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): August 23, 2023

MOVELLA HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)

001-40074 (Commission File Number)

98-1575384 (IRS Employer Identification No.)

Suite 110, 3535 Executive Terminal Drive

Henderson, NV (Address of Principal Executive Offices) 89052 (Zip Code)

(725) 238-5682 (Registrant's telephone number, including area code)

Check	the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing oblig	ation of the registrant under any of the follo	wing provisions (see General Instruction A.2. below):			
	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))					
Securit	ies 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, \$0.00001 par value per share		MVLA	The Nasdaq Stock Market LLC			
Warrants, each warrant exercisable for one share of common stock at an exercise price of \$11.50		MVLAW	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 check mark 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. the Exchange Act. \square

Item 7.01 Regulation FD Disclosure

Attached as Exhibit 99.1 is a presentation that Movella will use in connection with a presentation to certain potential investors on August 24, 2023, as well as the Jefferies Semiconductor, IT Hardware & Communications Technology Summit in Chicago on August 29th. 2023.

The information in this Current Report on Form 8-K (the "Report") furnished pursuant to Item 7.01, including Exhibit 99.1, 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 liability under that section, and they shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. By filing this Report and furnishing this information pursuant to Item 7.01, the Company makes no admission as to the materiality of any information in this Report, including Exhibit 99.1, that is required to be disclosed solely by Regulation FD.

Cautionary Statement Regarding Forward Looking Statements

This Report contains "forward-looking statements" regarding Movella Holdings Inc. (the "Company" or "Movella"). Statements in this Report that are not historical in nature may constitute forward-looking statements. In addition, any statements that refer to Movella's future expectations, beliefs, plans, objectives, financial conditions, assumptions, performance, projections, forecasts, or estimates, including with respect to financial or other performance or valuation netrics or market size or opportunity, or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. These statements are based on various assumptions, whether or not identified in this Report, and on the current expectations of Movella's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. The words "anticipate," "believe," "continue," "could," "enable," "estimate," "expect," "extend," "fluture," "intend," "may," "might," "opportunity," "outlook," "plan," "position," "possible," "potential," "predict," "project," "see," "see," "see," "see," "should," "will," "would," and similar expressions, or the negative of such expressions, may identify forward-looking statements but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this Report include, but are not limited to, statements regarding the following: Movella's management team's expectations, hoose, beliefs, intentions or strategies regarding the future.

These forward-looking statements involve a number of risks, uncertainties (some of which are beyond Movella's control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Although Movella believes that it has a reasonable basis for each forward-looking statement contained in this Report, Movella cautions you that these statements are based on a combination of facts and factors currently known and projections of the future, which are inherently uncertain. These risks and uncertainties include, but are not limited to, the following: (i) Movella's success in retaining or recruiting, or changes required in, officers, key employees, or directors; (ii) the lack of a market for Movella's securities; (iii) general economic conditions and Movella's financial performance; (iv) the impact of the COVID-19 pandemic, macroeconomic conditions, and geopolitical crises; (v) the ability to maintain the listing of Movella's shares on a national securities exchange; (vi) changes adversely affecting the businesses in which Movella is engaged; (vii) management of growth; (viii) Movella's ability to execute on its business strategy and plans; (ix) the result of future financing efforts; and (x) risks related to regulatory matters, as well as the factors described under the heading "Risk Factors" in Movella Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022, Movella Holdings Inc.'s registration statement on Form S-1 (File No. 333-271458), Movella Holdings Inc.'s quarterly report on Form 10-K for the year ended December 31, 2022, Movella Holdings Inc. from time to time with the SEC.

