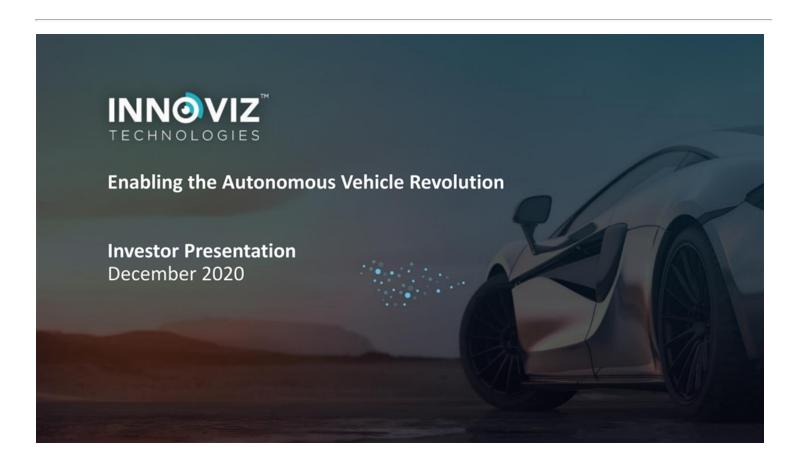
Filed by Innoviz Technologies Ltd.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Collective Growth Corporation
Commission File No.: 001-39276
Date: December 11, 2020



#### Disclaimer

This presentation (this "Presentation") is provided for informational purposes only and has been prepared to assist interested parties in making their own evaluation with respect to a potential business combination between Innoviz Technologies Ltd. ("the "Company" or "Innoviz") and Collective Growth Corporation ("Collective Growth") and related transactions (the "Proposed Business Combination") and for no other purpose.

No representations or warranties, express or implied are given in, or respect of, this Presentation. To the fullest extent permitted by law, in no circumstances will linnovit; Collective Growth, Antara Capital LP or any of their respective subsidiaries, stockholders, affiliates, representatives, partners, directors, officers, employees, advisers or agents be responsible or liable for any direct, indirect or consequential loss or loss of profit arising from use of this Presentation, its contents, its c

Forward-Looking Statements
This Presentation contains certain forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between Innoviz and Collective Growth, including statements regarding the benefits of the transaction, the anticipated timing of the transaction, the services offered by Innoviz and the markets in which it operates, and Innoviz's projected future results. These forward-looking statements generally are identified by the words "Delieve," "project," "espect," "anticipate," "strategy," "future," "opportunity," "plan," "may," "should," "will," "would," "will," "would," "will be," will continue," "will likely result," and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Amount of the result of the reversal plant of the result of the result of the reversal plant of the result of the Collective Growth will achieve its expectations

#### Additional Information and Where to Find It

Additional Information and Where to Find it

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Investors and security holders will be able to obtain free copies of the registration statement, proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by Collective Growth or Innoviz through the website maintained by the SE at www.sec.gov. In addition, the documents filed by Collective Growth may be obtained free of charge from Collective Growth's website at www.collectivegrowthcop.com or by written request to Collective Growth act Collective Growth Corporation, 1805 West Avenue. Austin, TX 7870/1 and the documents filed by Innoviz may be obtained free of charge from Innoviz's website at www.collective Growth's request to Innoviz at Innoviz 1 Carbonologies Ltd., 2 Amal Street, Bosh Hakini, 489020, Israel.



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Participants in Solicitation

Collective Growth and Innovix and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Collective Growth's stockholders in connection with the proposed transaction. Information about Collective Growth's directors and executive officers and their ownership of Collective Growth's final prospectus filed with the SEC on May 1, 2020. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the proxy statement/prospectus regarding the proposed transaction. You may obtain a free copy of these documents as described in the preceding

This presentation has been prepared by Innoviz and Collective Growth and includes market data and other statistical information from sources believed by Innoviz and Collective to be reliable, including independent industry publications, governmental publications or to the published independent sources. Some data is also based on the good faith estimates of Innoviz or Collective Growth, which in each case are derived from its review of internal sources as well as the independent sources described above. Although innoviz and Collective Growth believe these sources are reliable, Innoviz and Collective Growth have not independently verified the information and cannot guarantee its accuracy and completeness. Antara Capital LP has not made any verification of the market data and other statistical information included in this presentation.

