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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report** (Date of earliest event reported): **August 9, 2022**

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**Velo3D, Inc.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**001-39757**

**98-1556965**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**511 Division Street**

**Campbell, California**

**95008**

(Address of principal executive offices)

(Zip Code)

**(408) 610-3915**

Registrant's telephone number, including area code

**N/A**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>   | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|--|--------------------------|--|
| Common stock, par value \$0.00001 per share  | VLD                      | New York Stock Exchange                          |
| Warrants to purchase one share of common stock, each at an exercise price of \$11.50 per share | VLD WS                   | New York Stock Exchange                          |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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**Item 2.02 Results of Operations and Financial Condition.**

On August 9, 2022, Velo3D, Inc. ("Velo3D, Inc" or the "Company") issued a press release announcing its financial results for the six months ended June 30, 2022 (the "Press Release"). In the Press Release, the Company also announced that it would be holding a conference call on August 9, 2022 at 2:00p.m. Pacific Time to discuss its financial results for the six months ended June 30, 2022.

On August 9, 2022, the Company also published earnings presentation slides (the "Earnings Presentation") related to its financial results for the six months ended June 30, 2022 for use in investor discussions. Copies of the Press Release and Earnings Presentation are furnished as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

The information furnished with this Item 2.02, including Exhibits 99.1 and 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.1                      | <a href="#">Press Release, dated August 9, 2022, regarding the Registrant's results for the quarter ended June 30, 2022</a> |
| 99.2                      | <a href="#">Earnings Presentation, dated August 9, 2022</a>   |
| 104                       | Cover Page Interactive Data File (embedded within the Inline XBRL document)   |

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**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 hereunto duly authorized.

**Velo3D, Inc.**

Date: August 9, 2022

By: /s/ Benjamin Buller

Name: Benjamin Buller

Title: Chief Executive Officer

**Velo3D Announces Sequential Revenue Growth of 60% / Year over Year Growth of More Than 160% for Second Quarter 2022**

*Company Reiterates FY2022 Revenue Guidance of \$89 Million*

- *>15x revenue growth over last 6 quarters – on track to become the largest metal additive manufacturing company, possibly as early as the end of 2022<sup>1</sup>*
- *Strong demand - booked \$18 million in new orders, backlog of \$55 million*
- *2022 confidence – 1H22 revenue / backlog account for >95% of 2022 revenue guidance*
- *Launched new Sapphire XC 1MZ system – largest build volume of any laser PBF printer in its class - initial shipments in Q322*
- *Maintained strong balance sheet – exited Q222 with \$142 million in cash*

**CAMPBELL, Calif., Aug. 9, 2022** - Velo3D, Inc. (NYSE: VLD), a leading additive manufacturing technology company for mission-critical metal parts, today announced financial results for its second fiscal quarter of 2022.

“Our tremendous success in providing our customers with the industry leading additive manufacturing solutions they need is reflected in our revenue growth, increasing more than 15 fold since the first quarter of 2021,” said Benny Buller, CEO of Velo3D. “We have accomplished this while the revenue of our peers has been relatively flat over the same period. As a result, given our expected strength of our business in the second half of the year, it is possible that we will be the industry leader in metal additive manufacturing as we exit 2022, quicker than even we anticipated.”

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<sup>1</sup> Company comments and forecasts concerning market share, peer revenue performance and AM industry growth based on data published in the CONTEXT World - Shipment and Forecast Report for Global AM / 3DP Industry as of June 30, 2022 for metal printer sales for the leading Western AM brands. Additional details related to this report can be found in the company’s second quarter supplemental earnings slides available on the company’s investor relations website at <https://ir.velo3d.com/>.

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“Demand for our industry-leading Sapphire family of systems remains high as we booked \$18 million in new orders during the quarter and exited the quarter with \$55 million in total backlog. As a result of this strong demand, we now have significant visibility in achieving our revenue guidance this year as more than 95% of our 2022 revenue forecast is now either recognized, booked or recurring revenue. We also expanded our product leadership during the quarter with the recent launch of our Sapphire XC 1MZ. With part sizes up to 10 cubic feet, we believe this is the world’s largest commercially available metal powder bed fusion production system with initial customer shipments commencing this quarter,” continued Buller.

“Looking forward, given our first half execution, strong second quarter bookings, revenue visibility through our backlog and the further scaling of Sapphire XC production, we are very confident in our ability to meet our 2022 revenue guidance of \$89 million,” concluded Buller.

| (\$ in Millions, except percentages and per-share data) | 2 <sup>nd</sup> Quarter 2022 | 1 <sup>st</sup> Quarter 2022 | 2 <sup>nd</sup> Quarter 2021 |
|---|------------------------------|------------------------------|------------------------------|
| GAAP revenue  | \$19.6                       | \$12.2                       | \$7.1                        |
| GAAP gross margin                                       | 6.3%                         | 0%                           | 30.6%                        |
| GAAP net income (loss) <sup>1</sup>                     | \$128.0                      | (\$65.3)                     | (\$12.5)                     |
| GAAP net income (loss) per diluted share                | \$0.63                       | (\$0.36)                     | (\$0.78)                     |
| Non-GAAP net loss <sup>2</sup>                          | (\$21.0)                     | (\$23.1)                     | (\$10.0)                     |
| Non-GAAP net loss per diluted share <sup>2</sup>        | (\$0.10)                     | (\$0.13)                     | (\$0.62)                     |
| Cash and Investments                                    | \$142                        | \$186                        | \$12                         |

Information about Velo3D’s use of non-GAAP information, including a reconciliation to U.S. GAAP, is provided at the end of this release.

1. Reconciliations to U.S. generally accepted accounting principles (GAAP) financial measures are presented below under “Non-GAAP Financial Information”.
2. Non-GAAP net loss and non-GAAP net loss per diluted share exclude stock-based compensation expense, and fair value adjustments for the Company’s warrants and earnout liabilities.

### Summary of Second Quarter 2022 results

Revenue for the second quarter was \$19.6 million, an increase of 60% compared to the first quarter of 2022 and more than 160% year over year. The improvement in revenue was primarily driven by a more favorable mix of Sapphire XC system sales resulting in an increase in average

selling price. Recurring revenue was in line with forecasts and is expected to increase in the second half of 2022 due to the higher number of systems in the field.

Gross margin for the quarter was 6% and continues to reflect the impact of launch customer pricing for the company's Sapphire XC systems shipped during the quarter as well as elevated overhead absorption and bill of materials costs as the company scales its manufacturing operations. While the company's gross margin for the second quarter was in line with expectations, ongoing supply chain challenges have changed the timing of certain forecasted cost reduction benefits that will impact gross margin in the second half of the year. Bill of material cost savings which were anticipated for the second half of 2022, are now expected to be delayed until the first half of 2023 as the company reduces pre-purchased, higher cost inventory acquired in the first half of 2022 to offset ongoing component shortages and delivery delays. Additionally, these challenges will impact the delivery schedule of its remaining launch customer systems with certain shipments shifting to the third and fourth quarter resulting in more gross margin impact in those quarters than initially forecasted. The company continues to expect its per unit labor and overhead costs to be in line with its plan due to its manufacturing scale up. As a result, the company now expects its third quarter gross margin to be in line with its second quarter gross margin and fourth quarter 2022 gross margin to be in the range of 11% to 14%.

Operating expenses for the quarter declined slightly to \$27.5 million, primarily as a result of lower general and administrative costs partially offset by higher sales and marketing expenses to fund the company's global expansion plans. Non-GAAP operating expenses, which excluded stock-based compensation expense of \$5.0 million, was \$22.5 million.

Net income for the quarter was \$128 million and reflected a gain of \$154 million on the fair value of warrants and contingent liabilities. Non-GAAP net loss, which excludes the gain on fair value of warrants and contingent earnout liabilities as well as stock-based compensation, was \$21.0 million. Adjusted EBITDA for the quarter, excluding the same metrics, was a loss of \$19.8 million. For more information regarding the company's non-GAAP financial measures, see "Non-GAAP Financial Information" below.

