



**Investor Presentation
Merger with Otonomo**

August 2023



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Additional Information - In connection with the proposed transaction, Urgently has filed with the SEC a registration statement on Form S-4, which has been declared effective by the SEC, and which includes a proxy statement of Otonomo regarding the proposed transaction (as amended or supplemented from time to time, the "Proxy Statement/Prospectus"). The Proxy Statement/Prospectus has been sent to all Otonomo shareholders. INVESTORS AND SECURITYHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY AND ANY OTHER DOCUMENTS FILED BY EACH OF OTONOMO AND URGENTLY WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION. Investors and shareholders may obtain a free copy of the Proxy Statement/Prospectus and other documents containing important information about Otonomo and Urgently from the SEC's website at www.sec.gov. Otonomo makes available free of charge at www.Otonomo.com (in the "Investors" section) copies of materials it files with, or furnishes to, the SEC).

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Participants in the Solicitation - Otonomo, Urgently and their respective directors, executive officers and certain employees and other persons may be deemed to be participants in the solicitation of proxies from the shareholders of Otonomo in connection with the proposed transaction. Securityholders may obtain information regarding the names, affiliations and interests of Otonomo's directors and executive officers in Otonomo's Annual Report on Form 20-F for the fiscal year ended December 31, 2022, which was filed with the SEC on March 31, 2023, as well as the Proxy Statement/Prospectus relating to the proposed transaction.

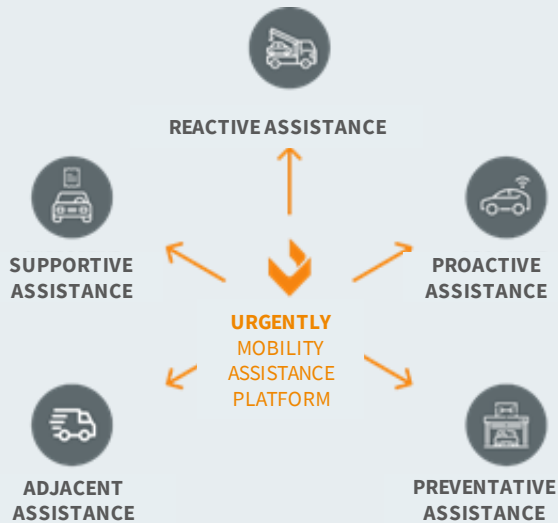
An aerial photograph of a complex highway interchange in a city. The image is overlaid with a semi-transparent white rectangular box in the center-left. Inside this box, the words "ABOUT US" are written in a bold, orange, sans-serif font. The background shows multiple levels of elevated roads with cars and buses, surrounded by green trees and a city skyline in the distance under a clear blue sky. Several small, circular blue icons with white symbols (like a car, a bus, and a motorcycle) are scattered across the road surface, suggesting a digital or smart infrastructure theme.

ABOUT US

URGENTLY SNAPSHOT

Safeguard Stranded Drivers, Promptly Assist their Journey, and Employ Technology to Detect and Avert Possible Issues Prior to Breakdowns

Matching Mobility Assets with Exceptional Assistance Experiences



Key Metrics and Highlights



Founded

2013



Customer Partners

50+



HQ

Vienna, VA



Multi-Year

Contracts with Customer Partners



Employees (FTE's)

275 (Q1 2023)



'20-'22 CSAT Score

4.5+ (out of 5)



2022 Revenue

\$188M
(26% Y/Y Growth)

