

## Disclaimer

#### **About this Presentation:**

For the purposes of this notice, the "presentation" that follows shall mean and include the slides that follow, the oral presentation of the slides by members of management of Poema Global Holdings Corp. ("PPGH") or Gogoro Inc. (the "Company" or "Gogoro") or any person on their behalf, the question and answer session that follows that oral presentation, hard copies of this document and any materials distributed at, or in connection with, that presentation.

This presentation has been prepared for the purposes of familiarizing investors with the potential business combination between Gogoro and PPGH and related transactions (collectively, the "Proposed Transactions") and for no other purpose.

This presentation does not purport to contain all information that may be required or relevant to an evaluation of the Proposed Transactions, and you will be responsible for conducting any investigations and analysis that you deem appropriate and for seeking independent advice as to the legal, tax, accounting, financial, credit and other related advice with respect to the Proposed Transactions.

PPGH and the Company reserve the right to amend or replace this presentation at any time but none of PPGH and the Company, their respective subsidiaries, affiliates, legal advisors, financial advisors or agents shall have any obligation to update or supplement any content set forth in this presentation or otherwise provide any additional information to you in connection with the Proposed Transactions should circumstances, management's estimates or opinions change or any information provided in this presentation become inaccurate.

#### **No Offer or Solicitation:**

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, or a recommendation to purchase, any securities in any jurisdiction, or the solicitation of any proxy, consent or approval in any jurisdiction in connection with the Proposed Transactions, nor shall there be any sale, issuance or transfer of any securities in any jurisdiction where, or to any person to whom, such offer, solicitation or sale may be unlawful under the laws of such jurisdiction. This presentation does not constitute either advice or a recommendation regarding any securities. Any offer to sell securities will be made only pursuant to a definitive Subscription Agreement and will be made in reliance on an exemption from registration under the Securities Act of 1933, as amended, for offers and sales of securities that do not involve a public offering. PPGH and the Company reserve the right to withdraw or amend for any reason any offering and to reject any Subscription Agreement for any reason.

#### **No Representations or Warranties:**

No representations or warranties, express or implied are given in, or in respect of, this presentation or as to the accuracy, reasonableness or completeness of the information contained in or incorporated by reference herein, or as to the value that may be realized in connection with the Proposed Transactions, or the legal, regulatory, tax, financial, accounting or other effects of the Proposed Transactions. To the fullest extent permitted by law, in no circumstances will PPGH, the Company or any of their respective affiliates, directors, officers, employees, members, partners, shareholders, advisors or agents have any liability arising from the use of this presentation, its contents (including the internal economic models), its omissions, reliance on the information contained within it, or on opinions communicated in relation thereto or otherwise arising in connection therewith, and they expressly disclaim any responsibility or liability for direct, incidental, exemplary, compensatory, punitive, special, or consequential damages, costs, expenses, legal fees, or losses (including lost income or profits and opportunity costs) in connection with the use of the information herein. Certain information contained herein has been derived from sources prepared by third parties. While such information is believed to be reliable for the purposes used herein, none of the Company, PPGH or any of their respective affiliates, directors, officers, employees, members, partners, shareholders, advisors or agents has independently verified the data obtained from these sources or makes any representation or warranty with respect to the accuracy of such information. You are not to construe its contents, or any prior or subsequent communications from or with PPGH, the Company or their respective representatives as investment, legal or tax advice. In addition, this presentation does not purport to be all inclusive or to contain all of the information that may be

## Disclaimer (Continued)

required to make a full analysis of the Company, PPGH or the Proposed Transactions. You should make your own evaluation of the Company, PPGH or the Proposed Transactions and of the relevance and adequacy of the information and should make such other investigations as you deem necessary. You are not entitled to rely on the accuracy or completeness of this presentation and are entitled to rely solely on only those particular representations and warranties, if any, which may be made by PPGH or the Company to you or other third party in a definitive written agreement, when, and if executed, and subject to the limitations and restrictions as may be specified therein. The parties involved in the Proposed Transactions, any representations, warranties, agreements or covenants between you and any parties involved in the Proposed Transactions will be set forth in definitive agreements by and among such persons. The Company and PPGH disclaim any duty to update the information contained in this presentation.

#### **Forward-Looking Statements:**

This presentation includes "forward-looking statements" within the meaning of the federal securities laws, opinions and projections prepared by the Company's and PPGH's management. All statements other than statements of historical fact contained in this presentation, including statements as to future results of operations and financial position, planned products and services, business strategy and plans, objectives of management for future operations of the Company, market size and growth opportunities, competitive position and technological and market trends, are forward-looking statements. You can identify forward-looking statements because they contain words such as "outlook," "believe," "expect," " will," " projected," "continue," " increase," "suggest," "target," "may," "should," "could," "would," "seek," "predict," "intend," "plan," "estimate," "forecast," "anticipate" or the negative version of these words or other comparable words and/or similar expressions that concern the Company's or PPGH's strategy, plans or intentions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements, opinions and projections are neither historical facts nor assurances of future performance. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of future financial and operating results, plans, objectives, and expectations, projections of market opportunity and market share, timing for establishing joint ventures in India, the number of active subscribers, future operations, ability to compete, ability and timing for expanding into other markets including China and India, cumulative customer lifetime value, products and services, the timing and potential benefits of the Proposed Transactions and the potential success of the Company and PPGH following the Proposed Transactions. Instead, they are based only on the Company's and PPGH's current beliefs, expectations and assumptions regarding the future of their busin

This presentation contains financial forecasts for the Company with respect to certain financial results for the Company's fiscal years 2021 through 2024 for illustrative purposes. Neither PPGH's nor the Company's independent auditors have audited, studied, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, they did not express an opinion or provide any other form of assurance with respect thereto for the purpose of this presentation. These projections are forward-looking statements and should not be relied upon as being necessarily indicative of future results. In this presentation, certain of the above-mentioned projected information has been provided for purposes of providing comparisons with historical data. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information, certain of which risks are identified on page 4 of this presentation. While such information and projections are necessarily speculative, PPGH and the Company believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection extends from the date of preparation. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of the Company or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved. All subsequent written and oral forward-looking statements concerning the Company and PPGH, the P

## Disclaimer (Continued)

qualified in their entirety by the cautionary statements above. Neither the independent registered public accounting firm of PPGH nor the independent registered public accounting firm of the Company have audited, reviewed, compiled, or performed any procedures with respect to the projections in connection with inclusion of such projections in this presentation and, accordingly, neither of them have expressed any opinion or provided any other form of assurance or validation with respect thereto for the purpose of this presentation. Neither the Company nor PPGH undertakes any commitment to update or revise the projections, whether as a result of new information, future events or otherwise.

As described above, forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Certain material risk factors are identified on page 4 of this presentation. Moreover, the Company operates in a very competitive and rapidly changing environment, and new risks may emerge from time to time. It is not possible to predict all risks, nor assess the impact of all factors on the Company's business or the extent to which any factor, or combination of factors, may cause the Company's actual results, performance or financial condition to be materially different from the expectations of future results, performance of financial condition. In addition, the analyses of PPGH and the Company contained herein are not, and do not purport to be, appraisals of the securities, assets or business of the Company, PPGH or any other entity. There may be additional risks that neither the PPGH nor the Company presently know or that the PPGH and the Company currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. These forward-looking statements should not be relied upon as representing the Company's and the PPGH's assessment as of any date subsequent to the date of this presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.

#### **Financial Information; Non-IFRS Financial Measures:**

The financial information and data contained in this presentation is unaudited and does not conform to Regulation S-X. The Company's independent registered public accounting firm is in the process of completing audits with respect to financial statements for 2019 and 2020. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any proxy statement, registration statement, or prospectus to be filed with the SEC. You should review the Company's audited financial statements, which will be included in the proxy statement/prospectus on Form F-4. In addition, all the Company historical financial information included herein is preliminary and subject to change.

This presentation includes certain non-IFRS financial measures on a historical and forward-looking basis such as EBITDA, gross profit, gross margin, operating profit and operating margin. These non-IFRS measures are an addition, and not a substitute for or superior to, measures of financial performance prepared in accordance with IFRS and should not be considered as an alternative to any performance measures derived in accordance with IFRS. The Company believes that these non-IFRS measures of future financial results provide useful supplemental information to investors about the Company and its management uses such forward-looking non-IFRS measures to evaluate the Company's projected financials and operating performance. However, there are a number of limitations related to the use of these non-IFRS measures and their nearest IFRS equivalents and other companies may calculate non-IFRS measures differently, or may use other measures to calculate their financial similarly titled measures of other companies. Additionally, the forward-looking non-IFRS financial measures provided are presented on a non-IFRS basis without reconciliations of such measures due to the uncertainty and inherent difficulty of predicting occurrences, their financial impact, and the periods in which adjustments may be recognized. For the same reasons, the Company is unable to address the probable significance of the unavailable information, which could be material to future results. You should be aware that presentation of these measures in this presentation may not be comparable to similarly titled measures used by other companies which may be defined and calculated differently. The inclusion of financial projections, estimates and targets to be a reliable prediction of future events. Please refer to page 4 of this presentation for a reconciliation of "Consolidated EBITDA" to the nearest equivalent IFRS measures.

## Disclaimer (Continued)

#### **Industry and Market Data:**

This presentation also contains information, estimates and other statistical data derived from third party sources. Such information involves a number of assumptions and limitations and due to the nature of the techniques and methodologies used in market research, and the third party sources cannot guarantee the accuracy of such information. You are cautioned not to give undue weight on such estimates. Neither PPGH nor the Company has independently verified such third party information, and makes no representation, express or implied, as to the accuracy, completeness, timeliness, reliability or availability of, such third party information. PPGH and the Company may have supplemented such information where necessary, taking into account publicly available information about other industry participants.

#### **Trademarks:**

This presentation may contain trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners, and the Company's and PPGH's use thereof does not imply an affiliation with, or endorsement by, the owners of such trademarks, service marks, trade names and copyrights. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this presentation may be listed without the TM, © or ® symbols, but the Company, PPGH and their affiliates will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights.

#### Important Information About the Proposed Transactions and Where to Find It:

In connection with the Proposed Transactions, the Company intends to file a Form F-4 and prospectus with the SEC, and PPGH intends to file a proxy statement which will be used at the meeting of PPGH shareholders to approve the Proposed Transactions. Investors and security holders of PPGH and the Company are urged to read the proxy statement/prospectus, any amendments thereto and other relevant documents that will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about the Company, PPGH and the Proposed Transactions. The definitive proxy statement will be mailed to shareholders of PPGH as of a record date to be established for voting on the Proposed Transactions. Investors and security holders will also be able to obtain copies of the proxy statement/prospectus on Form F-4 and other documents containing important information. Documents are filed with the SEC, without charge, at the SEC's website at www.sec.gov.

#### **Participants in the Solicitation:**

PPGH and the Company, and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from PPGH's shareholders in connection with the Proposed Transactions. A list of the names of such directors and executive officers and information regarding their interests in the Proposed Transactions will be contained in the proxy statement when available. You may obtain free copies of the proxy statement/prospectus as described in the preceding paragraph.

INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY OF ANY OTHER U.S. OR NON-U.S. JURISDICTION NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

## **Risk Factors**

The risks presented below are certain of the general risks related to Gogoro Inc.'s ("Gogoro") business and industry and the proposed transaction and are not exhaustive. The list below is qualified in its entirety by disclosures to be contained in future filings by Gogoro or by third parties (including Poema Global Holdings Corp. ("Poema" or "PPGH") with respect to Gogoro, with the Securities and Exchange Commission ("SEC"). These risks speak only as of the date of this presentation and we make no commitment to update such disclosure. The risks highlighted in future filings with the SEC may differ significantly from and will be more extensive than those presented below.

The risks described below are not the only ones we face. Additional risks that we currently do not know about or that we currently believe to be immaterial may also impair our business, results of operations or financial condition. You should review the investor presentation and perform your own due diligence prior to making an investment in Gogoro, Poema or the surviving company.

#### **Risks Related to Gogoro's Business:**

- Gogoro is an early-stage company with a history of losses and expects to incur significant expenses and continuing losses for the near term.
- Gogoro's forecasts and projections are based upon assumptions, analyses and internal estimates developed by its management. If these assumptions, analyses or estimates prove to be incorrect or inaccurate, Gogoro's actual operating results may differ materially and adversely from those forecasted or projected.
- If Gogoro fails to execute its growth strategy or manage growth effectively, its business, operating results and financial condition would be adversely affected.
- Gogoro's financial results may vary significantly from period to period due to fluctuations in its operating costs or expenses and other foreseeable or unforeseeable factors.
- Gogoro may experience delays in launching and ramping the production of its products and features, or Gogoro may be unable to control its manufacturing costs.
- Failure to effectively expand Gogoro's sales and marketing capabilities could harm its ability to increase its customer base and achieve broader market acceptance of its solutions.
- Gogoro relies on a limited number of vendors, suppliers and manufacturers. A loss of any of these partners could negatively affect Gogoro's business, or they may fail to deliver components according to schedules, prices, quality and volumes that are acceptable to Gogoro, or Gogoro may be unable to manage these components effectively.
- If Gogoro fails to expand effectively into new markets including India and the People's Republic of China, its revenues and business may be negatively affected.
- Gogoro may attempt to acquire new businesses, products or technologies, or enter into strategic collaborations or alliances, including forming joint ventures, in locations such as India and the People's Republic of China and if Gogoro is unsuccessful in such acquisitions or strategic collaborations or alliances or does not integrate acquired businesses, products, technologies or employees in these locations, Gogoro may fail to realize expected benefits from such transactions or such transactions could harm Gogoro's existing business.

