

# AppHarvest

Investor Presentation September 2020

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#### AppHarvest

### Disclaimer

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### **AppHarvest**

AppHarvest is building a resilient food system for America

### ∧ AppHarvest

Tomorrow's AgTech capital

### Board Comprised of Leaders in Impact & Sustainability

### Board of Directors



Jonathan Webb Founder & CEO







**Dave Chen** Equilibrium Capital Chairman Martha Stewart Martha Stewart Living Founder

David Lee Impossible Foods CF0



Kiran Bhatraju Arcadia Power Founder & CEO

**J.D. Vance** Narya Capital Partner **Greg Couch** Meridian Wealth Management Founder & President



Anna Mason Revolution Partner

### Novus Capital Corporation Overview

#### Officers & Board Members



#### Bob Laikin, Chairman

20+ years of experience operating a public company in the technology hardware, software, distribution, and value-added services marketplace



#### Larry M. Paulson, CEO

30+ years of transactional experience in the connectivity space and global relationships



#### Vince Donargo, CFO

30+ years of finance and accounting experience, the last 15 in senior executive roles managing all aspects of finance and IT

### Independent Directors



#### Heather Goodman, Director

20+ years of experience analyzing business challenges, building infrastructures, and enabling scalable platforms



AppHarvest

#### Brad Bostic, Director

20+ years of experience funding, creating, and leading growth companies in cloud technology, analytics, bioinformatics, and information services Novus Capital Corporation (NASD: NOVS, NOVSW) is a \$100M publicly traded Special Purpose Acquisition Company (SPAC) formed for the purpose of effecting a merger, acquisition, or similar business combination within 18 months of its IPO, which was completed May 15, 2020

Sponsored by EarlyBirdCapital Inc.

#### Novus comparative advantage:

- Experience
  - Management team has worked together for 30 years
  - Developed significant domain expertise and network in smart technology innovation industry
  - Operated in a public company environment
- Deal Flow
  - Sponsors collectively executed on 100 deals, worth \$5B
  - Established deal network of private equity, venture capital, and venture arms of tech companies
  - Efficient, superior M&A screening methodology
- Value Creation Levering Team's Expertise
  - Sponsors have operated companies, setting, and changing strategies
  - Identified, recruited, and mentored world-class talent
  - Developed and grew companies, both organically and inorganically, expanding the product ranges and geographic footprints
  - Executed A&D strategies to achieve synergies and create stockholder value
  - Partnered with industry-leading companies to increase sales and improve competitive positioning

#### Differentiated Sourcing Network:





7

### **Transaction Overview**

### Transaction Structure

- Novus has proposed to enter into a business combination with AppHarvest, a developer and operator of applied technology large scale controlled indoor farms
- The transaction is expected to close in 2H 2020
- It is anticipated that the postclosing company will retain the AppHarvest name and be listed on the NASDAQ
- The transaction, inclusive of the planned \$200 million PIPE financing, will provide growth capital to the Company for future facility development

#### Valuation

- Transaction implies a pro forma enterprise value of \$550 million
  - 2.2x based on projected 2024E revenue of \$246 million
  - 11.2x based on projected 2024E
     Adj. EBITDA of \$49 million
- Existing AppHarvest shareholders will receive ~60% of the pro forma equity<sup>(a)</sup>

### **Capital Structure**

- The transaction will be funded by a combination of Novus cash held in trust account, Novus common stock, and proceeds from the PIPE
- Transaction expected to result in ~\$277 million net proceeds to AppHarvest

### A World Enduring an Agriculture Crisis

The world must start rapidly building controlled environment agriculture facilities to secure future food production

The UN has found the world will need at least 50%more food by 2050, yet 70% of all freshwater is already dedicated to agriculture<sup>(a)</sup>

Unless we change, we will need two planet Earths

COVID-19 exposed the unstable nature of America's food system, as shortages mounted

across the country (and world) exposing our reliance on uncertain imports 69% of all fresh vine crops sold in the U.S. in 2018 were imported, according to the U.S. Department of Agriculture

The world's land and water resources are being exploited at "unprecedented" rates, a new United Nations report warns, which combined with climate change is putting dire pressure on the ability of humanity to feed itself.

