

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2023**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **001-39204**

AEVA TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

555 Ellis Street

Mountain View, CA

(Address of principal executive offices)

84-3080757

(I.R.S. Employer
Identification No.)

94043

(Zip Code)

Registrant's telephone number, including area code: (650) 481-7070

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	AEVA	New York Stock Exchange
Warrants to purchase one share of common stock	AEVA.WS	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 1, 2023, the registrant had 223,445,507 shares of common stock, \$0.0001 par value per share, outstanding.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) regarding future events and our future results that are subject to the safe harbors created under the Securities Act and the Exchange Act. All statements contained in this report other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “goal,” “plan,” “intend,” “expect,” “seek”, and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 under the heading “Risk Factors.” Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. We are under no duty to update any of these forward-looking statements after the date of this report or to conform these statements to actual results or revised expectations.

As used in this report, the terms “Aeva,” “we,” “us,” “our,” and “the Company” mean Aeva Technologies, Inc. and its subsidiaries unless the context indicates otherwise.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

AEVA TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT PAR VALUE)
(UNAUDITED)

	<u>September 30, 2023</u>	<u>December 31, 2022</u>
Assets		
Cash and cash equivalents	\$ 40,550	\$ 67,420
Marketable securities	193,141	256,392
Accounts receivable	769	2,887
Inventories	2,692	2,951
Other current assets	5,620	5,473
Total current assets	<u>242,772</u>	<u>335,123</u>
Operating lease right-of-use assets	7,770	7,402
Property, plant and equipment, net	11,199	9,720
Intangible assets, net	2,850	3,525
Other noncurrent assets	1,067	862
Total assets	<u>\$ 265,658</u>	<u>\$ 356,632</u>
Liabilities and stockholders' equity		
Accounts payable	\$ 3,306	\$ 5,182
Accrued liabilities	2,772	9,063
Accrued employee costs	4,860	4,721
Lease liability, current portion	3,347	2,667
Other current liabilities	444	194
Total current liabilities	<u>14,729</u>	<u>21,827</u>
Lease liability, noncurrent portion	4,501	4,789
Warrant liability	22	90
Total liabilities	<u>19,252</u>	<u>26,706</u>
Commitments and contingencies (Note 12)		
Convertible preferred stock \$0.0001 par value; 10,000 shares authorized; no shares issued and outstanding	—	—
Common stock \$0.0001 par value; 422,000 shares authorized; 223,167 and 218,748 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively	22	22
Additional paid-in capital	661,999	643,756
Accumulated other comprehensive loss	(981)	(3,585)
Accumulated deficit	(414,634)	(310,267)
Total stockholders' equity	<u>246,406</u>	<u>329,926</u>
Total liabilities and stockholders' equity	<u>\$ 265,658</u>	<u>\$ 356,632</u>

See accompanying notes to the unaudited condensed consolidated financial statements

AEVA TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Revenue	\$ 810	\$ 1,374	\$ 2,701	\$ 4,004
Cost of revenue	2,525	2,765	7,715	5,131
Gross loss	<u>(1,715)</u>	<u>(1,391)</u>	<u>(5,014)</u>	<u>(1,127)</u>
Operating expenses:				
Research and development expenses	23,787	26,123	76,306	77,376
General and administrative expenses	8,474	8,093	24,020	23,642
Selling and marketing expenses	1,520	2,195	5,603	5,415
Total operating expenses	<u>33,781</u>	<u>36,411</u>	<u>105,929</u>	<u>106,433</u>
Operating loss	<u>(35,496)</u>	<u>(37,802)</u>	<u>(110,943)</u>	<u>(107,560)</u>
Interest income	2,219	1,164	6,508	2,033
Other income, net	39	135	68	896
Loss before income taxes	\$ (33,238)	\$ (36,503)	\$ (104,367)	\$ (104,631)
Income tax provision	—	—	—	—
Net loss	<u>\$ (33,238)</u>	<u>\$ (36,503)</u>	<u>\$ (104,367)</u>	<u>\$ (104,631)</u>
Unrealized gain (loss) on available-for-sale securities	915	(752)	2,604	(4,157)
Total comprehensive loss	<u>\$ (32,323)</u>	<u>\$ (37,255)</u>	<u>\$ (101,763)</u>	<u>\$ (108,788)</u>
Net loss per share, basis and diluted	<u>\$ (0.15)</u>	<u>\$ (0.17)</u>	<u>(0.47)</u>	<u>(0.48)</u>
Weighted-average shares used in computing net loss per share, basic and diluted	<u>222,825,819</u>	<u>217,888,470</u>	<u>221,003,348</u>	<u>216,937,433</u>

See accompanying notes to the unaudited condensed consolidated financial statements

AEVA TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(IN THOUSANDS, EXCEPT SHARE DATA)
(UNAUDITED)

	Common stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders' equity
	Shares	Amount				
Balance at December 31, 2022	218,748,423	\$ 22	\$ 643,756	\$ (3,585)	\$ (310,267)	\$ 329,926
Share-based compensation	—	—	5,963	—	—	5,963
Issuance of common stock upon exercise of stock options	236,642	—	57	—	—	57
Issuance of common stock upon release of restricted stock units	1,077,527	—	—	—	—	—
Shares withheld for the withholding tax on vesting of restricted stock units	(12,497)	—	(19)	—	—	(19)
Unrealized gain on available-for-sale securities	—	—	—	1,212	—	1,212
Net loss	—	—	—	—	(35,174)	(35,174)
Balance as of March 31, 2023	220,050,095	\$ 22	\$ 649,757	\$ (2,373)	\$ (345,441)	\$ 301,965
Share-based compensation	—	—	7,041	—	—	7,041
Issuance of common stock upon exercise of stock options	118,314	—	59	—	—	59
Issuance of common stock upon release of restricted stock units	723,472	—	—	—	—	—
Shares withheld for the withholding tax on vesting of restricted stock units	—	—	—	—	—	—
Unrealized gain on available-for-sale securities	—	—	—	477	—	477
Net loss	—	—	—	—	(35,955)	(35,955)
Balance as of June 30, 2023	220,891,881	\$ 22	\$ 656,857	\$ (1,896)	\$ (381,396)	\$ 273,587
Share-based compensation	—	—	5,149	—	—	5,149
Issuance of common stock upon exercise of stock options	103,609	—	36	—	—	36
Issuance of common stock upon release of restricted stock units	2,227,418	—	—	—	—	—
Shares withheld for the withholding tax on vesting of restricted stock units	(55,793)	—	(43)	—	—	(43)
Unrealized gain on available-for-sale securities	—	—	—	915	—	915
Net loss	—	—	—	—	(33,238)	(33,238)
Balance as of September 30, 2023	223,167,115	\$ 22	\$ 661,999	\$ (981)	\$ (414,634)	\$ 246,406

See accompanying notes to the unaudited condensed consolidated financial statements

AEVA TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(IN THOUSANDS, EXCEPT SHARE DATA)
(UNAUDITED)

	Common stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders' equity
	Shares	Amount				
Balance at December 31, 2021	214,997,014	\$ 21	\$ 619,841	\$ (524)	\$ (162,962)	\$ 456,376
Share-based compensation	—	—	5,784	—	—	5,784
Issuance of common stock upon exercise of stock options	1,029,266	1	185	—	—	186
Issuance of common stock upon release of restricted stock units	671,621	—	—	—	—	—
Shares withheld for the withholding tax on vesting of restricted stock units	(53,553)	—	(244)	—	—	(244)
Issuance of common stock upon exercise of warrants	120	—	1	—	—	1
Unrealized loss on available-for-sale securities	—	—	—	(2,455)	—	(2,455)
Net loss	—	—	—	—	(33,157)	(33,157)
Balance as of March 31, 2022	<u>216,644,468</u>	<u>\$ 22</u>	<u>\$ 625,567</u>	<u>\$ (2,979)</u>	<u>\$ (196,119)</u>	<u>\$ 426,491</u>
Share-based compensation	—	—	6,434	—	—	6,434
Issuance of common stock upon exercise of stock options	170,055	—	58	—	—	58
Issuance of common stock upon release of restricted stock units	458,399	—	—	—	—	—
Shares withheld for the withholding tax on vesting of restricted stock units	(60,516)	—	(174)	—	—	(174)
Unrealized loss on available-for-sale securities	—	—	—	(950)	—	(950)
Net loss	—	—	—	—	(34,971)	(34,971)
Balance as of June 30, 2022	<u>217,212,406</u>	<u>\$ 22</u>	<u>\$ 631,885</u>	<u>\$ (3,929)</u>	<u>\$ (231,090)</u>	<u>\$ 396,888</u>
Share-based compensation	—	—	6,140	—	—	6,140
Issuance of common stock upon exercise of stock options	131,110	—	57	—	—	57
Issuance of common stock upon release of restricted stock units	929,585	—	—	—	—	—
Shares withheld for the withholding tax on vesting of restricted stock units	(120,483)	—	(302)	—	—	(302)
Unrealized loss on available-for-sale securities	—	—	—	(752)	—	(752)
Net loss	—	—	—	—	(36,503)	(36,503)
Balance as of September 30, 2022	<u>218,152,618</u>	<u>\$ 22</u>	<u>\$ 637,780</u>	<u>\$ (4,681)</u>	<u>\$ (267,593)</u>	<u>\$ 365,528</u>