- Gogoro's success depends on its ability to develop and maintain relationships with its partners, including its OEM partners. [NTD: Gogoro to consider referencing specific partnerships here]
- Gogoro's business is subject to risks associated with construction, cost overruns and delays, and other contingencies that may arise in the course of completing installations, and such risks may increase in the future as Gogoro expands the scope of such services with other parties.
- Increases in costs, disruption of supply or shortage of materials, in particular for lithium-ion cells and metals, could harm Gogoro's business.
- If Gogoro fails to offer high-quality support to the battery swapping stations and station suppliers, or fails to maintain strong user experience, its business and reputation will suffer.
- If Gogoro is unable to attract and retain key employees and hire qualified management, technical, engineering and sales personnel, its ability to compete and successfully grow its business would be harmed.
- Gogoro expects to incur research and development costs and devote significant resources to developing new products, which could significantly reduce its profitability and may never result in revenue to Gogoro.
- Gogoro may not be able to accurately plan its production based on its sales contracts, which may result in carrying excess raw material inventory.
- Gogoro may experience issues with battery cells or other components, which may harm the production and profitability of its energy storage products.
- Gogoro may be subject to declining average selling prices, which may harm its revenue and gross profits.
- Gogoro's products and services may be impacted by service disruptions, outages, errors and performance problems. These disruptions, outages, and other performance problems may result in material and adverse impacts to Gogoro's business and operations.
- Gogoro's technology could have undetected defects, errors or bugs in hardware, firmware or software, which could reduce market adoption, damage Gogoro's reputation with current or prospective customers, and/or expose Gogoro to product liability and other claims that could materially and adversely affect its business.

- Gogoro's insurance coverage strategy may not be adequate to protect it from all business risks.
- Gogoro may choose to or be compelled to undertake product recalls or take other similar actions.
- Any legal proceedings or claims against Gogoro could be costly and timeconsuming to defend and could harm its reputation regardless of the outcome.
- Growing Gogoro's customer base depends upon the effective operation of its mobile applications with mobile operating systems, networks and standards that Gogoro does not control.
- Gogoro's business will depend on customers renewing their services subscriptions. If customers do not continue to use Gogoro's subscription offerings, its business and operating results will be adversely affected.
- Gogoro may be unable to leverage customer data in all geographic locations, and this limitation may impact research and development operations.
- Gogoro's battery swapping stations are often located in areas that are publicly accessible and may be exposed to vandalism or misuse by customers or other individuals, which would increase Gogoro's replacement and maintenance costs.
- Should Gogoro pursue acquisitions in the future, it would be subject to risks associated with acquisitions.
- Changes in subscriptions or pricing models may not be reflected in nearterm operating results.
- Gogoro may need to raise additional funds and these funds may not be available when needed or may be available only on unfavorable terms.
- Gogoro is exposed to fluctuations in currency exchange rates.
- Gogoro faces risks related to health pandemics, including the COVID-19 pandemic, which could have a material adverse effect on Gogoro's business and results of operations.
- Gogoro faces strong competition for its products and services from a growing list of established and new competitors.

6

## Risk Factors (Continued)

- Gogoro faces substantial political risks associated with doing business in Taiwan and in the People's Republic of China, including obtaining certain approvals from the Investment Commission of the Ministry of Economic Affairs in Taiwan, particularly due to the relationship between Taiwan and the People's Republic of China.
- Gogoro's estimates of market opportunity and forecasts of market growth may prove to be inaccurate.
- Concentration of ownership among Gogoro's existing executive officers, directors and their affiliates may prevent new investors from influencing significant corporate decisions.
- Gogoro's operations could be adversely affected by events outside of its control, such as natural disasters, including floods, earthquakes or hurricanes, wars, health epidemics or incidents such as loss of power supply.

### Risks Related to the Electric Vehicle ("EV") and powered two-wheeler ("PTW") Market:

- Changes to fuel economy standards or the success of alternative fuels may negatively impact the EV market and thus the demand for Gogoro's products and services.
- Gogoro's growth and success are highly correlated with and thus dependent upon the continuing rapid adoption of and demand for EVs and PTWs.
- The EV and PTW markets are characterized by rapid technological change, which require Gogoro to continue to develop new products and product innovations. Any delays in such development could adversely affect market adoption of Gogoro's products and Gogoro's financial results.
- The current lack of industry standards, both domestically and internally, may lead to uncertainty, additional competition and further unexpected costs.
- The EV market currently benefits from the availability of rebates, tax credits and other financial incentives from governments, utilities and others to offset the purchase or operating cost of EVs and EV battery swapping stations. The reduction, modification or elimination of such benefits could adversely affect Gogoro's financial results.

#### Risks Related to Gogoro's Technology, Intellectual Property and Privacy:

- Gogoro's business may be adversely affected if it is unable to protect its technology and intellectual property from unauthorized use by third parties.
- Gogoro's patents may expire and may not be extended, and Gogoro's currently pending or future patent applications may not be granted.
- Gogoro must manage risks relating to its information technology systems and the threat of intellectual property theft, data breaches and cyber-attacks.
- Gogoro may need to defend against intellectual property infringement or misappropriation claims, which may be time-consuming and expensive. In

- the event that Gogoro fails to successfully defend any such claims, Gogoro's business may be temporarily suspended or permanently impacted.
- Interruptions, delays in service or inability to increase capacity, including internationally,

#### **Risks Related to the Regulatory Environment:**

- Gogoro faces risks associated with maintaining and expanding its international operations, including unfavorable and uncertain regulatory, political, economic, tax and labor conditions.
- Any failure by Gogoro to comply with the privacy, cybersecurity and consumer protection laws of the jurisdictions in which it operates or where its products are sold may harm Gogoro.
- Existing and future environmental health and safety laws and regulations could result in increased compliance costs or additional operating costs or construction costs and restrictions. Failure to comply with such laws and regulations may result in substantial fines or other limitations that may adversely impact Gogoro's financial results or results of operation.
- Gogoro's customers are not currently regulated as a utility under applicable laws, but its customers may be subject to regulation as a utility in the future or become subject to new federal and state regulations for any additional EV battery swapping or energy storage offerings Gogoro may introduce in the future.
- Changes in U.S. and international laws, accounting standards, export and import controls and trade policies or the enforcement of, or attempt to enforce, such laws, standards, controls and policies may adversely impact Gogoro's business and operating results.
- Failure to comply with anticorruption and anti-money laundering laws, including the FCPA and similar laws associated with activities outside of the United States, could subject Gogoro to penalties and other adverse consequences.
- Gogoro is subject to evolving laws and regulations that could impose substantial costs, legal prohibitions or unfavorable changes upon its operations or products.
- As a result of Gogoro's plans to expand operations, including to jurisdictions in which the tax laws may not be favorable, Gogoro's tax rate may fluctuate, tax obligations may become significantly more complex and subject to greater risk of examination by taxing authorities or Gogoro may be subject to future changes in tax law, the impacts of which could adversely affect Gogoro's after-tax profitability and financial results.
- Failure to comply with laws relating to employment could subject Gogoro to penalties and other adverse consequences.

#### **Risks Relating to Disclosures and the Business Combination:**

- Gogoro's historical financial information is unaudited and will not be audited until the registration statement related to the proposed business combination is filed. As a result of additional review, actual results may differ materially from those made available to you in connection with this investment.
- If Gogoro fails to establish and maintain proper and effective internal controls over financial reporting as a public company, its ability to produce accurate and timely financial statements could be impaired and investors may lose confidence in its financial reporting.
- Gogoro's projections are subject to significant risks, assumptions, estimates and uncertainties. As a result, Gogoro's projected revenues, market share, expenses and profitability may differ materially from its expectations.
- Gogoro's ability to utilize its net operating loss and tax credit carryforwards to offset future taxable income may be subject to certain limitations, disallowances and/or exclusions.
- Directors of PPGH have potential conflicts of interest in recommending that shareholders vote in favor of approval of proposed business combination and related proposals.
- Each of Gogoro and PPGH have incurred and will incur substantial costs in connection with proposed business combination and related transactions, such as legal, accounting, consulting and financial advisory fees.
- The ability of PPGH shareholders to exercise redemption rights with respect
  to a large number of PPGH's outstanding ordinary shares could increase the
  probability that the proposed business combination would be unsuccessful
  or limit PPGH's working capital and liquidity.
- The Business Combination remains subject to conditions that Gogoro cannot control and if such conditions are not satisfied or waived, the Business Combination may not be consummated.

## Presenters

909010.



**Horace Luke** Founder, CEO and Chairman



909010.



**Bruce Aitken** CFO





PRINCEVILLE **POEMA** 



**Homer Sun** CEO

Morgan Stanley
Global Private Equity

## **Transaction Overview**

#### **About Gogoro and Poema Global**

- Founded in 2011, Gogoro has built the world's leading battery swapping network and best-in-class electric two-wheelers. Core enabling components of Gogoro's vehicles can be sold to other original equipment manufacturers ("OEMs") allowing full interoperability with the network
- Gogoro offers a comprehensive portfolio of proprietary HW, SW & Services
- Gogoro is poised to expand into the two largest powered two-wheeler ("PTW") markets in the world, China and India, in partnership with leading PTW OEMs in those markets. Expansion into other markets will follow
- Poema Global Holdings Corp. (NASDAQ: PPGH) is a publicly listed special purpose acquisition company (SPAC) with \$345M of cash held in trust

### **Summary of Transaction**

- Gogoro shareholders are rolling 100% of their equity
- Pro forma for the transaction (assuming no redemptions)
  - Gogoro will have approximately \$550M (including, an oversubscribed \$250M+ PIPE investment) of proceeds net of transaction expenses to support its growth initiatives
  - Transaction proceeds will be used for Gogoro's expansion into the large and important China and India markets
- Pro forma Enterprise Value of \$2.35Bn for Gogoro
  - Implying a '23E revenue multiple of 2.5x

Leadership

909010





Horace Luke Founder, CEO and Chairman





Bruce Aitken
CFO



Homer Sun

### **Extensive Due Diligence Conducted by Poema Global**

- Interviews with senior management of key OEM partners and the China joint venture operating company
- Review of China competitive landscape including extensive local expert discussions and on-the-ground visits
- Local legal and accounting due diligence

75% of sponsor promote is subject to achieving trading price of \$15.00 - 20.00/share

gogoío. Confidential 2021



# Put smart, swappable electric power in reach of every urban rider in the world.

More people commute on two wheels globally.

They are integral to the way people live, work, and play in our target markets.

## We Believe

Electric mobility adoption is inevitable

Two wheelers will drive faster global electric adoption

Swap & Go is essential for urban centers

Gogoro has best-in-class, proven technology and platform

We have the right partnerships for fast expansion

# Investment Highlights

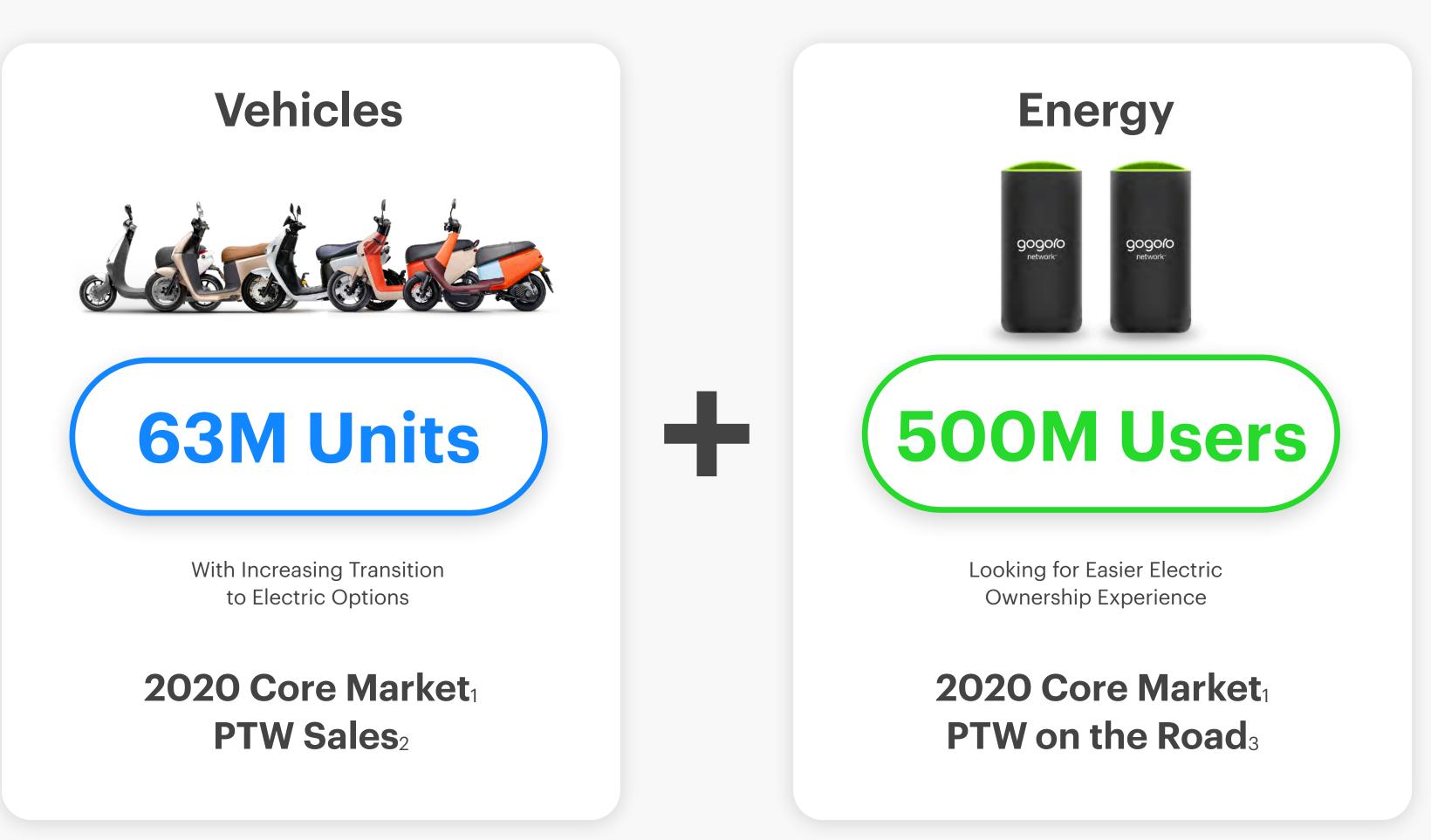


- 1 Large & growing market opportunities
- 2 Differentiated technology & best-in-class user experience
- Proven in Gogoro's first market, Taiwan
- Ready to scale with attractive recurring revenue model
- 5 With leading partners in the largest two-wheel markets
- 6 Via a seasoned management team and board





