



# 4Q23 & 1Q2024 Business Update

May 2, 2024



# Disclaimer

This presentation may not be retained by you, and neither this presentation nor the information contained herein may be reproduced, redistributed or provided to any other person or published, in whole or in part, for any purpose, without the express and prior written consent of Complete Solaria, Inc. ("Complete Solaria"), and Freedom Acquisition I Corp. ("Freedom").

This presentation contains "forward-looking" statements about Complete Solaria and Freedom and their industries, and that involve substantial risks and uncertainties. All statements other than statements of historical facts, including statements regarding Complete Solaria and Freedom's strategies, future financial condition, future operations, projected costs, prospects, plans, objectives of management and expected market growth, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "design," "due," "estimate," "expect," "goal," "intend," "may," "objective," "plan," "positioned," "potential," "predict," "seek," "should," "target," "will," "would" and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology.

Complete Solaria and Freedom have based applicable forward-looking statements largely on their current expectations, estimates, forecasts and projections about future events and financial trends that Complete Solaria and Freedom believe may affect their financial condition, results of operations, business strategy and financial needs. Although Complete Solaria and Freedom believe that they have a reasonable basis for each forward-looking statement contained in this presentation, Complete Solaria and Freedom cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur at all. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. Except as required by law, Complete Solaria and Freedom undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. You are cautioned not to place undue reliance on forward-looking statements. You should carefully consider the risks and uncertainties described in the "Risk Factors" section of the registration statement on Form S-4, initially filed by Freedom with the U.S. Securities and Exchange Commission (the "SEC") on February 10, 2023 (as may be amended and supplemented from time to time, "Registration Statement") and in other documents filed by Freedom with the SEC.

The financial, operational, industry and market projections, estimates and targets in this presentation are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond Complete Solaria's and Freedom's control. While all financial, operational, industry and market projections, estimates and targets are necessarily speculative, Complete Solaria and Freedom believe that the preparation of prospective financial, operational, industry and market information involves increasingly higher levels of uncertainty the further out the projection, estimate or target extends from the date of preparation. Complete Solaria's independent auditors have not studied, reviewed, completed or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and, accordingly, they did not express an opinion or provide any other form of assurance with respect thereto for the purpose of this presentation. The assumptions and estimates underlying the projected, expected or target results are inherently uncertain and are subject to a wider variety of significant business, economic, regulatory and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the financial, operational, industry and market projections, estimates and targets, including assumptions, risks and uncertainties described in connection with "forward-looking" statements above. The inclusion of financial, operational, industry and market projections, estimates and targets in this presentation should not be regarded as an indication that Complete Solaria or Freedom, or their representatives, considered or consider such financial, operational, industry and market projections, estimates and targets to be a reliable prediction of future events.

This presentation shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Complete Solaria or Freedom, nor shall there be any sale of any securities of Complete Solaria or Freedom in any jurisdiction in which, or to any investor to whom, such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

In connection with the proposed transaction, Freedom has filed the Registration Statement with the SEC, which contains a preliminary prospectus and proxy statement of Freedom, referred to as a proxy statement/prospectus. After the Registration Statement is declared effective, a final proxy statement/prospectus will be sent to all Freedom shareholders. Freedom will also file other documents regarding the proposed transaction with the SEC. Shareholders of Freedom are advised to read the Registration Statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information. Shareholders can obtain free copies of the Registration Statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by Freedom (when available) through the website maintained by the SEC at <http://www.sec.gov> or upon written request to Freedom Acquisition I Corp., 14 Wall Street, 20th Floor, New York, NY 10005.

Freedom and Complete Solaria and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Freedom's shareholders in connection with the proposed transaction. A list of the names of such directors and executive officers and information regarding their interests in the proposed transaction is contained in the proxy statement/prospectus. You may obtain free copies of these documents as described in the preceding paragraph.

This presentation is not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in Complete Solaria or Freedom and is not intended to form the basis of any investment decision in Complete Solaria or Freedom. You should consult your own legal, regulatory, tax, business, financial and accounting advisors to the extent you deem necessary, and you must make your own investment decision and perform your own independent investigation and analysis of an investment in Complete Solaria or Freedom and the transactions contemplated in this presentation.

# Disclaimer

NEITHER THE SEC NOR ANY STATE OR TERRITORIAL SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR DETERMINED IF THIS PRESENTATION IS TRUTHFUL OR COMPLETE.