See accompanying notes to the unaudited condensed consolidated financial statements

AEVA TECHNOLOGIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities:		
Net loss	\$ (104,367)	\$ (104,631)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,145	2,305
Inventory reserve	170	1,363
Change in fair value of warrant liability	(68)	(922)
Stock-based compensation	18,153	18,358
Amortization of right-of-use assets	2,278	2,147
Realized loss on available-for-sale securities	—	29
Amortization of premium and accretion of discount on available-for-sale securities, net	(2,102)	641
Changes in operating assets and liabilities:		
Accounts receivable	2,118	(1,046)
Inventories	89	(580)
Other current assets	(147)	(615)
Other noncurrent assets	(204)	(4)
Accounts payable	(2,402)	1,751
Accrued liabilities	(6,291)	(456)
Accrued employee costs	139	1,283
Lease liability	(2,253)	(2,133)
Other current liabilities	250	(583)
Net cash used in operating activities	<u>(91,492)</u>	<u>(83,093)</u>
Cash flows from investing activities:		
Purchase of property, plant and equipment	(3,423)	(5,967)
Purchase of available-for-sale securities	(97,642)	(143,730)
Proceeds from maturities of available-for-sale securities	165,597	284,176
Net cash provided by investing activities	<u>64,532</u>	<u>134,479</u>
Cash flows from financing activities:		
Payments of taxes withheld on net settled vesting of restricted stock units	(62)	(613)
Proceeds from exercise of warrants	—	1
Proceeds from exercise of stock options	152	301
Net cash (used in) provided by financing activities	<u>90</u>	<u>(311)</u>
Net (decrease) increase in cash and cash equivalents	(26,870)	51,075
Beginning cash and cash equivalents	67,420	66,810
Ending cash and cash equivalents	\$ 40,550	\$ 117,885
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ —	\$ —
Cash paid for income taxes	\$ —	\$ —
Supplemental disclosures of non-cash investing and financing activities:		
Purchases of property and equipment recorded in accounts payable and accrued liabilities	\$ 604	\$ (97)
Taxes withheld on net settled vesting of restricted stock units	\$ -	\$ 107
Right-of-use asset obtained in exchange for lease liability	\$ 2,646	\$ -

See accompanying notes to the unaudited condensed consolidated financial statements

AEVA TECHNOLOGIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1. Description of Business and Summary of Significant Accounting Policies

Description of Business

Aeva Technologies, Inc. (the “Company”), through its Frequency Modulated Continuous Wave (“FMCW”) sensing technology, designs a 4D LiDAR-on-chip that, along with its proprietary software applications, has the potential to enable the adoption of LiDAR across broad applications from automated driving to consumer electronics, consumer health, industrial automation and security application.

On March 12, 2021 (the “Closing Date”), Aeva, Inc. consummated a business combination (the “Business Combination”) with InterPrivate Acquisition Corp. (the Company’s predecessor, which was originally incorporated in Delaware as a special purpose acquisition company (“IPV”)) pursuant to the Business Combination Agreement dated as of November 2, 2020 (the “BCA”), by and among IPV, WLLY Merger Sub Corp., a wholly owned subsidiary of IPV, and Aeva, Inc. Immediately upon the consummation of the Business Combination, WLLY Merger Sub Corp. merged with and into Aeva, Inc., with Aeva, Inc. surviving the merger as a wholly owned subsidiary of IPV. IPV changed its name to Aeva Technologies, Inc. and the pre-combination Aeva retained its name of Aeva, Inc. Aeva, Inc. was incorporated in the State of Delaware on December 5, 2016 and is headquartered in Mountain View, California. Unless the context otherwise requires, “we,” “us,” “our,” “Aeva,” and the “Company” refers to Aeva Technologies Inc., the combined company and its subsidiaries following the Business Combination. Refer to Reverse Capitalization with IPV in Note 2 to the financial statements of the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 for additional information relating to the BCA.

The Company’s common stock and warrants are listed on the New York Stock Exchange stock market under the symbols “AEVA” and “AEVA.WS”.

Basis of Presentation and Unaudited Interim Financial Statements

The condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The condensed consolidated financial statements include the accounts of the Company’s wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated upon consolidation.

The accompanying condensed consolidated financial statements are unaudited and have been prepared on the same basis as the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company’s financial position, results of operations, comprehensive loss and cash flows for the periods presented, but are not necessarily indicative of the results of operations to be anticipated for any future annual or interim period.

These condensed consolidated financial statements and other information presented in this Form 10-Q should be read in conjunction with the consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the SEC.

Principles of Consolidation and Liquidity

The condensed consolidated financial statements are prepared in accordance with U.S. GAAP. The condensed consolidated financial statements include the accounts of the Company’s wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The Company has funded its operations primarily through the Business Combination and issuances of stock. As of September 30, 2023, the Company’s existing sources of liquidity included cash and cash equivalents and marketable securities of \$233.7 million. The Company has a limited history of operations and has incurred negative cash flows from operating activities and losses from operations in the past as reflected in the accumulated deficit of \$414.6 million as of September 30, 2023. The Company expects to continue to incur operating losses due to the investments it intends to make in its business, including product development. Management believes that existing cash and cash equivalents and marketable securities will be sufficient to fund operating and capital expenditure requirements through at least 12 months from the date of issuance of these financial statements.

Significant Risks and Uncertainties

The Company is subject to those risks common in the technology industry and also those risks common to early stage companies including, but not limited to, the possibility of not being able to successfully develop or market its products, technological obsolescence, competition, dependence on key personnel and key external alliances, the successful protection of its proprietary technologies, compliance with government regulations, and the possibility of not being able to obtain additional financing when needed.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash, cash equivalents, marketable securities, and trade receivables. The Company maintains the majority of its cash and cash equivalents in accounts with large financial institutions. At times, balances in these accounts may exceed federally insured limits; however, to date, the Company has not incurred any

losses on its deposits of cash and cash equivalents and believes the exposure to risk of loss is not material. Risks associated with the Company's marketable securities is mitigated by investing in investment-grade rated securities when purchased.

The Company's accounts receivable are derived from customers located in the United States, APAC, and Europe. The Company mitigates its credit risks by performing ongoing credit evaluations of its customers' financial conditions and requires customer advance payments in certain circumstances.

As of September 30, 2023, three customers accounted for 26%, 25% and 12% of the accounts receivable, respectively. As of December 31, 2022, one customer accounted for 66% of accounts receivable. As of September 30, 2023, two vendors accounted for 21% and 10% of the accounts payable, respectively. As of December 31, 2022, two vendors accounted for 10% each of the accounts payable.

Recent Adopted Accounting Pronouncements

In October 2021, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2021-08, "Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers" ("ASU 2021-08"), which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured in accordance with ASC 606, Revenue from Contracts with Customers. ASU 2021-08 is effective for interim and annual periods beginning after December 15, 2022 on a prospective basis, with early adoption permitted. The adoption of ASU 2021-08 on January 1, 2023 did not have any impact on the Company's condensed consolidated financial statements.

Note 2. Revenue

Disaggregation of Revenues

The Company disaggregates its revenue from contracts with customers by geographic region based on the primary billing address of the customer and timing of transfer of goods or services to customers (point-in-time or over time), as it believes it best depicts how the nature, amount, timing and uncertainty of its revenue and cash flows are affected by economic factors. Total revenue for the three months ended September 30, 2023 and 2022, based on the disaggregation criteria described above were as follows (in thousands):

	Three Months Ended September 30,			
	2023		2022	
	Revenue	% of Revenue	Revenue	% of Revenue
Revenue by primary geographical market:				
North America	\$ 445	55 %	\$ 1,119	81 %
EMEA	168	21 %	233	17 %
APAC	197	24 %	22	2 %
Total	\$ 810	100 %	\$ 1,374	100 %
Revenue by timing of recognition:				
Recognized at a point in time	\$ 810	100 %	\$ 625	45 %
Recognized over time	—	0 %	749	55 %
Total	\$ 810	100 %	\$ 1,374	100 %

Total revenue for the nine months ended September 30, 2023 and 2022, based on the disaggregation criteria described above are as follows (in thousands):

	Nine Months Ended September 30,			
	2023		2022	
	Revenue	% of Revenue	Revenue	% of Revenue
Revenue by primary geographical market:				
North America	\$ 1,464	54 %	\$ 3,640	91 %
EMEA	569	21 %	317	8 %
APAC	668	25 %	47	1 %
Total	\$ 2,701	100 %	\$ 4,004	100 %
Revenue by timing of recognition:				
Recognized at a point in time	\$ 2,267	84 %	\$ 1,302	33 %
Recognized over time	434	16 %	2,702	67 %
Total	\$ 2,701	100 %	\$ 4,004	100 %

For the three months ended September 30, 2023, two customers accounted for 40% and 11% of the Company's revenue, respectively. For the three months ended September 30, 2022, one customer accounted for 55% of the Company's revenue.

For the nine months ended September 30, 2023, two customers accounted for 27% and 13% of the Company's revenue, respectively. For the nine months ended September 30, 2022, two customers accounted for 40% and 27% of the Company's revenue, respectively.

