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.
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.

Participiants 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

<table>
<thead>
<tr>
<th><strong>David Hall</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Founder &amp; Executive Chairman</td>
</tr>
<tr>
<td>David Hall is a serial inventor and the Founder and Executive Chairman of Velodyne Lidar</td>
</tr>
<tr>
<td>He is one of the original entrants in the DARPA Grand Challenge in 2005 and invented 3D Lidar to give autonomous vehicles real-time 360º vision</td>
</tr>
<tr>
<td>Mr. Hall continues to serve as a visionary inventor whose technologies are enabling safe autonomous mobility</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Dr. Anand Gopalan</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Executive Officer</td>
</tr>
<tr>
<td>Anand Gopalan is a seasoned executive with experience building and leading world-wide engineering organizations and managing organizations through business model transitions</td>
</tr>
<tr>
<td>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</td>
</tr>
<tr>
<td>Dr. Gopalan received his PhD in Electrical engineering and Microsystems Engineering from the Rochester Institute of Technology</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Andrew Hamer</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Financial Officer</td>
</tr>
<tr>
<td>Drew Hamer is a seasoned finance executive with over 25 years of financial leadership experience at public and private technology companies</td>
</tr>
<tr>
<td>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</td>
</tr>
<tr>
<td>Mr. Hamer is a member of Financial Executives International, the American Institute of CPAs and the Florida Institute of CPAs</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>James Graf</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Executive Officer of Graf Industrial</td>
</tr>
<tr>
<td>Jim Graf is a renowned businessman with over 32 years of deal making and international capital markets experience</td>
</tr>
<tr>
<td>Mr. Graf has completed four successful SPAC transactions as both sponsor/CFO (Global Eagle/Row44/Advanced Inflight Alliance, Silver Eagle/Videoncon d2h, Double Eagle/Williams Scotsman) and as a board director (Platinum Eagle/Target Logistics)</td>
</tr>
<tr>
<td>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</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Michael Dee</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Chief Financial Officer of Graf Industrial</td>
</tr>
<tr>
<td>Michael Dee is an experienced deal maker with nearly three decades of public markets, corporate finance, private equity and M&amp;A experience</td>
</tr>
<tr>
<td>Mr. Dee was a Senior Advisor at the Asian Infrastructure Investment Bank in Beijing and a member of its Investment Committees</td>
</tr>
<tr>
<td>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</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Morgan Stanley</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Investment Banking</td>
</tr>
</tbody>
</table>

---

**Velodyne Lidar**

**Rambus MegaChips**

**ANOMALI ON24**

**KEYNOTE**
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

---

\(^1\) As of December 2019.
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
  - Dominated the market for 13 years
  - Broad product portfolio
  - Cumulative sales of over $570 million
  - 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 Lidar for consumer ADAS

Launched Lidar for near-object detection applications

Launched Lidar for price-sensitive applications

HDL-64E  
Puck  
Alpha Prime  
Velarray  
Veladome

Velabit

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.


(5) As of December 31, 2019.
Tireless Innovation to Bring New Technologies and Products

**Broad Product Portfolio**
- HDL-64E
- HDL-32E
- VLP-16 (Puck Series)
- VLP-32 (Ultra Puck Series)
- VLS-128 (Alpha Prime)
- Velarray
- Velabit
- VelaDome
- Software

**Architectures**
- Surround View
- Rotational
- Hybrid
- Solid State
- Directional Solid State
- Hemispherical

**Key Technologies**
- Embedded Signal Processing Software
- Proprietary Calibration and Manufacturing
- Micro-Lidar Array Technology
- Custom ASICs
- IP Portfolio

**Full Range of Form Factors**
- Superior Perception
- Low Power Consumption
- Durability

**Sensors are Ruggedized and Leverage Tightly Integrated Hardware and Software Solutions**
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.
- 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.
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

- **Nikon** (TSE: 7731)
- **Veoneer** (NYSE: VNE)
- **FabriNet** (NYSE: FN)

**Overseas Production**

Established low cost production in Thailand

- **VLP-16**
- **Velarray**

Completed Transition

Transitioning Q3’20
Global Manufacturing Capacity to Address Growing Demand

San Jose, USA

Sendai, Japan

Chonburi, Thailand
We Are Much More than an Autonomous Vehicle Company

ADAS & other applications comprise majority of revenue

**2017**
- Robotics and Industrial Mapping
- Autonomous Vehicles (AV)

**Today**
- Advanced Driver Assistance Systems (ADAS)
- Robotics and Industrial Mapping
- Shuttles
- Smart City Delivery
- Autonomous Vehicles (AV)