If any of these risks materialize or the underlying assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Movella does not presently know or that Movella currently believes to be immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Movella's expectations, plans or forecasts of future events and views as of the date of this Report. Movella anticipates that subsequent events and developments will cause Movella's assessments to change. However, while Movella may elect to update these forward-looking statements at some point in the future, Movella specifically disclaims any obligation to do so, except to the extent required by applicable law. These forward-looking statements should not be relied upon as representing Movella's assessments as of any date subsequent to the date of this Report. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Non-GAAP Financial Measures

Movella Holdings Inc. has provided financial information in this Report that has not been prepared in accordance with GAAP. Adjusted EBITDA, non-GAAP gross profit, and non-GAAP operating loss exclude net loss attributable to non-controlling interests, preferred stock dividends, share-based compensation expense, loss on debt extinguishments related to the consummation of the business combination agreement, debt issuance costs, change in fair value of warrant liabilities fair value adjustments on debt instruments for which we elected the fair value option under ASC 825, and impairment of acquired intangible assets. Adjusted EBITDA also excludes interest expense and interest income, taxes, depreciation and amortization, other income (expense), certain transaction expenses related to the business combination agreement that are not expected to recur, and other infrequent costs.

Adjusted EBITDA, non-GAAP gross profit, non-GAAP gross margin, and non-GAAP operating loss are supplemental measures of our performance that are not required by, or presented in accordance with, GAAP. These non-GAAP financial measures have limitations as an analytical tool and are not intended to be used in isolation or as a substitute for net loss, gross profit, operating loss or any other performance measure determined in accordance with GAAP. We present these non-GAAP financial measures because we consider each to be an important supplemental measure of our performance.

We use these non-GAAP financial measures to make operational decisions, evaluate our performance, prepare forecasts and determine compensation. Further, we believe that both management and investors benefit from referring to these non-GAAP financial measures in assessing our performance when planning, forecasting and analyzing future periods. Share-based compensation expenses are expected to vary depending on the number of new incentive award grants issued to both current and new employees, the number of such grants forfeited by former employees, and changes in our stock price, stock market volatility, expected option term and risk-free interest rates, all of which are difficult to estimate. In calculating non-GAAP financial measures, we exclude certain non-cash and one-time items in order to facilitate comparability of our operating performance on a period-to-period basis because such expenses are not, in our view, related to our ongoing operating performance. We use this view of our operating performance for purposes of comparison with its business plan and individual operating budgets and in the allocation of resources.

We further believe that these non-GAAP financial measures are useful to investors in providing greater transparency to the information used by management in its operational decision-making. The Company believes that the use of these non-GAAP financial measures also facilitates a comparison of our underlying operating performance with that of other companies in our industry, which use similar non-GAAP financial measures to supplement their GAAP results.

Investors and potential investors are cautioned that there are material limitations associated with the use of non-GAAP financial measures as an analytical tool. The limitations of relying on non-GAAP financial measures include, but are not limited to, the fact that other companies, including other companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting their usefulness as a comparative tool. Investors and potential investors are encouraged to review the reconciliation of our non-GAAP financial measures contained within this Report with our GAAP financial results, which is available within Movella Holdings Inc.'s Quarterly Press Release on Form 8-K as Exhibit 99.1 for the three and six months ended June 30. 2023.

Item 9.01. Financial Statements and Exhibits.

(d)	Exhibits

Exhibit Number	Description
99.1	Movella Investor Presentation dated August 24, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

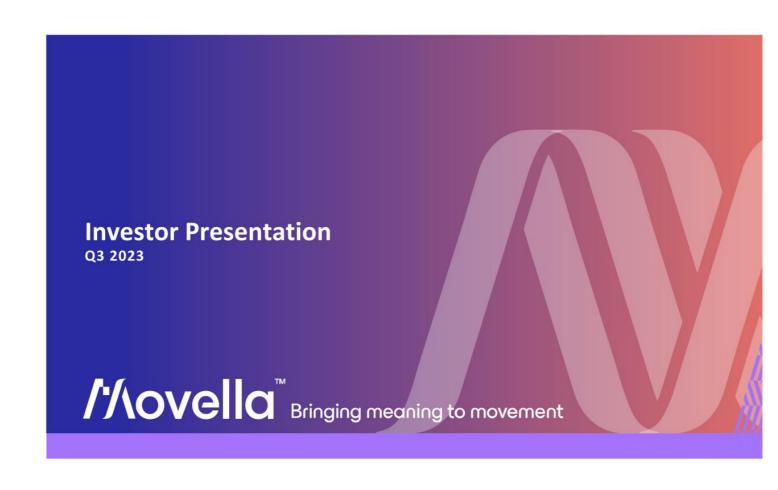
SIGNATURE

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.

