# Ø PROTERRA

Revolutionizing Commercial Vehicle Electrification January 2021





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This presentation (together with oral statements made in connection herewith, the "**Presentation**") is for informational purposes only to assist interested parties in making their own evaluation with respect to the proposed business combination (the "**Business Combination**") between ArcLight Clean Transition Corp. ("**ArcLight**") and Proterra Inc. ("**Proterra**" or the "**Company**"). By accepting this Presentation, you acknowledge and agree that all of the information contained herein or disclosed orally during this Presentation is confidential, that you will not distribute, reproduce, disclose or use such information for any purpose other than for the purpose of your firm's participation in the potential financing, that you will not distribute, reproduce, disclosure or use such information in any way detrimental to Proterra or Arclight, and that you will return to Arclight and Proterra, delete or destroy this Presentation upon request. Further, by accepting this Presentation, the recipient agrees to maintain all such information in strict confidence, including in strict accordance with any other contractual obligations applicable to the recipient and all applicable laws.

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This Presentation contains projected financial information with respect to Proterra. Such projected financial information constitutes forward-looking information, and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumptions and estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. See "Forward-Looking Statements" paragraph above. Actual results may differ materially from the results contemplated by the financial forecast information contained in this Presentation, and the inclusion of such information in this Presentation should not be regarded as a representation by any person that the results reflected in such forecasts will be achieved.

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#### Use of Projections (Cont'd)

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#### Additional Information

In connection with the proposed Business Combination, ArcLight intends to file with the SEC a registration statement on Form S-4 containing a preliminary proxy statement/prospectus of ArcLight, and after the registration statement is declared effective, ArcLight will mail a definitive proxy statement/prospectus relating to the proposed Business Combination to its shareholders. This Presentation does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. ArcLight's shareholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus and the amendments thereto and the definitive proxy statement/prospectus and other robust the proposed Business Combination. When available, the preliminary proxy statement/prospectus and the Business Combination. When available, the definitive proxy statement/prospectus and the relevant materials for the proposed Business Combination will be mailed to shareholders of ArcLight as of a record date to be established for voting on the proposed Business Combination. Shareholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC, without charge, once available, at the SEC's website at www.sec.gov, or by directing a request to: ArcLight Clean Transition Corp., 200 Clarendon Street, 55th Floor, Boston, MA 02116.

#### **Financial Information**

The financial information and data contained in this Presentation is unaudited and does not conform to Regulation S-X promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"). Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, the registration statement to be filed by ArcLight and Proterra with the SEC.

#### Participants in the Solicitation

ArcLight, the Company and their respective directors and executive officers may be deemed participants in the solicitation of proxies from ArcLight's shareholders with respect to the proposed Business Combination. A list of the names of ArcLight's directors and executive officers and a description of their interests in ArcLight is contained in ArcLight's final prospectus relating to its initial public offering, dated September 22, 2020, which was filed with the SEC and is available free of charge at the SEC's web site at www.sec.gov, or by directing a request to ArcLight Clean Transition Corp., 200 Clarendon Street, 55th Floor, Boston, MA 02116. Additional information regarding the interests of the participants in the solicitation of proxies from ArcLight's shareholders with respect to the proposed Business Combination will be contained in the proxy statement/prospectus for the proposed Business Combination when available.

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#### Summary of Contracts

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# **Our Mission**

Advancing Electric Vehicle Technology to Deliver the World's Best Performing Commercial Vehicles





## Proterra and ArcLight Combination to Create Publicly Listed, Commercial Electric Vehicle Technology Leader

#### Proterra Team



### ArcLight Clean Transition Team





#### **Transaction Overview**

- Proterra to combine with ArcLight Clean Transition Corp. ("ArcLight"), a publicly listed special purpose acquisition company with ~\$278MM cash currently held in trust and a focus on leading companies enabling the transition to a sustainable future
- Jake Erhard from ArcLight to join Proterra Board, adding substantial experience in transportation logistics, power and fueling infrastructure, and a focus on accelerating Proterra Energy business unit
- Transaction reflects a \$1.6Bn enterprise value for Proterra
  - Proterra to receive ~\$648MM cash at closing based on the \$415MM committed PIPE and current cash in trust levels
  - Proceeds will be used to continue to fund R&D and capex investments in next-generation battery program to unlock commercial vehicle powertrain parity
  - Existing Proterra shareholders to roll 100% of their stakes, expected to own ~69% of the pro forma company at closing
- Pro forma company well-positioned and well-capitalized
  - \$2.4Bn pro forma equity value <sup>1</sup>
  - \$1.6Bn pro forma enterprise value
    - 3.6x 2022E revenue of \$439MM
    - 0.6x 2025E revenue of \$2,566MM
- Strong balance sheet with ~\$852MM of cash at close  $^2$



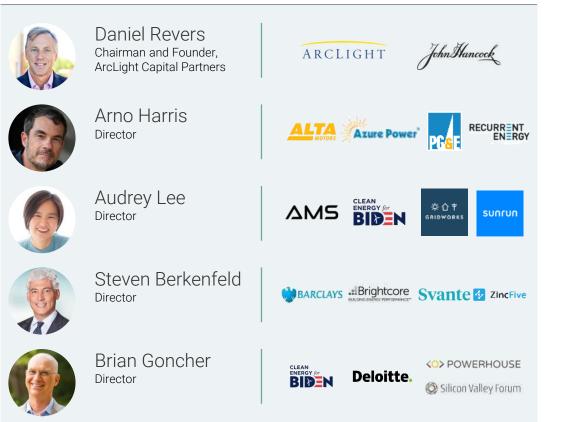
Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



## ArcLight Clean Transition Corp. Overview

Positioned to Help Proterra Accelerate Commercial Vehicle Electrification

### **Top-Tier Leadership**



### ArcLight Clean Transition Corp. Overview

- ArcLight Clean Transition Corp. is a SPAC listed on the Nasdaq Capital Market that priced its IPO on September 22, 2020
- ArcLight management team and board of directors bring significant experience in:
  - ✓ Transportation logistics
  - ✓ Renewable infrastructure
  - ✓ Power networks
  - ✓ Batteries
  - ✓ Electric vehicles
- Sponsored by an affiliate of ArcLight Capital Partners, a leading private equity firm focused on power and energy infrastructure, and partnered with CAMS, a leading provider of operational and asset management services for infrastructure assets

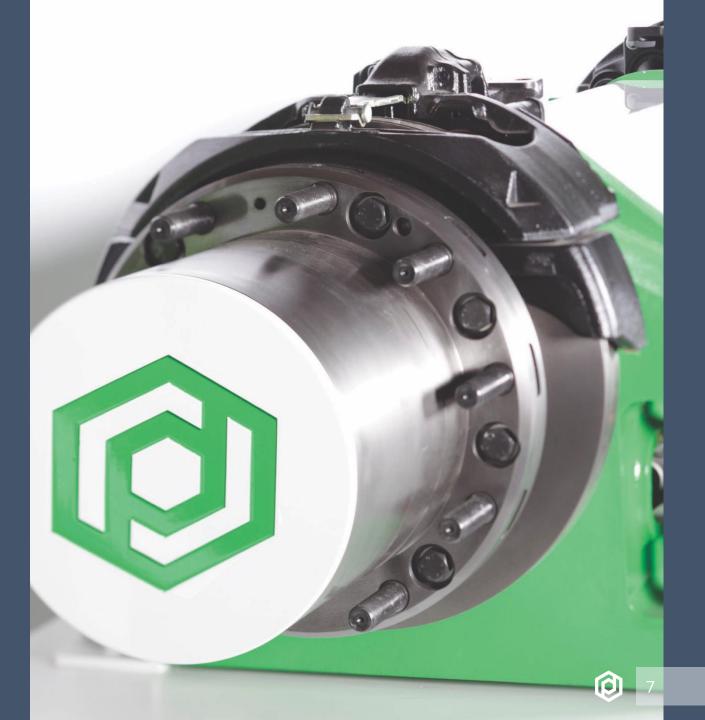
#### ArcLight's Due Diligence on Proterra

- ArcLight Clean Transition Corp. due diligence on Proterra includes:
  - ✓ In-depth strategy reviews of the company's strategy across each business unit
  - $\checkmark~$  Discussions with key customers
  - $\checkmark\,$  Multiple site visits to the Burlingame and Los Angeles factories
  - $\checkmark$  Independent review of Proterra's battery technology by The Battery Lab