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The company ended the quarter with a strong balance sheet with \$142 million in cash and investments. As a result, the company believes it has the liquidity for ongoing technology investments as well as providing the resources needed to fund its growth plans.

### **Guidance**

For fiscal year 2022, given its strong year to date results and significant backlog, the company is reiterating its previous revenue guidance of \$89 million.

Additional information for fiscal year 2022:

- The company's business continues to evolve due to new product introductions and changing customer demand trends
- The company booked \$18 million in new orders in the second quarter and has a total backlog of \$55 million
- More than 95% of the company's 2022 sales forecast is either recognized, booked or expected recurring revenue
- Product mix - the company is observing significantly higher average selling prices due to increased Sapphire XC product demand which is expected to offset a lower than forecasted unit count
- End customer mix – the company expects to continue to see a material shift in mix towards higher recurring purchasing rates from existing customer for 2022 than in the initial model

The company will host a conference call for investors this afternoon to discuss its second quarter 2022 performance at 2:00 p.m. Pacific Time. The call will be webcast and can be accessed from the Events page of the Investor Relations section of Velo3D's website at <https://ir.velo3d.com/>.

### **About Velo3D:**

Velo3D is a metal 3D printing technology company. 3D printing—also known as additive manufacturing (AM)—has a unique ability to improve the way high-value metal parts are built. However, legacy metal AM has been greatly limited in its capabilities since its invention almost 30 years ago. This has prevented the technology from being used to create the most valuable and impactful parts, restricting its use to specific niches where the limitations were acceptable.

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Velo3D has overcome these limitations so engineers can design and print the parts they want. The company's solution unlocks a wide breadth of design freedom and enables customers in space exploration, aviation, power generation, energy and semiconductor to innovate the future in their respective industries. Using Velo3D, these customers can now build mission-critical metal parts that were previously impossible to manufacture. The end-to-end solution includes the Flow™ print preparation software, the Sapphire® family of printers and the Assure™ quality control system—all of which are powered by Velo3D's Intelligent Fusion® manufacturing process. The company delivered its first Sapphire® system in 2018 and has been a strategic partner to innovators such as SpaceX, Honeywell, Honda, Chromalloy and Lam Research. Velo3D has been named to Fast Company's prestigious annual list of the World's Most Innovative Companies for 2021. For more information, please visit [velo3d.com](http://velo3d.com), or follow the company on LinkedIn or Twitter.

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Amounts herein pertaining to June 30, 2022 represent a preliminary estimate as of the date of this earnings release and may be revised upon filing our Quarterly Report on Form 10-Q with the Securities and Exchange Commission (the "SEC"). More information on our results of operations for the three months ended June 30, 2022 will be provided upon filing our Quarterly Report on Form 10-Q with the SEC.

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**Forward-Looking Statements:**

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1996. The company’s actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect”, “estimate”, “project”, “budget”, “forecast”, “anticipate”, “intend”, “plan”, “may”, “will”, “could”, “should”, “believes”, “predicts”, “potential”, “continue”, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the company’s guidance for full year 2022 (including the company’s estimates for revenue), the company’s expectations regarding its potential to become the largest company in metal additive manufacturing, its recurring revenue and its pricing, improved production efficiencies and gross margin during 2022, the company’s strategic priorities for 2022 (including the company’s market and customer expansion plans), the company’s expectations regarding its liquidity and capital requirements, and the company’s other expectations, hopes, beliefs, intentions or strategies for the future. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. You should carefully consider the risks and uncertainties described in the “Risk Factors” section of the company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 (the “FY 2021 10-K”), which was filed by the company with the SEC on March 28, 2022 and the other documents filed by the company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Most of these factors are outside the company’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the inability to recognize the anticipated benefits of the merger transaction, which may be affected by, among other things, competition, the ability of the company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its key employees; (2) costs related to the merger transaction; (3) changes in the applicable laws or regulations; (4) the possibility that the company may be adversely affected by other economic, business, and/or competitive factors; (5) the impact of the global COVID-19 pandemic; and (6) other risks and uncertainties indicated from time to time described in the FY 2021 10-K, including those under “Risk Factors” therein,

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and in the company's other filings with the SEC. The company cautions that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. The company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

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## **Non-GAAP Financial Information**

The company uses non-GAAP financial measures to help it make strategic decisions, establish budgets and operational goals for managing its business, analyze its financial results and evaluate its performance. The company also believes that the presentation of these non-GAAP financial measures in this release provides an additional tool for investors to use in comparing the company's core business and results of operations over multiple periods. However, the non-GAAP financial measures presented in this release may not be comparable to similarly titled measures reported by other companies due to differences in the way that these measures are calculated. The non-GAAP financial measures presented in this release should not be considered as the sole measure of the company's performance and should not be considered in isolation from, or as a substitute for, comparable financial measures calculated in accordance with generally accepted accounting principles accepted in the United States ("GAAP").

The information in the table below sets forth the non-GAAP financial measures that the company uses in this release. Because of the limitations associated with these non-GAAP financial measures, "Non-GAAP Net Loss", "EBITDA", "Adjusted EBITDA", and "Adjusted Operating Expenses", should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. The company compensates for these limitations by relying primarily on its GAAP results and using Non-GAAP Net Loss, EBITDA, Adjusted EBITDA, and Adjusted Operating Expenses on a supplemental basis. You should review the reconciliation of the non-GAAP financial measures below and not rely on any single financial measure to evaluate the company's business.

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The following tables reconcile Net income (loss) to Non-GAAP Net Loss, EBITDA, and Adjusted EBITDA and Total Operating Expenses to Adjusted Operating Expenses during the three months ended June 30, 2022 and 2021, the six months ended June 30, 2022 and 2021 and the three months ended March 31, 2022 and 2021:

**Velo3D, Inc.**  
**NON-GAAP Net Loss Reconciliation**  
**(Unaudited)**

|   | Three months ended |                 |                    |                 | Six months ended   |                 |                    |                 | Three months ended |                 |                    |                  |
|---|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|------------------|
|   | June 30, 2022      |                 | June 30, 2021      |                 | June 30, 2022      |                 | June 30, 2021      |                 | March 31, 2022     |                 | March 31, 2021     |                  |
| (In thousands, except share and per share data)             |                    |                 |                    |                 |                    |                 |                    |                 |                    |                 |                    |                  |
|   | % of Rev           |                 | % of Rev           |                 | % of Rev           |                 | % of Rev           |                 | % of Rev           |                 | % of Rev           |                  |
| Revenues  | \$ 19,644          | 100 %           | \$ 7,146           | 100 %           | \$ 31,862          | 100 %           | \$ 8,318           | 100 %           | \$ 12,218          | 100 %           | \$ 1,172           | 100 %            |
| Gross profit  | 1,232              | 6.3 %           | 2,184              | 30.6 %          | 1,247              | 3.9 %           | 1,794              | 21.6 %          | 15                 | 0.1 %           | (390)              | (33.3)%          |
| <b>Net income (loss)</b>                                    | <b>\$ 127,950</b>  | <b>651.3 %</b>  | <b>\$ (12,538)</b> | <b>(175.5)%</b> | <b>\$ 62,608</b>   | <b>196.5 %</b>  | <b>\$ (26,086)</b> | <b>(313.6)%</b> | <b>\$ (65,341)</b> | <b>(534.8)%</b> | <b>\$ (13,548)</b> | <b>(1156.0)%</b> |
| Stock-based compensation                                    | 4,976              | 25.3 %          | 760                | 10.6 %          | 9,933              | 31.2 %          | 1,075              | 12.9 %          | 4,957              | 40.6 %          | 315                | 26.9 %           |
| (Gain) loss on fair value of warrants                       | (23,665)           | (120.5)%        | 227                | 3.2 %           | (17,651)           | (55.4)%         | 1,741              | 20.9 %          | 6,014              | 49.2 %          | 1,514              | 129.2 %          |
| (Gain) loss on fair value of contingent earnout liabilities | (130,227)          | (662.9)%        | —                  | — %             | (98,995)           | (310.7)%        | —                  | — %             | 31,232             | 255.6 %         | —                  | — %              |
| Merger related transactional costs                          | —                  | — %             | 1,583              | 22.2 %          | —                  | — %             | 3,514              | 42.2 %          | —                  | — %             | 1,931              | 164.8 %          |
| <b>Non-GAAP Net loss</b>                                    | <b>\$ (20,966)</b> | <b>(106.7)%</b> | <b>\$ (9,968)</b>  | <b>(139.5)%</b> | <b>\$ (44,105)</b> | <b>(138.4)%</b> | <b>\$ (19,756)</b> | <b>(237.5)%</b> | <b>\$ (23,138)</b> | <b>(189.4)%</b> | <b>\$ (9,788)</b>  | <b>(835.2)%</b>  |