Contract Assets and Contract Liabilities

As of September 30, 2023, and December 31, 2022, the Company had contract assets of \$0.1 million and \$0.2 million, respectively, recognized in other current assets. The Company had no contract liability as of September 30, 2023 and December 31, 2022.

Note 3. Financial Instruments

The following tables summarize the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy:

	September 30, 2023					
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalent	Marketable Securities
	(in thousands)					
Assets						
Cash	\$ 19,976	\$ —	\$ —	\$ 19,976	\$ 19,976	\$ —
Level 1						
Money market funds	11,123	—	—	11,123	11,123	—
Level 2						
U.S. agency securities	70,918	—	(499)	70,419	—	70,419
U.S. Treasury securities	3,491	—	(24)	3,467	1,991	1,476
Commercial paper	38,794	—	(40)	38,754	7,460	31,294
Corporate bonds	90,370	—	(418)	89,952	—	89,952
Subtotal	203,573	—	(981)	202,592	9,451	193,141
Total assets	<u>\$ 234,672</u>	<u>\$ -</u>	<u>\$ (981)</u>	<u>\$ 233,691</u>	<u>\$ 40,550</u>	<u>\$ 193,141</u>
Liabilities						
Level 3						
Warrant liabilities	\$ 22	\$ —	\$ —	\$ 22	\$ —	\$ —
Total liabilities	<u>\$ 22</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 22</u>	<u>\$ —</u>	<u>\$ —</u>
December 31, 2022						
	Adjusted Cost	Unrealized Losses	Fair Value	Cash and Cash Equivalent	Marketable Securities	
	(in thousands)					
Assets						
Cash	\$ 17,980	\$ —	\$ 17,980	\$ 17,980	\$ —	
Level 1						
Money market funds	44,443	—	44,443	44,443	—	
Level 2						
U.S. agency securities	65,493	(1,518)	63,975	—	63,975	
U.S. Treasury securities	14,953	(111)	14,842	—	14,842	
Commercial paper	40,859	(100)	40,759	4,997	35,762	
Corporate bonds	143,669	(1,856)	141,813	—	141,813	
Subtotal	264,974	(3,585)	261,389	4,997	256,392	
Total assets	<u>\$ 327,397</u>	<u>\$ (3,585)</u>	<u>\$ 323,812</u>	<u>\$ 67,420</u>	<u>\$ 256,392</u>	
Liabilities						
Level 3						
Warrant liabilities	\$ 90	\$ —	\$ 90	\$ —	\$ —	
Total liabilities	<u>\$ 90</u>	<u>\$ —</u>	<u>\$ 90</u>	<u>\$ —</u>	<u>\$ —</u>	

The fair value of the private placement warrant liabilities is based on significant unobservable inputs, which represent Level 3 measurements within the fair value hierarchy. In determining the fair value of the warrant liabilities, the Company used the Black-Scholes option-pricing model to estimate the fair value using unobservable inputs including the expected term, expected volatility, risk-free interest rate, and dividend yield.

The following table presents a summary of the changes in the fair value of the Company's Level 3 financial instruments (in thousand):

	September 30, 2023	December 31, 2022
Fair value, beginning balance	\$ 90	\$ 1,060
Change in the fair value included in other income, net	(68)	(970)
Fair value, closing balance	<u>\$ 22</u>	<u>\$ 90</u>

The key inputs into the Black-Scholes option pricing model for the private warrants were as follows for the relevant periods:

	September 30, 2023	December 31, 2022
Expected term (years)	2.4	3.2
Expected volatility	95.3 %	88.2 %
Risk-free interest rate	4.92 %	4.22 %
Dividend yield	0 %	0 %
Exercise Price	\$ 11.50	\$ 11.50

Note 4. Acquisition of Intangible Assets

As of September 30, 2023, expected amortization expense relating to purchased intangible assets was as follows (in thousands):

Remainder of 2023	\$	225
2024		900
2025		900
2026		825
Total future amortization	<u>\$</u>	<u>2,850</u>

The Company recorded amortization expense related to the acquired intangible assets of \$0.2 million each for the three months ended September 30, 2023 and September 30, 2022, respectively, and \$0.7 million each for the nine months ended September 30, 2023, and September 30, 2022, respectively.

Note 5. Inventories

Inventories consisted of the following (in thousands):

	September 30, 2023	December 31, 2022
Raw materials	\$ 2,357	\$ 2,743
Work-in-progress	59	42
Finished goods	275	166
Total inventories	<u>\$ 2,692</u>	<u>\$ 2,951</u>

Note 6. Property, Plant and Equipment

Property, plant and equipment consisted of the following (in thousands):

	September 30, 2023	December 31, 2022
Computer equipment	\$ 2,443	\$ 2,363
Lab equipment	6,388	5,055
Leasehold improvements	3,030	2,961
Construction in progress	1,083	1,488
Testing equipment	1,268	692
Manufacturing equipment	4,025	1,831
Furniture, fixtures and other equipment	567	535
Total property, plant and equipment	\$ 18,804	\$ 14,925
Less: accumulated depreciation	(7,605)	(5,205)
Total property, plant and equipment, net	\$ 11,199	\$ 9,720

Depreciation related to property, plant, and equipment was \$0.8 million and \$0.6 million for the three months ended September 30, 2023 and September 30, 2022, respectively, and \$2.5 million and \$1.6 million for the nine months ended September 30, 2023, and September 30, 2022, respectively.

Note 7. Other current assets

Other current assets consisted of the following (in thousands):

	September 30, 2023	December 31, 2022
Prepaid expenses	\$ 2,899	\$ 2,343
Contract assets	111	247
Vendor deposits	806	1,398
Other current assets	1,804	1,485
Total other current assets	\$ 5,620	\$ 5,473

Note 8. Capital Structure

As of September 30, 2023, the Company was authorized to issue up to 422,000,000 shares of common stock, each with a par value of \$0.0001 per share.

Preferred Stock

As of September 20, 2023, the Company was authorized to issue up to 10,000,000 shares of preferred stock, each with a par value of \$0.0001 per share. As of September 30, 2023 and December 31, 2022, no shares of preferred stock were issued and outstanding.

Warrants

As of September 30, 2023, the Company had 12,074,880 public and 384,000 private warrants outstanding. Each warrant entitles the registered holder to purchase one share of common stock at a price of \$11.50 per share.

Note 9. Earnings (Loss) Per Share

The following table sets forth the computation of the basic and diluted net loss per share attributable to common stockholders for the periods presented (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Numerator:				
Net loss attributable to common stockholders	\$ (33,238)	\$ (36,503)	\$ (104,367)	\$ (104,631)
Denominator:				
Weighted average shares of common stock outstanding — Basic	222,825,819	217,888,470	221,003,348	216,937,433
Dilutive effect of potential common stock	—	—	—	—
Weighted average shares of common stock outstanding — Diluted	222,825,819	217,888,470	221,003,348	216,937,433
Net loss per share attributable to common stockholders — Basic and Diluted	\$ (0.15)	\$ (0.17)	\$ (0.47)	\$ (0.48)

The following table presents the potential common shares outstanding that were excluded from the computation of diluted net loss per share of common stock as of the periods presented because including them would have been anti-dilutive:

	Nine Months Ended September 30,	
	2023	2022
Common stock options issued and outstanding	12,497,254	13,686,976
Restricted stock units	26,144,366	10,798,551
Performance-based restricted stock units	9,558,823	—
Warrants	12,458,876	—
Total	60,659,319	24,485,527

Note 10. Stock-based Compensation
Stock Options

The Company maintains the 2016 Stock Incentive Plan and the 2021 Incentive Award Plan (the “Stock Plans”) under which incentive stock options, non-qualified stock options and restricted stock units (“RSU”) may be granted to employees. Under the Stock Plans, the Company has 10,334,897 shares available for issuance as of September 30, 2023.

Under the terms of the Stock Plans, incentive stock options must have an exercise price at or above the fair market value of the stock on the date of the grant, while non-qualified stock options are permitted to be granted below fair market value of the stock on the date of grant. The majority of stock options granted have service-based vesting conditions only. The service-based vesting conditions vary, typically stock options vest over four years with 25% of stock options vesting on the first anniversary of the grant and the remaining 75% vesting monthly over the remaining 36 months. Option holders have a ten-year period to exercise the options before they expire.

A summary of the Company’s stock option activity, for nine months ended September 30, 2023, was as follows:

	Number of Options	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of December 31, 2022	13,434,083	\$ 0.67	6.77	\$ 11,593
Granted	—	—	—	—
Exercised	(458,565)	0.33	—	—
Forfeited	(418,700)	2.99	—	—
Expired	(59,564)	0.26	—	—
Outstanding as of September 30, 2023	12,497,254	\$ 0.60	5.82	\$ 4,151
Vested and exercisable as of September 30, 2023	11,528,748	\$ 0.52	5.69	\$ 4,034
Vested and expected to vest as of September 30, 2023	12,497,254	\$ 0.60	5.82	\$ 4,151

There were no options granted during the nine months ended September 30, 2023. As of September 30, 2023, the Company had \$1.2 million of unrecognized stock-based compensation expense related to the stock options. This cost is expected to be recognized over a weighted-average period of 1.1 years.