This presentation contains information concerning Complete Solaria's products, services and industry, including market information and growth rates of the markets in which Complete Solaria participates, that may be based on industry surveys and publications or other publicly available information, other third-party survey data and research reports. Such information involves assumptions and limitations; therefore, there can be no guarantee as to the accuracy or reliability of such assumptions and you are cautioned not to give undue weight to this information. Further, no representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections or modeling or any other information contained herein. Any data on past performance or modeling contained herein is not an indication as to future performance. Such modelling data is subject to change. Neither Complete Solaria nor Freedom has independently verified any third-party information. Similarly, any third-party survey data and research reports, while believed by the Complete Solaria to be reliable, may be based on limited sample sizes and have not been independently verified by Complete Solaria or Freedom. In addition, projections, assumptions, estimates, goals, targets, plans and trends of the future performance of the industry in which Complete Solaria operates, and their future performance, are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. Such and other factors could cause results to differ materially from those expressed in any estimates made by independent parties and by Complete Solaria and Freedom. Neither Complete Solaria nor Freedom assumes any obligation to update the information in this presentation.

Certain financial information and data contained in this presentation may be unaudited and may not conform to Regulation S-X promulgated under the Securities Act of 1933, as amended. Accordingly, such information and data may not be included in, may be adjusted in or may be presented differently in, any proxy statement or registration statement to be filed by Complete Solaria or Freedom with the SEC.

This presentation may contain "non-GAAP financial measures" that are financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measures calculated and presented in accordance with U.S. generally accepted accounting principles ("GAAP"). Because not all companies use identical calculations, any presentations of non-GAAP financial measures may not be comparable to other similarly titled measures of other companies and can differ significantly from company to company.

Complete Solaria and Freedom, as applicable, own or have rights to various trademarks, service marks and trade names that they use in connection with the operation of their respective businesses. This presentation may also contain trademarks, service marks, trade names and copyrights of third parties, which are the property of their respective owners. The use or display of third parties' trademarks, service marks, trade names or products in this presentation is not intended to, and does not imply, a relationship with Complete Solaria or Freedom, or an endorsement or sponsorship by or of Complete Solaria or Freedom. Solely for convenience, the trademarks, service marks, trade names and copyrights referred to in this presentation may appear without the TM, SM, \* or © symbols, but such references are not intended to indicate, in any way, that Complete Solaria or Freedom, as applicable, will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks, trade names and copyrights. All trademarks, names, logos, text, graphics, and other content that are the property of Complete Solaria or Freedom may not be used or reproduced without the express written consent of Complete Solaria or Freedom, as applicable. All rights reserved.



# CEO Report

TJ Rodgers

# For Immediate Release



## Complete Solaria to be Self-Funded in Q2 2024

FREMONT, CA (May 2, 2024) - Complete Solaria Inc. (NASDAQ: CSLR) published its first quarter 2024 results, which will be reviewed for investors at 5:00 p.m. EST today at <https://investors.completesolaria.com/>.

- Q1'24 revenue was \$10.0 million, half of Q4'23, despite our \$17.8 million backlog
- The revenue drop is due to a shortage of working capital to buy panels
- The working capital crunch is due to the unresolved loan situation with Carlyle
- Q2'24 revenue will also be limited by working capital to the \$8-11 million range
- Gross margin was 24% – despite 2x reduced revenue – with Q2'24 forecast at >30%
- Headcount is now sustainable at 109 employees, down from 428 in June '23
- All remaining employees have now been awarded retention stock options
- Q1'24 opex is \$5.5 million (peak Q2'23, \$12.9 million) with Q2'24 forecast at \$3.6 million
- Sales commissions dropped to 31% from 38% in Q4'23
- Our January \$5.0 million equity funding will cover operations to July '24

# Fellow Shareholders:

Our revenue, earnings and cashflow for Q1'24 and Q4'23 are given below, compared with prior-quarter Q3'23 actual results. See our 10K filing [\(here\)](#) for the 2023 full-year report.

(\$1000s, except gross margin)	GAAP			Non-GAAP <sup>1</sup>		
	Q1 2024	Q4 2023	Q3 2023	Q1 2024	Q4 2023	Q3 2023
Revenue	10,040	20,729	24,590	10,040	20,729	24,590
Gross Margin	23%	13%	25%	24%	13%	25%
Operating Income	(6,967)	(16,055)	(11,078)	(6,179)	(12,183)	(9,231)
Funding <sup>2</sup>				5,000	13,145	19,500
Cash Flow	(667)	895	(884)	(667)	895	(884)
Cash Balance	1,889	2,556	1,661	1,889	2,556	1,661

1. Reconciliation to GAAP attached. 2. Includes funding of \$19,500 in Q3'23 (deSPAC), \$8,145 in Q4'23 (Maxeon asset acquisition), \$5,000 in Q4'23 (TJR Equity), and \$5,000 in Q1'24 (TJR Equity).

