

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) November 15, 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)

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

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 | 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 2.02. Results of Operations and Financial Condition.

On November 15, 2021, Ondas Holdings Inc. (the "Company") issued a press release announcing its financial results for the third quarter of 2021. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. A slide presentation, which includes supplemental information relating to the Company's financial results for the third quarter of 2021, is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information in Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1 and Exhibit 99.2) is furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in Item 2.02 of this Current Report on Form 8-K (including Exhibit 99.1 and Exhibit 99.2) shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release, dated November 15, 2021. |
| 99.2 | Presentation, dated November 15, 2021. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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.

Date: November 15, 2021

By: /s/ Eric A. Brock
Eric A. Brock
Chief Executive Officer

Ondas Holdings Reports Third Quarter 2021 Financial Results

Ondas Networks receives first Commercial 900 MHz Rail Order from Siemens Mobility for a Class I railroad

American Robotics secures order in Oil & Gas and begins to scale

Ondas invests in artificial intelligence company, Dynam.AI

Nantucket, MA – November 15, 2021 - Ondas Holdings Inc. (NASDAQ: ONDS), a leading provider of private wireless, drone and automated data solutions through its wholly owned subsidiaries, Ondas Networks Inc. (“Ondas Networks”) and American Robotics, Inc. (“American Robotics” or “AR”), today announced financial and operating results for the third quarter of 2021. Management is hosting an earnings conference call and audio webcast to discuss results today, November 15, at 8:30 a.m. ET.

During the third quarter of 2021, Ondas Holdings continued to make significant business development progress at both of its wholly owned subsidiaries, Ondas Networks and American Robotics. At Ondas Networks, we advanced our commercialization efforts with the Class 1 Rails, delivered, and expanded on our partnership with Siemens Mobility, and completed Phase 1 of AURA Networks’ Command and Control (“C2”) requirements for their nationwide Unmanned Aerial Systems (“UAS”) network. At American Robotics, we accelerated the execution of AR’s business expansion plan and commenced scaling the organization to support multiple Franchise customers with our market-leading Scout System™.

“The third quarter marked an important transition for Ondas Networks as we moved from investment mode to platform delivery and adoption,” said Eric Brock, Ondas’ Chairman and CEO. “We are excited to announce today Ondas Networks has secured its initial commercial order for the 900 MHz railroad communications network which is the culmination of several years of work by our incredibly talented and dedicated team. In addition, we have accelerated our expansion efforts with our recent acquisition of American Robotics. American Robotics is off to a great start scaling our customer-driven services platform and continues to see significant customer demand for our Scout System™.”

Recent Highlights – Ondas Networks

- Ondas Network and Siemens Mobility launched the Airlink family of radios including completion of our first joint development program for the 900 MHz railroad band.
- Ondas Networks secured its first commercial 900 MHz Rail Order from Siemens Mobility for a major Class I Railroad for delivery by year-end.
- Ondas received four additional product development orders from Siemens Mobility including one for the development of a new locomotive telemetry radio for a major Asian Rail customer.
- Ondas completed Phase 1 development for AURA Networks with proven Command & Control (“C2”) capabilities for drone operations.

Recent Highlights – American Robotics

- American Robotics received its first purchase order from a Fortune 100 Oil & Gas company; and delivered an initial Scout System™ to the customer.
- American Robotics matured its integration of products with Stockpile Reports; and prepared for expanded Scout™ sales and deployments with Stockpile.
- American Robotics & Ondas Holdings signed a new lease for joint headquarters in Waltham, MA and expect to finalize the move in early 2022.
- American Robotics entered into a strategic partnership with Dynam.AI to accelerate development of proprietary AI/ML-driven data analytics applications for customers. Separately, Ondas made a strategic investment in Dynam.AI.