Restricted Stock Units and Performance-based Restricted Stock Units (“PBRSU”)

The following table summarizes our RSU activity for the nine months ended September 30, 2023:

	Shares	Weighted Average Grant Date Fair Value per Share
Outstanding as of December 31, 2022	11,945,375	\$ 5.22
Granted	23,022,625	1.28
Released	(4,028,417)	4.36
Forfeited	(4,795,217)	3.80
Outstanding as of September 30, 2023	26,144,366	\$ 2.15

As of September 30, 2023, the Company had \$47.7 million of unrecognized stock-based compensation expense related to the RSUs. This cost is expected to be recognized over a weighted-average period of 3.1 years. The above table excludes 9,558,823 PBRsUs granted to certain executive officers during nine months ended September 30, 2023.

In May 2023, the Company granted a total of 5,882,353 PBRsUs to certain executives that vest on achieving certain operational milestones as defined in the individual grant agreements subject to continued employment through 2025. Stock-based compensation expense is recognized over the expected performance achievement period of individual performance milestones when the achievement of each individual performance milestone becomes probable. If satisfaction of the performance condition is not probable, stock-based compensation cost recognition is deferred until it becomes probable. The Company reassesses the probability as to whether satisfaction of the performance condition is probable on a quarterly basis, and stock-based compensation cost is adjusted based on the portion of the requisite service provided. These PBRsUs neither carry rights to dividends nor voting rights until the shares are issued or transferred to the recipient. Awards are forfeited if an employee leaves the Company before the PBRsUs vest or the performance period lapses. The weighted-average grant date PBRsU fair value of \$1.02 per share is determined based upon the market closing price of the Company’s common stock on the date of grant. As of September 30, 2023, the total unrecognized compensation expense related to the performance-based PBRsUs was \$3.4 million, which is expected to be amortized over a weighted-average period of 2.2 years.

In May 2023, the Company also granted a total of 3,676,470 market-based PBRsUs to certain executives that vest over a multi-year period, upon continue service and when the volume-weighted average price per share (“WVAP Average”) of the Company’s common stock for the preceding 30 consecutive trading days equals or exceeds the target stock price for the indicated year. The Company recognizes stock-based compensation based upon the grant date fair value on an accelerated attribution basis over the requisite service period of the award. Provided that the requisite service is rendered, the total fair value of the market-based PBRsUs at the date of grant is recognized as compensation expense even if the market condition is not achieved. However, the number of shares that ultimately vest can vary significantly with the achievement of the specified market criteria. These PBRsUs neither carry rights to dividends nor voting rights until the shares are issued or transferred to the recipient. Awards are forfeited if an employee leaves the Company before the PBRsUs vest. The weighted-average grant date fair value of the market-based PBRsUs was \$0.28 per share. The Company estimated the fair value of the market-based PBRsUs award on the grant date using the Monte Carlo simulation model with the following assumptions:

	September 30, 2023
Expected term (years)	0.5 - 4.7
Expected volatility	70.9 %
Risk-free interest rate	3.29 %
Dividend yield	0 %
Share price	\$ 1.02

As of September 30, 2023, the total unrecognized compensation expense related to the market-based PBRsUs was \$0.9 million, which is expected to be amortized over a weighted-average period of 3.5 years.

Employee Stock Purchase Plan

In November 2022, the Board and the Company’s stockholders adopted the 2022 Employee Stock Purchase Plan (“ESPP”) under which 12,769,233 shares were authorized for issuance. The ESPP permits eligible employees to purchase the Company’s common stock through payroll deduction with up to 15% of their pre-tax earnings subject to certain Internal Revenue Code limitations. The purchase price of shares is 85% of the lower of the fair market value of the Company’s common stock on the first day of a six-month offering period, or the relevant purchase date. In addition, participants are subject to \$25,000 annual purchase restriction. No ESPP shares were purchased during the three and nine months ended September 30, 2023.

Compensation expense

Total stock-based compensation expense by function was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Cost of revenue	\$ 161	\$ 396	\$ 858	\$ 738
Research and development expenses	3,094	4,177	12,717	13,152
General and administrative expenses	1,654	1,263	3,989	3,767
Sales and marketing expenses	240	304	589	701
Total	\$ 5,149	\$ 6,140	\$ 18,153	\$ 18,358

Note 11. Income Taxes

Components of Income (Loss) Before Taxes

For financial reporting purposes, income (loss) before income taxes includes the following components (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Domestic	\$ (33,238)	\$ (36,503)	\$ (104,367)	\$ (104,631)
Foreign	—	—	—	—
Loss before income taxes	\$ (33,238)	\$ (36,503)	\$ (104,367)	\$ (104,631)

There has historically been no federal or state provision for income taxes because the Company has historically incurred operating losses and maintains a full valuation allowance against its net deferred tax assets. For the nine months ended September 30, 2023 and 2022, the Company recognized no provision for income taxes.

The federal and state net operating loss carryforwards may be subject to significant limitations under Section 382 and Section 383 of the Internal Revenue Code of 1986, as amended, and similar provisions under state law. The Tax Reform Act of 1986 contains provisions that limit the federal net operating loss carryforwards that may be used in any given year in the event of special occurrences, including significant ownership changes. The Company has completed an analysis as of December 31, 2022 and doesn't expect any net operating loss carryforwards or tax credit carryforwards to expire due to a limitation.

Note 12. Commitments and Contingencies

Leases

The weighted-average remaining lease terms were 2.4 years and 2.8 years as of September 30, 2023 and December 31, 2022, respectively. The weighted-average discount rates were 6.27% and 5.25% as of September 30, 2023 and December 31, 2022, respectively. Operating lease cost for three months ended September 30, 2023 and 2022, was \$0.9 million and \$0.8 million, respectively. Operating lease cost for nine months ended September 30, 2023 and 2022, was \$2.7 million and \$2.5 million, respectively.

The following is a maturity analysis of the annual undiscounted cash flows reconciled to the carrying value of the operating lease liabilities as of September 30, 2023 (in thousands):

	Operating Leases
Remainder of 2023	\$ 921
2024	3,757
2025	3,008
2026	728
Total minimum lease payments	8,414
Less: imputed interest	(566)
Total lease liability	\$ 7,848

Litigation

From time to time, the Company is involved in actions, claims, suits, and other proceedings in the ordinary course of business, including assertions by third parties relating to intellectual property infringement, breaches of contract or warranties, or employment-related matters. When it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated, the Company records a liability for such loss contingencies. The Company's estimates regarding potential losses and materiality are based on the Company's judgment and assessment of the claims utilizing currently available information. Although the Company will continue to reassess its reserves and estimates based on future developments, the Company's objective assessment of the legal merits of such claims may not always be predictive of the outcome and actual results may vary from the Company's current estimates.

Indemnifications

In the ordinary course of business, the Company is not subject to potential obligations under guarantees that fall within the scope of FASB ASC Guarantees, (Topic 460), except for standard indemnification provisions that are contained within many of the Company's customer agreements and give rise only to disclosure requirements prescribed by Topic 460. Indemnification provisions contained within the Company's customer agreements are generally consistent with those prevalent in the Company's industry. The Company has not incurred any obligations under customer indemnification provisions and does not expect to incur significant obligations in the future. Accordingly, the Company does not maintain accruals for potential customer indemnification obligations.

Note 13. Segment Information

The Company operates as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision-maker ("CODM"), consisting of the Company's chief executive officer and the Company's chief technology officer as a group, in deciding how to allocate resources and assess the Company's financial and operational performance. In addition, the Company's CODM evaluates the Company's financial information and resources and assesses the performance of these resources on a consolidated basis. As a result, the Company has determined that the Company's business operates in a single operating segment. Since the Company operates as one operating segment, all required financial segment information can be found in the financial statements.

Long-Lived Assets

The following table sets forth the Company's property and equipment, net by geographic region (in thousands):

	September 30, 2023	December 31, 2022
North America	\$ 9,526	\$ 8,236
APAC	1,641	1,379
EMEA	32	105
Total	<u>\$ 11,199</u>	<u>\$ 9,720</u>

Note 14. Subsequent Events

Common Stock Financing

On November 8, 2023, the Company entered into Subscription Agreements (the "Subscription Agreements") providing for the purchase of an aggregate of 36,802,299 shares (the "PIPE Shares") of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), at a price of \$0.58 per PIPE Share (the "Purchase Price") for an aggregate Purchase Price of \$21.4 million (the "Private Placement"). Pursuant to the Subscription Agreements, entities affiliated with Sylebra Capital Limited ("Sylebra") agreed to purchase 24,795,027 shares of Common Stock for a total purchase price of \$14.4 million and Adage Capital Management ("Adage") agreed to purchase 12,007,272 shares of common stock for a total purchase price of \$7 million. The closing of the Private Placement occurred on November 9, 2023. The Subscription Agreements include customary representations, warranties and covenants of the parties as well as customary registration rights. The Company expects to use the proceeds from the Private Placement for working capital and general corporate purposes.