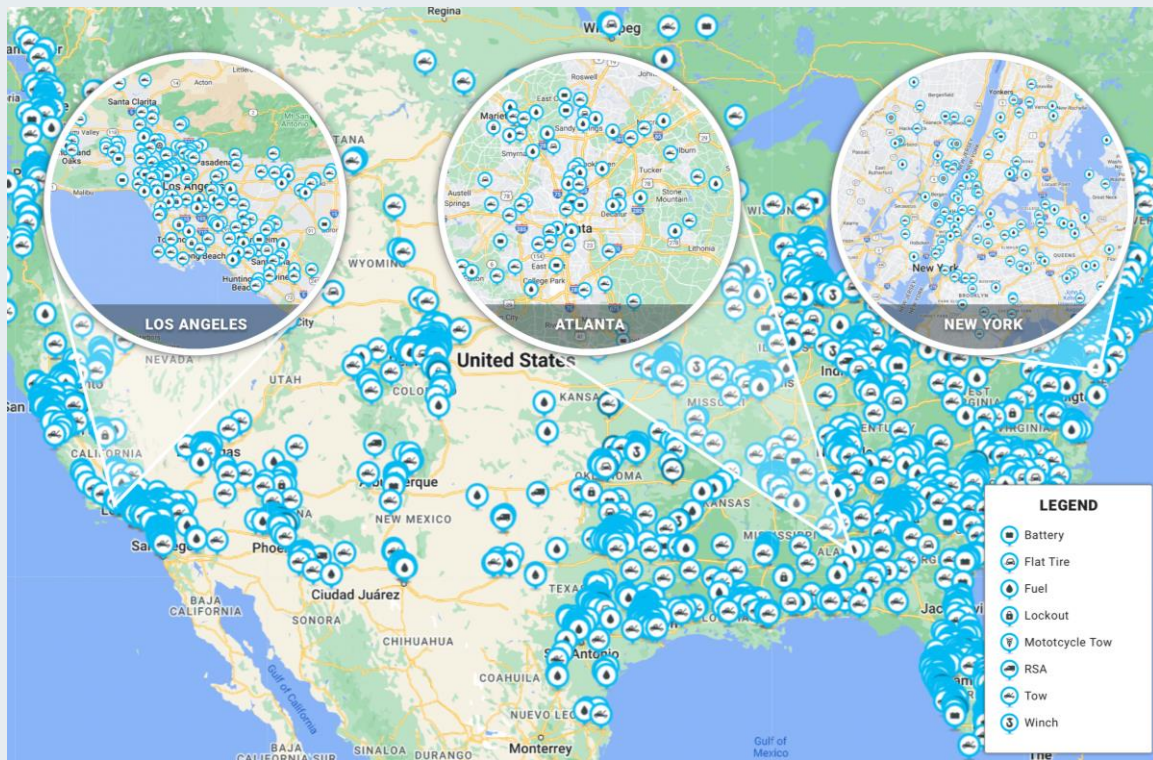


Service Provider Drivers

80K+

WHAT WE DO: A TYPICAL MORNING ON THE ROAD WITH URGENTLY

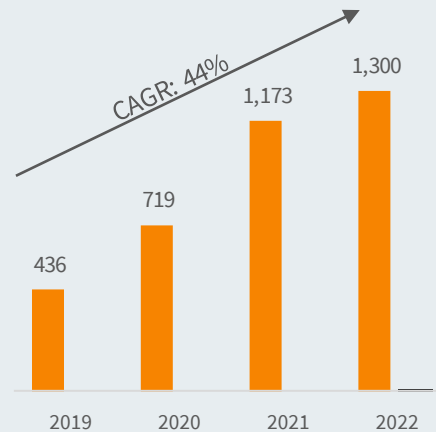
High Level of Visibility into Roadside Assistance Events Happening Every Day