August 8, 2019

The New York Times

### Significant Market Opportunity

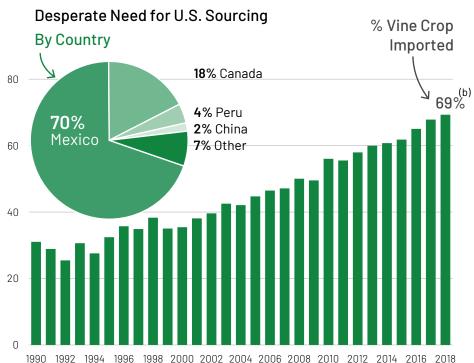
National grocery chains desperately seeking large scale supply of domestically grown produce as an alternative to imports. The U.S. needs 20,000 acres of controlled environment facilities to reduce imports of tomatoes, cucumbers and peppers<sup>(a)</sup>

#### Secular shift to plant-based foods creating increased demand for locally grown, high-quality produce

Much of fresh produce is imported from Mexico, with national grocers seeking alternative supply as a result of:

- Heavier use of harmful pesticides
- Shipping costs, travel time and carbon footprint
- Potentially troubling labor practices

Opportunity to also replace some of the Southwestern U.S. production (currently grows 90% of leafy greens from November through March) which is trucked cross-country to serve the East Coast



Increased Need to Replace Imports With Domestically Grown Produce (% Imported)

AppHarvest



Source: U.S. Department of Agriculture.

(a) Wageningen University & Research, June 2020.

(b) Reflects average rate of imports for bell peppers, tomatoes, cucumbers.

### AppHarvest Overview

Developer and operator of applied technology large scale controlled indoor farms producing U.S. grown fresh produce for national grocers

- 60-acre Morehead, KY facility is among the largest indoor farms in the U.S.
- Development pipeline of 5+ future sites provides clear growth strategy

### Global food production is woefully short of estimated future needs

#### National grocers desperate for sources of controlled indoor domestically grown produce, requiring thousands of acres of newly created U.S. production

 Reduces use of harmful pesticides, shipping costs and carbon footprint

#### Kentucky ideally suited for AppHarvest's significant growth vision

- Geographically central location within a day's drive of approximately 70% of U.S. population
- Suitable weather conditions temperature, sunshine, rainfall, humidity
- Large, under-utilized and hardworking labor force
- Business-friendly climate permitting, engineering, legal
- Emerging AgTech ecosystem

### Executing on highly scalable and highly profitable growth vision

- First harvest in 2020 and revenue commencing in 2021
- Development pipeline includes an additional 480 acres, projected to grow over 300M lbs of food annually

### Supported by industry leading impact and sustainability investors

Significant Market Opportunity 17K–20K Acres

of Potential Development<sup>(a)</sup>

#### **Key Partners**

Dalsem: Specializes in high tech green house projects with over 85 years of experience



Major Domestic Distributor: One of the largest producers and distributors of greenhouse-grown produce in North America