**Velo3D, Inc.**  
**NON-GAAP Adjusted EBITDA Reconciliation**  
**(Unaudited)**

|  | Three months ended |                  | Six months ended |                  |                  |                  | Three months ended |                   |
|--|--------------------|------------------|------------------|------------------|------------------|------------------|--------------------|-------------------|
|  | June 30,<br>2022   | June 30,<br>2021 | June 30,<br>2022 | June 30,<br>2021 | June 30,<br>2022 | June 30,<br>2021 | March 31,<br>2022  | March 31,<br>2021 |
| (In thousands)   |                    |                  |                  |                  |                  |                  |                    |                   |
| Revenues   | \$ 19,644          | 100 %            | \$ 7,146         | 100 %            | \$ 31,862        | 100 %            | \$ 8,318           | 100 %             |
| Net income (loss)  | \$ 127,950         | 651.3 %          | \$ (12,538)      | (175.5)%         | \$ 62,608        | 196.5 %          | \$ (26,086)        | (313.6)%          |
| Interest expense   | 92                 | 0.5 %            | 524              | 7.3 %            | 233              | 0.7 %            | 644                | 7.7 %             |
| Tax expense  | —                  | — %              | —                | — %              | —                | — %              | —                  | — %               |
| Depreciation and amortization                                | 1,087              | 5.5 %            | 329              | 4.6 %            | 2,108            | 6.6 %            | 692                | 8.3 %             |
| EBITDA   | 129,129            | 657.3 %          | (11,685)         | (163.5)%         | 64,949           | 203.8 %          | (24,750)           | (297.5)%          |
| Stock-based compensation                                     | 4,976              | 25.3 %           | 760              | 10.6 %           | 9,933            | 31.2 %           | 1,075              | 12.9 %            |
| (Gain) loss on fair value of warrants                        | (23,665)           | (120.5)%         | 227              | 3.2 %            | (17,651)         | (55.4)%          | 1,741              | 20.9 %            |
| (Gain) loss on fair value of contingent earnout liabilities  | (130,227)          | (662.9)%         | —                | — %              | (98,995)         | (310.7)%         | —                  | — %               |
| Adjusted EBITDA  | \$ (19,787)        | (100.7)%         | \$ (10,698)      | (149.7)%         | \$ (41,764)      | (131.1)%         | \$ (21,934)        | (263.7)%          |
| Merger related transactional costs                           | —                  | — %              | 1,583            | 22.2 %           | —                | — %              | 3,514              | 42.2 %            |
| Adjusted EBITDA excluding merger related transactional costs | \$ (19,787)        | (100.7)%         | \$ (9,115)       | (127.6)%         | \$ (41,764)      | (131.1)%         | \$ (18,420)        | (221.4)%          |
|  |                    |                  |                  |                  |                  |                  | \$ (21,976)        | (179.9)%          |
|  |                    |                  |                  |                  |                  |                  | \$ (11,236)        | (958.7)%          |
|  |                    |                  |                  |                  |                  |                  | \$ 1,172           | 100 %             |
|  |                    |                  |                  |                  |                  |                  | \$ 1,172           | 100 %             |
|  |                    |                  |                  |                  |                  |                  | \$ 120             | 10.2 %            |
|  |                    |                  |                  |                  |                  |                  | \$ 120             | 10.2 %            |
|  |                    |                  |                  |                  |                  |                  | \$ 363             | 31.0 %            |
|  |                    |                  |                  |                  |                  |                  | \$ 363             | 31.0 %            |
|  |                    |                  |                  |                  |                  |                  | \$ 315             | 26.9 %            |
|  |                    |                  |                  |                  |                  |                  | \$ 315             | 26.9 %            |
|  |                    |                  |                  |                  |                  |                  | \$ 1,514           | 129.2 %           |
|  |                    |                  |                  |                  |                  |                  | \$ 1,514           | 129.2 %           |
|  |                    |                  |                  |                  |                  |                  | \$ —               | — %               |
|  |                    |                  |                  |                  |                  |                  | \$ —               | — %               |
|  |                    |                  |                  |                  |                  |                  | \$ 1,931           | 164.8 %           |
|  |                    |                  |                  |                  |                  |                  | \$ 1,931           | 164.8 %           |
|  |                    |                  |                  |                  |                  |                  | \$ (9,305)         | (793.9)%          |
|  |                    |                  |                  |                  |                  |                  | \$ (9,305)         | (793.9)%          |

**Velo3D, Inc.**  
**NON-GAAP Adjusted Operating Expenses Reconciliation**  
**(Unaudited)**

|                                    | Three months ended |                  | June 30,         |                  | Six months ended |                  | June 30,         |                  | Three months ended |                   | March 31,         |                   |
|------------------------------------|--------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|--------------------|-------------------|-------------------|-------------------|
|                                    | June 30,<br>2022   | June 30,<br>2021 | June 30,<br>2022 | June 30,<br>2021 | June 30,<br>2022 | June 30,<br>2021 | June 30,<br>2022 | June 30,<br>2021 | March 31,<br>2022  | March 31,<br>2021 | March 31,<br>2022 | March 31,<br>2021 |
| (In thousands)                     |                    |                  |                  |                  |                  |                  |                  |                  |                    |                   |                   |                   |
|                                    | \$                 | %                | \$               | %                | \$               | %                | \$               | %                | \$                 | %                 | \$                | %                 |
| Revenues                           | 19,644             | 100 %            | 7,146            | 100 %            | 31,862           | 100 %            | 8,318            | 100 %            | 12,218             | 100 %             | 1,172             | 100 %             |
| Operating expenses                 |                    |                  |                  |                  |                  |                  |                  |                  |                    |                   |                   |                   |
| Research and development           | 12,965             | 66.0 %           | 6,399            | 89.5 %           | 25,880           | 81.2 %           | 11,094           | 133.4 %          | 12,915             | 105.7 %           | 4,695             | 400.6 %           |
| Selling and marketing              | 6,249              | 31.8 %           | 2,337            | 32.7 %           | 12,232           | 38.4 %           | 4,360            | 52.4 %           | 5,983              | 49.0 %            | 2,023             | 172.6 %           |
| General and administrative         | 8,259              | 42.0 %           | 5,218            | 73.0 %           | 17,549           | 55.1 %           | 10,004           | 120.3 %          | 9,290              | 76.0 %            | 4,786             | 408.4 %           |
| <b>Total operating expenses</b>    | <b>27,473</b>      | <b>139.9 %</b>   | <b>13,954</b>    | <b>195.3 %</b>   | <b>55,661</b>    | <b>174.7 %</b>   | <b>25,458</b>    | <b>306.1 %</b>   | <b>28,188</b>      | <b>230.7 %</b>    | <b>11,504</b>     | <b>981.6 %</b>    |
| Stock-based compensation           | 4,976              | 25.3 %           | 760              | 10.6 %           | 9,933            | 31.2 %           | 1,075            | 12.9 %           | 4,957              | 40.6 %            | 315               | 26.9 %            |
| Merger related transactional costs | —                  | — %              | 1,583            | 22.2 %           | —                | — %              | 3,514            | 42.2 %           | —                  | — %               | 1,931             | 164.8 %           |
| <b>Adjusted operating expenses</b> | <b>\$ 22,497</b>   | <b>114.5 %</b>   | <b>\$ 11,611</b> | <b>162.5 %</b>   | <b>\$ 45,728</b> | <b>143.5 %</b>   | <b>\$ 20,869</b> | <b>250.9 %</b>   | <b>\$ 23,231</b>   | <b>190.1 %</b>    | <b>\$ 9,258</b>   | <b>789.9 %</b>    |

