### 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): September 28, 2021

Ondas Holdings Inc.

| (Ex  | act name of registrant as specified in its charter)  |   |
|--|--|---|
| Nevada   | 001-39761  | 47-2615102  |
| (State or other jurisdiction of incorporation)   | (Commission File Number)                             | (IRS Employer Identification No.)   |
| 61 Old South Road, #495,<br>Nantucket, MA  |  | 02554   |
| (Address of principal executive offices)   |  | (Zip Code)  |
| Registrant's telephone number, including area code: (888) 350-999  | 94   |   |
| (Former  | name or former address, if changed since last re     | eport)  |
| Check the appropriate box below if the Form 8-K filing is intended   | d to simultaneously satisfy the filing obligation of | of the registrant under any of the following provisions:  |
| $\hfill \Box$ Written communications pursuant to Rule 425 under the Secu   | rrities Act (17 CFR 230.425)                         |   |
| ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange   | ge 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        | b))   |
| ☐ Pre-commencement communications pursuant to Rule 13e-4(  | c) under the Exchange Act (17 CFR 240.13e-4(c        | 2))   |
| 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 grow the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).  | wth company as defined in Rule 405 of the Secu       | urities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of   |
| Emerging growth company ⊠  |  |   |
| If an emerging growth company, indicate by check mark if the re accounting standards provided pursuant to Section 13(a) of the Ex  |  | sition period for complying with any new or revised financial   |
| decounting standards provided parsuant to section 15(a) of the Ex-   |  |   |
|  |  |   |
|  |  |   |
|  |  |   |
| Jan 701 Develope ED Divisions  |  |   |
| Item 7.01. Regulation FD Disclosure.   |  |   |
| As previously reported in its Current Report on Form "Company") will host a virtual investor presentation focused on 99.1 and incorporated into this Item 7.01 by reference is the presentation. | American Robotics from 10:00 am – Noon ET            |   |
| The information in this Item 7.01 (including Exhibit 99.1 Act of 1934, as amended (the "Exchange Act"), or otherwise be under the Securities Act of 1933, as amended, or the Exchange Act        | subject to the liabilities of that section, nor sha  | be filed for purposes of Section 18 of the Securities Exchange all it be deemed to be incorporated by reference in any filing |
| Item 9.01. Financial Statement and Exhibit.  |  |   |
| (d) Exhibits   |  |   |

Presentation, dated September 28, 2021.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

Exhibit No.

99.1

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Description

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.

### ONDAS HOLDINGS INC.

By: /s/ Eric A. Brock

Eric A. Brock Chief Executive Officer

Date: September 28, 2021

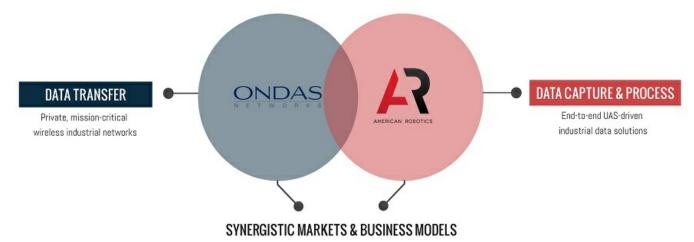


# **DISCLAIMER**

This presentation may contain "forward-looking statements" as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as "expects," "projects," "will," "may," "anticipates," "believes," "should," "intends," "estimates," and other words of similar meaning. Ondas Holdings Inc., and its wholly-owned subsidiaries Ondas Networks, Inc. and American Robotics, Inc. (collectively, "Ondas" or the "Company"), cautions readers that forward-looking statements are predictions based on its current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. The Company's actual results, performance, or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, including, the risks discussed under the heading "Risk Factors" in the Company's most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC"), in the Company's Quarterly Reports on Form 10-Q filed with the SEC, and in the Company's other filings with the SEC. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as required by law.

# BUILDING A POWERFUL INDUSTRIAL TECHNOLOGY PLATFORM

Complementary business and technology platforms for industrial markets



Addressing large, global markets
Target critical infrastructure & gov customers
Software-driven, 'as-a-service' business modes

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# LEADERSHIP TEAM

### **ONDAS**

# A AMERICAN ROBOTICS



Eric Brock
Chairman and CEO
Eric is an entrepreneur with over 25 years of management and investing experience.



Reese Mozer
CEO and Co-Founder
Reese is an entrepreneur
and roboticist with over 10
years of experience
developing and marketing
autonomous drones.



