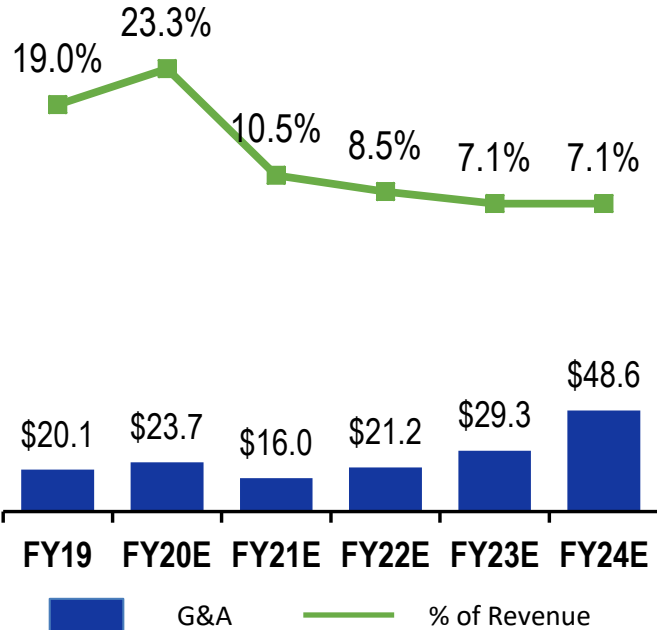
S&M Expenses

(\$ in mm)



G&A Expenses

(\$ in mm)



Note: These projections are based on the assumption that we will continue to execute on our vision outlined elsewhere in this presentation.

Transaction Overview and Validation

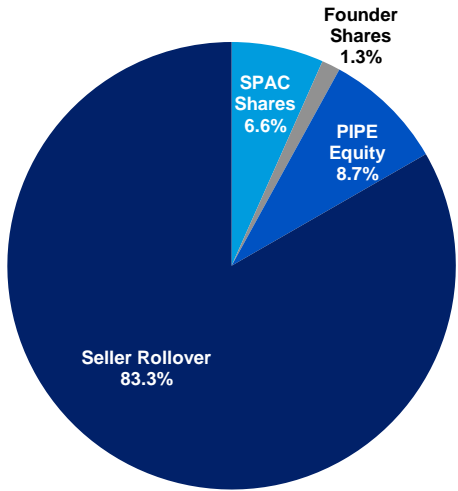


Detailed Transaction Overview

Key Transaction Terms

- \$200mm minimum cash proceeds inclusive of PIPE proceeds and transaction expenses
- At least \$150mm in PIPE commitments before transaction announcement
- Additional shares to be granted under an earnout to current Velodyne owners and SPAC founders (2 million and 275K, respectively), if the stock trades at or above \$15 per share for 20 out of 30 trading days at any time before 6 months following completion of the business combination

Pro Forma Ownership @ \$10.25 / Share



Note: Dollars in millions.

(1) Assumes pro forma net cash of \$200mm consisting of current net cash of \$8mm and cash to the balance sheet of \$192mm.

(2) Sources and uses percentages do not match ownership percentages as a result of assumption of shares trading at \$10.25.

(3) Assumes no redemption of public shares, balance as of 5/28/2020.

Illustrative Pro Forma Valuation

Velodyne Illustrative Share Price	\$10.25
Pro Forma Shares Outstanding	172.331
Pro Forma Equity Value	\$1,766
(-) Assumed Pro Forma Net Cash ⁽¹⁾	(200)
Pro Forma Enterprise Value	\$1,566
Transaction Multiple	Metric
EV / 2024E Revenue	\$684 2.3x

Illustrative Sources and Uses ⁽²⁾

Sources	\$	%	Shares
Seller Rollover	\$1,472	83.5%	143.576
Additional PIPE Equity	150	8.5%	15.000
SPAC Cash in Trust ⁽³⁾	117	6.7%	11.455
Founder Shares	24	1.3%	2.300
Total Sources	\$1,763	100.0%	172.331
Uses	\$	%	
Seller Rollover	\$1,472	83.5%	
Cash to Balance Sheet	192	10.9%	
Cash to Velodyne Shareholders	50	2.8%	
Estimated Fees & Expenses	25	1.4%	
Founder Shares	24	1.3%	
Total Uses	\$1,763	100.0%	

Who We Compare To (And Who We Don't)