**Velo3D, Inc.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**  
(Unaudited)  
(In thousands, except share and per share data)

|   | Three Months Ended |                    |                    | Six Months Ended |                    |
|---|--------------------|--------------------|--------------------|------------------|--------------------|
|   | June 30,<br>2022   | March 31,<br>2022  | June 30,<br>2021   | June 30,<br>2022 | June 30,<br>2021   |
| Revenue   |                    |                    |                    |                  |                    |
| 3D Printer  | \$ 17,615          | \$ 10,184          | \$ 6,079           | \$ 27,799        | \$ 6,313           |
| Recurring payment   | 934                | 925                | 372                | 1,859            | 635                |
| Support services  | 1,095              | 1,109              | 695                | 2,204            | 1,370              |
| Total Revenue   | <u>19,644</u>      | <u>12,218</u>      | <u>7,146</u>       | <u>31,862</u>    | <u>8,318</u>       |
| Cost of revenue   |                    |                    |                    |                  |                    |
| 3D Printer  | 15,633             | 10,479             | 3,899              | 26,112           | 4,482              |
| Recurring payment   | 685                | 718                | 257                | 1,403            | 444                |
| Support services  | 2,094              | 1,006              | 806                | 3,100            | 1,598              |
| Total cost of revenue   | <u>18,412</u>      | <u>12,203</u>      | <u>4,962</u>       | <u>30,615</u>    | <u>6,524</u>       |
| Gross profit  | <u>1,232</u>       | <u>15</u>          | <u>2,184</u>       | <u>1,247</u>     | <u>1,794</u>       |
| Operating expenses  |                    |                    |                    |                  |                    |
| Research and development                                      | 12,965             | 12,915             | 6,399              | 25,880           | 11,094             |
| Selling and marketing   | 6,249              | 5,983              | 2,337              | 12,232           | 4,360              |
| General and administrative                                    | 8,259              | 9,290              | 5,218              | 17,549           | 10,004             |
| Total operating expenses                                      | <u>27,473</u>      | <u>28,188</u>      | <u>13,954</u>      | <u>55,661</u>    | <u>25,458</u>      |
| Loss from operations  | <u>(26,241)</u>    | <u>(28,173)</u>    | <u>(11,770)</u>    | <u>(54,414)</u>  | <u>(23,664)</u>    |
| Interest expense  | (92)               | (141)              | (524)              | (233)            | (644)              |
| Gain (loss) on fair value of warrants                         | 23,665             | (6,014)            | (227)              | 17,651           | (1,741)            |
| Gain (loss) on fair value of contingent earnout liabilities   | 130,227            | (31,232)           | —                  | 98,995           | —                  |
| Other income (expense), net                                   | 391                | 219                | (17)               | 609              | (37)               |
| Income (loss) before provision for income taxes               | <u>127,950</u>     | <u>(65,341)</u>    | <u>(12,538)</u>    | <u>62,608</u>    | <u>(26,086)</u>    |
| Provision for income taxes                                    | —                  | —                  | —                  | —                | —                  |
| Net income (loss)   | <u>\$ 127,950</u>  | <u>\$ (65,341)</u> | <u>\$ (12,538)</u> | <u>\$ 62,608</u> | <u>\$ (26,086)</u> |
| Net income (loss) per share:                                  |                    |                    |                    |                  |                    |
| Basic   | \$ 0.69            | \$ (0.36)          | \$ (0.78)          | \$ 0.34          | \$ (1.62)          |
| Diluted   | \$ 0.63            | \$ (0.36)          | \$ (0.78)          | \$ 0.31          | \$ (1.62)          |
| Shares used in computing net income (loss) per share:         |                    |                    |                    |                  |                    |
| Basic   | 184,282,194        | 183,498,082        | 16,150,202         | 183,892,304      | 16,085,750         |
| Diluted   | 202,384,512        | 183,498,082        | 16,150,202         | 203,089,266      | 16,085,750         |
| Net income (loss)   | \$ 127,950         | \$ (65,341)        | \$ (12,538)        | \$ 62,608        | \$ (26,086)        |
| Net unrealized holding loss on available-for-sale investments | (335)              | (594)              | —                  | (943)            | —                  |
| Other comprehensive income (loss)                             | <u>\$ 127,615</u>  | <u>\$ (65,935)</u> | <u>\$ (12,538)</u> | <u>\$ 61,665</u> | <u>\$ (26,086)</u> |



**Velo3D, Inc.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)  
(In thousands, except share and per share data)

|   | June 30,<br>2022 | December 31,<br>2021 |
|---|------------------|----------------------|
| <b>Assets</b>   |                  |                      |
| Current assets:   |                  |                      |
| Cash and cash equivalents   | \$ 43,509        | \$ 207,602           |
| Short-term investments  | 98,287           | 15,483               |
| Accounts receivable, net  | 11,817           | 12,778               |
| Inventories   | 61,909           | 22,479               |
| Contract assets   | 405              | 274                  |
| Prepaid expenses and other current assets   | 6,695            | 9,458                |
| Total current assets  | 222,622          | 268,074              |
| Property and equipment, net   | 17,717           | 10,046               |
| Equipment on lease, net   | 8,128            | 8,366                |
| Other assets  | 14,948           | 16,231               |
| Total assets  | \$ 263,415       | \$ 302,717           |
| <b>Liabilities and Stockholders' Equity</b>   |                  |                      |
| Current liabilities:  |                  |                      |
| Accounts payable  | \$ 15,744        | \$ 9,882             |
| Accrued expenses and other current liabilities  | 16,485           | 9,414                |
| Debt – current portion  | 5,119            | 5,114                |
| Contract liabilities  | 16,175           | 22,252               |
| Total current liabilities   | 53,523           | 46,662               |
| Long-term debt – less current portion   | 1,889            | 2,956                |
| Contingent earnout liabilities  | 12,493           | 111,487              |
| Warrant liabilities   | 4,053            | 21,705               |
| Other noncurrent liabilities  | 8,874            | 9,492                |
| Total liabilities   | 80,832           | 192,302              |
| Commitments and contingencies   |                  |                      |
| Stockholders' equity:   |                  |                      |
| Common stock, \$0.00001 par value - 500,000,000 shares authorized at June 30, 2022 and December 31, 2021, 184,909,608 and 183,232,494 shares issued and outstanding as of June 30, 2022 and December 31, 2021, respectively | 2                | 2                    |
| Additional paid-in capital  | 350,797          | 340,294              |
| Accumulated other comprehensive loss  | (957)            | (14)                 |
| Accumulated deficit   | (167,259)        | (229,867)            |
| Total stockholders' equity  | 182,583          | 110,415              |
| Total liabilities and stockholders' equity  | \$ 263,415       | \$ 302,717           |