# Massive Sales of New/Refresh PTW Vehicles Creates a Large TAM Opportunity

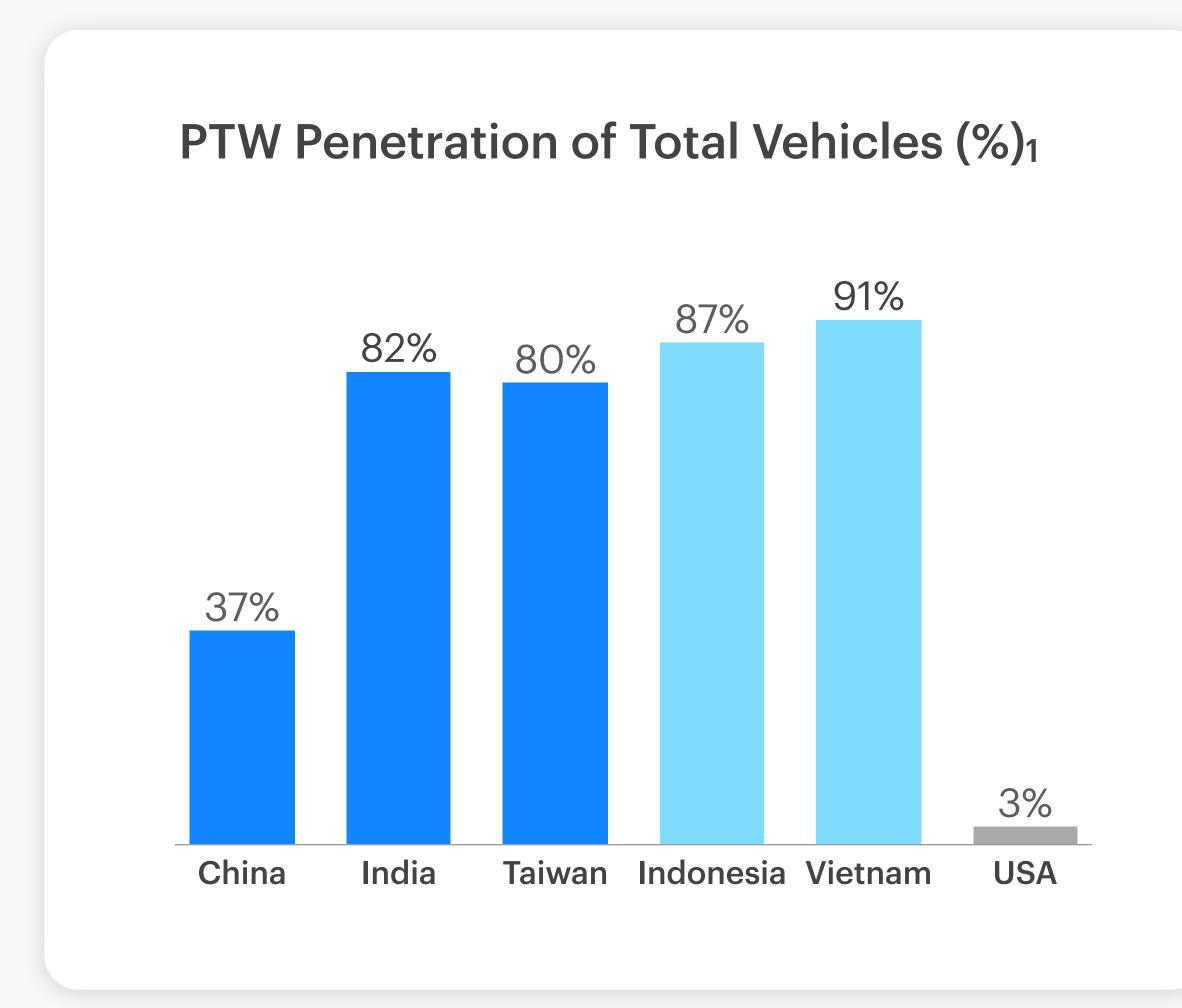


#### Notes:

- 1. Core market defined as Taiwan, China and India.
- 2. Data Communications Branch (Chunghwa Telecom Co., Ltd.), Morgan Stanley research, and iResearch report.
- 3. World Electric Vehicle Journal Vol 3, iResearch report, Morgan Stanley research.



## 2-Wheelers Are the Vehicle of Choice in Asia

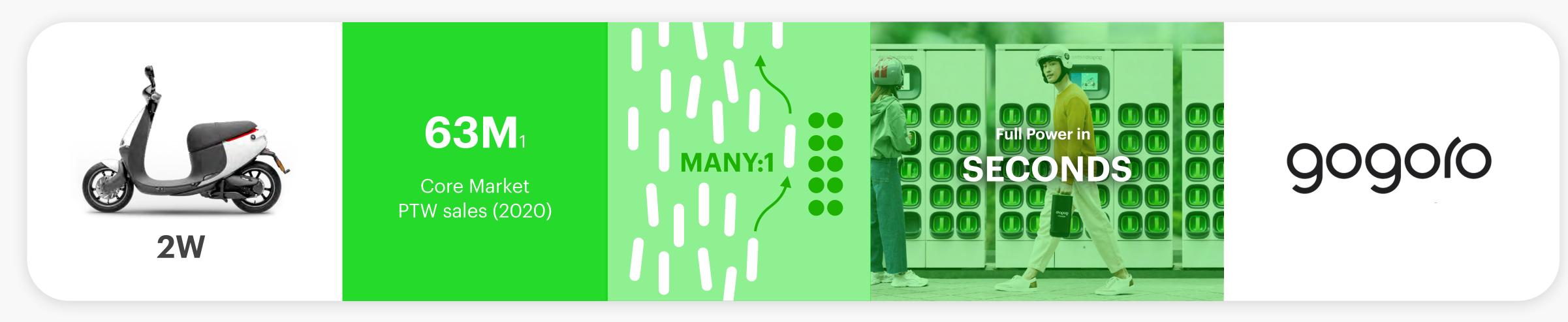




Notes:

<sup>1.</sup> Taiwan Transportation Vehicle Manufacturers Association, Marklines.

# Battery Swapping Is the Ideal Solution for Mass Adoption of EV Two-Wheelers in Densely Populated Cities

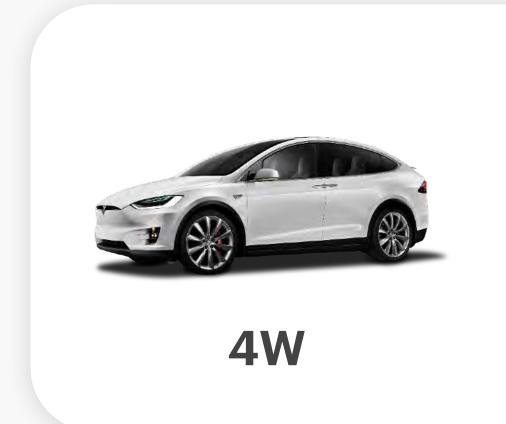




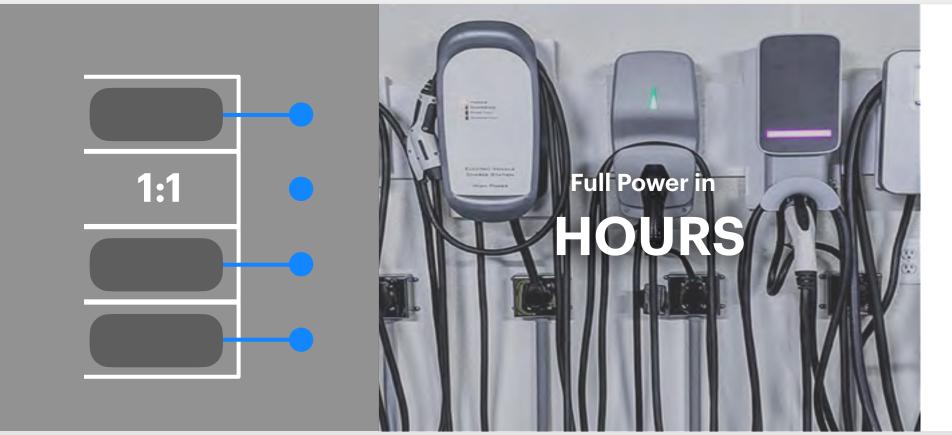
**Space Efficiency** 

**Turn-over** 

**Key Market Participants** 



78M<sub>2</sub>
Global 4W vehicle sales (2020)















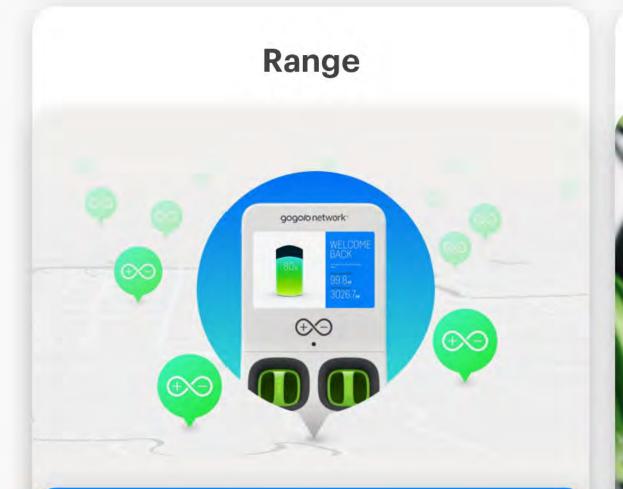
16

Notes:

- 1. Data Communications Branch (Chunghwa Telecom Co., Ltd.), Morgan Stanley research, and iResearch report.
- 2. LMC Automotive, light vehicle sales.

Photo Credit: © Tom Moloughney at InsideEVs co

# Gogoro's Battery Swapping Solution Addresses the Critical Needs of Consumers



## **Limitless Range**



Battery swapping removes range anxiety

Modular GoStation design can be installed quickly and affordably wherever required for subscriber demand.

#### Note:

1. Gogoro battery pack has passed safety standards testing including C€ 🖼 🚾 🐠 😂





## **Time Saving**



>100x faster than traditional charging

Battery swapping with Gogoro versus standard charging times<sub>2</sub>

#### Safety



### **Proven Safe**



Complies with international safety standards<sub>1</sub>

Countries such as China are introducing bans on home charging of batteries due to fire safety incidents

#### Cost



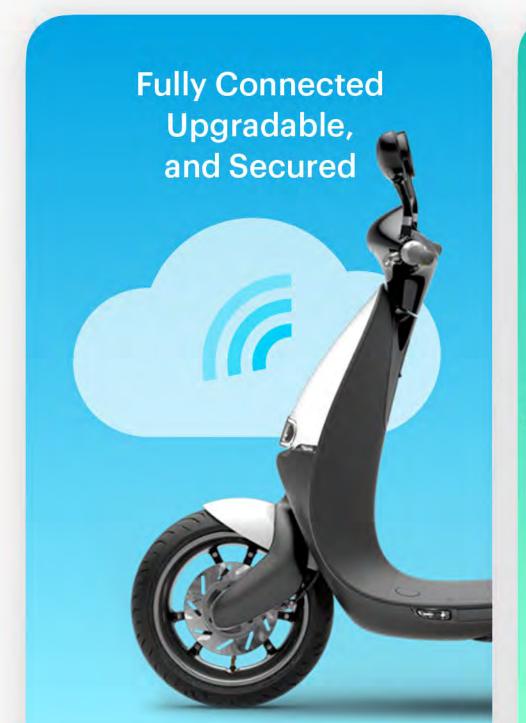
### **Affordable**



Price parity at purchase and lower total cost of ownership

Subscribing to battery swapping service removes battery cost from vehicle purchase price