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Innoviz and Collective Growth believe that the use of these non-GAAP financial measures provides an additional tool for investors to use in comparing innoviz's financial condition and results of operations with other similar companies, many of which present similar non-GAAP financial measures to investors. Management does not consider these non-GAAP measures in isolation or as an alternative to financial measures eletermined in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in innoviz's financial statements. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management prevent and included in determining these non-GAAP financial measures. In order to compensate for these limitations, management prevents non-GAAP financial measures in connection with GAAP results. You should review innoviz's sudities financial statements, which will be included in the registration statement.

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#### The Innoviz Team

#### Making the Impossible Possible



Omer Keilaf

Co-founder & Chief Executive Officer



- > Previously held senior management roles in start-ups, and led complex R&D projects
- > Former senior officer in the Elite Technological Unit of the Intelligence Corps ("Unit 81")
- » BSc and MSc in Electrical Engineering and MBA from Tel Aviv University



Oren Rosenzweig

Co-founder & Chief Business Officer

- > 20+ years at the intersection of Advanced Technologies, Products and Business
- > Previously served as a consultant with the Boston Consulting Group advising leading technology companies
- > Former senior officer in the Elite Technological Unit of the Intelligence Corps ("Unit 81")
- > BSc in Electrical Engineering from the Technion and MBA from the University of Chicago



Oren Buskila

Co-founder & Chief R&D Officer

- > Previously held senior management roles in start-ups
- > Former senior officer in the Elite Technological Unit of the Intelligence Corps ("Unit 81")
- > BSc in Physics, BSc in Electrical Engineering, MSc in Electro-optical Engineering and MBA from Tel Aviv University



Eldar Cegla

Chief Financial Officer

- > 20+ years of senior management roles in various high tech companies
- Extensive experience in equity- and debt-financing and managing Finance & Operations departments in technology companies
- > BSc in Chemistry (Cum Laude) from Tel Aviv University



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#### Antara Capital, Perception Capital Partners and Collective Growth Corp.

#### Antara Capital



#### Himanshu Gulati

Founder and Chief Investment Officer

- > Founder and CIO, Antara Capital LP, an event driven credit and special situations hedge fund, with over \$1 billion of AUM
- Antara takes a partnership approach with management teams to create shareholder value, and has provided creative financing solutions to a number of advanced stage technology companies
- Mr. Gulati has over 18 years of experience as an investment professional specializing in underappreciated assets and complex capital structures in public markets
- > BA in Management with a concentration in Finance from Binghamton University

#### **Perception Capital Partners**



Scott Honour

Chairman

- 30 years of experience in investing in technology companies
- Managing Partner of Northern Pacific Group. Former Senior Managing Director at The Gores Group and investment banker at UBS Warburg and Donaldson, Lufkin & Jenrette
- BS/BA in Business Administration/Economics from Pepperdine University and MBA from The Wharton School of the University
  of Pennsylvania



James Sheridan

Chief Executive Officer

- 25 years of operating experience with automotive industry focus
- > Held senior procurement positions at Ford Motor Company and led multiple purchasing transformations while at McKinsey
- > BA in Economics from the College of the Holy Cross and MBA from Carnegie Mellon University

#### Collective Growth Corp.



**Bruce Linton** 

Chief Executive Officer

- > Founder and former Chairman of Canopy Growth Corporation, where he led over 31 acquisitions and \$6 bn of capital raises
- > Former CEO and current Co-Chairman of the Board of communications company Martello Technologies Corporation
- > Holds a Bachelor's Degree from Carleton University



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#### **Transaction Overview**

#### Transaction

- Innoviz to become publicly listed through business combination with Collective Growth Corporation (NASDAQ: CGRO) in a transaction sponsored by Antara Capital LP and Perception Capital Partners LLC
  - > CGRO is a publicly listed special purpose acquisition company with over \$150m cash held in trust
- > Following the targeted closing of the transaction in the first quarter of 2021, the combined company is expected to be listed on NASDAQ under the ticker symbol "INVZ"
- > Innoviz existing shareholders would retain 100% of their equity
- > Innoviz existing shareholders and management would own c.71% of the combined entity post-closing