Vijay Somandepalli
CTO and Co-Founder
Vijay brings more than 20
years of robotics, autonomy
and engineering experience
to solving the world's most
challenging problems.

President and CFO
Stewart brings 20 years of experience in the wireless industry to Ondas
Networks.



Kevin Willis
VP of Sales
VP of Sales
Kevin is a sales leadership
executive with over 20 years
of experience with earlystage technology
companies.



Michael Clatworthy
VP of Operations
Michael brings 18 years of
experience leading
operations teams in both
military and corporate
settings.





# PLEASE WATCH INTRODUCTORY VIDEO AT: <a href="https://www.ondas.com/ondas-ar">www.ondas.com/ondas-ar</a>

### 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."

The Washington post AP BUSINESS INSIDER

THE HILL USNews yahoo/news

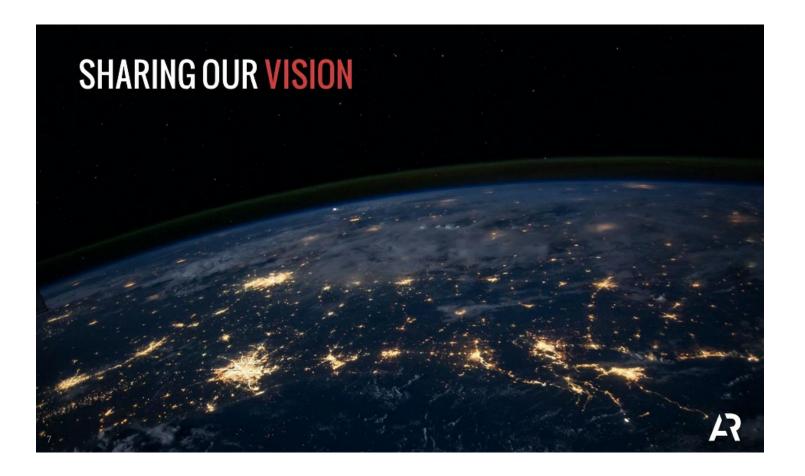
REUTERS engadget THEVERGE GIZMODO

Mashable @NEWS Bloomberg









# THE OPPORTUNITY

# American Robotics is ideally positioned to drive growth in drone market

- Automated drones are the ultimate data gathering solution at the edge
- Massive market opportunity (\$100B+1)
- Most technologically advanced platform in the marketplace
- Industry-leading talent and experience
- Uniquely secured FAA approvals (required for scale)



# PLAYING TO WIN IN HUGE MARKET

# \$100B+ market 1 | Barely penetrated today

# TODAY





(1) PWC: Clority from Above, 2016 Graph is mean to be illustrative. Not to scale.

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# THE LEADING DRONE PLATFORM

# American Robotics has won the initial race.



# **END-TO-END**

A full-stack, end-to-end data capture, process, and analyze solution to assure customer ROI.



# **AUTONOMOUS**

True autonomy via Al-powered dronein-a-box. No pilot or visual observer required on-site ever.



# FAA-APPROVED

First company approved by FAA to operate automated drones. The critical requirement to scale.



# Time to build and extend our lead.



**TEAM** 

Aggressively hiring and expanding team with industry-best talent.



**MANUFACTURING** 

Ramping up manufacturing capacity and investing in manufacture capabilities.



**FIELD OPERATIONS** 

Ramping up and maturing field operations process & infrastructure.

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# FOCUSED ON EXECUTION

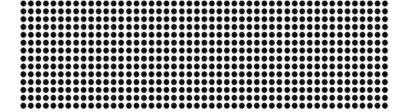
Business plan developed and launched to enable sustained, exponential growth.



Franchise Customers



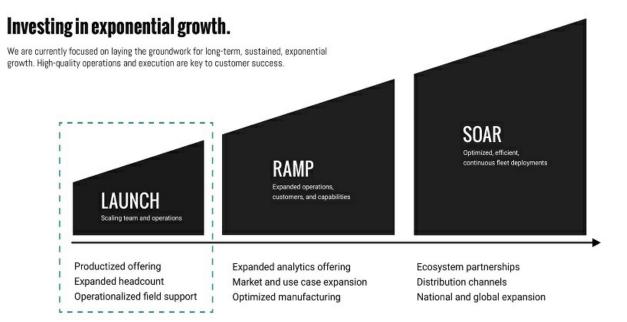
Fleet Deployments



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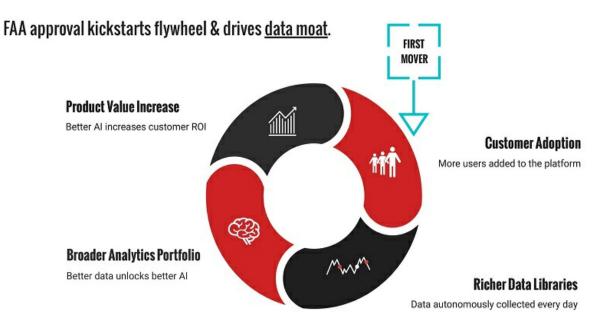
# MULTI-YEAR PLAN LAUNCHED TO SPEED MARKET ADOPTION



