



Current Trends in SPAC Transactions

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Presentation Outline

- 1. Opening Remarks**
2. What is a SPAC?
3. Market Observations
4. Assessing the SPAC Alternative

Recent SPAC Deals Involving Israeli Companies

ION Acquisition Corp 1 – Taboola (announced)



SPAC Offering Detail

- \$258.8mm IPO Proceeds in October 2020 ¹
- \$10.00 per Unit consisting of one common share and one-fifth of one warrant
- Focus: Israel

Target Overview / Implied Valuation

- Taboola operates a content discovery and native advertising platform for people, advertisers, and digital properties
- PF TEV: ~\$2.0 billion
- 16.0x 2021E PF Adj. EBITDA

FTAC Olympus Acquisition Corp. – Payoneer (announced)

FTAC Olympus



SPAC Offering Detail

- \$750.0mm IPO Proceeds in August 2020 ¹
- \$10.00 per Unit consisting of one common share and one-third of one warrant
- Focus: Fintech

Target Overview / Implied Valuation

- Payoneer is a payment and commerce-enabling platform powering growth for digital businesses across over 190 countries and territories
- PF TEV: ~\$3.3 billion
- 7.6x 2021E PF Revenue

10X Capital Venture Acquisition Corp – REE Automotive Ltd. (announced)



SPAC Offering Detail

- \$201.2mm IPO Proceeds in November 2020 ¹
- \$10.00 per Unit consisting of one common share and one-half of one warrant
- Focus: High growth technology and tech-enabled businesses

Target Overview / Implied Valuation

- REE manufactures electric vehicle platforms for electric car manufacturing
- PF TEV: ~\$3.1 billion
- 0.6x 2025E Revenue
- 3.5x 2025E Adj. EBITDA

Note: Pro Forma Total Enterprise Value assumes an illustrative price per share of \$10.00.

1. IPO proceeds include exercise of over-allotment, as applicable.

Source: Capital IQ, Investor presentations, Public filings, SPAC Analytics.

Haymaker Acquisition Corp. II – Arko (closed)



Haymaker Acquisition Corp. II



A Family of Community Brands

SPAC Offering Detail

- \$400.0mm IPO Proceeds in June 2019 ¹
- \$10.00 per Unit consisting of one common share and one-third of one warrant
- Focus: Consumer and consumer-related products and services

Target Overview / Implied Valuation

- Arko is a large U.S. convenience store operator with 2,934 total sites across 33 states
- PF TEV: ~\$2.0 billion
- ~9x 2021E PF Adj. EBITDA

Software Acquisition Group Inc. II – Otonomo Technologies (announced)



SPAC Offering Detail

- \$172.5mm IPO Proceeds in September 2020 ¹
- \$10.00 per Unit consisting of one common share and one-half of one warrant
- Focus: Software



Target Overview / Implied Valuation

- Otonomo is an automotive data services platform and offers cloud-based software as a solution for the connected car ecosystem
- PF TEV: ~\$1.1 billion
- 1.9x 2025E PF Revenue

Collective Growth Corporation – Innoviz Technologies Ltd. (announced)



SPAC Offering Detail

- \$150.0mm IPO Proceeds in May 2020 ¹
- \$10.00 per Unit consisting of one common share and one-half of one warrant
- Focus: Federally permissible cannabinoid industry



Target Overview / Implied Valuation

- Innoviz is a global developer of high-performance, solid-state LiDAR sensors and perception software for autonomous vehicles
- PF TEV: ~\$1.0 billion
- 1.8x 2025E Revenue

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What is a SPAC?

- Special Purpose Acquisition Companies ("SPACs") are "blank check" companies formed by prominent and experienced sponsor/management teams for the purpose of raising capital in an IPO in anticipation of identifying and consummating an M&A transaction ("business combination")
- A SPAC seeks to leverage the strength and recognition of the sponsor/management team within an industry or geographic focus to secure proprietary deal flow and identify attractive acquisition candidates
- Provides public company transparency to investors with full disclosure and voting rights with respect to approving the proposed business combination
- Provides public investors with a means of investing in acquisition transactions typically restricted to private equity funds
- Over the past several years, SPACs have become a more institutionalized product from the perspective of investors and sellers
- A merger with a SPAC can achieve certain objectives vs. a traditional IPO or an M&A transaction
- Subject to less execution/market risk than an IPO
- Opportunity to sell asset at public market multiples
- Seller can retain significant upside
- Can potentially raise significantly more capital