### Lidar

**2017**
- Very expensive
- Limited form factors
- Developing durability
- Limited applications

**Today**
- Highly affordable
- Many form factors
- Proven durability
- Many applications

We are much more than an Autonomous Vehicle Company.
Highly Diversified Projects Across Industries

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

<table>
<thead>
<tr>
<th>Number of Projects</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Advanced Driver Assistance Systems (ADAS)</td>
<td>58</td>
</tr>
<tr>
<td>Autonomous Vehicles (AV)</td>
<td>35</td>
</tr>
<tr>
<td>Delivery</td>
<td>11</td>
</tr>
<tr>
<td>Mapping</td>
<td>10</td>
</tr>
<tr>
<td>Robotics &amp; Industrial</td>
<td>34</td>
</tr>
<tr>
<td>Shuttles</td>
<td>11</td>
</tr>
<tr>
<td>Smart City</td>
<td>6</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>165</strong></td>
</tr>
</tbody>
</table>

(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

**Our Commitment in Platform Development Drives Customer Loyalty**

**Contract Journey**

- **Discovery**
  - 1-6 months
  - Request for Information (RFI)
- **System Specification**
  - 3-6 months
- **Initial Testing**
  - Up to 12 months
- **Software Development & Validation**
  - Up to 12 months
- **Hardware System Validation**
- **Production (Recurring)**

We Entrench Ourselves Into the Customer Ecosystem

- Production Contract
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.

**Signed & Awarded Progression**

- **January 2019**: 1
- **January 2020**: 3
- **June 2020**: 16

### 165 Projects In Funnel

<table>
<thead>
<tr>
<th>Number of Current Contracts / Pipeline</th>
<th>Signed / Awarded</th>
<th>Additional Pipeline</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Signed / Awarded</td>
<td>16</td>
<td>149</td>
<td>165</td>
</tr>
</tbody>
</table>

**Cumulative Revenue Opportunity (2020 – 2025)**

- $7Bn+ (3)

**Note:**

- (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 this project with several technical discussions. 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
- Pursue Acquisitions

- Vella™
Velodyne’s Competitive Moats

1. Entrenched Customer Relationships
   - High switching cost as customers spend years and millions of dollars developing and validating solutions around Velodyne’s technology, including system design and software development.

2. Driving ASP Reductions
   - Automated manufacturing techniques, deployed at high-quality manufacturing partners, drive down costs and expand our TAM at high margins and scale.

3. Defendable IP Portfolio
   - Technology, products and manufacturing methods protected by comprehensive global patent portfolio.

4. Diverse Product Portfolio
   - One-stop source for all machine vision needs across broad end-market applications.

5. Access to Capital
   - Public currency and well-capitalized balance sheet will enable us to drive selective industry consolidation and further differentiate us from competitors.
Strong And Experienced Public Company Leadership

David Hall  
Founder & Executive Chairman

Dr. Anand Gopalan  
Chief Executive Officer

Drew Hamer  
Chief Financial Officer

Marta Thoma Hall  
Chief Marketing Officer

Mike Jellen  
Chief Customer Officer

Rick Tewell  
Chief Operating Officer

James Graf  
Chief Executive Officer of Graf Industrial

Michael Dee  
President and Chief Financial Officer of Graf Industrial
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

<table>
<thead>
<tr>
<th>Application</th>
<th>January 2019</th>
<th>January 2020</th>
<th>June 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Last Mile Delivery (1)</td>
<td>2020: $9.3</td>
<td>2021: $26.4</td>
<td>2022: $75.5</td>
</tr>
<tr>
<td>RoToTaxi</td>
<td>2020: 15.5</td>
<td>2021: 14.3</td>
<td>2022: 33.4</td>
</tr>
<tr>
<td>ADAS</td>
<td>2020: 5.4</td>
<td>2021: 7.6</td>
<td>2022: 17.7</td>
</tr>
<tr>
<td>Shuttles</td>
<td>2020: 1.9</td>
<td>2021: 2.9</td>
<td>2022: 3.5</td>
</tr>
<tr>
<td>Mapping</td>
<td>2020: 0.6</td>
<td>2021: 0.9</td>
<td>2022: 0.8</td>
</tr>
<tr>
<td>Robotics</td>
<td>2020: 0.2</td>
<td>2021: 0.4</td>
<td>2022: 0.9</td>
</tr>
<tr>
<td>Smart City</td>
<td>2020: 0.2</td>
<td>2021: 0.6</td>
<td>2022: 0.6</td>
</tr>
<tr>
<td><strong>Total Signed &amp; Awarded (16 Contracts)</strong></td>
<td><strong>$33.1</strong></td>
<td><strong>$53.0</strong></td>
<td><strong>$132.4</strong></td>
</tr>
</tbody>
</table>

