



VELO ^{3D}

Third Quarter 2021 Supplementary Slides

Without Compromise

NOVEMBER 9, 2021

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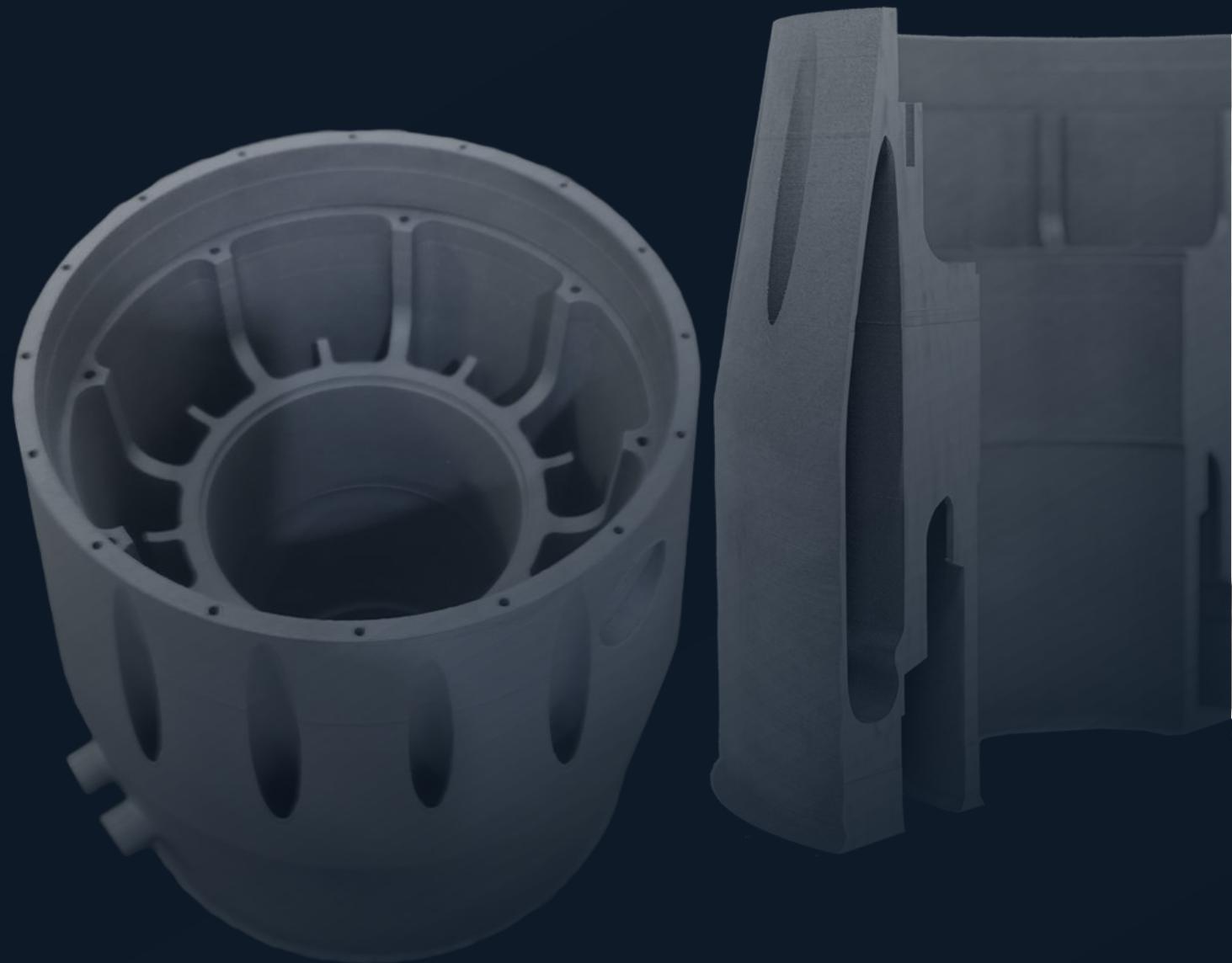
Forward Looking Statements

