

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 27, 2021

Ondas Holdings Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

001-39761
(Commission File Number)

47-2615102
(IRS Employer Identification No.)

61 Old South Road, #495, Nantucket, MA 02554
(Address of principal executive offices) (Zip Code)

(888) 350-9994
Registrant's telephone number, including area code

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	ONDS	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

As previously disclosed in its Current Report on Form 8-K filed with the Securities and Exchange Commission on May 26, 2021, Ondas Holdings Inc. (the "Company" or "Ondas") will hold a business update call and webcast on Thursday, May 27, 2021 at 8:30 a.m. ET ("Business Update Call"). During the Business Update Call, Ondas will provide a business update, including information relating to the Company's pending acquisition of American Robotics, Inc. Attached hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference is the presentation that will be used by the Company during the Business Update Call.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Business Update Call, dated May 27, 2021.

Additional Information about the Transaction and Where to Find It

In connection with the proposed transaction described herein, Ondas intends to file relevant materials with the SEC, including a preliminary proxy statement and, when available, a definitive proxy statement. Promptly after filing its definitive proxy statement with the SEC, Ondas will mail the definitive proxy statement and a proxy card to each Ondas stockholder entitled to vote at the meeting of stockholders relating to the transaction. INVESTORS AND STOCKHOLDERS OF ONDAS ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE TRANSACTION THAT ONDAS FILES WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT ONDAS, AMERICAN ROBOTICS, AND THE TRANSACTION. The definitive proxy statement, the preliminary proxy statement, and other relevant materials in connection with the transaction (when they become available), and any other documents filed by Ondas with the SEC, may be obtained free of charge at the SEC's website (www.sec.gov) or by visiting Ondas' investor relations section at www.ondas.com. The information contained on, or that may be accessed through, the websites referenced in this report are not incorporated by reference into, and are not a part of, this report or any document filed by Ondas with the SEC.

Participants in the Solicitation

Ondas and its directors and executive officers may be deemed participants in the solicitation of proxies from Ondas' stockholders with respect to the transaction. The names and other information about those directors and executive officers and a description of their ownership of Ondas common stock and other interests in Ondas and in the transaction will be included in the definitive proxy statement relating to the transaction and will be available at www.sec.gov. Additional information regarding the interests of such participants will be contained in the definitive proxy statement relating to the transaction when available. Other information regarding the interests of the participants in the proxy solicitation will be included in the definitive proxy statement relating to the transaction when it becomes available. These documents can be obtained free of charge from the source indicated above.

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No Offer or Solicitation

This report does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, by Ondas, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful before the registration or qualification under the securities laws of such state. Any offering of the securities will only be by means of a statutory prospectus meeting the requirements of the rules and regulations of the SEC and applicable law or in accordance with an applicable exemption from the registration requirements thereof.

Forward Looking Statements

Statements made in this report that are not statements of historical or current facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Ondas cautions readers that forward-looking statements are predictions based on its current expectations about future events. Examples of forward-looking statements include, among others, statements made in this report regarding the proposed transaction contemplated by the definitive agreement, including the benefits of the transaction, revenue opportunities, anticipated future financial and operating performance, and results, including expectations for growth, and the expected timing of the transaction. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict and many of which are outside of Ondas' control. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results and outcomes to differ materially from those indicated in the forward-looking statements include, among others, the following: (1) the occurrence of any event, change, or other circumstances that could give rise to the termination of the transaction; (2) the failure to obtain financing required to complete the transaction; (3) the inability to complete the transaction, including due to failure to obtain approval of the stockholders of Ondas, required regulatory approvals, or satisfy other conditions to closing in the definitive agreement; (4) the risk that the transaction disrupts current plans and operations as a result of the announcement and consummation of the transaction; (5) the ability to recognize the anticipated benefits of the transaction, which may be affected by, among other things, competition, the ability of management to integrate the combined company's business and operation, and the ability of the parties to retain key employees; (6) costs related to the transaction; (7) risks relating to the uncertainty of pro forma and projected financial information with respect to the combined company; and (8) other risks and uncertainties indicated from time to time in the preliminary and definitive proxy statements to be filed with the SEC relating to the transaction, including those under "Risk Factors" therein, and in Ondas' other filings with the SEC. Ondas cautions that the foregoing list of factors is not exhaustive. Ondas cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Ondas does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in their expectations or any change in events, conditions, or circumstances on which any such statement is based, whether as a result of new information, future events, or otherwise, except as may be required by applicable law. Ondas gives no assurance that after the transaction the combined company will achieve its expectations.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 26, 2021

ONDAS HOLDINGS INC.