Standby Equity Purchase Agreement

On November 8, 2023, the Company entered into a Standby Equity Purchase Agreement (the "Facility Agreement") with entities affiliated with Sylebra. Pursuant to the Facility Agreement, the Company will have the right, but not the obligation, to sell to Sylebra up to \$125,000,000 of its shares of preferred stock, subject to satisfaction of certain conditions, by November 8, 2026. Each sale the Company requests under the Facility Agreement (each, an "Advance" and collectively, the "Advances") may be for a number of shares of preferred stock with an aggregate value of at least \$25,000,000 but not more than \$50,000,000 (except with Sylebra's consent).

When and if issued, the preferred stock will be issued at a price per share of \$10,000. Holders of the preferred stock will be entitled to a quarterly dividend at the rate of 7.0% per annum payable in cash or in kind at the option of the Company. The preferred stock will have an initial liquidation preference of \$12,000 per share, plus accrued dividends. The preferred stock will have no voting rights as a class or series except in such instances as required by Delaware law or certain matters enumerated in the facility agreement related to the protection of the preferred stock.

The preferred stock will be convertible at the option of the holders into the number of shares of Common Stock equal to \$10,000 divided by the then-applicable conversion price. At any time after the two year anniversary of any issuance of any series of preferred stock, the Company will have the option to convert all (but not less than all) of any series of then-outstanding preferred stock by paying a make-whole payment, in either stock or cash, equal to three years of dividends, provided that the closing price of the Common Stock exceeds 250% of the then-applicable conversion price for at least 20 out of 30 consecutive trading days prior to the date of conversion. To the extent, if any, a conversion would result any the holder thereof becoming the beneficial owner of more than 19.9% of the Company's outstanding Common Stock, the Company will issue the Investor Pre-Funded Warrant in the form attached to the Facility Agreement. The preferred stock will be subject to customary pre-emptive rights.

The Company's right to request Advances is conditioned upon the Company achieving a minimum of one new passenger auto-OEM or commercial OEM program award with at least a 50,000 unit volume, the trading price of the Common Stock being below \$3.00 at the time of the

Advance request and other customary conditions. Prior to any Advance, the Company will assess its capital needs and other factors, including the impact of an Advance on the Company's outstanding executive pledge arrangements.

In relation to this financing, the Company has agreed to pay Sylebra a facility fee of \$2,500,000, an origination fee in the amount of \$625,000, an administrative fee in the amount of \$312,500 and reasonable fees and expenses of Sylebra in an amount not to exceed \$350,000. In addition, upon receipt of stockholder approval, the Company will issue to Sylebra the Series A Warrant to purchase 15,000,000 shares of Common Stock at an exercise price of \$1.00.

Registration Rights Agreement

The Company has entered into a Registration Rights Agreement that provides for certain customary registration rights with respect to shares of the preferred stock, the Series A Warrant, the Pre-Funded Warrant and the shares of the Common Stock issued upon any future conversion thereof.

Shareholder Agreement

The Company entered into a Shareholder Agreement (the "Shareholder Agreement") with Sylebra, whereby for as long as Sylebra and its affiliates beneficially own at least (i) 9% of the Common Stock (on an as converted basis), Sylebra will have the right to nominate one director, who will initially be Chris Eberle and (ii) 14% of the Common Stock (on an as converted basis), Sylebra will have the right to nominate an additional director, who shall be an automotive executive or relevant industry expert. Sylebra has waived its right to designate such additional director until the election of the Class I directors in 2025.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion of Aeva's results of operations and financial condition should be read in conjunction with the information set forth in the financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This discussion may contain forward-looking statements based upon Aeva's current expectations, estimates, and projections that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements due to, among other considerations, the matters discussed in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2022 (the "2022 Form 10-K") under the heading "Risk Factors" and "Special Note Regarding Forward-Looking Statements." Unless the context otherwise requires, all references in this section to "we," "our," "us" "the Company" or "Aeva" refer to the business of Aeva Technologies, Inc., a Delaware corporation, and its subsidiaries.

Overview

Our vision is to bring perception to broad applications. Through our FMCW sensing technology, we believe we are introducing the world's first 4D LiDAR-on-chip that, along with our proprietary software applications, has the potential to enable the adoption of LIDAR across broad applications.

Founded in 2017 by former Apple engineers Soroush Salehian and Mina Rezk and led by a multidisciplinary team of engineers and operators experienced in the field of sensing and perception, Aeva's mission is to bring the next wave of perception technology to broad applications from automated driving to industrial automation, consumer device applications, and security. Our 4D LiDAR-on-chip combines silicon photonics technology that is proven in the telecom industry with precise instant velocity measurements and long-range performance for commercialization.

As a development stage company, we work closely with our customers on the development and commercialization of their programs and the utilization of our products in such programs. Thus far, our customers have purchased prototype products and engineering services from us for use in their research and development programs. We are expanding our manufacturing capacity through third-party manufacturers to meet our customers' anticipated demand for the production of our products.

Unlike legacy 3D LiDAR, which relies on Time-of-Flight ("ToF") technology and measures only depth and reflectivity, Aeva's solution leverages a proprietary FMCW technology to measure velocity in addition to depth, reflectivity and inertial motion. We believe the ability of Aeva's solution to measure instant velocity for every pixel is a major advantage over ToF-based sensing solutions. Furthermore, Aeva's technology is free from interference from other LiDAR and sunlight, and our core innovations within FMCW are intended to enable autonomous vehicles to see at significantly higher distances of up to 500 meters.

We believe Aeva is uniquely positioned to provide a superior solution with the potential to enable higher level of automation for vehicles. Furthermore, we believe the advantages of our 4D LiDAR-on-chip allow us to provide the first LiDAR solution that is fully integrated onto a chip with superior performance at scale, with the potential to drive new categories of perception across industrial automation, consumer devices, and security markets.

Key Factors Affecting Aeva's Operating Results

Aeva believes that its future performance and success depends to a substantial extent on its ability to capitalize on the following opportunities, which in turn is subject to significant risks and challenges, including those discussed in Part I, Item 1A of the 2022 Form 10-K under the heading "Risk Factors."

Pricing, Product Cost and Margins. Our pricing and margins will depend on the volumes and the features, as well as specific market applications of the solutions we provide to our customers. We have customers with technologies in various stages of development across different market segments. We anticipate that our prices will vary by market and application due to market-specific product and commercial requirements, supply and demand dynamics and product lifecycles.

Aeva's future performance will depend on its ability to deliver on economies of scale with lower product costs to enable industry adoption. Aeva believes its business model is positioned for scalability due to the ability to leverage the same product platform across markets and customer base, relationships with leading foundries and contract manufacturers. Our customers will require that our perception solutions be manufactured and sold at per-unit prices that are competitive. Our ability to compete in key markets will depend on the success of our efforts to efficiently and reliably produce cost-effective perception solutions that are competitively priced and affordable for our commercial-stage customers.

Additionally, the macroeconomic conditions in the industry, the growing emergence of competition in advanced assisted driving sensing and software technologies globally can negatively impact pricing, margins and market share. If Aeva does not generate the margins it expects upon commercialization of its perception solutions, Aeva may be required to raise additional debt or equity capital, which may not be available or may only be available on terms that are onerous to Aeva's stockholders.

Commercialization of LiDAR-based Applications. We expect that our results of operations, including revenue and gross margins, will fluctuate on a quarterly basis for the foreseeable future as our customers continue on research and development projects and begin to commercialize advanced driver assist, autonomous and industrial automation solutions that rely on LiDAR technology. As more customers reach the commercialization phase and as the market for LiDAR solutions matures, these fluctuations in our operating results may become less pronounced.

Sales Volume. Each product program will have an expected range of sales volumes, depending on the end market demand for our customers' products as well as market application. This can depend on several factors, including market penetration, product capabilities, size of the end market that the product addresses and our end customers' ability to sell their products. In addition to end market demand, sales volumes also depend on whether our customer is in the development or production phase. In certain cases, we may provide volume discounts or strategic customer pricing on sales of our solutions, which may or may not be offset by lower manufacturing costs related to higher volumes which in turn could adversely impact our gross margins. Aeva's ability to ultimately achieve profitability is dependent upon progression of existing relationships to production and our ability to meet required volumes and required cost targets and gross margins. Delays of our current and future customers' programs could result in Aeva being unable to achieve its revenue targets and profitability in the time frame it anticipates. Such delays could result in Aeva requiring to raise additional debt or equity capital, which may not be available or may only be available on terms that are onerous to Aeva's stockholders.

Basis of Presentation

Aeva currently conducts its business through one operating segment.

Components of Results of Operations

Revenue

Revenue consists of sales of perception solutions or sensing systems and non-recurring engineering services.

Aeva is engaged in design, manufacturing and sale of LiDAR sensing systems and related perception and autonomy-enabling software solutions serving customers in automotive, industrial, and other markets. Under the customer agreements, Aeva delivers a specified number of sensing systems at a fixed price under customary terms and conditions. The sensing system units sold under these agreements are typically prototypes that are used by the customer for its research, development, evaluation, pilot, or testing purposes. Aeva also enters into non-recurring engineering service arrangements with certain of its customers to customize Aeva's perception solution to meet customer specific requirements.