## Valuation 8

- > Pro forma enterprise value of ~\$1.0 billion, implying a 1.8x EV / 2025E revenue multiple, an attractive valuation versus peer averages
- > Transaction is expected to provide up to \$350 million in gross proceeds comprised of:
  - > CGRO's \$150m of cash held in trust, assuming no redemption by public shareholders
  - > \$200 million fully committed ordinary share PIPE at \$10.00 per share, led by Antara Capital and includes strategic investments from Magna International, Innoviz's Tier-1 partner, Phoenix Insurance and other institutional investors
- > Pro forma for the transaction, Innoviz is expected to have c.\$370m cash on balance sheet
- > No additional capital is expected to be required between now and achieving positive cash flow



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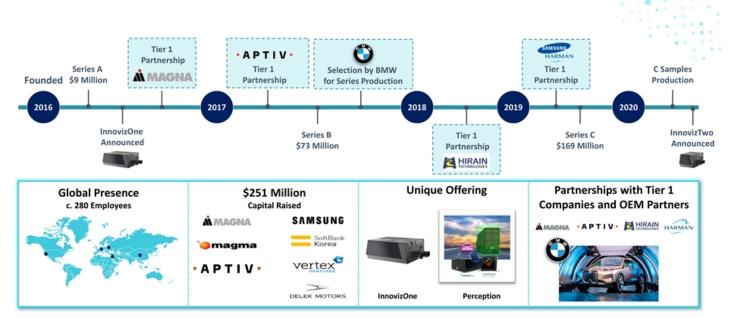
# Company Overview







#### **Innoviz at a Glance**





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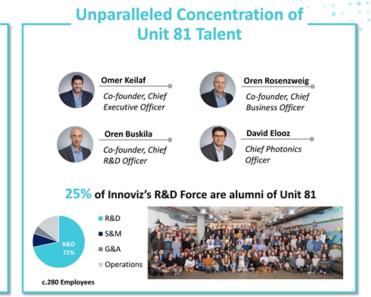
#### Innoviz Was Built Around the Values of "Unit 81"



- > Unit 81 is Israel's most elite technology unit in the Israeli Defense Forces
- > Complex technology across multi-disciplinary fields
- Uncompromising level of reliability
- > Unit 81 values of excellence, quality and speed are core to Innoviz
- "Making the Impossible Possible"

Dozens of companies started by alumni of Unit 81







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#### Innoviz Was First To Win An OEM Production Contract For L3 LiDAR

**Awarded BMW Series Production Program for multiple vehicle lines** 



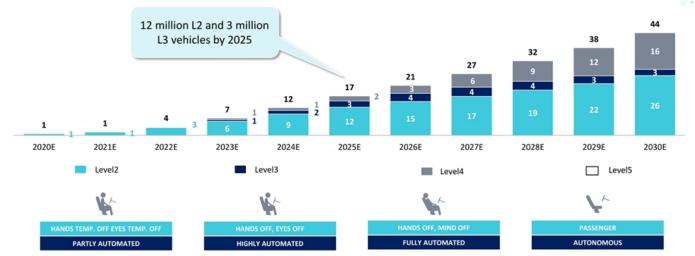
- > Multi-year development
- > Hundreds of millions of dollars spent
- > Hundreds of top engineers
- > Tens of millions of kilometers driven for validation
- > Only selected OEMs are able to go through such a long and rigorous process



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# However, Level 2+ is the Largest Opportunity in the Next 10 Years

#### Vehicles (in millions)<sup>1</sup>



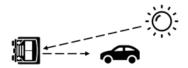
¹ Source: Company analysis; IHS Markit; Frost & Sullivan: LIDAR for Automotive and Industrial Applications report; Yole Développement, 2021 Note: Level 2+ ("12+"), Level 3 ("13").

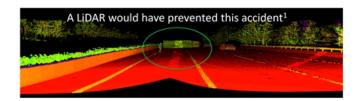


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## But L2+ is Still Not Safe...