By: /s/ Eric A. Brock

Eric A. Brock
Chief Executive Officer

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ONDAS

NETWORKS

AR AMERICAN ROBOTICS
AMERICAN ROBOTICS



ENABLING MISSION-CRITICAL IOT

Business Update | May 2021

ONDAS
Holdings Inc.

Disclaimer

Forward Looking Statements

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Non-GAAP Financial Measure

For a discussion and reconciliation of non-GAAP financial measures, see slide 28 of this Presentation.

Speaker List

ONDAS
Holdings, Inc.

Eric Brock
Chairman & CEO



Stewart Kantor
Founder,
President & CFO



AR AMERICAN ROBOTICS



Reese Mozer
Founder & CEO



Vijay Somandepalli
Founder & CTO

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Ondas Business Update | Agenda

Ondas | Introduction

American Robotics | Overview & Strategic Fit

American Robotics | Key Deal Terms

American Robotics | CEO Business Overview

Investor Q&A

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Ondas Overview

Snapshot



ONDAS
NETWORKS

- Founded: 2006
- Ticker: ONDS (Nasdaq)
- Headquarters: Sunnyvale, CA
- Patents: 14 patents (6 issued in the U.S., 7 pending in the U.S., 1 pending internationally)
- Industrial IoT Standards: 802.16s; 802.16t (pending)

Business Highlights

- Next-gen, MC-IoT Industrial wireless broadband platform
- Massive private network upgrade cycle in critical infrastructure
 - Railroads, Utilities, Public Safety, Oil & Gas, Drones
 - Fog-compute & intelligent sensor-based solutions at network edge
- Blue chip customers and ecosystem partners
 - Multiple Class 1 Rail networks (including 900 MHz) targeted
 - Nationwide, UAS command & control network (AURA Network Systems)
- FullMAX Software platform forms core of IEEE wireless standards
- Attractive, capital-light economic model

Ecosystem Partners / Customers



American Robotics | Introducing the Scout System™



PLEASE WATCH INTRODUCTORY VIDEO AT

Ondas-AR | ONDAS Networks
www.ondas.com/ondas-ar/

THE WALL STREET JOURNAL.

FAA Approves First Fully Automated Commercial Drone Flights

"American Robotics will lay the groundwork for advances and accelerated growth of the industry"

Bloomberg REUTERS THE ROBOTREPORT
BUSINESS INSIDER GIZMODO Mashable
yahoo!news The Washington Post THE VERGE

Leadership



Reese Mozer
Founder & CEO
M.S., Carnegie Mellon



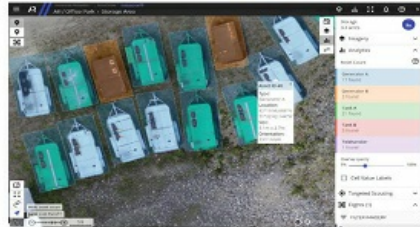
Dr. Vijay Somandepalli
Founder & CTO
Ph.D., Stanford

(1) PWC, 2016

Company Highlights

The only company approved by FAA to operate fully-automated drone without humans on-site

- Fully automated, end-to-end industrial-grade drone system
- Exclusive set of FAA approvals to operate autonomously without humans on-site
- High margin, recurring revenue Robot-as-a-Service (RAAS) business model with \$100B+ TAM⁽¹⁾
- Unique, full stack IP portfolio critical to real-world autonomy
- Deep customer pipeline in industrial and agricultural markets

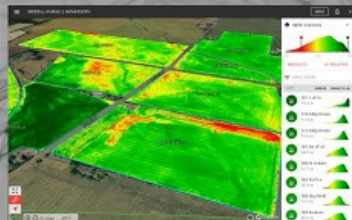


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Ondas + American Robotics | A Complete Data Platform for Industry

THE NEXT GENERATION OF INDUSTRIAL DATA | HIGH-RESOLUTION & HIGH-FREQUENCY

- Thousands of autonomous drones collect & analyze high-resolution data continuously
- Long-range data transfer unlocks full scale of commercial market (\$100B+ TAM⁽¹⁾)
- Ondas reliable secure command & control (C2) link is required by FAA
- Ondas high-bandwidth network enables delivery of actionable analytics
- Marketing & sales synergies across industries: industrial, agriculture, public safety, defense