Cost of revenue and gross profit

Cost of revenue principally includes direct material, direct labor and allocation of overhead associated with manufacturing operations, including inbound freight charges and depreciation expense. Cost of revenue also includes the direct cost and appropriate allocation of overhead involved in execution of non-recurring engineering services. Aeva's gross profit equals total revenue less total cost of revenue.

Operating expenses

Research and development expenses

Aeva's research and development efforts are focused on enhancing and developing additional functionality for its existing products and on new product development. Research and development expenses consist primarily of:

- Personnel-related expenses, including salaries, benefits, and stock-based compensation expense, for personnel in Aeva's research and engineering functions; and
- Expenses related to materials, software licenses, supplies, and third-party services.

Aeva recognizes research and development expenses as incurred. Aeva expects its research and development expenses to remain at same level as fiscal 2022 or increase slightly in the foreseeable future as it continues to invest in research and development activities to achieve its product roadmap.

General and administrative expenses

General and administrative expenses consist of personnel and personnel-related expenses, including salaries, benefits, and stock-based compensation expense of Aeva's executive, finance, information systems, human resources, and legal, as well as legal and accounting fees for professional and contract services. Aeva expects its general and administrative expenses for fiscal 2023 to remain at same level as fiscal 2022 or increase slightly in the foreseeable future as it scales headcount with the growth of its business, and as a result of operating as a public company, including compliance with the rules and regulations of the Securities and Exchange Commission (the "SEC"), legal, audit, additional insurance expenses, investor relations activities, and other administrative and professional services.

Selling and marketing expenses

Selling and marketing expenses consist of personnel and personnel-related expenses, including salaries, benefits, and stock-based compensation expense of Aeva's business development team as well as advertising and marketing expenses. These include the cost of trade shows, promotional materials, and public relations. Aeva expects to increase its sales and marketing activities and expand customer relationships. Aeva expects that its sales and marketing expenses for fiscal year 2023 will remain at same level as fiscal 2022 or increase slightly over time as it continues to grow its sales force and increase marketing efforts.

Interest income and Interest expense

Interest income consists primarily of income earned on Aeva's cash equivalents and investments in marketable securities. Interest income will vary based on Aeva's cash equivalents and marketable securities balance and changes in the interest rates.

Other income and expense

Other income and expense primarily consist of changes in the fair value of private placement warrants, foreign currency conversion gains and losses, and realized gains and losses on marketable securities.

Results of Operations

Comparison of the Three Months Ended September 30, 2023, and 2022

The results of operations presented below should be reviewed in conjunction with the financial statements and notes included elsewhere in this quarterly statement. The following table sets forth Aeva's results of operations data for the periods presented:

	Three Months Ended September 30,		Change \$	Change %
	2023	2022		
	(in thousands, except percentages)			
Revenue	\$ 810	\$ 1,374	(564)	(41)%
Cost of revenue	2,525	2,765	(240)	(9)%
Gross loss	(1,715)	(1,391)	(324)	23%
Operating expenses:				
Research and development expenses	23,787	26,123	(2,336)	(9)%
General and administrative expenses	8,474	8,093	381	5%
Selling and marketing expenses	1,520	2,195	(675)	(31)%
Total operating expenses	33,781	36,411	(2,630)	(7)%
Loss from operations	(35,496)	(37,802)	2,306	(6)%
Interest income	2,219	1,164	1,055	91%
Other income, net	39	135	(96)	(71)%
Net loss before taxes	(33,238)	(36,503)	3,265	(9)%
Income tax provision	—	—	-	
Net loss	\$ (33,238)	\$ (36,503)	3,265	(9)%

Revenue

Revenue decreased by \$0.6 million or 41% during the three months year ended September 30, 2023 as compared to the three months ended September 30, 2022. The decrease was primarily due to a decrease in the activity related to non-recurring engineering services, which is dependent upon the timing of the work performed for our customers, this was partially offset by an increase in the sale of prototype units sold during three months ended September 30, 2022 as compared to three months ended September 30, 2022.

Cost of revenue

Cost of revenue decreased by \$0.2 million or 9%, during the three months ended September 30, 2023, from the three months ended September 30, 2022. The decrease was primarily due to a decrease in cost of revenue related to the non-recurring services revenue.

Operating expenses

Research and development expenses

Research and development expenses decreased by \$2.3 million, or 9%, to \$23.8 million for the three months ended September 30, 2023, from \$26.1 million for the three months ended September 30, 2022. Research and development expenses decreased primarily due to a decrease in research and development material due to the timing of the expense incurred related to our development projects. Research and development material cost decreased by \$2.0 million, consulting expense decreased by \$0.6 million, stock-based compensation expense decreased by \$0.8 million and travel cost decreased by \$0.1 million. This was partially offset by an increases in payroll expense of \$0.6 million, third party service cost of by \$0.5 million and facility expense of \$0.1 million.

General and administrative expenses

General and administrative expense increased by \$0.4 million, or 5%, to \$8.4 million for the three months ended September 30, 2023, from \$8.1 million for the three months ended September 30, 2022. General and administrative expense increased primarily due to increases in legal and professional service cost of \$0.7 million, and stock-based compensation expense of \$0.4 million. This was partially offset by a decreases in payroll related expenses of \$0.3 million, and insurance expense of \$0.4 million.

Selling and marketing expenses

Selling and marketing expense decreased by \$0.7 million, or 31%, to \$1.5 million for the three months ended September 30, 2023, from \$2.2 million for the three months ended September 30, 2022. The decrease was primarily due to a decreases in payroll expense of \$0.3 million, marketing related expense of \$0.2 million, and travel expense of \$0.2 million.

Interest income

Interest income increased by \$1.1 million during the three months ended September 30, 2023, as compared to the three months ended September 30, 2022. The increase was due to an increase in the interest rate during the three months ended September 30, 2023 as compared to the three months ended September 30, 2022.

Other income, net

Other income decreased by \$0.1 million for the three months ended September 30, 2023 primarily due to change in in the fair value of private placement warrant liability.

Results of Operations**Comparison of the Nine Months Ended September 30, 2023, and 2022**

The results of operations presented below should be reviewed in conjunction with the financial statements and notes included elsewhere in this quarterly statement. The following table sets forth Aeva's results of operations data for the periods presented:

	Nine Months Ended September 30,		Change \$	Change %
	2023	2022		
	(in thousands, except percentages)			
Revenue	\$ 2,701	\$ 4,004	(1,303)	(33)%
Cost of revenue	\$ 7,715	5,131	2,584	50%
Gross loss	(5,014)	(1,127)	(3,887)	345%
Operating expenses:				
Research and development	76,306	77,376	(1,070)	(1)%
General and administrative expenses	24,020	23,642	378	2%
Selling and marketing expenses	5,603	5,415	188	3%
Total operating expenses	105,929	106,433	(504)	(0)%
Loss from operations	(110,943)	(107,560)	(3,383)	3%
Interest income	6,508	2,033	4,475	220%
Other income, net	68	896	(828)	(92)%
Net loss before taxes	(104,367)	(104,631)	264	(0)%
Income tax provision	—	—	—	
Net loss	\$ (104,367)	\$ (104,631)	\$ 264	(0)%

Revenue

Revenue decreased by \$1.3 million, or 33% during the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022. The decrease was primarily due to a decrease in the activity related to non-recurring engineering services, which is dependent upon the timing of the work performed for our customers; this was partially offset by an increase in the sale of prototype units sold in 2023 as compared to 2022.

Cost of revenue

Cost of revenue increased by \$2.5 million, or 50%, during the nine months ended September 30, 2023, from the nine months ended September 30, 2022. The increase was primarily due to an increase in manufacturing overhead costs due to scaling of third-party contract manufacturing and an increase in the sale of the prototype units sold in 2023 as compared to 2022. This was partially offset by a decrease cost of revenue related to the non-recurring services revenue.

*Operating expenses**Research and development expenses*

Research and development expenses decreased by \$1.1 million, or 1%, to \$76.3 million for the nine months ended September 30, 2023, from \$77.4 million for the nine months ended September 30, 2022. Research and development expenses decreased primarily due to a decrease in consulting expense, primarily due to the timing of the expenses incurred on our development projects. Consulting expense decreased by \$3.3 million, research and development service expense decreased by \$1.2 million, research and development material expense decreased by \$0.2 million, and

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stock-based compensation expense decreased by \$0.2 million. This was partially offset by an increase in payroll related expense of \$3.3 million, other service expense of \$0.3 million, and facility of \$0.2 million.

General and administrative expenses

General and administrative expense increased by \$0.4 million, or 2%, to \$24.0 million for the nine months ended September 30, 2023, from \$23.6 million for the nine months ended September 30, 2022. Legal expense increased by \$1.1 million, other employee related expense increased by \$0.2 million, subscription expense increased by \$0.4 million, depreciation and amortization expense increased by \$0.4 million, property tax increased by \$0.1 million, stock-based compensation expense increased by \$0.1 million, facility expense increased by \$0.1 million and travel expense increased by \$0.1 million. This was partially offset by decreases in payroll related expenses of \$1.1 million, and decrease in insurance expense of \$1.0 million.