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 2021 (including the Company’s estimates for revenue, total Sapphire shipments, total Sapphire bookings, total Sapphire XC backlog and new customer additions), the Company’s revenue forecast for 2022 and its ability to achieve such forecast, the timing of the Company’s first Sapphire XC shipment, the timing of the Company’s manufacturing facility expansion, the Company’s ability to meet demand forecasts through 2024, the anticipated financial impacts of the merger transaction with JAWS Spitfire, the expected benefits of the Company’s investments, the Company’s expectations regarding its 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 definitive proxy statement/prospectus relating to the business combination (the “Proxy Statement/Prospectus”), which was filed by JAWS Spitfire with the SEC on September 8, 2021 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 Proxy Statement/Prospectus, 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^{3D}

Benny Buller
CEO



NOVEMBER 9, 2021

VELO3D at a Glance

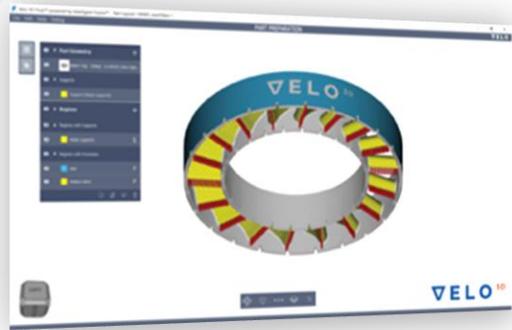
COMPANY OVERVIEW

- Founded in 2014 - differentiated additive manufacturing (AM) technology
- Scalable solutions that deliver complex, high-value, mission critical metal parts
- Significant market opportunity - not accessible by commodity AM competition
- Technology offers wide breadth of design capabilities for multiple industries
- Complete end to end AM solution
- Strong partnerships with SpaceX, Honeywell, Lam Research

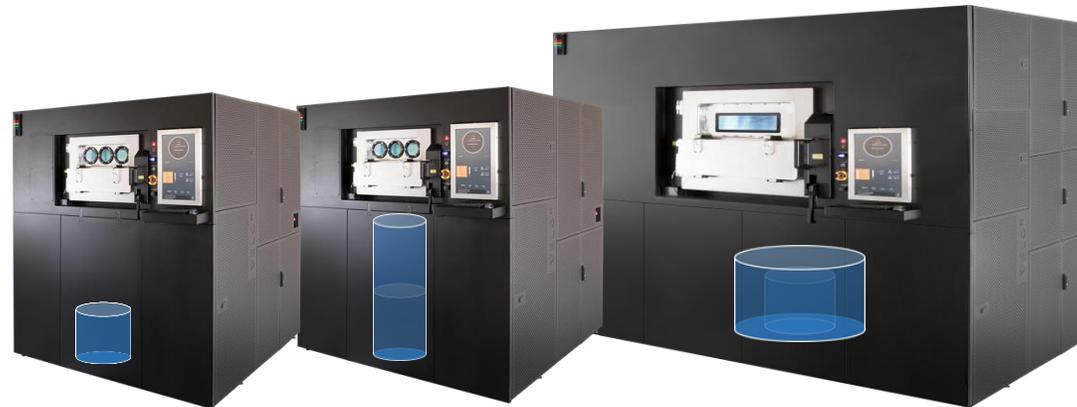


VELO3D Product Family

ONE SOFTWARE / PROCESS PLATFORM
DRIVING ALL PRINTERS...



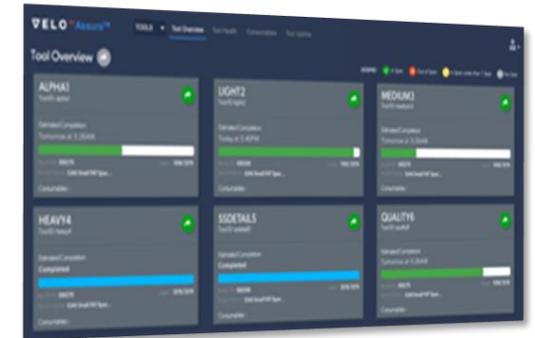
Flow™: Print Preparation SW



Sapphire®
Shipping Now
Base Printer

Sapphire® 1MZ
For Tall Parts up to 1M

Sapphire® XC
Ships Q4'21
Production and Parts
Volume Scale
3x lower parts cost
5x larger parts volume