**Velo3D, Inc.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(In thousands)**

|   | <b>Six Months Ended</b>  |                          |
|---|--------------------------|--------------------------|
|   | <b>June 30,<br/>2022</b> | <b>June 30,<br/>2021</b> |
| <b>Cash flows from operating activities</b>   |                          |                          |
| Net income (loss)   | \$ 62,608                | \$ (26,086)              |
| Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities |                          |                          |
| Depreciation and amortization   | 2,108                    | 692                      |
| Stock-based compensation  | 9,933                    | 1,075                    |
| (Gain) loss on fair value of warrants   | (17,651)                 | 1,741                    |
| (Gain) loss on fair value of contingent earnout liabilities                                       | (98,995)                 | —                        |
| Changes in assets and liabilities   |                          |                          |
| Accounts receivable   | 961                      | (2,648)                  |
| Inventories   | (34,826)                 | (1,279)                  |
| Contract assets   | (131)                    | 2,873                    |
| Prepaid expenses and other current assets   | 7,049                    | (1,748)                  |
| Other assets  | 1,283                    | (2,156)                  |
| Accounts payable  | (415)                    | 5,296                    |
| Accrued expenses and other liabilities  | 5,977                    | 779                      |
| Contract liabilities  | (6,077)                  | 7,190                    |
| Other noncurrent liabilities  | (617)                    | 1,249                    |
| Net cash used in operating activities   | (68,793)                 | (13,022)                 |
| <b>Cash flows from investing activities</b>   |                          |                          |
| Purchase of property and equipment  | (8,578)                  | (601)                    |
| Production of equipment for lease to customers  | (2,563)                  | (5,044)                  |
| Purchases of available-for-sale investments   | (87,655)                 | —                        |
| Proceeds from maturities of available-for-sale investments  | 4,000                    | —                        |
| Net cash used in investing activities   | (94,796)                 | (5,645)                  |
| <b>Cash flows from financing activities</b>   |                          |                          |
| Proceeds from loan issuance   | —                        | 14,339                   |
| Repayment of term loan  | —                        | (4,888)                  |
| Proceeds from convertible notes   | —                        | 5,000                    |
| Proceeds from equipment loans   | —                        | 3,200                    |
| Repayment of equipment loans  | (1,067)                  | (1,636)                  |
| Issuance of common stock upon exercise of stock options   | 570                      | 283                      |
| Net cash (used in) provided by financing activities   | (497)                    | 16,298                   |
| Effect of exchange rate changes on cash and cash equivalents                                      | (7)                      | —                        |
| Net change in cash and cash equivalents   | (164,093)                | (2,369)                  |
| Cash and cash equivalents and restricted cash at beginning of period                              | 208,402                  | 15,517                   |
| Cash and cash equivalents and restricted cash at end of period                                    | \$ 44,309                | \$ 13,148                |
| <b>Supplemental disclosure of cash flow information</b>   |                          |                          |
| Cash paid for interest  | \$ 152                   | \$ 280                   |
| <b>Supplemental disclosure of non-cash information</b>  |                          |                          |
| Issuance of common stock warrants in connection with financing                                    | \$ —                     | \$ 134                   |

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the condensed consolidated balance sheets to the total of such amounts shown on the condensed consolidated statements of cash flows:

|  | <b>Six Months Ended</b> |                  |
|--|-------------------------|------------------|
|  | <b>June 30,</b>         | <b>June 30,</b>  |
|  | <b>2022</b>             | <b>2021</b>      |
| Cash and cash equivalents                            | \$ 43,509               | \$ 13,148        |
| Restricted cash (Other assets)                       | 800                     | —                |
| Total cash and cash equivalents, and restricted cash | <u>\$ 44,309</u>        | <u>\$ 13,148</u> |



VELO<sup>3D</sup>

# Second Quarter 2022 Supplementary Slides

*Without Compromise*

August 9, 2022

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# Disclaimer

## *Forward Looking Statement*

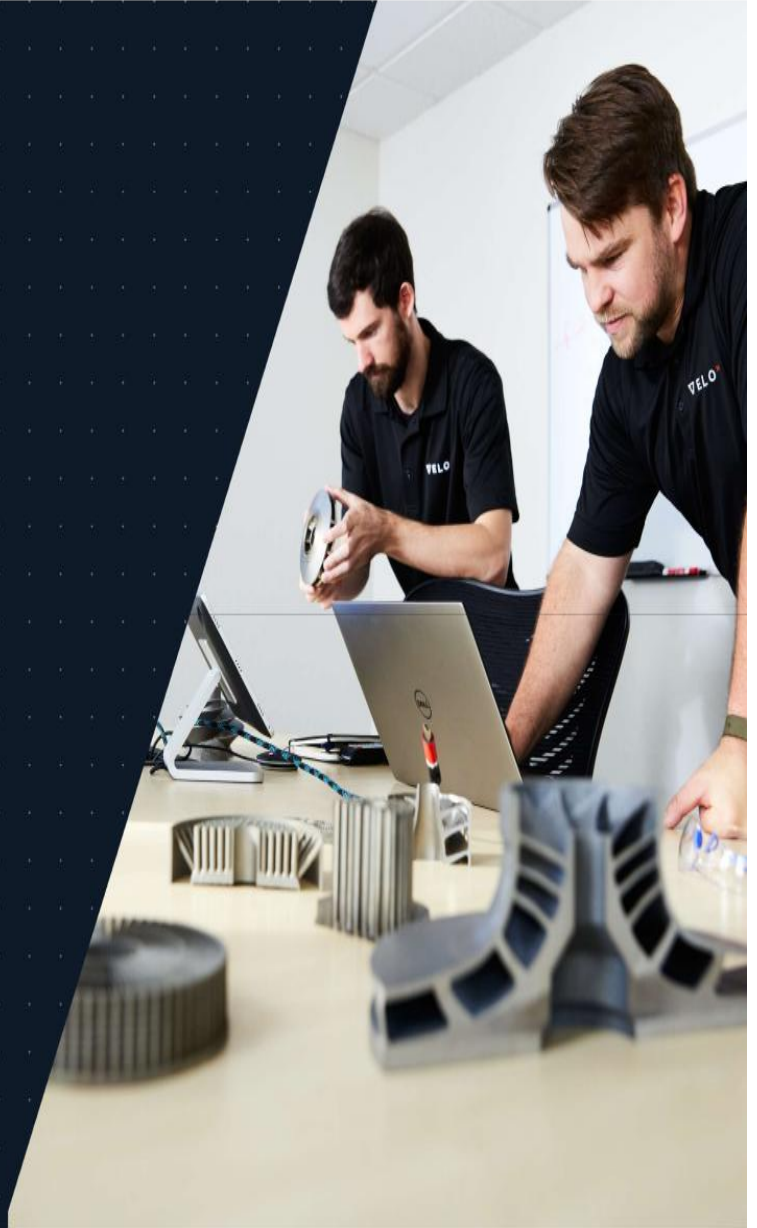
This presentation includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1996. The Company’s actual results may differ from its expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect”, “estimate”, “project”, “budget”, “forecast”, “anticipate”, “intend”, “plan”, “may”, “will”, “could”, “should”, “believes”, “predicts”, “potential”, “continue”, and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, the Company’s guidance for full year 2022 (including the Company’s estimates for revenue, new and total customers, bookings, total shipments, units operating and bookings), the Company’s expectations regarding its pricing, potential to become the largest company in metal additive manufacturing, improved production efficiencies and gross margin during 2022, the Company’s strategic priorities for 2022 (including the Company’s initiatives to manage its supply chain), the expected benefits of the Company’s investments, the Company’s expectations regarding its liquidity and capital requirements, and the Company’s other expectations, hopes, beliefs, intentions or strategies for the future. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. You should carefully consider the risks and uncertainties described in the “Risk Factors” section of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 (the “2021 10-K”), which was filed by the Company on March 28, 2022 and the other documents filed by the Company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Most of these factors are outside the Company’s control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the inability to recognize the anticipated benefits of the merger transaction, which may be affected by, among other things, competition, the ability of the Company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its key employees; (2) costs related to the merger transaction; (3) changes in the applicable laws or regulations; (4) the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; (5) the impact of the global COVID-19 pandemic; and (6) other risks and uncertainties indicated from time to time described in the 2021 10-K, including those under “Risk Factors” therein, and in the Company’s other filings with the SEC. The Company cautions that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. The Company does not undertake or accept any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

\* Additional information on the use of Non-GAAP financial information, industry and market data and trademarks is included in the appendix of this presentation