Features of a SPAC

Feature	Significance
IPO/Trust Account	<ul style="list-style-type: none"> ■ IPO for units consisting of one common share and a whole or fractional warrant ■ IPO proceeds held in trust and only released in connection with a business combination or liquidation if the SPAC fails to complete a business combination
Founder Promote	<ul style="list-style-type: none"> ■ Founder shares and warrants often constitute 20% of the outstanding equity after IPO and is “at risk capital” ■ Dilutive effect on post-merger company ■ Proceeds used to pay SPAC expenses
Shareholder Approval and Redemption Rights	<ul style="list-style-type: none"> ■ SPAC seeks shareholder approval of business combination ■ Shareholders have redemption rights for pro rata portion of trust account regardless of whether they vote in favor of the transaction
Liquidation Requirement	<ul style="list-style-type: none"> ■ Specified timeframe to complete a business combination, typically 18-24 months after IPO ■ If business combination is not completed in timeframe, proceeds held in trust returned to public shareholders
PIPE Financing	<ul style="list-style-type: none"> ■ Additional equity financing to meet minimum cash conditions and offset redemptions and expenses

Why SPACs?

Investor Benefits:

SPAC investors co-invest 'publicly' side-by-side with a best-in-class sponsor

Warrants may provide significant future upside

Redemption rights minimize downside risk

Sponsor Benefits:

Founder shares and warrants provide significant future upside

Target Benefits:

Acquisition by a SPAC presents a less expensive and quicker way to become a public company than a traditional IPO

Pre-negotiated price results in less market uncertainty

Access to public capital and experienced sponsor expertise and industry experience

- A SPAC provides benefits over a traditional IPO for investors, sponsors and targets
- Certain sponsors and targets are better suited for SPAC transactions



Ideal Sponsor

- Successful team of 'deal makers' and/or 'operators'
- Long track record of value creation
- Proprietary deal sourcing network and differentiated and unique access to deep target set
- Ability to bring management expertise post acquisition
- Infrastructure to evaluate, underwrite and structure acquisition

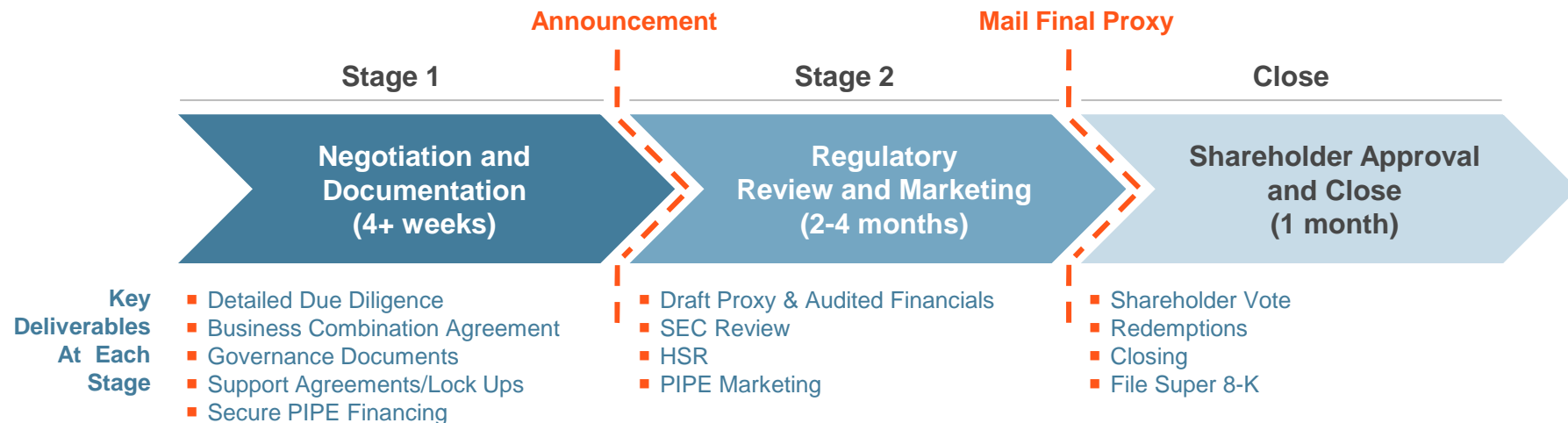
Ideal Targets

- Operate in an industry in which the SPAC management team has experience
- Viable IPO candidates 'in their own right'
- Auditable financial statements
- Seeking an exit route and access to capital
- Under stock exchange rules, target must be valued at not less than 80% of the value of the trust account
- Targets are typically 3-5x the size of the SPAC to offset dilution from the sponsor promote and expenses