Assure™: Quality Validation Software

Diverse Customer Base: Space, Aviation, Energy

SPACE



AVIATION / DEFENSE



LEADING JET ENGINE
MANUFACTURER

ENERGY



OTHER



Long Term Growth Drivers

- 1 | “Blue ocean” market - \$20B+ high value metal part opportunity*
- 2 | Land and expand strategy – production applications drive repeat buys
- 3 | New product expansion – full stack solutions for OEM / CM
- 4 | Maintain fast growth of customer base – replicate US success globally

* Company estimate of size of its AM solutions market as of 2030

A woman in a blue sweater is shown in profile, holding a 3D printed part with a grid-like texture. She is looking intently at the object. In the background, another woman is visible, slightly out of focus. The scene is set in a dimly lit room, possibly a workshop or office.

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Q3 2021

Q3 and YTD¹ 2021 Highlights

- Successfully completed merger with JAWS Spitfire
- Strong revenue growth – 22% sequential increase
- Shipments up 50% YTD – 15 in 2021 vs 10 in 2020
- Record Q3 bookings - 10 systems in Q3 vs 6 in Q2
- 24 bookings YTD¹ through October – achieved full year 2021 plan
- Market expansion into Europe – first system shipped to EU customer
- Sapphire XC development on track – first customer parts printed in Q3
- Large 2022 backlog – 17 XC firm orders, \$85M total orders/pre-orders²

1. Year to Date (YTD) data reflects the first 9 months of the respective fiscal year unless otherwise noted

2. \$2M to be delivered in 2021



Key Revenue Drivers - Q3 / 2021

Rapid adoption of Velo3D technology by expanding customer base

- Significant increase in end use parts customers – doubled to >100 customers YTD
- Reflects broadening market recognition of Velo3D technology's unique value

Increasing parts demand from space, aerospace and energy industries

- Significant parts demand growth in Q3
- Velo3D technology critical to several active rocket engine/space programs
- Expanding presence in jet engine / aerospace programs – interest by major aerospace OEM's in qualifying Velo3D technology
- Expanding customer base and applications in energy sector – parts currently in use with major energy companies.

Contract manufacturers ramping investment in Velo3D systems – 4 shipments in Q3

- Driven by attractive economics and confidence in market for Velo3D technology

Expanding New Customer Adoption in 2021

- 12 new system customers in 2021 YTD - 9 shipped and 3 booked
- Leading companies in key verticals
 - Space – Aerojet, Relativity Space, Launcher
 - Aerospace – Chromalloy, Innoveering, Primus, Major Defense Prime
 - Contract manufacturers / Other – ADDMAN, Vertex, Wagner, 3D PC
 - Energy – Schoeller Bleckmann Oilfield Technology
- Significant growth in new parts customers
- Demonstrates rapid adoption of Velo3D technology - broad range of sectors

Relativity



LAUNCHER

CHROMALLOY



Revenue Drivers: Customers

	2020A	1H21	Q321	2021YTD	2021 Plan
New Customers ¹	5	8	1	9	15
Total Customers ¹	8	16	17	17	23
Shipments to Existing Customers	4	2	2	4	7
Shipments to New Customers	9	8	3	11	17
Total Shipments	13	10	5	15	24
Ave. Existing Customers' Purchases ²	1.3	0.3	0.3	0.5	0.9

1. Based on shipments

2. Average number of units purchased by each existing customer at end of last year (by shipments)

Revenue Drivers: Shipments

	2020A	1H21	Q321	2021YTD	2021 Plan
New Customers ¹	5	8	1	9	15
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1. Based on shipments

2. Average number of units purchased by each existing customer at end of last year (by shipments)

Revenue Build Up

	2020A	1H21	Q321	2021YTD	2021 Plan
Revenue at year of sale ¹	\$17	\$6	\$7	\$14	\$23
Recurring Revenue ²	\$2	\$2	\$1	\$3	\$3
Total Revenue	\$19	\$8	\$9	\$17	\$26
Total Units Shipments	13	10	5	15	24
Units Operating	23	33	38	38	47
Year of Sale ASP ³	\$1.3	\$0.6	\$1.5	\$0.9	\$1.0
Average ARR ⁴	\$0.17	\$0.09	\$0.06	\$0.15	\$0.15

