



Novus Capital Corporation II

February 2021

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- GENERAL AND POTENTIAL ECONOMIC CONDITIONS;
- RISKS ASSOCIATED WITH THE HIGH TECH AND SUSTAINABLE AGRICULTURAL TECHNOLOGY (AGTECH) INDUSTRY;
- OUR STATUS AS A NEWLY FORMED COMPANY WITH NO OPERATING HISTORY;
- OUR STATUS AS AN EMERGING GROWTH COMPANY;
- OUR DEPENDENCE ON KEY PERSONNEL;
- CONFLICTS OF INTEREST OF OUR OFFICERS, DIRECTORS AND INITIAL INVESTORS;
- SIGNIFICANT COMPETITION FOR BUSINESS COMBINATION OPPORTUNITIES;
- OUR SELECTION OF A PROSPECTIVE TARGET BUSINESS;
- OUR ABILITY TO CONSUMMATE AN ATTRACTIVE BUSINESS COMBINATION DUE TO OUR LIMITED RESOURCES AND/OR OUR STRUCTURE;
- OUR ABILITY TO OBTAIN SUFFICIENT FINANCING TO CONSUMMATE OUR INITIAL BUSINESS COMBINATION; AND
- PAST RESULTS MAY NOT BE INDICATIVE OF FUTURE PERFORMANCE.

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STATEMENTS CONTAINED HEREIN RELATE TO THE HISTORICAL EXPERIENCE OF OUR FOUNDERS. AN INVESTMENT IN NOVUS IS NOT AN INVESTMENT IN ANY OF OUR FOUNDERS’ PAST INVESTMENTS, COMPANIES OR FUNDS AFFILIATED WITH THEM. THE HISTORICAL RESULTS OF THESE INVESTMENTS, COMPANIES OR FUNDS IS NOT NECESSARILY INDICATIVE OF THE FUTURE PERFORMANCE OF NOVUS.

Terms for a Novus II SPAC IPO

Issuer	Novus Capital Corp II
Target Sector	Sustainability, Technology, and Sustainable Agricultural Technology
Exchange	NYSE
Base Deal Size	\$250 million (plus 15% overallotment)
Unit Offering Price	\$10.00
Units Offered	25.0 million units
Founder Shares	6.25 million
Unit Composition	1 share of common stock and 1/3 warrant
Warrant Terms	\$11.50 exercise price; 5-year life after IBC (or earlier upon the Company redemption), Crescent feature at \$9.20
Acquisition Period	24 Months
Proceeds in Trust	100%
Sponsor Risk Capital	Base Deal: \$7.00 million / Overallotment: \$7.75 million
Risk Capital Security	Warrants @ \$1.50
Underwriter	Cowen
Gross Spread	5.50% (2.0% front-end, 3.5% back-end)

Officers and Board Members



Bob Laikin
CEO / Director

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

- Co-founded Novus Capital Corporation in March 2020
- Currently, non-executive Chairman of the Board of Washington Prime Group, Managing Member and Founder at L7 Investments LLC, and Member of the Board of Directors at Eskenazi Health Foundation
- Previously, served as Executive Advisor to the CEO and Government Relations Executive of Ingram Micro Inc. and as CEO and member of the board of Brightpoint, Inc.



Larry M. Paulson
Non-Executive Chairman

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

- Co-founded Novus Capital Corporation in March 2020
- Prior to Novus, VP of Product Management for Qualcomm Device Reference Designs and Qualcomm President India and SAARC Region and Principal at Rancho Santa Fe Solutions
- Also served as EVP and Chief Marketing Officer at Brightpoint and SVP and General Manager of CDMA product activities for Nokia



Vince Donargo
CFO

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

- Co-founder and CFO of Novus Capital Corporation
- Has served as Chief Accounting Officer of Calumet Specialty Products Partners, LP since August 2020
- Previously, EVP and CFO at Celadon Group Inc., Beaulieu America, and Brightstar Corp
- Also served as EVP of Financial Planning and Analysis and Finance Transformation at Ingram Micro Inc. and CFO at Brightpoint Inc.

Note: The CEO and Chairman have worked together for 30 years.

Independent Board Members



Hersch Klaff
Board Member

30+ years of experience in real estate and private equity



- Founder of Klaff Realty, formed in 1984, which has acquired assets in excess of \$10B throughout its history
- Current Board Member of Albertsons (NYSE: ACI), Tienda Inglesa, Chlorum Solutions, and others
- Significant agricultural holdings including over 25,000 acres of high-quality cropland in Uruguay
- Prolific investor in new-age technologies & early-stage ventures



Jeff Foster
Board Member

15+ years of experience funding early-stage growth companies as an entrepreneur and investor



- Investments in wellness, financial management, cold storage, software, logistics, and early-stage ventures
- An active real estate investor managing a portfolio of multi-family, commercial, and single-family assets
- Managing member of New Frontier, LLC since inception in 2012, following a 13-year career as a professional basketball player