| % of Projected Revenue | 2020: 32.6% | 2021: 34.9% | 2022: 53.1% | 2023: 71.1% | 2024: 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

**Revenue Detail**

<table>
<thead>
<tr>
<th>Year</th>
<th>WeightedASP ($)</th>
<th>$ in mm</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY2017</td>
<td>~$17,900</td>
<td>$182.1</td>
</tr>
<tr>
<td>FY2018</td>
<td>~$10,800</td>
<td>$142.9</td>
</tr>
<tr>
<td>FY2019</td>
<td>~$7,100</td>
<td>$105.5</td>
</tr>
<tr>
<td>FY2020E</td>
<td>~$5,200</td>
<td>$101.7</td>
</tr>
<tr>
<td>FY2021E</td>
<td>~$3,800</td>
<td>$152.0</td>
</tr>
<tr>
<td>FY2022E</td>
<td>~$1,000</td>
<td>$249.4</td>
</tr>
<tr>
<td>FY2023E</td>
<td>~$700</td>
<td>$412.1</td>
</tr>
<tr>
<td>FY2024E</td>
<td>~$600</td>
<td>$684.1</td>
</tr>
</tbody>
</table>

**ASP reduction proactively driven by Velodyne to drive lidar adoption**

- FY2017: $182.1
- FY2018: $142.9
- FY2019: $105.5
- FY2020E: $101.7
- FY2021E: $152.0
- FY2022E: $249.4
- FY2023E: $412.1
- FY2024E: $684.1

**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.

**% Product Mix Trend By Revenue**

- **Vela Family**
- **License, Subscription**
- **Surround-View Lidar**
- **Services**

**Note:**

- **FY17:** FY2017
- **FY18:** FY2018
- **FY19:** FY2019
- **FY20:** FY2020
- **FY21:** FY2021
- **FY22:** FY2022
- **FY23:** FY2023
- **FY24:** FY2024
Velodyne Forecasts Positive EBITDA and FCF in FY22

### EBITDA (1)

($ in mm)

<table>
<thead>
<tr>
<th></th>
<th>FY19</th>
<th>FY20E</th>
<th>FY21E</th>
<th>FY22E</th>
<th>FY23E</th>
<th>FY24E</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBITDA</td>
<td>($55.7)</td>
<td>($52.0)</td>
<td>($7.5)</td>
<td>$15.5</td>
<td>$56.7</td>
<td>$148.8</td>
</tr>
<tr>
<td>% of Revenue</td>
<td>(52.8%)</td>
<td>(51.2%)</td>
<td>(4.9%)</td>
<td>6.2%</td>
<td>13.8%</td>
<td>21.8%</td>
</tr>
</tbody>
</table>

### Free Cash Flow (2)

($ in mm)

<table>
<thead>
<tr>
<th></th>
<th>FY19</th>
<th>FY20E</th>
<th>FY21E</th>
<th>FY22E</th>
<th>FY23E</th>
<th>FY24E</th>
</tr>
</thead>
<tbody>
<tr>
<td>Free Cash Flow</td>
<td>($48.5)</td>
<td>($85.6)</td>
<td>(2.7%)</td>
<td>($4.1)</td>
<td>$6.6</td>
<td>$29.9</td>
</tr>
<tr>
<td>% of Revenue</td>
<td>(45.9%)</td>
<td>(84.2%)</td>
<td>2.6%</td>
<td>2.7%</td>
<td>7.3%</td>
<td>15.2%</td>
</tr>
</tbody>
</table>

(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)