Will not scale without solving serious safety issues first

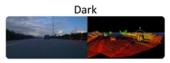












<sup>1</sup> Illustrative LiDAR image recreation of the incident's camera image.



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# Innoviz's L3 Technology is Also Affordable for L2+

#### Current



# 70% Cost Reduction

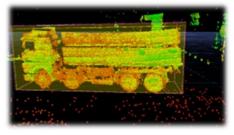


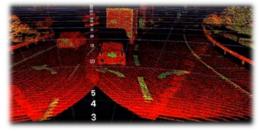
#### **Next Generation**

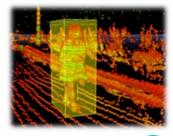
#### InnovizTwo



- > 0.1x0.1° (256 Lines)
- ) 100x25°
- Longer Range and Smaller Size
- > Price & Price fit for Level 2-5









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# **L2+ Transforms Into L3 Through Software Updates**

Major cost reduction in Innoviz's high-end LiDAR to put market on track towards autonomous driving



Safe & Affordable L2+



Collect Data & Validate



Software Upgrade to L3





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# **Innoviz Uniquely Meets All Automotive OEM Requirements**





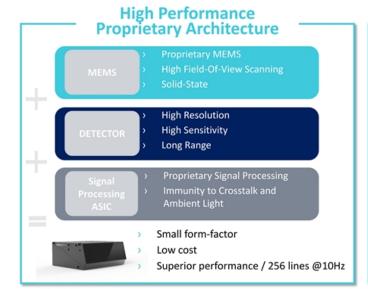


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#### **Innovation Comes From Those Who Dare**









› Absolute and Relative Velocity & Acceleration

**Proprietary and Efficient Design to Unlock the Mass Market INNOVIZ** 

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## **Industry-Leading LiDAR-Based Perception Software**

#### **Built on Proprietary Building Blocks**

- Most Mature LiDAR-based perception software with over 4 years of development
- › Automotive-Grade automotive spice implementation
- > Millions of object data are collected
- > Ability To Leverage Existing Partners automotive Tier 1s and OEMs
- > Lean Algorithms optimized to run on lean low-cost automotive-grade chip
- > Enables L3 Driving best-in-class accuracy

#### Innoviz's **Perception Software**

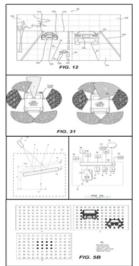


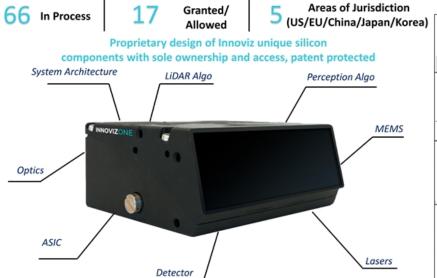
\*Offered at market price as benchmarked by the camera sector (~\$50)

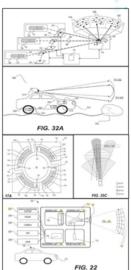


# Layered Patent Structure Protects Innoviz Unique IP From Chip Level to System











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#### "Automotive Grade" - More Than Just a Buzzword



**Water Seal** 

The only certified automotive-grade high-performance LiDAR on the market in the near future

#### ISO 26262

#### Automotive Functional Safety – Q4'20 ISO 9001:2015 IATF 16949:2016







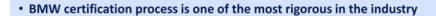
Automotive SPICE Q2'21

By Q4'20









- Continuous and extensive auditing by BMW and Magna over the past 3 years
- Millions of kilometers required to successfully complete validation



0

S EMC

**Water Pressure** 

2

alt Spray

# The Only LiDAR Company That Meets Both Performance AND Cost Requirements



Competitor C

(Tier 2)