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# **AUTOMATED DRONE FLYWHEEL**









# OVERVIEW

- · 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
- · Unique, full stack IP portfolio critical to real-world autonomy
- Deep customer pipeline in industrial and agricultural markets

### **KEY HIGHLIGHTS**

### **World Class Talent**

Carnegie Mellon, Stanford, Kiva Systems, AeroVironment, Ford, GE, CyPhy Works, and others

### Blue Ocean

Huge commercial drone market in excess of \$100 billion according to PwC offers high growth potential

### Attractive Model (RaaS)

Robot-as-a-Service model is a turnkey data solution for customers offering high margins and recurring revenue

### **Financial Strength**

Ondas Holdings offers strong balance sheet to support required investment for growth agenda



### **Company Stats**

Year Founded: 2016 Headcount: 30

Location: Marlborough, MA

### **IP Portfolio**

Patents Issued: 3 Patents Pending: 5 R&D Hours: 200,000+

Key FAA Approval: Secured Jan 2021

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# TRANSFORMATIONAL OPPORTUNITY WITH ONDAS

High-growth platform to invest in large, fast growing industrial data markets



# Strategic Value

- Industrial technology expertise and marketing support
- Ondas' FullMAX wireless technology provides important competitive advantages expanding the addressable market for our Scout System™

### **Shared Vision**

- Platform strategies and as-a-service business models to define next-generation MC-IoT and Industrial UAS markets
- · Ecosystem strategy allows for faster growth and broader platform adoption

# Strength to Deliver

- Use combined technical and management strengths to build the dominant Industrial data platform
- Capital and balance sheet available to execute plan and create shareholder value



### MOMENTUM IS BUILDING IN AN EVENTFUL YEAR

Ondas has provided the resources and infrastructure to accelerate lead.



Hiring program in motion. Top talent continues to join AR.

Team has grown 200%<sup>1</sup>. High-growth trajectory continues. VP, Sales - Kevin Willis

VP, Operations - Michael Clatworthy



Established accelerated Scout System production in support of key customers.

Accepting delivery of recently ordered systems Preparing supply chain for volume production Training CM partners for volume production



Received purchase orders from multiple, scalable franchise customers
Multi-phase, multi-unit order from Stockpile Reports
Orders from many large Fortune 100 energy and infrastructure companies
Maturing operations infrastructure in anticipation of fleet deployments

### Significant developments

- · FAA-approval announced in January
- Developed and released first fullyautonomous drone-based edge data platform
- Ondas acquisition and interim funding
- Accepted invitation to FAA's BVLOS Aviation Rulemaking Committee (ARC)

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AMERICAN ROBOTICS

(1) Since January 2021

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# WHY IS THIS HUGE MARKET UNDER-PENETRATED TODAY?









# THE SCOUT SYSTEM AUTOMATED DATA ON-DEMAND





SCOUTBASE™

Weatherproof storage, docking, charging, and data processing, and data transfer station



### **SCOUTVIEW™**

Secure web interface, mission scheduler, data viewer, analytics software, & API



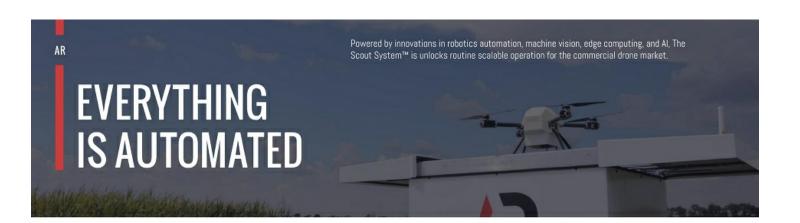


### TASA™

Advanced ground-based air traffic detection sensor

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Launch



Precision Landing



Mission Planning



**Data Processing** 



Flight



Charging



Scheduling



Data Transmission



**Imaging** 



Storage



Obstacle Avoidance



System Diagnostics



# **EXCLUSIVE FAA APPROVAL CRITICAL TO COMMERCIAL MARKETS**



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

# 0

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

Key to permitting automated operation, drones must not require a pilot to be on-site with eyes on the drone during operation.