(1) PWC, 2016

FL 18,000 MSL CLASS A

Class B C D

Manned Airspace
FAA Authorization Required

COMMAND & CONTROL Nationwide UAS Navigation 450 MHz

Applications

- UAM – Urban Air Mobility
- Large Field Inspection
- Wide-area Security

1200 ft AGL

700 ft AGL

CLASS G

400 AGL

CLASS G

400 AGL

Class G
Unmanned Airspace
Autonomous Flight

Private UAS Networks

Close-up Asset Inspection • Agriculture • Automation • Security
Response • Track Integrity • IOT Sensor Beds

Ondas SDR Base



Ondas Networks | The Nervous System for Drone Applications



Local

Lower Altitude

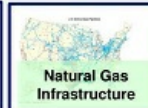
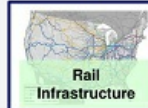
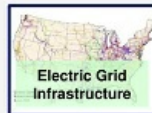
3-mile+ radius operations
Drone-as-a-Service, distributed
Remote Flight Operations
Fully Autonomous
Edge Processing and rich data
collection



Private WAN

Lower Altitude

Long Endurance Missions
Major Industrials / Multiple Airframes
Rails, Utilities, O&G, Government
Sophisticated hand offs
Customer Owned Frequencies

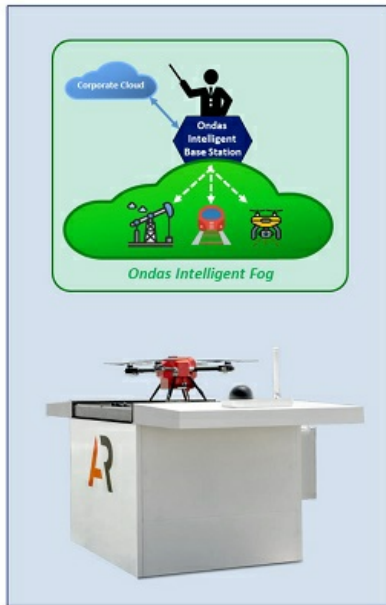


Nationwide

High Altitude – up to 40K feet

Managed Services Platform
Industrial, Security, Government
Long distance, Coast-to-Coast
Nationwide Frequency Owned by
Aura Specifically for A2G
Multi-tenant model, Air-traffic
control





Enhanced value of FullMAX wireless network
Faster market penetration for Scout System™

- End-to-End Solutions**
 - End-to-end solutions for mission-critical field operations
 - Industrial (Rail, O&G, Utilities)
 - Government (Public Safety, DoD) & Agriculture
- Ecosystem**
 - Leverage Tier 1 Industrial vendor partners
 - Global distribution
 - Enhanced data services and analytics
- MC-IoT Applications**
 - Defining next-generation data-intensive MC-IoT applications
 - Autonomous drone – mobile data gathering
 - Edge compute & sensor networks

American Robotics | Deal Summary

- Acquisition expected to close in Q3 2021
- Key Deal Terms:

Cash	\$7,500,000
Promissory note	<u>2,000,000</u>
Total Cash	<u>\$9,500,000</u>
Common shares	6,750,000
Shares underlying warrants	<u>1,875,000</u>
Total Shares	<u>8,625,000</u>

Note: The acquisition is subject to customary closing conditions, including approval by the Ondas stockholders of the equity to be issued to American Robotics stockholders.

Speaking



Reese Mozer
 Founder & CEO
 M.S., Carnegie Mellon

THE WALL STREET JOURNAL

FAA Approves First Fully Automated Commercial Drone Flights

"American Robotics will lay the groundwork for advances and accelerated growth of the industry"



American Robotics | The Key Commercial Drone Problem Solved

\$100B+(1) POTENTIAL | NO SCALABLE SOLUTION CURRENTLY ON THE MARKET

Why is this huge market underpenetrated today?

The answer is two-fold:

Problem 1

Manually operated drones not practical.

For 90% of commercial drone use cases, a drone must fly repetitively and continuously over the same plot of land day-after-day, year-after-year, to have value.

When examining the full operation loop from setup to processed, analyzed data, it is clear that operating a drone manually is much more than a full-time job.