VELO<sup>3D</sup>

# Benny Buller CEO

August 9, 2022





# Differentiation Propelling Velo3D to Industry Leadership

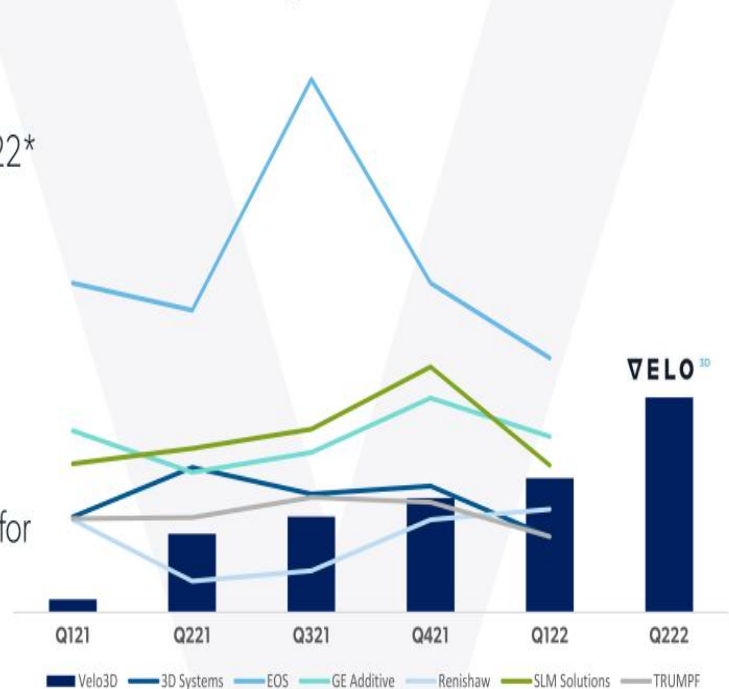
## Strong growth - from obscurity to scale

- >15x revenue growth since Q121
- Continued strong growth expected in 2H22
- On track to be PBF industry leader by end of 2022\*

## Innovation / differentiation key growth drivers

- Competing in different market than legacy AM
- Unique and differentiated technology
- Focus on parts not possible with legacy AM
- Significant untapped global market opportunity for high value metal parts

Global Metal Powder Bed Fusion System Revenues (\$M)\*  
Leading Western Brands



\* CONTEXT World - Shipment and Forecast report for Global AM / 3DP industry - June 30, 2022 (3D metal printer sales for leading western brands) - company estimate based on report



## Q222 Highlights – Achieving Scale

Significant Q2 revenue growth - up 60% sequentially, >160% YoY

Strong bookings of \$18M, backlog remains at \$55M

High confidence in achieving 2022 revenue growth target - 225% YoY

Driven by H1'22 revenue performance and growth in backlog

Successful ramp of Sapphire XC production – achieving scale

Expanded product leadership with Sapphire XC 1MZ

Largest commercially available Metal PBF production system\*

Shipments to start in Q322

\* Currently available from leading industry manufacturers







# High Visibility to Achieve 2022 Revenue Guidance

>95% of 2022 revenue recognized, recurring or booked

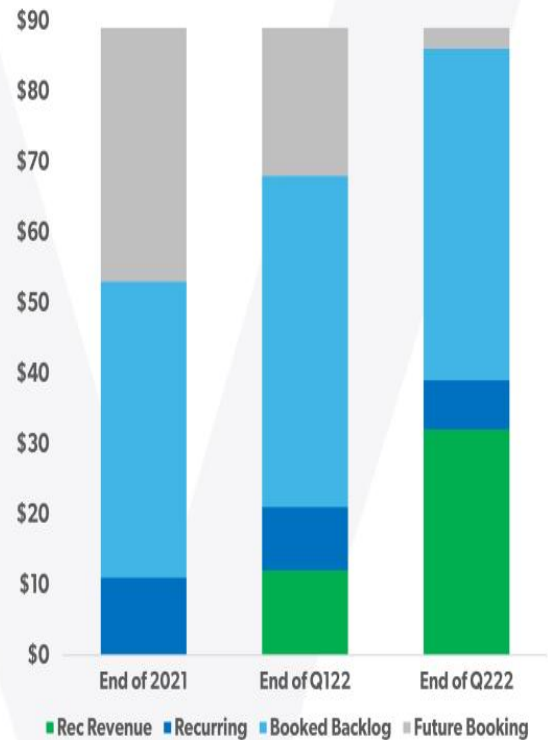
Driven by strong 1H22 shipments / bookings

Reduced 2022 bookings gap from \$21m to \$3m

Focused on managing supply chain to meet forecasts

Current conditions remain challenging

Well positioned to achieve 2022 revenue plan of \$89 million



1. End of Q222 expected recurring revenue net of 2022 recurring revenue recognized in Q122  
2. Booked backlog category reflects estimated revenue from backlog to be shipped in 2022



# Efficiency Improvement Key to Long Term Growth Forecast

## Initiatives to decrease in Bill of Materials costs

- Procurement of Sapphire XC integrated sub-assemblies
- Leverage scale to consolidate supply chain with key partners

## Initiatives to reduce inventory / minimize supply shortages

- Improve and automate planning and procurement process
- Closer partnership with key suppliers - just-in-time delivery

## Initiatives to reduce production cycle time and lower overhead cost

- Leverage experience – closed loop learning
- Significantly reduce post-production work
- Improve organizational learning and training



VELO<sup>3D</sup>

# Bill McCombe

## CFO

August 9, 2022





# Financial Summary

|  | Q2 22  | Q1 22  | Q2 21  |
|--|--------|--------|--------|
| <b>Total Revenue</b>                     | \$19.6 | \$12.2 | \$7.1  |
| Year of Sale                             | 17.6   | 10.2   | 6.1    |
| Recurring Revenue                        | 2.0    | 2.0    | 1.0    |
| Cost of Goods sold                       | 18.4   | 12.2   | 5.0    |
| <b>Gross Profit</b>                      | 1.2    | 0.0    | 2.2    |
| % Gross Margin                           | 6%     | 0%     | 31%    |
| Total Operating Expenses                 | 27.5   | 28.2   | 14.0   |
| Adjusted Operating Expenses <sup>1</sup> | 22.5   | 23.2   | 11.6   |
| <b>Adjusted EBITDA<sup>1</sup></b>       | (19.8) | (22.0) | (9.1)  |
| Net Income (Loss)                        | 128.0  | (65.3) | (12.5) |

1. Reconciliations to U.S. generally accepted accounting principles (GAAP) financial measures are presented under "Non-GAAP Financial Information." Adjusted Operating Expenses excludes stock-based compensation. Adjusted EBITDA excludes interest expense, tax expense, depreciation and amortization, stock-based compensation and fair value liabilities.



# 2H22 Gross Margin – Supply Chain Impact

Q2 gross margin in line with expectations

Total launch customer pricing impact as expected – more linear through 2022 than plan

Overhead savings close to plan – driven by scale up

Expected improvement in BoM costs shifts to 1H23

Supply chain challenges - delaying cost savings / margin improvement

Substantial pre-purchasing of higher cost components for 2H22 production

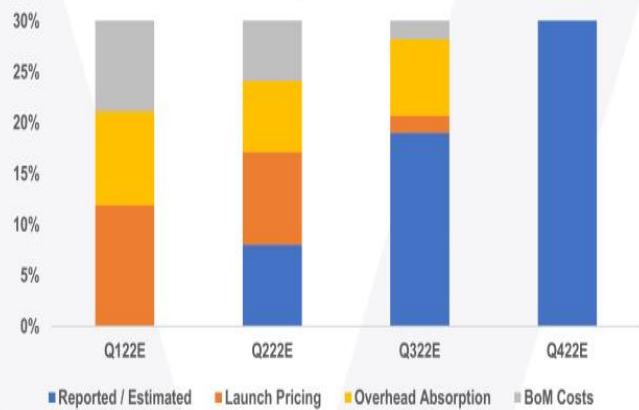
Material shortages driving higher expedited shipping costs