M&A Process

SPAC Business Combination (“De-SPAC Transaction”)

Illustrative M&A Process Timeline



Shareholder Vote and Redemption Rights

- **Shareholder Vote:** SPAC shareholders have the ability to vote for or against the business combination. Significant structural support and marketing efforts tend to result in shareholder approval
- **Shareholder Redemption:** SPAC shareholders are both allowed to vote in favor of a deal and still redeem shares. Shareholders can redeem their shares for pro rata portion of trust account (typically \$10 plus interest earned on trust proceeds) and will do so if trading value is around or below redemption value
- **Shareholder Churn:** SPAC shareholders almost universally rotate out of the company within 3 months of transaction close, resulting in excess supply from the churn. As selling pressure eases, stock begins to trade on its own merits

Key Issues to Negotiate

- **Valuation/consideration:** Tension between maximizing value for sellers and de-risking SPAC shareholder redemptions. Negotiate amount of cash taken off the table by target shareholders
- **Cost of capital:** Increased pressure on sponsors to forfeit a portion of founder promote to decrease impact on dilution
- **Minimum cash condition:** Ensure minimum amount of cash in the business post merger through a minimum cash condition after redemptions and/or PIPE/equity backstop at time of transaction
- **Governance:** Board composition, key management positions, shareholder lock-ups, organizational documents
- **PIPE financing:** Terms of PIPE investment in stock and/or warrants

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Record SPAC IPO Activity in 2020 Continues into 2021

SPAC Market Highlights

- Building off a record 2019, the SPAC market remained white-hot in 2020 and set several new records:
 - Record SPAC Gross Proceeds:** In 2020, 248 SPACs raised ~\$83.2 billion in proceeds, dwarfing the ~\$13.6 billion in proceeds raised by 59 SPACs in all of 2019 – 99 ⁽¹⁾ currently pending registration (\$24.8 billion)
 - Largest Ever SPAC Merger:** In July 2020, Gores Holdings IV announced a ~\$16.1 billion merger with wholesale mortgage lender United Wholesale Mortgage
 - Largest Ever SPAC IPO:** Pershing Square Tontine Holdings, led by Pershing Square Capital Management, raised \$4.0 billion in June 2020
- Average SPAC IPO size has increased over the past five years, from \$195.1 million in 2015 to \$335.3 million in 2020
- There are currently ~297⁽¹⁾ SPACs searching for a target
 - 73⁽¹⁾ announced (but not closed) de-SPAC transactions
- The number of SPAC IPOs accelerated in Q4 2020 with 136 SPAC IPOs, an increase of 77% compared to the 77 SPAC IPOs in Q3 2020
- SPAC IPOs represented approximately half of the total United States IPO market in 2020 and out-raised all previous years of SPACs combined
- Trends observed in the SPAC IPO market through 2020 have continued into 2021

Selected Recent U.S. SPAC Acquisitions

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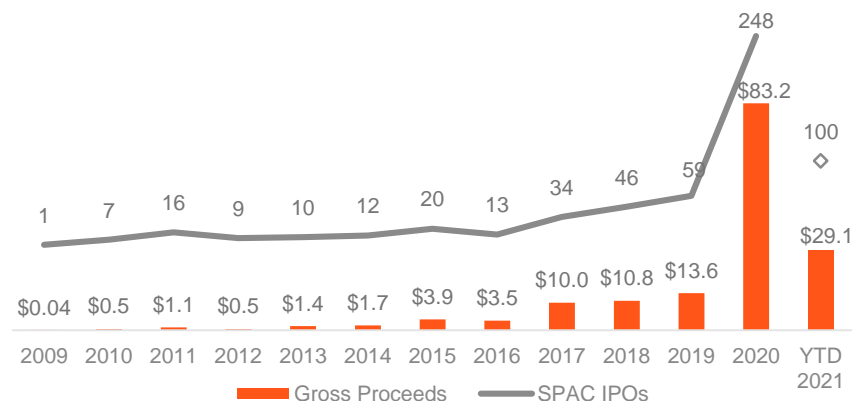
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U.S. SPAC IPO Count and Amount Raised by Year⁽¹⁾

(2009-YTD 2021; \$ in billions)



2020 SPAC Milestones

\$83.2B

Gross proceeds

\$335.3M

Average IPO size

248

SPAC IPOs

\$4.0B

Record proceeds raised by SPAC
(Pershing Square Tontine)

\$16.1B

Largest SPAC merger announced
(Gores Holding IV / United Wholesale Mortgage)

⁽¹⁾ Data as of February 2, 2021.