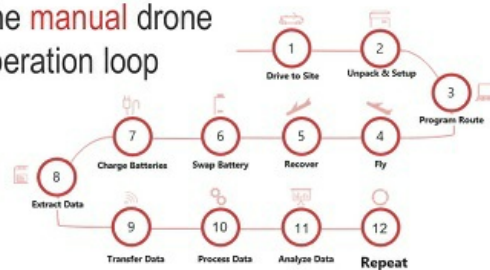
Problem 2

Default FAA regulations prohibit automated operation.

Without appropriate waivers and exemptions, the FAA requires a human pilot to be present anytime a drone is flying, among other burdensome restrictions. Since the human eye can only see a drone up to roughly 0.5 miles, this is economically prohibiting.

Without approvals to operate in a truly automated manner, drones wide-scale commercial deployment is economically challenging.

The manual drone operation loop



The automated drone operation loop



(1) PWC, 2016

Fully-automated, AI-powered drone system capable of continuous, unattended operation.



A fleet of connected, weatherproof Scouts™ remain indefinitely in an area of operation, autonomously collecting data each day, self-charging, and seamlessly delivering data analysis regularly and reliably. With the human removed from the field and data processing achieved at the edge, customers can focus on the data, not piloting.

First mover advantage defended by critical IP, trade secrets, and experience

FAA Approves Commercial Drone Flights with No On-Site Pilots

"This week's authorization marks a seminal legal milestone, one that paves the way for developers in the drone industry to expand operations for pilot-less aircraft."

engadget



Flight Beyond-Visual-Line-of-Sight (BVLOS)

Key to permitting automated operation, the Scout system does not require a pilot to be on-site with eyes on the drone.



No Visual Observers or Humans Required

Unlike other technologies, the Scout system requires no humans of any kind to be present on-site while the drone is flying. Without this ability, automation is not possible.



In-Person Preflight Checks Not Required

In addition, humans are not required to be present during any other stage of operation, such as pre-flight visual inspections of the aircraft.



Flight Over Roads

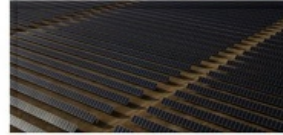
Also critical, the Scout system is permitted to transit over roads in the areas in which we operate without on-site human supervision.

American Robotics | \$100+ Billion Addressable Market

INDUSTRIAL MARKET | \$68.1B TAM

Sub-Markets: Oil & Gas, Solar, Nuclear, Hydro, Coal, Utilities, Construction, Ports, Railways, Prisons, Warehouses, Factories, Stockpile Yards, Mining, Delivery

Use Cases: O&M, Asset Inspection, Asset Tracking, Asset Security, Safety & Regulatory Compliance



AGRICULTURE MARKET | \$25.6B TAM

Sub-Markets: Corn, Soybeans, Vineyards, Cranberries, Vegetables, Tree Fruits, Tree Nuts, Nurseries, Corporate Research, Seed Farms, Golf Courses, Hemp, Livestock

Use Cases: Weed Detection, Disease Detection, Pest Detection, Plant Counting, Irrigation Optimization, Harvest Planning, Phenotyping & Research

DEFENSE MARKET | \$20.2B TAM

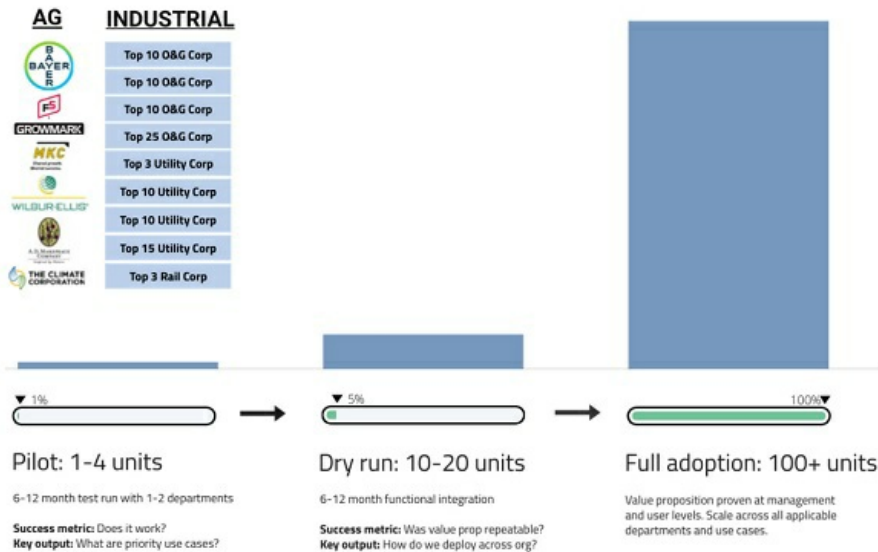
Markets: Border Security, Base Security, FOB Security, Embassy Security, Vehicle Security