Note: Snapshot of real-time Urgently service requests taken on 1/30/2023

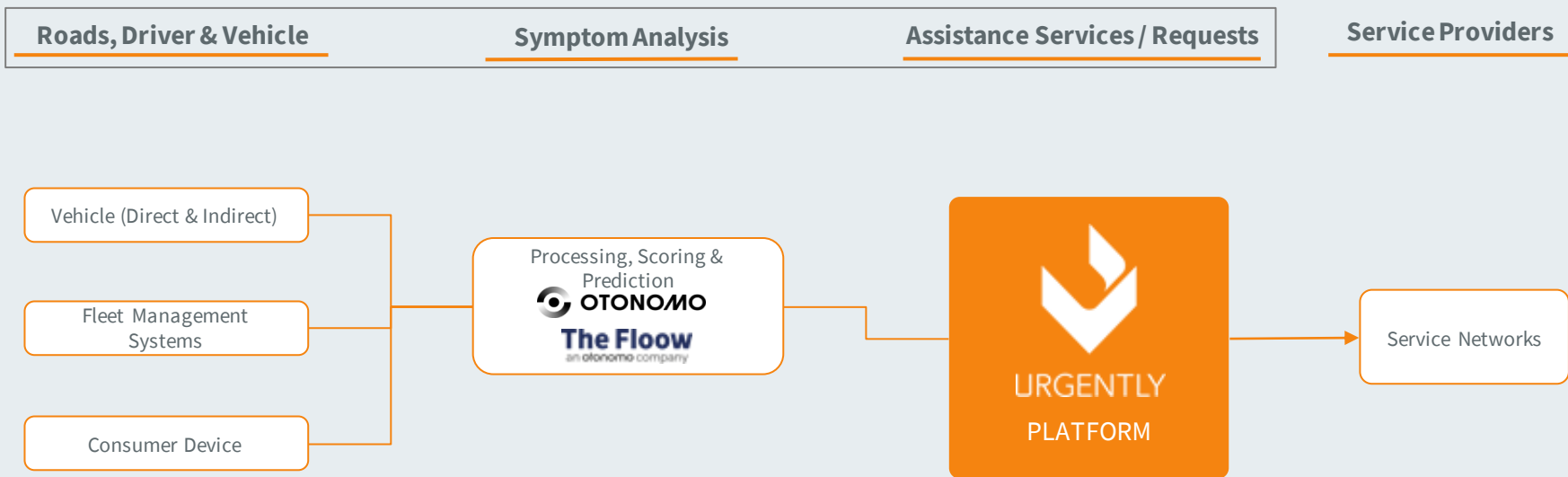
**Serviced 1.3M
dispatches in 2022**

Annual Dispatches (000s)



URGENTLY'S KEY POSITION IN THE CONNECTED VEHICLE MARKET

With Otonomo, Urgently Can Deliver and Manage Real-World Services from Connected Vehicle Signals



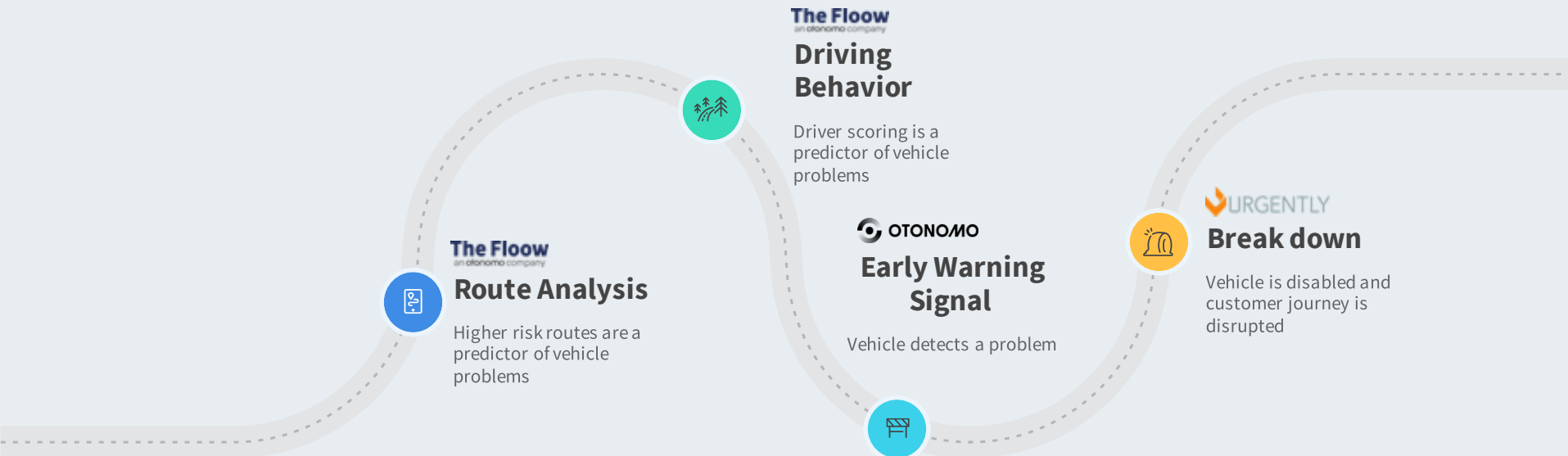
Together, Urgently and Otonomo can position to collect the First Signal from vehicles and deliver real-world service to consumers – creating both a unique barrier to entry and ability to monetize the connected assistance value chain

An aerial photograph of a complex highway interchange in a city. The interchange features multiple levels of overpasses and ramps, with several vehicles including cars, buses, and trucks visible on the roads. The surrounding area includes green trees and urban buildings in the background. A semi-transparent white rectangular box is overlaid on the left side of the image, containing the word "VISION" in orange capital letters. The background image is a composite of two photos: the top half shows a city skyline at sunset, and the bottom half shows the highway interchange.