1. Revenue from all units shipped within calendar year: Revenue from 3D printer sales and year 1 revenue from ARR transactions

2. Revenue from all units shipped in prior years: Revenue from support services and prior year ARR transactions

3. Year of Sale - revenue/total shipments (sales +ARR)

4. Recurring revenue/Operating systems at end of prior year

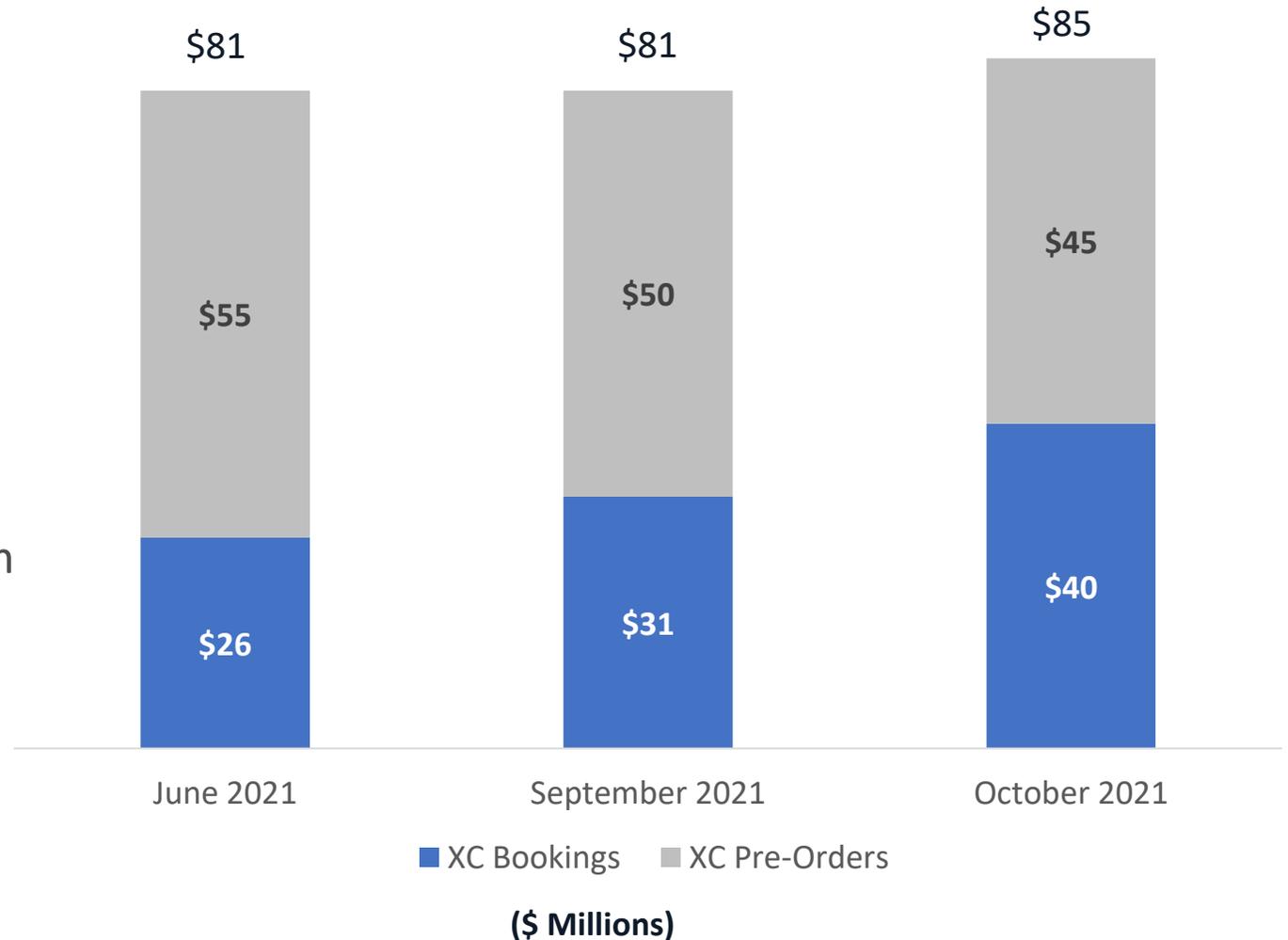
Sapphire XC Update

- Expands part size / capacity by 5x, lowers costs by 65 - 80%
- Scale up of proven Sapphire process – completed process transfer
- Delivered first customer demo part Q321
- On track for first system shipment by YE 2021
- Capacity expansion – new manufacturing facility in CA
 - Annual capacity of >400 XC machines when complete
 - Asset light approach – only final assembly / test at factory



Increasing Sapphire XC Bookings

- 17 Sapphire XC bookings as of Oct. 2021
- Strong XC order pipeline - \$85m
- Continued conversion success
- XC bookings up 55% since June 2021 to \$40m
- Provides significant 2022 visibility





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Bill McCombe
CFO

NOVEMBER 9, 2021

Merger Transaction - Sources and Uses

Sources		Uses	
Cash In Trust	\$345	Net Proceeds	\$274
Redemptions	(182)	Expenses	<u>44</u>
PIPE Financing	<u>155</u>		
Total	\$318	Total	\$318

- Completion of merger provides capital for future growth
- \$274m in net proceeds after transaction costs
- 183m shares outstanding post transaction