PROTERRA

# Proterra Overview

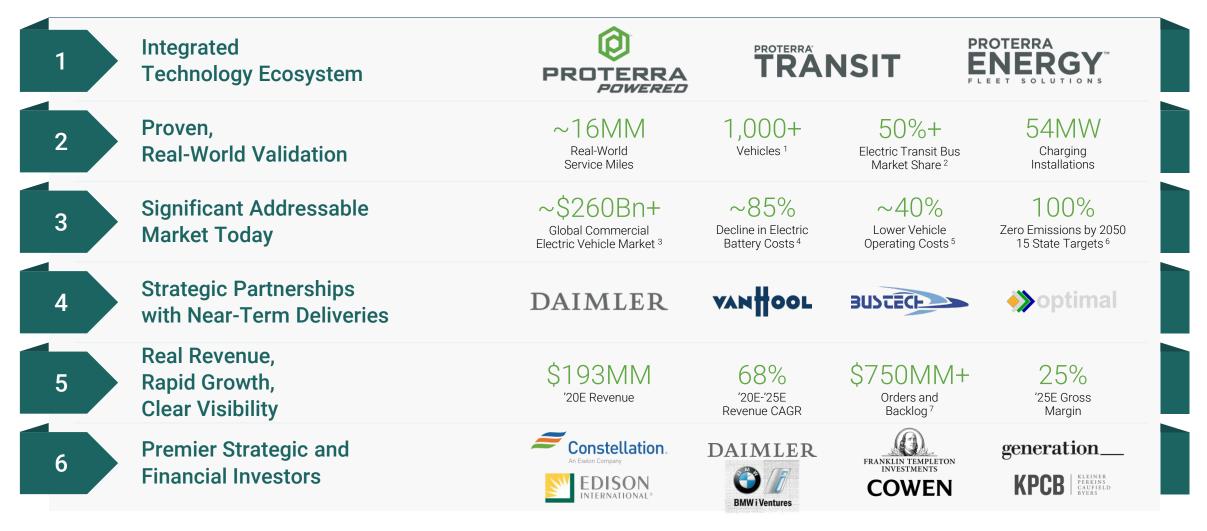
Who We Are





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## Track Record of Enabling Commercial Vehicle Electrification

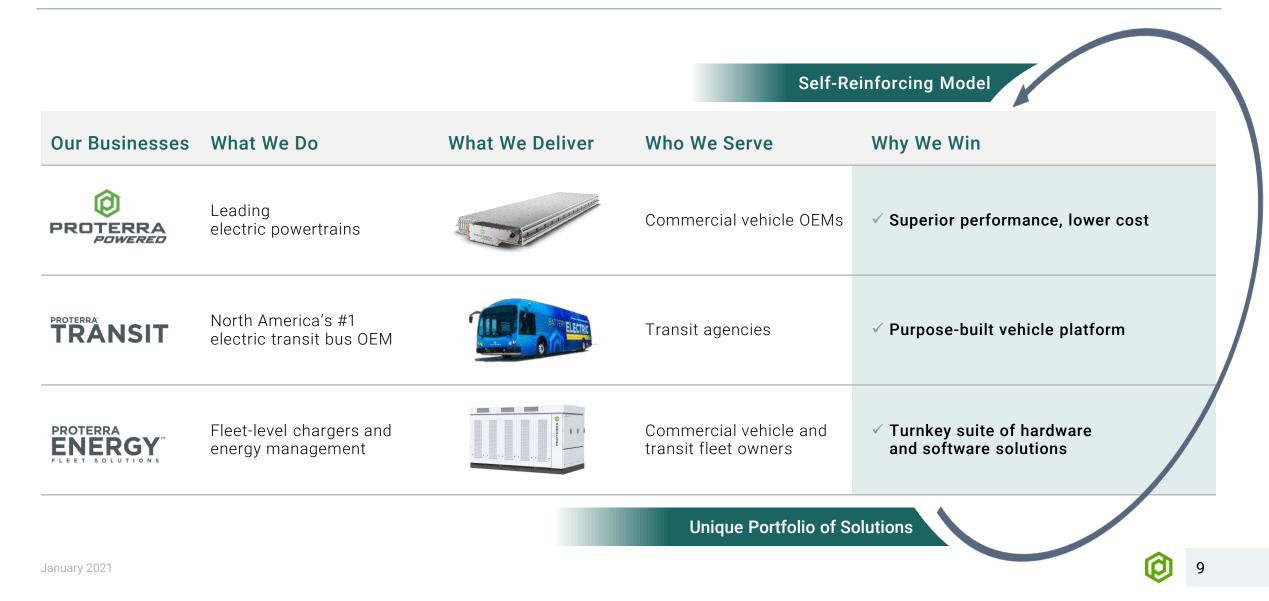


- 1. Over 550 vehicles on the road and over 450 vehicles in backlog as of September 2020 2. 2012-2019 Proterra electric transit bus market share in North America; refer to Index on page 52
- Includes commercial vehicles and charging; refer to Index on page 52 for additional information
- 4. From 2010 to 2019; refer to Index on page 52 for additional information

- Versus diesel; refer to Index on page 52 for additional information
- 6. Medium-duty and heavy-duty truck market; refer to Index on page 52 for additional information
- 7. As of September 2020; represents Proterra Transit backlog and
- Proterra Powered orders signed and under advanced negotiation
  - Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



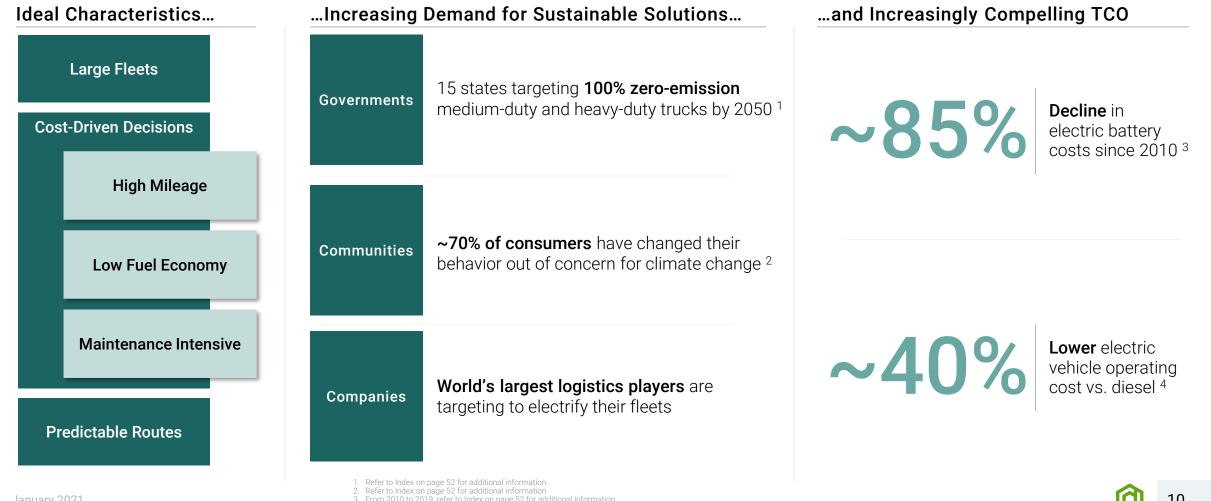
## Integrated Technology Ecosystem: Strong Network Effect





## Massive Commercial Vehicle Market Primed for Electrification

\$260 Billion Total Addressable Market Opportunity





# Proterra Has Overcome Key Obstacles to Electrification

Obstacle	What We Do Isn't Easy
Cost	<ul> <li>Highly competitive total cost of ownership</li> </ul>
Performance	<ul> <li>Best-in-class battery system enables greater range and weight loads</li> </ul>
Safety	<ul> <li>State-of-the-art testing, certification, and compliance programs</li> </ul>
Quality	<ul> <li>~16MM real world miles, long lifespan of 4,000+ cycles, and low maintenance</li> </ul>
Charging	<ul> <li>End-to-end solutions with 54 MW installed at 450+ charge points</li> </ul>
Scale	<ul> <li>Over a decade of experience with <math>\sim</math>350k sq. ft. of advanced manufacturing capacity</li> </ul>
	Integrated Platform Enabling Commercial Vehicle Electrification



# Innovation DNA Meets Manufacturing Expertise

Advanced R&D, 81 Patents, and Manufacturing Capabilities In-Place and At-Scale

	Product	Year Opened	Max. Annual Capacity
	Battery	2020	675 мwh
Los Angeles, CA	Bus	2017	280 Vehicles
Burlingame, CA	Battery	2017	345 мwh
Greenville, SC	Bus	2011	400 Vehicles
Since 2017		86% Reduction in	Battery Unit Cost

Established Footprint in Technology and Manufacturing Hubs





PROTERRA

# Producing the Vehicles of Tomorrow, **Today**

**Other Mobility Technology Players:** PowerPoints and Prototypes



**VLL** Prototypes



NIKOLA Prototypes





1 - C A N O O -Prototypes



Proterra: Proven Products on the Road





Touring the Ski Slopes In Jackson Hole

Commuting in

San Francisco







## Proterra is Miles Ahead of the Competition

## Proterra has a Distinct First-Mover Advantage

	<b>PROTERRA</b>	AFFIVAL	<b><b>(</b>HYLIION</b>	NIKOLA	
Multi-Million Real-World Miles	16MM	×	×	×	×
Revenue (2020E)	\$193MM	×	Minimal	×	\$11MM
Production Track Record	~10 Years	×	×	×	$\checkmark$
Manufacturing Capacity <sup>1</sup>	$\checkmark$	×	×	×	$\checkmark$
Full Charging Solution <sup>1</sup>	$\checkmark$	×	×	×	×

Significant Time and Enormous Capital Investment Required for Competitors to Catch-Up...and Proterra is Moving Forward





