

aiware : The Leading Enterprise AI Platform

ROTH 34th Annual Conference--March 2022

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Forward Looking Statements & Disclaimers

This presentation of Veritone, Inc. (the "Company") contains forward-looking statements that involve substantial risks and uncertainties. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "would," "could," "should," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. The forward-looking statements contained in this presentation reflect our current views with respect to future events.

Forward-looking statements represent our management's beliefs and assumptions only as of the date of this presentation. We have included important factors in the cautionary statements included in the Annual Report on Form 10-K and other periodic reports that we have filed with the Securities and Exchange Commission (the "SEC"), particularly in the Risk Factors sections, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons why actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

Before you invest, you should read the Company's Annual Report on Form 10-K and the other documents the Company has filed with the SEC for more complete information about the Company. You may obtain these documents for free on the Company's website or by visiting EDGAR on the SEC website at www.sec.gov.

In addition to the Company's GAAP financial results, this presentation also includes certain non-GAAP financial measures. Tables detailing the items excluded from these non-GAAP financial measures and reconciling such non-GAAP financial measures with the most directly comparable GAAP financial measures are included in the Appendix.

The Company has provided these non-GAAP financial measures because management believes such information to be important supplemental measures of performance that are commonly used by securities analysts, investors and other interested parties in the evaluation of companies in its industry. Management also uses this information internally for forecasting and budgeting.

These non-GAAP financial measures should not be considered as an alternative to net income (loss), operating income (loss) or any other financial measures so calculated and presented, nor as an alternative to cash flow from operating activities as a measure of liquidity. Other companies (including the Company's competitors) may define these non-GAAP measures differently. These non-GAAP measures may not be indicative of the historical operating results of the Company or predictive of potential future results. Investors should not consider these non-GAAP financial measures in isolation or as a substitute for analysis of the Company's results reported in accordance with GAAP.

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Veritone – A Leader in Enterprise AI

Veritone is a leader in enterprise AI software, services, and applications, helping companies transform their operations and solve the complexities of digital information today. With our AI solutions and rich partner ecosystem, our customers can address their current and future challenges, empowering them to run more efficiently, accelerate decision making, and gain a competitive edge.





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NASDAQ: VERI

Veritone at a Glance

Overview

- Veritone's operating system for artificial intelligence, aiWARE[™], orchestrates a diverse ecosystem of machine learning models to transform audio, video, text, and other unstructured data sources into actionable intelligence
- Multi-faceted aiWARE[™] platform capable of listening, watching, analyzing, and optimizing the world's information and infrastructure 24/7/365
- Cognition behind aiWARE[™] is being used extensively across major Commercial Enterprises and Government & Regulated Industries customers today, driving down the cost, complexity and time to develop, deploy and distribute cognitively enabled applications across any cloud or on-premise infrastructure
- Industry-leading partners and customers



Key Indicators Seeing Momentum



5 - Year Revenue Performance⁽¹⁾



Quarterly Revenue Growth⁽¹⁾ (\$ in Millions)



Note: USD in millions.

(1) Financial estimates for the period ending 12/31/2021E include contribution from PandoLogic starting in 9/14/2021. 2021E Revenue estimates represent the midpoint of management's guidance range provided on November 9, 2021.

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Recent Business Momentum and Key Wins



Investment Highlights

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Unique Operating System for Artificial Intelligence (AI) Driving Enterprise AI Transformation

Extensible Platform Supported by Large and Growing \$100 Billion Enterprise AI Market⁽¹⁾

Sustained Growth Through Product Innovation and Accelerated by Strategic Inorganic Opportunities

Critical Enterprise Solutions with Growing, and Attractive, Blue Chip Customer base

Founder-Led Entrepreneurial Management Team with Extensive Experience in Building "Data-Centric" Businesses

Track Record of Delivering Sustained YoY Growth Coupled with Attractive Financial Model and High Gross Margins

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(1) Represents estimated market size in 2025 from Omdia Artificial Intelligence Software Market Forecast, June 29, 2020.