32.1% 31.5%
17.6% 20.7%
$33.8 $32.0 $70.6 $125.6 $219.5 $395.3
FY19 FY20E FY21E FY22E FY23E FY24E

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

<table>
<thead>
<tr>
<th>R&amp;D Expenses</th>
<th>S&amp;M Expenses</th>
<th>G&amp;A Expenses</th>
</tr>
</thead>
</table>

($ in mm)

<table>
<thead>
<tr>
<th>Year</th>
<th>R&amp;D ($ in mm)</th>
<th>% of Revenue</th>
<th>S&amp;M ($ in mm)</th>
<th>% of Revenue</th>
<th>G&amp;A ($ in mm)</th>
<th>% of Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>FY19</td>
<td>$56.9</td>
<td>53.9%</td>
<td>$21.9</td>
<td>20.7%</td>
<td>$20.1</td>
<td>19.0%</td>
</tr>
<tr>
<td>FY20E</td>
<td>$51.4</td>
<td>50.5%</td>
<td>$18.5</td>
<td>18.2%</td>
<td>$23.7</td>
<td>23.3%</td>
</tr>
<tr>
<td>FY21E</td>
<td>$51.7</td>
<td>34.0%</td>
<td>$19.8</td>
<td>13.0%</td>
<td>$16.0</td>
<td>10.5%</td>
</tr>
<tr>
<td>FY22E</td>
<td>$69.8</td>
<td>28.0%</td>
<td>$27.4</td>
<td>11.0%</td>
<td>$27.4</td>
<td>11.0%</td>
</tr>
<tr>
<td>FY23E</td>
<td>$98.9</td>
<td>24.0%</td>
<td>$41.2</td>
<td>10.0%</td>
<td>$21.2</td>
<td>7.1%</td>
</tr>
<tr>
<td>FY24E</td>
<td>$136.8</td>
<td>20.0%</td>
<td>$68.4</td>
<td>10.0%</td>
<td>$29.3</td>
<td>7.1%</td>
</tr>
</tbody>
</table>

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
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

Illustrative Pro Forma Valuation

Velodyne Illustrative Share Price
Pro Forma Shares Outstanding
Pro Forma Equity Value
(-) Assumed Pro Forma Net Cash (1)
Pro Forma Enterprise Value

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%

Notes:
1. Dollars in millions.
2. Sources and uses percentages do not match ownership percentages as a result of assumption of shares trading at $10.25.
Our products enable a breadth of solutions across end markets

Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

Redundancy is increasingly recognized as essential to road safety

Lidar is becoming a standard feature for ADAS and AV

End markets limited to automotive

Limited technological innovation

Computing Platforms

Vision-Based Software-Rich Solutions

Disruptive AutoTech Players

Legacy Tier 1s

WHO WE COMPARE TO (AND WHO WE DON'T)