Entering new supply contracts – 1H23 benefits

Cost reduction driver – benefitting from larger scale

Shift to just in time delivery improves production efficiency

March 2, 2022 Forecast\*



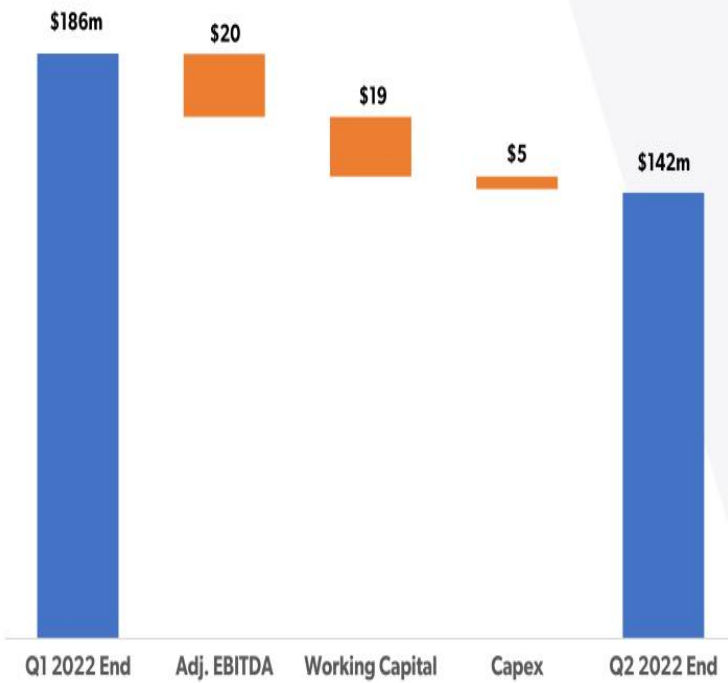
August 9, 2022 Forecast



\*Plan as originally provided during Company's Q421 earnings conference call – March 2, 2022



# Strong Balance Sheet Supports Growth Plan



Balance Sheet – June 30, 2022 (\$m)

|                                 |       |
|---------------------------------|-------|
| Cash and Investments            | \$142 |
| Other Current Assets            | 81    |
| Long Term Assets                | 40    |
| Total Assets                    | \$263 |
| Current Liabilities (less debt) | 48    |
| Total Debt                      | 7     |
| Long Term Liabilities           | 8     |
| Earnout/Warrant Liability       | 17    |
| Shareholders Equity             | 183   |
| Total Liabilities and Equity    | \$263 |



# Summary / Outlook

## **Reiterating 2022 revenue guidance of \$89 million on continued strong demand**

Significant visibility - >95% of forecast recognized, booked or recurring

Strong 1H22 execution / Q2 bookings of \$18 million / \$55 million in backlog

Differentiation driving growth – on track to become market leader in Metal AM as early the end of 2022\*

## **Business continues to evolve due to new products and changing customer demand trends**

Product mix shift – significantly higher ASP than forecasted offset by lower unit count vs plan

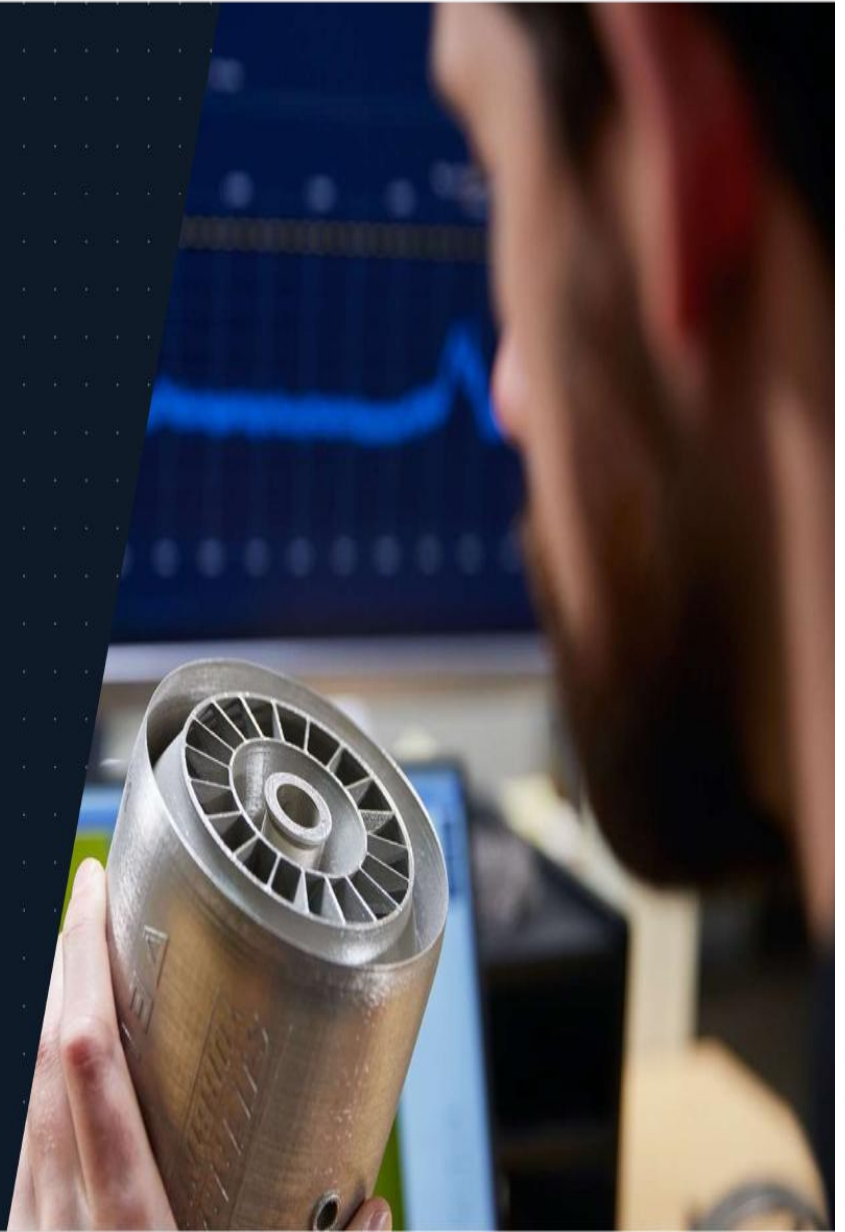
Change in customer mix - higher recurring purchasing rate from existing customers vs initial model

## **Positioning to efficiently scale company for continued growth / profitability in 2023**

\* CONTEXT World - Shipment and Forecast report for Global AM / 3DP industry – June 30, 2022 (3D metal printer sales from leading western brands)

VELO<sup>3D</sup>

Q&A





VELO<sup>3D</sup>

# Appendix

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Campbell, CA 95008

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# Non-GAAP Reconciliation

## - Adjusted Operating Expenses (Unaudited)

Velo3D, Inc.  
NON-GAAP Adjusted Operating Expenses Reconciliation  
(Unaudited)

