Matterport™

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In connection with the proposed business combination, Gores Holdings VI will file a preliminary proxy statement and other materials with the U.S. Securities and Exchange Commission (the "SEC") and will mail a definitive proxy statement and other relevant documents to its stockholders. Investors and security holders of Gores Holdings VI are advised to read, when available, the preliminary proxy statement, and amendments thereto, and the definitive proxy statement in connection with Gores Holdings VI's solicitation of proxies for its stockholders' meeting to be held to approve the business combination because the proxy statement will contain important information about the business combination and the parties to the business combination. The definitive proxy statement will be mailed to stockholders of Gores Holdings VI as of a record date to be established for voting on the business combination. Stockholders will also be able to obtain copies of the proxy statement, without charge, once available, at the SEC's website at www.sec.gov or by directing a request to Gores Holdings VI, Inc, 9800 Wilshire Boulevard, Beverly Hills, CA 90212, attention: Jennifer Kwon Chou (jchou@gores.com).

Gores Holdings VI and its respective directors, executive officers and other members of its management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Gores Holdings VI stockholders in connection with the proposed business combination. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests in Gores Holdings VI of those directors and officers in the final prospectus for Gores Holdings VI's initial public offering, which was filed with the SEC on December 14, 2020, and is available free of charge at the SEC's web site at www.sec.gov, or by directing a request to Gores Holdings VI, Inc, 9800 Wilshire Boulevard, Beverly Hills, CA 90212, attention: Jennifer Kwon Chou (jchou@gores.com). Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies of Gores Holdings VI's stockholders in connection with the proposed business combination will be set forth in the proxy statement for the proposed business combination when available. Information concerning the interests of participants in the solicitation, which may, in some cases, be different than those of Gores Holdings VI's stockholders generally, will be set forth in the proxy statement relating to the business combination when it becomes available.

This document contains statements that are forward-looking. Statements that include words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "will," "estimate" or "projects," variations of such words and similar expressions are intended to identify forward-looking statements. All statements other than statements of historical fact included in this document, including without limitation those regarding prospective or proposed transactions, the benefits of the proposed transaction between Matterport and Gores Holdings VI (collectively, the "Companies") the anticipated timing of such transaction and Matterport's future financial results, business strategy, plans, objectives and future operations are forward-looking statements. These statements are based on the Companies' current expectations and assumptions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Matterport to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the price of the Companies' securities, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the approval by the stockholders of Gores Holdings VI, the satisfaction of the minimum available cash closing condition and the receipt of certain governmental and regulatory approvals, (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, (iv) the effect of the announcement or pendency of the transaction on Matterport's business relationships and business generally, (v) the outcome of any legal proceedings that may be instituted against Matterport or against Gores Holdings VI related to the transaction, (vi) the ability to implement business plans, consummate additional acquisitions, forecasts, and other expectations after the completion of the transaction, and identify and realize additional opportunities, (vii) the risk of downturns in the highly competitive asset management industry, (viii) any current or future impacts relating to the COVID-19 pandemic and related regulatory or governmental measures. The foregoing list of factors is not exhaustive. There can be no assurance that actual events will correspond with these forward-looking statements or that factors beyond the control of the Companies and their management will not affect the assumptions on which the forward-looking statements are based, and (ix) the risks identified in the appendix. The Companies expressly disclaim any obligation to update or revise any forward-looking statement contained herein to reflect any change in their expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based. These forward-looking statements should not be relied upon as representing the Companies' assessments as of any date subsequent to the date of this document.

This presentation contains financial forecasts for Matterport with respect to certain financial results for the Company's fiscal years 2020 through 2025. Neither of the Companies' independent auditors have audited, studied, compiled or performed any procedures with respect to the projections for the purposes of their inclusion in this document and, accordingly, they did not express an opinion or provide any other form of assurance with respect thereto for the purpose of this document. These projections are forward-looking statements and should not be relied upon as being necessarily indicative of future results. In this document, certain of the above-mentioned projected information has been provided for purposes of providing comparisons with historical data. The assumptions and estimates underlying the projected financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projected financial information. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of Matterport or that actual results will not differ materially from those presented in the prospective information. Inclusion of the projected information in this document should not be regarded as a representation by any person that the results contained in the prospective information will be achieved.

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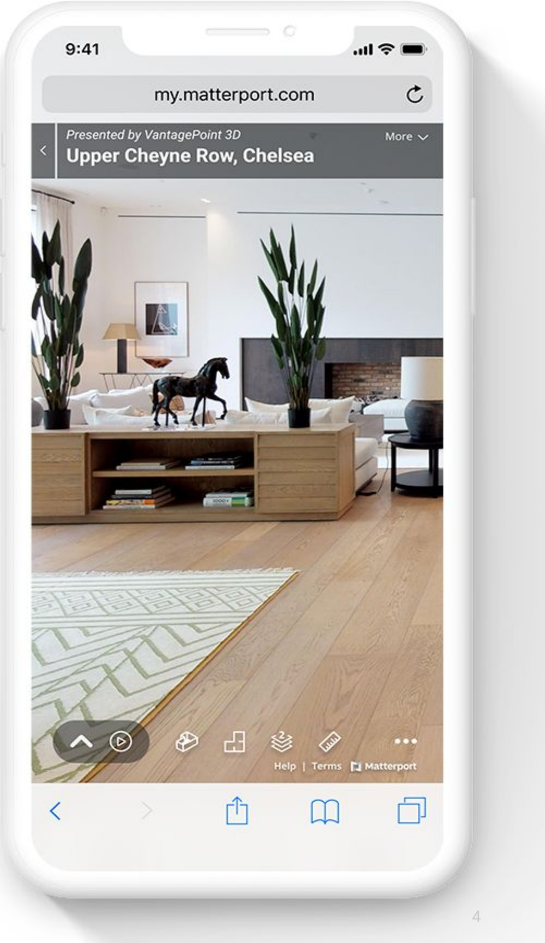
Please see the Appendix for key risks relating to Matterport.

Investment highlights



- Massive, unpenetrated $240B+ Total Available Market
- Market leader fueling the digital transformation of the built world
- Unrivaled software & data platform with significant expansion opportunities
- Global, blue chip customers spanning diverse end markets
- Rapid growth, efficient customer acquisition, and expanding margins
- Proven leadership team with large-scale platform experience

TAM estimate from Savills World Research and the Company

Proven leadership team with large-scale platform experience

RJ Pittman
Chief Executive Officer
ebay

JD Fay
Chief Financial Officer
@ROAD NeoPhotonics view

Jay Remley
Chief Revenue Officer
SEAGATE

Jean Barbagelata
Chief People Officer
salesforce GAP TheRealReal

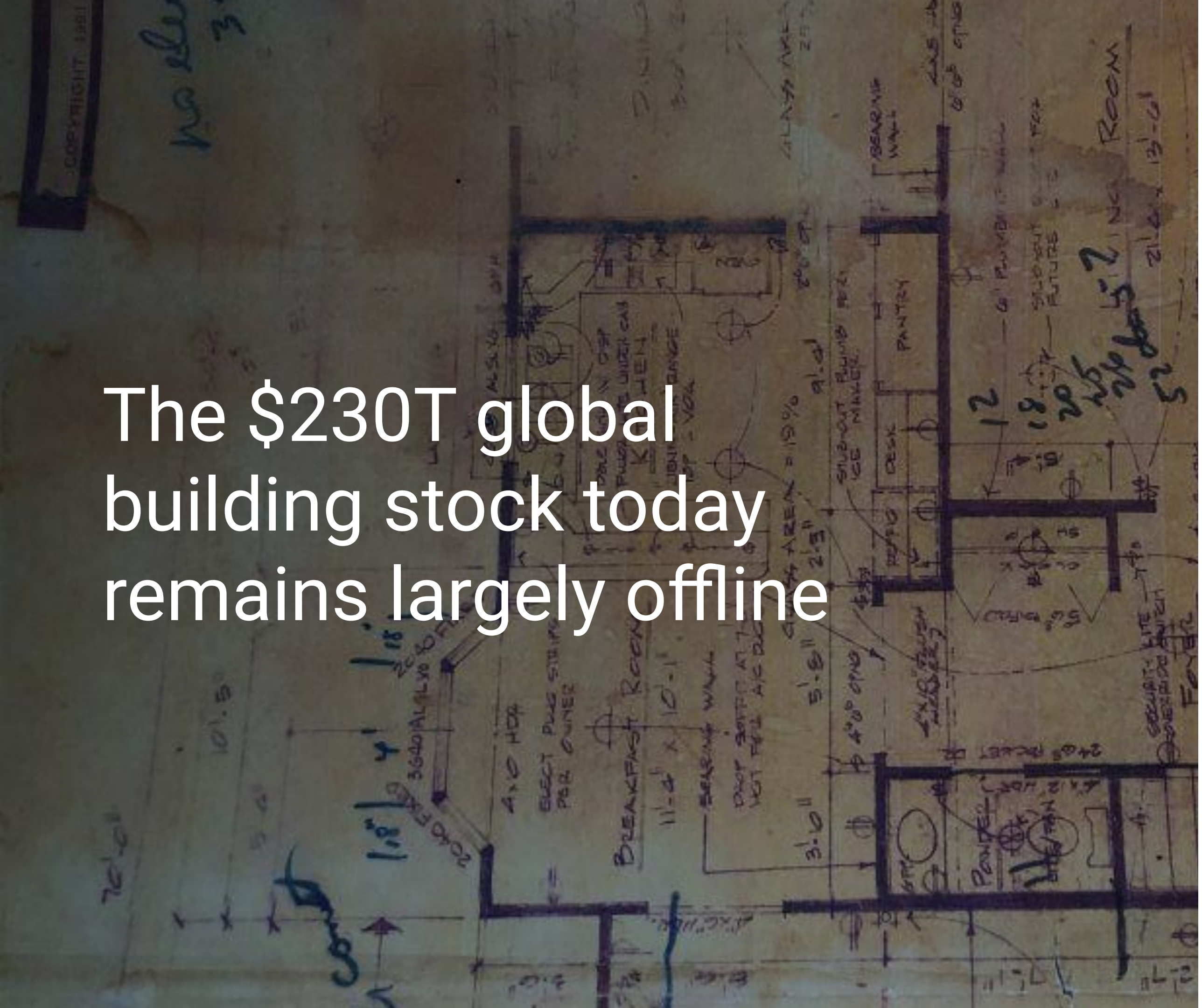
Dave Gausebeck
Co-founder, Chief Scientist
PayPal