250m

No

Limited resolution

30x18x8

(4.32L) Mechanical 1550nm,

high cost challenges

NA

#### Level 2+ Price Barrier of \$500

#### Level 3-4 Price Barrier of \$1,000

Solid state -

MEMS 905nm

		Competitor A	Competitor B
	InnovizTwo	(Tier 1)	(Tier 1)
Performance	250m	150m	40m
Number of lines @10Hz	256	16	32
Ability to detect small objects	Yes	No Limited resolution	No Limited range and resolution
Size (cm) Volume (liters)	10x5x5 (0.25L)	12x10x8 (0.96L)	10x12x6.5 (0.78L)
Technology	Solid state – MEMS 905nm	Mechanical – 905nm	Flash — 1064nm
1 Partners Amagna 国 恒期科技		Tier1	Tier1









· APTIV ·

**M**MAGNA

InnovizTwo

256

Yes

10x5x5

(0.25L)



HARMAN

1 恒润科技

InnovizSLR

400

Yes

10x10x5

(0.50L)



Source: Company data and competitors' website, analysis of core technology's physic:

**INNOVIZ** 



Competitor C offers the Perception Software for an additional >\$400; too expensive for L2+





Performance

small objects
Size (cm)

Volume (litres)

T1 Partners - LiDAR

and SW automotive

validation and

integration

Technology

@10Hz Ability to detect

Number of lines

# Global Manufacturing Capabilities and Supply Chain Already in Place

Efficient combination of contract manufacturing and Tier 1s coupled with global supply base for the different components









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# **Innoviz Product Portfolio Spans All Key LIDAR Markets**













Notes: Logos are for illustrative purpose and represent target eco-system



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#### **Robust Sales Funnel Covers Entire Addressable Market**

#### **Tangible Opportunities**

- > Funnel towards multi-year series production contracts
- › All projected revenues of Innoviz are from parties in the sales funnel
- > In multiple cases, RFQs are defined based on price performance balance that only Innoviz can provide



Source: Company estimates.



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# Financial Overview







# **Summary P&L and Cash Flow**

#### In \$M, Non-GAAP

FYE December	2020E	2021E	2022E	2023E	2024E	2025E
Hardware Income	5	9	23	75	220	539
Software Income		-	-	4	17	43
Total Revenue	5	9	23	79	237	581
Growth (%)		90%	161%	238%	199%	146%
COGS	5	8	17	44	118	281
Gross Profit	0	1	6	35	118	300
Gross Profit Margin (%)	4%	10%	26%	45%	50%	52%
OPEX						
R&D	53	71	73	75	80	87
S&M	6	9	11	14	19	28
G&A	9	11	11	14	15	16
Total OPEX	68	90	95	103	114	131
Total OPEX as % of Revenues	1,445%	1,005%	407%	130%	48%	23%
EBIT	(68)	(89)	(89)	(67)	4	169
EBIT Margin (%)	(1,440)%	(995)%	(380)%	(85)%	2%	29%
Depreciation & Amortization	3	3	4	6	8	10
EBITDA	(65)	(87)	(85)	(62)	12	179
EBITDA Margin (%)	(1,384)%	(964)%	(363)%	(78)%	5%	31%
Free Cash Flow						
Net Operating Cash Flow	(65)	(84)	(85)	(69)	(19)	104
Total Capital Expenditure	(4)	(6)	(8)	(14)	(19)	(29)
Free Cash Flow	(69)	(90)	(93)	(82)	(38)	75

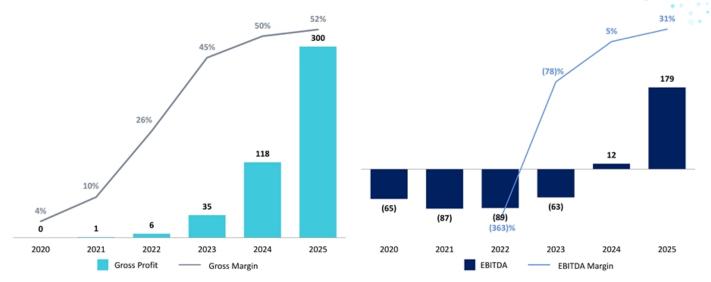
Note: Preliminary management projections



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## **Gross Profit and EBITDA**