Heather Goodman
Board Member

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



- Co- Founder & COO of True Capital Management, a \$1 billion + wealth management company
- Active investor in several early-stage venture companies including tech, consumer products & media
- Previously served as Financial Advisor at Morgan Stanley Smith Barney
- Began her career as a CPA with Deloitte, focusing on the consumer products industry



Ron Sznaider
Board Member

20+ years of experience in global cloud, environmental, and software technologies



- Founder and President of Sznaider Consulting LLC, which provides expert business advisory services
- Currently Vice Chairman at DTN, the independent and trusted source of actionable insights for millions of customers focused on feeding, fueling, and protecting the world
- Also served as EVP at Telvent and SVP at Schneider Electric
- Experience with numerous mergers, acquisitions, and divestments, including a \$1B P/E transaction.

Note: All Independent Board Members were involved as a financial and strategic partner in Novus Capital Corporation.

Comparative Advantage of Management Team and Board

1

Experienced Management Team with a Long History of Working Together

- Management team has worked together for 30+ years, recently collaborating on Novus Capital Corporation

2

Deep Expertise in Smart and Sustainable Technologies

- Proven track record of developing and growing companies, both organically and inorganically, expanding the product ranges and geographic footprints

3

Significant Domain Expertise and Robust Network

- Access to established deal network of private equity, venture capital, and venture arms of tech companies
- Partnered with industry-leading companies to increase sales and improve competitive positioning

4

Efficient and Superior M&A Screening Methodology

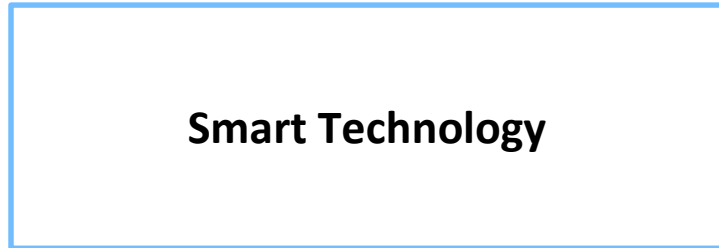
- Collectively identified, recruited, and mentored world-class talent, executing on 100 deals worth \$10B
- Digital marketing expertise used for deal sourcing

Investment Criteria

- ✓ **Enterprise Value of \$500 million to \$1.5 billion**
 - ✓ **Consideration of ESG Factors**
 - ✓ **Operating Stability with Significant Growth Potential**
 - ✓ **Leadership Position in its Industry**
 - ✓ **Unrealized Potential for Shareholder Value Creation**
 - ✓ **Has the Potential to Grow Through Further Acquisition Opportunities**
 - ✓ **Innovate within an Existing Market**
 - ✓ **Has a Committed and Capable Management Team**
-

Sustainable Smart Technology Focus

Novus II will seek an acquisition in the smart technology space with an **environmental, social, & governance (ESG)** focus



Robust and Differentiated Sourcing Network

Financial Institutions



Law Firms



Financial Sponsors



Strategic Network



Novus Capital Corporation Case Study



Transaction Structure

- Novus has entered into a business combination with AppHarvest, a developer and operator of applied technology large scale controlled indoor farms
- The post-closing Company will retain the AppHarvest name and be listed on the NASDAQ
- The transaction, inclusive of the \$375 million PIPE, led by Fidelity, and a \$30 million convertible note, issued by AppHarvest, will provide \$464M of growth capital to the Company for future facility development
- Novus Insiders invested \$15M into the PIPE on the same terms as Fidelity, Inclusive Capital and others

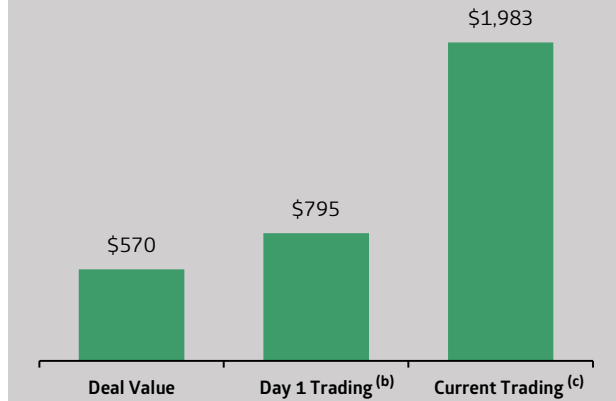
Key Developments

- First harvest at Morehead on January 19, 2021
- Hired David Lee (Impossible Foods) as President
- Broke ground on Barea, a 15-acre leafy green facility
- Broke ground on Richmond, a 60-acre vine crop facility
- First planting at Morehead in October 2020

Key PIPE Investors



Valuation (\$ in millions)



(a) Signifies investment from individual Novus Insiders. (b) Enterprise value based on September 29, 2020 announcement day closing price of \$12.18, 103.4 million shares outstanding, and \$464M of cash. (c) Enterprise value based on January 15, 2021 closing price of \$23.67, 103.4 million shares outstanding, and \$464M of cash.