Robin Daniels
Chief Marketing Officer
we in salesforce

Japjit Tulsi
Chief Technology Officer
ebay carta

Dave Lippman
Chief Design Officer
ebay

Company Overview



The $230T global building stock today remains largely offline

4 Billion Buildings

Largest asset class in the world
$230T in total property value

20 Billion Spaces

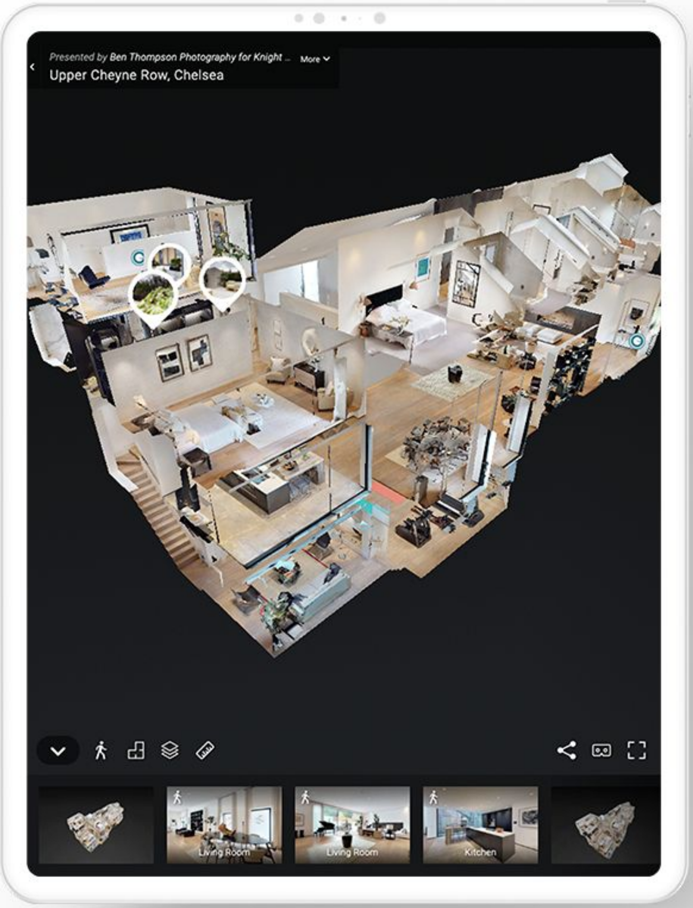
Digitization of the built world is the largest new frontier in decades

Offline & Undervalued

$100B’s in unrealized utilization and operating efficiencies

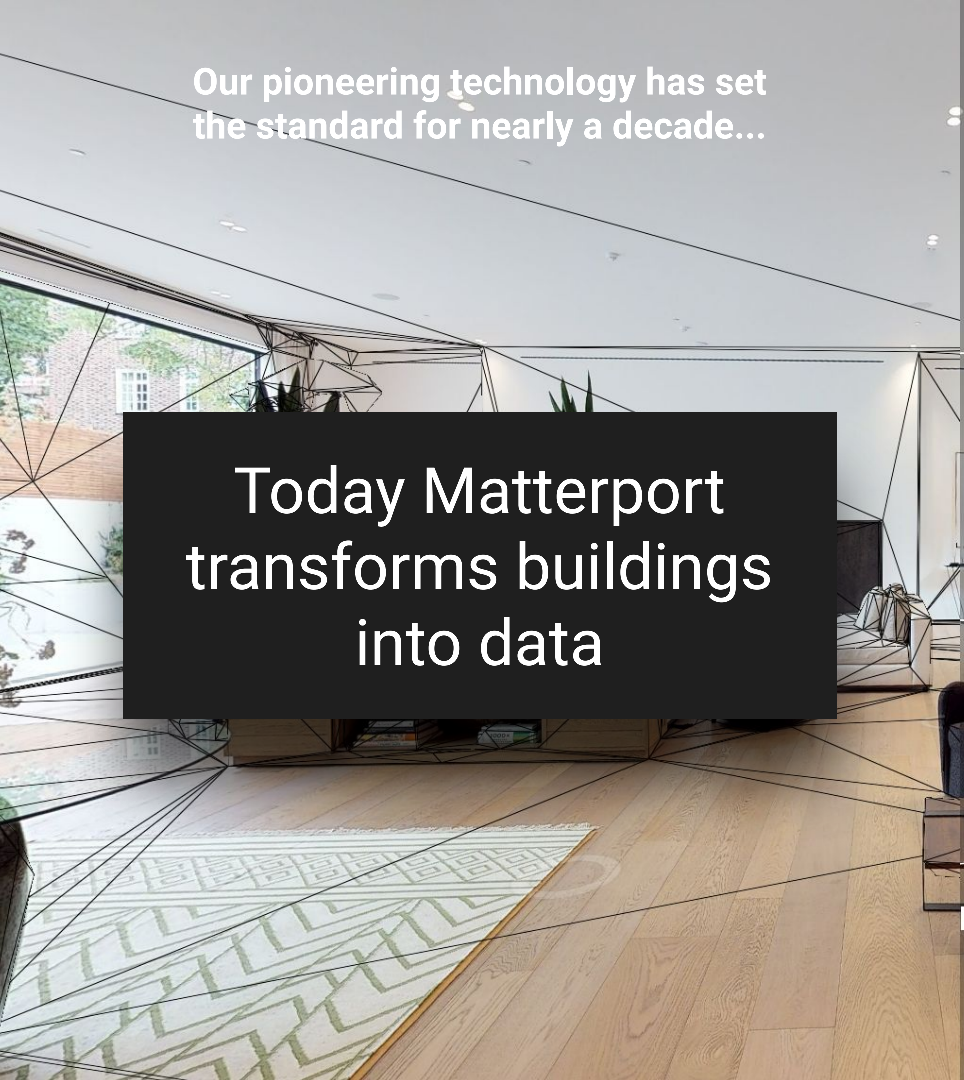
Estimates from Savills World Research and the Company

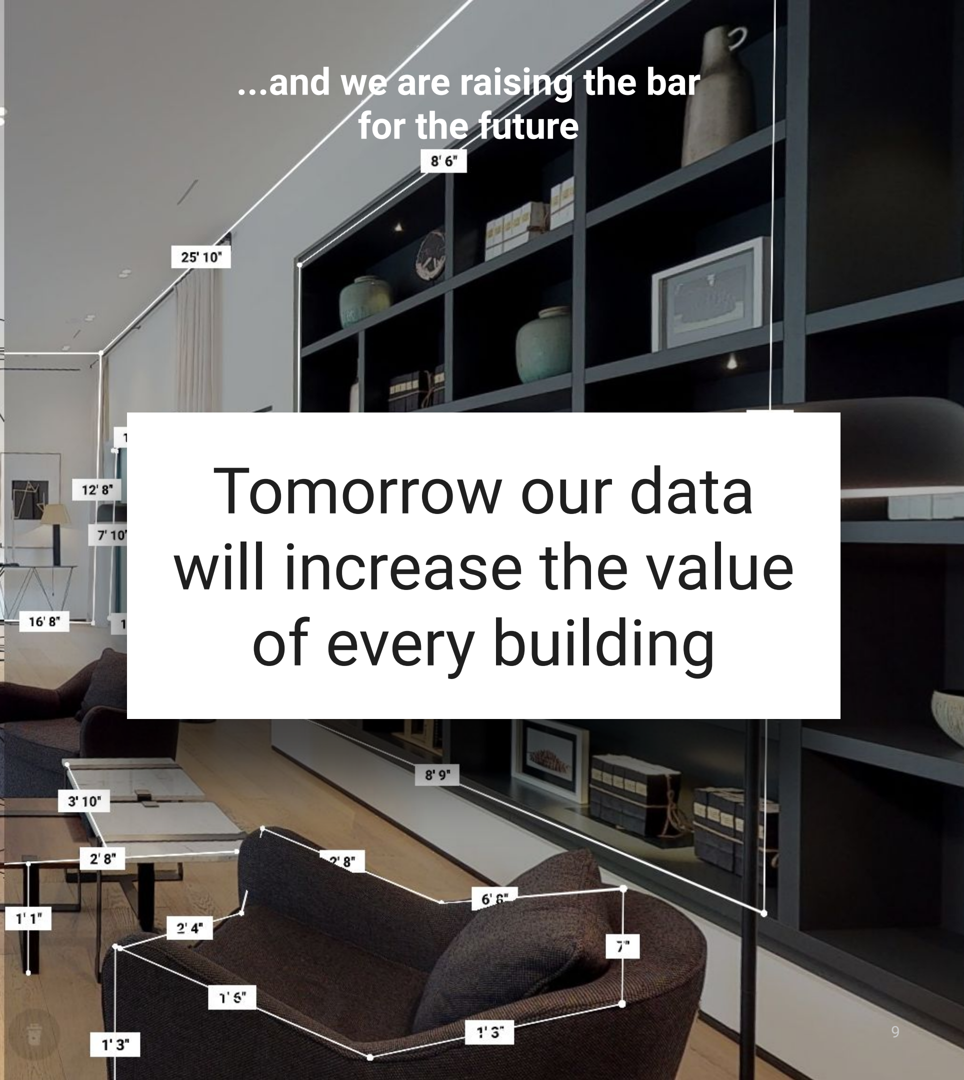
Take your building online with Matterport to design, build, promote, and manage your most valuable asset at your fingertips



Our pioneering technology has set the standard for nearly a decade...