(a) Source Wageningen University & Research, July 2020

/A AppHar

### AppHarvest Impact By the Numbers

#### Domestic

#### Impact

∼70° of population day's driv	n in one	<b>80%</b> Less diesel expected to be used in transportation <sup>(a)</sup>	<b>90%</b> Less water usage only recycled rainwater	; Acreage of r retention Morehead	rainwater Hi pond at	~30x gher yields than open-field agriculture
<b>365</b> Days; grov indoors elim weather a seasonal cons	ving inates and	<b>O</b> Zero agricultural runoff due to unique closed-loop system	<b>1,000s</b> Jobs in high unemployment areas	O Soil usage, carbon sequ		<b>40%</b> ss energy used by our LEDS
Executing on UN SDGs	2 ZERO HUNGER SSS Only 1 in 10 Amel eats enough fru vegetables		8 DECENT WORK AND ECONOMIC GROWTH The second	9 INDUSTRY, INNOVATION ANDINFRASTRUCTURE CONTINUED ~30x higher yields on a single acre than open- field agriculture on a	Reduce diesel use for transportation by 80% and react 70% of	13 CLIMATE CONTROL Significant reduction in both water and diesel usage relative to the division to the second secon

single acre



(a) Figures are based on AppHarvest's expected market distribution and current market distribution estimates using Numarán, Mexico.

poverty

agriculture runoff

traditional agriculture

Americans in a day's

drive

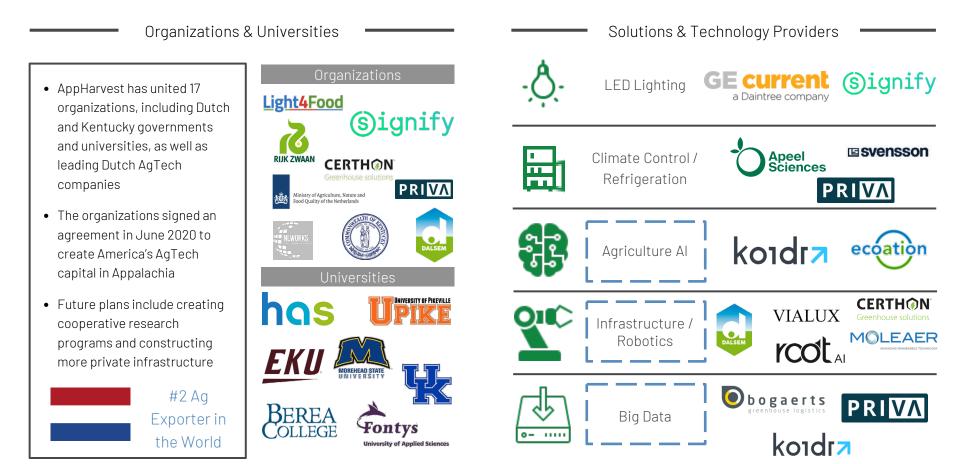
### Controlled Indoor Agriculture Is the Future of Farming

Future farming practices will be driven by demand for sustainably grown produce in addition to long-term cost savings and improved crop yields realized from controlled environment agriculture

Methodology	Reliability of Supply	Production Yield	Environmental Control	Land and Water Use	CO <sub>2</sub> Absorption	Chemical Use	Labor	Food Safety
High-Tech Greenhouse	95%	~30x						
Low-Tech Greenhouse	70%	5-8x	0					
Open-Field Growing	50%	1x		Q	0	$\bigcirc$	$\bigcirc$	$\bigcirc$
2					Highest G	rade 🚺 M	id Grade	) Lowest Grade
AppHarvest								13

## AppHarvest Is the Platform that Unites Pioneering AgTech

AppHarvest has partnered with the Dutch Government, AgTech companies and universities to utilize best-in-class technology in order to increase sustainably grown crop yields



### Strategically Located in Appalachia

### Appalachia Advantages

#### Region is Committed to AgTech

- State and local governments committed to making Appalachia a hub for AgTech offering investment and harvest tax credits
- Engagement by Department of Agriculture

#### Significant Job Demand, Untapped Workforce

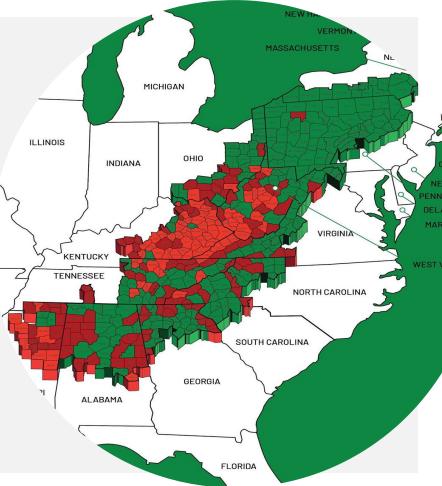
- Under-utilized skilled and hardworking labor force
- AgTech curriculum in high schools, as well as certificate and degree programs at universities