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

Velodyne Lidar

Lidar 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

Our products enable a breadth of solutions across end markets

Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

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

Our products enable a breadth of solutions across end markets

Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

Redundancy is increasingly recognized as essential to road safety

Lidar is becoming a standard feature for ADAS and AV

End markets limited to automotive

Limited technological innovation

Our products enable a breadth of solutions across end markets

Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

Redundancy is increasingly recognized as essential to road safety

Lidar is becoming a standard feature for ADAS and AV

End markets limited to automotive

Limited technological innovation

Our products enable a breadth of solutions across end markets

Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

Redundancy is increasingly recognized as essential to road safety

Lidar is becoming a standard feature for ADAS and AV

End markets limited to automotive

Limited technological innovation

Our products enable a breadth of solutions across end markets

Lidar serves as a primary modality of machine perception

We are a pure-play vision provider

Redundancy is increasingly recognized as essential to road safety

Lidar is becoming a standard feature for ADAS and AV

End markets limited to automotive

Limited technological innovation
Operational Benchmarking

All metrics reflect CY2021E unless otherwise noted

<table>
<thead>
<tr>
<th>Computing Platforms</th>
<th>Vision-Based Software-Rich Solutions</th>
<th>Disruptive AutoTech Players</th>
</tr>
</thead>
<tbody>
<tr>
<td>Median: 12.3%</td>
<td>Median: 29.5%</td>
<td>Median: 32.0%</td>
</tr>
<tr>
<td>65.2%</td>
<td>73.3%</td>
<td>128.1%</td>
</tr>
<tr>
<td>Velodyne (CY2023E)</td>
<td>NVIDIA (CY2018E)</td>
<td>Melexis (CY2024E)</td>
</tr>
<tr>
<td>66.0%</td>
<td>XILINX (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>17.2%</td>
<td>Ambarella (CY2018E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>7.3%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>46.5%</td>
<td>CREE (CY2018E)</td>
<td>PLUG POWER (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>BALLARD (CY2024E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>BALLARD (CY2024E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>BALLARD (CY2024E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>BALLARD (CY2024E)</td>
<td>NIKOLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>CREE (CY2018E)</td>
<td>BALLARD (CY2024E)</td>
</tr>
<tr>
<td>12.5%</td>
<td>Melexis (CY2024E)</td>
<td>TESLA (CY2024E)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Computing Platforms</th>
<th>Vision-Based Software-Rich Solutions</th>
<th>Disruptive AutoTech Players</th>
</tr>
</thead>
<tbody>
<tr>
<td>EV / Revenue</td>
<td>Median: 10.07x</td>
<td>Median: 9.79x</td>
</tr>
<tr>
<td>EV / Revenue / Growth</td>
<td>Median: 0.85x</td>
<td>Median: 0.35x</td>
</tr>
<tr>
<td>EV / EBITDA</td>
<td>Median: 26.72x</td>
<td>Median: 54.96x</td>
</tr>
</tbody>
</table>

Overall Median: 7.04x
Overall Median: 0.36x
Overall Median: 33.65x

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

(1) Represents an EV / EBITDA of 111.66x.
Transaction Priced At A Discount To Peer Multiples

- 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.
Thank You!
# Reconciliation of Non-GAAP Financials

## EBITDA

($ Million)

<table>
<thead>
<tr>
<th></th>
<th>FY17A</th>
<th>FY18A</th>
<th>FY19A</th>
<th>FY20E</th>
<th>FY21E</th>
<th>FY22E</th>
<th>FY23E</th>
<th>FY24E</th>
</tr>
</thead>
<tbody>
<tr>
<td>GAAP Operating Income</td>
<td>$24.8</td>
<td>($56.2)</td>
<td>($69.0)</td>
<td>($63.9)</td>
<td>($16.8)</td>
<td>$7.2</td>
<td>$50.1</td>
<td>$141.5</td>
</tr>
<tr>
<td>Customer Refund</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$4.1</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
</tr>
<tr>
<td>Restructuring Costs</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$2.4</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
<td>$0.0</td>
</tr>
<tr>
<td>Depreciation &amp; Ammortization</td>
<td>$3.4</td>
<td>$7.9</td>
<td>$9.3</td>
<td>$9.5</td>
<td>$9.3</td>
<td>$8.3</td>
<td>$6.6</td>
<td>$7.3</td>
</tr>
<tr>
<td><strong>EBITDA</strong></td>
<td><strong>$28.2</strong></td>
<td><strong>($48.3)</strong></td>
<td><strong>($55.7)</strong></td>
<td><strong>($52.0)</strong></td>
<td><strong>($7.5)</strong></td>
<td><strong>$15.5</strong></td>
<td><strong>$56.7</strong></td>
<td><strong>$148.8</strong></td>
</tr>
</tbody>
</table>

## Free Cash Flow

($ Million)

<table>
<thead>
<tr>
<th></th>
<th>FY17A</th>
<th>FY18A</th>
<th>FY19A</th>
<th>FY20E</th>
<th>FY21E</th>
<th>FY22E</th>
<th>FY23E</th>
<th>FY24E</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash Flow from Operations</td>
<td>($12.6)</td>
<td>($30.5)</td>
<td>($43.2)</td>
<td>($82.5)</td>
<td>($0.1)</td>
<td>$12.6</td>
<td>$37.9</td>
<td>$111.7</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>$18.1</td>
<td>$6.9</td>
<td>$5.2</td>
<td>$3.1</td>
<td>$4.0</td>
<td>$6.0</td>
<td>$8.0</td>
<td>$8.0</td>
</tr>
<tr>
<td><strong>Free Cash Flow</strong></td>
<td><strong>($30.7)</strong></td>
<td><strong>($37.4)</strong></td>
<td><strong>($48.5)</strong></td>
<td><strong>($85.6)</strong></td>
<td><strong>($4.1)</strong></td>
<td><strong>$6.6</strong></td>
<td><strong>$29.9</strong></td>
<td><strong>$103.7</strong></td>
</tr>
</tbody>
</table>