Third Quarter 2021 Financial Highlights

Revenues decreased by 54% to approximately \$0.3 million for the three months ended September 30, 2021, as compared to approximately \$0.6 million for the three months ended September 30, 2020. The decrease in revenue was primarily a result of lower product sales and less development revenue in the three months ended September 30, 2021, as compared to the three months ended September 30, 2020. Gross profit decreased by 95% to approximately \$14,000 for the three months ended September 30, 2021, as compared to \$248,000 for the three months ended September 30, 2020, as a result of lower revenue and higher cost of goods sold related to development agreements. Gross profit on a percentage basis was approximately 5% for the three months ended September 30, 2021, compared to 40% for the three months ended September 30, 2020. The lower gross profit percentage was driven by lower amounts of product revenue with higher gross margin and higher cost of goods in development revenue.

Operating expenses increased by \$1.9 million for the three months ended September 30, 2021, as compared to three months ended September 30, 2020. The increase in operating expenses was primarily due to an increase of approximately \$664,000 in professional fees related to the American Robotics acquisition, an increase of approximately \$629,000 in depreciation and amortization expense due to amortization of American Robotics intangible assets, and an increase of approximately \$463,000 in R&D development expenses for the three months ended September 30, 2021.

The Company realized an operating loss of approximately \$4.9 million for the three months ended September 30, 2021, as compared to \$2.7 million for the three months ended September 30, 2020. Operating loss increased primarily as a result of an increase in operating expenses of approximately \$1.9 million primarily associated with the American Robotics acquisition and a decrease in gross profit of approximately \$235,000 for the three months ended September 30, 2021. Net loss was approximately \$4.9 million for the three months ended September 30, 2021, as compared to a net loss of \$3.3 million for the three months ended September 30, 2020.

First Nine Months 2021 Financial Highlights

Revenues increased by 19% to approximately \$2.3 million for the nine months ended September 30, 2021, compared to approximately \$2.0 million for the nine months ended September 30, 2020. The increase in revenue was primarily due to larger amounts of development revenue from Siemens Mobility and AURA during the first nine months of 2021 offset by lower amounts of product revenue.

Gross profit increased by 5% to \$0.9 million as a result of higher revenue for the nine months ended September 30, 2021, as compared to \$0.9 million for the nine months ended September 30, 2020. Gross profit on a percentage basis, was approximately 40% for the nine months ended September 30, 2021, as compared to 45% for the nine months ended September 30, 2020.

Operating expenses increased approximately 36% to \$11.9 million for the nine months ended September 30, 2021, as compared to \$8.7 million for the nine months ended September 30, 2020. The increase in operating expenses was primarily due to an increase of approximately \$1.5 million in professional fees related to the American Robotics

acquisition, an increase of approximately \$644,000 in depreciation and amortization expense due to amortization of American Robotics intangible assets, and an increase of approximately \$743,000 in development expenses for the nine months ended September 30, 2021.

The Company realized an operating loss of approximately \$10.9 million for the nine months ended September 30, 2021, as compared to a loss of approximately \$7.8 million for the nine months ended September 30, 2020. Operating loss increased primarily as a result of an increase of approximately \$1.5 million in professional fees due to the American Robotics acquisition, increase of approximately \$644,000 in depreciation and amortization expense due to amortization of American Robotics intangible assets, and an increase of approximately \$743,000 in development expenses for the nine months ended September 30, 2021. Net loss was approximately \$10.9 million for the nine months ended September 30, 2021, as compared to a net loss of \$9.4 million for the nine months ended September 30, 2020.

The Company held cash and cash equivalents of approximately \$47.5 million as of September 30, 2021, as compared to approximately \$26.1 million as of December 31, 2020.

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Outlook

Ongoing investments in market expansion and deeper penetration of select verticals are expected to continue supporting customer activity as Ondas advances its long-term strategy to drive commercial penetration of its proprietary technology across multiple markets. During the fourth quarter and continuing in 2022, Ondas Networks intends to build inventory and increase internal human resources to meet an expected increase in product demand for both North American Rail and in International markets.

Also, we expect American Robotics to install additional Scout Systems™ for franchise customers in the fourth quarter and continue to build inventory for customer demand. Scout™ deployments will focus on a select group of blue-chip customers in the mining, agriculture, oil & gas and utilities sectors in the coming quarters. In parallel, American Robotics will continue to invest and scale its field service operations to create capacity to handle expanded drone fleet deployments with existing customers and to support new customer activity.