Use Cases: ISR, Perimeter Surveillance, Scouting



Source: PWC, May 2016

American Robotics | Customer Pipeline



KEY GO-TO-MARKET STATS

>15

Engaged Fortune 500 companies paying for or discussing pilot programs

6 months

Average expected sales cycle

100s / 1000s

Typical target customer unit potential

American Robotics | Robot-as-a-Service (RAAS)

True automation allows for a complete solution and attractive business model

RaaS model bundles hardware, software, operations, and maintenance into one annual subscription fee. This has two effects: (1) It lowers the annual cost of data acquisition via drone to what AR believes is ten times less than current methods, and (2) it provides the Company with recurring software-like margins.

Also allows for continued software improvements, upgrades, and new features that can be monetized through tiered pricing and app store-like concept, allowing for continued user experience improvement and potential increase in revenue per unit over time.



ANNUAL SUBSCRIPTION FOR SERVICE

The Scout System is bundled into an annual subscription fee, encompassing the full suite of hardware, software, and services, allowing American Robotics to provide customers the highest performing product at the lowest possible cost.

REAL-TIME AUTOMATED OPERATION

Once installed, each Scout system operates at its maximum capacity. Automated missions occur multiple times per day, guaranteeing customers the best data at the highest frequency.

LOW UPFRONT CAPITAL COSTS

The Robot-as-a-Service (RaaS) model allows American Robotics to lower the burden of upfront manufacturing and hardware costs. Aside from initial installation and shipping costs, all customers pay for is the service the Scout system provides.

NO LONG-TERM RISK

Subscription fees are billed annually, and replacement units can be swapped out at the end of the service life. American Robotics will also periodically install new software updates and provide access to the new features, assuring industry-best performance throughout a customer's subscription.

NO MAINTENANCE RESPONSIBILITIES

American Robotics staff remotely oversee the operation of customer units, and manage routine and unscheduled maintenance requirements.

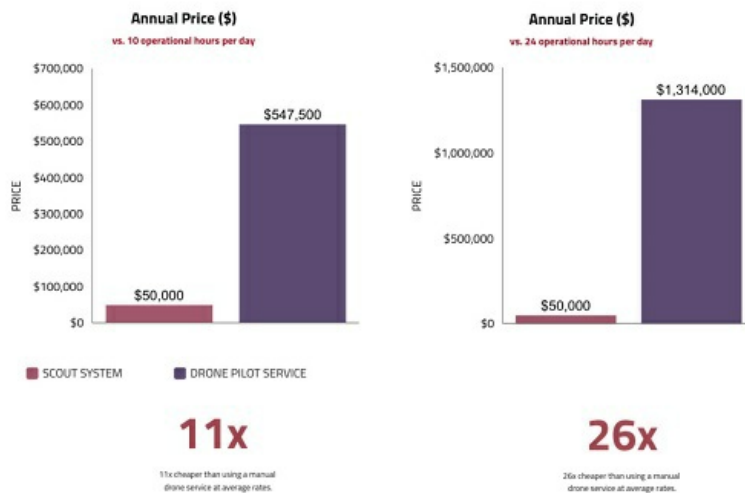
NO CUSTOMER PILOT TRAINING

Both the technology itself and American Robotics' staff oversee the realtime operation of a customer's units. Health status and performance are constantly monitored to assure optimal performance, and no pilot training is required for a customer's staff to integrate this technology into their business.