#### **Centrally Located**

 Can reach ~70% of U.S. population within 36 hours of harvesting

#### Suitable Climate with Natural Resources

- 2018 was Kentucky's wettest recorded year in history
- Economical and plentiful natural and energy resources





#### Appalachian Counties at Risk

Ranks between worst 10-25% of U.S. counties on unemployment, income and poverty measures



#### Appalachian Counties Distressed

Ranks among worst 10% of U.S. counties on unemployment, income and poverty measures

#### ∧ AppHarvest

### Eliminating Lengthy Supply Chains

Shorter delivery distance means vegetables that are fresher and more nutritious

Hours to drive to: New York City: 44 Washington, DC: 42 Atlanta: 35 Chicago: 32 Houston: 27 Hours to drive to: New York City: 10 Washington, DC: 7.5 Hours to drive to: Atlanta: 7 New York City: 39 Chicago: 6.5 Washington, DC: 37 Houston: 16.5 Atlanta: 28 Chicago: 29 Houston: 18.5 Hours to drive to: ~70% New York City: 45 Washington, DC: 42 of the U.S. population Atlanta: 32 43 is within a day's drive Chicago: 37 of Kentucky Houston: 22 AppHarvest 16

### Overriding Commitment to Sustainability and Impact

AppHarvest aims to redefine American agriculture by improving access for all to fresh fruits and vegetables, growing more with fewer resources and creating an AgTech hub from within its Appalachian home



### Investing \$1 Billion in Appalachia

- AppHarvest, in conjunction with the State, is seeking to make Kentucky the AgTech capital of the U.S.
- Create attractive, sustainable skilled jobs in this innovative sector within the nation's poorest region

### Certified B Corporation

Incorporated as a registered Benefit Corporation in 2018, AppHarvest has also passed a rigorous audit and been confirmed as a Certified B Corporation by the non-profit B Lab Certified



✓ Governance ✓ Environment ✓ Workers ✓ Community ✓ Customers



### Prioritizing the Worker

Unparalleled employee experience includes range of amenities, supportive services (financial and educational upskilling), custom apparel, industry-leading personal protective equipment and appreciation programs

### **Growing Growers**

AppHarvest invested \$150K in 2018 to start a high-tech container farm educational program at an Eastern Kentucky high school to excite students about careers in AgTech. The program is expanding curriculum and container farms



#### ∧ AppHarvest

### Partnership with Leading Distributor

Distributor will sell all vegetables produced by AppHarvest in Kentucky and West Virginia, enabling national distribution to grocers who seek to increase domestically sourced tomatoes