We expect bookings and revenue growth to fluctuate from quarter-to-quarter given the timing of development activity in front of the targeted commercial rollout for the Rail 900 MHz network, the multiple development projects underway with Siemens Mobility and the integration and scaling of American Robotics business.

Earnings Conference Call & Audio Webcast Details

An earnings conference call is scheduled for today, November 15, 2021, at 8:30 a.m. ET. Investors may access a live webcast of the earnings conference call via the “News / Events” page of the Company’s Investor Relations website at <https://ir.ondas.com>. Following the presentation, a replay of the webcast will be available for 30 days in the same location of the Company’s website.

Live Listen Only Webcast
Participant Dial In (toll free)
Participant Dial In (International)
Participant Call Pre-Registration (encouraged)

Webcast Here
1-866-777-2509
1-412-317-5413
Pre-Register Here

About Ondas Holdings Inc.

Ondas Holdings Inc. (“Ondas”) is a leading provider of private wireless, drone and automated data solutions through its wholly owned subsidiaries Ondas Networks Inc. (“Ondas Networks”) and American Robotics, Inc. (“American Robotics” or “AR”). Ondas Networks is a developer of proprietary, software-based wireless broadband technology for large established and emerging industrial markets. Ondas Networks’ standards-based (802.16s), multi-patented, software-defined radio FullMAX platform enables Mission-Critical IoT (MC-IoT) applications by overcoming the bandwidth limitations of today’s legacy private licensed wireless networks. Ondas Networks’ customer end markets include railroads, utilities, oil and gas, transportation, aviation (including drone operators) and government entities whose demands span a wide range of mission critical applications. American Robotics designs, develops, and markets industrial drone solutions for rugged, real-world environments. AR’s Scout System™ is a highly automated, AI-powered drone system capable of continuous, remote operation and is marketed as a “drone-in-a-box” turnkey data solution service under a Robot-as-a-Service (RAAS) business model. The Scout System™ is the first drone system approved by the Federal Aviation Administration for automated operation beyond-visual-line-of-sight (BVLOS) without a human operator on-site. Ondas Networks and American Robotics together provide users in rail, agriculture, utilities and critical infrastructure markets with improved connectivity and data collection capabilities.

For additional information on Ondas Networks and Ondas Holdings, visit www.ondas.com or follow Ondas Networks on Twitter and LinkedIn. For additional information on American Robotics, visit www.american-robotics.com or follow American Robotics on Twitter and LinkedIn.

Information on our websites and social media platforms is not incorporated by reference in this release or in any of our filings with the U.S. Securities and Exchange Commission.

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Forward Looking Statements

Statements made in this release 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. We caution readers that forward-looking statements are predictions based on our 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. Our 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” discussed under the caption “Item 1A. Risk Factors” in Part I of our most recent Annual Report on Form 10-K or any updates discussed under the caption “Item 1A. Risk Factors” in Part II of our Quarterly Reports on Form 10-Q and in our other filings with the SEC. We undertake 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.