...and we are raising the bar for the future





Today Matterport transforms buildings into data

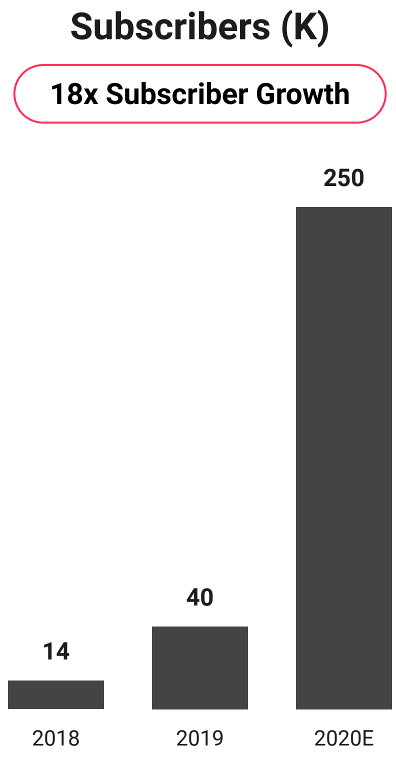
Tomorrow our data will increase the value of every building

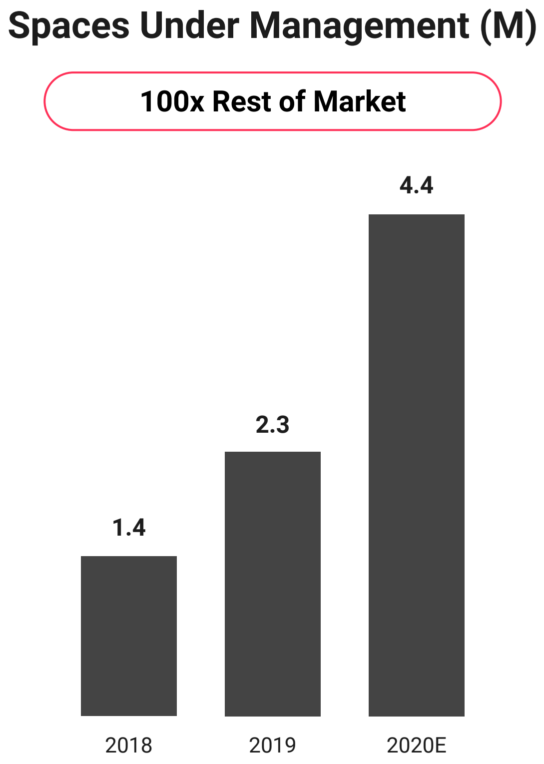
Matterport defined the category and we are the clear market leader

$100M
run-rate revenue

10B Sq ft
captured

150+ Countries
and counting





Notes:
Company estimates
Revenue run rate based on Dec'20E

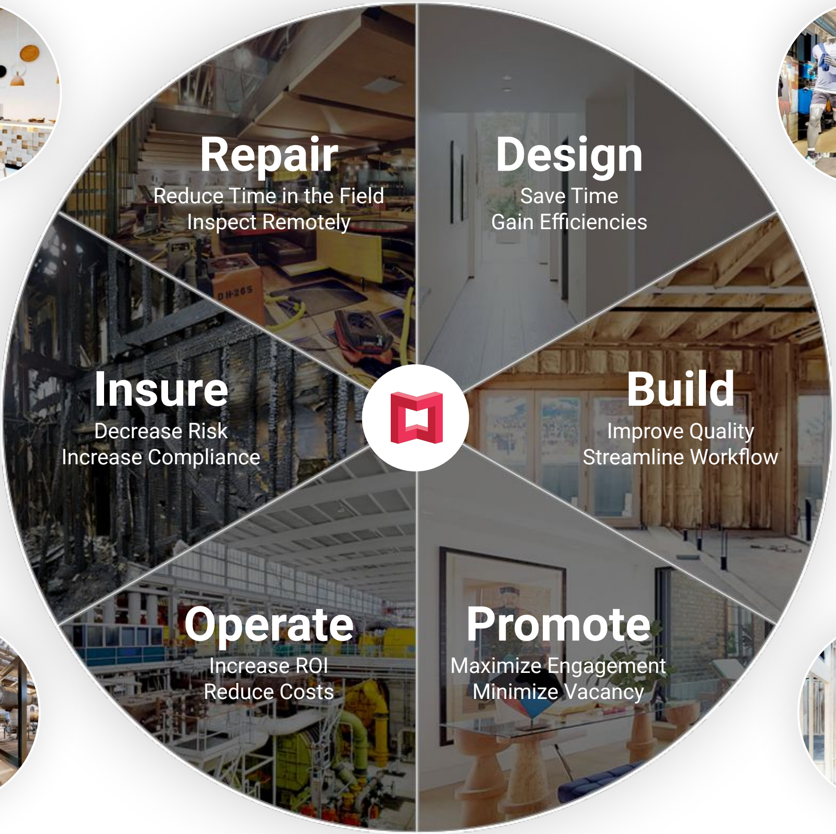
Matterport delivers value across the property lifecycle for diverse end markets

Hospitality

Commercial

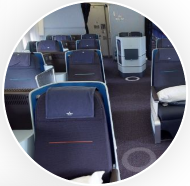
Industrial

Corporate



Retail

Real Estate



Travel

Construction

Global customer base with low customer concentration

250K+
Customers across diverse verticals

150+
Countries

13%+
of Fortune 1000

<10%
of total revenue from top 10 customers

Real Estate

AEC

Travel & Hospitality

Repair & Insurance

Industrial & Facilities

TALON

Global infrastructure services contractor utilized by industry leading communications providers

AT&T ERICSSON Tech Mahindra verizon

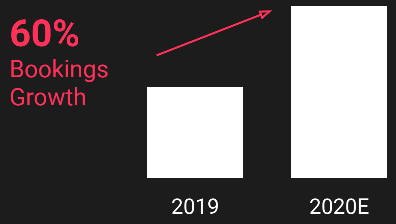
Why Matterport?

- Digitizes costly, slow, and inefficient site survey process
- Delivers measurement data accuracy within 20mm
- Open architecture enables frictionless integration with Talon's proprietary software suite (TalonView)

Current Use Cases

- Construction
- Equipment Design & Installation
- Facilities Management
- As Built Documentation

Expansion Over Time



CUSHMAN & WAKEFIELD

Global commercial real estate services firm with comprehensive offerings for owners & occupiers

$9B Revenue | 53K Employees | 400 Offices | 60 Countries

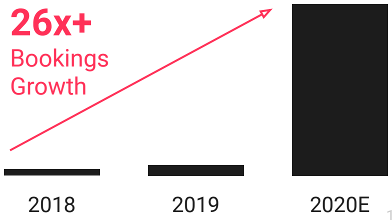
Why Matterport?

- Unrivaled spatial data and virtual model fidelity
- Global Scalability across North America, Europe, and Asia Pacific
- AI powered, future-proof platform capabilities

Current Use Cases

- Virtual Walkthroughs
- Spatial Data Capture Services
- Building Due Diligence

Expansion Over Time



We are positioned to become the digital platform for the built world

In-person to digital communications	Broadcast to digital streaming TV	Physical to digital payments	Physical to digital buildings
zoom	NETFLIX	PayPal	Matterport
30x growth YoY	100% YoY growth	135% YoY growth	18x growth over past 2 years
From 10M to 300M+ daily meeting participants	From 28M+ subscribers in FY’19 to 26M+ in H1’20	250K+ accounts per day	From 14K to 250K subscribers
New market leader with 38% share	Market leader with 31% share	Market leader with 60% share	Clear market leader for 5+ years
$117B market cap	$252B market cap	$323B market cap	$100B+ potential market cap

Notes:
Company growth in subscribers
Market Cap data based on Wall Street Research as of 2/4/21

$240B global TAM opportunity as properties move online…

4B
Buildings

20B
Spaces

@ $1
Per Space / Month

$240B
TAM

Matterport Illustrative ARR

@1% Penetration	@5% Penetration
200M Spaces	1B Spaces
$2.4B ARR	$12B ARR

Notes:
TAM estimate from Savills World Research and the Company
ARR = Annual Recurring Revenue

…with significant upside monetizing digital property insights and services

4B
Buildings

20B
Spaces

@ $5
Per Space / Month

$1.2T
TAM

Matterport Illustrative ARR

@1% Penetration	**@5%** Penetration
200M Spaces	**1B** Spaces
$12B ARR	**$60B** ARR

Notes:
TAM estimate from Savills World Research and the Company

Matterport is the platform positioned to capitalize on the opportunity

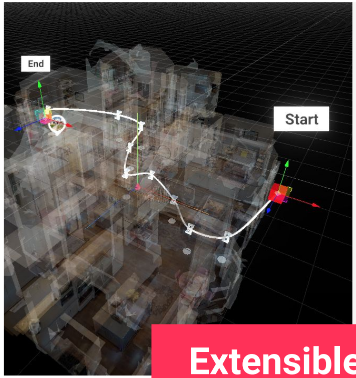
Ubiquitous Capture

- Breakthrough capture technology
- AI-powered 3D reconstruction
- Smartphone capture