#### Overview

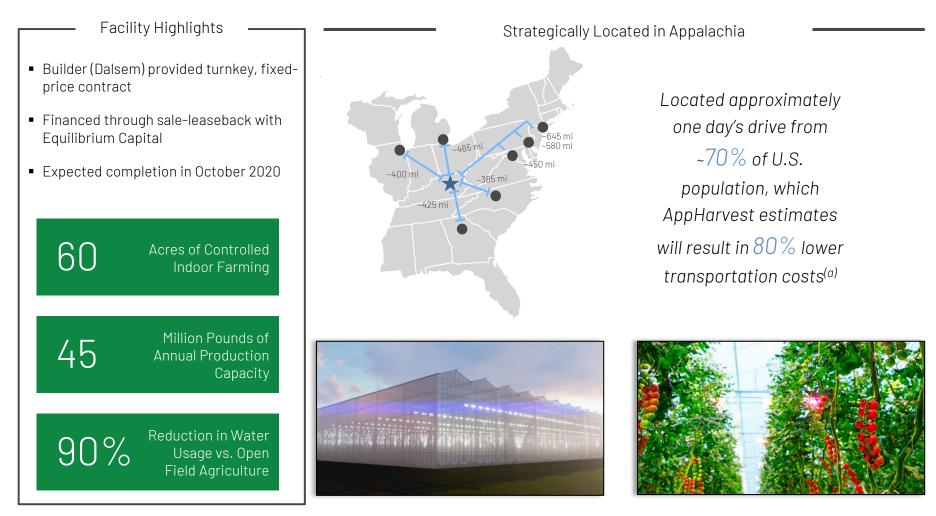
- AppHarvest has entered into a distribution agreement with a leading distributor that will sell all vegetables produced by AppHarvest in Kentucky and West Virginia
- One of the largest producers and distributors of greenhouse-grown produce in North America
- Specializes in a range of produce including tomatoes, peppers, cucumbers, specialty produce and organic
- National reach with on-going agreements to supply produce to some of North America's largest retail grocery store chains

### National Reach Across Leading Grocers

meijer	Publix	COSTCO WHOLESALE
Kroger	TARGET	
Wegmans	<b>Winn√Dixie</b> .	
Walmart >	TRADER JOE'S	WHÔLE FOODS MARKET

### One of Nation's Largest Controlled Agriculture Facilities

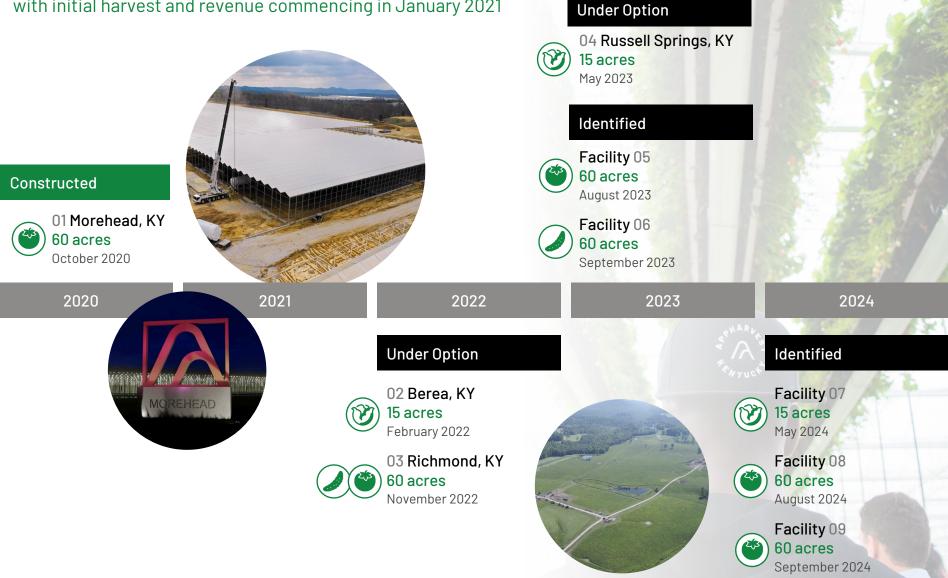
Morehead will cover more acres than all other U.S.-based greenhouses owned by sustainable production competitors combined; built to serve national grocery chains rather than competitors' hyper local strategy



(a) Figures are based on AppHarvest's expected market distribution and current market distribution estimates using Numarán, Mexico.

### **Development Timeline**

First crop of beefsteak tomatoes will be planted in October 2020, with initial harvest and revenue commencing in January 2021



### AppHarvest Thought Leadership in AgTech

The future of farming: Building an agtech center in the heart of the Bluegrass State

☆
TechRepublic

Bring Produce Production Back to U.S., AppHarvest CEO Says

Bloomberg

"AppHarvest is aiming to build a local talent pipeline ... The company paid to install a Freight Farm at Shelby Valley High School to teach students, a program it plans to expand to 20 schools. AppHarvest is also developing an agriculturaltechnology certificate and degree program for the nearby University of Pikeville."

