



**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 multi-level highway interchange in a city. The scene is captured during the 'golden hour' of sunset or sunrise, with a warm orange and yellow glow over the buildings and roads. The sky transitions from a pale yellow near the horizon to a clear blue at the top. The highway features multiple lanes with cars and a bus. A semi-transparent white rectangular box is centered over the middle of the image, containing the text 'ABOUT US' in a bold, orange, sans-serif font. Scattered throughout the image are several small, light blue circular icons, each containing a white symbol: a car, a bus, a truck, and a person walking. The background shows a dense urban landscape with various high-rise buildings and green spaces.

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)

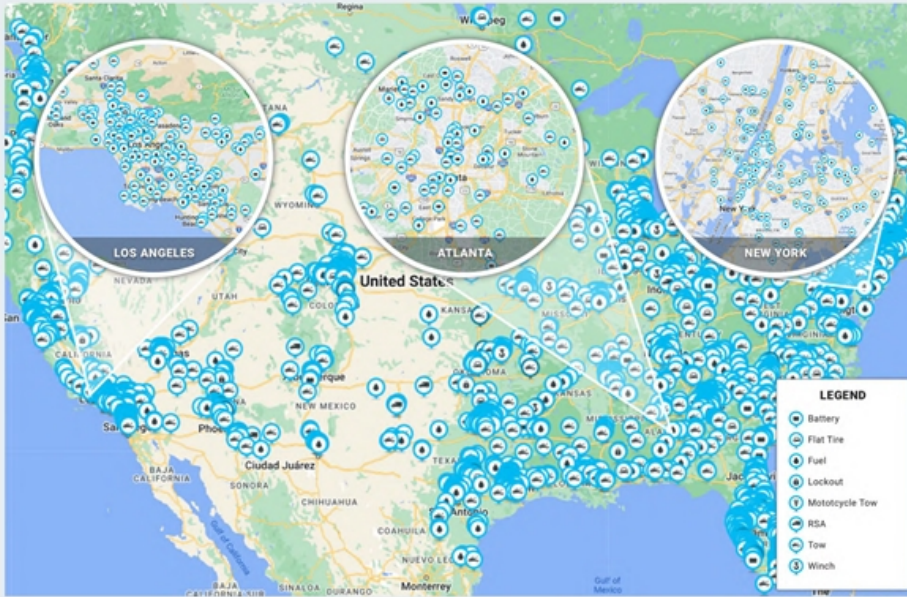
Service Provider Drivers
80K+



PROPRIETARY & CONFIDENTIAL

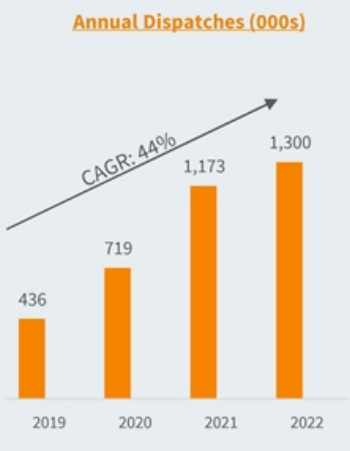
WHAT WE DO: A TYPICAL MORNING ON THE ROAD WITH URGENTLY