# Full Vertical Integration Creates Unique, Best-in-Class User Experience



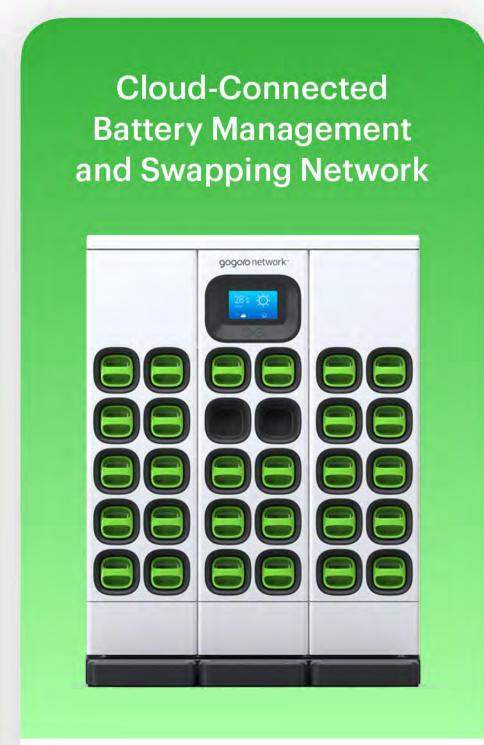
Smart Vehicles



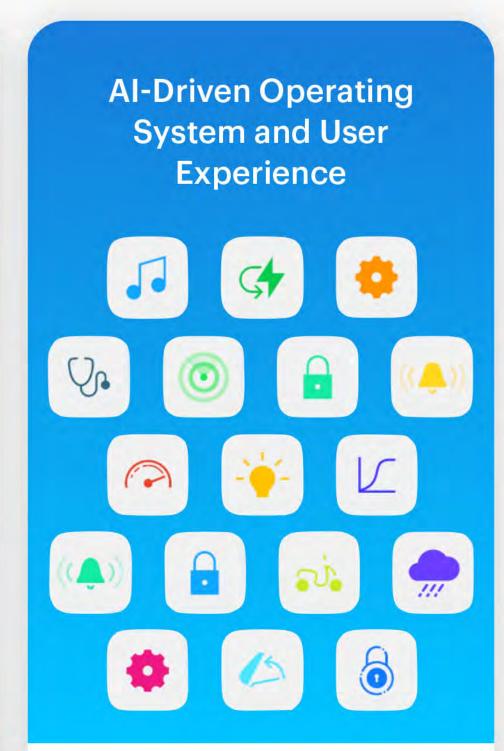
Powertrain Technology



Smart Battery Designed for Swapping



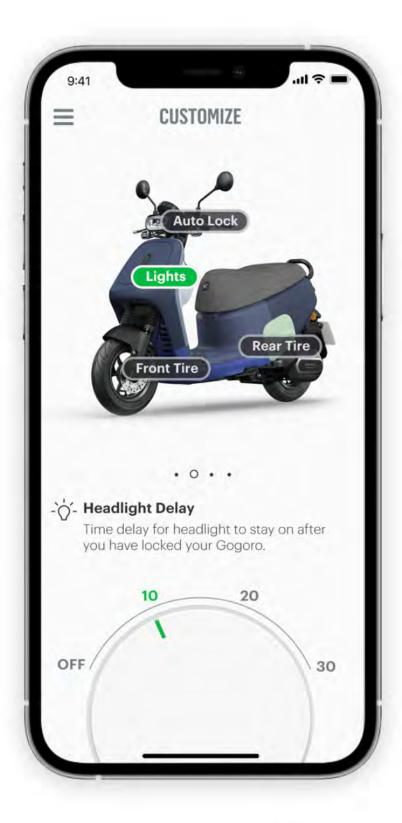
Battery Swap
Stations



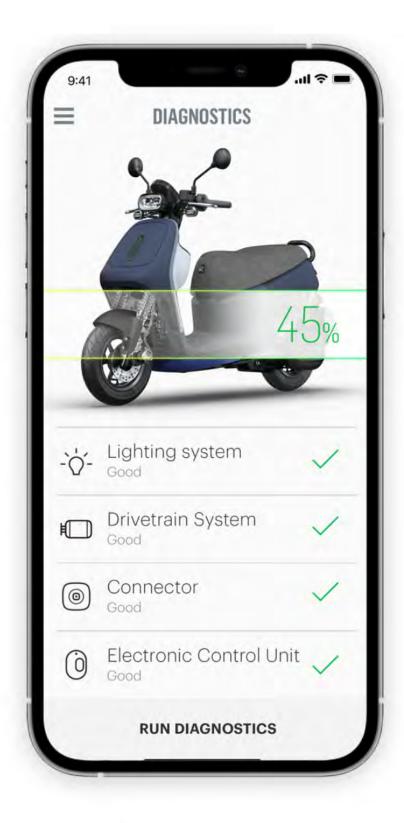
Consumer App and Network Software

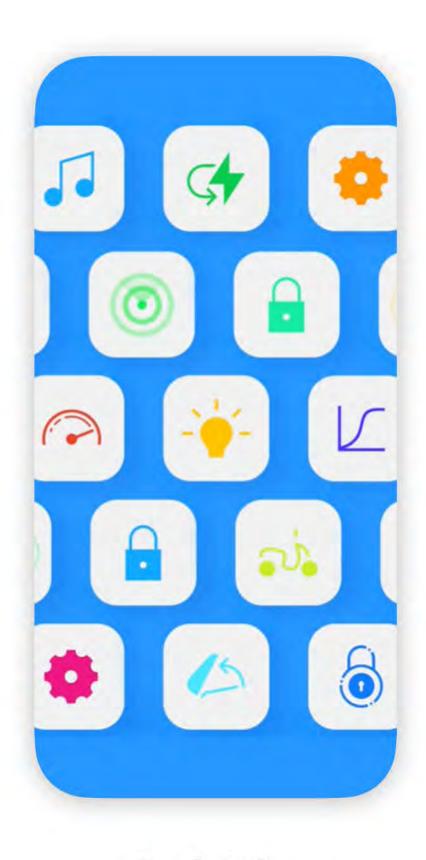
# Seamless Customer Engagement via Intuitive, Comprehensive In-App Experience











#### **Quick Access**

Remotely check vehicle status and battery levels, or unlock scooter and trunk with a tap.

#### Customization

Update sound profiles, lighting effects, and vehicle performance through the app.

### Swap and Go

Easily find a GoStation with fully charged batteries near you or your destination and get routing directions.

### Diagnostics

Vehicle health automatically scanned with every swap; book repair service through app.

#### ...And Others

Face-ID authentication, Siri integration, keyless autolock, silent mode, efficiency mode, speed limit reminders, weather mode, and growing.

# Widely Recognized Across the Industry as a Leader in ePTW and Battery Swapping Technology

## electrek

"Gogoro's battery swapping network is widely acknowledge to be the most advanced in the world." June 2021

## **Bloomberg**

"Meanwhile, Gogoro has 2,055 swapping stations, and manages over 200,000 swaps per day. The combination of lightweight batteries, easy-to-deploy stations, and a subscription model for end users make this an ideal fit. Two-wheelers fly under the radar in EV statistics but electrification is rapidly taking over this segment and will accelerate quickly in the next few years." *April* 2021

## **Forbes**

"But the big deal about Gogoro isn't necessarily the scooter itself - though it is very nice looking. The thing that's most interesting about the company is its swappable battery network it plans on building out in emerging and existing megacities." January 2015



"Gogoro is one of the few companies to successfully deploy a battery swap network at scale." Q2 2021



"One swappable battery standard (Gogoro) to rule them all." November 2020



"How a Taiwanese scooter startup finally made battery swapping for electric vehicles work." *April 2021* 



"Gogoro has built out a massive network of scooters and batteryswapping stations across Taiwan." May 2021



First Taiwanese brand to receive the Gold award. Selected from 5,000 entries from 31 countries.



Recognized as a global innovation leader that's accelerating the shift to sustainable mobility.

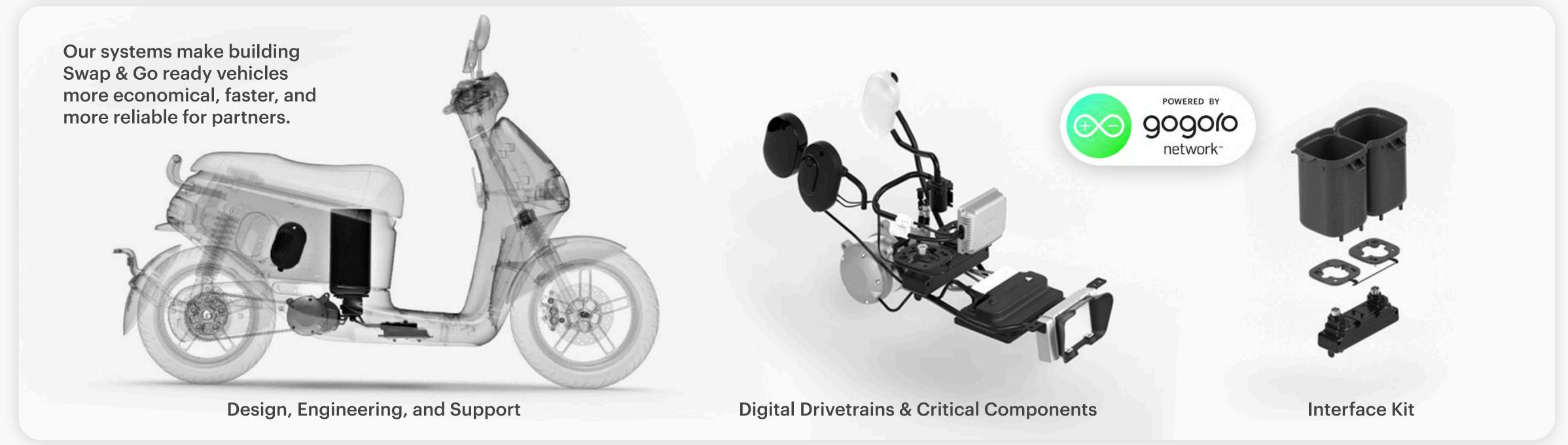


2020 Global Company of the Year - Swappable Battery Electric Smartscooter

20

# Drivetrain Technology Platform Enables Multi-Brand "PBGN<sub>1</sub>" Vehicle Development/Scale





<sup>1.</sup> PBGN is abbreviation for Powered by Gogoro Network, refers to Swap & Go-ready partner vehicles utilizing Gogoro technology and component systems.

## All Supported by Industry Leading, Patented **Battery Technology Designed for Swapping**



High Energy Density in a compact, portable form-factor.



### **Leading Battery Life**

Engineered for maximum efficiency with AI-powered battery management to deliver years of active service.



## **Smart Battery**

### **Safety First**

Gogoro Smart Batteries meets the highest safety standards in the world.







#### **Connected & Upgradable**

Proprietary on-battery software continuously improves performance.



### **Tough & Secure**

Ultra-durable, tamper-proof & waterproof. Secured and remotely monitored.



## Deployed via Smart, Scalable, Modular, Easy To Install Swap Stations

### **Smart GoStation**

Always on, always connected, always ready.

#### **Modular Design**

Easy to install, all-in-one module, makes deployment in new cities or expansion within a city quick and easy.

#### **Intelligent Charging**

Charging speed varies based on data tracking efficiency of overall network to maximize battery availability while minimizing degradation due to fast charging.



#### **Smart & Self-Diagnosing**

Software and remote monitoring enables 24/7 operations with minimal amount of staff per region.

#### **Smart Grid Ready**

Designed for bidirectional energy exchange<sub>1</sub> and distribution with urban micro grids.

#### 64 hours Self-Powered

If grid power fails due to weather or emergency, GoStation can run independently and without interruption to swapping service.

Note:

<sup>1.</sup> Commercialization of bidirectional function requires additional hardware.

## Underpinned by a Proprietary Network, Optimized to the Battery-Level for Cost/Performance

### **Smart Network**

True network intelligence to optimize customer satisfaction while minimizing cost.

#### Advanced battery tracking

Monitoring of battery health, degradation, and usage across our network, for each of our 800,000+ batteries.

#### Micro-management through A.I.

Incorporate real-time data and historical learnings to efficiently manage battery swapping platform to optimize battery availability and improve battery health remotely.

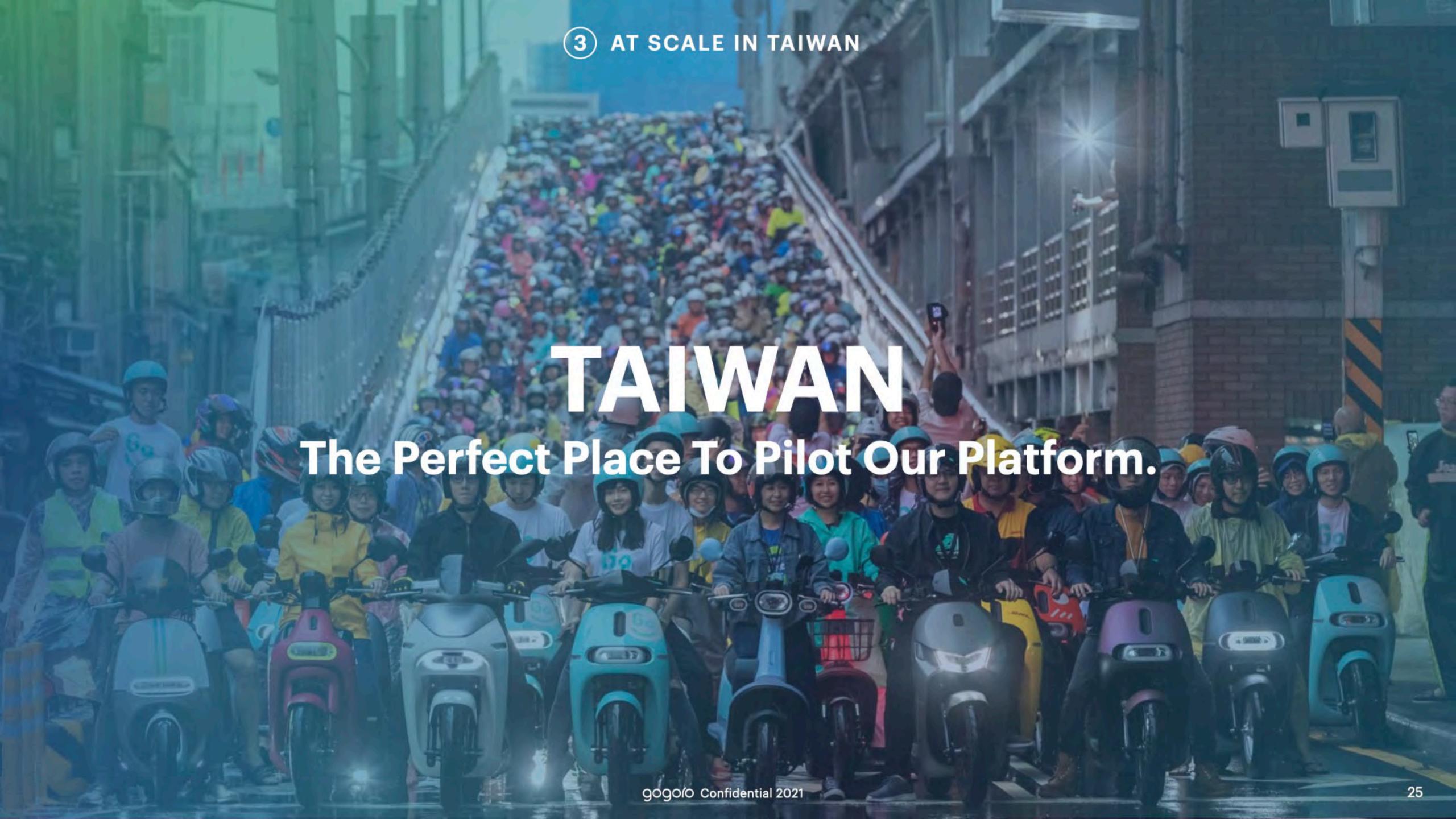
# Software and data analytics backend with partner integration

Suite of self-developed, fully-automated operation and management software and tools with deep integration to operate our network efficiently.