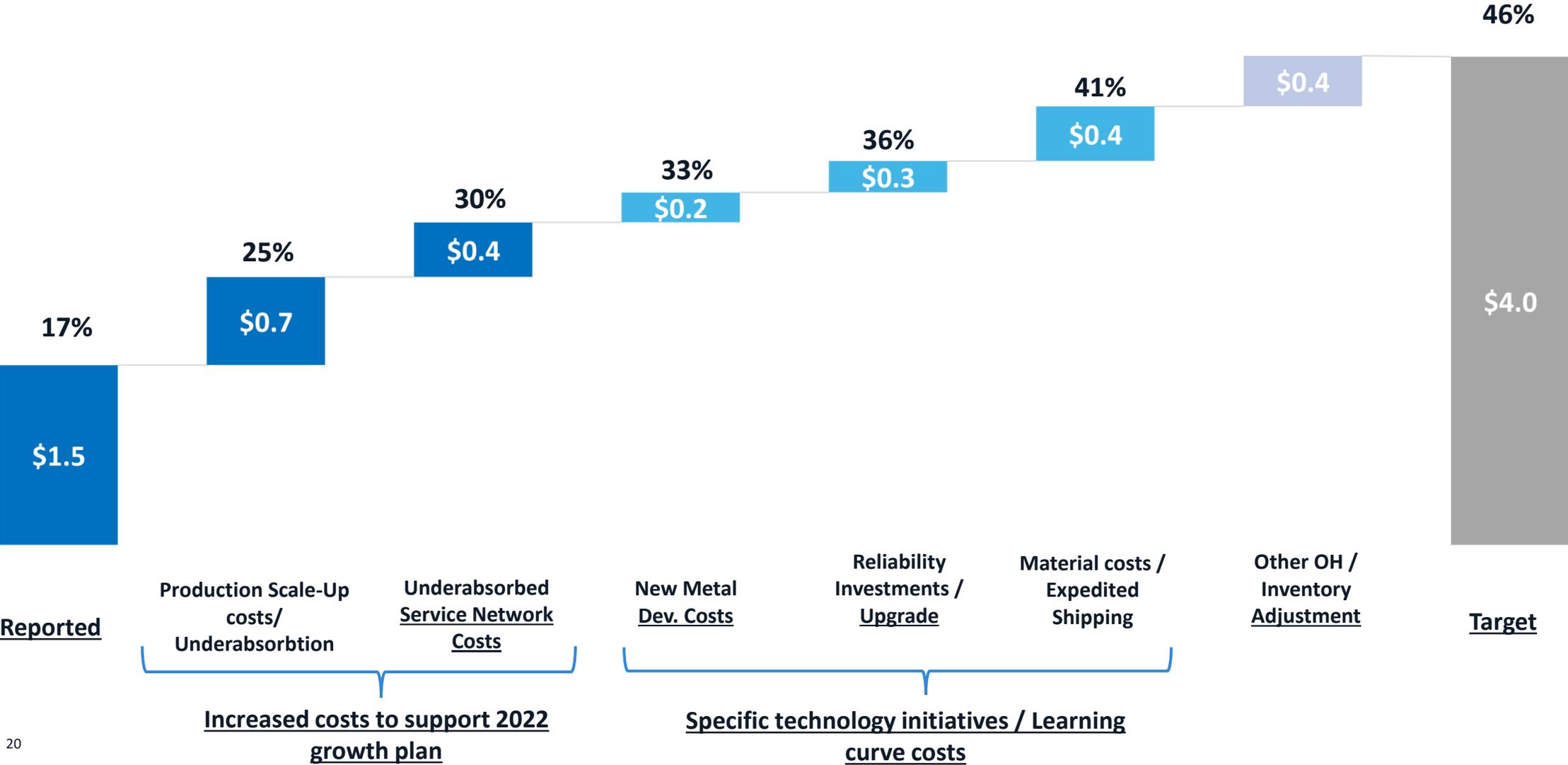
Financial Summary

	<u>Q3 20</u>	<u>Q2 21</u>	<u>Q3 21</u>	<u>YTD¹</u> <u>2020</u>	<u>YTD¹</u> <u>2021</u>
Total Revenue	\$2.3	\$7.2	\$8.7	\$12.2	\$17.0
Year of Sale	1.8	6.1	7.3	11.0	13.6
Annual Recurring	0.5	1.1	1.4	1.2	3.4
Cost of Goods sold	\$1.8	\$5.0	\$7.2	\$8.2	\$13.8
Gross Profit	\$0.5	\$2.2	\$1.5	\$4.0	\$3.3
% Gross Margin	22%	31%	17%	33%	19%
Total Operating Expenses	7.5	14.0	16.5	21.4	41.9
Adjusted Operating Expenses ²	7.0	11.6	15.0	20.1	35.8
Adjusted EBITDA ²	(6.3)	(9.2)	(13.0)	(15.3)	(31.5)
Net Income (Loss)	(7.1)	(12.5)	(66.6)	(17.6)	(92.7)

1. Year to Date data reflects the first 9 months of the respective fiscal year

2. 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 and merger expenses. Adjusted EBITDA excludes interest expense, tax expense, depreciation and amortization, stock-based compensation and fair value liabilities.

Q3 21 Gross Margin Actual Versus Plan



Balance Sheet

Balance Sheet – Sept 30, 2021	
Cash	\$297*
Other Current Assets	32
Long Term Assets	<u>19</u>
Total Assets	\$348
Current Liabilities	\$57
Total Debt	28
Earnout/Warrant Liability	116