## Integrated Technology Ecosystem

Complete, Purpose-Built Technology Platform





Heavy-Duty Battery Pack

High energy density, low-cost, ruggedized



Vehicle Integration

End-to-end powertrain integration



Apex Software

Full-service fleet management platform



High Efficiency Drivetrains

5x efficiency of diesel Best-in-class acceleration



Energy Solutions

Fully-integrated charging solutions



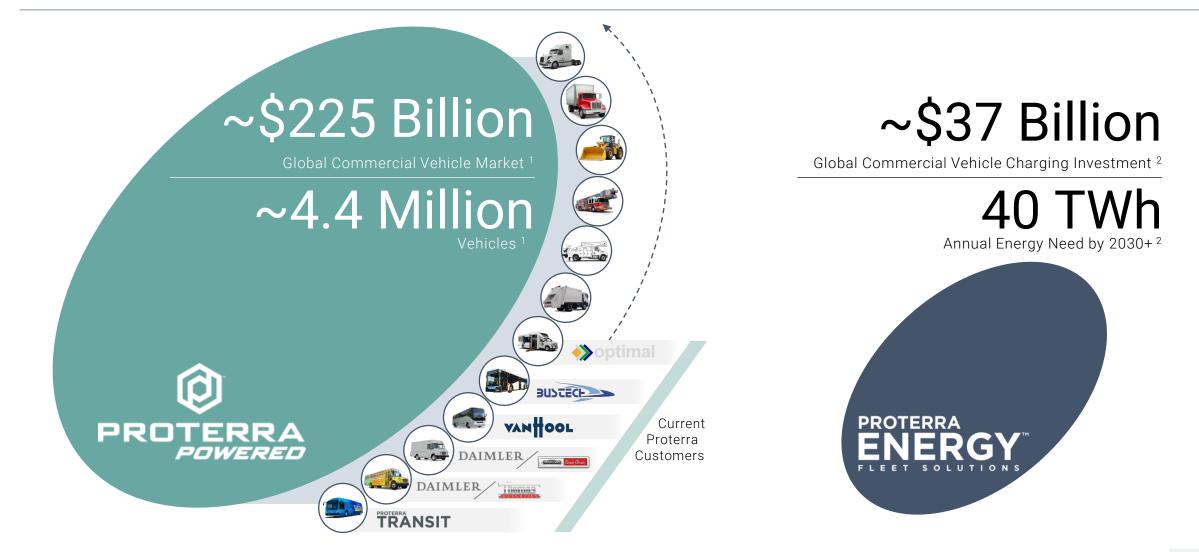
Future Vehicle-to-Grid

Integrated utility-scale power ecosystem



PROTERRA PROTERRA PROTERRA TRANSIT

## Proterra Well-Positioned for ~\$260 Billion TAM



Estimated 2023 addressable market and number of vehicles for long-haul, medium-duty, construction / mining and buses; refer to Index on page 52 for additional information
 Estimated 2030 addressable market and energy need excluding passenger cars; refer to Index on page 52 for additional information
 Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



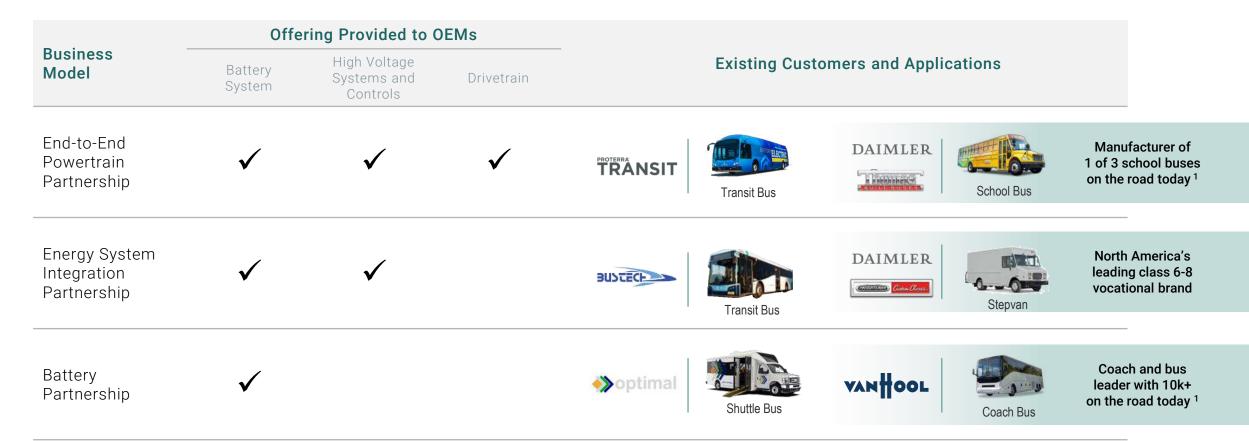
TRANSIT ENERG



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## Proterra Powered: Tailored Approach Through Partnership Model

Proven Partnerships with Industry Leaders



## Established Partnerships Serve a Target Segment Market Opportunity of ~175,000 Annual Vehicles <sup>2</sup>

1. Statistic specific to North America only

 Annual vehicles across North American transit, school bus, shuttle bus, coach bus, step van and non-North American transit; refer to Index on page 52 for additional information Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections

Ø PROTERRA



## **Proterra Powered:** Daimler Strategic Partnership

World's Largest Commercial Vehicle Manufacturer is a Customer and Investor

## DAIMLER



~\$50 billion in annual revenue and ~520,000 annual vehicles sold<sup>1</sup>

## Meaningful Shareholder and Senior Executive Commitment

- In September 2018, Daimler Trucks & Buses co-led investment in Proterra
- Anchor investor in the current \$415MM PIPE



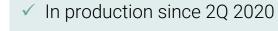
#### Head of Finance & Controlling, Daimler Trucks & Buses Proterra Director



## Sizable, Existing Commercial Agreements



- Deliveries expected to begin in 2021
- Existing Industry Fleet in U.S.: 300,000+ vehicles <sup>2</sup>



Existing Industry Fleet in U.S.: 480,000+ vehicles <sup>3</sup>



PROTERRA



# **Proterra Transit:** North America's #1 Electric Transit Bus OEM

Clear Leadership in Flagship Validation Market with 50%+ Market Share<sup>1</sup>



## Purpose-Built Electric Transit Bus Technology Platform

- 16 Million Real-World Service Miles
- 10+ Year Vehicle Service Track Record
- Successfully Completed 8 Altoona Tests

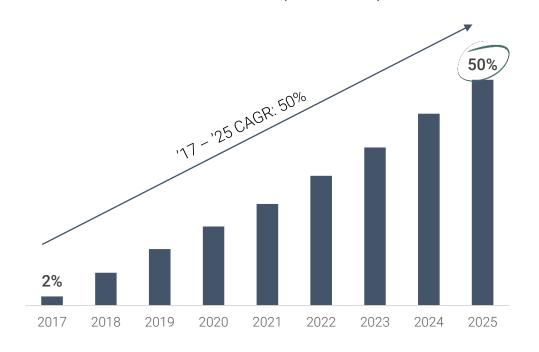


## **Proterra Transit:** North American Bus Market is Rapidly Electrifying

130+ Communities in 43 States and Provinces Choose Proterra

Projected to be 50% Electrified by 2025<sup>1</sup>

% of Total North American Bus Market (Annual Sales)



**25K+** North American Buses Must be **100% Zero Emission** by 2040<sup>2</sup> Zero Emission Buses Now 26% of Active Bid Universe <sup>3</sup>

 $(\mathbf{O})$ Proterra Customer

\$400MM

Cumulative Sales

Proterra's Customers Operate Over 30% of the N.A. Transit Bus Fleet <sup>4</sup>

Reflects seven North American city and state mandates (California, NYC, Toronto, Chicago, Seattle, Minneapolis and Miami); refer to Index on page 52 for additional information NFI Group's active North American transit bus bid universe; refer to Index on page 52 for additional informatior

550+

Vehicles on the Road

Refer to Index on page 52 for additional information

Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



450+

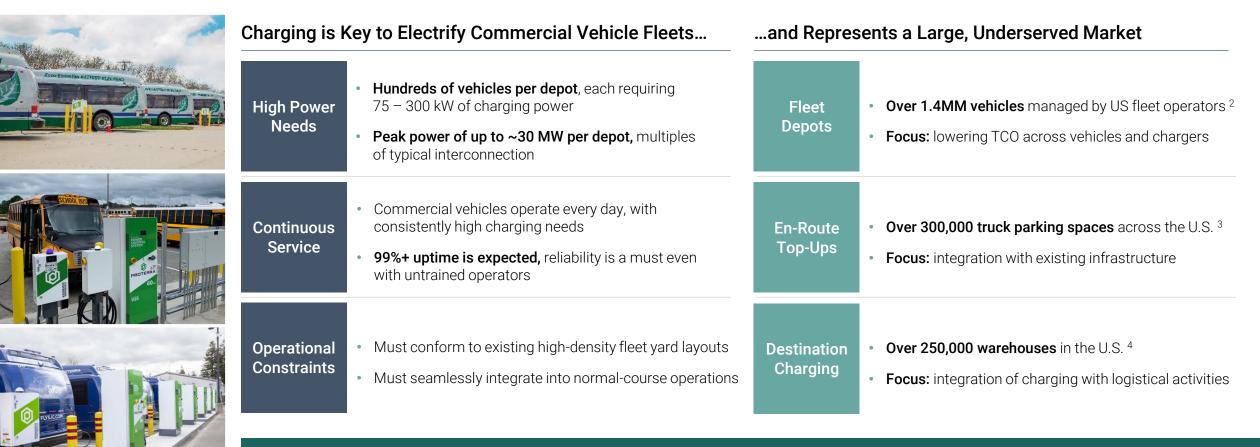
Vehicles in Backlog

TRANSIT ENERGY



## Proterra Energy: Enabling the Electrification of Commercial Vehicles

\$37Bn of Annual Investment Expected in Global Charging Infrastructure by the End of the Decade 1



