

Overview of SPAC Process & Public Company Readiness

OVERVIEW OF SPAC PROCESS

Item	Section	Timing	Pub. Co. Preparedness Task			
Negotiation, Audits, and Drafting						
1.	Confirmatory due diligence	Weeks 1-4				
2.	PCAOB audit	Weeks 1-8				
3.	Interim unaudited balance sheet (as of the end of the most recent 3-, 6- or 9-month period following the most recent unaudited balance sheet)	Weeks 1-8				
4.	Interim unaudited income statements	Weeks 1-8				
5.	Agree to non-binding term sheet	Weeks 1-4				
6.	Make "go / no-go" decision and enter into exclusivity	Weeks 1-4				
7.	Letter of Intent	Weeks 1-4				
8.	Pro forma balance sheet	Weeks 1-8				
9.	Pro forma income statement	Weeks 1-8				
10.	Refine investor presentation for PIPE investors	Weeks 1-4				
Execute SPAC Merger Agreement & PIPE Raise						
11.	Agree on wall cross script & finalize investor presentation	Weeks 5-8	Corporate Governance/ Stock Exchange Requirements			
12.	Wall cross investors	Weeks 5-8				
13.	Management meeting with existing SPAC investors and potential new investors	Weeks 5-8				
14.	Sign subscription agreements with PIPE investors & SPAC merger agreement	Weeks 5-8	✓	Compensation Plans	Risk Management Assessment/ Compliance Policies	
15.	Concurrently announce acquisition in a press release and a signing 8-K, and file PIPE management presentation publicly	Weeks 5-8	Corp. Gov./ Pub. Co. Readiness			
SEC Filings and Closing						
16.	Draft and file preliminary proxy / S-4 (must include PCAOB audited financials)	Weeks 5-18	✓	✓		
17.	SEC regulatory approval process post proxy filing	Weeks 9-18				
18.	De-SPACing roadshow pre-proxy mailing	Weeks 9-18				
19.	Finalize and mail proxy (about 3 weeks prior to shareholder vote)	Weeks 9-18				
20.	Receive redemption notices (due 2 days prior to vote)	Weeks 9-18				
21.	Hold special meeting of shareholders for shareholder vote	Weeks 9-18	Corporate Governance/ Pub. Co. Readiness	Compensation Plans	Risk Management Assessment/ Compliance Policies	
22.	Close acquisition and financing concurrently upon shareholder approval	Weeks 9-18				Ongoing Public Company Reporting

Item	Section	Timing	Pub. Co. Preparedness Task
Post-Close			
23.	Super 8-K	Must be filed no later than 4 business days after the close of the transaction.	Ongoing Public Company Reporting
24.	Form 10-K	Timing depends on the combined company's filing status.	
25.	Form 10-Q	Timing depends on the combined company's filing status.	
26.	Form 8-K	Generally must be filed within 4 business days after material event occurs.	

PUBLIC COMPANY PREPAREDNESS TASKS

Work Stream	Before SPAC Merger Agreement Finalized	Before S-4 Finalized	Through to Shareholder Vote	Through Post-Merger
Corporate Governance/ Public Company Readiness	<p>Stock Exchange Requirements</p> <ul style="list-style-type: none"> Review of board composition and structure (controlled company/ majority independent) Adopt committee charters for: <ul style="list-style-type: none"> Audit committee Compensation committee Nominating and governance committee Code of business ethics Adopt policies regarding: <ul style="list-style-type: none"> Whistleblower Regulation FD and communications Insider trading and blackout Related person transaction Stockholder recommendations of director nominees Stockholder communications with board of directors 	<ul style="list-style-type: none"> Vet/recruit directors Vet/recruit additional exec officers Obtain additional directors and officers ("D&O") questionnaires Adopt new certificate of incorporation for public company Adopt new bylaws Enter into director indemnification agreements Enter into D&O policy 	<ul style="list-style-type: none"> Prepare Section 16 filings 	
Compensation Plans		<ul style="list-style-type: none"> Finalize a new option plan for company Finalize a director comp plan or policy Award initial grants 	<ul style="list-style-type: none"> Vet/discuss any 409A valuation Formalize employment agreements Formalize any consulting agreements Formalize/verify non-disclosure agreements ("NDAs") for employees Employee handbook/manual Other human resources & benefits review 	
Risk Management Assessment/ Compliance Policies		<ul style="list-style-type: none"> Privacy policy Document and records retention policy Cybersecurity risk analysis Intellectual property assessment, including assessing use of any open source software (if relevant) Insurance (ensure that insurance policies are in place; adequate) Vendor management program Foreign Corrupt Practices Act ("FCPA") review (if relevant) Anti-money laundering policy Tax review/review prior to S-4 being finalized any tax issues Business continuity policy 		

Work Stream	Before SPAC Merger Agreement Finalized	Before S-4 Finalized	Through to Shareholder Vote	Through Post-Merger
<u>Ongoing Public Company Reporting</u>			<ul style="list-style-type: none"> • Auditor pre-approval policy • Audit committee checklist • Audit committee assessment • Nominating & governance committee checklist • Nominating & governance committee assessment • Compensation committee checklist • Compensation committee assessment • Disclosure committee charter • Put in place upward certification process • Website review • Investor relations website (to comply with securities exchange requirements) • 34 Act reporting calendar, with schedule for earnings calls, 10-Qs, and 10-Ks • Required 8-K checklist • Quarterly blackout calendar • Signature authority policy/matrix • Work with audit firm/consultant/accounting/finance: <ul style="list-style-type: none"> ○ Ensure PCAOB financial statement availability ○ Assess accounting systems and confirm sufficiency for reporting purposes ○ Begin process of establishing internal controls for accounting and reporting purposes ○ Determine key metrics to be disclosed to investors quarterly ○ Determine non-GAAP measures to be reported ○ Establish process for month-end and quarterly financial close process with a financial close process task list ○ Produce template for earnings release ○ Evaluate need for an internal audit function (internal or outsourced) • Investor Relations <ul style="list-style-type: none"> ○ Communications/Reg FD training ○ Retain public relations firm/investor relations firm/consultant ○ Establish process for managing press releases and other communications (formalize review, approval, dissemination process, etc.) 	