American Robotics | Economics of Automation

Average cost of drone pilot is \$150 per hour

Pilot cost ranges from \$100 - \$500 per hour (source: Drone Deploy)



Performance Difference:

In addition to cost reduction, the Scout System works around the clock, 24 hours per day. Between flight missions, each unit is:

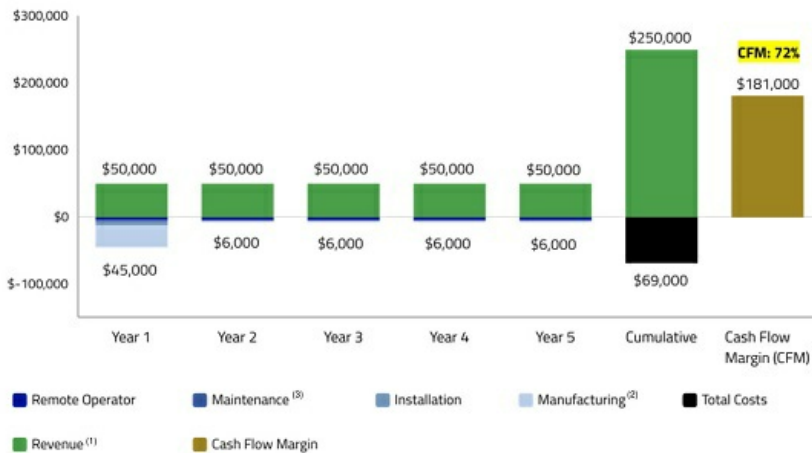
- Charging the drone
- Path planning next mission
- Processing customer data
- Analyzing customer data
- Storing customer data
- Transferring customer data
- Monitoring system health
- Monitoring airspace

American Robotics | Scout System™ Unit Economics

Scout System Unit Economics (RaaS)

Illustrative Example, 5 Year Service Life, as of 2023

Note: For illustrative purposes only; Actual results may differ materially.



Payback Period
<1 year

In most projected billing scenarios, payback occurs upon delivery.

¹Annual revenue number is estimate of average annual subscription rate. Actual rates will vary based on system configuration and other factors.

²Manufacturing costs are estimated based on projected increases in volume and manufacturing efficiencies as of 2023

³Remote Operator costs project a ratio of 1 remote operator per 20 drones as of 2023

⁴Note: Non-GAAP analysis, focused on cash returns; for GAAP purposes, the RAAS model results in initial deferred revenue and capitalized costs which are recognized over the life of a contract. the Scout System sale is capitalized as an asset on balance sheet and depreciated over the life of the contract

American Robotics | Potential ARR

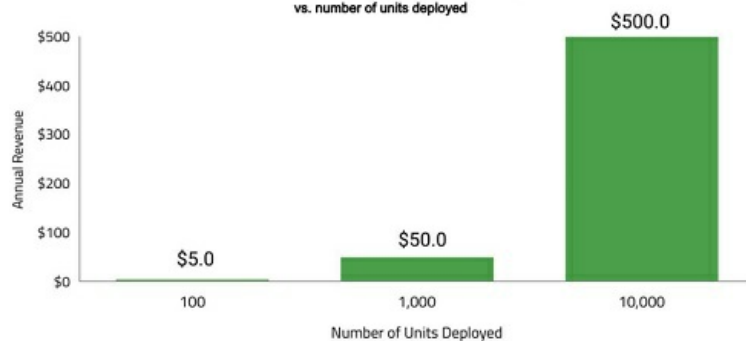
Select Use Cases

U.S Market Only^{1,2,3,4}

Oil & Gas	Well pads	900,000
Oil & Gas	Miles of pipeline	500,000
Utilities	Miles of power lines	200,000
Utilities	Substations	60,000
Mining	Mines	13,000
Railways	Miles of rail	140,000
Energy	Power plants	4,774
Solar	Solar farms	2,500
Agriculture	Applicable farms	400,000
Defense	Miles of border	7,479
Defense	Military bases	1,515

Annual Recurring Revenue (ARR)

vs. number of units deployed



TAM%

Number of units as % of estimated Global TAM



¹<https://www.commercialaviationnews.com/infrastructure/why-americas-infrastructure-needs-the-drone-industry>

²<https://www.eia.gov/todayinenergy/>

³<https://www.visualcapitalist.com/mapped-every-power-plant-in-the-united-states/>

⁴<https://www.washingtonpost.com/graphics/2020/national/immigration/border-wall-progress/>

Acquisition enhances Ondas MC-IoT platform value in Industrial markets



- Scout™ is best-in-class, turnkey drone platform
- Drone is a valuable data gathering Edge device in a MC-IoT Network
- Integrated platform solution (drone + network) solves critical problem for Ondas customers
- ... More to come!