In \$M, Non-GAAP



Note: Preliminary management projections



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# Transaction Overview







#### **Transaction Overview**

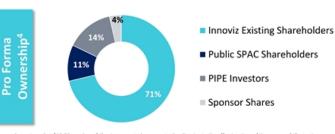
#### **Pro Forma Equity Ownership**

Sources (\$m)		Uses (\$m)		
Equity of Existing Innoviz Shareholders	\$975	Equity of Existing Innoviz Shareholders	\$975	
SPAC Cash in Trust <sup>1</sup>	\$150	Cash to Balance Sheet	\$370	
Total PIPE Proceeds	\$200	Estimated Fees and Expenses	\$30	
Existing Innoviz Cash <sup>2</sup>	\$50			
Total Sources	\$1,375	Total Sources	\$1,375	

Pro Forma Valuation <sup>3</sup>	
Share Price	\$10.00
x Pro Forma Shares Outstanding (M)	140.3
Market Cap (\$M)	\$1,403
Less: Net Cash (\$M)	\$(370)
Enterprise Value (\$M)	\$1,033

#### Commentary

- All Innoviz existing shareholders retain stake in the company
- Transaction proceeds will be used for development of Innoviz next generation products and continued commercialization efforts
- The transaction, which has been unanimously approved by the boards of directors of both Innoviz and Collective Growth, is targeted to close in the first quarter of 2021
- Additional shares to be granted pursuant to an earn-out to certain members of Innoviz management (1.25m)<sup>3</sup>, Antara Capital (325k)<sup>3</sup> and Perception Capital (2.125m)<sup>3</sup>, if the stock trades at or above 125% of the implied Innoviz share value for 10 out of 20 trading days at any time before 4 years following completion of the business combination



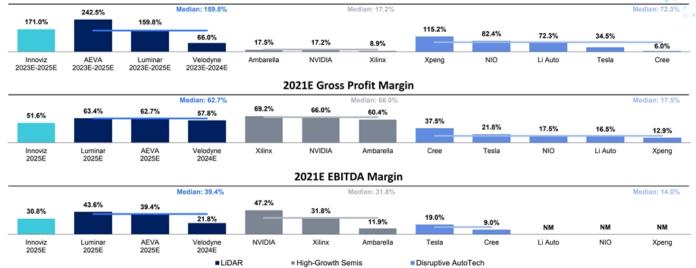
<sup>1</sup> Assumes no redemptions from SPAC's existing public shareholders; <sup>2</sup> Expected cosh on innovix balance sheet as of the end of 2020; <sup>3</sup> Assumes new shares issued at \$10.00 per share following expected reverse stock split prior to the effective time of the merger; <sup>4</sup> Illustrative pro formo ownership reflects ownership before taking into account a post-closing management incentive equity plan and assumes no redemptions from SPAC's existing public shareholders. Innovite existing shareholders include 2.5m shares issued to management as part of this transaction. Spansors Shares includes share ownered both by Antara Capital, Perception Capital and Collective Growth Carp. sponsors. Note: all share counts and ownership data do not take into account 20.9m warrants with \$11.50 exercise price held by SPAC public shareholders, the co-spansors and Innovit shareholders and management



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# **Operational Benchmarking**

#### 2020E-2022E Revenue Growth



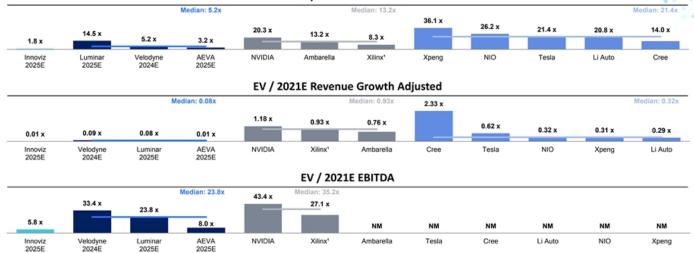
Source: Latest publicly available financial statements. Market data as of 09-Dec-2020. Note: Equity Market Cap based an diluted shares outstanding, Projections for the High-Growth Semis and Disruptive AutoTech peers are based on IBES median estimates and/or other Wall Street research. Projections for the LIDAR peers are based on publicly available investor presentations. All research estimates have been calendarized to December. Negative margins are presented as "NIM".