Shareholders Equity	<u>146</u>
Total Liabilities and Equity	\$348

Substantial cash balance

- Supports customer confidence in Velo3D
- Enables investment in leading technology
- Provides resources to fund revenue growth

Long term capex - 3% of revenue

Working capital needs to grow with business

* Reflects \$20M transaction costs paid in September; additional \$24M transaction cost paid in October 2021

Reiterating 2021 Full Year Guidance

	Q3 21A	2021YTD	Q4 21E	2021E
Bookings	10	21	3	24
New Customers ¹	1	9	6 ⁴	15 ⁴
Total Shipments	5	15	9 ⁵	24 ⁵
Sapphire XC Backlog	2	14 ²	7 ³	20 ³
Total Revenue	\$9	\$17	\$9	\$26

1 By shipments

2 Backlog Includes 10 Sapphire XC orders from 2020 by SpaceX

3 End of year Backlog reduced by one system - planned to ship in Q421

4. New customer expectations - 3-6 in Q421 / 12-15 FY 2021

5 Shipment expectations - 7-9 for Q421 / 22-24 for FY2021

Strong Confidence in 2022 Revenue Outlook

- Sapphire XC bookings increased to \$40m (10/21)
- Active discussions on further conversions - \$45m in pre-orders
- 2021 base + XC bookings / pre-orders exceeds 2022 target
- Strong confidence in achieving 2022 target revenue