VISION

ENABLING FIRST NOTICE OF SERVICE TO CREATE EXCEPTIONAL CUSTOMER EXPERIENCES

A Unique Platform & Services Solution that Establishes a Competitive Moat



**Symptoms of Problems Occur Early and Often.
We can Detect, Model and Predict Vehicle Problems and Deliver Physical Services.**

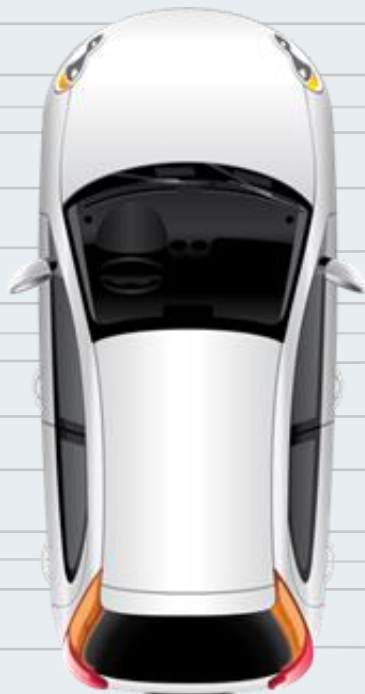
VEHICLE SENSORS HIGHLIGHT STATUS & SYMPTOMS

VEHICLE SENSOR DATA

DERIVED DATA

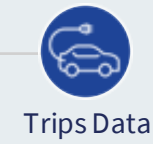


Lane departure system
Night vision
Front object CCD camera
Front airbag sensors
ASCD
Nighttime pedestrian warning
Drowsiness sensors
Front object laser radar
Nighttime warning lift sensor
Active park assist
Tire pressure sensor
Rear object monitor CCD camera



Cross traffic alert
Central computer
Wheel speed sensor
Tire pressure sensor
Collision sensor
Side airbag SRS
Adaptive cruise control
Steering angle sensor
Automatic brake actuator
Tire pressure sensor
Lane departure system
Rear camera