# Organization Changes – CEO

On April 29, the Company announced that T.J. Rodgers would assume the role of CEO ([here](#)) to drive fund raising and M&A. The board thanked prior CEO Chris Lundell for his stewardship during hard times. He will also remain on the board. Various press releases clearly state ([here](#)) Rodgers’s objectives as CEO:

“I’m not willing to work for Carlyle for free anymore – in fact, I’m not willing to work for Carlyle at all.”

“I will step down as CEO when one of two endpoints occurs: success, when we are on a solid economic footing and growing rapidly – or failure, when I believe that the chokehold our private equity debt holders have on us will prevent the Company from ever being successful.”

# Organization Changes

The Company named CFO Brian Wuebbels, who also holds an MBA and a degree in mechanical engineering, as its new COO. The Company is currently searching for a new CFO to work in its Salt Lake City headquarters.

During the quarter, Complete Solaria re-organized into three product lines that run all operations. They are *California*, *Rest of U.S. (ROUS)*, and *New Homes & Starbucks* (for whom the Company has upgraded 33 outlets in the U.S. and has another 42 contracts).

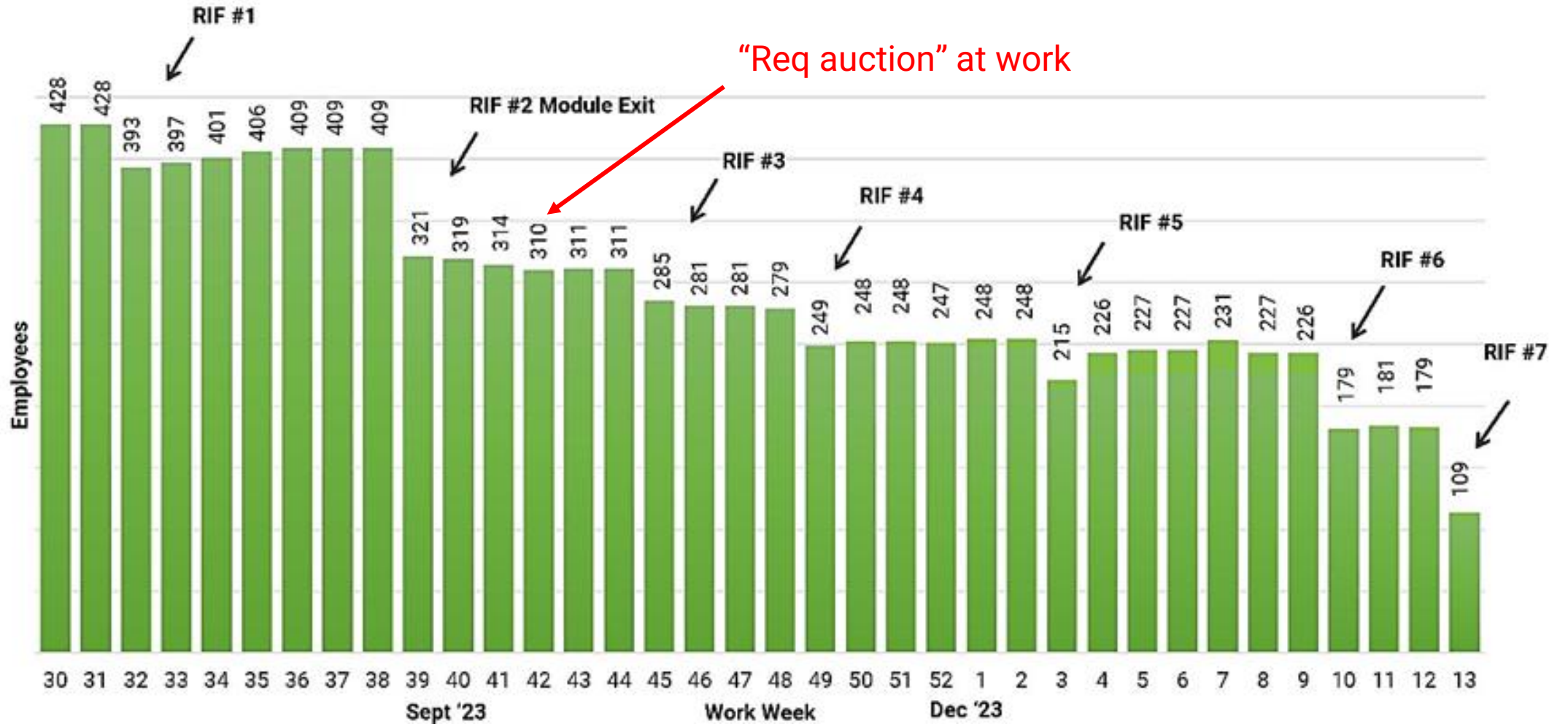


# Starbucks Solar Awnings



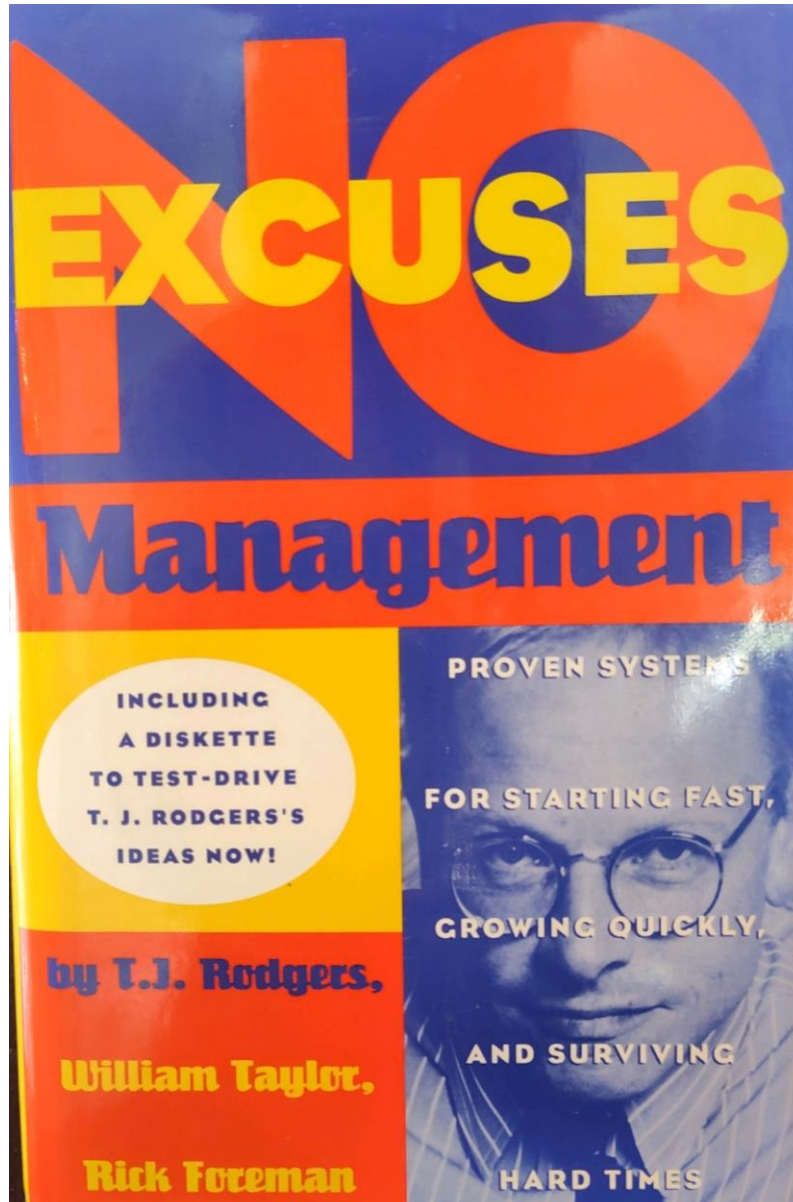
Starbucks systems are powerful, up to 50,000 watts, and offset a significant portion of each outlet's power consumption. The solar awnings are designed to be conspicuously visible to demonstrate Starbucks commitment to solar.