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| | September 30, 2021 (Unaudited) | December 31, 2020 |
|---|--------------------------------------|----------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 47,496,527 | \$ 26,060,733 |
| Accounts receivable, net | 1,225,099 | 47,645 |
| Inventory, net | 1,284,336 | 1,152,105 |
| Other current assets | 617,882 | 629,030 |
| Total current assets | <u>50,623,844</u> | <u>27,889,513</u> |
| Property and equipment, net | <u>227,045</u> | <u>163,084</u> |
| Other Assets: | | |
| Goodwill | 33,780,965 | - |
| Intangible assets, net | 46,971,402 | 379,530 |
| Lease deposits | 114,166 | 28,577 |
| Operating lease right of use assets | 972,376 | 51,065 |
| Total other assets | <u>81,838,909</u> | <u>459,172</u> |
| Total assets | <u>\$ 132,689,798</u> | <u>\$ 28,511,769</u> |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current Liabilities: | | |
| Accounts payable | \$ 1,933,593 | \$ 2,368,203 |
| Operating lease liabilities | 585,739 | 56,168 |
| Accrued expenses and other current liabilities | 1,406,335 | 2,832,780 |
| Secured promissory note, net of debt discount of \$0 and \$120,711, respectively | - | 7,003,568 |
| Deferred revenue | 345,830 | 165,035 |
| Notes payable | - | 59,550 |
| Total current liabilities | <u>4,271,497</u> | <u>12,485,304</u> |
| Long-Term Liabilities: | | |
| Notes payable | 300,000 | 906,541 |
| Accrued interest | 40,607 | 36,329 |
| Operating lease liabilities, net of current | 386,932 | - |
| Deferred tax liability | 12,760,200 | - |
| Total long-term liabilities | <u>13,487,739</u> | <u>942,870</u> |
| Total liabilities | <u>17,759,236</u> | <u>13,428,174</u> |
| Commitments and Contingencies | | |
| Stockholders' Equity | | |
| Preferred stock - par value \$0.0001; 5,000,000 and 10,000,000 shares authorized; at September 30, 2021 and December 31, 2020, respectively, and none issued or outstanding at September 30, 2021 and December 31, 2020, respectively | - | - |
| Preferred stock, Series A - par value \$0.0001; 5,000,000 shares authorized; none issued and outstanding at September 30, 2021 and December 31, 2020, respectively | - | - |
| Common stock - par value \$0.0001; 116,666,667 shares authorized; 40,788,681 and 26,540,769 issued and outstanding, respectively at September 30, 2021 and December 31, 2020, respectively | 4,079 | 2,654 |
| Additional paid in capital | 191,050,187 | 80,330,488 |
| Accumulated deficit | (76,123,704) | (65,249,547) |
| Total stockholders' equity | <u>114,930,562</u> | <u>15,083,595</u> |
| Total liabilities and stockholders' equity | <u>\$ 132,689,798</u> | <u>\$ 28,511,769</u> |

ONDAS HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|----------------------------|-------------------------------------|--------------------|------------------------------------|--------------------|
| | 2021 | 2020 | 2021 | 2020 |
| Revenues, net | \$ 283,329 | \$ 614,026 | \$ 2,335,525 | \$ 1,969,598 |
| Cost of goods sold | <u>269,716</u> | <u>365,863</u> | <u>1,405,741</u> | <u>1,087,540</u> |
| Gross profit | <u>13,613</u> | <u>248,163</u> | <u>929,784</u> | <u>882,058</u> |
| Operating expenses: | | | | |
| General and administration | 2,721,785 | 1,823,336 | 7,625,909 | 5,222,180 |
| Sales and marketing | 424,992 | 253,560 | 808,513 | 934,948 |
| Research and development | 1,780,187 | 904,378 | 3,428,406 | 2,555,223 |
| Total operating expenses | <u>4,926,964</u> | <u>2,981,274</u> | <u>11,862,828</u> | <u>8,712,351</u> |
| Operating loss | <u>(4,913,351)</u> | <u>(2,733,111)</u> | <u>(10,933,044)</u> | <u>(7,830,293)</u> |

| | | | | |
|---|-----------------------|-----------------------|------------------------|-----------------------|
| Other income (expense) | | | | |
| Other income | - | 7,262 | 618,781 | 16,275 |
| Interest income | 3,953 | 53 | 11,579 | 211 |
| Interest expense | (4,874) | (463,761) | (571,473) | (1,403,576) |
| Change in fair value of derivative liability | - | (136,323) | - | (136,323) |
| Total other income (expense) | <u>(921)</u> | <u>(592,769)</u> | <u>58,887</u> | <u>(1,523,413)</u> |
| Loss before provision for income taxes | (4,914,272) | (3,325,880) | (10,874,157) | (9,353,706) |
| Provision for income taxes | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Net loss | <u>\$ (4,914,272)</u> | <u>\$ (3,325,880)</u> | <u>\$ (10,874,157)</u> | <u>\$ (9,353,706)</u> |
| Net loss per share - basic and diluted | <u>\$ (0.13)</u> | <u>\$ (0.17)</u> | <u>\$ (0.34)</u> | <u>\$ (0.47)</u> |
| Weighted average number of common shares outstanding, basic and diluted | <u>38,837,940</u> | <u>19,756,463</u> | <u>31,707,964</u> | <u>19,944,484</u> |