Movella Holdings Inc.

August 23, 2023

By: /s/ Stephen Smith
Name: Stephen Smith
Title: Chief Financial Officer



Disclaimer

This information contained in this presentation is confidential information regarding Movella ("Movella" or the "Company"). Such information is being provided on a strictly confidential basis and may not be published, reproduced, copied or disclosed to any other particular without the prior written approval of Movella. The information contained herein does not purport to be all-inclusive and this presentation is made solely for information all purposes and delivered to assist interested parties in making their own evaluation with respect to investing Movella, and no representation or warranty, express or implied, is made by Movella or any of its representatives as to the information contained in these materials or disclosed during any related presentation or discussions. By accepting this presentation, each recipient acknowledges that it will be solely responsible for making its own investigations, including all costs and expenses included and expenses including all costs and

Cutionary Note Regarding Forward-Looking Statements
This presentation contains statements which describe future expectations, plans, results or strategies and can often be identified by the use of terminology such as "may," "will," "estimate," "intend," "continue," "believe," "expect," "anticipate," "should," "could," "potential," "projection," "frenceast," "plan," "trend," "assumption," "opportunity," or similar terminology. Statements other than historical facts, including, but not limited to, those concerning (i) the Francisco Partners financing, (ii) market conditions, (iii) the revenues, earnings, performan strategies, prospects, anticipated product development timing, market opportunities, and other aspects of the businesses of the Company or (iv) trends, consumer or customer preferences or other similar concepts with respect to the Company, are based upon management's cure expectations, assumptions and estimates, and are not guarantees for future results or the timing thereof and should not be relied upon as such. Actual rescuits was differ materially from those contemplated in these statements due to a variety of risks and uncertainties related to a business of Movella, including, but not limited to, (1) changes in domestic and foreign business, market, financial, political, and legal conditions, (2) risks relating to the uncertainty of the projected financial information of the Company, (3) the effects of competition on the Compa business, and (4) other risks discussed in Movella's Annual Report on Form ID-K under the heading "Risk Factors" and reducements that Movella has filled or will file with the Securities and Exchange Commission. The Company does not commit to update or revise the forward-looking statements set forth herein, whether as a result of new information, future events or otherwise, except as may be required by law.

Performance, Statistics and Use of Non-GAAP Financial Measures

Performance, Statistics and Use of Non-GAAP Financial Measures

Past performance is not indicative of future results. This presentation includes certain management estimates or predictions that are not intended to predict the Company's future results, including expected future revenue and revenue growth, expected gross profit margins, expect operating expenses, expected EBITDA, EBITDA Profitability and EBITDA Margin. No representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections, modeling or backteriates and assumptions about future events that rely significantly or management's judgment and that, while presented with numerical specificity and considered reasonable by management, are inherently subject to significant business, economic, competitive, regulatory and other uncertainties and contingencies, all of which are deprived in the presentation. In this presentation, and accordingly, has not expressed an opinion or provided any other form of assurance with respect to any projections for purpose of their inclusion in this presentation, and accordingly, has not expressed an opinion or provided any other form of assurance with respect to the purpose of the presentation.

The delivery of this presentation shall not under any circumstances, create any implication that the presentation is correct in all respects, including as of any time subsequent to the date hereof, and the Company does not undertake any obligation to update such information at any time after such date. Certain information in this presentation may be based upon information from third-party sources which we consider reliable, but the Company does not represent that such information is accurate, complete or sufficient for any purpose and it should not be re upon as such. Some of the data contained herein is derived from information provided by various third-party sources is included herein for illustrative purposes only.