Spatial Data Library

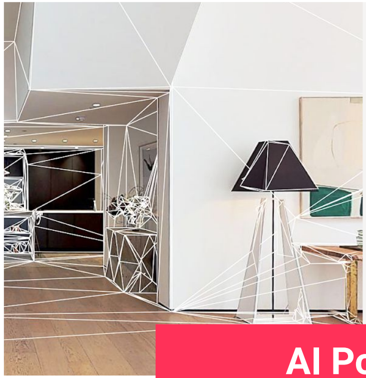
- Millions of buildings & spaces
- Billions of square feet captured
- Billions of 3D data points

Extensible Platform Ecosystem



- 3P software marketplace
- Developer & partner APIs
- Robust data services layer

AI Powered Insights

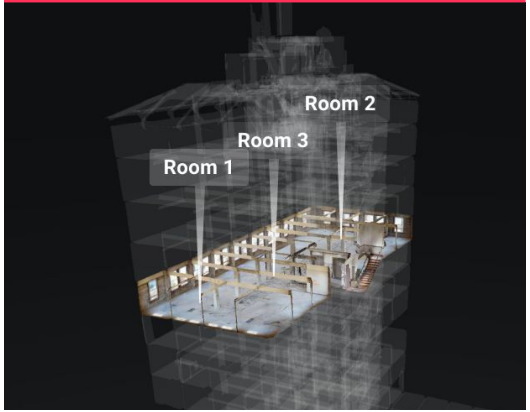


- Computer vision analysis
- Deep spatial indexing
- Search engine for buildings
- Deep learning analysis for “building Intelligence”

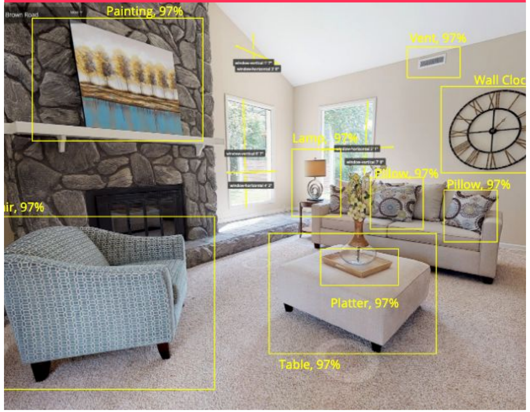
Our unrivaled spatial data library has proven to be a durable competitive advantage...

4.4M	10B	3B+	64
SUM	Sq ft captured	3D Data Points	Patents

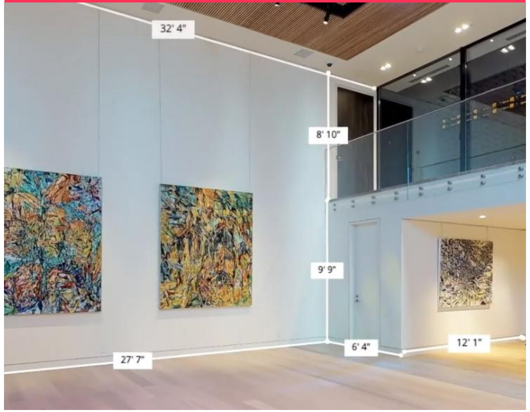
Segment Floors & Rooms



Segment & Classify Objects



Measure & Analyze

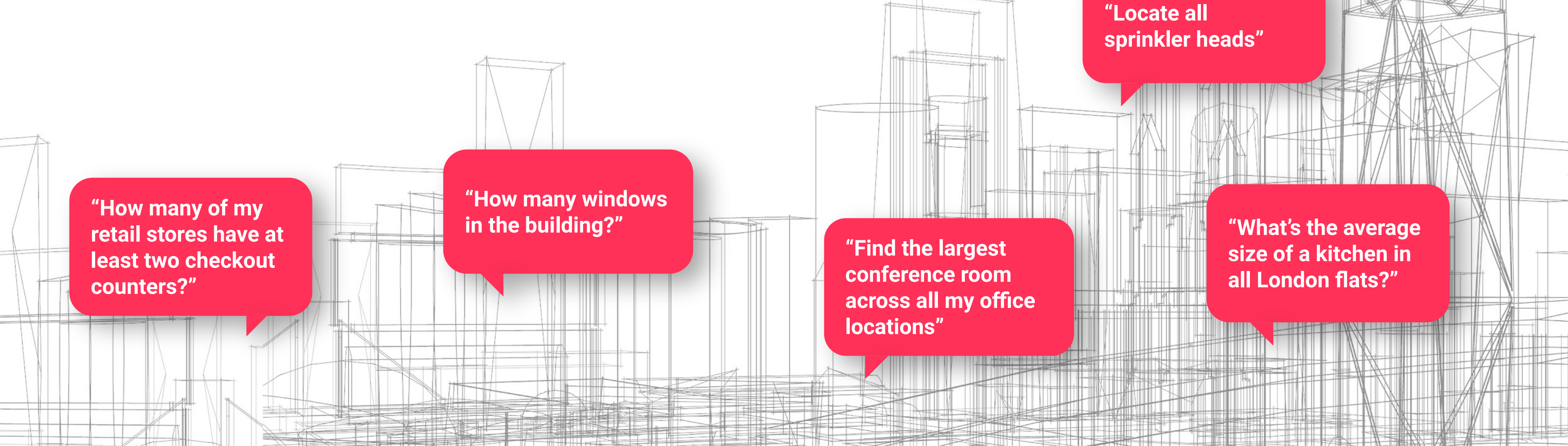


Notes:
Company estimates
Patents includes issued and pending applications

...taking property insights and analytics to new heights

Analyzed by Matterport and 3P developers to deliver high-value property insights unlike anything before

Spans buildings, cities, and countries to unlock previously unattainable industry-wide trends & insights



Our spatial data enables remote property management

sprinkler

All Floors

ZONE 1	5023 SF
Sprinkler 78	
Sprinkler 79	
Sprinkler 80	
Sprinkler 81	
ZONE 2	**1023 SF**
Sprinkler 82	
ZONE 3	**688 SF**
ZONE 4	**3873 SF**

Multiple vectors for continued growth

Unlock the SaaS Flywheel

Expand smartphone capture

Accelerate subscriber growth

Scale Capture Services

Expand Use Cases

Scale enterprise

Introduce new applications

Acquire new, larger customers

International Expansion

Extend country-level penetration

Scale global reach to new markets

Unlock high density property markets around the world

3rd Party Marketplace

Partner + developer integration

3rd party application marketplace

Scale spatial data services business

Financial Overview

Financial highlights

Powerful Saas Model

18x

Subscriber Growth CY18-CY20E

82%

Subscription Gross Margin

Strong Retention & Customer Loyalty

112%

4Q20 Net Revenue Retention

Rapid Revenue Growth

87%

CY19 – CY20E

Profitable Unit Economics

12x

CY20E Lifetime Value ("LTV")/ Customer Acquisition Cost ("CAC")

Accelerating Subscription Mix

+3300 bps

53% → **86%**

CY20E | CY25E

Subscription as % of Total Revenue

Growth in Gross Margin

+1700 bps

56% → **73%**

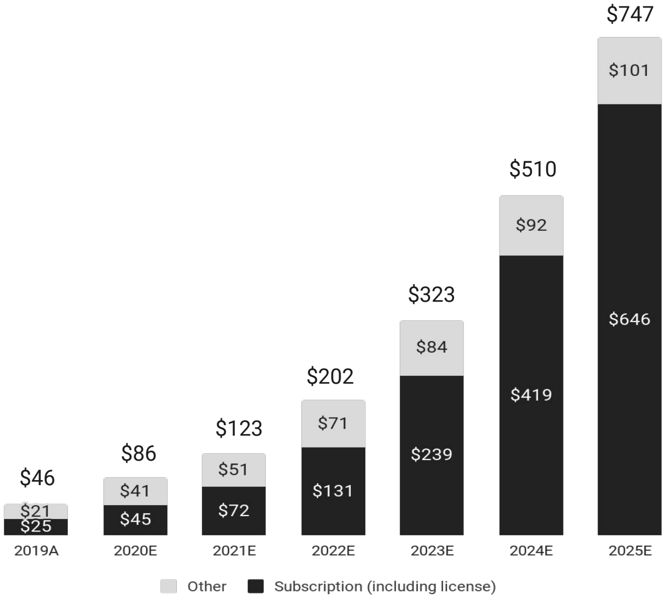
CY20E | CY25E

Notes:
CY19 subject to adjustment
Subscription gross margin is 2020E and is calculated as subscription revenue less cost of goods sold for subscription, excluding amortization of capitalized software
Gross margin estimates for CY20-CY25 exclude stock-based compensation expense
Net revenue retention compares the revenue from active subscriber accounts in 4Q19, excluding variable revenue, to the revenue generated in 4Q20 by those same accounts
Subscription revenue mix is calculated as subscription plus license revenue divided by total revenue
LTV / CAC is calculated as the quotient of the product of the average subscription revenue per subscriber multiplied by subscription gross margin and revenue churn rate, divided by the quotient of sales and marketing expense and total new paid subscribers