Source: Renaissance Capital, SPACInsider, SPAC Research, Factset.

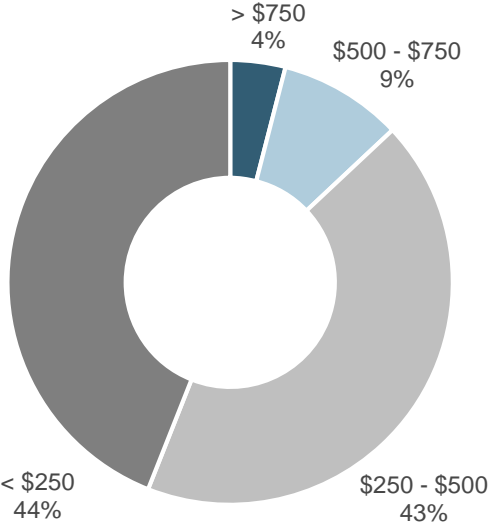
SPACs Looking for Targets

There are currently 297 SPACs currently seeking targets with a wide range of size and focus, though recent movement to specific, niche sectors (Energy, Healthcare, and recently, the Tech industry) has been observed

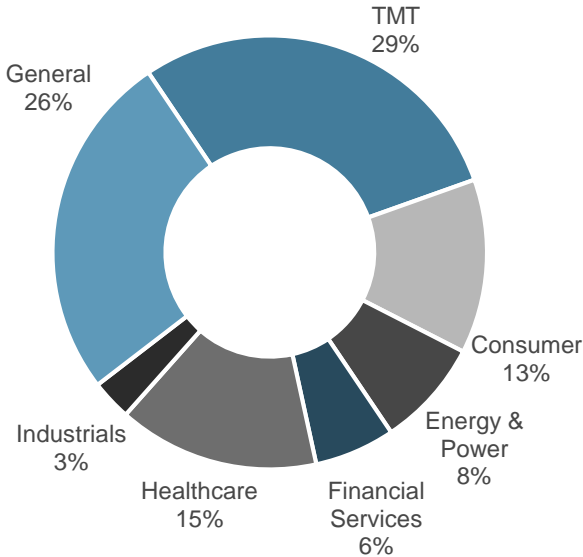
- SPAC sponsor teams include repeat serial issuers (Capitol, Terrapin, TPG, Hydra, Hennessey, Silver Run, Double Eagle & KBL) and high quality first time issuers (Centerview, Draper, Matlin Patterson, Kayne Anderson and True Wind)
- SPAC sponsor teams also include several large Private Equity Sponsors and high profile teams (Centerview, Riverstone, TPG, Avenue Capital, WL Ross, Gores, Chinh Chu)

IPO Proceeds

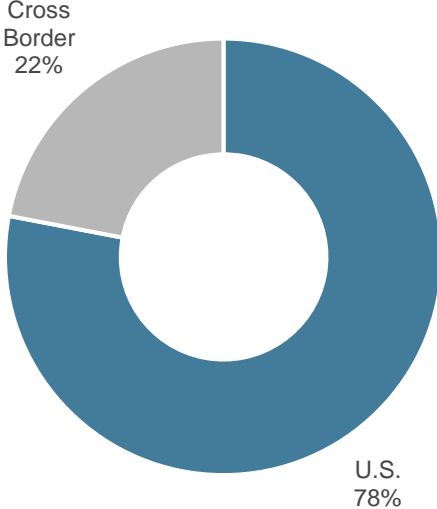
(\$ in millions)



IPO Industry Mix








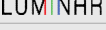




Completed Transactions - U.S. Targets vs. Cross Border Targets ¹



Note: As of February 2, 2021.
 1. Based on completed deSPAC transactions from 2019 to current.
 Source: Company Filings, PrivateRaise.