### No Visual Observers or Humans Required

Also, it must be permitted that no humans of any kind are required to be present on-site while the drone is flying. Without this ability, true automation is not possible.



### In-Person Preflight Checks Not Required

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



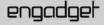
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### Flight Over Roads Permitted

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



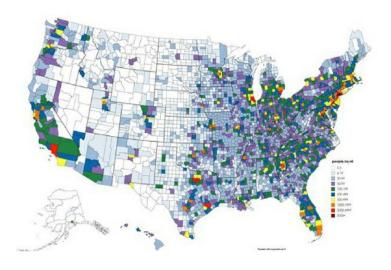
"This authorization marks a seminal legal milestone, one that paves the way for developers in the drone industry to expand operations for pilot-less aircraft."





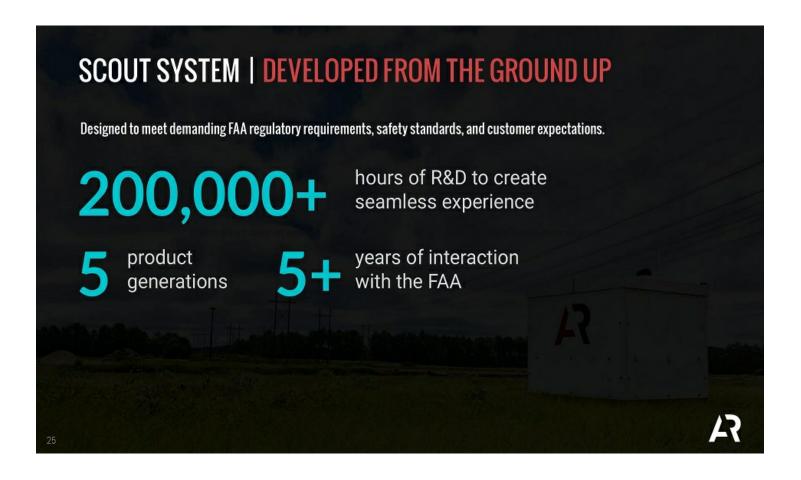
# WIDE-RANGING APPLICABILITY OF FAA APPROVAL

Unique approval opens a large, commercial market for American Robotics



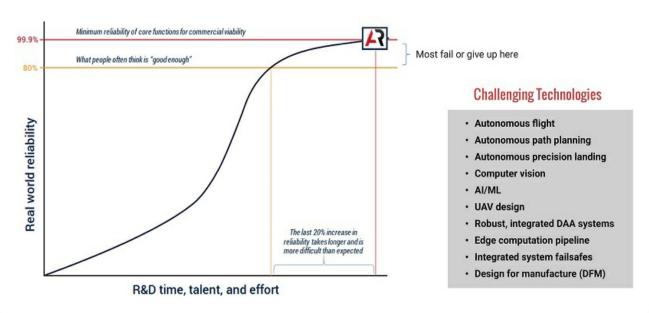
### Important Requirements

- Rural locations with population density < 370 people per sq. mile</li>
- · Class G airspace
- · Under 400 feet altitude
- Requires site-by-site additions to waiver to be approved
- What does this all mean? AR currently has the potential to operate autonomously across the vast majority of the United States



# COMMERCIAL VIABILITY OF INDUSTRIAL DRONE OEMS

We believe majority of competitors have naive assumptions about what qualifies as "good enough"



# SETTING THE STANDARD FOR COMMERCIAL SUCCESS

Key intellectual property assets created with top robotics talent

# **AUTONOMY**

Machine vision-enabled precision landing Al-powered 3-dimensional path-planning Multi-sensor fusion for real-world situational awareness



# **ANALYTICS**

Advanced Al-based classification and anomaly detection Ultra high-resolution change detection and user alerts Data API to enable broad ecosystem integration

# **BACKEND**

Data capture, processing and delivery pipeline Redundant Wi-Fi, radio, and cellular communication Automated system diagnostics and failsafe management

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### FRONTEND

24/7 remote access via web and mobile application Industry-optimized data visualization features Customizable data collection parameters and scheduling

# **CUSTOMER ACCESS FROM ANYWHERE IN THE WORLD**

# ScoutView™

- Our front-end ScoutView™ software package allows for customer mission planning and access to data analytics dashboards.
- · Command units to gather data:
  - · On-demand
  - · On a schedule
  - · Event triggered