DERIVED DATA

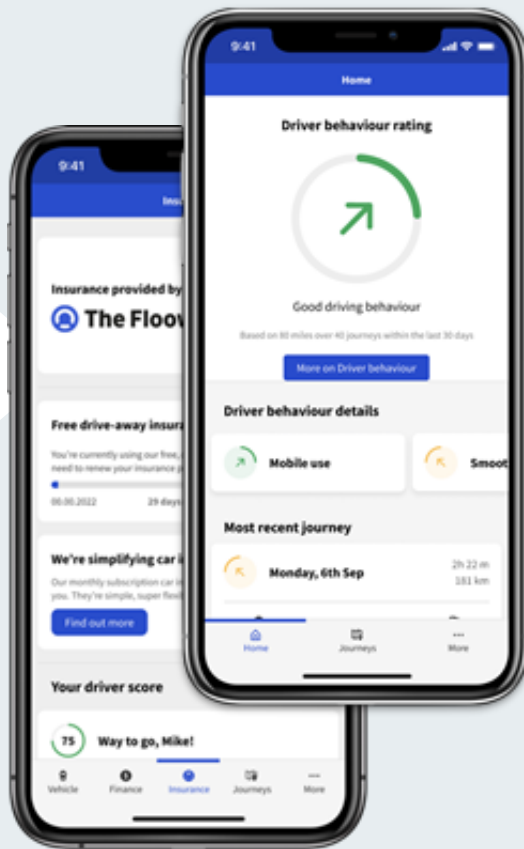


CONNECTED SCORING & DETECTION ARE EARLY MONITORING SOLUTIONS



Agnostic data collection system
that is flexible and futureproof

Data Collection,
Cleansing,
Contextualisation,
Processing and
Analysis



UBI Insurance



Road Conditions

85

Driver
Scoring



Crash Detection



Notifications and
Triggers



Maintenance

PROPRIETARY & CONFIDENTIAL

SCALED ROADSIDE SERVICE OFFERING

The Entry Point to Additional Growth Drivers

Expand Existing B2B Business

**Significant Scale in U.S.
and a Strong Pipeline**

**Connected Vehicle Services
(Revenue synergies with
Otonomo/Flow)**

**Global Market Opportunity
(Next Decade):
\$100B+ ⁽¹⁾**

**Support Partner
Subscription
Offering**

**Deployed and Growing
in U.S. Market**

Q1 2023 FINANCIAL HIGHLIGHTS

(\$ in millions)	Quarter ended March 31, 2023	Quarter ended March 31, 2022	Highlights
Revenue	\$49.6	\$40.2	<ul style="list-style-type: none"> • +\$9.4 or 23% y/y • Driven by Customer Partner contract optimization, new Customer Partners added and an increase in net Customer Partner dispatch volumes
Gross Profit	\$9.3	\$2.4	<ul style="list-style-type: none"> • +\$6.8 or 279% y/y • Driven by Customer Partner contract optimization, operational improvements and efficiencies, and onboarding new Customer Partners with higher profit margins
Gross Margin	19%	6%	<ul style="list-style-type: none"> • Strong Gross Margin improvement
Operating Loss ⁽¹⁾	(\$10.3)	(\$16.2)	<ul style="list-style-type: none"> • +36% y/y largely due to higher Gross Profit and nearly similar operating expenses
Net Cash Used in Operating Activities	(\$1.0)	(\$15.0)	<ul style="list-style-type: none"> • +93% y/y

(1) Within the three months ended March 31, 2023 and March 31, 2022, the company incurred \$4.7 million and \$0.3 million of non-recurring transaction costs, respectively.



Q&A

An aerial photograph of a complex highway interchange in a city, featuring multiple lanes, overpasses, and surrounding greenery. A semi-transparent map overlay is visible in the center, showing the road network and various location markers. The word "Appendix" is written in a bold, orange font across the middle of the image.

Appendix

MERGER TIMELINE UPDATE



HISTORICAL FINANCIALS – Balance Sheet

(in thousands)

ASSETS

Current assets:

Cash and cash equivalents	
Restricted cash	
Accounts receivable, net	
Prepaid expenses and other current assets	
Total current assets	

Right-of-use assets

Property and equipment, net

Intangible assets, net

Other non-current assets

Total assets

LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIT

Current liabilities:

Accounts payable	
Accrued expenses	
Accrued interest	
Deferred revenue, current	
Current lease liabilities	
Current portion of long-term debt	
Total current liabilities	

Deferred rent

Long-term lease liabilities

Long-term debt, net

Derivative liability

Warrant liability

Other long-term liabilities

Total liabilities

Redeemable convertible preferred stock

Stockholders' deficit:

Common stock	
Additional paid-in capital	
Accumulated deficit	
Total stockholders' deficit	

Total liabilities, redeemable convertible preferred stock and stockholders' deficit

March 31, 2023 ⁽¹⁾	December 31, 2022	December 31, 2021
\$ 7,730	\$ 6,357	\$ 30,156
1,050	1,050	1,050
30,452	33,966	32,753
2,105	2,105	2,105
40,465	43,475	66,064
2,316	2,485	-
403	414	503
31	31	31
501	538	1,216
\$ 43,716	\$ 46,943	\$ 67,814
\$ 12,023	\$ 7,536	\$ 4,390
22,254	13,122	9,151
8,784	6,689	1,125
62	349	127
714	740	-
53,786	-	2,561
97,623	28,436	17,354
-	-	456
1,964	2,120	-
50,206	99,443	83,606
33,368	32,765	-
10,324	13,957	7,084
2,739	5,059	29
196,224	181,780	108,529
46,334	46,334	79,856
14	14	5
48,390	48,313	7,156
(247,246)	(229,498)	(127,732)
(198,842)	(181,171)	(120,571)
\$ 43,716	\$ 46,943	\$ 67,814

HISTORICAL FINANCIALS – Consolidated Statement of Operations

(in thousands)