Selling and marketing expenses

Selling and marketing expense increased marginally by \$0.2 million, or 3%, to \$5.6 million for the nine months ended September 30, 2023, from \$5.4 million for the nine months ended September 30, 2022. The increase was primarily due to an increase in payroll related expense by \$0.5 million, this was partially offset by decreases in marketing-related expense of \$0.1 million, stock-based compensation expense of \$0.1 million and travel expense of \$0.1 million.

Interest income

Interest income increased by \$4.5 million during the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022. The increase was due to an increase in the interest rate during the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022.

Other income, net

Other income decreased by \$0.8 million for the nine months ended September 30, 2023, primarily due to change in in the fair value of private placement warrant liability.

Liquidity and Capital Resources

Sources of Liquidity

Aeva's capital requirements will depend on many factors, including sales volume, the timing and extent of spending to support research and development efforts, investments in information technology systems, the expansion of sales and marketing activities, and market adoption of new and enhanced products and features. As of September 30, 2023, Aeva had cash and cash equivalents and marketable securities totaling \$233.7 million.

Aeva expects its current cash and cash equivalents and marketable securities to fund its near term cash needs, but will be required to raise additional capital unless Aeva is able to generate sufficient revenue from the sale of its products to cover anticipated operating expense, working capital and capital expenditures. Any additional equity securities issued may provide for rights, preferences or privileges senior to those of holders of the Company's common stock. If Aeva raises funds by issuing debt securities, these debt securities would have rights, preferences and privileges senior to those of common stockholders. The terms of debt securities or borrowings could impose significant restrictions on Aeva's operations. Further, the current macroeconomic environment may make it difficult for us to raise capital on terms favorable to us or at all. The credit market and financial services industry have in the past, and may in the future, experience periods of uncertainty and other risks detailed in Part I, Item 1A titled "Risk Factors" that could impact the availability and cost of equity and debt financing.

Aeva has incurred negative cash flows from operating activities and losses from operations in the past as reflected in its accumulated deficit of \$414.6 million as of September 30, 2023. Aeva expects to continue to incur operating losses due to continued investments that it intends to make in its business, including development of products. Aeva believes that existing cash and cash equivalent and marketable securities will be sufficient to fund operating and capital expenditure requirements through at least 12 months from the date of issuance of these financial statements.

On November 8, 2023, Aeva entered into agreements with Adage and Sylebra to purchase \$21.4 million of common stock in a private placement, which closed on November 9, 2023. In addition, on November 8, 2023, the Company entered into a facility agreement with Sylebra, pursuant to which the Company will have the right, but not the obligation, to sell to Sylebra up to \$125 million of its shares of preferred stock. Refer to Note 14, Subsequent Events of Part I, Item 1, Financial Statements for additional details.

Cash Flow Summary

The following table summarizes our cash flows for the periods presented:

	Nine Months Ended September 30,	
	2023	2022
	(in thousands)	
Cash used in operating activities	\$ (91,492)	\$ (83,093)
Cash provided by investing activities	64,532	134,479
Cash provided by (used in) financing activities	90	(311)
Net increase (decrease) in cash and cash equivalents	<u>\$ (26,870)</u>	<u>\$ 51,075</u>

Operating Activities

For the nine months ended September 30, 2023, net cash used in operating activities was \$91.5 million, attributable to a net loss of \$104.4 million and a net change in net operating assets and liabilities of \$8.4 million, partially offset by non-cash charges of \$21.3 million. Non-cash charges primarily consisted of \$18.2 million in stock-based compensation, \$3.1 million in depreciation and amortization expense, and \$2.3 million in amortization of right of use assets, partially offset by \$2.1 million in amortization of premium and accretion of discount on available for sale securities. The change in net operating assets and liabilities was primarily due to a \$2.1 million decrease in accounts receivable due to timing of billing and cash collections, a \$0.3 million decrease in inventory, a \$2.4 million decrease in accounts payable, a 6.3 million decrease in accrued liabilities, and a \$2.3 million decrease in lease liability.

Investing Activities

For the nine months ended September 30, 2023, net cash provided by used in investing activities was \$64.5 million, attributable to maturity of available-for-sale investments of \$165.6 million, partially offset by purchase of investments of \$97.6 million and purchase of property, plant and equipment of \$3.4 million.

Financing Activities

For the nine months ended September 30, 2023, net cash provided by financing activities was attributable to a \$0.2 million proceeds from stock option exercises, partially offset by \$0.1 million of proceeds from stock option exercises.

Off-Balance Sheet Arrangements

As of September 30, 2023, Aeva has not engaged in any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Critical Accounting Policies and Estimates

Aeva prepares its financial statements in accordance with U.S. GAAP. The preparation of these financial statements requires the Company to make estimates, assumptions and judgments that can significantly impact the amounts Aeva reports as assets, liabilities, revenue, costs and expenses and the related disclosures. Aeva bases its estimates on historical experience and other assumptions that it believes are reasonable under the circumstances. Aeva's actual results could differ significantly from these estimates under different assumptions and conditions. Aeva believes that the accounting policies discussed below are critical to understanding its historical and future performance as these policies involve a greater degree of judgment and complexity.

For the nine months ended September 30, 2023 there were no significant changes to our critical accounting policies and estimates. For a more detailed discussion of our critical accounting policies and estimates, please refer to our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and Note 1 of the notes to condensed consolidated financial statements included in this Form 10-Q.

Recent Accounting Pronouncements

See Note 1 to Aeva's financial statements included elsewhere in this Quarterly Report on Form 10-Q for recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted as of the date of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Aeva is exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in interest rates. There has been no material change in our exposure to market risks from that discussed in Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk” of the 2022 Form 10-K.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2023. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of September 30, 2023, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in internal control over financial reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent limitation on the effectiveness of internal control

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, the Company may be involved in actions, claims, suits and other proceedings in the ordinary course of business, including assertions by third parties relating to intellectual property infringement, breaches of contract or warranties or employment-related matters. When it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated, the Company records a liability for such loss contingencies. The Company's estimates regarding potential losses and materiality are based on the Company's judgment and assessment of the claims utilizing currently available information. Although the Company will continue to reassess its reserves and estimates based on future developments, the Company's objective assessment of the legal merits of any such claims may not always be predictive of the outcome and actual results may vary from the Company's current estimates.

Item 1A. Risk Factors.

The Company's business, reputation, results of operations and financial condition, as well as the price of the Company's stock, can be affected by a number of factors, whether currently known or unknown, including those described in Part I, Item 1A of the 2022 Form 10-K under the heading "Risk Factors." When any one or more of these risks materialize from time to time, the Company's business, reputation, results of operations and financial condition, as well as the price of the Company's stock, can be materially and adversely affected. There have been no material changes to the Company's risk factors since the 2022 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceed

As described in Footnote 14, Subsequent Events of Part I, Item 1, Financial Statements, the Company has agreed to issue shares of Common Stock, preferred stock, Series A Warrants and Pre-Funded Warrants. These issuances and sales will be exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder. The securities sold in the private placement have not been registered under the Securities Act, or securities laws of any state of other jurisdiction, and may not be resold absent registration under, or exemption from registration under, the Securities Act.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation of Aeva Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on March 18, 2021).
3.2	Amended and Restated By-laws of Aeva Technologies, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by the Registrant on March 18, 2021).
10.1*	Aeva Technologies, Inc. Performance-Based Restricted Stock Unit Agreement
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

Indicates a management contract or any compensatory plan, contract or arrangement.

† Schedules and exhibits to this Exhibit omitted pursuant to Regulation S-K Item 601(b)(2). The Registrant agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

SIGNATURES

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

AEVA TECHNOLOGIES, INC.

Date: November 13, 2023

By: _____
Soroush Salehian Dardashti
Chief Executive Officer

Date: November 13, 2023

By: _____
Saurabh Sinha
Chief Financial Officer

AEVA TECHNOLOGIES, INC.
2021 INCENTIVE AWARD PLAN

PERFORMANCE-BASED RESTRICTED STOCK UNIT GRANT NOTICE

Capitalized terms not specifically defined in this Restricted Stock Unit Grant Notice (the “*Grant Notice*”) have the meanings given to them in the 2021 Incentive Award Plan (as may be amended from time to time, the “*Plan*”) of Aeva Technologies, Inc. (the “*Company*”).

The Company has granted to the participant listed below (“*Participant*”) the Performance-Based Restricted Stock Units described in this Grant Notice (the “*PSUs*”), subject to the terms and conditions of the Plan and the Performance-Based Restricted Stock Unit Agreement attached as **Exhibit A** (the “*Agreement*”), both of which are incorporated into this Grant Notice by reference.

Participant: _____

Grant Date: _____

Number of PSUs: _____, consisting of: [_____]

Performance Period: [_____]

Vesting Schedule: [_____]

Change in Control: [_____]

Dividend Equivalents: [_____]

* * *

By accepting (whether in writing, electronically or otherwise) the PSUs, Participant agrees to be bound by the terms of this Grant Notice, the Plan and the Agreement. Participant has reviewed the Plan, this Grant Notice and the Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Grant Notice and fully understands all provisions of the Plan, this Grant Notice and the Agreement. Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions arising under the Plan, this Grant Notice or the Agreement.

AEVA TECHNOLOGIES, INC.