Note: The acquisition is subject to customary closing conditions, including approval by the Ondas stockholders of the equity to be issued to American Robotics stockholders.

Select Financial Information

American Robotics | Purchase Price

Purchase price consideration	
Cash	\$ 7,500,000
Parent loan	2,000,000
Common Stock - 6,750,000 Shares	45,765,000 (1)
Warrants - 1,875,000 Shares	5,887,500 (2)
Total purchase price consideration	<u>\$ 61,152,500</u>
Estimated fair value of assets:	
Cash	\$ 725,483
Accounts receivable	5,643
Property, plant and equipment	156,146
Right of use asset	501,589
Other long-term assets	24,166
	<u>1,413,027</u>
Estimated fair value of liabilities assumed:	
Accounts payable	305,268
Deferred revenue	77,500
Lease liabilities	519,039
	<u>901,807</u>
Net tangible assets	511,220
Intangible assets	40,986,000
Goodwill	19,655,280
Total consideration	<u>\$ 61,152,500</u>

(1) Based on a per share price of \$6.78, which was the closing price of Ondas' common stock on May 25, 2021.

(2) Based on a share price of \$3.14, which is the call option value based on a Black-Scholes fair value calculation

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Pro Forma Balance Sheet (Q1)

SELECT BALANCE SHEET DATA: (Unaudited)

	As of March 31, 2021			
	Ondas Holdings Inc.	American Robotics	Transaction Accounting Adjustments	Pro Forma Consolidated
ASSETS				
Current Assets:				
Cash and cash equivalents	\$ 24,026,187	\$ 725,483	\$ (9,500,000)	\$ 15,251,670
Total current assets	26,201,142	731,126	(9,500,000)	17,432,268
Intangible assets, net	332,603	-	40,986,000	41,318,603
Goodwill	-	-	19,655,280	19,655,280
Total other assets	551,138	525,755	60,641,280	61,718,173
Total assets	<u>\$ 26,948,503</u>	<u>\$ 1,413,027</u>	<u>\$ 51,141,280</u>	<u>\$ 79,502,810</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current Liabilities:				
Secured promissory note	7,064,364	-	-	7,064,364
Total current liabilities	11,340,993	768,781	1,787,001	13,896,775
Long-Term Liabilities:				
Total long-term liabilities	898,577	3,071,025	(2,725,000)	1,244,602
Total liabilities	12,239,570	3,839,806	(937,999)	15,141,377
Stockholders' Equity (Deficit):				
Common stock - par value \$0.0001	2,667	-	732	3,399
Common stock warrants	-	-	5,887,500	5,887,500
Owners' Equity	-	(2,426,779)	2,426,779	-
Additional paid in capital	83,093,932	-	49,648,643	132,742,575
Accumulated deficit	(68,387,666)	-	(5,884,375)	(74,272,041)
Total stockholders' equity (deficit)	14,708,933	(2,426,779)	52,079,279	64,361,433
Total liabilities and stockholders' equity (deficit)	<u>\$ 26,948,503</u>	<u>\$ 1,413,027</u>	<u>\$ 51,141,280</u>	<u>\$ 79,502,810</u>

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Pro Forma P&L (Q1)

SELECT P&L DATA (Unaudited)	Three Months Ended March 31, 2021			
	Ondas Holdings Inc.	American Robotics	Transaction Accounting Adjustments	Pro Forma Consolidated
Revenues, net	\$ 1,164,764	\$ 50,000	\$ -	\$ 1,214,764
Cost of goods sold	555,350	-	-	555,350
Gross profit	609,414	50,000	-	659,414
Operating expenses:				
General and administration	2,408,854	617,291	759,786	3,785,931
Sales and marketing	187,372	10,659	-	198,031
Research and development	894,576	145,114	-	1,039,690
Amortization	-	-	683,100	683,100
Total operating expenses	3,490,802	773,064	1,442,886	5,706,752
Operating loss	(2,881,388)	(723,064)	(1,442,886)	(5,047,338)
Net loss	(3,138,119)	(527,800)	\$ (1,402,304)	\$ (5,068,223)
Weighted average number of common shares outstanding, basic and diluted	26,672,040	-	9,197,917	35,869,957