Selected Serial SPAC Sponsors

Financial sponsors are successfully leading successive SPACs, typically with a similar sector focus

(dollars in millions) Sponsor	Name	Status	Gross Proceeds ⁽¹⁾	Sector	Target	Announced Date	Total Stock Price Performance	Market Capitalization
 PERCEPTIVE ADVISORS	ARYA Sciences Acq.	Deal Closed	\$125	Healthcare		3/17/2020	10%	\$683
	ARYA Sciences Acq. II	Deal Closed	\$130	Healthcare		7/30/2020	37%	\$1,623
	ARYA Sciences Acq. III	Pre-Deal	\$130	Healthcare				
 B RILEY Financial	B. Riley Principal Merger	Deal Closed	\$125	EV: \$300M-\$1B		12/12/2019	3%	\$299
	B. Riley Principal Merger II	Deal Closed	\$175	EV: \$400M-\$1B		6/24/2020	153%	\$1,272
 NEUBERGER BERMAN	CC Neuberger Principal I	Deal Signed	\$360	General		10/14/2020	6%	
	CC Neuberger Principal II	Pre-Deal	\$720	General				
	CC Neuberger Principal III	Pre-Deal	\$350	General				
M. Klein and Co.	Churchill Capital	Deal Closed	\$600	Software		1/14/2019	197%	\$17,864
	Churchill Capital II	Deal Signed	\$600	General		10/13/2020	3%	
	Churchill Capital III	Deal Closed	\$1,000	General		7/12/2020	(21%)	\$5,293
	Churchill Capital IV	Pre-Deal	\$1,800	General				
	Churchill Capital V	Pre-Deal	\$450	General				
	Churchill Capital VI	IPO Pending	\$400	General				
	Churchill Capital VII	IPO Pending	\$300	General				
THE GORES GROUP	Gores Holdings	Deal Closed	\$350	General		7/5/2016	47%	\$1,909
	Gores Holdings II	Deal Closed	\$375	General		6/21/2018	46%	\$2,355
	Gores Holdings III	Deal Closed	\$375	General		11/1/2019	(7%)	\$873
	Gores Metropoulos	Deal Closed	\$375	Consumer		8/24/2020	234%	\$10,645
	Gores Metropoulos II	Pre-Deal	\$450	Consumer				
	Gores Holdings IV	Deal Closed	\$400	General		9/23/2020	0%	\$16,678
	Gores Holdings V	Pre-Deal	\$475	General				
	Gores Holdings VI	Pre-Deal	\$300	General				
	Gores Holdings VII	IPO Pending	\$400	General				
	Gores Holdings VIII	IPO Pending	\$300	General				
	Gores Technology	IPO Pending	\$240	Technology				
	Gores Technology II	IPO Pending	\$400	Technology				
SOCIALCAPITAL	Social Capital Holdings	Deal Closed	\$600	Technology		7/9/2019	444%	\$12,823
	Social Capital Holdings II	Deal Closed	\$360	Technology		9/15/2020	166%	\$15,505
	Social Capital Holdings III	Deal Closed	\$720	Technology		10/6/2020	27%	\$4,946
	Social Capital Holdings IV	Pre-Deal	\$400	Technology				
	Social Capital Holdings V	Deal Signed	\$700	Technology		1/7/2021	131%	
	Social Capital Holdings VI	Pre-Deal	\$1,000	Technology				

Note: Market data as of February 5, 2021.

Source: SPACInsider; Kirkland & Ellis. (1) Excludes over-allotment exercise.