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ONDAS HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|---------------------|
| | 2021 | 2020 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (10,874,157) | \$ (9,353,706) |
| Adjustments to reconcile net loss to net cash flows used in operating activities: | | |
| Depreciation | 77,825 | 74,079 |
| Amortization of deferred financing costs | 120,712 | 481,916 |
| PPP Loan forgiveness | (666,091) | - |
| Amortization of intangible assets | 682,239 | 13,152 |
| Change in fair value of derivative liability | - | 136,323 |
| Amortization of right of use asset | 166,580 | 206,161 |
| Loss on Intellectual Property | - | 33,334 |
| Stock-based compensation | 1,955,073 | 3,047,970 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (1,165,219) | (523,573) |
| Inventory | (132,231) | (120,799) |
| Other current assets | 101,148 | (205,992) |
| Accounts payable | (577,269) | 701,825 |
| Deferred revenue | 173,377 | (69,632) |
| Operating lease liability | (155,963) | (357,860) |
| Accrued expenses and other current liabilities | (1,329,680) | 1,061,665 |
| Net cash flows used in operating activities | <u>(11,623,656)</u> | <u>(4,875,137)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Patent costs | (14,111) | (27,915) |
| Purchase of equipment | (80,358) | (8,598) |
| Purchase of American Robotics, Inc., net of cash acquired | (8,528,844) | - |
| Proceeds from sub-lease deposit | - | 19,332 |
| Security deposit | (61,423) | 3,575 |
| Net cash flows used in investing activities | <u>(8,684,736)</u> | <u>(13,606)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from paycheck protection program loan | - | 666,091 |
| Proceeds from sale of preferred stock, net of costs | - | 4,217,969 |
| Proceeds from exercise of warrants | 1,344,895 | - |
| Proceeds from 2021 Public Offering, net of costs | 47,523,569 | - |
| Payments on loan payable | (7,124,278) | - |
| Net cash flows provided by financing activities | <u>41,744,186</u> | <u>4,884,060</u> |
| Increase (decrease) in cash and cash equivalents | 21,435,794 | (4,683) |
| Cash and cash equivalent, beginning of period | 26,060,733 | 2,153,028 |
| Cash and cash equivalents, end of period | <u>\$ 47,496,527</u> | <u>\$ 2,148,345</u> |

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

| | | |
|----------------------------|--------------|-------------|
| Cash paid for interest | \$ 1,038,532 | \$ 11,939 |
| Cash paid for income taxes | <u>\$ -</u> | <u>\$ -</u> |

SUPPLEMENTAL SCHEDULE OF NON-CASH FINANCING ACTIVITIES:

| | | |
|--|------------|------------|
| Forgiveness of accrued officers salary | \$ 135,103 | \$ 150,002 |
|--|------------|------------|

| | | |
|------------------------------------|------|--------------|
| Debt exchanged for preferred stock | \$ - | \$ 265,779 |
| Accrued interest converted to debt | \$ - | \$ 1,254,236 |
| Shares issue for extension of debt | \$ - | \$ 390,000 |

Investor Relations for Ondas Holdings Inc.
Stewart Kantor, President and CFO
Ondas Holdings Inc.
888.350.9994 Ext. 1009
ir@ondas.com

Media Contacts for American Robotics, Inc.
Chelsea Higgins
BIGfish Communications
americanrobotics@bigfishpr.com
617.713.3800

Source: Ondas Holdings Inc.

The slide features a dark blue background with a city skyline at night and a communication tower on the right. On the left, there are three overlapping triangular sections: a dark blue one with the 'ONDAS NETWORKS' logo, a white one with the 'AR AMERICAN ROBOTICS' logo, and a light blue one with a drone flying. At the bottom, there is a white structure with the 'AR' logo in a field of corn.

ONDAS

Holdings Inc.