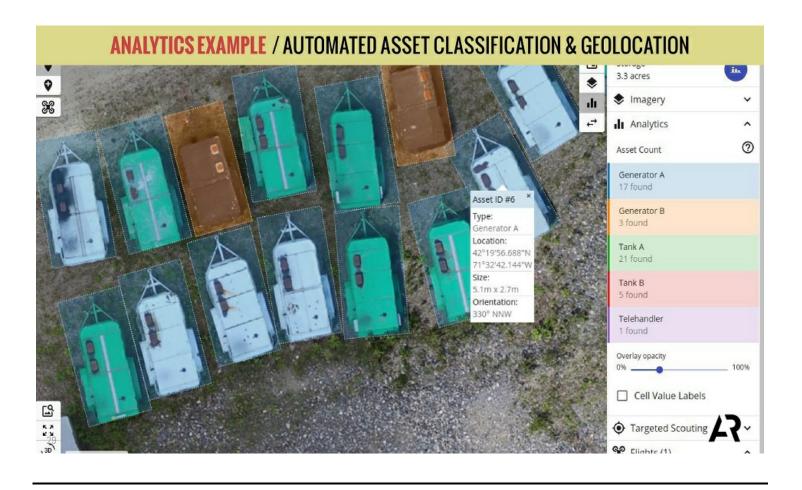


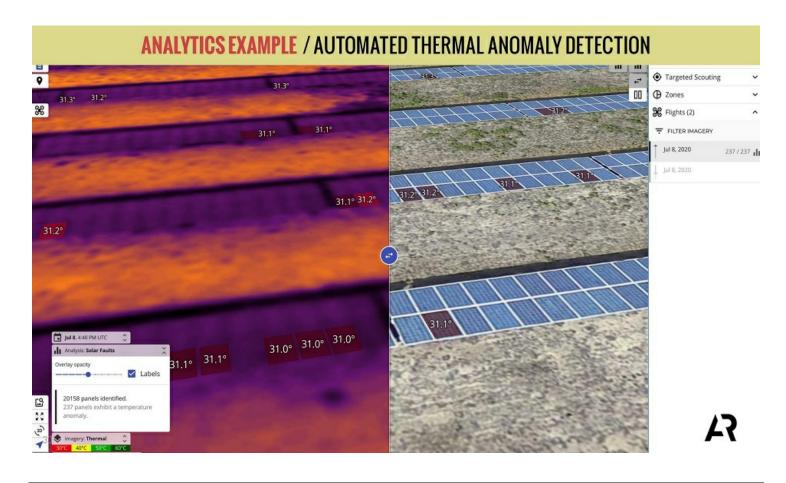














There's an untapped well of data across every physical asset in the world. Scout Systems represent the potential to collect, process, and analyze thousands of petabytes of data.

This represents a generational opportunity to unlock real-world use cases for Al.

GB per system per day

365 days of operation per year

10,000,000+ applicable assets around the world

# REMOTE OPS | DESIGNED FOR ONE TO MANY

# ScoutOps™

- · Remote Operator software used by American Robotics staff to oversee fleet operations occurring around the world
- · Automated flights are reviewed and approved before occurring
- · Health data is tracked and streamed back to company







# REMOTE OPS | REMOTE OPERATIONS CENTER

AR staff oversee automated operations occurring throughout the United States





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# INTEGRATED WIRELESS COMMUNICATIONS

Long-range, industrial-grade comms are key to scalability of automated drone solutions



### System Requirements

- · Reliable
- Secure
- · Extremely wide-area
- High-bandwidth
- Uses
  - · Command and control (C2)
  - · Telemetry link to drone
  - · Data transfer to cloud
- Roadmap Ondas FullMAX





"

"

"Like the internet and GPS before them, drones are evolving beyond their military origin to become powerful business tools... They've already made the leap to the consumer market, and now they're being put to work in commercial and civil government applications from firefighting to farming. That's creating a market opportunity that's too large to ignore.