Developing SPAC Trends: SPAC Structures Continue to Evolve

- **Size:**
 - Pershing Square Tontine Holdings (“Pershing”) is the largest SPAC to ever be raised at \$4 billion (\$3 billion was initially expected to be raised)
 - It is no longer uncommon for SPACs to have IPO values larger than \$500 million, but recent trend is smaller (average IPO size of ~\$335 million in 2020)
- **Warrants:**
 - While the unit structure of SPACs has recently been one share plus 1/2 or 1/3 of a warrant (historically one share one warrant), the structure has since evolved so that some SPACs have unit shares of 1/4 of a warrant (though SPACs with 1/2 or 1/3 of a warrant are still prominent)
 - Pershing units contain one share plus 1/9 of a warrant, and 2/9 of a warrant will be issued pro rata to all nonredeeming common shareholders upon transaction completion. Warrants can also be exercised up to 10 years following the completion of a business combination
 - SPACs such as FS Development, ARYA Sciences Acquisition Corp III and Health Sciences Acquisitions Corporation 2 (all of which priced in August) are common share-only structures that do not include warrants – avoids impact of future warrants dilution
- **Redemption price:**
 - In the Churchill Capital Corp. V offering, the redemption right was limited to 90% and remaining amount can be used to pay expenses, but market reaction required that term to go back to 100%
- **Sponsor promotes:**
 - As a way to further incentivize investors and acquirees, some SPAC sponsors have deviated from the customary 20% promote in which they receive 20% of SPAC shares at a discount
 - Pershing does not have a typical promote and will receive sponsor warrants rather than sponsor promote shares
 - Ajax I, which went public in late October, includes only a 10% promote
 - Morgan Stanley (SAIL) and Evercore (CAPS) have created “proprietary” SPAC promote structures that are designed to create better alignment between the sponsor and public market investors
- **Financing:**
 - **Sponsor / Underwriter Track Record:** Can the sponsor / underwriter raise the necessary capital to finance the transaction and fund any redemptions
 - **Forward Purchase Agreement:** Typically, a sponsor would agree to purchase a limited number of additional units
 - In the recent Pershing SPAC, the largest SPAC IPO on record, the sponsor committed to acquire an additional \$1 – \$3 billion of units to bridge any financing need
 - **Backstop:** The CC Neuberger Principal Holdings I (“NBOKS”) SPAC includes a backstop to provide capital certainty
 - NBOKS, with Koch Industries as an anchor investor, will provide \$300 million of cumulative backstop capital for the first three SPACs and \$100 million for each additional SPAC (up to six total)
 - **PIPE:** Utilizes third-party investors to fund a portion of a transaction, thereby providing less certainty than a Forward Purchase Agreement or Backstop, but sponsor affiliates and target shareholders investing in a PIPE will help secure other PIPE commitments

Long-Term SPAC Performance: The Jury is Still Out

SPAC Relative Performance vs. Traditional IPOs

- Of 313 SPAC IPOs conducted from the start of 2015 through September 2020, 93 have completed mergers and taken a company public
- According to research from Renaissance Capital, of those 93, the common shares have delivered an average loss of 9.6% and a median return of -29.1%, compared to the average after-market return from traditional IPOs of 47.1%
 - Only 31.1% of the SPACs had positive returns through September 2020
- 2020 has featured some notable instances of de-SPACing success and these deals' returns will continue to encourage activity within the sector which has already set record levels YTD
 - Of business combinations that closed in 2020, notable positive returns (vs. \$10.00 / share IPO price) include: Draft Kings (~420%), Hyllion (~100%), Open Lending (~180%), Nikola (~100%), Vertiv (~90%), Velodyne Lidar (~60%)



Source: Renaissance Capital; S&P Capital IQ; McKinsey analysis.

(1) Data covers 36 SPACs of \$200+ million that successfully merged during 2015-2019 and have 12 months of trading history.

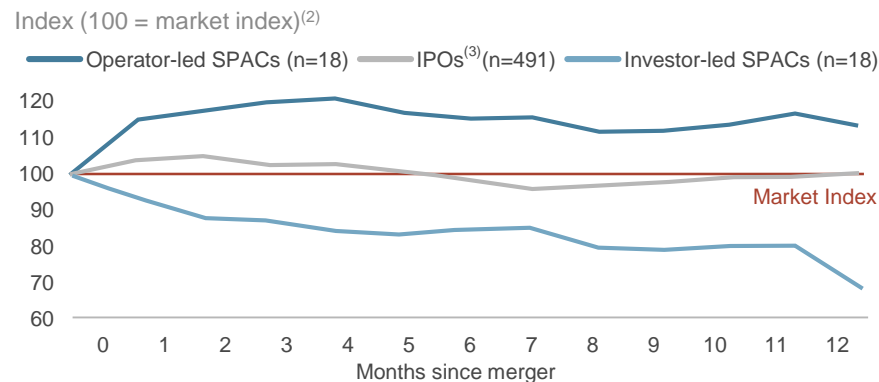
(2) Refers to S&P 500 sector indexes (e.g. healthcare, consumer discretionary) matched to IPO's sector. SPACs were compared with S&P 600 mid-cap sector indexes to reflect smaller company size.