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Veritone Mission

Veritone is a leading enterprise AI software and services provider that activates the digital transformation of organizations. Our mission is to simply create a better world. One that is safe, dynamic, transparent, and innovative. The proven AI platform, aiWARE, the first proprietary operating system (OS) for AI, was designed to achieve this mission. By acting as the foundation for companies across multiple sectors, aiWARE enables the creation of enterprise-scale AI solutions and bespoke applications for customers and partners across industries.



AI is Alive with aiWARE



Extensible AI Platform Accelerating Digital Transformation



Veritone's proven Enterprise AI platform, aiWARE[™], is the foundation upon which Veritone has helped customers and partners:

Build

Al-powered solutions and applications faster and cost-effectively

Accelerate

Al enterprise implementation and adoption, increasing operational efficiency

Leverage

A vast ecosystem of proprietary and thirdparty AI models with minimal integration costs



Economic Laws Apply to All Engines/ML Models



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Investment Thesis



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Unstructured Data Presents Large Market Opportunity



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Strategic Product Growth Accelerated by Inorganic Expansion



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Enterprise AI Platform with Customer-Focused Alignment



. (1) Represents estimated market size in 2025 from Omdia Artificial Intelligence Software Market Forecast, June 29, 2020.

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Commercial Enterprise Solutions

Built to Solve Your Business Challenges

Veritone is helping some of the world's most recognizable brands accelerate the gap between traditional enterprise software and cognitive insights enabled by AI solutions and bespoke applications, empowering greater efficiencies, accelerating decision making and driving revenue growth

Data Insight

Gain value from your video, audio, images, text, and data through metadata extraction, search, and visualization, enhancing customer support and system integrations

Content Management & Monetization

Unlock the full potential of your content efforts with AI-powered DAM and synthetic voice creation



Talent Acquisition

Increase the number of qualified applicants, decrease the time to find and hire the best candidates, while removing inefficient HR processes



Media Intelligence

Provide proof-of-performance metrics for broadcast-to-web attribution while tracking all of your content to make it easier to reuse, provide airchecks and validate sponsorships





Government and Regulated Industries

Government Solutions

Veritone works with some of the largest federal, state, and local government agencies, solving problems of transparency, compliance, and inefficiencies with AI solutions and bespoke applications

Data Insight

Gain value from video, audio, images, text, and data through metadata extraction, search, and visualization, enhancing customer support and system integrations

Biometric Identification

Authenticate users identify callers and suspects by recognizing voices and faces in videos, images, and calls

Recruitment

Increase the number of qualified applicants, decrease the time to find and hire the best candidates, while removing inefficient HR processes

Redaction

Save time and costs while freeing up valuable resources by using Veritone AI to automate the redaction of sensitive information within audio, video and image-based evidence

Transcription & Translation

Legal and contact center teams, automate manual work with near-realtime transcription and translation of any data source

SELECTED CUSTOMERS



carahsoft

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Government and Regulated Industries (Cont'd)

Energy Solutions

Veritone is empowering energy companies with the technology to prepare for changing business models and help the world obtain more efficient energy systems and infrastructure

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Real-time Forecasting

Al-powered Forecaster generates highly accurate energy demand, supply and price forecasts using historical and real time data modeling of predicted weather, power demand and DER device data.



Solar Smoothing

The Al-driven Optimizer leverages battery storage for solar smoothing to confidently supplement the gaps in solar power, while minimizing maintenance costs and increasing reliability of solar generation.

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Distributed Energy Resources

Distributed AI agents ensure optimal economic dispatch of energy between multiple Distributed Energy Resources (DERs) allowing for autonomous, continuous operation when portions of the grid fail.