Velodyne Lidar®

Computing Platforms



Our products enable a breadth of solutions across end markets

We are creating an ecosystem around our software-embedded hardware

Vision-Based Software-Rich Solutions



Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

Disruptive AutoTech Players



Redundancy is increasingly recognized as essential to road safety

Lidar is becoming a standard feature for ADAS and AV

Legacy Tier 1s



End markets limited to automotive

Limited technological innovation

Operational Benchmarking

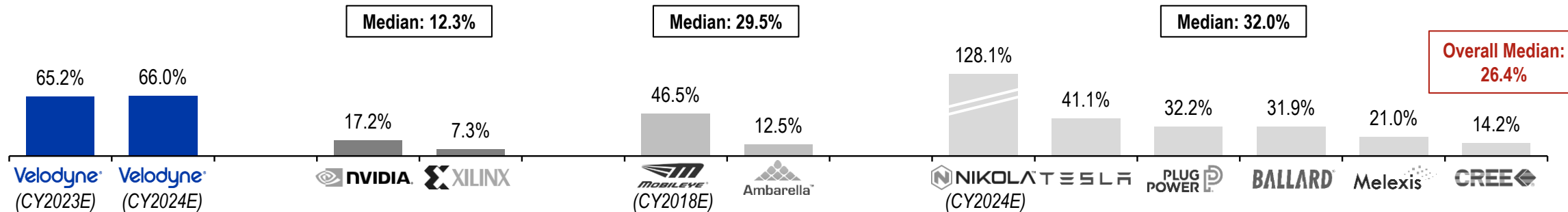
All metrics reflect CY2021E unless otherwise noted