(3) IPOs were compared with S&P 600 sector indexes and do not include investment funds (e.g. SPACs, exchange-traded funds, real estate investment trusts).

Operator-Led SPACs Have Outperformed Others

- According to a Goldman Sachs analysis, SPACs since 2015 have on average substantially lagged behind their market indexes one year after the combination
- However, some SPACs have seen outperformance, and a McKinsey analysis from September 2020 suggests this could be due to the "operating edge"
 - Operator-led SPACs behave differently from other SPACs in two ways: they specialize more effectively, and they take greater responsibility for the combination's success
- McKinsey analyzed the 36 SPACs from 2015 to 2019 of at least \$200 million with at least 12 months of publicly available trading data
 - As illustrated in the chart below, one year after merging, operator-led SPACs outperformed both other SPACs (by ~40%) and their sector indexes (by ~10%)

SPAC Share Price Performance⁽¹⁾



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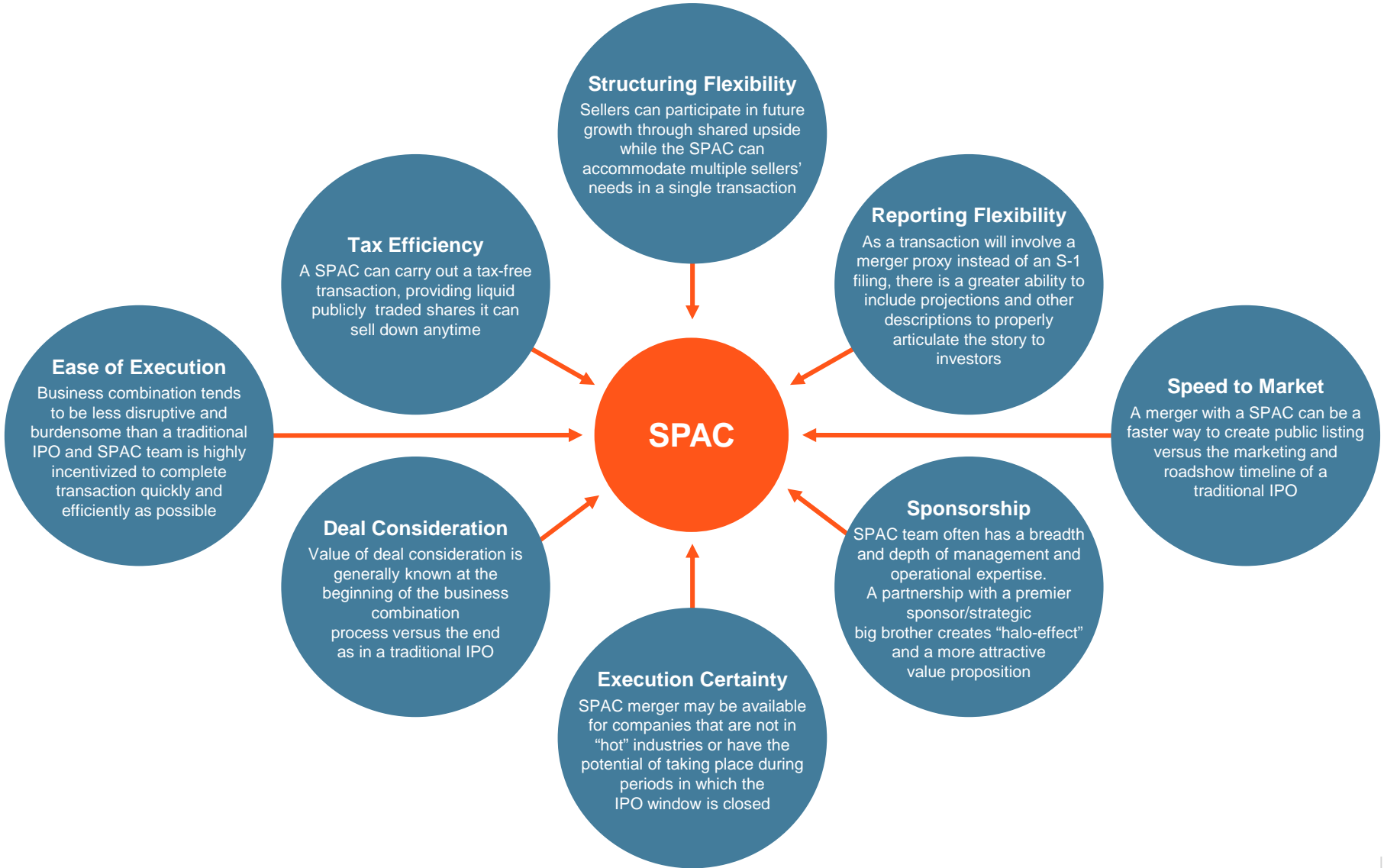
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Observed Characteristics of SPAC Targets in 2020