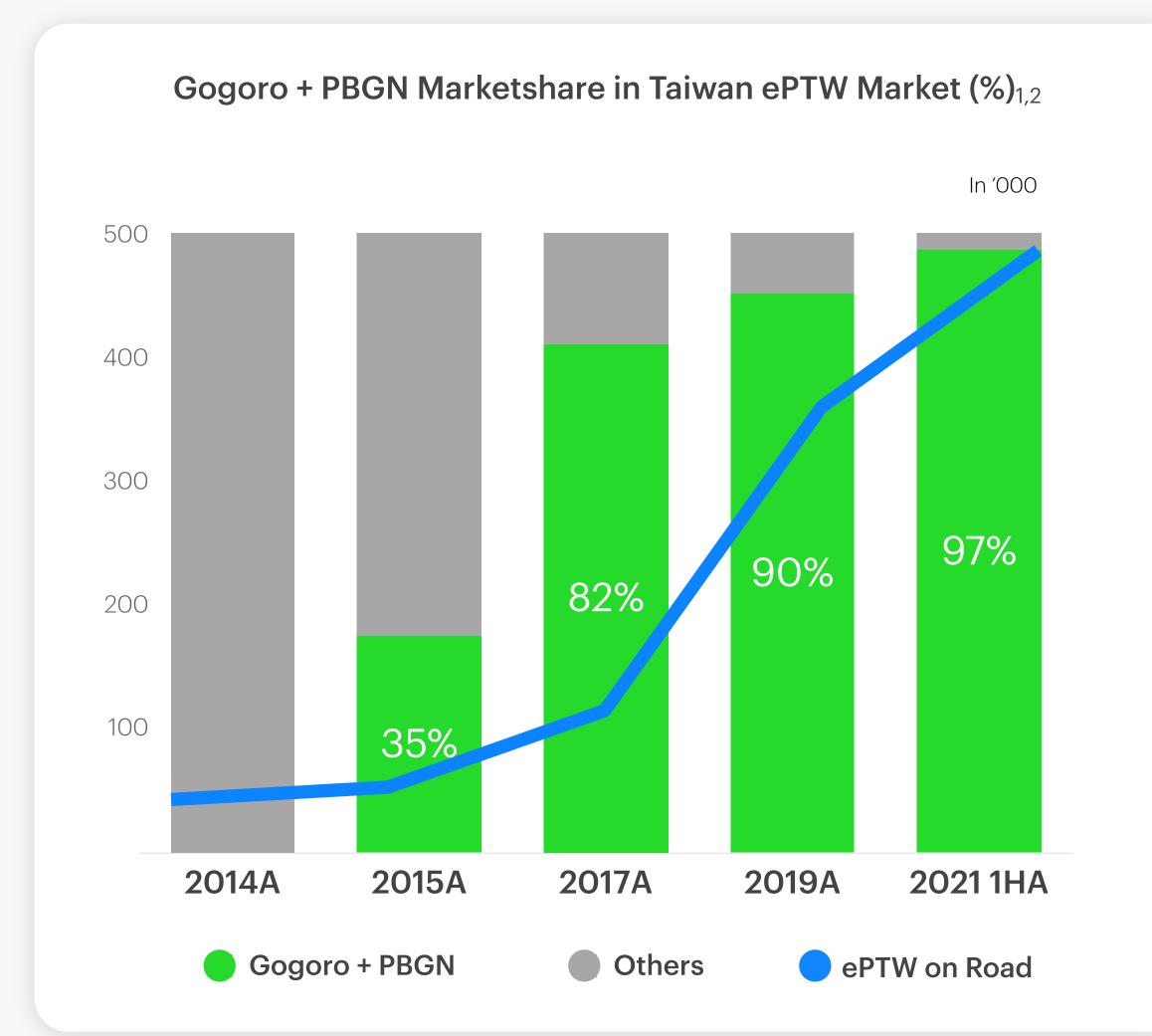


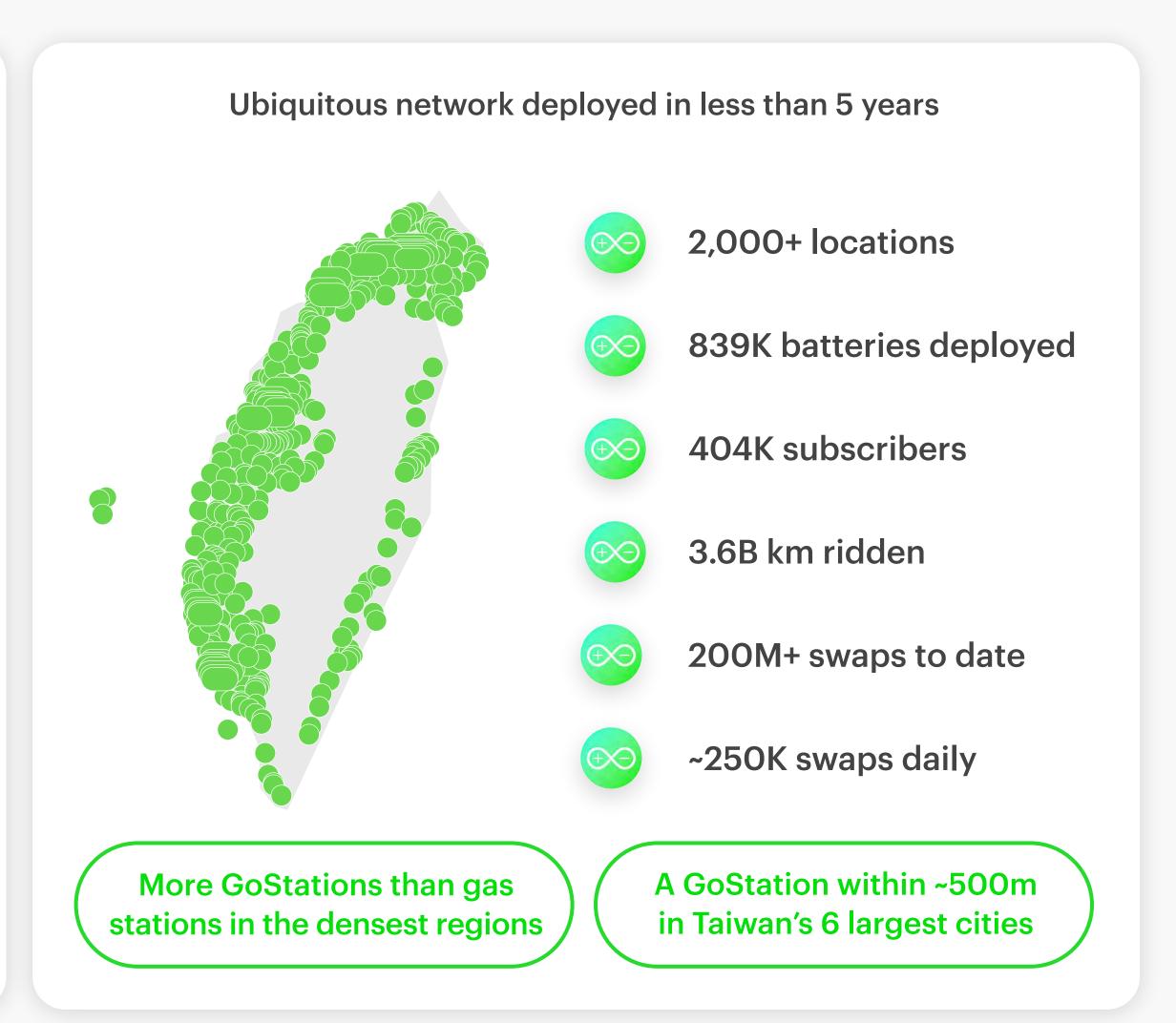
909010. Confidential 2021

24



## Once Gogoro Battery Swapping Launched, It Quickly Replaced Charging as the Preferred Refueling Option for EV Adoption





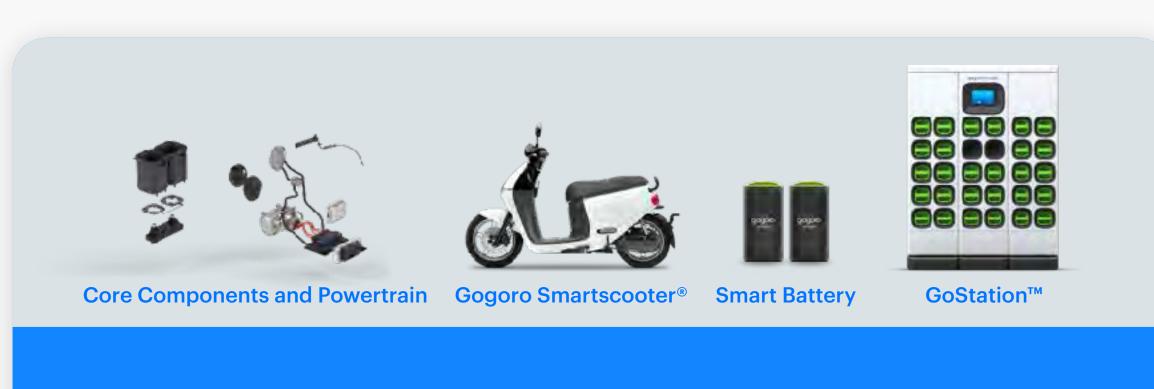
2. Taiwan Directorate General of Highways, MOTC.

26

<sup>1.</sup> Data Communications Branch (Chunghwa Telecom Co., Ltd.).



# Gogoro's Hardware Sales Create a Long-Tail of Battery Swapping Subscription Revenue



## **Enabling Hardware Sales**



















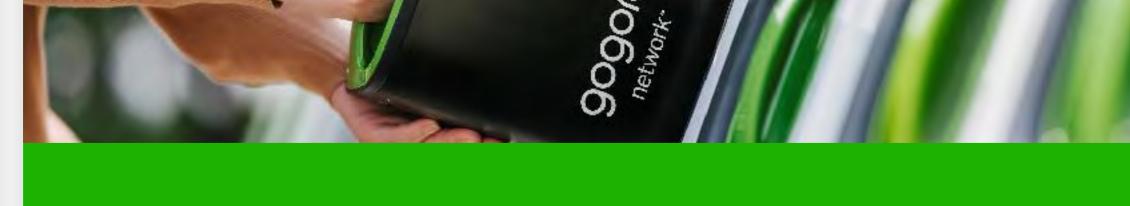






Gogoro Branded Smartscooter® Sales Component and kit sales to OEM partners

Smart Battery & GoStation™ sales to network partners



## **Swap & Go Subscription Revenue**

Recurring
Accumulating
Super Sticky

10+ Years lifecycle
Predictable
Growing

+



or



Recurring subscription revenue from self owned network

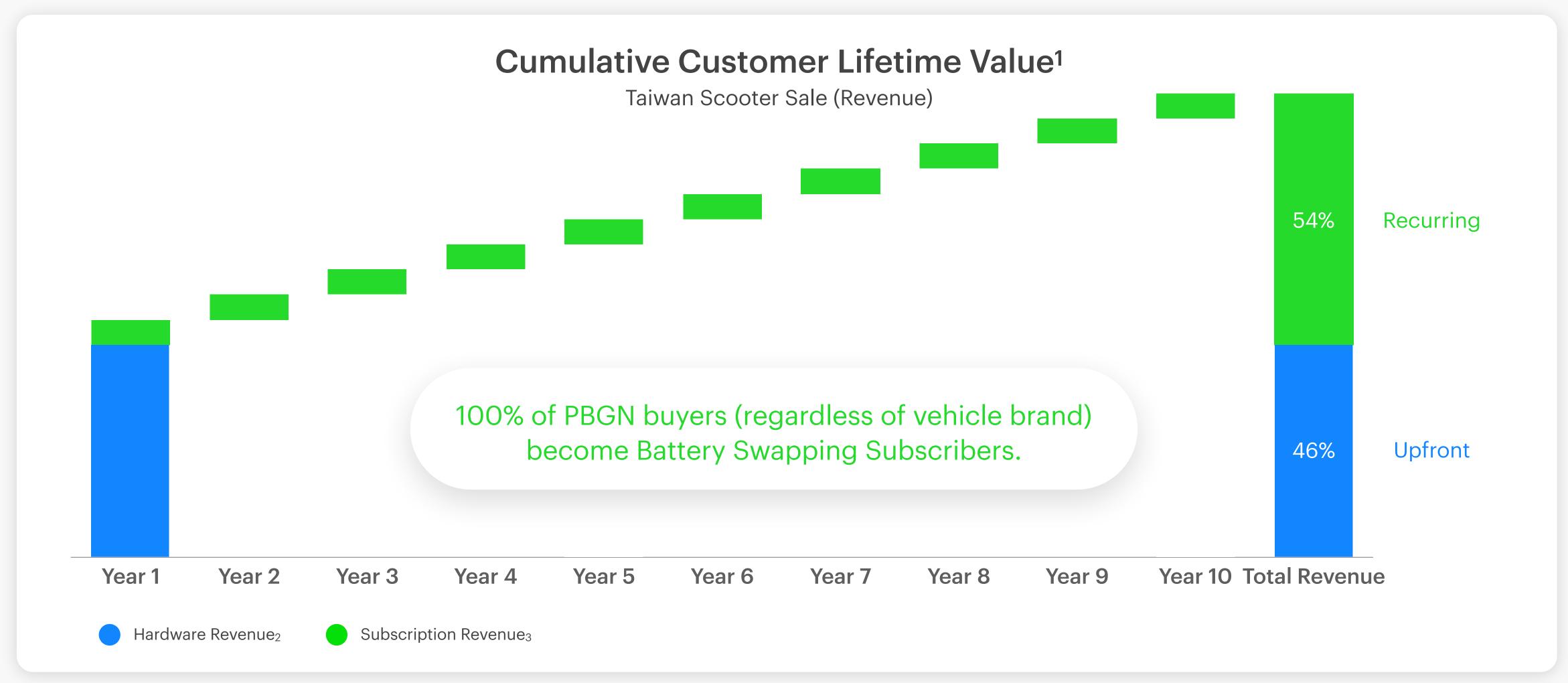
(Direct consumer billing)

Platform licensing to network partners

(B2B software licensing-like business model)