$^{\circ}_{\Pi}$ Voltage & VAR Optimization

Controls the flow of power on the distribution system to increase efficiency and reliability, reduce distribution energy losses, and accommodate new power flows, such as those originating from distributed generation





NVIDIA







Founder-Led Visionary "Data-Centric" Team



CHAD STEELBERG

Co-founder, CEO & Chairman of the Board

- Board Member Brand Affinity Technologies
- General Manager, Audio Division Google
- Co-Founder and CEO dMarc Broadcasting (acquired by Google)
- Co-Founder of AdForce (acquired buy CMGI)



RYAN STEELBERG

Co-founder, President

- CEO & President Brand Affinity Technologies
- Head of Radio Google
- Co-Founder and President dMarc Broadcasting (acquired by Google)
- Co-Founder, President and Board Member of AdForce (acquired buy CMGI)

Collectively Hold over 60 Patents



MIKE ZEMETRA Executive Vice President & Chief Financial Officer

- CFO LiveXLive Media Inc.
- Cloud Division CFO j2 Global
- CFO Global League Entertainment
- CAO Demand Media
- Manager PwC

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Financial Update



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Robust & Consistent Prior Financial Performance



	Attractive Financial Profile: Growth & Pro	ofitability ⁽²⁾
	Pro Forma 2021 Financial Metrics	
Top Line	Total Revenue Growth (Y/Y)	41%
Iop	Software Product & Services Growth (Y/Y)	51%
bility	Gross Margin	84%
Profitability	Non-GAAP Net Income Margin	12%
omers	Gross Revenue Retention	90%+
Customers	Customer Count	529

Note: USD in millions.

(1) Financial estimates for the period ending 12/31/2021E include contribution from PandoLogic starting in 9/14/2021. Revenue Estimates Represent the midpoint of Management's Guidance Range provided March 3, 2022.
 (2) Pro Forma Q3'21 Financial Metrics (unaudited) include a full-quarter of PandoLogic.

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Business and Financial Momentum

Trailing 5 Quarters Financial Performance



...And Improving Profitability





Total Sales

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143%

228%

Fourth Quarter 2021 Results – Summary

				Q4'21	CHANGE
(\$ in Thousands)	Q4'20	Q3'21	Q4'21	Q/Q	Y/Y
Commercial Enterprise					
Software Products & Services	\$3,030	\$8,069	\$38,889	382%	1,183%
Managed Services	\$12,416	\$13,627	\$14,926	10%	20%
Subtotal	\$14,829	\$21,697	\$53,815	148%	248%
Government & Regulated Industries					
Software Products & Services	\$1,372	\$958	\$1,334	39%	-3%
Managed Services	-	-	-		
Subtotal	\$	\$958	\$958	39%	-3%
Total Sales	\$16,818	\$22,654	\$55,149	18%	228%

Note: Software Product & Services (incl. PandoLogic) previously aiWARETM SaaS Solutions. Managed Services previously Advertising and aiWARETM Content Licensing.



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Balance Sheet Summary

\$ in Thousands)	<u>December 31, 2021</u>
Cash and Cash Equivalents	\$254,712
Current Assets	\$380,787
Total Assets	\$507,153
Current Liabilities	\$203,790
Total Liabilities	\$410,190
Stockholders' Equity	\$96,963
Common Shares Outstanding (excluding options, RSUs and warrants as of December 31, 2022)	34,972,256



Appendix



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The Veritone aiWARE[™] Platform

Transform audio, video, text, and other data sources into actionable intelligence





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Strategic Rationale for PandoLogic

Veritone has been focused on the
promise of moving humans from
"In the Loop" to On the Loop"
of On the Loop"
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are running normally and to verify accuracy

Creates leading AI + Human Capital Management software and SaaS solutions for employers requiring more efficient, unbiased and scalable hiring



Expands market into HR and talent acquisition with leading multinational and Fortune 100 companies

Unlocks new growth and development opportunities as the platforms are integrated



Further utilizes AI to create deeper insight, transparency and efficiencies in hiring