- Sufficient equity size to be “relevant” in the public market
 - The average enterprise value at announcement of all 64 SPAC business combinations that closed in 2020 is \$1.4 billion
- Attractive business characteristics, which could be one or more of the following: attractive sector (i.e., greentech, energytech, fintech, autotech, gamingtech, etc.), well-known name, attractive growth, large total addressable market, stable/value-oriented
- Management team (augmented by the SPAC team) able to sell the story and give confidence it can deliver future performance consistent with the investment thesis
- Ability to meet the accounting and internal control requirements of being a public company in a timely manner
- Sufficient equity value relative to size of SPAC to offset dilution from sponsor promote and expenses—rule of thumb is post deal equity value of 4x–5x SPAC size
- Target owners tend to be flexible in terms of consideration received in the transaction, which often results in a large equity stake in the deSPAC company post-transaction

SPACs as an Acquisition Solution for Sellers

Transactions can be tailored to ensure sellers meaningful retained upside



Flexibility of SPAC M&A Structures

SPACs afford sponsors the ability to fit transactions to their needs

SPACs are potentially more attractive than traditional IPOs based on their ability to pre-sound the offering and market the story over 3-4 months and can offer a firm underwriting, which significantly enhances transaction certainty and cements a target's viability in the public markets

IPO substitute

- Company seeking an IPO but story has not been appreciated by typical IPO investors
- Short-term dislocation of sales and/or profits
- Story lacking clear growth that can be critical in typical IPO
- Sub-scale for typical IPO
- Management team not Wall Street ready
- Good company with a bad balance sheet

Hybrid Cash/Stock Deal

- Private equity sponsor or strategic seeking partial liquidity but still wants to participate in upside
- Company looking to sell greater stake than what would be possible in typical IPO

Cash Buyouts

- Private equity sponsor seeking liquidity and public valuation for a long-held asset
- Strategic looking to spin-off or carve-out any non-core assets
- Ability to deliver seller certainty on price

Navigating a Company's Combination With a SPAC

Highlighted below are a few of the considerations at play in understanding a combination with a SPAC vs. a regular-way M&A transaction

Public Company Viability

- Unlikely the stakeholders will be able to monetize a significant percentage of their equity stake (but can liquidate a meaningful dollar amount)—SPAC is more akin to a minority equity investment (not a sale) and is an alternative to an IPO
- Stakeholders should assess whether the Company will have enough investor support in the public trading markets
- Company must satisfy certain public disclosure requirements as part of the approval process for the transaction
 - Includes preparing financial statements that meet SEC requirements
- Certain proposed de-SPAC transactions currently being marketed based on valuations as far out as 2027—market reaction swift for failed performance post-close but cash already received

Execution Risk

- SPAC shareholders will typically need to vote to approve the transaction—financing certainty, not the vote, is the primary risk
- SPAC typically must have a minimum cash balance available to complete the transaction, which needs to take into account potential redemptions
- Potential for significant SPAC redemptions (i.e., need for PIPE transaction to provide additional capital) but is becoming binary depending on market reception to the proposed de-SPAC transaction

Limited Recourse Against the SPAC

- In the event the transaction fails to close for any reason, the target's recourse against the SPAC is virtually nonexistent
- Termination fees payable to the target are typically not provided for in the definitive agreement

Negotiating Considerations

- SPACs desire exclusivity early in the diligence process with LOI but may not agree to make exclusivity mutual
- Ability for the target to negotiate economics so as to receive a portion of the founder shares and warrants from the SPAC sponsor, if appropriate, but sponsors look for opportunities where this is unlikely to happen
- De-SPAC company should pick up all expenses, but some sponsors initially push back on this
- The target may have more leverage the closer to the end of the SPAC's lifecycle, but that period can be extended

Q&A



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