– Goldman Sachs Drones: Reporting for Work



# MARKET OPPORTUNITY

### A \$100B+1 Addressable Market

\$68.1B \$25.6B \$20.2B

### INDUSTRIAL MARKET

Sub-Markets: Oil & Gas, Solar, Nuclear, Hydro, Coal, Utilities, Construction, Poets, Railways, Prisons, Warehouses, Factories, Stockpile Yards, Mining, Delivery Use Cases: D&M, Asset Inspection, Asset Tracking, Asset Security, Safety & Regulatory Compliance

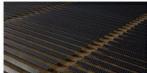
### AGRICULTURE MARKET

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**

Markets: Border Security, Base Security, FOB Security, Embassy Security, Vehicle Security Use Cases: ISR, Perimeter Surveillance,









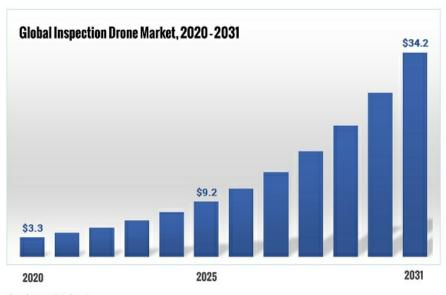
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# (1) PWC: Clority from Above, 2016

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# **INSPECTION - DRIVING COMMERCIAL UAS ADOPTION**

Persistent, daily data collection characterizes UAS Inspection applications



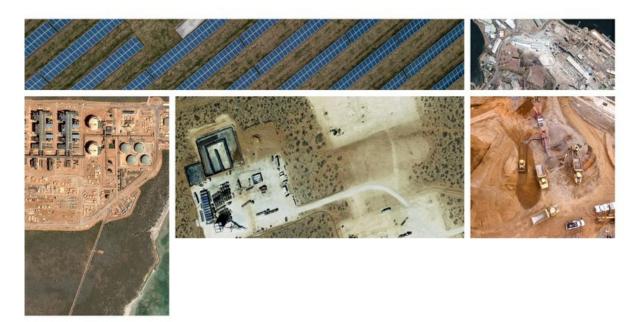
### **Market Projections**

- \$34B market in 2031
- · 24% CAGR 2021-2030
- · Representative Markets:
  - · Oil & gas fields
  - Solar farms
  - · Mining operations
  - · Power lines
  - · Utility substations
  - Railyards

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Source: Transparency Market Research

# **AUTONOMY OPENS VAST INDUSTRIAL END MARKETS**



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# MASSIVE SCALE OF OPPORTUNITY

Every industrial asset. Every day.

Select Markets, US Only. (1)(2)(3)(4)

| MARKET      | ASSET                | NUMBER  |
|-------------|----------------------|---------|
| 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 track       | 140,000 |
| Energy      | Power plants         | 5,000   |
| Energy      | Solar farms          | 2,500   |
| Agriculture | Applicable farms     | 400,000 |
| Defense     | Miles of border      | 7,500   |
| Defense     | Military bases       | 1,500   |



<sup>(1)</sup> Why America's Infrastructure Needs the Drone Industry | Commercial UAV News, 2021. (2) Today in Energy - U.S. Energy Information Administration (Elu), 2021. (3) This May Show Every Power Plant in the United States (visualepitalist.com), 2019. (4) Trump's border well How many miles have been built? - Washington Past, 2020.







# PENT-UP DEMAND FOR AUTOMATED DRONE SOLUTION

We see significant pent-up demand for our market-leading Scout System™

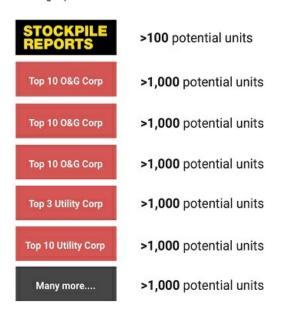
- Large, sophisticated customers with budgets and ROI
- · Need to amp inventory production for field installs
- · Positioning to ensure high quality experience for initial franchise customers

Our growth plan addresses near-term bottlenecks; provides for operations scaling to support customer fleet deployments



# TIER-ONE CUSTOMER PIPELINE

Evaluating top customers based on estimated demand size. Currently building and shipping pilot systems to qualified customers.



### **Key Go-To-Market Stats**

### >15

Engaged Fortune 500 companies paying for or discussing pilot programs

### 6 months

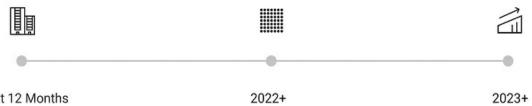
Average expected sales cycle

### 100s / 1000s

Typical target customer unit potential

# **GO-TO-MARKET | THREE-YEAR PLAN TO SCALE**

Prepping organization and infrastructure for large scale fleet deployments across the United States



### Next 12 Months

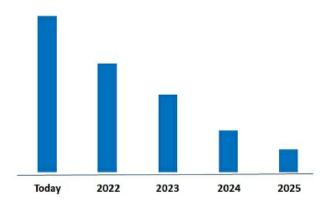
Talent acquisition Supply chain launch Establish field operations Franchise customer focus Initial fleet deployments Ecosystem engages Scalable field operations Expanded use cases