The New York Times

### AppHarvest Raises More Cash for World's Biggest Greenhouse Bloomberg

"The mammoth project will use Dutch greenhouse technology, which focuses on sustainable crop production, to meet the rising demand for American-grown tomatoes.

The greenhouse uses digital monitoring, sun and LED lighting, recycled rainwater and non-chemical growing practices. It also responds to a host of cultural concerns about food safety, freshness, environmental quality and energy consumption."

### THE WALL STREET JOURNAL.

High-tech Greenhouses Could Be the Future Of Agriculture

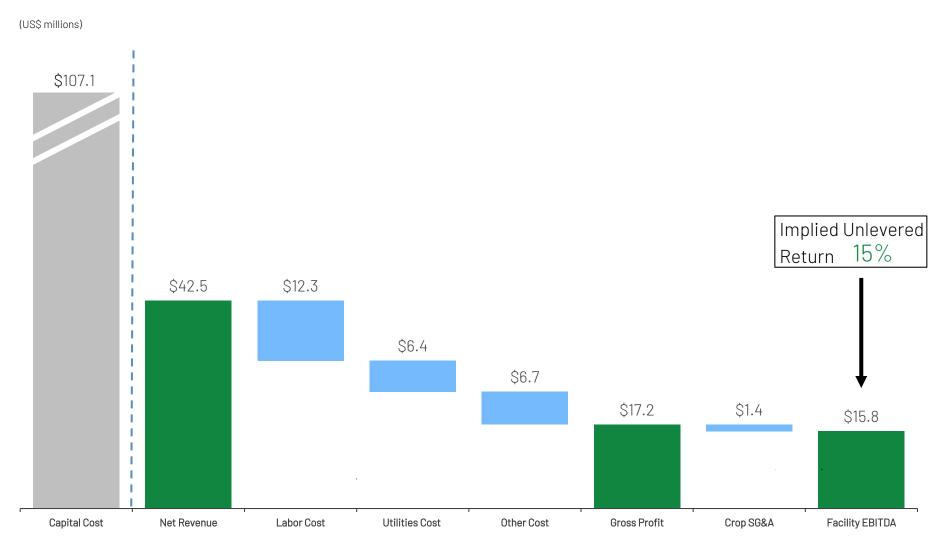
Forbes

This Tech-Savvy Greenhouse Wants to Revitalize America's Coal Country

GLOBAL CITIZEN

### Illustrative Tomato Facility Economics

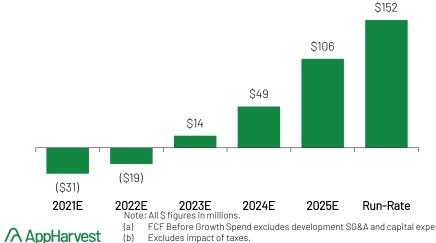
Illustrative steady-state economics for 60-acre tomato facility (half beefsteak, half TOV), excluding financing costs

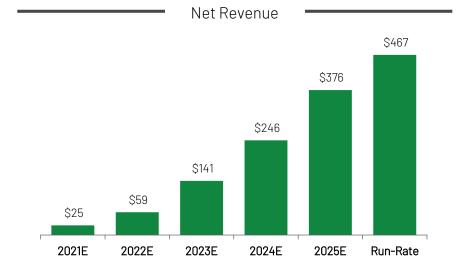


### **Projected Financial and Operating Metrics**



EBITDA





FCF Before Growth Spend <sup>(a)</sup>



FCF Before Growth Spend excludes development SG&A and capital expenditure for new facilities.

(b) Excludes impact of taxes.