This presentation includes certain financial measures of Movella not presented in accordance with generally accepted accounting principles in the U.S. ("GAAP"), including, but not limited to, gross profit, operating expenses, operating income, EBITDA Margin and EBITDA Profitability in each case presented on a non-GAAP basis. These non-GAAP measures of financial performance may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be conjudered in solation or an alternative to revenue, gross profit or net income or other measures and profit or net income or other measures of profit sublicity, fliquidity or performance under AAP vox bould be aware that the Company's presentation of these measures may not to similarly-titled measures used by index or company in the company's financial results are subject to interest to similarly-titled measures with or company in the company's financial measures of financial results of operations. The Company believes that the usage of those non-GAAP financial measures with those of similar companies, many of which presents to use in evaluating origining operating results and treads in companying the Company's financial measures with those of similar companies, many of which presents are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income terms are excluded or included in determining these on-GAAP financial measures with those of similar companies, many of which present all the companies of the compan

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Movella Digitizes Movement

Movella is a *global leader in digitizing movement* of the human body and of automatons that mimic human movement.

Our full-stack platform (sensors, software, data analytics, and AI) enable a wide range of existing and emerging high-growth markets by generating insights from the data.

Customer benefits include accurate avatar and automaton movements, immersive movies and games, improved athletic performance, and unique health insights.

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Investment Highlights



A global leader in digitization of movement with highly differentiated and integrated full-stack solutions



Critical, scalable enabling technology for multiple high-growth emerging end markets and applications



Proprietary technology protected by rich patent portfolio and decades of trade secrets & know-how



Multiple levers for margin expansion driven by growth, new revenue streams and expense management



Capital-efficient financial model and path to profitability(*)



Experienced leadership team with track record of scaling global businesses organically and inorganically

*Profitability is on an Adjusted EBITDA basis. Adjusted EBITDA is a non-GAAP financial measure that represents Movella's net loss adjusted to exclude (1) deemed dividends from the accretion of Series D-1 preferred stock (2) stock-based compensation expense (3) amonitation of acquired intangibles (4) loss on debt extigasishment (5) longe in fair value of warrant labilities (6) debt issuance costs (7) revaluation of debt, net (8) impairment of intangible assets (9) interest expense (10) interest income (11) income tax expense (benefit) (12) depreciation and amonitation (13) other expenses (income) (14) non-recurring transaction expenses and (15) other infrequent costs.

Visionary and Experienced Leadership with Compelling Partnership with Leading Technology Investors







Movella at a Glance

Movella has a diverse customer base, established leadership presence and path to profitability in its current markets





















Enabler of New Applications in Massive "Megatrend" Markets

Special

Metaverse

\$856B⁽¹⁾

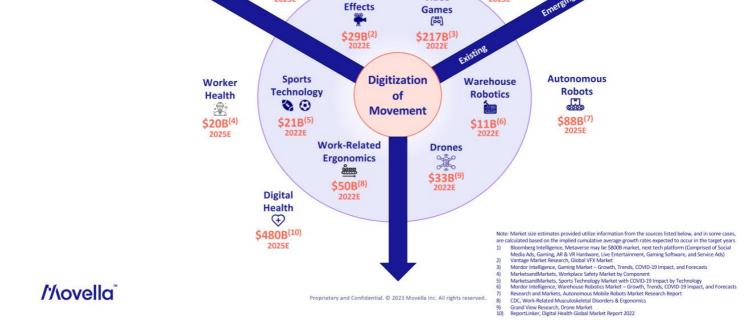
2025E

Next-Gen Gaming

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\$457B⁽¹⁾

Video



Movella Offers a Full-Stack Solution Suite

Al Cloud Analytics

Motion Cloud analytics provide holistic human body and kinematics insights

Visualization Software

Desktop and mobile tools, graphics, and animation provide data visualization

Motion Capture

Patented system and software with centimeter-level motion capture accuracy

Sensor Fusion

Proprietary algorithm determines orientation, position, and movement with sensors

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Overview of Current End Markets







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Customer Case Study: Electronic Arts



Leading game developer with renowned and award-winning titles such as FIFA, F1, and Battlefield





Overview

Movella provides solutions to EA to facilitate motion-based game development by capturing and digitizing actors' movements for 3D character animation. Titles that Movella has directly provided support for include FIFA, F1, APEX Legends, Star Wars, Battlefield, and Dirt. Currently, Movella is working with EA to expand the FIFA use case of full team motion capture to other sports.