28

# All Designed To Drive Gogoro's Recurring Subscription Business



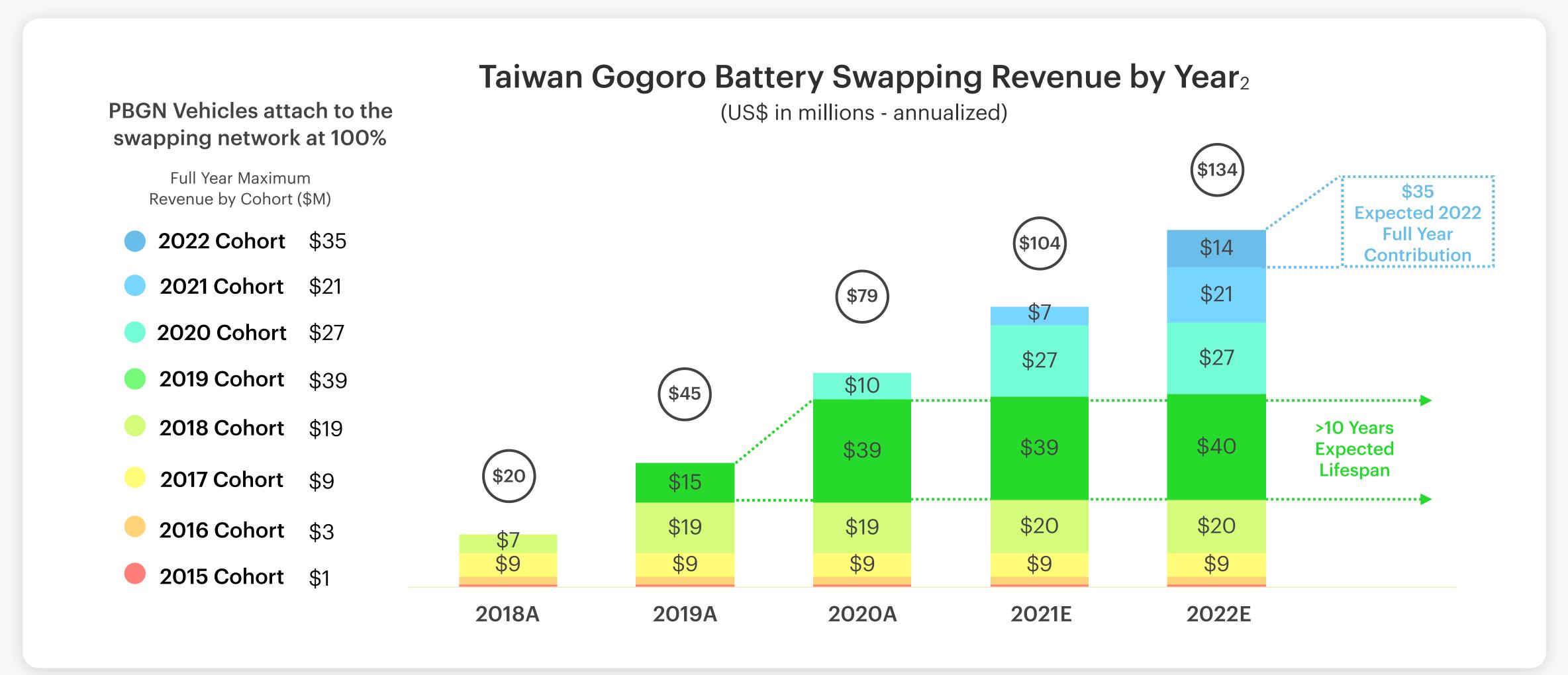
#### Notes

1. Lifetime value assumes 10-year scooter life.

2. Indicative revenue from the sale of a Gogoro branded vehicle in Taiwan.

3. Taiwan average revenue per user (ARPU) x 120 months.

# 100% Attach Rate Powerfully Accumulates Recurring Revenue of New Users



#### Notes:

<sup>1.</sup> All Gogoro and PBGN vehicle purchasers must subscribe to a Gogoro Network plan to use their vehicles.

<sup>2.</sup> Battery swapping revenue see page 43.



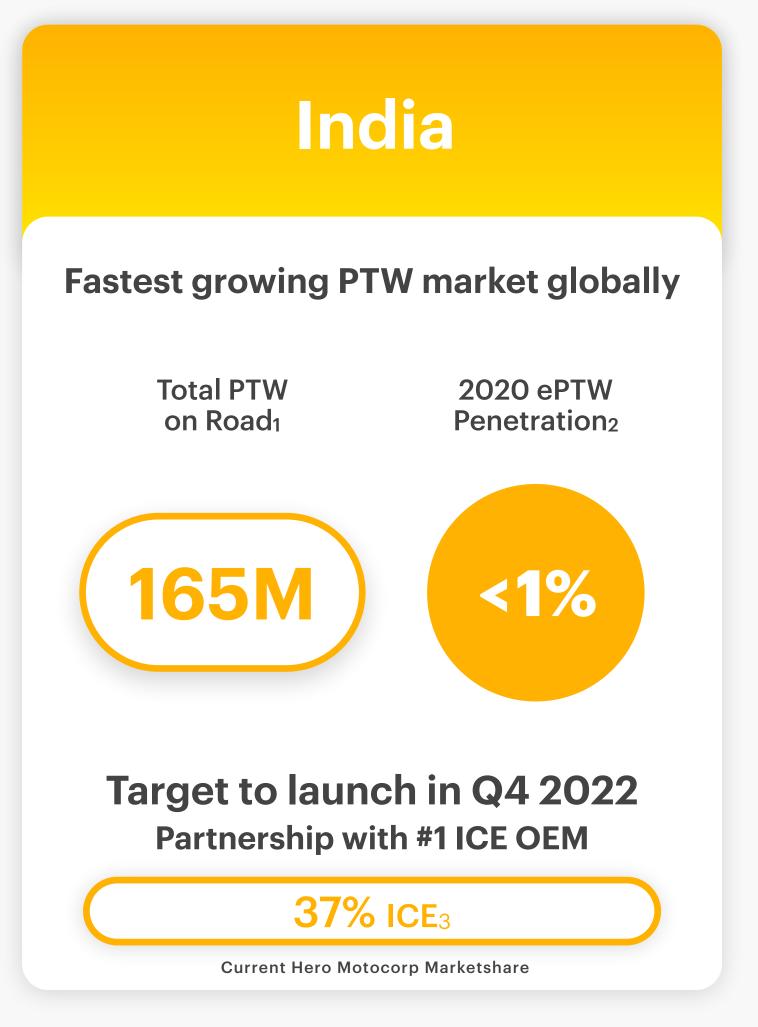
# International Expansion Begins With China & India



# Significant Opportunity To Replicate Taiwan's Success in China & India







33

#### Notes:

- 1. World Electric Vehicle Journal Vol 3, iResearch Report, Morgan Stanley Research
- 2. Data Communications Branch (Chunghwa Telecom Co., Ltd.), Morgan Stanley Research, Tianfeng Securities Report
- 3. Data Communications Branch (Chunghwa Telecom Co., Ltd.), iResearch, New Motor, Hero MotoCorp Annual Filing

# Aided by Policy Tailwinds in Large Markets

## China

Gogoro can help meet China's safety & sustainability goals faster.

#### **Drive towards lithium batteries**

New National Standard for PTW vehicles enacted in 2019 targets internal combustion engine (ICE), lead acid batteries and is driving change to lithium batteries solutions.

### Phase-out of non-regulated ePTW vehicles

Implementation of New National Standard target to phase out non-regulated ePTW vehicles over 3-5 years, driving replacement of potentially ~290M non-compliant vehicles.

### Restriction on indoor charging of batteries

Provincial and city governments have implemented clear restrictions on indoor charging of removable batteries due to growing fire safety issues.

## India

Gogoro can help India leap-frog the plug-in-charging phase of electrification.

#### Goal: 80% ePTW by 2030<sub>1</sub>

Government has set aggressive electrification goals of having 1M high-speed ePTW on the road by 2022 and 80% ePTW and 3W penetration by 2030.

### **FAME II Subsidy extends through 2024**

Faster Adoption and Manufacturing of Hybrid and Electric Vehicle (FAME) scheme launched in 2019 to provide subsidy framework for ePTW and e3W vehicles; recently extended to 2024 under FAME Phase II.

### 100% Electrification of professional delivery

New Delhi, for example, has enacted ambitious goals to reach 100% electrification of professional delivery PTW vehicles.

34

Note: 1. NITI Aayog, RMI.

# Partners Committed to Battery Swapping With Gogoro

#### **Leading Vehicle OEMs in China**



World #1 Electric 2W Maker

23%

China ePTW Marketshare

"Gogoro's innovative battery swapping technology will provide cities with a better electric refueling system that greatly reduces consumer anxiety on battery life and range as well as usage costs."

**MAY 2021** 

**Dong Jinggui** 

Chairman



China's #1 ICE 2W Maker

11%

**China ICE PTW Marketshare** 

"Today, battery swapping technology is the best solution to solve various pain points of electric vehicles. Gogoro owns the world's leading battery swapping technology."

**MAY 2021** 

Li Jianjun

**Executive Director of the Board** 

#### **Leading Vehicle OEM in India**



India's #1 ICE 2W Maker

37%

**India ICE PTW Marketshare** 

"With this new partnership, we commit to introducing a sustainable mobility paradigm, first in India and then in other markets around the world."

**APRIL 2021** 

**Dr. Pawan Munjal** 

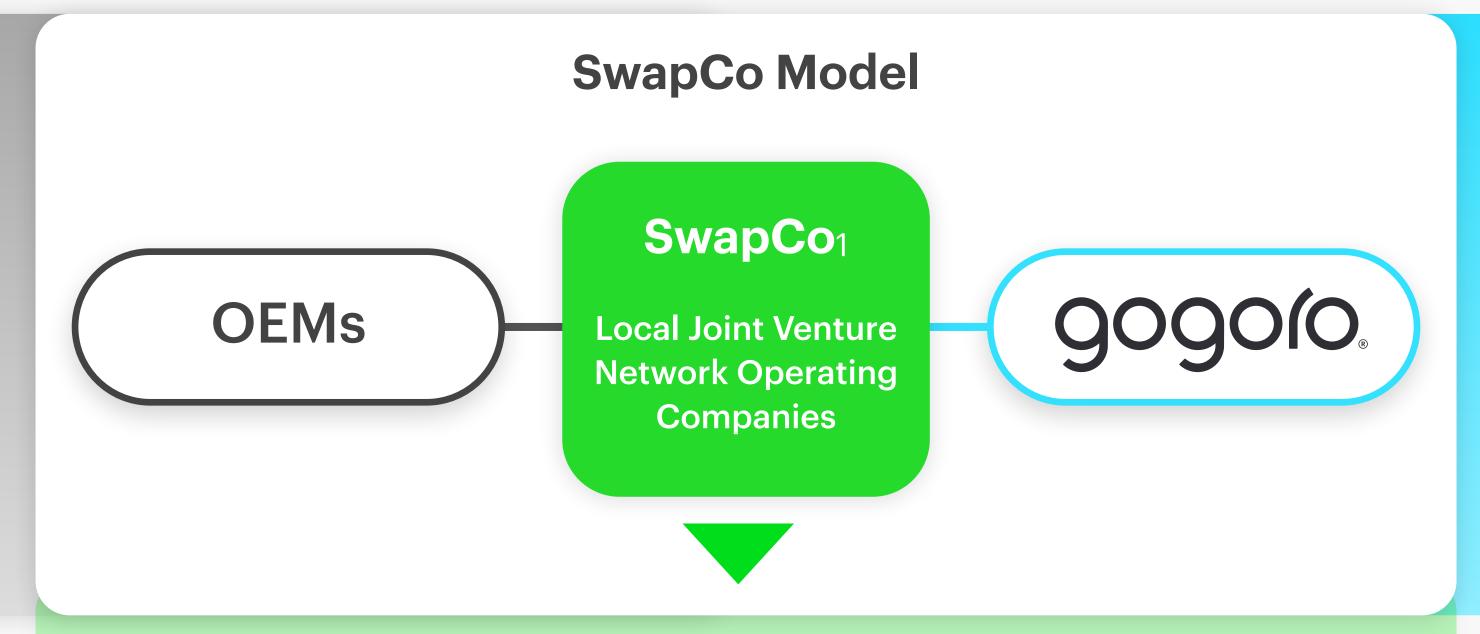
Chairman and CEO

35

# International Expansion via SwapCos With the Top Local OEMs and Investors

# **Local Partner Contribution**

- Distribution and brand
- Consumer acquisition and marketing
- Local support and operations
- Equity investment



### Gogoro Contribution

- Enabling HW and SW technologies
- Operational knowhow
- Proven turnkey business model

### Recurring revenue from battery swapping network

- SwapCo owns, finances and operates the network
- Gogoro receives upfront revenue from hardware and perpetual license fee through subscription revenue sharing
- OEM enters new business opportunity

#### Note:

Gogoro's potential equity value increase associated with SwapCo growth is not included in our financial analysis for purposes of this transaction.
 As SwapCos experience success and growth, there are a variety of ways for equity value increase to be realized.

## 2021-2022 Launch Priorities & Immediate Plans

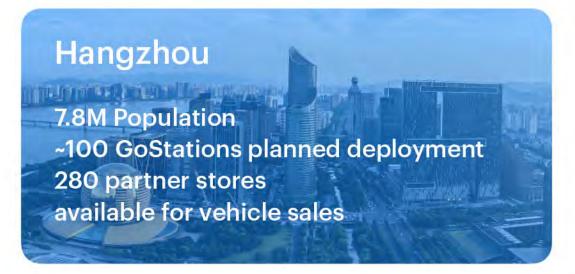
### China





- Joint venture entity established by Yadea and Dachangjiang in 2020
- Joint venture funded in early 2021
- Initial cities for roll-out identified and surveyed
- SwapCo staffed and preparing for launch
- Multiple GoStation locations contracted
- 50k retail locations across China combined

Roll Out Expected Q42021 / Target 6 cities deployed in 2022





## India



- Joint venture entity to be established in 2021/early 2022
- Joint venture funding expected in 2022
- Initial cities for roll-out identified and surveyed
- Vehicle schedule being finalized
- Expected to launch in 2022
- 7k customer touchpoint across India

**Roll Out Expected 2022** 





37

# Fast Expansion Requires a Supply Chain Partner That Can Scale Quickly



"As the world embraces smart electric transportation in new ways, a key challenge is how to introduce these new innovative options to people in every corner of the world. This partnership brings together Gogoro's global leadership in urban battery swapping and smart vehicle technologies with Foxconn's extensive global manufacturing capabilities to enable mass distribution of Gogoro's smart battery swapping ecosystem and vehicles."