Powerful subscription model drives rapid growth and margin expansion

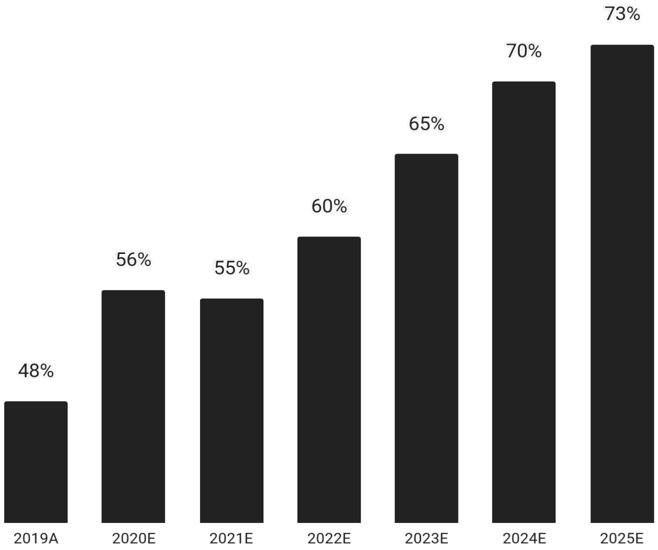
Total Revenue ($M)

59% CAGR ('19-'25E)



Total Gross Margin (%)

+2500 Bps ('19-'25E)

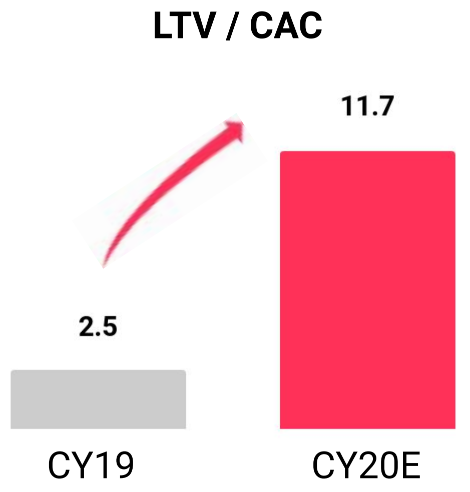


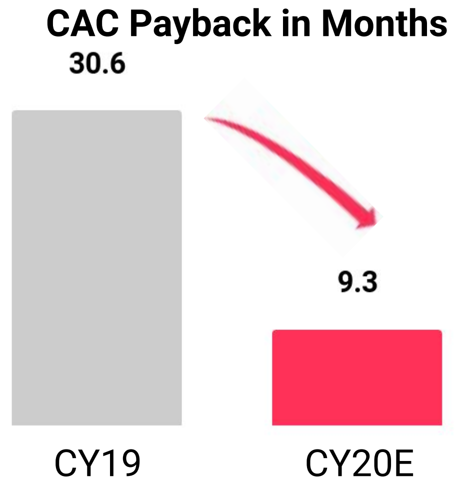
Notes:
CY19, subject to adjustment
CY21E - CY25E gross margins exclude stock-based compensation expense
Other revenue is comprised of Product and Services revenues

Attractive unit economics support investing in growth and scaling existing markets

Existing business has rapidly accelerating unit economics from CY19 to CY20E

- **4.7x** growth of LTV / CAC
- **70%** improvement in CAC Payback





Notes:
LTV / CAC is calculated as the quotient of the product of the average subscription revenue per subscriber multiplied by subscription gross margin and revenue churn rate, divided by the quotient of sales and marketing expense and total new paid subscribers
CAC Payback is calculated as the quotient of sales and marketing expense and new subscribers, divided by the product of average subscription revenue per subscriber multiplied by subscription gross margin
CY19 subject to adjustment
Subscription gross margin excludes amortization of capitalized software and stock-based compensation expense

Attractive unit economics delivers a profit margin today

Existing business has proven profitable unit economics → Supports investing in growth and scaling existing markets

- 82% Subscription Gross Margin in CY20E
- 20% Profit margin after COGS and S&M in CY20E

$ Per Subscriber Per Month

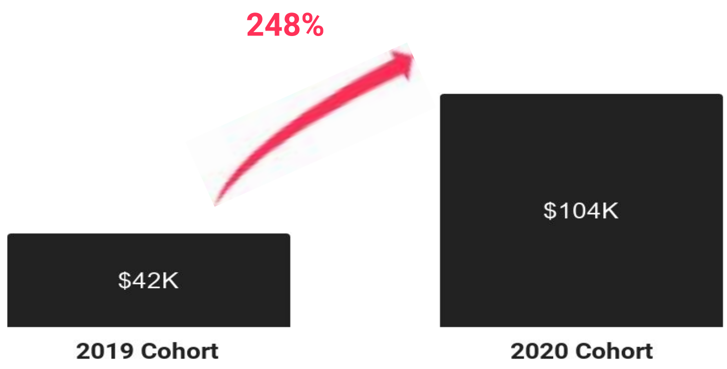
Notes:
Subscription gross margin excludes amortization of capitalized software and stock-based compensation expense
Profit margin after COGS and S&M is calculated as the quotient of the difference of subscription gross profit less total sales and marketing expense, divided by subscription revenue; non-GAAP

Demonstrated track record of Monthly Recurring Revenue expansion across cohorts

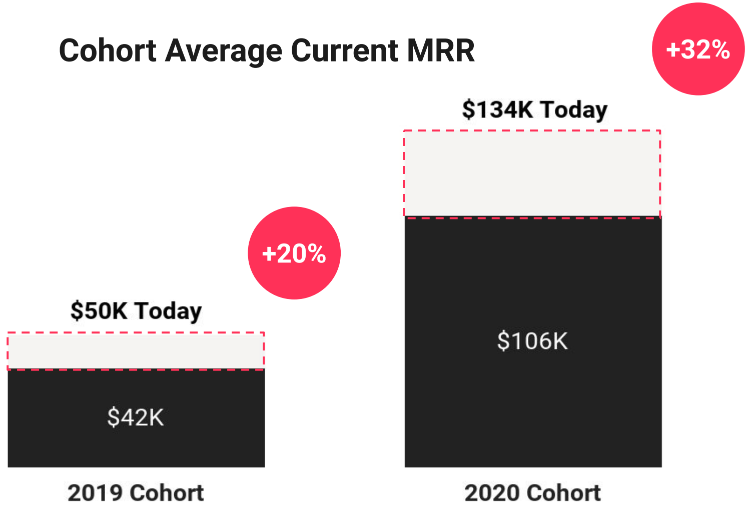
Customer cohort analysis demonstrates the strength of the model

- Accelerating organic MRR expansion within existing customer cohorts over time:
  - 32% MRR expansion within 2020E cohorts vs 20% expansion within 2019 cohorts

Cohort Average Initial MRR



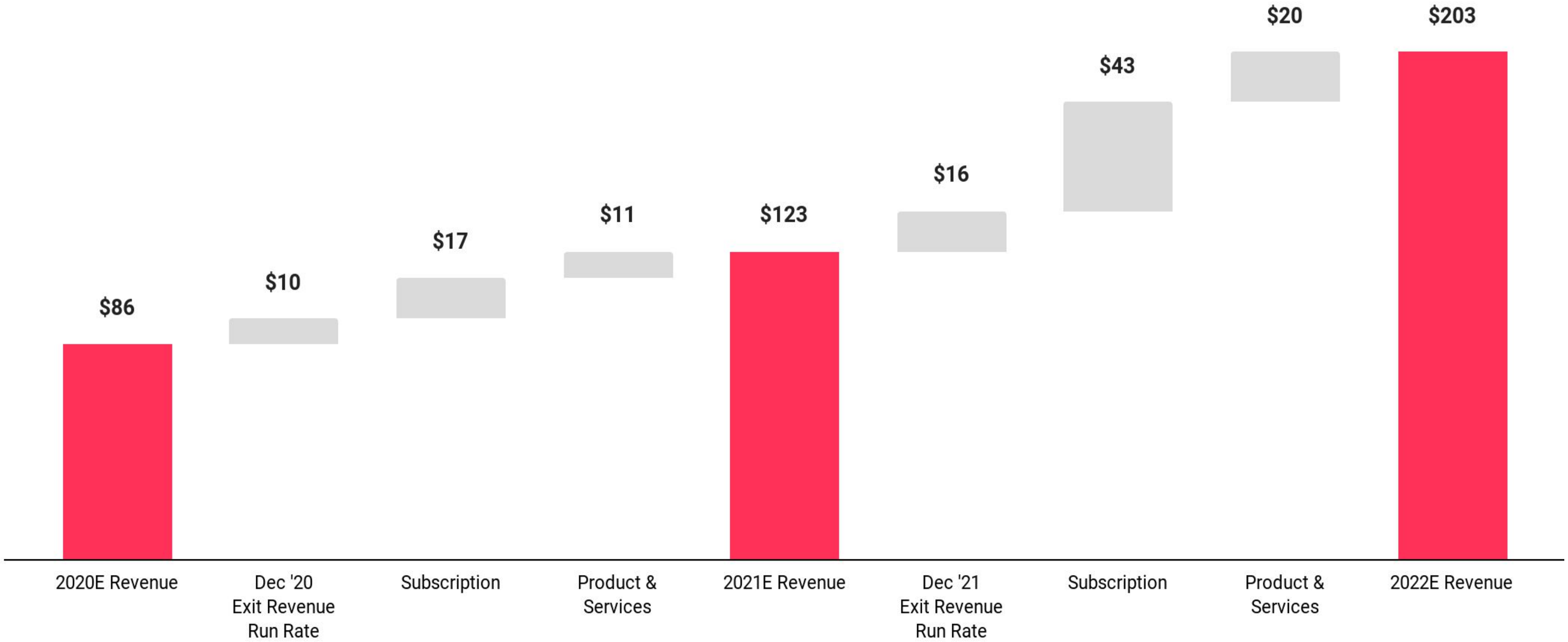
Cohort Average Current MRR



Notes:
CY19 data includes monthly cohorts from April through December 2019 (available data)
Current data includes monthly cohorts through 4Q20 where 3-month forward MRR data are available (I.e., January through August cohorts for 2020, with data through December, 2020)