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Pro Forma EBITDA

(Unaudited)	For the Three Months Ended March 31, 2021			
	Ondas Holdings Inc.	American Robotics	Transaction Accounting Adjustments	Pro Forma Combined
Net Loss	\$ (3,138,119)	\$ (527,800)	\$ (1,402,304)	\$ (5,068,223)
Add back:				
Interest expense	222,587	40,582	(40,582)	222,587
Depreciation and amortization	149,754	-	683,100	832,854
Interest income and miscellaneous income	(34)	(235,846)	-	(235,812)
EBITDA	(2,765,744)	(723,064)	(759,786)	(4,248,594)
Adjustments				
Impairment loss on intellectual property	34,178	-	-	34,178
Non-cash stock based compensation	1,348,462	17,089	759,786	2,125,337
Adjusted EBITDA	\$ (1,383,104)	\$ (705,975)	\$ -	\$ (2,089,079)

Adjusted EBITDA is one of the primary metrics used by management to evaluate the financial performance of our business. We present Adjusted EBITDA because we believe it is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. Further, we believe it is helpful in highlighting trends in our operating results, because it excludes, among other things, certain results of decisions that are outside the control of management, while other measures can differ significantly depending on long-term strategic decisions regarding capital structure and capital investments.

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Leadership



Reese Mozer
Founder & CEO
M.S., Carnegie Mellon



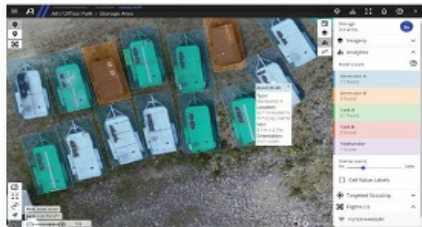
Dr. Vijay Somandepalli
Founder & CTO
Ph.D., Stanford

(1) PWC, 2016

Company Highlights

The only company approved by FAA to operate fully-automated drone without humans on-site

- Fully automated, end-to-end industrial-grade drone system
- Exclusive set of FAA approvals to operate autonomously without humans on-site
- High margin, recurring revenue Robot-as-a-Service (RAAS) business model with \$100B+ TAM⁽¹⁾
- Unique, full stack IP portfolio critical to real-world autonomy
- Deep customer pipeline in industrial and agricultural markets



Summary | Q&A

Q&A

Important Disclosures

Additional Information about the Transaction and Where to Find It

In connection with the proposed transaction described herein, Ondas intends to file relevant materials with the SEC, including a preliminary proxy statement and, when available, a definitive proxy statement. Promptly after filing its definitive proxy statement with the SEC, Ondas will mail the definitive proxy statement and a proxy card to each Ondas stockholder entitled to vote at the meeting of stockholders relating to the transaction. INVESTORS AND STOCKHOLDERS OF ONDAS ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE TRANSACTION THAT ONDAS FILES WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT ONDAS, AMERICAN ROBOTICS, AND THE TRANSACTION. The definitive proxy statement, the preliminary proxy statement, and other relevant materials in connection with the transaction (when they become available), and any other documents filed by Ondas with the SEC, may be obtained free of charge at the SEC's website (www.sec.gov) or by visiting Ondas' investor relations section at www.ondas.com. The information contained on, or that may be accessed through, the websites referenced in this presentation is not incorporated by reference into, and is not a part of, this presentation or any document filed by Ondas with the SEC.

Important Disclosures

Participants in the Solicitation

Ondas and its directors and executive officers may be deemed participants in the solicitation of proxies from Ondas' stockholders with respect to the transaction. The names and other information about those directors and executive officers and a description of their ownership of Ondas common stock and other interests in Ondas and in the transaction will be included in the definitive proxy statement relating to the transaction and will be available at www.sec.gov. Additional information regarding the interests of such participants will be contained in the definitive proxy statement relating to the transaction when available. Other information regarding the interests of the participants in the proxy solicitation will be included in the definitive proxy statement relating to the transaction when it becomes available. These documents can be obtained free of charge from the sources indicated above.

No Offer or Solicitation

This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, by Ondas, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful before the registration or qualification under the securities laws of such state. Any offering of the securities will only be by means of a statutory prospectus meeting the requirements of the rules and regulations of the SEC and applicable law or in accordance with an applicable exemption from the registration requirements thereof.

ONDAS

N E T W O R K S



AMERICAN ROBOTICS



ENABLING MISSION-CRITICAL IOT

Business Update | May 2021

ONDAS
Holdings Inc.