Accelerated fleet growth New customers pipeline Expand payloads Full suite of use cases

# PREPARATION FOR HIGH-VOLUME PRODUCTION

Preparing contract manufacturing partners to produce and deliver 1000s of systems

### Efforts Underway for Scout Production Cost Reduction



### Production Capacity Goals<sup>1</sup>

### Production increase and cost decrease via:

- · Design for manufacturing (DFM)
- · Supply chain management
- · Volume economics
- · High-volume CM partners

### **Production Capacity Goals**

- 2021 10s
- · 2022 100s
- · 2023 1000s

(1) Reflect management goals. Not a forecast

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# **ROBOT-AS-A-SERVICE (RAAS)**

True automation allows for a complete solution and attractive business model

### Bundled hardware, software, operations, and maintenance:

- Lowers the annual cost of data acquisition by 90%
- · Provides AR with recurring software-like margins

### Allows for:

- Software upgrades, and new features monetizable through tiered pricing and app store-like concept.
- Continuous improvements in user experience and potential for increased revenue per unit over time.

### **Advantages for Customers**

ANNUAL SUBSCRIPTION FOR SERVICE

**REAL-TIME AUTOMATED OPERATION** 

LOW UPFRONT CAPITAL COSTS

NO LONG-TERM RISK

NO MAINTENANCE RESPOSIBILITIES

NO CUSTOMER PILOT TRAINING



# THE ECONOMICS OF AUTOMATION

### Average cost of drone pilot service in US, ~\$150/hour1

Pilot cost ranges from \$100 to \$500 per hour. Source: DroneDeploy<sup>1</sup>



### 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

10x - 25x cheaper than manual drone services

(1) Drone Deploy. How to Price Your Drone Mapping Services, 2017

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DRONE PILOT SERVICE

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# SCOUT SYSTEM UNIT ECONOMICS



Annual revenue number is estimate of average annual subscription rate, collected over an estimated service life of 5 years. Actual rates will vary based on system configuration and other factors

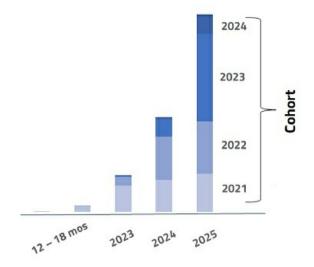
<sup>\*</sup>Manufacturing costs are estimated based on projected increases in volume and manufacturing efficiencies as of 2023

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

Note: 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

# FLEET SALES DRIVE INSTALLED BASE

Exponential growth projected as large customers adopt and continue the operation of fleets



### Key Performance Goals<sup>1</sup>

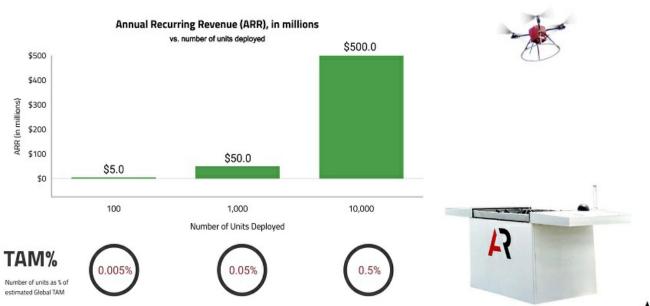
|         | Customers | Units |
|---------|-----------|-------|
| 1 Year  | 10-15     | 50+   |
| 3 Years | 30-40     | 800+  |
| 5 Years | 70-90     | 4000+ |

(1) Reflect monagement goals. Not a forecast.