Q3 2021 Earnings Release

ONDAS
NETWORKS

AR
AMERICAN ROBOTICS

November 15, 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. ("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.



Eric Brock

Chairman and CEO

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



Stewart Kantor

President and CFO

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



Reese Mozer

CEO, American Robotics

Reese is an entrepreneur and roboticist with over 10 years of experience developing and marketing autonomous drones.

Ondas Holdings – A Powerful Industrial Technology Platform

DATA TRANSFER

Private, mission-critical wireless industrial networks Platform & SaaS Model

ONDAS
NETWORKS



DATA CAPTURE & PROCESS

End-to-end UAS-driven industrial data Solutions RaaS Model

SYNERGISTIC MARKETS & BUSINESS MODELS

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

Q3 Earnings Call | Agenda

01 Progress on Key Priorities

02 Q3 Financial Review

03 Strategic Review

04 Outlook

05 Investor Q&A



Progress on Key Priorities

ONDAS
Holdings Inc.



Transitioning from Investment mode to platform delivery

- ▶ Commercial adoption begins in critical 900 MHz with Class 1 Rails
 - ▶ Initial 900 MHz order secured; more expected
- ▶ Siemens partnership continues to broaden
 - ▶ More joint-development, International & Transit markets
- ▶ Aura Phase 1 project completed



Business expansion plan launched – AR Scaling

- ▶ Key hires being on-boarded
- ▶ Scout production ramped; deliveries to accelerate
- ▶ Customer activity expanding; ConocoPhillips and Syngenta on board
- ▶ Dynam.AI partnership announced; ecosystem developing

▶ Q3 Review | Financial Results

| SELECT P&L DATA (Unaudited) | Three Months Ended | |
|--------------------------------|--------------------|-------------|
| | 2021 | 2020 |
| Revenues, net | \$ 283,329 | \$ 614,026 |
| Cost of goods sold | 269,716 | 365,863 |
| Gross profit | 13,613 | 248,163 |
| Operating expenses: | | |
| General and administration | 2,721,785 | 1,823,336 |
| Sales and marketing | 424,992 | 253,560 |
| Research and development | 1,780,187 | 904,378 |
| Total operating expenses | 4,926,964 | 2,981,274 |
| Operating loss | (4,913,351) | (2,733,111) |
| SUPPLEMENTAL INFO: | | |
| Stock-based Compensation | 304,954 | 1,165,297 |

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▶ Q3 Review | Financial Results

| SELECT P&L DATA (Unaudited) | Nine Months Ended | |
|--------------------------------|-------------------|--------------|
| | 2021 | 2020 |
| Revenues, net | \$ 2,335,525 | \$ 1,969,598 |
| Cost of goods sold | 1,405,741 | 1,087,540 |
| Gross profit | 929,784 | 882,058 |
| Operating expenses: | | |
| General and administration | 7,625,909 | 5,222,180 |
| Sales and marketing | 808,513 | 934,948 |
| Research and development | 3,428,406 | 2,555,223 |
| Total operating expenses | 11,862,828 | 8,712,351 |
| Operating loss | (10,933,044) | (7,830,293) |
| SUPPLEMENTAL INFO: | | |
| Stock-based Compensation | 1,955,073 | 3,047,970 |

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| SELECT CASH FLOW DATA (Unaudited) | Nine Months Ended September 30, | |
|---|------------------------------------|----------------|
| | 2021 | 2020 |
| Net cash used in operating activities | \$ (11,623,656) | \$ (4,875,137) |
| Net cash used in investing activities | (8,684,736) | (13,606) |
| Net cash provided by financing activities | 41,744,186 | 4,884,060 |
| Increase (Decrease) in cash | 21,435,794 | (4,683) |
| Cash and cash equivalents, beginning | 26,060,733 | 2,153,028 |
| Cash and cash equivalents, end | \$ 47,496,527 | \$ 2,148,345 |

Key Accomplishments



ASSOCIATION OF
AMERICAN RAILROADS

- ▶ **Class 1 Rails move towards FullMAX platform adoption**
 - ▶ Initial 900 MHz order received; additional orders expected
- ▶ **Expanded MC-IoT Rail lab launch pending**