Why Movella?

- · High-quality production-ready: recorded data goes directly in the pipeline with minimal data clean up
- Ease-of-use: light, portable solution that can be quickly set up, calibrated, and used stat
- Flexibility: easy to scale, outdoor and on-location recording, no studio required, recording anywhere, anytime



Movella currently supports 10+ EA studios globally. EA originally chose to work with Movella in 2010 for its unmatched inertial motion capture solutions, which were utilized to develop the award-winning FIFA video game franchise. In 2021, Movella captured high-quality motion data for 22 players simultaneously as they played a real match on a regulation soccer field.







Emerging Markets Represent Massive Upside to Already Large Addressable Market

Large and Growing Total Addressable Market

(\$ in billions)





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Source: Cloud / Data Analytics and New Markets market sizes based on management estimates; Sensors & Software market size based on estimates from Yole Development Emerging Markets includes Metaverse, Vtubers, and B2C Health Applications & Services

OBSKUR Launch Adds New High Margin Revenue Streams

Enabling Live Streamers and vTubers to interact with their audiences, monitor engagement, and generate revenue



OBSKUR

- The first all-in-one broadcasting application for engaging livestreams built on Unreal Engine 5
- OBSKUR Mocap Box with Movella's Xsens technology adds real-time movement to avatars
- Opportunity for live streamers and vTubers to generate increased revenue



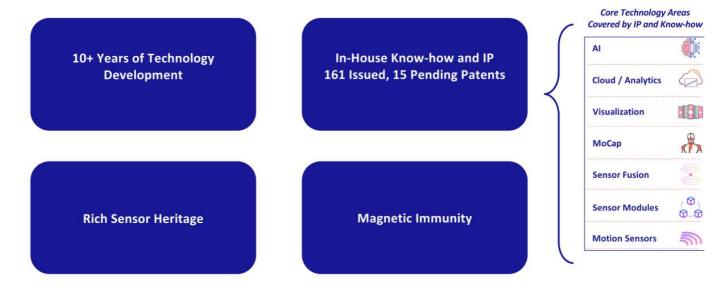
Marketplace

Virtual platform where creators can purchase digital assets

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Strong IP Portfolio and Know-how Provide Competitive Moat

Highly advanced proprietary sensor and sensor fusion technology



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Full-Stack Movement Digitization Leadership

		Optical Motion Capture Competitors	Inertial Motion Capture Competitors	Inertial Sensor Module Competitors	//lovella Full-Stack Inertial Motion Capture
AI / Data Science		•			•
Cloud / Analytics					
Visualization		•			
МоСар	A A				
Sensor Fusion	©			•	
Sensors	0-0			•	
Sensor IP	<u></u>			•	
ovelle"				None	Leader



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Note: Based on Movella management assessment, June 2023

Growth Strategy Driven by Multiple Growth Vectors

Growth of Established Products

Channel / International Expansion Ramp of Newer Products New Markets⁽¹⁾









Selectively pursue acquisitions across all growth vectors



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1) New Markets growth vector is not accounted for in revenue projection



Financial Highlights

\$17.5M 1H 2023 Revenue

\$2M revenue impact from Hollywood strikes in Q2 partially offset by strong demand for workplace ergonomics in the auto industry

59% 1H 2023 Gross Margin

Gross margin expected to expand driven by increasing SaaS software, new digital revenue streams and high sensor margins protected by strong IP and know-how

\$51.0M Q2 2023 Cash and

Strong cash position following NASDAQ listing in February 2023

25%-30% Long-Term EBITDA¹ Margin Range

Attractive, expected long-term EBITDA margins achieved through high growth, high gross margins, and increasing operating leverage

Upside Opportunities Incremental step function upside opportunities from emerging Metaverse, next-gen gaming, live-streaming, digital health, and other high-growth applications



Note: The financial highlights reflect the Company's estimates solely as of 8/22/23. As these are estimates only, they are subject to assumptions and risks which could cause this information to change and, accordingly, you should not place undue reflence on such information. The Company does not intend, and undertakes no obligation, to update any such information