### Significant Market Opportunity Requiring a Multidisciplinary Approach

Refer to Index on page 52 for additional information
 Refer to Index on page 52 for additional information
 Refer to Index on page 52 for additional information

4. Refer to Index on page 52 for additional information

Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections

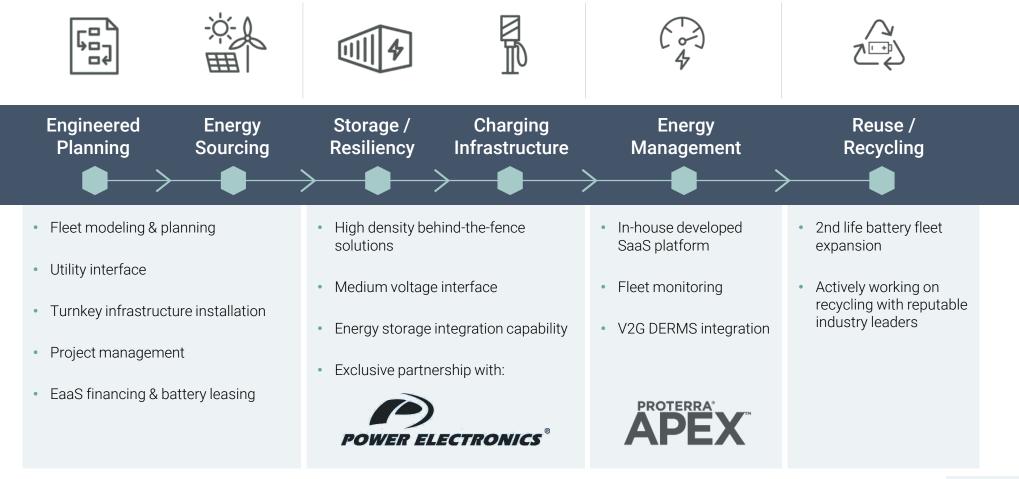
TRANSIT



## Proterra Energy: Integrated Fleet Charging Solutions

54 MW of Charging Infrastructure Installed at 450+ Charge Points Across North America







# Customer Perspective: Proterra Delivers Fully Integrated Solutions

# **ETS** Edmonton Transit System

Electric Bus, Charging Infrastructure and Charge Management Software



#### Deployment

PROTERRA ENERGY

- Proterra Transit: 40 electric transit buses
- **Proterra Powered:** 660 kWh batteries and DuoPower drivetrains
- Proterra Energy: 4.3 MW of charging hardware



Batteries, Drivetrains, Vehicle Controls, and V2G Services



#### Deployment

- Proterra Powered: End-to-end electric powertrains for 50 Thomas-built school buses
- **Proterra Powered:** 220 kWh batteries, drivetrains and vehicle controls
- **Proterra Energy:** Charging infrastructure and V2G services



## Customer Highlights

- **Fully integrated** charging solutions
- First-of-its-kind depot layout and software control systems
- Optimizes scheduling while lowering demand charges



## **Customer Highlights**

- Dominion Energy is seeking state approval for additional 1,000+ electric school buses over next 5 years
- $\checkmark$  Bus batteries utilized as **grid resource**
- Provides backup power, stabilization and load shifting



# Public Company-Ready Leadership Team and Board



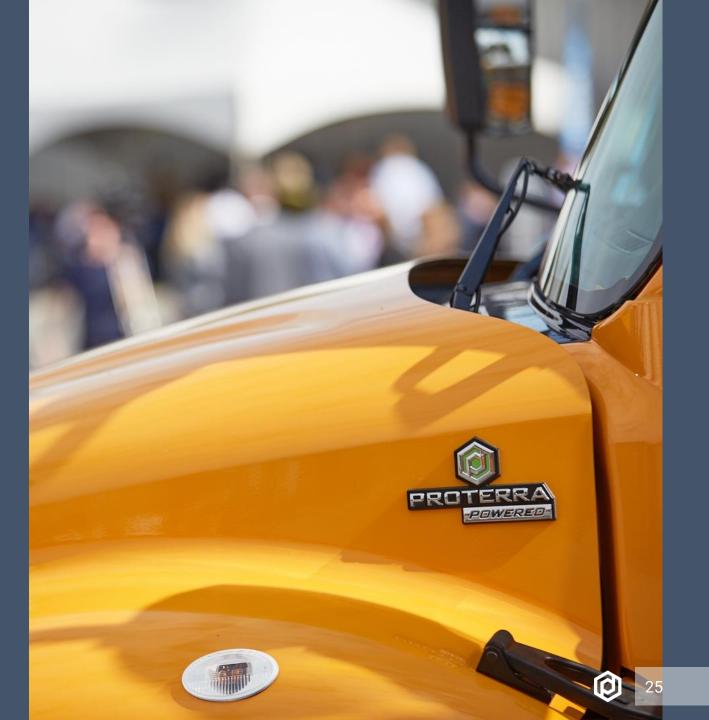
#### **Board of Directors**



PROTERRA

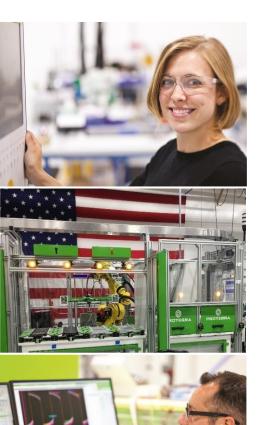
# Proterra Technology

Why We Win





## Proterra's Innovation DNA



#### **Deep and Diversified Engineering Expertise**

- Core engineering team has deep automotive battery engineering experience and dedication to first-principles engineering
- Expertise across multiple engineering disciplines: mechanical, electrical, chemical, software

#### Strong Professional Backgrounds with Industry Leaders



#### Premier and Innovative Product Development DNA



#### 81 Patents Across Our Integrated Technology Ecosystem<sup>1</sup>

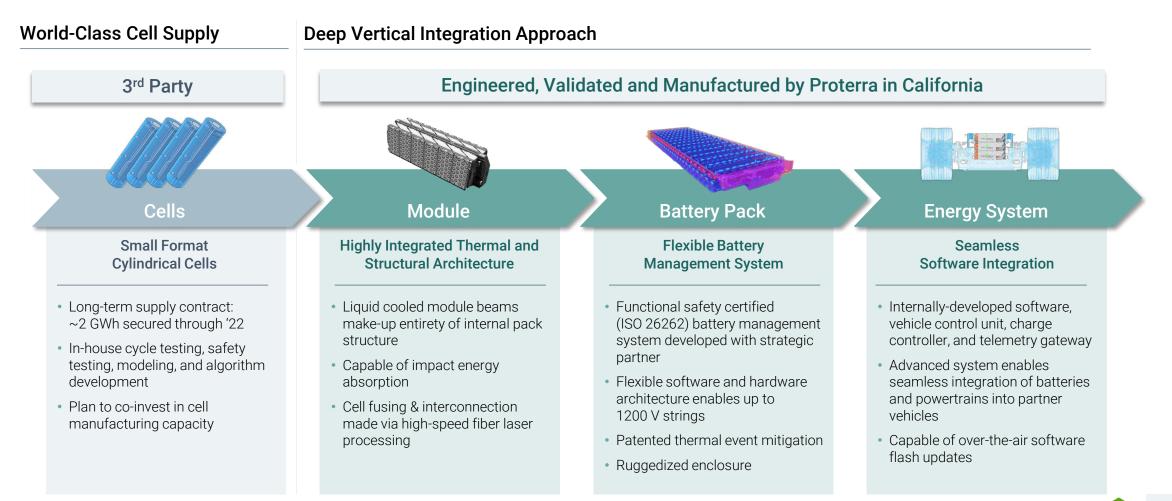
1. As of December 2020; key patent families are Battery Configuration and Energy Management, Powertrain and Vehicle Controls, Charging Interface and Methods, Composite Body and Vehicle Design, and Vehicle Controls