|                                    | Three months ended |               |                  |               | Six months ended |               |                  |               | Three months ended |               |                 |               |
|------------------------------------|--------------------|---------------|------------------|---------------|------------------|---------------|------------------|---------------|--------------------|---------------|-----------------|---------------|
|                                    | June 30, 2022      |               | June 30, 2021    |               | June 30, 2022    |               | June 30, 2021    |               | March 31, 2022     |               | March 31, 2021  |               |
|                                    |                    |               |                  |               |                  |               |                  |               |                    |               |                 |               |
|                                    | % of Rev           |               | % of Rev         |               | % of Rev         |               | % of Rev         |               | % of Rev           |               | % of Rev        |               |
| Revenue                            | \$ 19,644          | 100.0%        | \$ 7,146         | 100.0%        | \$ 31,862        | 100.0%        | \$ 8,318         | 100.0%        | \$ 12,218          | 100.0%        | \$ 1,172        | 100.0%        |
| Operating expenses                 |                    |               |                  |               |                  |               |                  |               |                    |               |                 |               |
| Research and development           | 12,965             | 66.0%         | 6,399            | 89.5%         | 25,880           | 81.2%         | 11,094           | 133.4%        | 12,915             | 105.7%        | 4,695           | 400.6%        |
| Selling and marketing              | 6,249              | 31.8%         | 2,337            | 32.7%         | 12,232           | 38.4%         | 4,360            | 52.4%         | 5,983              | 49.0%         | 2,023           | 172.6%        |
| General and administrative         | 8,259              | 42.0%         | 5,218            | 73.0%         | 17,549           | 55.1%         | 10,004           | 120.3%        | 9,290              | 76.0%         | 4,786           | 408.4%        |
| <b>Total operating expenses</b>    | <b>27,473</b>      | <b>139.9%</b> | <b>13,954</b>    | <b>195.3%</b> | <b>55,661</b>    | <b>174.7%</b> | <b>25,458</b>    | <b>306.1%</b> | <b>28,188</b>      | <b>230.7%</b> | <b>11,504</b>   | <b>981.6%</b> |
| Stock-based compensation           | 4,976              | 25.3%         | 760              | 10.6%         | 9,933            | 31.2%         | 1,075            | 12.9%         | 4,957              | 40.6%         | 315             | 26.9%         |
| Merger related transactional costs | -                  | 0.0%          | 1,583            | 22.2%         | -                | 0.0%          | 3,514            | 42.2%         | -                  | 0.0%          | 1,931           | 164.8%        |
| <b>Adjusted operating expenses</b> | <b>\$ 22,497</b>   | <b>114.5%</b> | <b>\$ 11,611</b> | <b>162.5%</b> | <b>\$ 45,728</b> | <b>143.5%</b> | <b>\$ 20,869</b> | <b>250.9%</b> | <b>\$ 23,231</b>   | <b>190.1%</b> | <b>\$ 9,258</b> | <b>789.9%</b> |



# Non-GAAP Reconciliation - Adjusted EBITDA (Unaudited)

Velo3D, Inc.  
NON-GAAP Adjusted EBITDA Reconciliation  
(Unaudited)

|  | Three months ended                     |               | Six months ended |               | Three months ended |                |             |         |             |         |             |          |
|--|--|---------------|------------------|---------------|--------------------|----------------|-------------|---------|-------------|---------|-------------|----------|
|  | June 30, 2022                          | June 30, 2021 | June 30, 2022    | June 30, 2021 | March 31, 2022     | March 31, 2021 |             |         |             |         |             |          |
|  | (In thousands, except for percentages) |               |                  |               |                    |                |             |         |             |         |             |          |
|  | \$                                     | % of Rev      | \$               | % of Rev      | \$                 | % of Rev       |             |         |             |         |             |          |
| Revenue  | \$ 19,644                              | 100.0%        | \$ 7,146         | 100.0%        | \$ 31,862          | 100.0%         | \$ 8,318    | 100.0%  | \$ 12,218   | 100.0%  | \$ 1,172    | 100.0%   |
| Net Income (Loss)  | 127,950                                | 651.3%        | (12,538)         | -175.5%       | 62,608             | 196.5%         | (26,086)    | -313.6% | (65,341)    | -534.8% | (13,548)    | -1156.0% |
| Interest expense   | 92                                     | 0.5%          | 524              | 7.3%          | 233                | 0.7%           | 644         | 7.7%    | 141         | 1.2%    | 120         | 10.2%    |
| Tax expense  | -                                      | 0.0%          | -                | 0.0%          | -                  | 0.0%           | -           | 0.0%    | -           | 0.0%    | -           | 0.0%     |
| Depreciation and amortization                                | 1,087                                  | 5.5%          | 329              | 4.6%          | 2,108              | 6.6%           | 692         | 8.3%    | 1,021       | 8.4%    | 363         | 31.0%    |
| EBITDA   | \$ 129,129                             | 657.3%        | \$ (11,685)      | -163.5%       | \$ 64,949          | 203.8%         | \$ (24,750) | -297.5% | \$ (64,179) | -525.3% | \$ (13,065) | -1114.8% |
| Stock-based compensation                                     | 4,976                                  | 25.3%         | 760              | 10.6%         | 9,933              | 31.2%          | 1,075       | 12.9%   | 4,957       | 40.6%   | 315         | 26.9%    |
| (Gain) Loss on fair value of warrants                        | (23,665)                               | -120.5%       | 227              | 3.2%          | (17,651)           | -55.4%         | 1,741       | 20.9%   | 6,014       | 49.2%   | 1,514       | 129.2%   |
| (Gain) Loss on fair value of contingent earnout liabilities  | (130,227)                              | -662.9%       | -                | 0.0%          | (98,995)           | -310.7%        | -           | 0.0%    | 31,232      | 255.6%  | -           | 0.0%     |
| Adjusted EBITDA  | \$ (19,787)                            | -100.7%       | \$ (10,698)      | -149.7%       | \$ (41,764)        | -131.1%        | \$ (21,934) | -263.7% | \$ (21,976) | -179.9% | \$ (11,236) | -958.7%  |
| Merger related transactional costs                           | -                                      |               | 1,583            |               | -                  |                | 3,514       |         | -           |         | 1,931       |          |
| Adjusted EBITDA excluding merger related transactional costs | \$ (19,787)                            |               | \$ (9,115)       |               | \$ (41,764)        |                | \$ (18,420) |         | \$ (21,976) |         | \$ (9,305)  |          |



# Non-GAAP Reconciliation

## - Non-GAAP Net Income (Loss) (Unaudited)

Velo3D, Inc.  
NON-GAAP Net Income (Loss) Reconciliation  
(Unaudited)

|   | Three months ended |               | Six months ended                       |               |               |               | Three months ended |                |             |          |
|---|--------------------|---------------|--|---------------|---------------|---------------|--------------------|----------------|-------------|----------|
|   | June 30, 2022      | June 30, 2021 | June 30, 2022                          | June 30, 2021 | June 30, 2022 | June 30, 2021 | March 31, 2022     | March 31, 2021 |             |          |
|   |                    |               | (In thousands, except for percentages) |               |               |               |                    |                |             |          |
|   | \$                 | % of Rev      | \$                                     | % of Rev      | \$            | % of Rev      | \$                 | % of Rev       | \$          | % of Rev |
| Revenue   | \$ 19,644          | 100.0%        | \$ 7,146                               | 100.0%        | \$ 31,862     | 100.0%        | \$ 8,318           | 100.0%         | \$ 12,218   | 100.0%   |
| Gross Profit  | 1,232              | 6.3%          | 2,184                                  | 30.6%         | 1,247         | 3.9%          | 1,794              | 21.6%          | 15          | 0.1%     |
| Net Income (Loss)   | \$ 127,950         | 651.3%        | \$ (12,538)                            | -175.5%       | \$ 62,608     | 196.5%        | \$ (26,086)        | -313.6%        | \$ (65,341) | -534.8%  |
| Stock-based compensation                                    | 4,976              | 25.3%         | 760                                    | 10.6%         | 9,933         | 31.2%         | 1,075              | 12.9%          | 4,957       | 40.6%    |
| (Gain) Loss on fair value of warrants                       | (23,665)           | -120.5%       | 227                                    | 3.2%          | (17,651)      | -55.4%        | 1,741              | 20.9%          | 6,014       | 49.2%    |
| (Gain) Loss on fair value of contingent earnout liabilities | (130,227)          | -662.9%       | -                                      | 0.0%          | (98,995)      | -310.7%       | -                  | 0.0%           | 31,232      | 255.6%   |
| Merger related transactional costs                          | -                  | 0.0%          | 1,583                                  | 22.2%         | -             | 0.0%          | 3,514              | 42.2%          | -           | 0.0%     |
| Non-GAAP Net Income (Loss)                                  | \$ (20,966)        | -106.7%       | \$ (9,968)                             | -139.5%       | \$ (44,105)   | -138.4%       | \$ (19,756)        | -237.5%        | \$ (23,138) | -189.4%  |
|   |                    |               |  |               |               |               |                    |                | \$ (9,788)  | -835.2%  |



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