

This filing relates to the proposed merger between Urgent.ly Inc. and Otonomo Technologies Ltd. Pursuant to the terms of that certain Agreement and Plan of Merger, dated as of February 9, 2023.

Filed by Urgent.ly Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
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Subject Company: Otonomo Technologies Ltd.  
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Powering the Present and Future of Connected Mobility Services

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## WHAT HAPPENED TODAY?

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- We announced today that Urgently has entered into a definitive agreement to combine in an all-stock merger transaction with Otonomo Technologies Ltd. (NASDAQ: OTMO), a leader in connected mobility data and insights.
- Upon completion of the merger transaction, Urgently will become a public company and will be the parent of the combined company, which is expected to be listed under the ticker symbol "ULY".



## MERGER HIGHLIGHTS

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- All-stock merger in which Urgently and Otonomo equityholders will own approximately 67% and 33%, respectively
- New combined company will be called Urgently; ticker symbol “ULY”
- Transaction expected to close in the third quarter of 2023
- Leadership upon closing:



**Matt Booth**  
CEO



**Tim Huffmyer**  
CFO



**Ben Volkow**  
BoD



- Public company (NASDAQ: OTMO)
- Smart mobility data platform providing access to the broadest, most diverse range of data from connected vehicles with a single API
- Serves 100+ providers in transportation, mobility, insurance, and automotive industries
- GDPR, CCPA, and other privacy regulation-compliant
- R&D centers in Israel and the UK and a presence in the United States and Europe.

## WHAT DOES THIS MEAN FOR URGENTLY?

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- We believe the combination of Urgently and Otonomo will create a mobility services powerhouse that will ignite a new generation of mobility services and experiences for automotive OEM, insurance, rental and fleet partners and consumers.
- Going public via this transaction is the next major step for Urgently.
- We believe that accessing the public capital markets will help accelerate our growth strategy and supercharge our ability to deliver exceptional Urgently assistance experiences to our Customer Partners and Consumers.

# COMBINED COMPANY WELL-POSITIONED TO BE DOMINANT INDUSTRY PLAYER

Compelling Combination Rationale



## Strengthen position with world-class partners

- Deliver customer-centric assistance services to improve their customer life cycle and retention through richer connectivity
- Detecting and predicting vehicle problems before breakdown occurs<sup>(1)</sup>

## Cement central role as the provider of connected subscription assistance services

- Receive "First Signal" and decide what services happen along all points on the value chain, tapping into subscription and / or recurring revenue streams

<sup>(1)</sup> Other examples include notifying customers digitally and dispatching service technicians



## WHAT DOES THIS MEAN FOR ME?

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- Little to no change in day-to-day responsibilities for most Urgently employees.
- Stronger financial profile to help accelerate our growth, which we believe will create more opportunities for everyone at the company.
- Importantly, there are strict rules that dictate how Urgently and our employees are permitted to publicly speak about the company and our business endeavors during this process and in the future as a public company.
- It is critical that no employees speak on behalf of the company to the media or other organizations about the company's financials, upcoming deals, or make any forward-looking statements relating to future business conditions.
- Be sure to read our Employee FAQ carefully



## HOW DOES THIS IMPACT MY STOCK OPTIONS?

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- We know many of you will have questions about what this transaction means for you individually, and we are committed to helping you understand all the details.
- As we make progress towards closing the transaction, we will provide more information regarding the existing stock options.
  - All granted options will continue to vest as scheduled.
  - Valuation information will be updated in Carta in the coming weeks.
  - Upon request, any vested options may be exercised between now and the close of the merger transaction. We will be rolling out an auto exercise feature in Carta.
- We strongly suggest you consult with a tax or financial advisor before exercising any of your vested options.
- It is our intention to implement a best-in-class employee equity plan as we transition to a public company.

## YOUR ROLE GOING FORWARD

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### **There are 4 important CONFIDENTIALITY obligations to keep in mind:**

1. Due to SEC guidelines, you may only speak to your family and friends about what has been provided to the public - nothing beyond that.
2. You cannot post on social media about this transaction.
3. You cannot trade Otonomo stock because it's considered insider trading and is illegal.
4. Refer all investor inquiries to our IR team at [investorrelations@geturgently.com](mailto:investorrelations@geturgently.com) and media inquiries to our PR team at [media@geturgently.com](mailto:media@geturgently.com).

Please refer to the employee FAQ for guidance on your role in maintaining confidentiality as we move through the remaining steps of the merger process.

## NEXT FOR YOU

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### **TOWN HALL Q&A** *(invite coming soon, for next week)*

- Meet Ben Volkow, Founder and CEO of Otonomo
- We'll answer your questions about today's news and what it means for all of us

There is a lot more to do after today's announcement, and we'll need to support our teammates through the closing and post-merger integration in the months ahead. Understanding that communications are highly regulated through this process, please know we will continue to share updates with you as we can.



**Thank You**