Computing Platforms

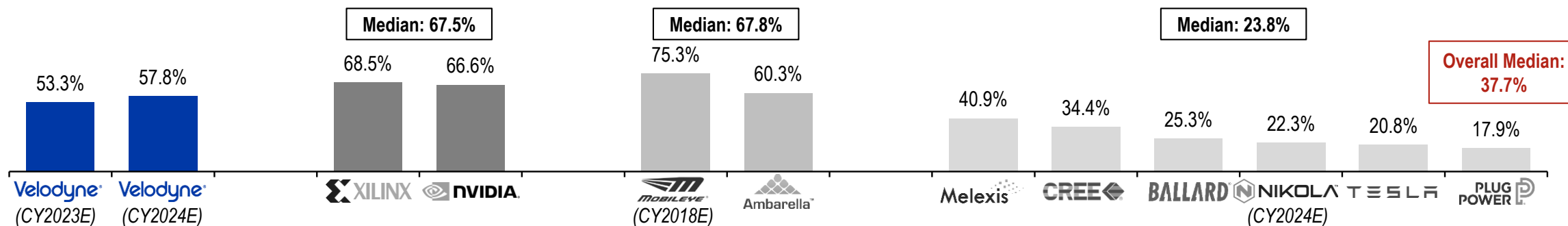
Vision-Based Software-Rich Solutions

Disruptive AutoTech Players

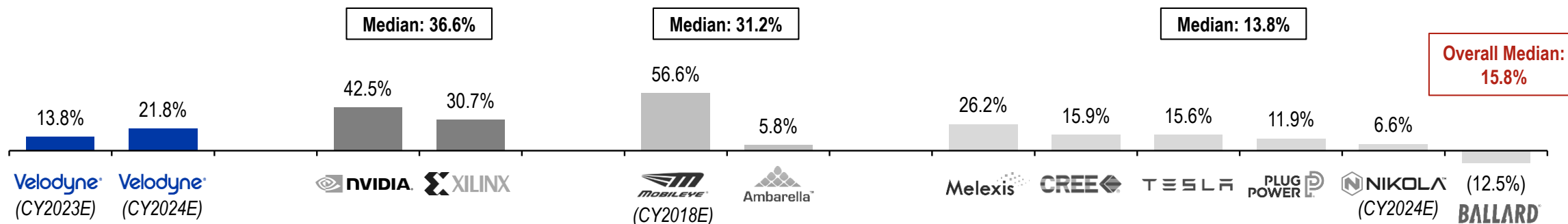
YoY Revenue Growth



Gross Profit Margin



EBITDA Margin

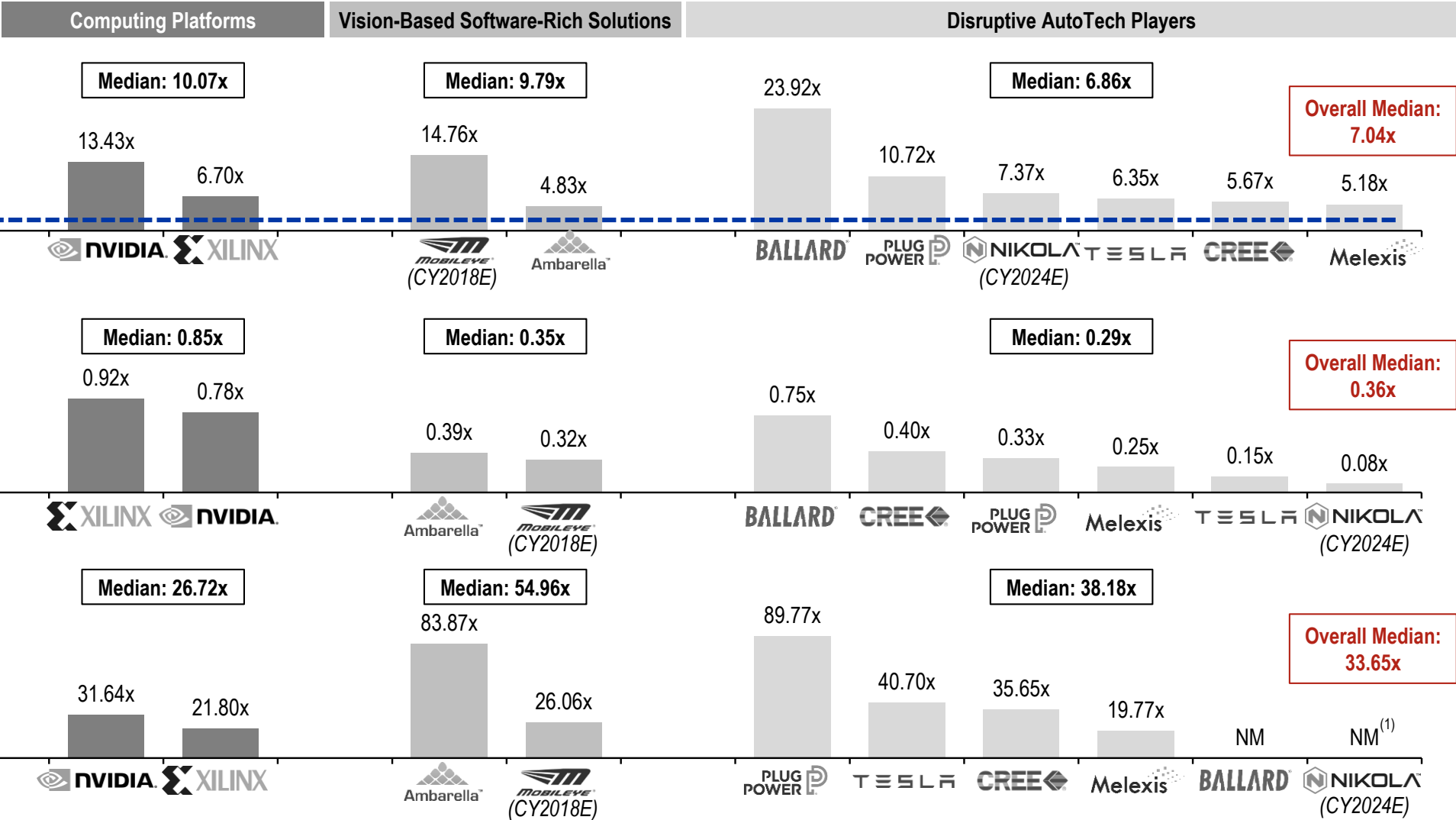


Source: FactSet and CapIQ. Market data as of July 1, 2020.

Note: Mobileye pre-announcement unaffected trading price as of March 10, 2017.