SIEMENS

- ▶ **Siemens expands product development and broadens marketing effort to new International and Transit markets**

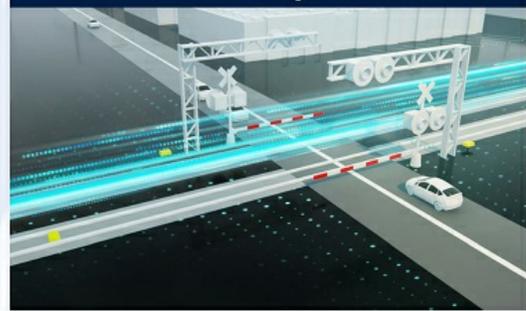
AURA

- ▶ **Completed Phase 1 Transitional C2 network development for Aura**

▶ Ondas and Siemens Secure Order from Class I Railroad for 900 MHz Network

- ▶ First 900 MHz Orders Secured by Siemens from a Class I Railroad (for year-end delivery)
- ▶ Multiple development programs underway for both North American and International markets:
 - ▶ New On-Board Locomotive Telemetry product for North America – awarded in January 2021
 - ▶ New On-Board Locomotive Telemetry product for major Asian market – awarded in November 2021
 - ▶ More FullMAX integration planned

Siemens: Focus on Rail Digitalization at RSSI



Airlink Radios: This private and wide-area broadband network was showcased for the first time in September this year at the Railway Systems Supplier Show in Indianapolis as part of the Siemens exhibit.

Siemens describes it as the **“next generation of IP-based railway communication for the automated railroad of the future.”**

- *Railway Age, September 23, 2021*

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▶ The North American MC-LoT Rail Lab

- ▶ Why a Lab?
 - ▶ Enables optimization of different network configurations
 - ▶ Ensures interoperability / coexistence among the Class I Rails using shared licensed spectrum
 - ▶ Allows for Next-Generation Application Testing in a controlled environment
 - ▶ Rail Network Engineer training
- ▶ Lab Awarded to Ondas in June 2021
- ▶ Contracting being led by the Association of American Railroads (“AAR”), purchasing through Siemens with expected completion before year-end
- ▶ Location: Ondas HQ, Sunnyvale, California
- ▶ Additional labs expected Rail Facilities

Validates RR adoption of IEEE 802.16s/t (FullMAX) as next-generation MC-LoT communications platform across multiple legacy networks

MC-LoT Lab will have a broader mandate than originally planned



ORIGINAL
Federated Lab
900 MHz
Funded by select RRs



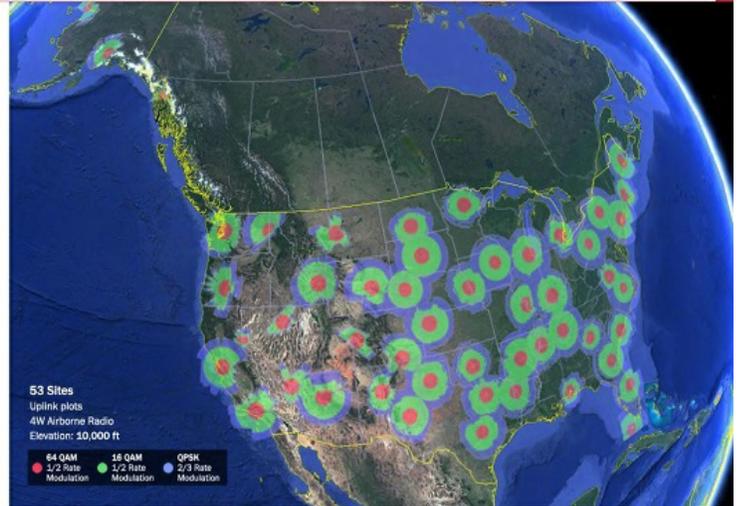
EXPANDED
IEEE 802.16t Lab
900, 450, 160 MHz
Funded by AAR

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▶ Completed AURA Phase 1 development

Aura project has validated Ondas' Command & Control ("C2") capabilities for secure, reliable UAS communications