# Headcount by Work Week

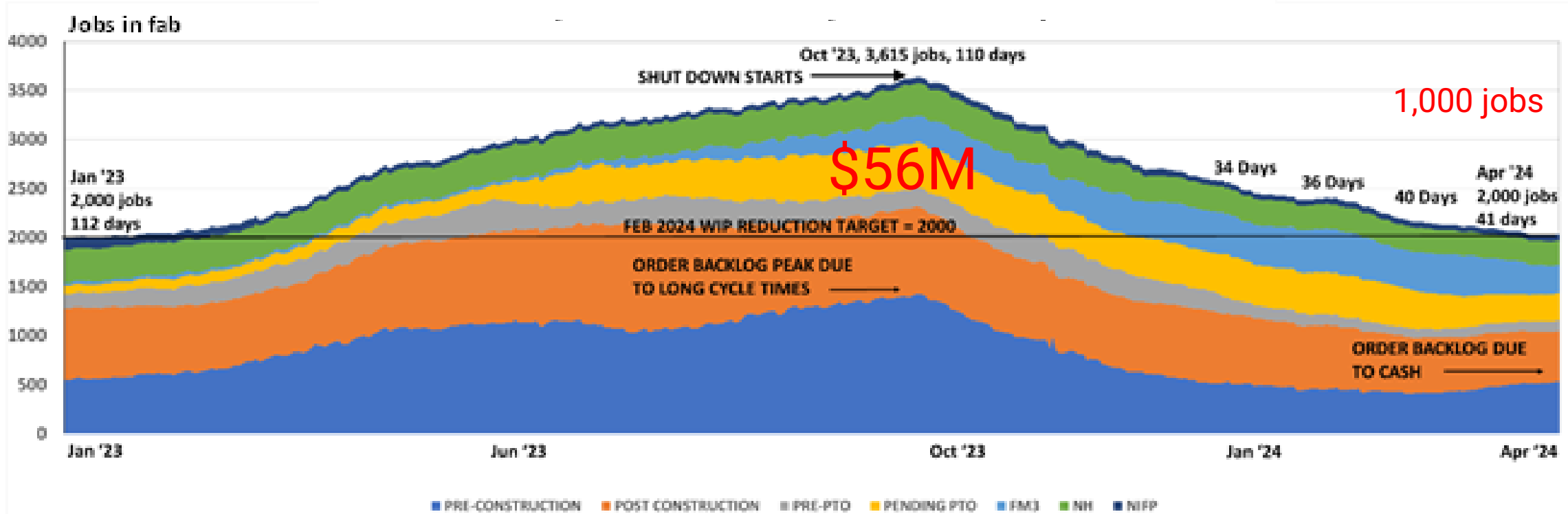


(\$10 million Q1/109 employees) → \$367,000 per employee per year

# No Excuses Management 1992



# Fab Inventory & Cycle Time Improvement



# Plan to Achieve Cash Flow Breakeven & Profitability

- Q1'24 \$10 million per quarter cash-limited revenue
- \$25 million quarterly revenue levels – we need about \$11.5 million more
- Pay off our current accounts payable of \$13 million to re-establish credit
- Need Carlyle and Kline-Hill to agree to a debt-to-equity swap

## Kline Hill Invests in Complete Solaria with Debt-Equity Swap

FREMONT, CA (May 2, 2024) – [Complete Solaria, Inc.](#) (“Complete Solaria” or the “Company”) (NASDAQ: CSLR) today announced that Kline Hill Partners (KHP), a Complete Solaria debt holder, has agreed to a debt-for-equity swap, and an additional cash investment. Complete Solaria will issue 9.8 million shares (19.9%) of outstanding stock to KHP in return for cancelling its debt. Mike Bego, KHP CEO, said, “We have re-invested the principal and interest on our loan back into Complete Solaria’s stock to participate in the Company’s future growth.” Kline Hill also agreed to buy 3.7 million Complete Solaria warrants.

T.J. Rodgers, Complete Solaria’s Chief Executive Officer said, “Thank you Kline Hill for your confidence in us. I would like to sincerely thank Mike Bego and his team for working with us – literally for years – in supporting our company.”

Rodgers added, “Kline Hill has agreed to convert its outstanding debt to 9.8 million shares of Common Stock contingent upon the Company’s reaching an agreement with its other outstanding lenders to convert their debt to equity. Thus, the main barrier to the Company’s recovery is still Carlyle, which remains intransigent. For example, last Sunday at 10:00 p.m. eastern time, I received an email from Carlyle threatening me with a personal lawsuit.”

# Conclusion

- Complete Solaria is alive and starting to improve
- Dramatic improvements in fab performance
- Vigorous but painful reorganization
- No funding until July
- We have to come to terms with ~~two~~ <sup>one</sup> private equity firms
- If we survive, our newly lean and fit company can become profitable and grow.