Significantly diversifies SaaS revenues



Instant accretion and financial scale to drive additional growth acceleration



PandoLogic Transaction Overview

Creator of the world's first operating system for

artificial intelligence, aiWARE™

+

Accretive Transaction

- \$150 million in total value
 - - \$50 million in cash + \$35 million in stock on closing
 - \$65 million cash and stock earnout based on fiscal years 2021 and 2022 financial
- +\$50m in revenue +\$25m in EBITDA in 2021E
- Closed on September 14, 2021



Leading provider of intelligent recruitment to rapidly expanding and global markets

100



Synergistic Platforms

) Fortune 100 Customers



Nov 2021 Convertible Offering

Upsized from \$150M to \$175.0M, plus 15% Greenshoe in Nov 2021

- Convertible Premium of 133% (\$36.76/share)
- Capped Call Premium of 175% (\$48.55/share)
- 1.75% Coupon; interest only; 3 year no call with make whole
- Payable in cash or stock at Company discretion
- Total cost of capital ~3.8% (including 1.75% coupon)
- Net proceeds >\$180.0M after Capped call and deal expenses, assuming full 15% greenshoe
- > \$250 million pro forma cash balance (net of fees)
- **Use of Proceeds** for general corporate purposes, including potential strategic acquisitions



Pro Forma Historical Financials

			(m. c	nousanus)						
	Q1'20	Q2*20		Q3'20	 Q4'20	 Q1'21	 Q2*21	 Q3'21		Q4'21
Software Products & Services	\$ 5,710	\$10,516	s	14,154	\$ 30,870	\$ 10,183	\$ 20,072	\$ 21,860	s	40,223
Managed Services	8,796	10,266		12,367	12,416	13,610	13,626	13,627		14,926
Total Revenue	\$14,506	\$20,782	\$	26,521	\$ 43,286	\$ 23,793	\$ 33,698	\$ 35,487	\$	55,149
Cost of Revenue	3,486	4,033		4,878	4,506	5,270	5,726	6,301		6,267
Gross Profit	\$11,019	\$16,749	\$	21,643	\$ 38,780	\$ 18,523	\$ 27,972	\$ 29,186	s	48,883
Gross Margin	76%	81%		82%	90%	78%	83%	82%		89%
Total Operating Expenses	23,669	23,280		24,904	31,134	49,482	33,070	33,553		61,915
Operating Income (Loss)	(12,650)	(6,531)		(3,261)	7,646	(30,959)	(5,098)	(4,367)		(13,032)
Other (Income) / Expense	(479)	279		310	552	167	1,741	19,580		2,835
Add Back:	6,005	6,048		6,757	8,473	26,721	8,849	27,855		32,833
Non-GAAP Net Income (Loss)	\$ (6,166)	\$ (762)	\$	3,186	\$ 15,567	\$ (4,406)	\$ 2,009	\$ 3,908	\$	16,966

VERITONE, INC. PRO FORMA INCOME STATEMENT (UNAUDITED)

(in thousands)

Note: Pro Forma Income Statement (unaudited) includes historical income statements of each of Veritone, Inc. and PandoLogic Ltd. for the prior seven (8) fiscal quarters and presents such information on a combined pro forma basis treating PandoLogic Ltd. as acquired and owned by Veritone, Inc. since January 1, 2020.



Annual GAAP to non-GAAP Reconciliation

VERITONE, INC. RECONCILIATION OF NON-GAAP NET INCOME (LOSS) TO GAAP NET LOSS (Unaudited, in thousands)