# Battery System: Vertically Integrated Development and Manufacturing

Enhances Performance and Lowers Cost



## **Battery System:** Modular and Scalable for Many Commercial Vehicle Segments



#### Versatile Design Elements Can Enable Applications Across Commercial Vehicle Market



Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



## Battery System: State-of-the-Art Technology

Designed to Excel in Medium and Heavy-Duty Vehicle Applications

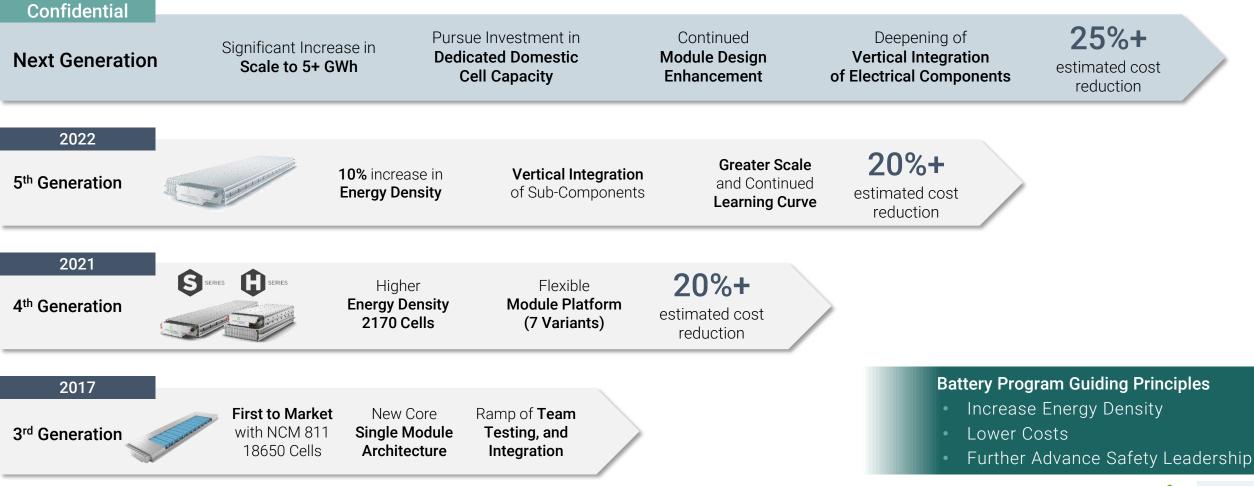
Proterra Battery Core Attributes	Real-World Customer Benefit
Intelligent Battery Management System	$\checkmark$ Hundreds of sensors delivering continuous monitoring and diagnostics
Gravimetric Energy Density	$\checkmark$ Extended range, higher cargo / occupant capacity, and increased vehicle efficiency
Volumetric Energy Density	$\checkmark$ Minimizes battery space requirements with packaging designed for safety
Ruggedized, Commercial Grade Enclosure	$\checkmark$ Ballistic-grade materials designed to withstand the toughest conditions over vehicle lifecycle
Functional Safety Certified	$\checkmark$ Redundant sensing and processing designed to ensure safe and reliable operation
Resiliency to Cell Defects and Failures	✓ Long life span, intrinsically resistant to cell propagation
Multi-Layered Passive and Active Safety Systems	✓ State-of-the-art testing, certification & compliance programs





## Battery System: Continuous Research and Development Excellence

Next Generation Battery Targeting Commercial Vehicle Powertrain Cost Parity by Mid-Decade







## Best-in-Class Integrated Drivetrains: Proven, Advanced Performance

## Purpose-Built to Optimize Torque and Efficiency

**Industry-Leading Drivetrain Capabilities** 

- Longest range with 5x the efficiency and 2x the acceleration of a diesel bus
- Designed to outperform direct-drive systems in all conditions
- Dedicated team performs system integration, software & controls, testing & validation
- **Next generation drivetrain unlocks** new commercial vehicles

Technology		Transmission	Wheel Torque	Continuous Power
Proterra DuoPower eAxle		Dual 2-Speed	22,000 Nm	370 kW
<b>Next Generation</b> (In Development)	Confidential	4-Speed	25,400 Nm	200 kW
Proterra ProDrive		2-Speed	19,700 Nm	180 kW

## Proterra is Well-Positioned with a Strong Portfolio of Multi-Speed Drivetrain Solutions

#### Portfolio Serves Multiple Commercial Vehicle Applications







# Energy Solutions: Integrated Charging Applications for Fleets of All Sizes

Universal		Ir	ntelligent		Remote	Scalable & Adaptable
Using Industry- Connections	Standard	S	mart-Charging	g Capable	PCS Can Be Up to 500 Feet from Dispenser	Wall, Ceiling or Pedestal Installations
Open Source Communicatio	ons Protocol	V:	2G Bi-directional	Power Flow	Microgrid Ready	Telematics Enabled
	PROTERRA I	Ф РИСИЛСИИ	PROTERRA I			
Overnight Charge		t Charger	Automatic Charger		Fleet Charger	Fleet Battery
Unit Size	75 kW	150 kW	250 kW	500 kW	1.5 MW	1.5 MW
Configuration	Up to 4	vehicles	Up to 2 ve	ehicles	Scalable up to 40 vehicles	1 <sup>st</sup> life or 2 <sup>nd</sup> life
Status				In Production		In Development

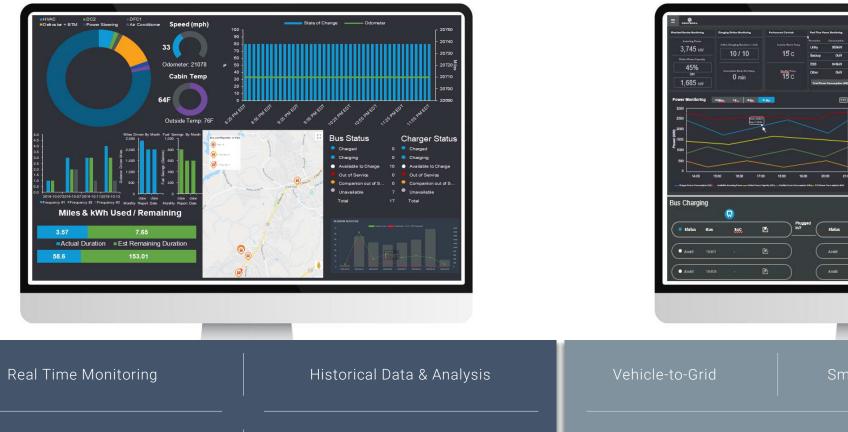
Fleet Charger Minimizes Footprint and Lowers Cost to the Customer





## Apex Software: Optimizes Fleet Ownership and Operation

## **Monitoring & Analytics**



#### Control

ESS Central

tart Charging

Start Discharging

150 kW

150 kW

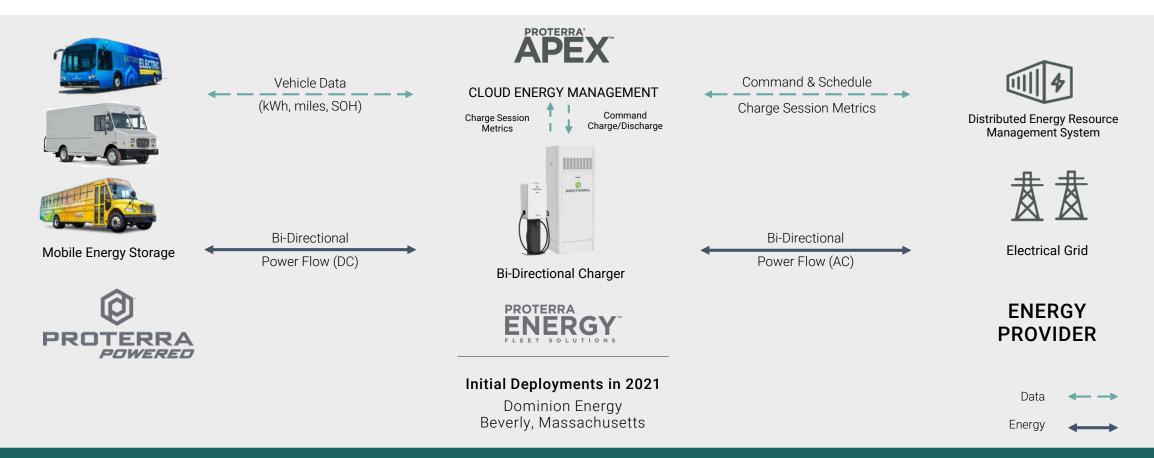
Energy Mont

Ready By Charge





## Vehicle-to-Grid Platform: Can Unlock New Revenue Opportunities



Proterra Vehicle-to-Grid Applications Can Transform Electric Vehicles Into Utility Grid Assets and Lower TCO





# Proterra Financials

How We Grow





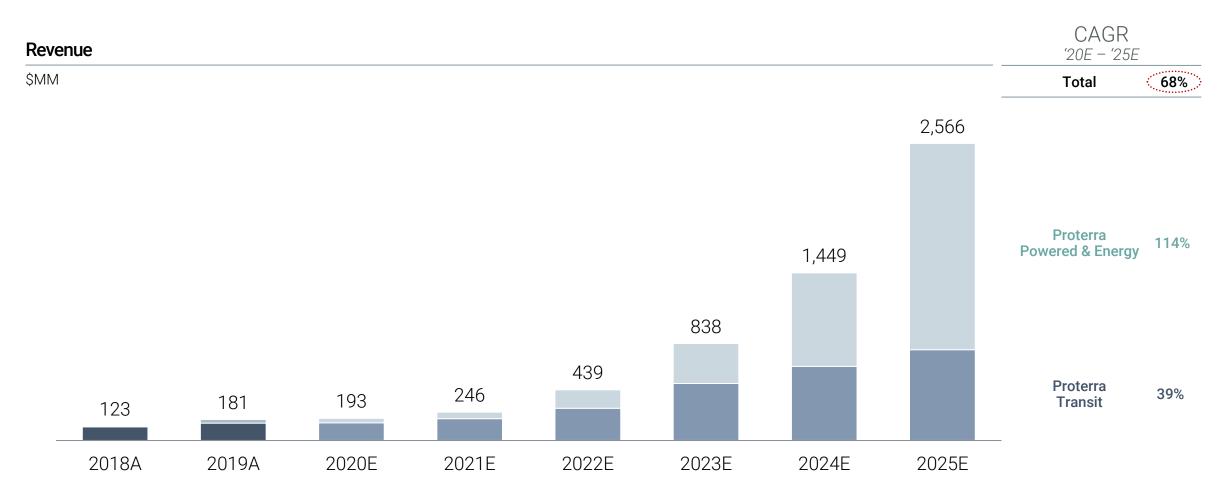
## Real Revenue, Rapid Growth, Clear Visibility

- 1. Strong revenue growth with expanding market opportunity
- 2. Large, near-term backlog creates financial performance visibility
- 3. Clear pathway to profitable growth
- 4. Transaction use of proceeds to **accelerate growth strategy**



## Commercial Vehicle Electrification Drives Substantial Revenue Growth

\$750MM+ of Orders and Backlog Creates Near-Term Financial Performance Visibility 1



1. As of September 2020; represents Proterra Transit backlog and Proterra Powered orders signed and under advanced negotiation Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



## Gross Margin Positive Today with Proven Ability to Expand Margins

~26% Gross Margin Expansion in Under Three Years <sup>1</sup>...