There is no guarantee that any discussions of further conversion opportunities will result in shipped units

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Q&A



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Appendix

info@velo3d.com

Non-GAAP Reconciliation

- Adjusted Operating Expenses (Unaudited)

	Three months ended September 30,				Nine months ended September 30,				Three months ended June 30,			
	2021		2020		2021		2020		2021		2020	
	(In thousands, except for percentages)											
	% of Rev		% of Rev		% of Rev		% of Rev		% of Rev		% of Rev	
Revenue	\$ 8,711	100.0%	\$ 2,273	100.0%	\$ 17,029	100.0%	\$ 12,233	100.0%	\$ 7,146	100.0%	\$ 3,561	100.0%
Cost of revenue	7,237	83.1%	1,785	78.5%	13,761	80.8%	8,240	67.4%	4,962	69.4%	1,972	55.4%
Gross profit	\$ 1,474	16.9%	\$ 488	21.5%	\$ 3,268	19.2%	\$ 3,993	32.6%	\$ 2,184	30.6%	\$ 1,589	44.6%
Operating expenses												
Research and development	7,987	91.7%	4,043	177.9%	19,081	112.1%	10,917	89.2%	6,399	89.5%	3,165	88.9%
Selling and marketing	3,346	38.4%	1,526	67.1%	7,706	45.3%	4,401	36.0%	2,337	32.7%	1,362	38.2%
General and administrative	5,158	59.2%	1,941	85.4%	15,162	89.0%	6,069	49.6%	5,218	73.0%	1,788	50.2%
Total operating expenses	\$ 16,491	189.3%	\$ 7,510	330.4%	\$ 41,949	246.3%	\$ 21,387	174.8%	\$ 13,954	195.3%	\$ 6,315	177.3%
Stock based compensation	676	7.8%	466	20.5%	1,751	10.3%	1,243	10.2%	760	10.6%	389	10.9%
Merger related transactional costs	846	9.7%	-	0.0%	4,360	25.6%	-	0.0%	1,583	22.2%	-	0.0%
Adjusted operating expenses	\$ 14,969	171.8%	\$ 7,044	309.9%	\$ 35,838	210.5%	\$ 20,144	164.7%	\$ 11,611	162.5%	\$ 5,926	166.4%

Non-GAAP Reconciliation

- Adjusted EBITDA (Unaudited)

	Three months ended September 30,				Nine months ended September 30,				Three months ended June 30,			
	2021		2020		2021		2020		2021		2020	
	(In thousands, except for percentages)											
	% of Rev		% of Rev		% of Rev		% of Rev		% of Rev		% of Rev	
Revenues	\$ 8,711	100.0%	\$ 2,273	100.0%	\$ 17,029	100.0%	\$ 12,233	100.0%	\$ 7,146	100.0%	\$ 3,561	100.0%
Net income (loss)	\$ (66,578)	-764.3%	\$ (7,107)	-312.7%	\$ (92,663)	-544.2%	\$ (17,591)	-143.8%	\$ (12,536)	-175.4%	\$ (4,782)	-134.3%
Interest expense	986	11.3%	48	2.1%	1,630	9.6%	200	1.6%	524	7.3%	71	2.0%
Tax expense	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Depreciation and amortization	584	6.7%	322	14.2%	1,276	7.5%	851	7.0%	221	3.1%	273	7.7%
EBITDA	<u>\$ (65,008)</u>	<u>-746.3%</u>	<u>\$ (6,737)</u>	<u>-296.4%</u>	<u>\$ (89,757)</u>	<u>-527.1%</u>	<u>\$ (16,540)</u>	<u>-135.2%</u>	<u>\$ (11,791)</u>	<u>-165.0%</u>	<u>\$ (4,438)</u>	<u>-124.6%</u>
Stock based compensation	676	7.8%	466	20.5%	1,751	10.3%	1,243	10.2%	760	10.6%	389	10.9%
Loss/(gain) on fair value of warrants	1,892	21.7%	2	0.1%	3,633	21.3%	(5)	0.0%	227	3.2%	(3)	-0.1%
Gain on fair value of contingent earnout liabilities	(2,014)	-23.1%	-	0.0%	(2,014)	-11.8%	-	0.0%	-	0.0%	-	0.0%
Adjusted EBITDA	<u>\$ (64,454)</u>	<u>-739.9%</u>	<u>\$ (6,269)</u>	<u>-275.8%</u>	<u>\$ (86,387)</u>	<u>-507.3%</u>	<u>\$ (15,302)</u>	<u>-125.1%</u>	<u>\$ (10,804)</u>	<u>-151.2%</u>	<u>\$ (4,052)</u>	<u>-113.8%</u>
Merger related transactional costs	846	9.7%	-	0.0%	4,360	25.6%	-	0.0%	1,583	22.2%	-	0.0%
Loss on fair value on the convertible note modification	50,577	580.6%	-	0.0%	50,577	297.0%	-	0.0%	-	0.0%	-	0.0%
Adjusted EBITDA excluding merger related transactional costs and loss on fair value of convertible note modification	<u>\$ (13,031)</u>	<u>-149.6%</u>	<u>\$ (6,269)</u>	<u>-275.8%</u>	<u>\$ (31,450)</u>	<u>-184.7%</u>	<u>\$ (15,302)</u>	<u>-125.1%</u>	<u>\$ (9,221)</u>	<u>-129.0%</u>	<u>\$ (4,052)</u>	<u>-113.8%</u>