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# **Valuation Benchmarking**

#### EV / 2021E Revenues



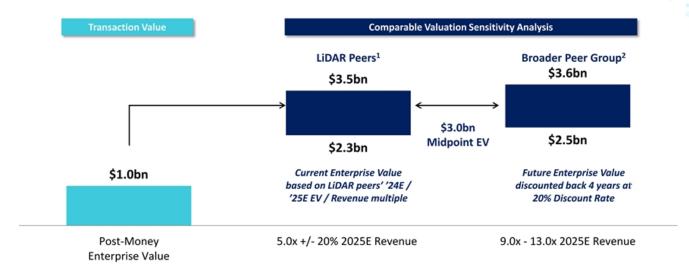
■LIDAR ■ High-Growth Semis ■ Disruptive AutoTech

Source: Latest publicly available financial statements. Market data as of 09-Dec-2020. Note: Equity Market Cap based on diluted shares outstanding. Projections for the High-Growth Semis and Disruptive AutoTech peers are based on publicly available investor presentations. All research estimates have been calendarized to December. Negative multiples, or multiples greater than 50 are presented as "NM". ¹ Xilinx undisrupted share price as of 08-Oct-2020, before it was reported that Advanced Micro Devices is interested in acquiring the company.



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#### Innoviz Intrinsic Value Potential Well Above Transaction Value



Note: Figures in bar charts represent current enterprise value

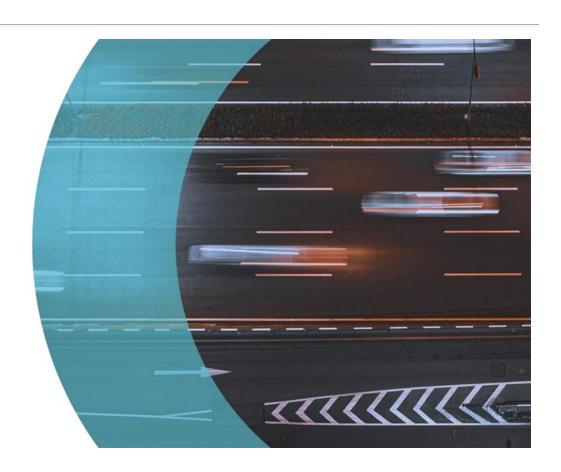
<sup>1</sup> Includes Luminar, Veladyne and Aeva . <sup>2</sup> Includes NVIDIA, Ambarella, Xilinx, Xpeng, Li Auto, NIO, Tesla and CREE.



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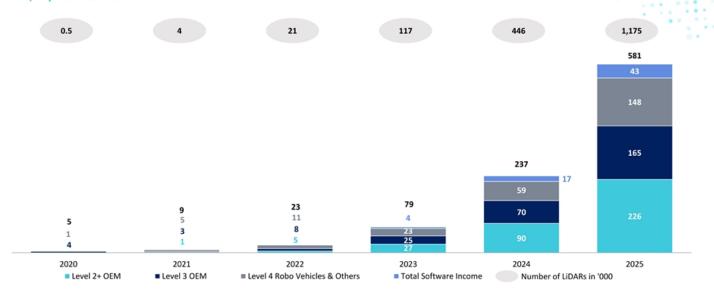
# Appendix





## **Revenues Breakdown**

In \$M, Non-GAAP



Note: Preliminary management projections



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# **Projected Opex and Capex**

#### In \$M, Non-GAAP

% of Total Revenues Average # of FTEs





(8)

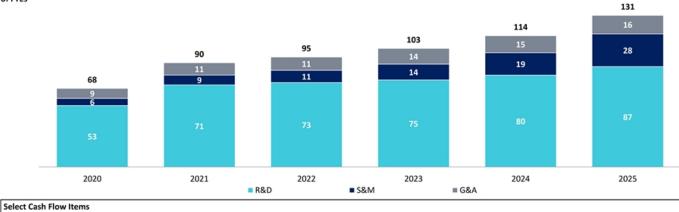


(14)



(19)





Note: Preliminary management projections. <sup>1</sup> NRE cash inflows are recognized as deferred revenues over the lifetime of the different programs.

(6)

3



(4)

Capex

NRE1

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35

(29)