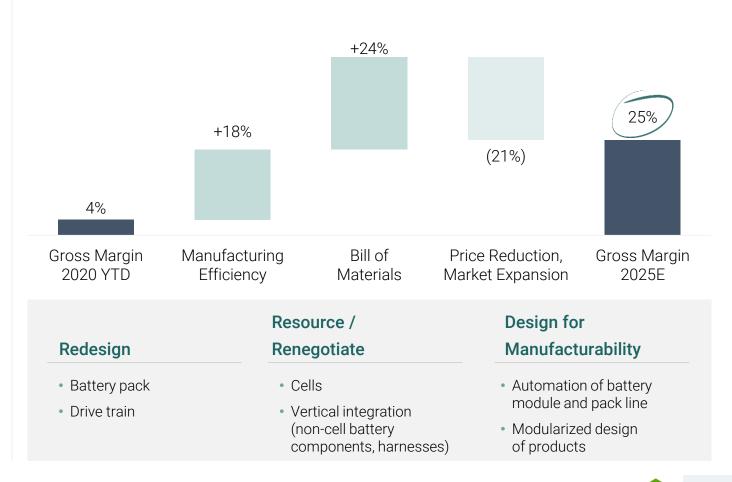
86% reduction in battery cost / kWh

55% reduction in labor and overhead <sup>2</sup>

47% reduction in freight cost per bus

Proven Ability to Reduce Costs

...with Roadmap to ~25% Gross Margins at Scale



Proterra cost reductions since 2017
 Unit costs
 Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections

## Attractive and Credible Long Term Financial Model

(\$66)

(18)

(12)

(\$95)

	Fiscal Year Ended December 31,					
\$MM	2020E	2021E	2022E	2023E	2024E	2025E
Income Statement Items						
Transit	153	189	279	492	640	784
Powered & Energy	40	57	160	346	809	1,782
Total Proterra Revenue	\$193	\$246	\$439	\$838	\$1,449	\$2,566
Growth %	6%	27%	79%	91%	73%	77%
(-) Cost of Goods Sold	(185)	(235)	(384)	(708)	(1,159)	(1,924)
Gross Profit	\$8	\$11	\$55	\$130	\$290	\$642
Margin %	4%	4%	13%	16%	20%	25%
(-) R&D	(35)	(44)	(48)	(50)	(53)	(56)
(-) SG&A	(54)	(63)	(66)	(74)	(82)	(88)
EBIT	(\$81)	(\$96)	(\$59)	\$6	\$154	\$499
Margin %	NM	NM	NM	1%	11%	19%
(+) D&A	15	15	19	27	35	40
EBITDA	(\$66)	(\$82)	(\$40)	\$33	\$190	\$539
Margin %	NM	NM	NM	4%	13%	21%

(\$82)

(20)

(18)

(\$120)

	68%	Revenue	CAGR 1
v	00 /0	Revenue	CAGR '

✓ 25% Gross Margins at Scale

✓ Significant Operating Leverage

✓ Attractive 20%+ EBITDA Margins

Capital Efficiency, Disciplined Investment

EBITDA

(-) Capex

Free Cash Flow

Free Cash Flow Build

(-) Increases in WC

(\$40)

(60)

(50)

(\$151)

\$190

(55)

(80)

\$55

\$539

(40)

(109)

\$390

\$33

(110)

(75)

(\$152)

<sup>✓</sup> Ramping Cash Flow Generation



## Use of Proceeds Expands Proterra's Moat and Accelerates Growth

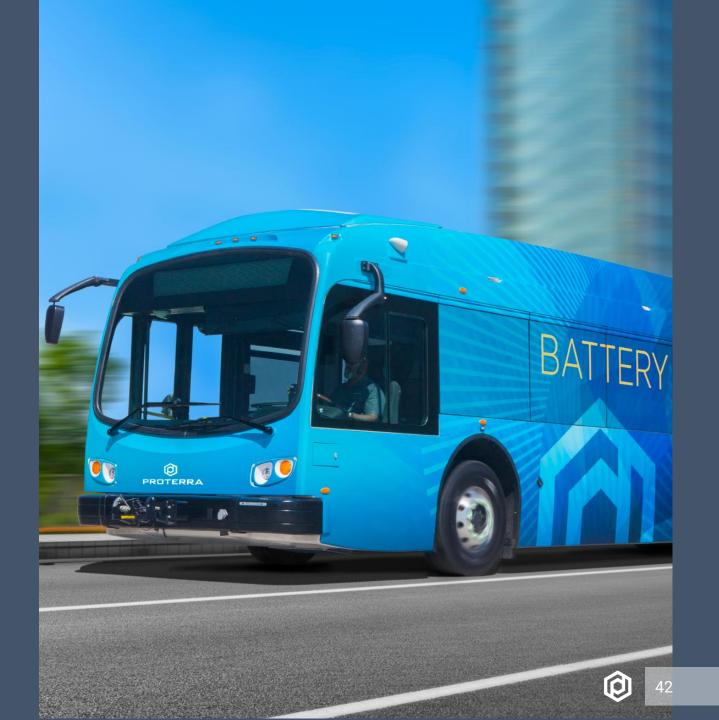
Investments in Next-Generation Battery Program Target Powertrain Parity

Strategic Priorities	Projected Use of Proceeds	
Research & Development	\$200MM – \$300MM	<ul> <li>Continue to optimize battery performance and costs</li> <li>Further develop drivetrain platform</li> <li>Fortify software and energy-as-a-service offerings</li> </ul>
Capital Investments Growth Capex	\$150MM – \$225MM	<ul> <li>Expand battery capacity to 5+ GWh</li> <li>Broaden vertical integration</li> <li>Co-locate factories at customers' sites</li> </ul>
Domestic Cell Capacity Co-Investment	\$100MM – \$120MM	<ul> <li>Guarantee cell supply</li> <li>Lower cell prices</li> <li>Access to next-generation cell technology</li> </ul>



# Clean, Quiet Transportation for All

# Transaction Summary





## Detailed Transaction Overview

### \$415 Million PIPE

#### **Key Transaction Terms**

- Proterra and ArcLight entered into a business combination agreement on January 12, 2021
- ArcLight currently has \$278MM in cash held in trust account
- \$1.6Bn pro forma enterprise value with strong balance sheet
  - 3.6x 2022E Revenue of \$439MM
- Earn-out of 2% of total shares outstanding at close issued to existing Proterra shareholders at illustrative pro forma share prices of \$15.00 and an additional 2.5% at \$20.00, \$25.00 and \$30.00 (or upon a change of control transaction at that valuation)
- 10% of ArcLight founder shares withheld at close subject to earn-out at \$15.00 per share

#### Pro Forma Ownership @ \$10.00 / Share

	Shares (MM)	%	\$MM
ArcLight Public Shareholders	27.8	11.6%	\$278
ArcLight Founder Shares	6.2	2.6%	62
PIPE Investor Shares	41.5	17.3%	415
Existing Proterra Shareholders <sup>1</sup>	164.6	68.6%	1,646
Total	240.1	100.0%	\$2,401

#### Illustrative Pro Forma Valuation

Share Price at Closing	\$10.00
Pro Forma Shares Outstanding (MM)	240.1
Equity Value	\$2,401
Debt & Other Liabilities (Q3'20E) <sup>1</sup>	51
Existing Cash (Q3'20E)	(204)
Plus: Cash to Balance Sheet	(648)
Enterprise Value	\$1,600
2022E Revenue	439
EV / 2022E Revenue	3.6x

#### Illustrative Sources and Uses

Sources	\$MM
ArcLight Cash in Trust	\$278
Committed PIPE	415
Stock Consideration to Existing Shareholders	1,646
ArcLight Founder Shares	62
Total Sources	\$2,401
Uses	\$MM
Cash to Balance Sheet	\$648
Stock Consideration to Existing Shareholders	1,646
Illustrative Fees & Expenses	45
ArcLight Founder Shares	62
Total Uses	\$2,401

 Amounts presented on this slide assume (1) there are no redemptions from the trust account, (2) the holders of Proterra's 2020 Convertible Notes receive 30.3MM shares for the conversion in full of \$200MM principal amount of their notes (interest calculations and conversion of same not included) and (3) \$24MM of other liabilities. If not voluntarily converted at the time of the Closing of the business combination, the 2020 Convertible Notes will convert if Proterra's common stock price exceeds ~\$9.89 per share for 20 consecutive trading days after at least six months following the closing of the business combination. Amounts also exclude (1) outstanding out-of-the-money equity awards and outstanding unvested equity awards rolling over in the transaction and (2) the impact of any equity awards issued at or after the closing of the business combination



Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



## Differentiated Financial Profile Supports Attractive Valuation

Favorable Comparisons vs. Broad Peer Landscape



- Integrated Technology Ecosystem
- ✓ Real Revenue Today
- Higher Growth
- ✓ Scaling Margins
- Risk-Adjusted Projections
- ✓ Compelling Valuation