High Level of Visibility into Roadside Assistance Events Happening Every Day



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

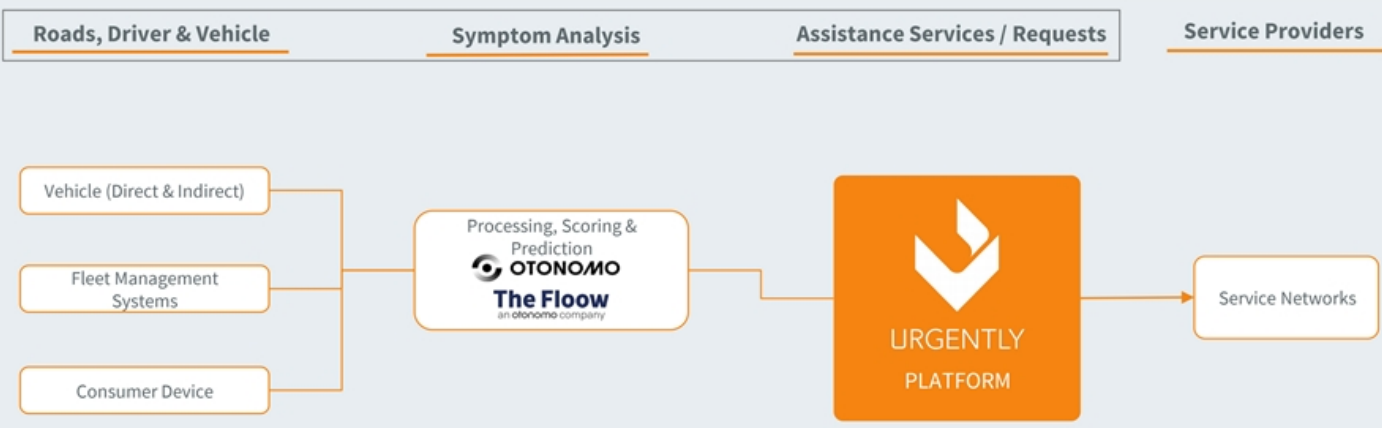
**Served 1.3M
dispatches in 2022**



PROPRIETARY & CONFIDENTIAL

URGENTLY'S KEY POSITION IN THE CONNECTED VEHICLE MARKET

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



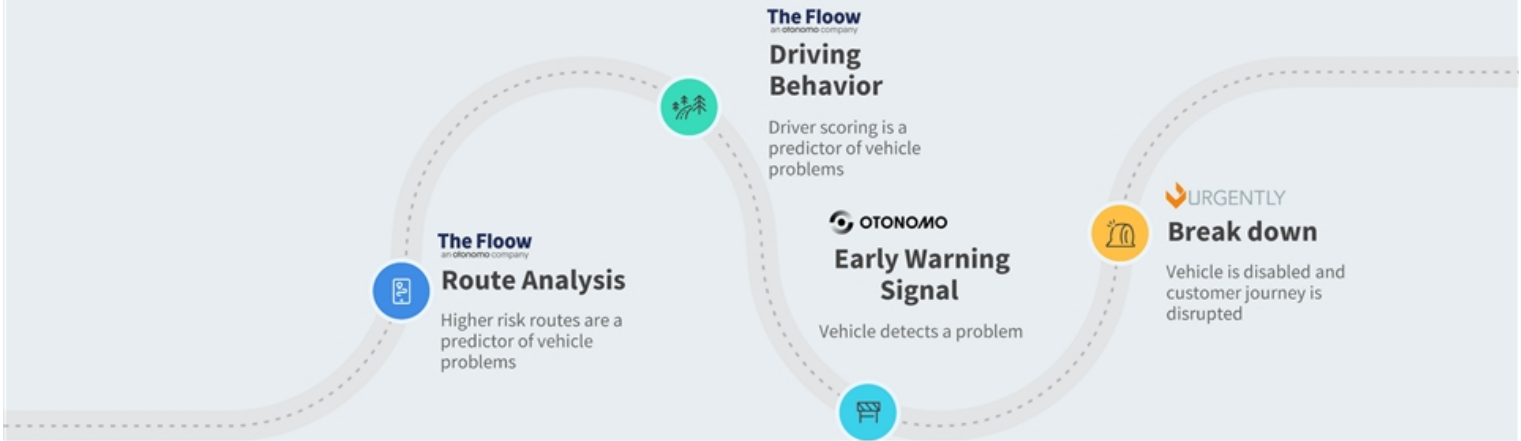
Together, Urgently and Otonomo can position to collect the First Signal from vehicles and deliver real-world service to consumers – creating both a unique barrier to entry and ability to monetize the connected assistance value chain