	March 31, 2023 ⁽¹⁾	December 31, 2022	December 31, 2021
Revenue	\$ 49,578	\$ 187,589	\$ 148,508
Cost of revenue	<u>40,319</u>	<u>167,442</u>	<u>140,095</u>
Gross margin	<u>9,259</u>	<u>20,147</u>	<u>8,413</u>
Operating expenses:			
Research and development	3,742	16,733	12,252
Sales and marketing	1,072	5,647	4,122
Operations and support	7,201	36,893	28,680
General and administrative	7,480	14,129	12,875
Depreciation and amortization	<u>72</u>	<u>297</u>	<u>242</u>
Total operating expenses	<u>19,567</u>	<u>73,699</u>	<u>58,171</u>
Operating loss	(10,308)	(53,552)	(49,758)
Other income (expense), net:			
Interest expense	(10,951)	(31,454)	(3,712)
Interest income	-	7	5
Change in fair value of derivative liabilities	(111)	(4,077)	-
Change in fair value of warrant liabilities	3,633	(5,809)	(2,232)
Warrant expense	-	(1,009)	(705)
Foreign exchange gain (loss)	<u>(11)</u>	<u>(88)</u>	<u>63</u>
Total other expense, net	<u>(7,440)</u>	<u>(42,430)</u>	<u>(6,581)</u>
Loss before income taxes	(17,748)	(95,982)	(56,339)
Provision for income taxes	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	<u>(17,748)</u>	<u>\$ (95,982)</u>	<u>\$ (56,339)</u>
Loss per share, basic and diluted	<u>\$ (1.27)</u>	<u>\$ (10.54)</u>	<u>\$ (11.80)</u>
Weighted average shares outstanding, basic and diluted	<u>13,936,512</u>	<u>9,104,116</u>	<u>4,776,214</u>

HISTORICAL FINANCIALS – Statement of Cash Flows

(in thousands)

	March 31, 2023 ⁽¹⁾	December 31, 2022	December 31, 2021
	\$ (17,748)	\$ (95,982)	\$ (56,339)
Cash flows from operating activities:			
Net loss			
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	72	297	242
Amortization of right-of-use assets	169	675	-
Amortization of contract costs to obtain	25	697	443
Amortization of contract costs to fulfill	12	116	187
Amortization of deferred financing fees	342	1,388	755
Stock-based compensation	77	494	698
Bad debt expense (recoveries)	-	(269)	341
Change in fair value of derivative and warrant liabilities	(3,522)	9,886	2,232
Warrant expense	-	1,009	705
Noncash interest expense	8,722	22,002	329
Issuance of common stock warrants for services	-	92	-
Changes in operating assets and liabilities:			
Accounts receivable	3,514	(944)	(8,488)
Prepaid expenses and other current assets	869	3	(1,348)
Other assets	-	(135)	(705)
Accounts payable	4,487	3,146	1,649
Accrued expenses	7,204	3,812	2,225
Deferred rent	-	-	(16)
Deferred revenue	(287)	222	113
Lease liabilities	(182)	(756)	-
Long-term liabilities	(4,770)	10	(237)
Net cash used in operating activities	(1,016)	(54,237)	(57,214)
Cash flows from investing activities:			
Purchases of property, equipment and software	(61)	(208)	(340)
Acquisition of intangible asset	-	-	(16)
Net cash used in investing activities	(61)	(208)	(356)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt, net of discount	-	-	56,700
Proceeds from revolving line of credit	-	-	41,075
Repayment of revolving line of credit and term loan	-	-	(55,325)
Refunds (payments) of deferred financing fees	-	629	(4,424)
Advances on April 2023 convertibles notes payable	2,450	-	-
Proceeds from issuance of convertible notes payable	-	30,000	39,957
Proceeds from exercise of warrants	-	-	51
Proceeds from exercise of stock options	-	17	18
Net cash provided by financing activities	2,450	30,646	78,052
Net increase (decrease) in cash, cash equivalents and restricted cash	1,373	(23,799)	20,482
Cash, cash equivalents and restricted cash at beginning of period	7,407	31,206	10,724
Cash, cash equivalents and restricted cash at end of period	\$ 8,780	\$ 7,407	\$ 31,206