Strong revenue growth forecasted for years to come

($ in millions)



Notes:
Exit revenue run rate reflects the additional subscription revenue run rate achieved in the last month before the next fiscal year
Subscription includes subscription and license revenues

Transaction Overview

Transaction summary

- Pro forma fully diluted enterprise value of $2.3 billion, 11.2x multiple of 2022E revenue; 7.0x 2023E revenue
- Current owners will retain ~75% ownership in public Matterport
- Transaction will result in approximately $615 million of cash added to the balance sheet to fund growth

Sources ($M)

Cash in Trust(1)	$345
Proceeds from PIPE Raise	$295
Seller Rollover	2,189
Total Sources	**$2,829**

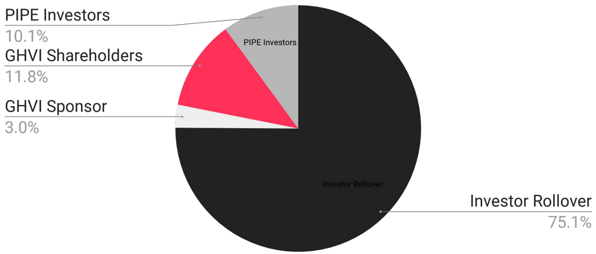
Uses ($M)

Seller Rollover	$2,189
Cash to Matterport's Balance Sheet(1)	615
GH VI Estimated Deal Expenses	25
Total Uses	**$2,829**

Pro Forma Valuation ($M)

Share Price	$10.00
x Pro Forma Shares Outstanding	*291.5*
Equity Value	$2,915
Less: Net Cash(2)	655
Enterprise Value	**$2,260**
Enterprise Value / 2022E Revenue	***11.2x***

Pro Forma Ownership(3)



Notes:
(1) Assumes no Gores Holdings VI stockholder has exercised its redemption rights to receive cash from the trust account. This amount will be reduced by the amount of cash used to satisfy any redemptions
(2) Based on pre-transaction net cash position of $40M and $615M net cash injection to company's balance sheet
(3) Assumes a nominal share price of $10.00. Ownership excludes impact of warrants and earn out

Attractive financial model compares favorably to peers

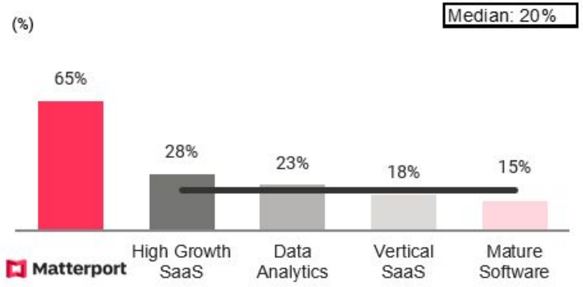
High Growth SaaS
DocuSign, twilio, unity, WiX.com

Data Analytics
alteryx, Appian, elastic, mongoDB.

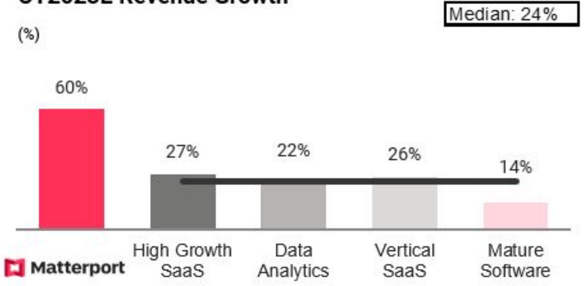
Vertical SaaS
appfolio, Duck Creek Technologies, ncino

Mature Software
Adobe, AUTODESK, CoStar Group

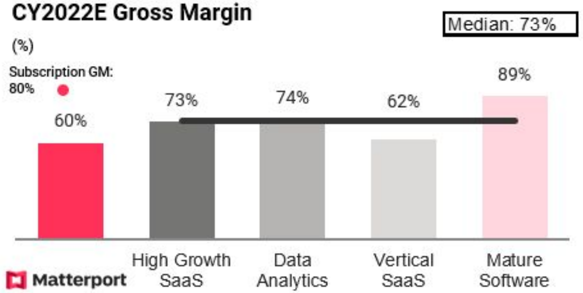
CY2022E Revenue Growth



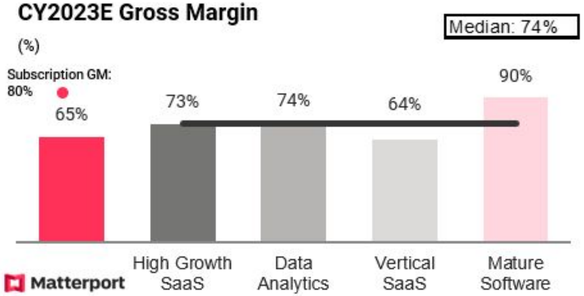
CY2023E Revenue Growth



CY2022E Gross Margin



CY2023E Gross Margin



Note:
Management projections; Wall Street Research as of 2/4/2021

Compelling valuation represents an attractive entry point

High Growth SaaS

DocuSign, twilio, unity, WiX.com

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alteryx, Appian, elastic, mongoDB.

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Mature Software

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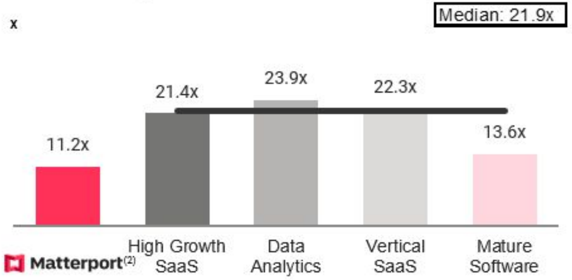
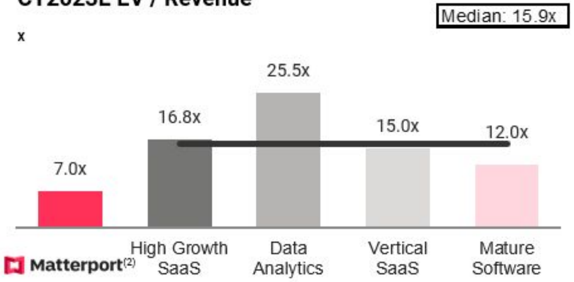
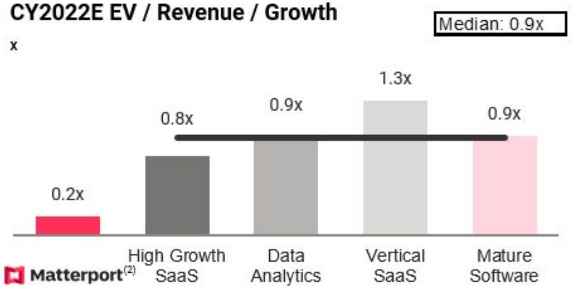
CY2022E EV / Revenue



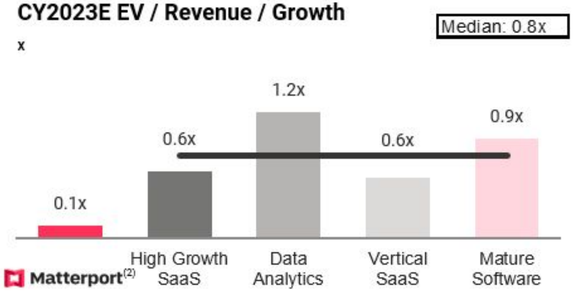
CY2023E EV / Revenue



CY2022E EV / Revenue / Growth



CY2023E EV / Revenue / Growth



Note:
(1) Management projections; Wall Street Research as of 2/4/2021
(2) Matterport multiple based on fully-diluted enterprise value of $2,260 million

Investment highlights

Massive, unpenetrated $240B+ TAM	>$230T Global Real Estate Assets 20B Spaces Globally <0.1% Digital Penetration
Market leader fueling the digital transformation of the built world	100X Rest of Market in SUM 10B Square Feet Scanned 4M Buildings
Unrivaled software & data platform with significant expansion opportunities	3B+ 3D Data Points 64 Patents 10 Years of R&D
Global, blue chip customers spanning diverse end markets	250K+ Subscribers 150+ Countries 112% Net Revenue Retention
Rapid growth, efficient customer acquisition, and expanding margins	59% CY19-CY25E Revenue CAGR 12x CY20E LTV / CAC 2,500 bps of GM Expansion CY19-CY25E
Proven leadership team with large-scale platform experience	Prior Executive Experience: Apple, eBay, Google, & Salesforce

Notes:
Patents includes issued and pending applications
Net revenue retention compares the revenue from active subscriber accounts in 4Q19, excluding variable revenue, to the revenue generated in 4Q20 by those same accounts.
LTV / CAC is calculated as the quotient of the product of the average subscription revenue per subscriber multiplied by subscription gross margin and revenue churn rate, divided by the quotient of sales and marketing expense and total new paid subscribers
Gross margin estimates for CY21-CY25 exclude stock-based compensation expense
TAM estimate from Savills World Research and the Company

Appendix

Presenters & Senior Leadership

Matterport

RJ Pittman

CEO

- Currently board member of Jyve Corporation, and investor in Ember Technologies
- Previously SVP of Product at eBay, Head of WW E-Commerce Platform at Apple, and Advisor at FLOR
- Spent the last two decades building Internet software companies to accelerate the evolution of e-commerce
- Has raised over $100M in venture capital in companies for companies he has led, co-founded, or founded
- Hands on executive, product leader, and entrepreneur
- Holds an M.S. from Stanford and a BSCE from the University of Michigan

JD Fay

CFO

- Previously CFO at View (Nasdaq: CFII); SVP and CFO at NeoPhotonics (NYSE: NPTN); SVP of @Road (Nasdaq: ATRD; acquired by Trimble); and Strategic Advisor at Sierra Instruments (acquired by TASI)
- Over 20 years of experience as a globally-focused senior executive, lawyer, and advisor in public and private, global, technology companies
- Named “CFO of the Year” in 2016 by the Silicon Valley Business Journal
- Led two IPOs, raised over $1B in debt / equity capital, and executed numerous M&A transactions
- Holds a J.D. from Harvard Law School, *cum laude*, and two B.A. degrees from North Central College, *summa cum laude*

Gores Holdings VI

Alec Gores

Chairman

- Founder, Chairman and Chief Executive Officer of The Gores Group
- 40+ years of experience as an entrepreneur and dealmaker; invested in over 130 companies across diverse sectors
- Currently Chairman of Gores Holdings V, Inc. and Gores Holdings VI, Inc. and CEO of Gores Metropoulos II, Inc.
- Board member of Luminar Technologies
- Previously Chairman of Gores Holdings, Inc., Gores Holdings II, Inc.,Gores Holdings III, Inc. and Gores Holdings IV, Inc. and CEO of Gores Metropoulos, Inc.