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

DERIVED DATA



Weather Data

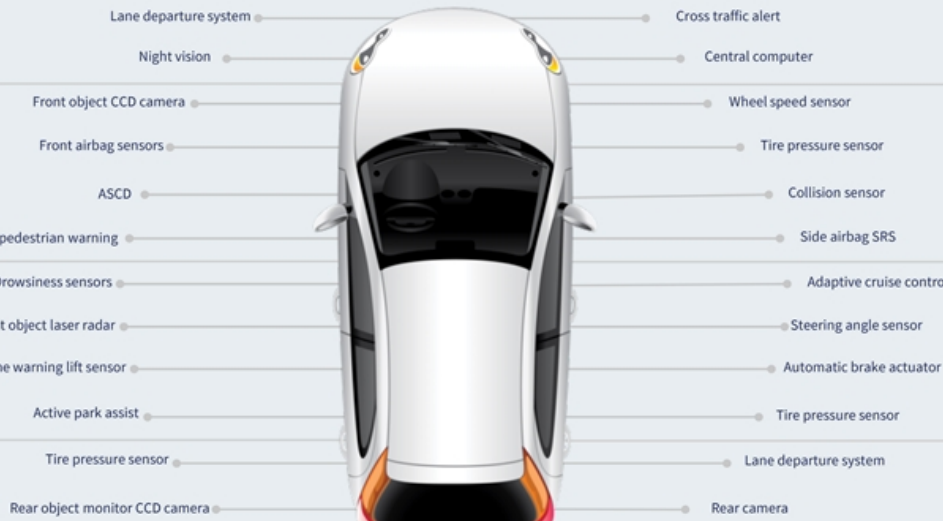

Events Data


Road Signs


Traffic Data


Friction Data


Trips Data

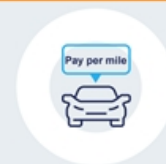
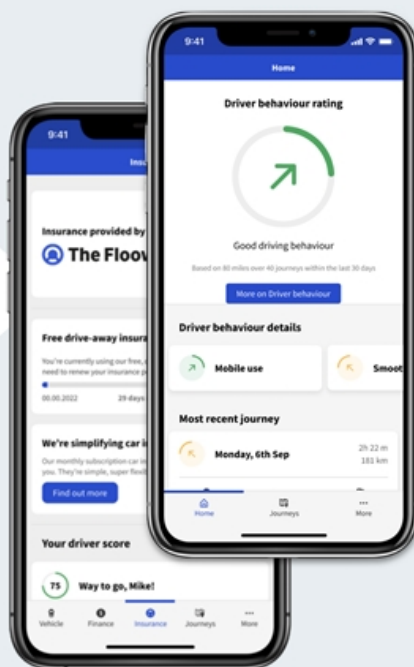


CONNECTED SCORING & DETECTION ARE EARLY MONITORING SOLUTIONS



Agnostic data collection system that is flexible and futureproof

Data Collection,
Cleansing,
Contextualisation,
Processing and
Analysis



UBI Insurance



Road Conditions



Driver Scoring



Crash Detection



Notifications and Triggers



Maintenance

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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.



An aerial photograph of a complex multi-level highway interchange in a city. The scene is captured during the 'golden hour' of sunset or sunrise, with a warm orange and yellow glow over the buildings and sky. The highway has multiple lanes with cars and a bus. A semi-transparent white rectangular box is overlaid on the left side of the image, containing the word 'Appendix' in a bold, orange, sans-serif font. Several small, circular blue icons with white symbols (like a car, a person, and a building) are scattered across the image, appearing to be part of a digital map or data overlay.

Appendix

MERGER TIMELINE UPDATE



HISTORICAL FINANCIALS – Balance Sheet

(in thousands)

	March 31, 2023 ⁽¹⁾	December 31, 2022	December 31, 2021
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 7,730	\$ 6,357	\$ 30,156
Restricted cash	1,050	1,050	1,050
Accounts receivable, net	30,452	33,966	32,753
Prepaid expenses and other current assets	1,233	2,102	2,105
Total current assets	40,465	43,475	66,064
Right-of-use assets	2,316	2,485	-
Property and equipment, net	403	414	503
Intangible assets, net	31	31	31
Other non-current assets	501	538	1,216
Total assets	\$ 43,716	\$ 46,943	\$ 67,814
LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIT			
Current liabilities:			
Accounts payable	\$ 12,023	\$ 7,536	\$ 4,390
Accrued expenses	22,254	13,122	9,151
Accrued interest	8,784	6,689	1,125
Deferred revenue, current	62	349	127
Current lease liabilities	714	740	-
Current portion of long-term debt	53,786	-	2,561
Total current liabilities	97,623	28,436	17,354
Deferred rent	-	-	456
Long-term lease liabilities	1,964	2,120	-
Long-term debt, net	50,206	99,443	83,606
Derivative liability	33,368	32,765	-
Warrant liability	10,324	13,957	7,084
Other long-term liabilities	2,739	5,059	29
Total liabilities	196,224	181,780	108,529
Redeemable convertible preferred stock	46,334	46,334	79,856
Stockholders' deficit:			
Common stock	14	14	5
Additional paid-in capital	48,390	48,313	7,156
Accumulated deficit	(247,246)	(229,498)	(127,732)
Total stockholders' deficit	(198,842)	(181,171)	(120,571)
Total liabilities, redeemable convertible preferred stock and stockholders' deficit	\$ 43,716	\$ 46,943	\$ 67,814



(1) March 31, 2023 financial statements are unaudited

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	-	-	-
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>



(1) March 31, 2023 financial statements are unaudited

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	<u>(1,016)</u>	<u>(54,237)</u>	<u>(57,214)</u>
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	<u>(61)</u>	<u>(208)</u>	<u>(356)</u>
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	<u>2,450</u>	<u>30,646</u>	<u>78,052</u>
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	<u>\$ 8,780</u>	<u>\$ 7,407</u>	<u>\$ 31,206</u>

(1) March 31, 2023 financial statements are unaudited



URGENTLY