Publicly-Traded Mobility Technology Leaders	Mobility Technology SPAC Transactions		
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- Established players in the broader mobility technology space, with a focus on the electric vehicle ecosystem
- Leading OEMs, suppliers, and energy technology ٠ solution providers
- High-growth, profitable financial profiles

- Recent mobility technology SPAC transactions • most focused on the commercial vehicle electrification trend
- Disruptive growth business and financial profiles



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WORKHORSE

45

## Higher Growth, Scaling Margins...

CATL

Operational Benchmarking vs. Publicly-Traded Mobility Technology Leaders

### **Revenue Growth**



TESLA

BYD

SAMSUNG

SAMSUNG SDI

BALLARD

EVE<sup>®</sup>亿纬锂能

January 2021

'23E '24E '25E

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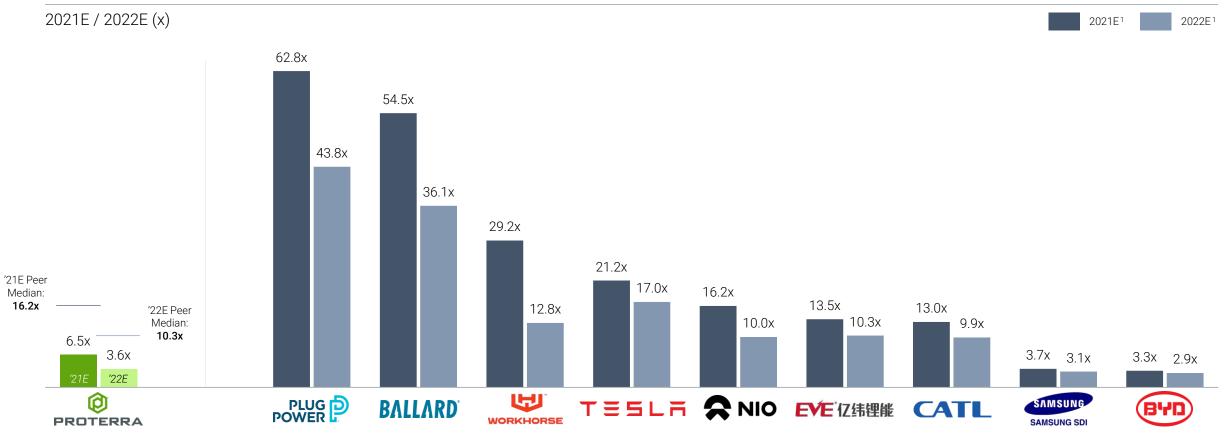
PROTERRA



## ...at an Attractive Valuation

### Valuation Benchmarking vs. Publicly-Traded Mobility Technology Leaders

### Enterprise Value / Revenue

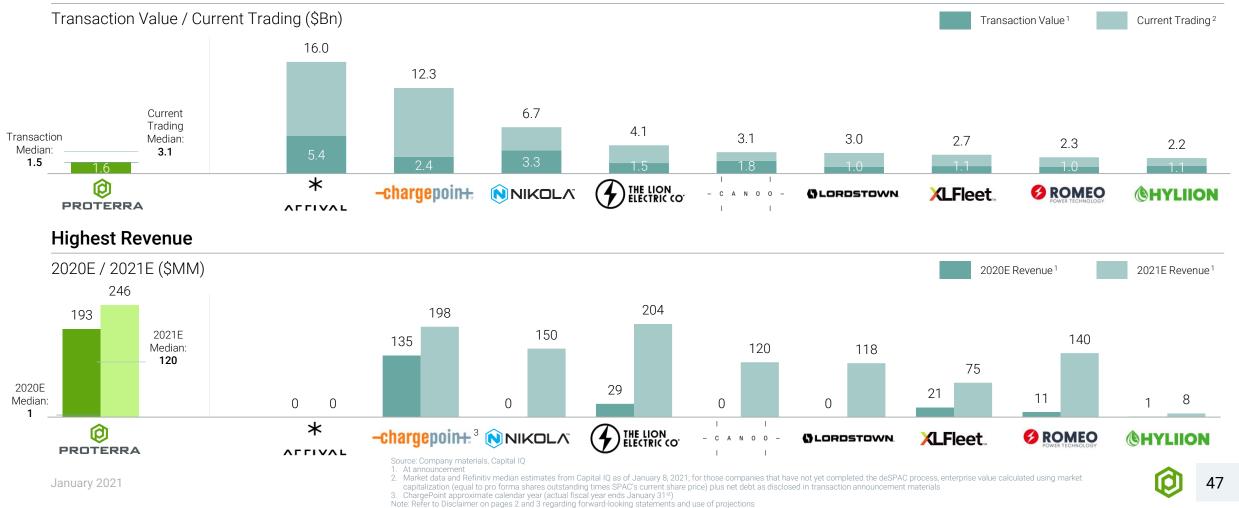




## Favorable Valuation vs. Mobility Technology SPAC Transactions

Especially Given Proterra's Revenue Scale Today vs. Low / No Revenue Businesses

### Lowest Enterprise Value

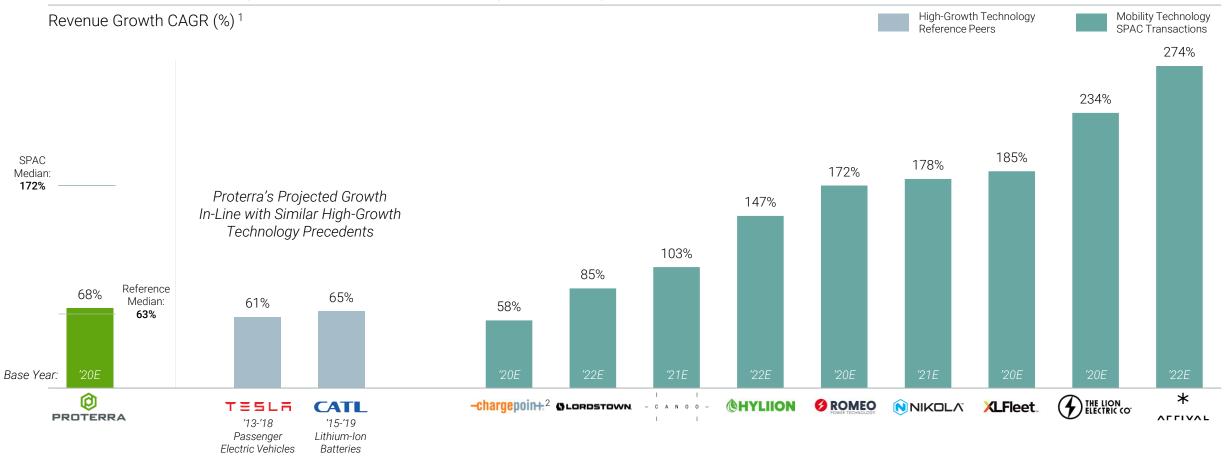




## Conservative, Risk-Adjusted Projections...

### Revenue Growth Benchmarking

### High-Growth Technology Reference Peers and Mobility Technology SPAC Transactions



1. Revenue growth CAGR calculated using the base year and the last year from each respective company's transaction announcement presentation; final year revenue based on 2024E for Arrival, Nikola, XL

January 2021

Fleet, Hyliion, Lion Electric, and Lordstown, 2025É for Proterra and Romeo Power, and 2026E for ChargePoint and Canoo 2. ChargePoint approximate calendar year (actual fiscal year ends January 31st)

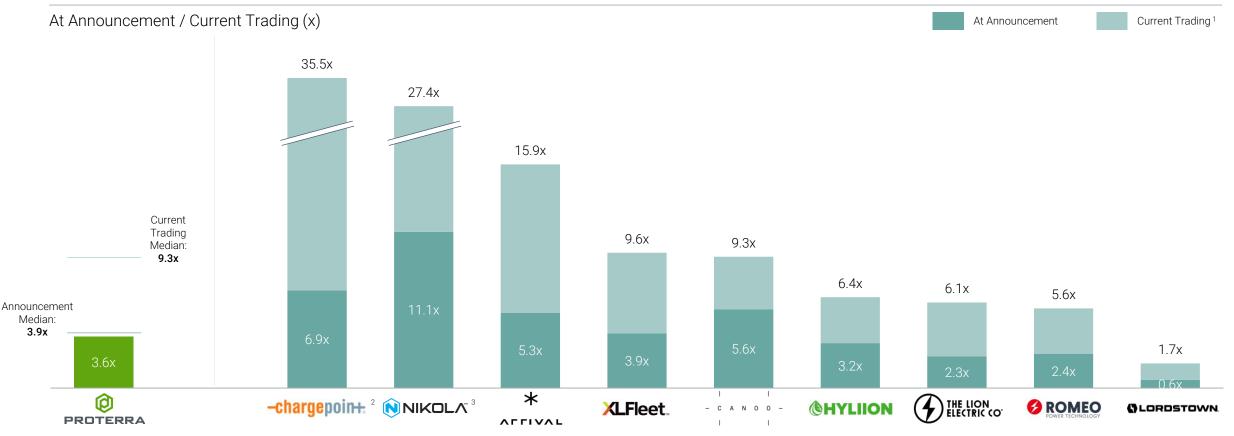
Note: Refer to Disclaimer on pages 2 and 3 regarding forward-looking statements and use of projections