1) See adjusted BITDA definition on slide titled investment Highlights

Hollywood Strikes: Impact and Mitigation

History

- Writers Strike began early May, followed by the Actors Strike in mid-July
- · Effectively shutdown film and television production in the U.S., the impact of which has been felt across the globe

Impact on Movella

- Q2 revenues impacted by ~\$2M
- No new film or TV production, impacting Mocap revenues
- · Assumed reduction in revenue projections of \$1M per month until strikes are resolved
- Pushed out planned adjusted EBITDA breakeven from Q3 2023 until revenues recover

Mitigating Actions

- · Prioritizing investments in key programs and initiatives expected to generate revenue in the near-term
- · Eliminating management layers to accelerate time to market and decision making
- Reducing operating expenses, including an approximate 20% workforce reduction
- Lowering breakeven point to \$10-\$11M in revenue



Business Model Summary

Integrated Full-Stack Solutions

- Movella's products are sold as integrated sensor / software solutions⁽¹⁾
- Full-stack non-GAAP gross margins 64%+ including sensors and software
- · Sensor revenue recognized upfront
- · Attractive and sustainable sensor gross margins driven by proprietary sensor technology and know-how
- · Transitioning from one-time license to annual subscription model

Sales Channels

Direct Sales:

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Land-and-expand strategy with existing customers

(61% 1H 2023)

Indirect Sales:



100% channel partner growth in CY2021A

(39% 1H 2023)



Proprietary and Confidential. © 2023 Movella Inc. All rights reserved. 1) Sales into Automation & Mobility applications are only comprised of sensor systems

Attractive Long-Term Financial Model (non-GAAP)

Growth Drivers		1H 2023A	Long-Term Model
Channel / International Expansion	Gross Margin	59%	75%
New Markets (vTuber, Metaverse, Workplace			
Ergonomics, Digital Health) Profitability Drivers	ОрЕх %	106%	40-45%
 Scaling with revenue growth at high gross margins Recent cost reductions initiatives Capital-efficient, capex light financial model 			
	Adj EBITDA Margin	(47%)	25-30%
	Profitability Drivers Scaling with revenue growth at high gross margins Recent cost reductions initiatives	Growth of Established Products Channel / International Expansion Ramp of Newer Products New Markets (vTuber, Metaverse, Workplace Ergonomics, Digital Health) OpEx % Scaling with revenue growth at high gross margins Recent cost reductions initiatives Capital-efficient, capex light financial model	Growth Orivers Growth of Established Products Channel / International Expansion Ramp of Newer Products New Markets (vTuber, Metaverse, Workplace Ergonomics, Digital Health) OpEx % OpEx % Adj EBITDA (47%)



Note: Projected figures reflect the Company's non-GAAP estimates solely. As these are estimates only, they are subject to assumptions and risks which could cause this information to change and, accordingly, you should not place undue reliance on such information. The Company does not intend, and undertakes no obligation, to update any such information

1) See adjusted EBITDA definition on slide titled Investment Highlights

Investment Highlights



A global leader in digitization of movement with highly differentiated and integrated full-stack solutions

Multiple levers for margin expansion driven by growth, new revenue streams and expense management

Proprietary technology protected by rich patent portfolio and decades of trade secrets & know-how

Capital-efficient financial model and path to profitability(*)

Critical, scalable enabling technology for multiple high-growth emerging end markets and applications

Experienced leadership team with track record of scaling global businesses organically and inorganically



"Profitability is on an Adjusted EBITDA basis. Adjusted EBITDA is a non-GAAP financial measure that represents Movella's net loss adjusted to exclude (1) deemed dividends from the accretion of Series D-1 preferred stock (2) stock-based compensation expense (3) amortization of acquired intangibles (4) loss on debt extiguishment (5) change in fair value of warrant labilities (6) debt issuance costs (7) revaluation of debt, net (8) impairment of intangible assets (9) interest expense (10) interest income (11) income tax expense (benefit (12) depreciation and amortization (13) other expenses (income) (14) non-recurring transaction expenses and (15) other infrequent costs.