Mark Stone

CEO

- Senior Managing Director of The Gores Group
- Currently CEO of Gores Holdings V, Inc. and Gores Holdings VI, Inc.
- Previously CEO of Gores Holdings, Inc. in its acquisition of Hostess Brands; Gores Holdings II, Inc. in its acquisition of Verra Mobility; Gores Holdings III, Inc. in its acquisition of PAE; Gores Holdings IV, Inc. in its acquisition of UWM
- Previously served as President of Operations for The Gores Group
- Previously worked at Boston Consulting Group
- Holds a B.S. from the University of Maine and an M.B.A from The Wharton School of the University of Pennsylvania

Overview of Gores SPAC Franchise

Gores Holdings VI

Proven SPAC Track Record

- Five completed transactions totaling over $25B of transaction value
- Approximately $3.7B in new cash equity delivered across five completed transactions
- 8 SPACs raised to date, totaling approximately $3.3B (prior to PIPE commitments)

Alignment with Key Stakeholders

- Selling shareholders: Compelling valuations and upside potential from rollover shares and earnout
- Investors: attractive entry valuation with long-term return potential
- $420M of capital committed in 5 completed transactions from Gores Sponsor and affiliates

Proceeds Certainty and Trading Performance

- Virtually zero redemptions across five completed deals
- Hostess, Verra, PAE and Luminar provided 104%, 66%, 26% and 370% returns to IPO investors within one year of close[(1)]

An Attractive Opportunity for Prospective Targets

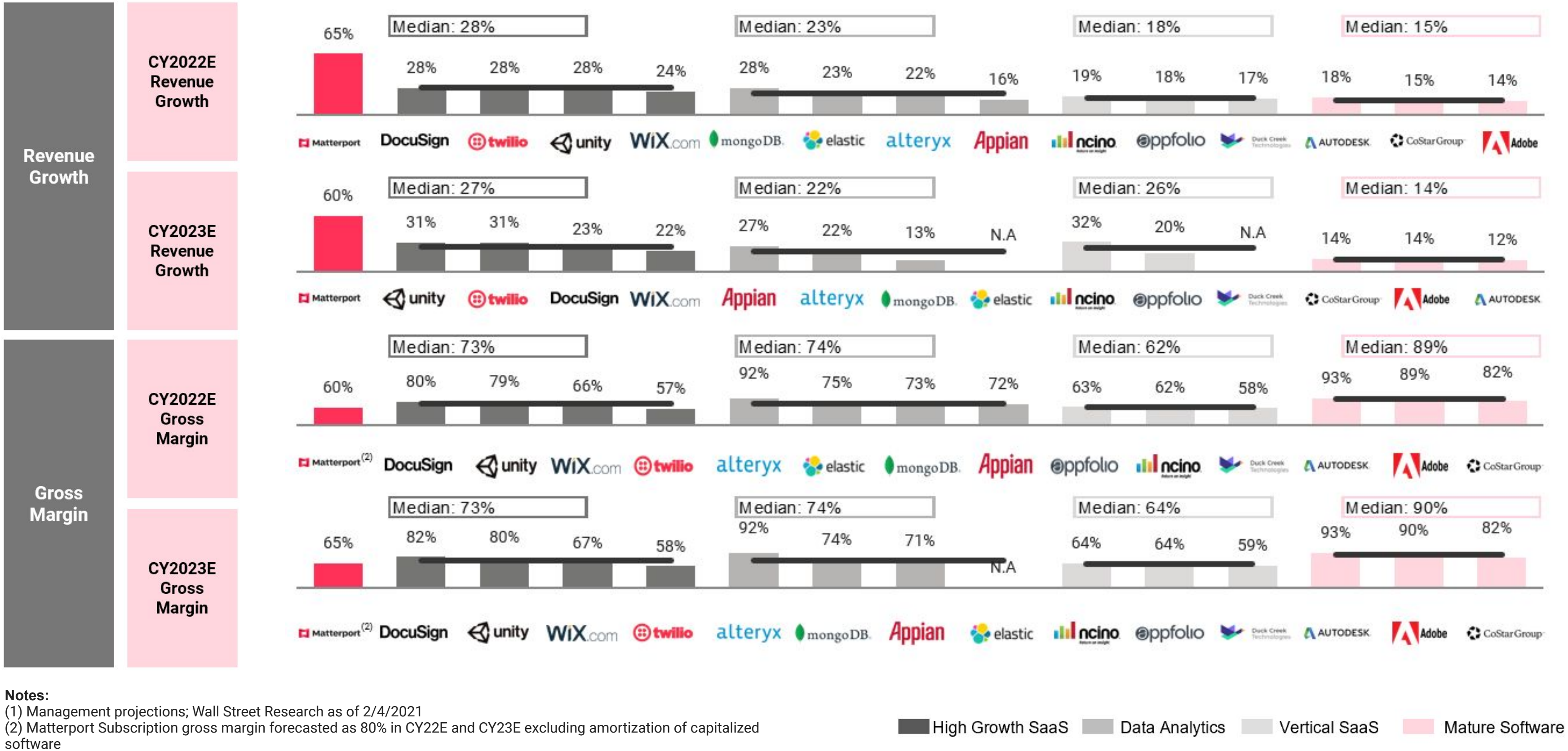
- Significant experience ensures seamless transaction from upfront diligence through transaction close
- Proven record of providing expedited access to liquidity, capital and value creation

Premiere SPAC Track Record

	Gores Holdings	Gores Holdings II	Gores Holdings III	Gores Metropoulos	Gores Holdings IV
	$375M debut SPAC	$400M 2nd SPAC	$400M 3rd SPAC	$400M 4th SPAC	$425M 5th SPAC
	Hostess	Verra Mobility	PAE	Luminar	UWM United Wholesale Mortgage
Transaction Close	November 2016	October 2018	February 2020	December 2020	January 2021
Transaction Value	$2.3B	$2.4B	$1.5B	$2.9B	$16.1B
Proceeds Delivered	$725M	$800M	$620M	$590M	$925M
Redemption Rate	0%	<1%	0%	0%	0%
One Year IPO Investor Return[(1)]	104%	66%	26%	370%	N/A[(1)]

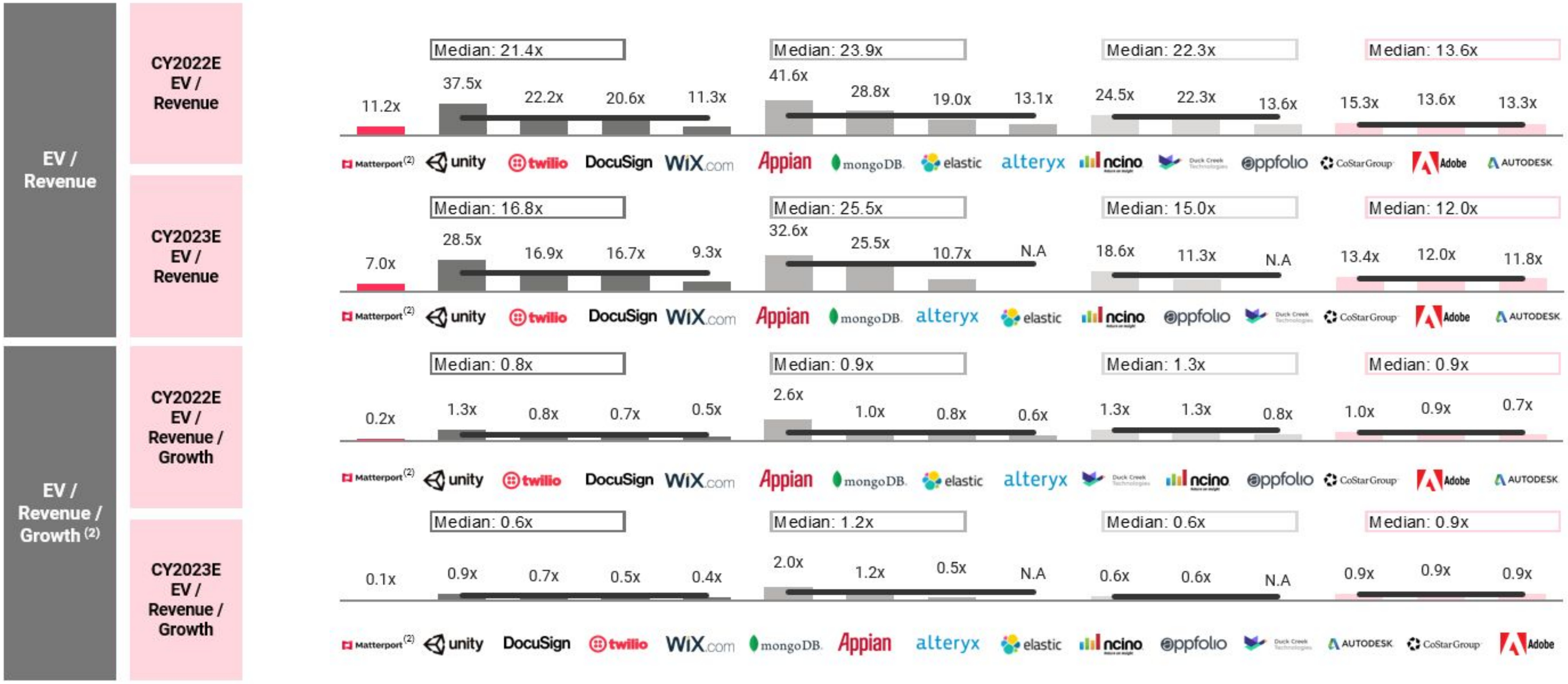
Notes:
(1) Represents maximum unit return based on IPO buy-in price of $10.00 per share. Note that PAE transaction closed in February 2020, Luminar transaction closed in December 2020 and UWM transaction closed in January 2021
An investment in Gores Holdings VI or Matterport is not an investment in the Gores Group or any such fund or in Gores Holdings I, Gores Holdings II, Gores Holdings III, Gores Holding IV, or Gores Metropoulos. The historical results of The Gores Group or its funds or Gores Holdings I, Gores Holdings II, Gores Holdings III, Gores Holding IV or Gores Metropoulos are not necessarily indicative of future performance of Gores Holdings VI or Matterport