- ▶ Completed Phase I software and hardware development for Aura
- ▶ Expect to receive additional orders in Q4 to support testing and commercialization efforts
- ▶ Transitional C2 network equipment for unmanned aviation supported by significant real world aerial testing



AURA has constructed a private, nationwide, air-to-ground communications network utilizing dedicated licensed frequencies; the network is based on Ondas SDR FullMAX technology



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Ondas FullMAX SDR C2 platform is frequency agnostic

▶ AR | BUSINESS EXPANSION PLAN LAUNCHED

Business Operations

- ▶ Hiring on-target – headcount expanded 200% YoY
- ▶ Onboarded key personnel and industry-leading talent at all levels :
 - ▶ VP of Sales, VP of Operations, VP of Engineering, Director of Talent, Director of Flight Operations, and Director of Product.
 - ▶ Backgrounds include GE, Baker Hughes, iRobot, CyPhy Works, Kespry, AeroVironment, MIT Lincoln Labs, Ford, and IBM.
- ▶ Personnel added supports increased sales, manufacturing, and deployment of Scout Systems.
- ▶ AR and Ondas Holdings signed lease on new joint HQ in Waltham, MA; expect to finalize move in early 2022

Manufacturing

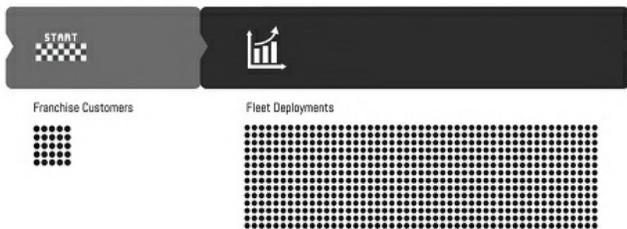
- ▶ Optimizing supply chain and manufacturing capacity to satisfy existing customer demand.
- ▶ Partnered with industry-leading contract manufacturers (CMs) in the Northeast; CMs positioned to increase Scout™ production rate
- ▶ Initial Scout System™ units have been delivered and installed at customer sites.



▶ AR | BUSINESS EXPANSION PLAN LAUNCHED

Sales & Pipeline Activity

- ▶ Received purchase order from ConocoPhillips; initial Scout System™ delivered.
- ▶ Received purchase order from Syngenta for Q2 delivery
- ▶ Completed product integration with Stockpile Reports; additional installations are planned beginning in Q4 following the initial success.
- ▶ Additional Fortune 500 industrial companies are expected to purchase units for delivery in Q4, Q1, and Q2.
- ▶ Expect customer backlog to build in the coming months as we are able to support increased customer field activity.
- ▶ These Franchise customers represent the ability to purchase and utilize fleets of Scout Systems across the United States and the world.



STOCKPILE REPORTS

- Top 10 O&G Corp
- Top 10 O&G Corp
- Top 10 O&G Corp
- Top 10 Utility Corp
- Top 10 Utility Corp
- Many more...



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▶ Ondas Invests in artificial intelligence with Dynam.AI

American Robotics establishes partnership with dynam.AI, a software developer for complex artificial intelligence and machine learning projects.

- ▶ American Robotics enters into a joint development, services and marketing agreement with Dynam.AI
- ▶ Partnership supported by Ondas Holdings equity investment in Dynam.AI
- ▶ Funds used to support Dynam's proprietary Vizlab™, an AI/ML platform - an advanced developer toolkit for data scientists
- ▶ Expand and enhance AR's IP library and analytics capabilities with artificial intelligence based on physics-based algorithms



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Transitioning from Investment mode to platform delivery

- ▶ Critical 900 MHz adoption beginning
- ▶ Growing with Siemens in new markets
- ▶ Preparing production and inventory for 2022



Business expansion plan launched – AR is Scaling

- ▶ Customer delivery platform scales with key personnel
- ▶ Scout System™ production ramping
- ▶ Customer activity expanding; increased volume of orders and installs to come

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ONDAS
NETWORKS

ONDAS
NETWORKS

AR
AMERICAN ROBOTICS



Thank you for attending