Non-GAAP Reconciliation

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

	Three months ended September 30,				Nine months ended September 30,				Three months ended June 30,			
	2021		2020		2021		2020		2021		2020	
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Revenues	\$ 8,711	100.0%	\$ 2,273	100.0%	\$ 17,029	100.0%	\$ 12,233	100.0%	\$ 7,146	100.0%	\$ 3,561	100.0%
Gross profit	\$ 1,474	16.9%	\$ 488	21.5%	\$ 3,268	19.2%	\$ 3,993	32.6%	\$ 2,184	30.6%	\$ 1,589	44.6%
Net income (loss)	\$ (66,578)	-764.3%	\$ (7,107)	-312.7%	\$ (92,663)	-544.1%	\$ (17,591)	-143.8%	\$ (12,536)	-175.4%	\$ (4,782)	-134.3%
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Loss/(gain) on fair value of warrants	1,892	21.7%	2	0.1%	3,633	21.3%	(5)	0.0%	227	3.2%	(3)	-0.1%
Gain on fair value of contingent earnout liabilities	(2,014)	-23.1%	-	0.0%	(2,014)	-11.8%	-	0.0%	-	0.0%	-	0.0%
Merger related transactional costs	846	9.7%	-	0.0%	4,360	25.6%	-	0.0%	1,583	22.2%	-	0.0%
Non-GAAP Net income (loss)	\$ (14,601)	-167.6%	\$ (6,639)	-292.1%	\$ (34,356)	-201.7%	\$ (16,353)	-133.7%	\$ (9,966)	-139.5%	\$ (4,396)	-123.4%
Non-GAAP Net loss per share attributable to common stockholders, basic and diluted	\$ (0.74)		\$ (0.42)		\$ (1.98)		\$ (1.05)		\$ (0.62)		\$ (0.28)	
Weighted-average shares used in computing Non-GAAP net loss per share attributable to common stockholders, basic and diluted	19,793,863		15,994,154		17,348,557		15,503,475		16,150,202		15,774,755	

Disclaimer

Industry and Market Data

In this presentation, the Company relies on and refers to publicly available information and statistics regarding the market in which the Company competes and other industry data. The Company obtained this information and statistics from third-party sources, including reports by market research firms and company filings. While the Company believes such third-party information is reliable, there can be no assurance as to the accuracy or completeness of the indicated information. The Company has not independently verified the information provided by third-party sources.

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Non-GAAP Financial Information

The Company uses non-GAAP financial measures, such as Adjusted operating expenses, EBITDA, Adjusted EBITDA, Adjusted EBITDA excluding merger costs and loss on convertible note extinguishment, and Non-GAAP net income (loss), 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 presentation 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 presentation 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 presentation 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"). For reconciliations of these non-GAAP financial measures to the Company's GAAP financial measures, see Appendix A to this presentation. You should review these reconciliations and not rely on any single financial measure to evaluate the Company business.



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