### **Detailed Transaction Overview**

Estimated Sources & Uses	
Sources:	\$ M
Committed Common Equity PIPE	\$200.0
NOVUS Trust Equity <sup>(a)</sup>	100.0
Stock Consideration to Existing AppHarvest Shareholders	500.0
Total Sources	\$800.0
Uses:	\$ M
Stock Consideration to Existing AppHarvest Shareholders	\$500.0
Estimated Fees & Expenses	22.7
Cash to AppHarvest Balance Sheet	277.3
Total Uses	\$800.0

(in millions, except per share data)	
PF Shares Outstanding <sup>(b)</sup>	82.7
Share Price	\$10.00
Market Capitalization	\$827.0
Less: Cash	(\$277.3)
Enterprise Value	\$549.7

Illustrative Pro Forma Capitalization<sup>(b)</sup>

(in millions)

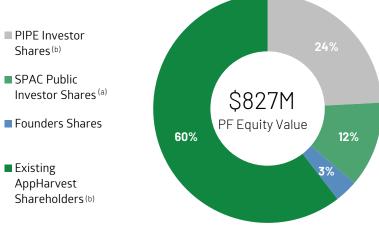
Pro Forma Ownership	Shares	% Ownership
PIPE Investors Shares <sup>(b)</sup>	20.0	24.2%
SPAC Public Investor Shares <sup>(a)</sup>	10.0	12.1%
Founders Shares	2.7	3.3%
Existing AppHarvest Shareholders <sup>(b)</sup>	50.0	60.5%
Total Shares	82.7	100.0%