**JUNE 2021** 

**Young Liu** 

Chairman

## Management Team & Board



**Horace Luke** Founder, CEO and Chairman



Microsoft

Officer

Chief Innovation Xbox & Windows **Creative Director** 



**Bruce Aitken Chief Financial Officer** 





China Devices GM China CFO



**Ming-I Peng Chief Product Officer** 



Global Marketing



Asia Marketing



**Pass Liao GM**, Platform Partnership





Asia Quality Director



Alan Pan GM, Gogoro Network®



**VP** Commercialization



**Kirk James Chief Brand Officer** 





Founder, CCO Creative Director

Backed by ~2,000 Employees

Including ~380 Engineers ~170 Network Operations ~550 Manufacturing ~445 Sales and Services



**Michael Splinter** 

Gogoro, Independent Board Member Nasdaq, Chairman TSMC, Independent Board Member







EVP

Chairman

CEO



Yoshi Yamada

Gogoro, Independent Board Member



**Panasonic** 

Head of Giga Factory

EVP



**Hui-Ming Cheng** 

Gogoro, Independent Board Member





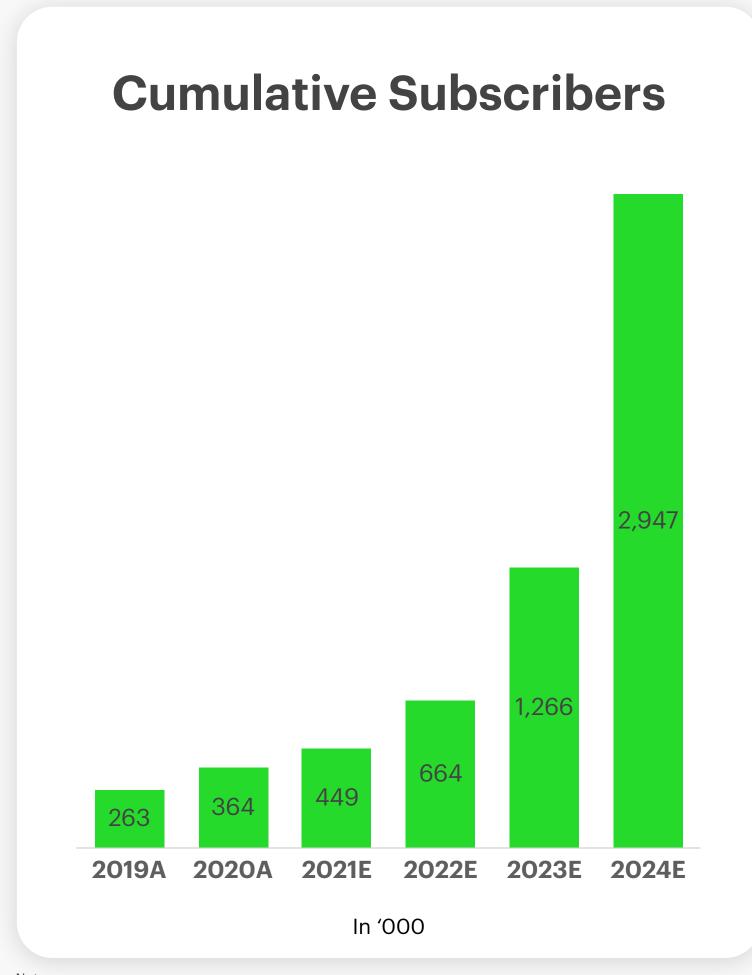
CFO

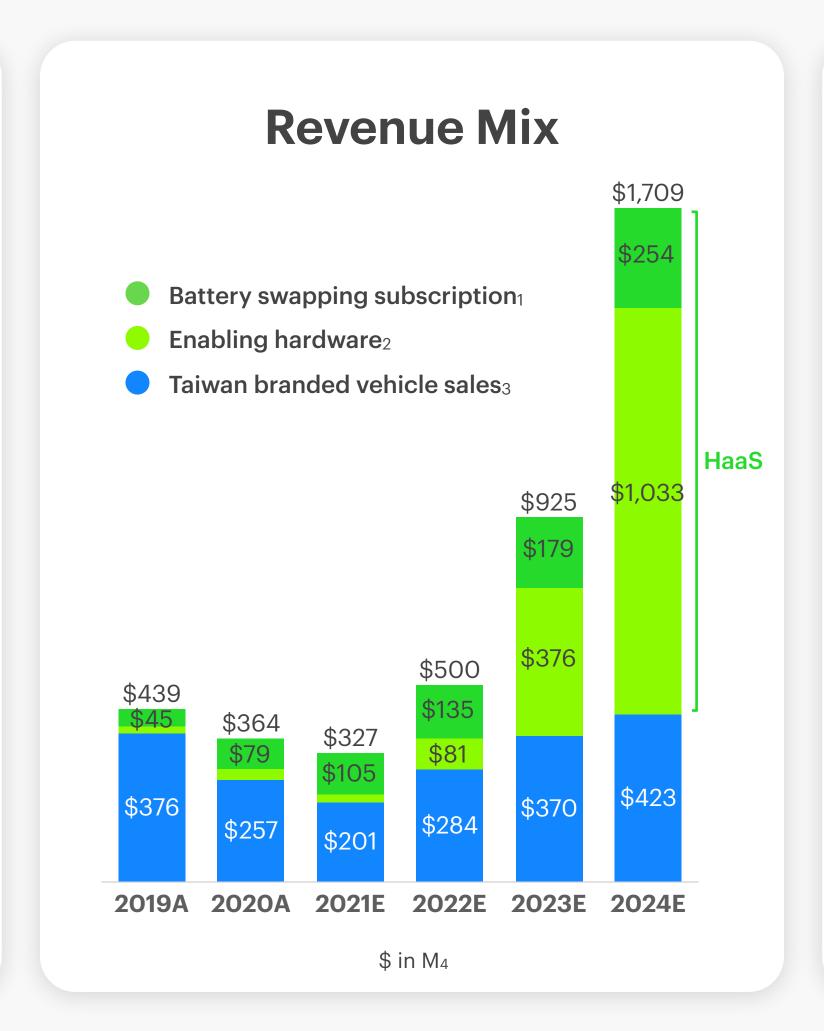
CFO

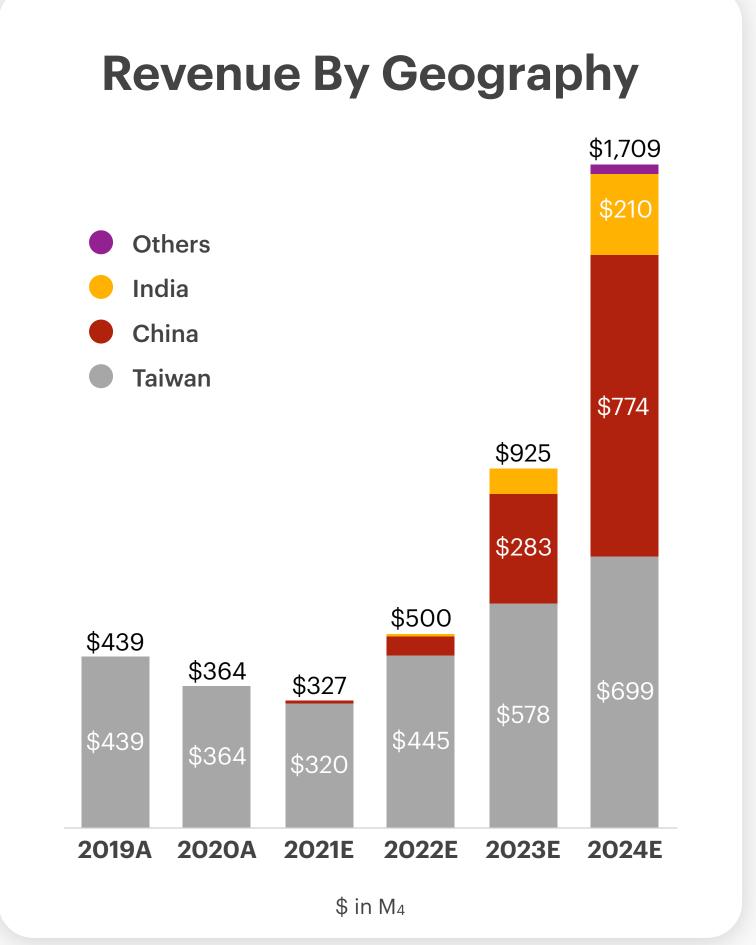
39



## Revenue Growth Driven by Proven Playbook With HaaS Revenue Growing With Subscriber Accumulation





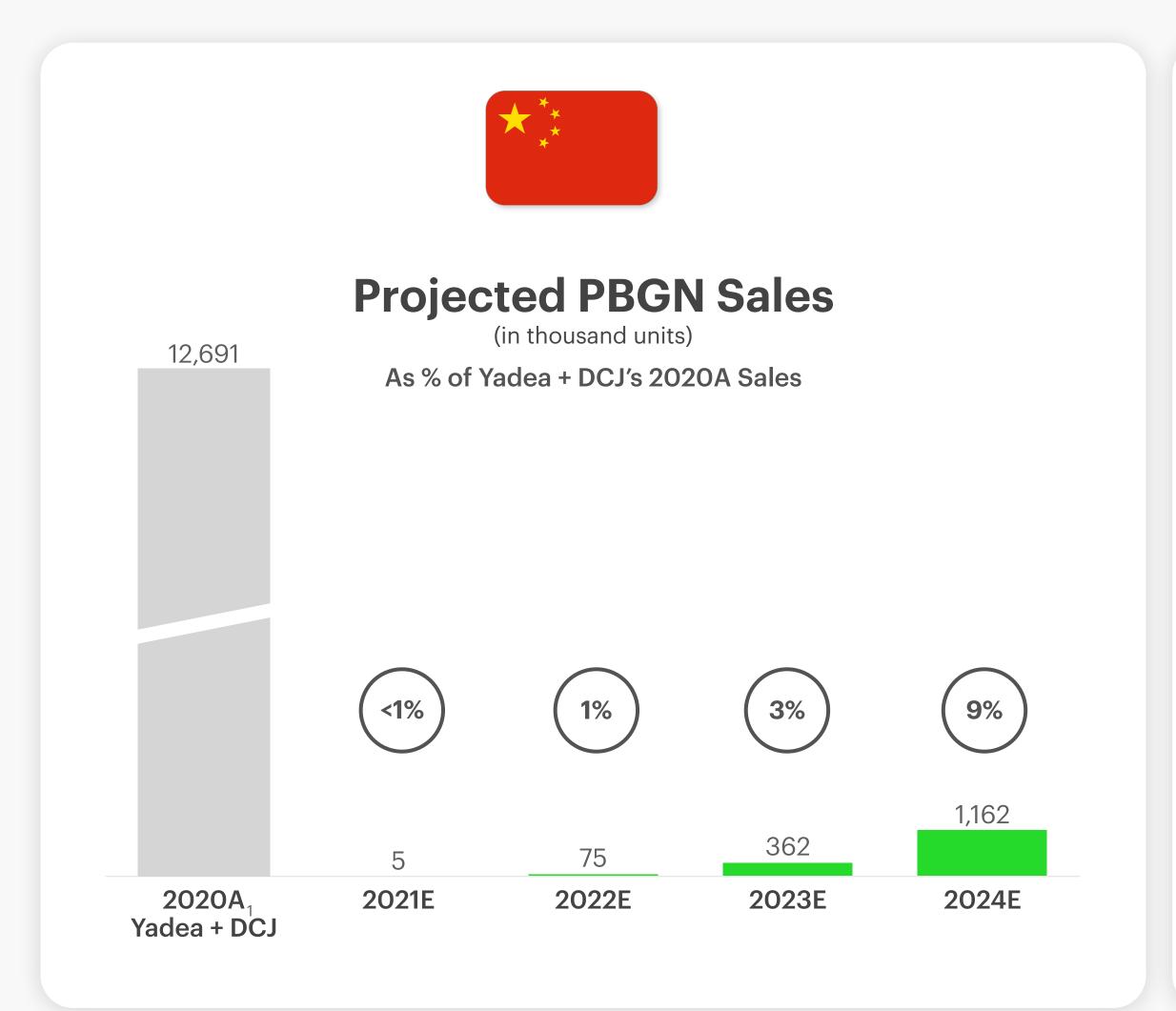


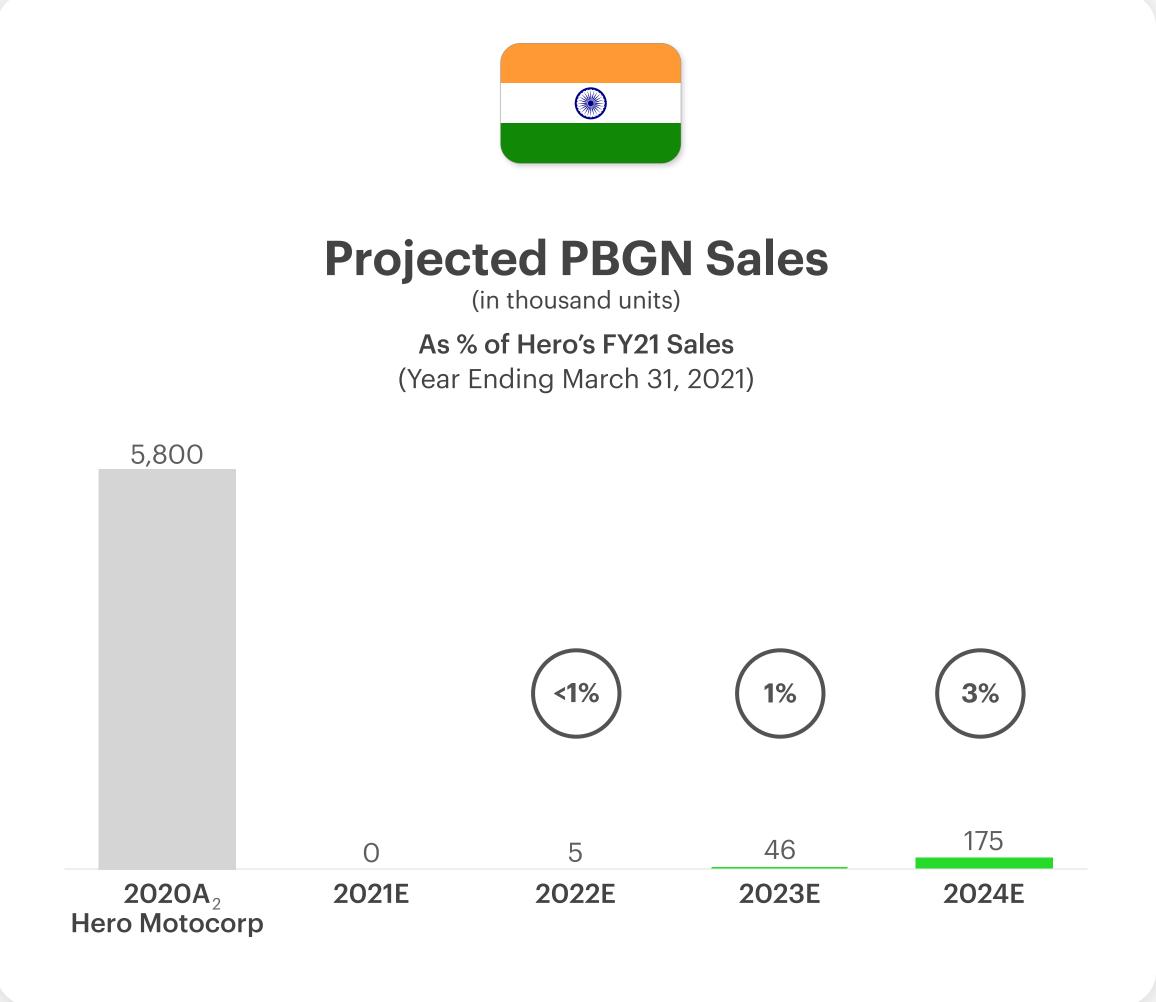
41

#### Notes:

- 1. Taiwan subscription revenue + a percentage of revenues from China and India subscription services.
- 2. Sales of component kits to OEMs as well as sales of network infrastructure to SwapCos in China and India.
- 3. Inclusive only of Taiwan based Gogoro branded vehicle sales.
- 4. 2019 and 2020 are based on the Company's audited financial reports.