Comparable companies – revenue growth & margins benchmarking



Notes:
(1) Management projections; Wall Street Research as of 2/4/2021
(2) Matterport Subscription gross margin forecasted as 80% in CY22E and CY23E excluding amortization of capitalized software

Comparable companies – valuation multiples benchmarking



High Growth SaaS | Data Analytics | Vertical SaaS | Mature Software

Notes:
(1) Management projections; Wall Street Research as of 2/4/2021
(2) Matterport multiple based on fully-diluted enterprise value of $2,260 million

Financial Summary

(m, except where noted)

	2019A	2020E	2021E	2022E	2023E	2024E	2025E
Subscription	$ 24.5	$ 41.7	$ 66.1	$ 121.2	$ 220.3	$ 378.4	$ 593.1
License	$ -	$ 3.5	$ 5.7	$ 10.0	$ 19.0	$ 40.3	$ 53.4
Services	$ 2.9	$ 7.4	$ 18.1	$ 37.0	$ 47.7	$ 54.5	$ 61.8
Product	$ 18.6	$ 33.3	$ 33.2	$ 34.3	$ 36.0	$ 37.1	$ 39.0
Total Revenue	**$ 46.0**	**$ 85.9**	**$ 123.0**	**$ 202.5**	**$ 323.1**	**$ 510.3**	**$ 747.3**
Subscription GM %	*82.2%*	*82.1%*	*80.0%*	*80.0%*	*80.0%*	*80.0%*	*80.0%*
Total GM %	***48.4%***	***56.0%***	***55.5%***	***59.7%***	***65.4%***	***70.4%***	***73.0%***
Operating Expenses	**$ 53.7**	**$ 58.9**	**$ 102.0**	**$ 170.2**	**$ 243.9**	**$ 346.8**	**$ 472.6**
% of Revenue	*117%*	*68%*	*83%*	*84%*	*75%*	*68%*	*63%*
Operating Income	**$ (31.4)**	**$ (10.7)**	**$ (33.7)**	**$ (49.3)**	**$ (32.5)**	**$ 12.7**	**$ 73.0**
Operating Margin	*(68%)*	*(12%)*	*(27%)*	*(24%)*	*(10%)*	*2%*	*10%*
EBITDA	**$ (27.1)**	**$ (3.9)**	**$ (29.0)**	**$ (44.6)**	**$ (27.6)**	**$ 17.9**	**$ 78.5**
% of Revenue	*(59%)*	*(5%)*	*(24%)*	*(22%)*	*(9%)*	*4%*	*11%*

Notes:
CY19A subject to adjustment; subscription gross margin excludes amortization of capitalized software
CY21E-CY25E excludes stock-based compensation expense, and includes estimated public company expenses of $10M annually; subscription gross margin excludes amortization of capitalized software
Numbers may not sum due to rounding

Risk Factors

Matterport has experienced rapid growth and expects to invest in growth for the foreseeable future. If Matterport fails to manage growth effectively, its business, operating results and financial condition would be adversely affected.

Matterport's forecasts and projections are based upon assumptions, analyses and internal estimates developed by Matterport's management. If these assumptions, analyses or estimates prove to be incorrect or inaccurate, Matterport's actual operating results may differ materially from those forecasted or projected.

Matterport has a history of losses, and expects to incur significant expenses and continuing losses at least for the near term.

Certain of Matterport's estimates of market opportunity and forecasts of market growth may prove to be inaccurate.

Matterport currently faces competition from a number of companies and expects to face significant competition in the future as the market for spatial data develops.

Matterport operates in a new market, and global economic conditions and instability related to COVID-19 and otherwise may adversely affect our business if existing and prospective clients reduce or postpone discretionary spending significantly.

Matterport relies on a limited number of suppliers for certain supplied hardware components, and availability of supplied hardware components may be affected by factors such as tariffs or supply disruptions caused by the COVID-19 pandemic. Matterport may not be able to obtain sufficient components to meet its needs, or obtain such materials on favorable terms or at all, which could impair Matterport's ability to fulfill orders in a timely manner or increase Matterport's costs of production.

If Matterport is unable to attract and retain key employees and hire qualified management, technical, engineering and sales personnel, its ability to compete and successfully grow its business would be adversely affected.

Matterport has received a voluntary request for information from the Division of Enforcement of the U.S. Securities and Exchange Commission in an investigation relating to certain sales and repurchases of Matterport's securities in the secondary market. Although Matterport is cooperating fully with the request, Matterport cannot predict the duration or ultimate resolution of the investigation, and cooperating with the request may require significant management time and resources, which could have an adverse effect on Matterport's business and financial position.

Some of Matterport's facilities are located in an active earthquake zone or in areas susceptible to wildfires and other severe weather events. An earthquake, wildfire or other natural disaster or resource shortage, including public safety power shut-offs that have occurred and will continue to occur in California or other states, could disrupt and harm its operations.

If Matterport fails to retain current customers or add new customers, its business would be seriously harmed.

Computer malware, viruses, ransomware, hacking, phishing attacks and other network disruptions could result in security and privacy breaches and interruption in service, which would harm Matterport's business.

While Matterport to date has not made material acquisitions, should it pursue acquisitions in the future, it would be subject to risks associated with acquisitions.

Because Matterport stores, processes, and uses data, some of which contains personal information, Matterport is subject to complex and evolving federal, state and foreign laws and regulations regarding privacy, data protection, and other matters. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in investigations, claims, changes to Matterport's business practices, increased cost of operations, or declines in customers or retention, any of which could seriously harm Matterport's business.

Matterport's products are highly technical and may contain undetected software bugs or hardware errors, which could manifest in ways that could seriously harm Matterport's reputation and its business.·

Matterport may need to raise additional funds and these funds may not be available when needed.

Matterport's future growth and success is dependent upon the continuing rapid adoption of spatial data.

The spatial data market is characterized by rapid technological change, which requires Matterport to continue to develop new services, products and service and product innovations. Any delays in such development could adversely affect market adoption of its products and services and could adversely affect Matterport's business and financial results.

Matterport may need to defend against intellectual property infringement or misappropriation claims, which may be time-consuming and expensive, and adversely affect Matterport's business.

Matterport's business may be adversely affected if it is unable to protect its spatial data technology and intellectual property from unauthorized use by third parties.

Matterport expects to incur research and development costs in developing new products, which could significantly reduce its profitability and may never result in revenue to Matterport.

Matterport's financial condition and results of operations are likely to fluctuate on a quarterly basis in future periods, which could cause its results for a particular period to fall below expectations, resulting in a decline in the price of the post-combination company's common stock.

Changes to applicable U.S. tax laws and regulations or exposure to additional income tax liabilities could affect Matterport's business and future profitability.

As a result of plans to expand Matterport's business operations, including to jurisdictions in which tax laws may not be favorable, Matterport's tax rates may fluctuate, tax obligations may become significantly more complex and subject to greater risk of examination by taxing authorities and Matterport may be subject to future changes in tax law, the impacts of which could adversely affect Matterport's after-tax profitability and financial results.

Matterport's reported financial results may be negatively impacted by changes in U.S. GAAP.

New Matterport will be an "emerging growth company" and it cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make the post-combination company's common stock less attractive to investors and may make it more difficult to compare performance with other public companies.

New Matterport will incur significantly increased expenses and administrative burdens as a public company, which could have an adverse effect on its business, financial condition and results of operations.

Privacy concerns and laws, or other regulations, may adversely affect Matterport's business.Matterport may from time to time may be involved in lawsuits and other litigation matters that are expensive and time-consuming. If resolved adversely, lawsuits and other litigation matters could seriously harm Matterport's business.

Failure to comply with laws relating to employment could subject Matterport to penalties and other adverse consequences.