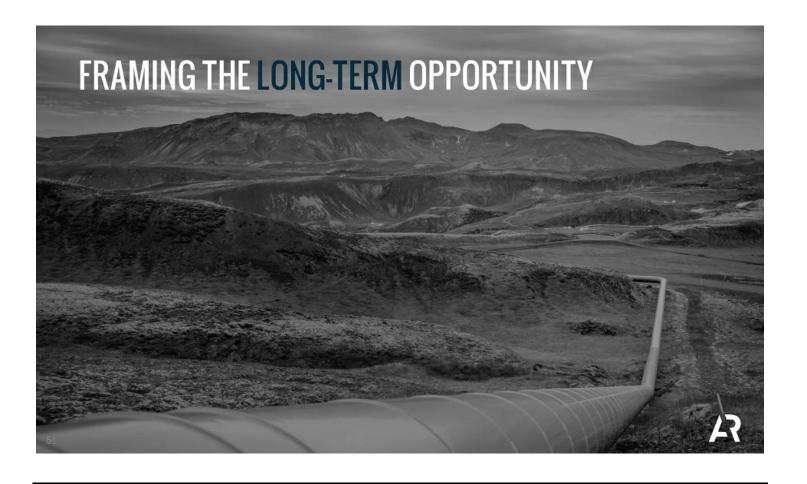
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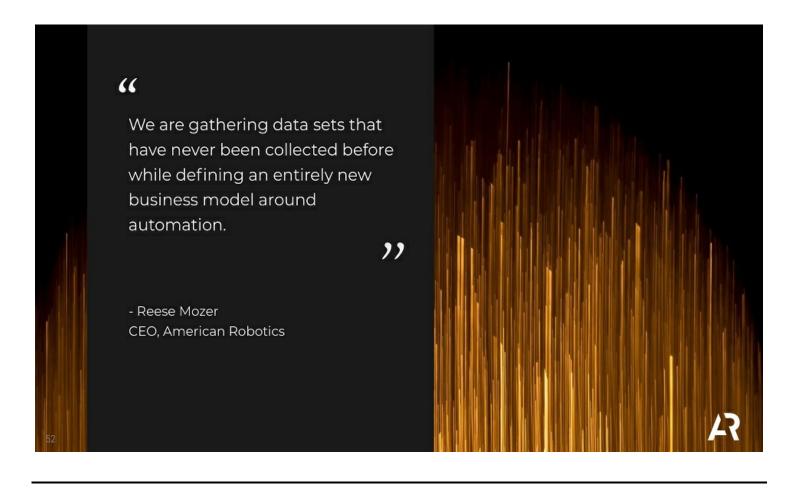


# POTENTIAL ARR



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# **UAS INVESTMENT CYCLE IS STARTING NOW**

Outsized rewards available to leaders who provide high-value, turnkey solutions to complex challenges.

- · Massive addressable market
- · Regulatory and technology convergence
- · Leading UAS companies are being identified

Large market with scalable solutions.

Adoption will <u>not</u> be linear.



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# Business model in place to leverage platform strategy



1. Drive Adoption

2. Scale Data Advantage

3. Leading Platform

TALENT

**EXECUTION** 

DATA

AI/ML

**ANALYTICS** 

**ECOSYSTEM** 



# STAY ON OFFENSE - CEMENT AND EXTEND LEADERSHIP



### **Delivery on Opportunity**

### Leverage the Ondas / AR platform

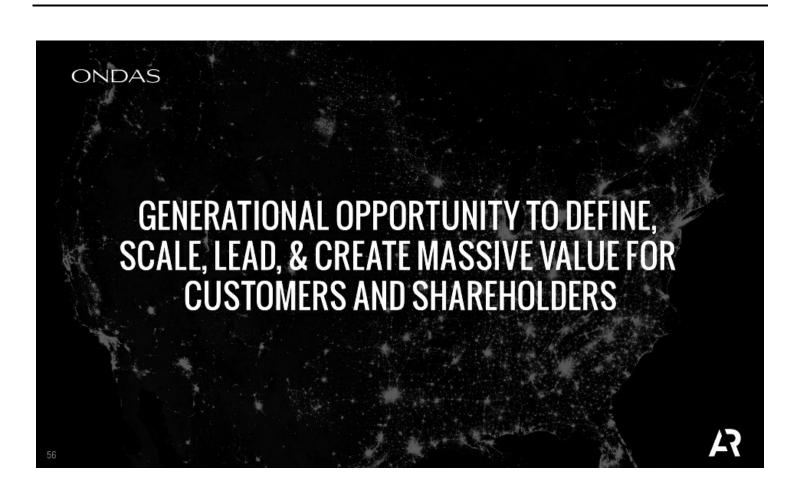
- Management
- · Technical & regulatory expertise
- · Balance sheet
- · Shared ecosystem

### **Broader customer solutions**

- · Applications
- · Data analytics (AI/ML)
- · Payload extensions
- Infrastructure

**DEEPEN THE MOAT** 

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# THANK YOU FOR LISTENING

Please visit our websites and social media pages to stay updated with company progress.

www.ondas.com www.linkedin.com/company/ondasnetworks/ www.twitter.com/OndasNetworks www.american-robotics.com www.linkedin.com/company/american-robotics-inc www.twitter.com/AmericanRobotic