## ...Yet Attractive Valuation Relative to Current Trading Levels

### Valuation Benchmarking vs. Mobility Technology SPAC Transactions

#### Enterprise Value / 2022E Revenue



Source: Capital IQ, Company materials

- 1. Market data and Refinitiv median estimates from Capital IQ as of January 8, 2021; for those companies that have not yet completed the deSPAC process, enterprise value calculated using market capitalization
- (equal to pro forma shares outstanding times SPAC's current share price) plus net debt as disclosed in transaction announcement materials; all use at announcement 2022E revenue except Nikola
- 2. ChargePoint approximate calendar year (actual fiscal year ends January 31st)
- Nikola current trading multiple based on 2022E Refinitiv median estimate revenue

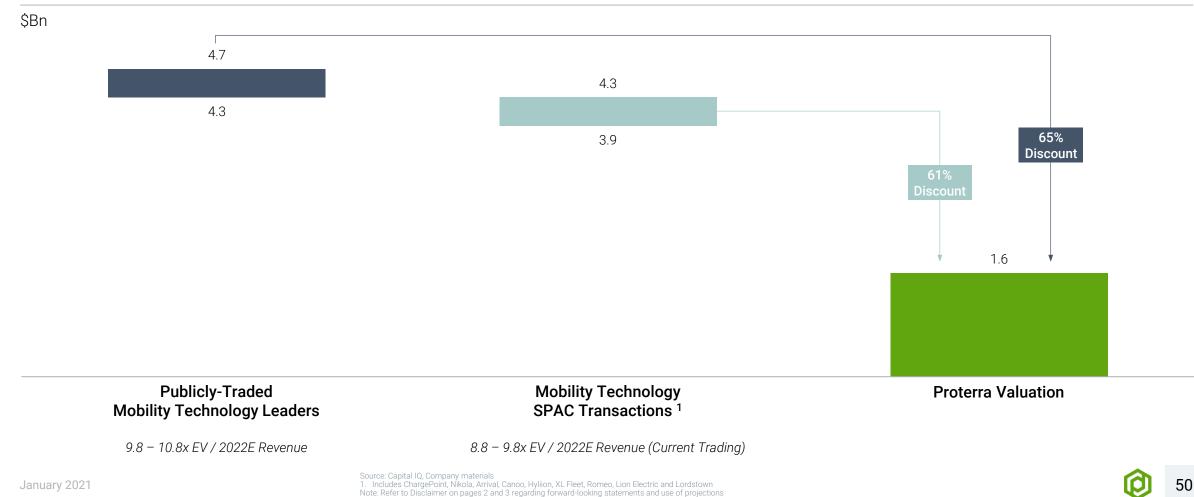
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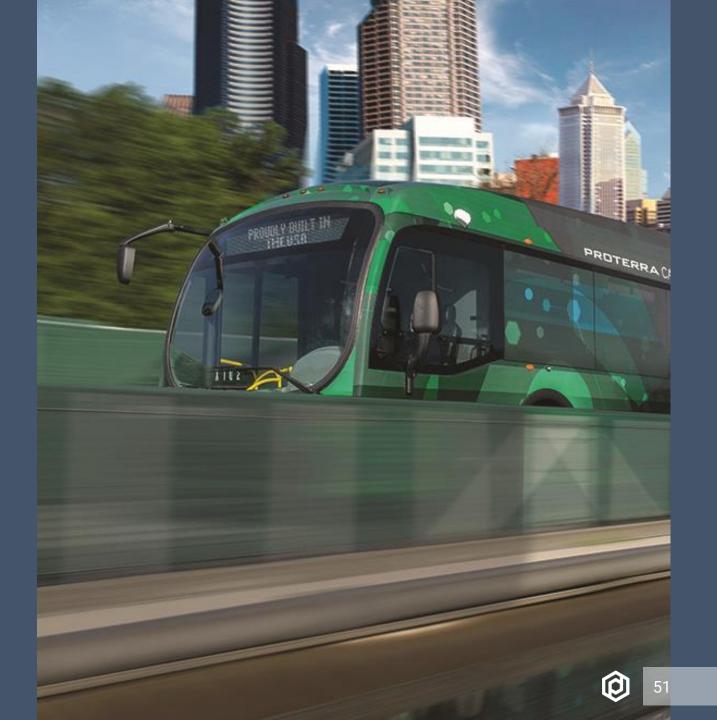
## Compelling Valuation Across a Range of Comparisons

**Implied Enterprise Value** 



PROTERRA

# Index



January 2021



## Index of Sources

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- 2. Source: Federal Transit Administration's 2019 Annual Database Revenue Vehicle Inventory; share of electric buses ≥35-ft
- 3. Based on \$225Bn Global Commercial Vehicle Market and \$37Bn Global Commercial Vehicle Charging Investment (see page 16 notes)
- 4. Source: BloombergNEF "Battery Pack Prices Fall As Market Ramps Up With Market Average At \$156/kWh In 2019" (December 2019); The percentage decline discussed in this footnote is expressed in real dollars
- 5. Source: Goldman Sachs "Outlook for Alternative Powertrain Technologies in Global Truck Markets" (October 2020)
- 6. Source: California Air Resources Board "15 states and the District of Columbia join forces to accelerate bus and truck electrification" (July 2020 Press Release)

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- 1. Source: California Air Resources Board "15 states and the District of Columbia join forces to accelerate bus and truck electrification" (July 2020 Press Release)
- 2. Source: Ipsos "Climate Change and Consumer Behavior" (December 2019); survey of 23k adults across 28 countries
- 3. Source: BloombergNEF "Battery Pack Prices Fall As Market Ramps Up With Market Average At \$156/kWh In 2019" (December 2019); The percentage decline discussed in this footnote is expressed in real dollars
- 4. Source: Goldman Sachs "Outlook for Alternative Powertrain Technologies in Global Truck Markets" (October 2020)

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- Total Addressable Market is based on management estimates of the assumed price of an electric powertrain, and the number of vehicles per the following sources: LMC, "Global Commercial Vehicle Forecast World Query – MHCV", Q3 2020; Freedonia, "Global Buses Industry Study 6th Edition", June 2019; Frost & Sullivan, "Global Electric Bus Market Opportunity Analysis, 2017–2025", December 2018; Frost & Sullivan, "Global Earth Moving, Construction and Mining Equipment Market, Forecast to 2026", December 2017. Bloomberg NEF, "Charging Infrastructure Forecast Model (CIFM)", August 27, 2020. Estimates in 2023 are based on battery and drivetrain for all segments except North American transit, which includes assumed vehicle price
- 2. Source: BloombergNEF "Electric Vehicle Outlook 2020" Charging Infrastructure Forecast Model (August 2020)

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 Source: Freedonia, "Global Buses Industry Study 6th Edition", June 2019 (School bus, Coach bus, Non-North America transit bus numbers); Frost & Sullivan, "Global Electric Bus Market Opportunity Analysis, 2017 – 2025", December 2018 (North America transit numbers); BUSRide "The Small & Midsize Bus Market in 2018 – Round Table" (October 2018) (North America shuttlebus numbers); Propane Education & Resource Council's Chief Business Development Officer Tucker Perkins quoted in LPGas Magazine "Industry Partners in place for propane to penetrate step-van market" (October 2014) (North America step van numbers)

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- 2. Source: Propane Education & Resource Council's Chief Business Development Officer Tucker Perkins quoted in LPGas Magazine "Industry Partners in place for propane to penetrate step-van market" (October 2014)
- 3. Source: American School Bus Council (December 2020)

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1. Source: Federal Transit Administration's 2019 Annual Database Revenue Vehicle Inventory; share of electric buses ≥35-ft

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- 1. Source: Frost & Sullivan "Global Electric Bus Market Opportunity Analysis, 2017-2025" (December 2018)
- Source: California Air Resources Board "California transitioning to all-electric public bus fleet by 2040" (December 14, 2018), the City of Chicago Resolution R2019-157, King County, "Metro is transitioning to a zeroemissions bus fleet" (August 2019), Miami-Dade County Board of County Commissioners Resolution R-1034-18, Minnesota Metropolitan Council Transportation Committee "Bus Fleet Strategy" (December 10, 2018). Coalition for Clean Transportation, MTA 2020-2024 MTA Capital Program (September 2019), Toronto Transit Commission "TTC Green Initiatives" (December 2020), and Yale Environment 360, Yale School of the Environment (December 14, 2018)
- 3. Source: NFI Group Company Materials (3Q 2020); represents NFI Group's North America transit bus active bid universe
- 4. Source: Total North American Bus Fleet size reached through the addition of the United States total bus fleet size of 66,116 (American Public Transportation Association "2019 Public Transportation Fact Book," (2019)) to the Canadian total bus fleet size of 18,604 (Motor Carrier Passenger Council of Canada, "Labor Market Report 2019: Business and Financial" (2019)

#### Page 21

- 1. Source: BloombergNEF "Electric Vehicle Outlook 2020" Charging Infrastructure Forecast Model (August 2020)
- 2. Source: FleetOwner "FleetOwner 500 Top Private Fleets" (April 15, 2019)
- 3. Source: US. Department of Transportation Federal Highway Administration, Office of Freight Management and Operations "Jason's Law Truck Parking Survey Results and Comparative Analysis" (April 2015)
- 4. Source: Wonder "US Warehouses and Distribution Hubs" (March 14, 2020)