## Sales Projections Are Conservative Vs. Partner Ambitions





#### Notes:

<sup>1.</sup> Yadea 2020A sales from company annual report 2020; DCJ 2020A sales from China Motor World.

<sup>2.</sup> Company annual report.

## Attractive and Credible Long-Term Financial Model

	2019A	2020A	2021E	2022E	2023E	2024E	2021E - 2024E CAGR
Consolidated Revenue (\$M)	439.2	364.1	326.9	500.2	925.1	1,709	74%
Hardware Revenue (\$M) <sub>2</sub>	394.7	284.9	222.3	365.5	746.4	1,455.4	
Battery Swap Revenue (\$M) <sub>3</sub>	44.6	79.2	104.5	134.8	178.7	253.6	
Gross Profit (\$M)	93.2	79.4	52.4	104.5	176.5	293.3	
Gross Margin (%)	21.2%	21.8%	16.0%	20.9%	19.1%	17.2%	
Consolidated EBITDA (\$M)	46.1	42.1	11.8	69.7	147.1	272.0	
Hardware EBITDA (\$M)	27.8	7.7	(33.9)	(4.3)	37.1	97.0	
Battery Swap EBITDA (\$M)	18.3	34.3	45.7	74.0	110.0	175.0	56%
EBITDA – Capex (\$M)	(130.3)	(102.2)	(83.9)	(64.1)	(21.3)	82.1	

#### Notes.

<sup>1. 2019</sup> and 2020 are based on the Company's audited financial reports.

<sup>2.</sup> Includes sales of Gogoro branded scooters, component kits to OEMs, batteries, and swapping stations to the joint venture network operators in China and India.

<sup>3.</sup> Taiwan subscription revenue + a percentage of revenues from China and India subscription services.



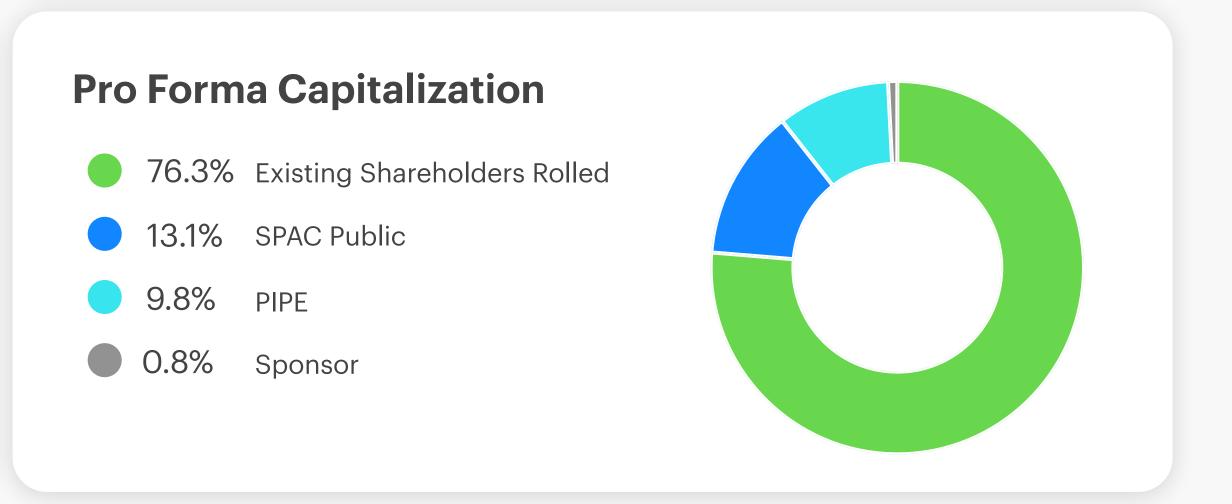
#### TRANSACTION OVERVIEW

## **Transaction Overview**<sub>1</sub>

Estimated Sources (\$M)	
Existing Shareholder's Equity Rolled	\$2,011
Poema Global Cash in Trust <sub>2</sub>	345
PIPE	257
Existing Cash on Balance Sheet <sub>3</sub>	242
Total Sources	\$2,856

Estimated Uses (\$M)	
Existing Shareholder's Equity Rolled	\$2,011
Cash to Balance Sheet	557
Indicative Transaction Costs	45
Existing Cash on Balance Sheet <sub>3</sub>	242
Total Uses	\$2,856

# Pro Forma Valuation (\$M, except per share amounts)PF Shares Outstanding (M)263.6Share Price\$10.00PF Equity Value2,636(+) Debt3514(-) Cash800PF Enterprise Value\$2,350



45

#### Notes:

<sup>1.</sup> Excludes (i) the impact of any equity awards issued at or after the closing of the transaction, (ii) the dilutive impact of outstanding warrants with a strike price of \$11.50 per share and (iii) earn-out share grants or Sponsor promote vesting subject to achieving stock price targets above \$10.00 per share.

<sup>2.</sup> Assume no redemptions

<sup>3.</sup> As of June 30, 2021.

## Introducing the Selected Comparable Universe

## **EV Charging Technology**



80% hardware, 20% software split with longer-term recurring revenue opportunity



Strictly focused on charging with better use case in rural and suburban locations

-chargepoin+

stem



## **EV Charging Networks**



Build, own and operate charging solution with adjacent revenue prospects



Reliant on usage / advertisement with limited upfront revenue

## EVgo



## Hardware as a Service ("HaaS")



Revenue streams from both hardware sales and subscription service



Different type of consumer product / service (non-vehicle)

## **PELOTON**



## 4W Electric Vehicle OEMs



Manufacturers of sustainable electrified automobiles with significant end market tailwinds



Focused on 4-wheel passenger vehicles with massive global competition

#### PTW OEMs



Urban-focused 2-wheeled hardware manufacturers with geographic overlap



Lack of recurring software or battery offering results in non-sticky customer base



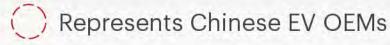




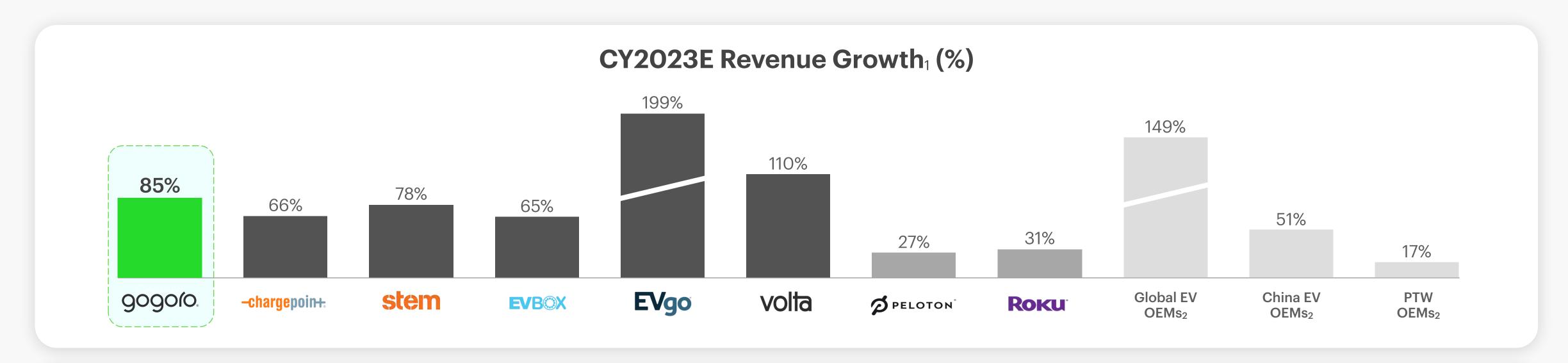


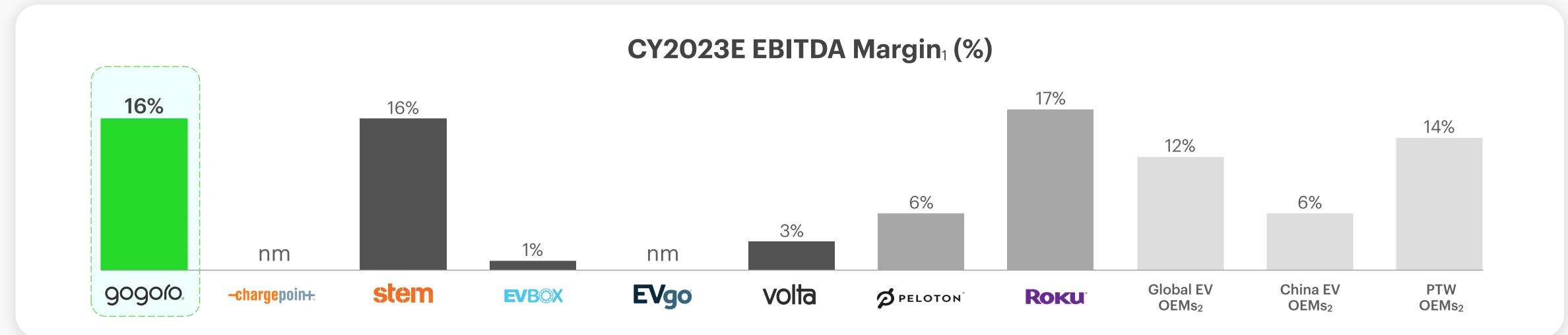






## **Operational Benchmarking**



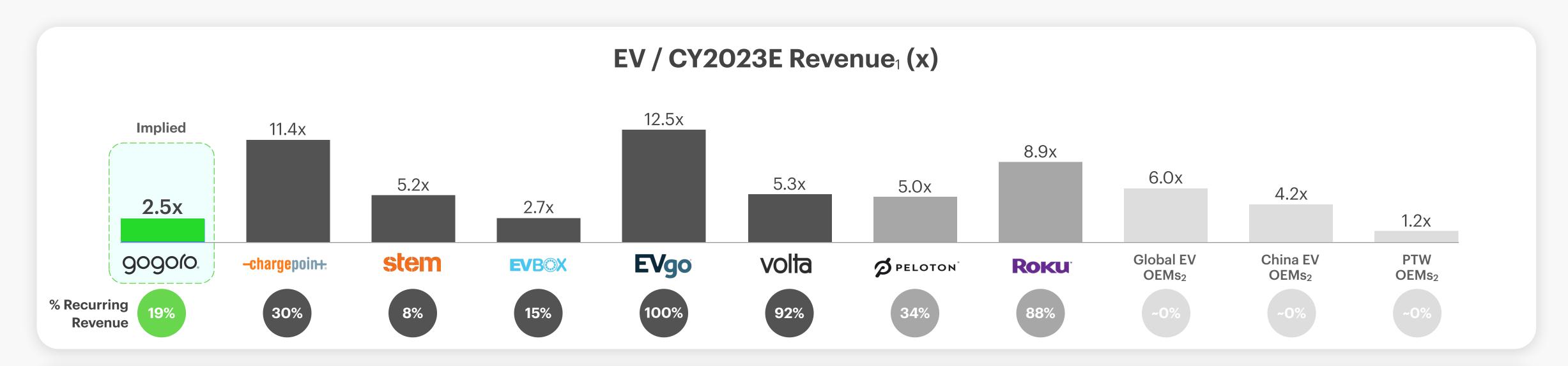


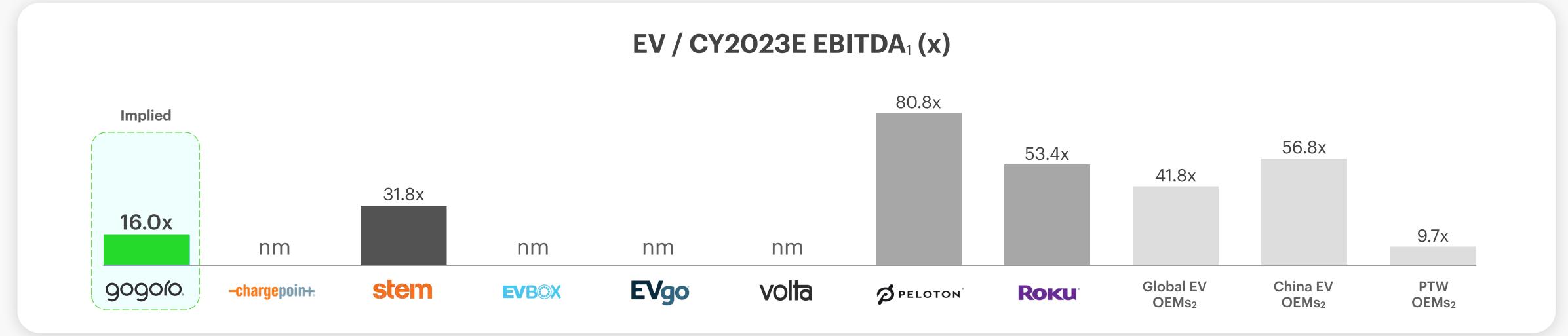
Notes:

2. Reflects median.

<sup>1.</sup> FactSet as of 9/10/2021

## Valuation Benchmarking





Votes:

<sup>1.</sup> FactSet as of 9/10/2021

<sup>2.</sup> Reflects median.

## Compelling Valuation Offering Significant Future Upside