PARTICIPANT

By: _____
Name: _____
Title: _____

[Participant Name]

[Signature Page to Performance-Based Restricted Stock Unit Agreement]

PERFORMANCE-BASED RESTRICTED STOCK UNIT AGREEMENT

Capitalized terms not specifically defined in this Agreement have the meanings specified in the Grant Notice or, if not defined in the Grant Notice, in the Plan.

ARTICLE I GENERAL

1.1 Award of PSUs. The Company has granted the PSUs to Participant effective as of the grant date set forth in the Grant Notice (the “**Grant Date**”). Each PSU represents the right to receive one Share or, at the option of the Company, an amount of cash, in either case, as set forth in this Agreement. Participant will have no right to the distribution of any Shares or payment of any cash until the time (if ever) the PSUs have vested.

1.2 Incorporation of Terms of Plan. The PSUs are subject to the terms and conditions set forth in this Agreement and the Plan, which is incorporated herein by reference. In the event of any inconsistency between the Plan and this Agreement, the terms of the Plan will control.

1.3 Unsecured Promise. The PSUs will at all times prior to settlement represent an unsecured Company obligation payable only from the Company’s general assets.

ARTICLE II VESTING; FORFEITURE AND SETTLEMENT

2.1 Vesting; Forfeiture. The PSUs will vest according to the vesting schedule in the Grant Notice except that any fraction of a PSU that would otherwise be vested will be accumulated and will vest only when a whole PSU has accumulated. In the event of Participant’s Termination of Service for any reason, all unvested PSUs will immediately and automatically be cancelled and forfeited, except as otherwise determined by the Administrator or provided in a binding written agreement between Participant and the Company.

2.2 Settlement.

(a) PSUs will be paid in Shares or cash at the Company’s option as soon as administratively practicable after the vesting of the applicable PSU, but in no event more than sixty (60) days after the PSU’s vesting date. Notwithstanding the foregoing, the Company may delay any payment under this Agreement that the Company reasonably determines would violate Applicable Law until the earliest date the Company reasonably determines the making of the payment will not cause such a violation (in accordance with Treasury Regulation Section 1.409A-2(b)(7)(ii)), provided the Company reasonably believes the delay will not result in the imposition of excise taxes under Section 409A.

(b) If a PSU is paid in cash, the amount of cash paid with respect to the PSU will equal the Fair Market Value of a Share on the day immediately preceding the payment date.

ARTICLE III. TAXATION AND TAX WITHHOLDING

3.1 Representation. Participant represents to the Company that Participant has reviewed with Participant’s own tax advisors the tax consequences of this Award and the transactions contemplated by the Grant Notice and this Agreement. Participant is relying solely on such advisors and not on any statements or representations of the Company or any of its agents.

3.2 Tax Withholding.

(a) The Company has the right and option, but not the obligation, to treat Participant's failure to provide timely payment in accordance with the Plan of any withholding tax arising in connection with the PSUs as Participant's election to satisfy all or any portion of the withholding tax by requesting the Company retain Shares otherwise issuable under the Award.

(b) Participant acknowledges that Participant is ultimately liable and responsible for all taxes owed in connection with the PSUs, regardless of any action the Company or any Subsidiary takes with respect to any tax withholding obligations that arise in connection with the PSUs. Neither the Company nor any Subsidiary makes any representation or undertaking regarding the treatment of any tax withholding in connection with the awarding, vesting or payment of the PSUs or the subsequent sale of Shares. The Company and the Subsidiaries do not commit and are under no obligation to structure the PSUs to reduce or eliminate Participant's tax liability.

3.3 Section 409A. The provisions of Section 10.6 of the Plan are incorporated by reference herein as if fully set forth herein.

ARTICLE IV OTHER PROVISIONS

4.1 Adjustments. Participant acknowledges that the PSUs, and the Shares subject to the PSUs, are subject to adjustment, modification and termination in certain events as provided in this Agreement and the Plan.

4.2 Forfeiture and Claw-Back. Participant acknowledges and agrees that the PSUs (including any proceeds, gains or other economic benefit actually or constructively received by Participant upon any receipt PSUs) shall be subject to the provisions of any claw-back policy implemented by the Company or any Subsidiary, including, without limitation, any claw-back policy adopted to comply with the requirements of applicable law, including without limitation the Dodd-Frank Wall Street Reform and Consumer Protection Act and any rules or regulations promulgated thereunder.

4.3 Notices. Any notice to be given under the terms of this Agreement to the Company must be in writing and addressed to the Company in care of the Company's Secretary at the Company's principal office or the Secretary's then-current email address or facsimile number. Any notice to be given under the terms of this Agreement to Participant must be in writing and addressed to Participant (or, if Participant is then deceased, to the Designated Beneficiary) at Participant's last known mailing address, email address or facsimile number in the Company's personnel files. By a notice given pursuant to this Section, either party may designate a different address for notices to be given to that party. Any notice will be deemed duly given when actually received, when sent by email, when sent by certified mail (return receipt requested) and deposited with postage prepaid in a post office or branch post office regularly maintained by the United States Postal Service, when delivered by a nationally recognized express shipping company or upon receipt of a facsimile transmission confirmation.

4.4 Titles. Titles are provided herein for convenience only and are not to serve as a basis for interpretation or construction of this Agreement.

4.5 Conformity to Securities Laws. Participant acknowledges that the Plan, the Grant Notice and this Agreement are intended to conform to the extent necessary with all Applicable Laws and, to the extent Applicable Laws permit, will be deemed amended as necessary to conform to Applicable Laws.

4.6 Successors and Assigns. The Company may assign any of its rights under this Agreement to single or multiple assignees, and this Agreement will inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth in this Agreement or the Plan, this Agreement will be binding upon and inure to the benefit of the heirs, legatees, legal representatives, successors and assigns of the parties hereto.

4.7 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan or this Agreement, if Participant is a Section 16 Person, the Plan, the Grant Notice, this Agreement and the PSUs will be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3) that are requirements for the application of such exemptive rule. To the extent Applicable Laws permit, this Agreement will be deemed amended as necessary to conform to such applicable exemptive rule.

4.8 Entire Agreement. The Plan, the Grant Notice and this Agreement (including any exhibit hereto) constitute the entire agreement of the parties and supersede in their entirety all prior undertakings and agreements of the Company and Participant with respect to the subject matter hereof.

4.9 Agreement Severable. In the event that any provision of the Grant Notice or this Agreement is held illegal or invalid, the provision will be severable from, and the illegality or invalidity of the provision will not be construed to have any effect on, the remaining provisions of the Grant Notice or this Agreement.

4.10 Limitation on Participant's Rights. Participation in the Plan confers no rights or interests other than as herein provided. This Agreement creates only a contractual obligation on the part of the Company as to amounts payable and may not be construed as creating a trust. Neither the Plan nor any underlying program, in and of itself, has any assets. Participant will have only the rights of a general unsecured creditor of the Company with respect to amounts credited and benefits payable, if any, with respect to the PSUs, and rights no greater than the right to receive cash or the Shares as a general unsecured creditor with respect to the PSUs, as and when settled pursuant to the terms of this Agreement.

4.11 Not a Contract of Employment. Nothing in the Plan, the Grant Notice or this Agreement confers upon Participant any right to continue in the employ or service of the Company or any Subsidiary or interferes with or restricts in any way the rights of the Company and its Subsidiaries, which rights are hereby expressly reserved, to discharge or terminate the services of Participant at any time for any reason whatsoever, with or without Cause, except to the extent expressly provided otherwise in a written agreement between the Company or a Subsidiary and Participant.

4.12 Counterparts. The Grant Notice may be executed in one or more counterparts, including by way of any electronic signature, subject to Applicable Law, each of which will be deemed an original and all of which together will constitute one instrument.

4.13 Restrictions. In the event the Shares are no longer registered with the United States Securities and Exchange Commission (as determined by the Administrator), any Shares acquired in respect of the PSUs shall be subject to such terms and conditions as the Administrator shall determine, including, without limitation, restrictions on the transferability, repurchase rights, the right of the Company to require that Shares be transferred in the event of certain transactions, rights of first refusal, tag-along rights, bring-along rights, redemption and co-sale rights and voting requirements. Such terms and conditions may be additional to those contained in the Plan and may, as determined by the Administrator, be contained in an exercise notice, securityholders' agreement or in such other agreement as the Administrator shall determine, in each case in a form determined by the Administrator. The Administrator may condition the issuance of such Shares on Participant's consent to such terms and conditions and Participant's entering into such agreement or agreements.

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Soroush Salehian Dardashti, certify that:

1. I have reviewed this Quarterly Report of Aeva Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2023

By: _____ /s/ Soroush Salehian Dardashti

Soroush Salehian Dardashti
Chief Executive Officer and Director
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Saurabh Sinha, certify that:

1. I have reviewed this Quarterly Report of Aeva Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 13, 2023

By: _____ /s/ Saurabh Sinha

Saurabh Sinha
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Aeva Technologies, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 13, 2023

By: _____ /s/ Soroush Salehian Dardashti

Soroush Salehian Dardashti
Chief Executive Officer and Director
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Aeva Technologies, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 13, 2023

By: _____
/s/ Saurabh Sinha
Saurabh Sinha
Chief Financial Officer
(Principal Financial and Accounting Officer)