	2018	2019	2020	2021	Q1:2022 E	2022 E
GAAP net loss	\$ (61,104)	\$ (62,078)	\$ (47,876)	\$ (70,593)	\$ (19,200)	(47, 800)
Interest expense	-	-	9	538	1,000	3,600
Provision for (benefit from) income taxes	22	(1,452)	76	2,744	800	6,400
Depreciation and amortization	3,701	5,947	6,407	9,035	4,800	19,100
Stock-based compensation expense	14,383	19,402	19,539	40,063	6,500	26,200
Business realignment, severance and executive search costs ⁽¹⁾	-	279	145	349	-	-
Amortization of debt discounts and issuance costs	-	-	-	-	-	-
Warrant expense	207	-	102	-	-	-
Write-off of debt discounts and debt issuance costs at IPO	-	-	-	-	-	-
Change in fair value of warrant liability	(184)	(16)	200	-	-	-
Gain on sale of asset	-	-	(56)	-	-	-
State sales tax reserve	-	-	818	306	-	-
Stock offering costs	-	-	27	-	-	-
Lease exit charges ⁽²⁾	-		16	3,367	-	-
Change in fair value of Contingent consideration	-	-	-	18,325	2,100	7,500
Costs associated with unsolicited acquisition proposal	116	-	-	-	-	
Performance Bridge earn-out fair value adjustment	-	139	-	-	-	-
Machine Box contingent payments	1,386	1,600	-	-	-	-
Acquisition, due diligence, and integration-related costs	2,427	-	-	2,698	-	
Non-GAAP net income (loss)	\$ (39,046)	\$ (36,179)	\$ (20,593)	\$ 6,832	\$ (4,000)	\$ 15,000

⁽¹⁾Business realignment, severance and executive search costs consists of severance and executive search costs in 2021 and business realignment and officer severance costs in 2020 and 2019.

⁽²⁾Lease exit charges consists of charges related to a sublease in 2021 and lease termination charges in 2020.

Note: GAAP net loss and non-GAAP net income (loss) figures for Q1 and FY 2022 reflect the midpoint of the Company's financial guidance provided March 3, 2022.



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Quarterly GAAP to non-GAAP Reconciliation

VERITONE, INC. RECONCILIATION OF NON-GAAP NET LOSS TO GAAP NET LOSS (Unaudited in thousands)

(Unaudited, in thousands)											
	Q1:2020	Q2:2020	Q3:2020	Q4:2020	Q1:2021	Q2:2021	Q3:2021	Q4:2021	Q1:2022 E		
GAAP net loss	\$ (12,684)	\$ (11,793)	\$ (11,013)	\$ (12,386)	\$ (30,567)	\$ (12,715)	\$ (11,444)	\$ (15,867)	\$ (19,200)		
Interest expense	-	9	-	-	-	-	-	538	1,000		
Provision for (benefit from) income taxes	3	2	36	35	22	55	396	2,271	800		
Depreciation and amortization	1,604	1,602	1,610	1,591	1,253	1,157	1,779	4,846	4,800		
Stock-based compensation expense	4,456	4,131	5,111	5,841	21,610	6,609	5,271	6,573	6,500		
Business realignment, severance and executive search costs ⁽¹⁾	-	-	-	145	257	92	-	-	-		
Warrant expense	-	102	-	-	-	-	-	-	-		
Write-off of debt discounts and debt issuance costs at IPO	-	-	-	-	-	-	-	-	-		
Change in fair value of warrant liability	(2)	202	-	-	-	-	-	-	-		
Change in fair value of Contingent consideration	-	-	-	-	-	-	256	18,069	2,100		
Gain on sale of asset	(56)	-	-	-	-	-	-	-	-		
State sales tax reserve	-	-	-	818	138	146	22	-	-		
Stock offering costs	-	-	-	27	-	-	-	-	-		
Lease exit charges ⁽²⁾	-	-	-	16	3,367	-	-	-	-		
Acquisition, due diligence, and integration-related costs	-	-	-	-	-	735	1,426	537	-		
Non-GAAP net loss	\$ (6,679)	\$ (5,745)	\$ (4,256)	\$ (3,913)	\$ (3,920)	\$ (3,921)	\$ (2,294)	\$ 16,967	\$ (4,000)		

⁽¹⁾Business realignment, severance and executive search costs consists of severance and executive search costs in 2021 and business realignment and officer severance costs in 2020.

⁽²⁾Lease exit charges consists of charges related to a sublease in 2021 and lease termination charges in 2020.