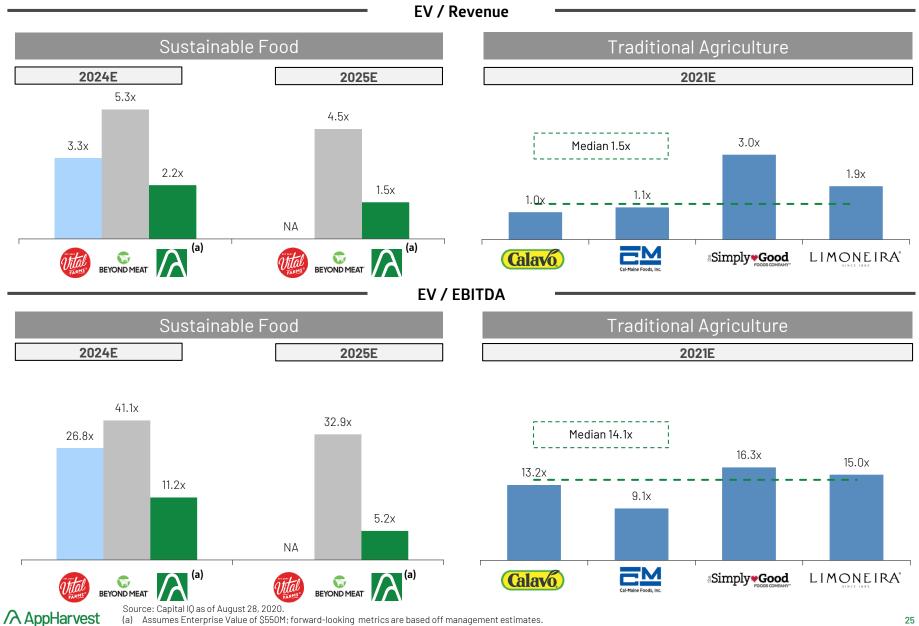
Shares<sup>(b)</sup>

Existing

AppHarvest



### Valuation Benchmarking

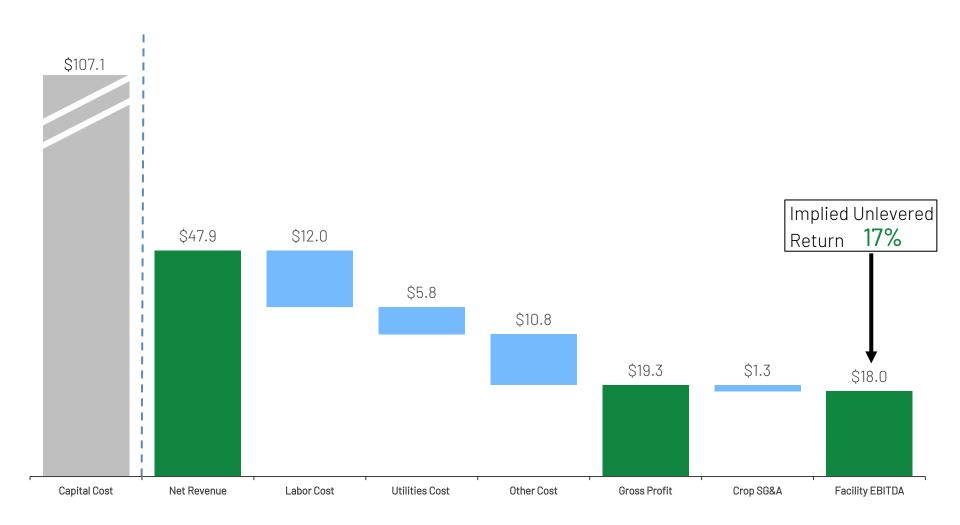


# Appendix



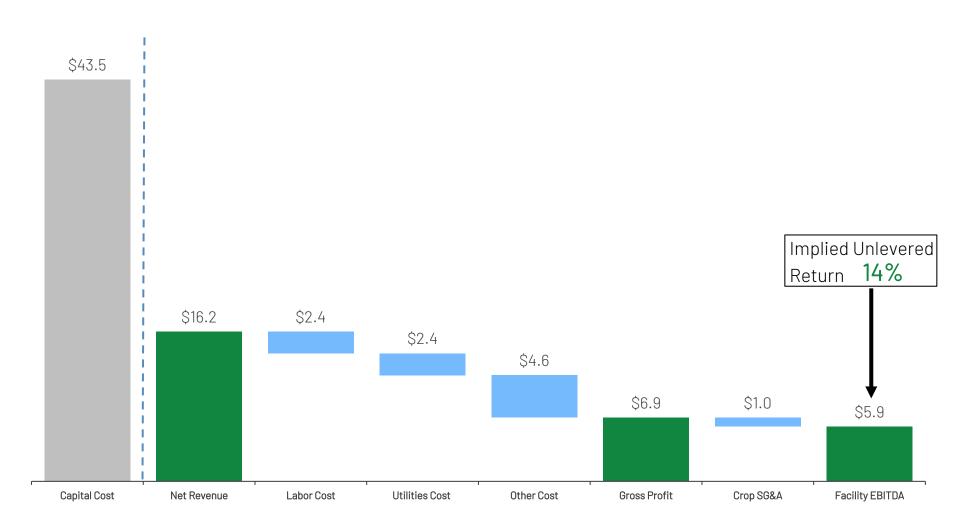
### **Illustrative Cucumber Facility Economics**

Illustrative steady-state economics for 60-acre cucumber facility excluding financing costs



### Illustrative Leafy Greens Facility Economics

Illustrative steady-state economics for 15-acre leafy greens facility excluding financing costs



### **Benefit Corp Overview**

AppHarvest will be among the first public benefit corporations

What is a public benefit corporation?

- A corporation with modified obligations
- Higher standards of purpose, accountability and transparency
- Fiduciary duty to <u>all</u> stakeholders



Purpose	Accountability	Transparency	Notable B Corps
Committed to creating public benefit and sustainable value in addition to profits	Considerate of impact on society and environment	Reporting requirements include progress in achieving social impact goals	LAUREATE INTERNATIONAL UNIVERSITIES*
			silverchef Kilverchef