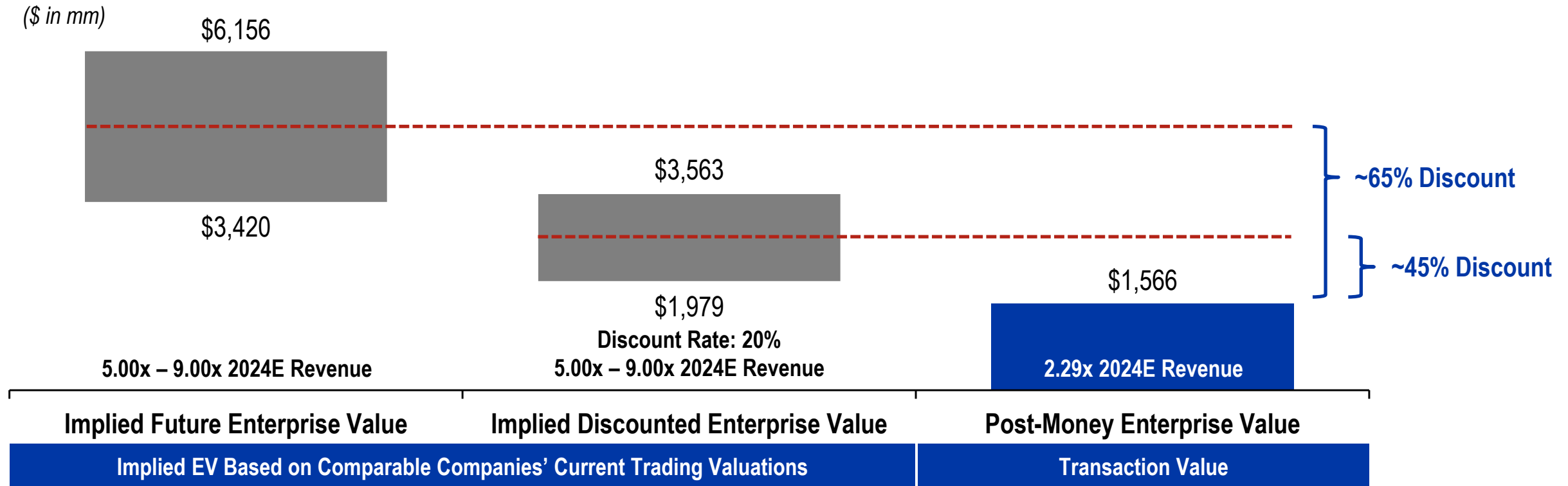
Valuation Benchmarking

All metrics reflect CY2021E unless otherwise noted



Source: FactSet and CapIQ. Market data as of July 1, 2020.
Note: Assumes Velodyne Pro Forma Enterprise Value of \$1.566bn. Mobileye pre-announcement unaffected trading price as of March 10, 2017.
(1) Represents an EV / EBITDA of 111.66x.

Transaction Priced At A Discount To Peer Multiples



Summary of Approach

- Applies a range of 5.00x – 9.00x multiples to Velodyne's 2024E Revenue to arrive at an Implied Future Enterprise Value. That Future Enterprise Value is discounted 3 years back to today to arrive at an Implied Current Enterprise Value.
- The applied range of multiples is centered around the median of Velodyne's peer group (7.04x), with sensitivity built in on both the high and low ends.
- 2024E projected financial based valuation is the appropriate approach given the contracted nature of Velodyne's revenue in the future.

Note: Figures in bar charts represent current enterprise value. Dollars in millions.



Velodyne Lidar[®]

Thank You!

Reconciliation of Non-GAAP Financials

EBITDA

(\$ Million)

	FY17A	FY18A	FY19A	FY20E	FY21E	FY22E	FY23E	FY24E
GAAP Operating Income	\$24.8	(\$56.2)	(\$69.0)	(\$63.9)	(\$16.8)	\$7.2	\$50.1	\$141.5
Customer Refund	\$0.0	\$0.0	\$4.1	\$0.0	\$0.0	\$0.0	\$0.0	\$0.0
Restructuring Costs	\$0.0	\$0.0	\$0.0	\$2.4	\$0.0	\$0.0	\$0.0	\$0.0
Depreciation & Ammortization	\$3.4	\$7.9	\$9.3	\$9.5	\$9.3	\$8.3	\$6.6	\$7.3
EBITDA	\$28.2	(\$48.3)	(\$55.7)	(\$52.0)	(\$7.5)	\$15.5	\$56.7	\$148.8

Free Cash Flow

(\$ Million)

	FY17A	FY18A	FY19A	FY20E	FY21E	FY22E	FY23E	FY24E
Cash Flow from Operations	(\$12.6)	(\$30.5)	(\$43.2)	(\$82.5)	(\$0.1)	\$12.6	\$37.9	\$111.7
Capital Expenditures	\$18.1	\$6.9	\$5.2	\$3.1	\$4.0	\$6.0	\$8.0	\$8.0
Free Cash Flow	(\$30.7)	(\$37.4)	(\$48.5)	(\$85.6)	(\$4.1)	\$6.6	\$29.9	\$103.7