

Merger aims to establish a vertically integrated energy services company through the acquisition of regional solar, storage and energy service businesses nationwide



### **Certain Notices**

#### FORWARD LOOKING STATEMENTS

In connection with this presentation and in this presentation, management of Communications Systems, Inc. ("CSI') makes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of present or historical fact, included in this presentation regarding the proposed merger transaction involving Pineapple Energy LLC ("Pineapple") are forward-looking statements. These forward-looking statements are based on CSI management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. These forward-looking statements are subject to numerous risks and uncertainties, including: (i) the conditions to the closing of CSI-Pineapple merger transaction may not be satisfied; (ii) the occurrence of any other risks to consummation of the CSI-Pineapple merger transaction, including the risk that the CSI-Pineapple merger transaction will not be consummated within the expected time period or any event, change or other circumstances that could give rise to the termination of the CSI-Pineapple merger transaction; (iii) the CSI-Pineapple merger transaction has involved greater than expected costs and delays and may in the future involve unexpected costs, liabilities or delays; (iv) the Company's ability to sell its other legacy operating business assets and its real estate assets at attractive values; (v) there is no assurance that CSI will receive any of the maximum \$7.0 million earnout relating to the August 2, 2021 sale of CSI's Electronics & Software Segment; (vi) the combined company will be entitled to retain ten percent of the net proceeds of CSI legacy assets that are sold pursuant to agreements entered into after the effective date of the merger; (vii) risks that the merger will disrupt current CSI plans and operations or that the business or stock price of CSI may suffer as a result of uncertainty surrounding the CSI-Pineapple merger transaction;

Certain market data information in this presentation is based on the estimates of Pineapple Energy and CSI management. Pineapple Energy and CSI obtained the industry, market and competitive position data used throughout this presentation from internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. Pineapple Energy and CSI believes their estimates to be accurate as of the date of this presentation. However, this information may prove to be inaccurate because of the method by which Pineapple Energy or CSI obtained some of the data for its estimates or because this information cannot always be verified due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process.

#### TRADEMARKS AND INTELLECTUAL PROPERTY

All trademarks, service marks, and trade names of Pineapple or CSI or their respective subsidiaries or affiliates used herein are trademarks, service marks, or registered trademarks of Pineapple or CSI, respectively, as noted herein. Any other product, company names, or logos mentioned herein are the trademarks and/or intellectual property of their respective owners.



# **Certain Notices (Cont'd)**

#### ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed merger with Pineapple, Communications Systems, Inc. ("CSI") filed a registration statement on Form S-4 (File No. 333-260999) with the Securities and Exchange Commission (SEC) on November 12, 2021 (as amended, the "Registration Statement"). The Registration Statement includes a proxy statement/prospectus, and was declared effective by the SEC on February 3, 2022. Beginning February 4, 2022, a copy of the proxy statement/prospectus dated February 3, 2022 was sent to CSI shareholders as of the close of business on January 27, 2022, the record date established for the special meeting.

CSI URGES INVESTORS, SHAREHOLDERS AND OTHER INTERESTED PERSONS TO READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS, AND ANY AMENDMENTS OR SUPPLEMENTS THERETO, AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.

The Registration Statement, preliminary and definitive proxy statement/prospectus, any other relevant documents, and all other documents and reports CSI filed with or furnishes to the SEC are (or, when filed, will be) available free of charge under the "Financial Reports" tab of the Investors Relations section of our website at www.commsystems.com or by directing a request to: Communications Systems, Inc., 10900 Red Circle Drive, Minnetonka, MN 55343. The contents of the CSI website is not deemed to be incorporated by reference into presentation, the Registration Statement or the proxy statement/prospectus. The documents and reports that CSI files with or furnishes to the SEC are (or, when filed, will be) available free of charge through the website maintained by the SEC at http://www.sec.gov.

#### PARTICIPANTS IN THE SOLICITATION

CSI, Pineapple and their respective directors and executive officers may be considered participants in the solicitation of proxies by CSI in connection with approval of the proposed merger and other proposals to be presented at the CSI special meeting of shareholders. Information regarding the names of these persons and their respective interests in the transaction, by securities holdings or otherwise, are set forth in the proxy statement/prospectus dated February 3, 2022. To the extent CSI directors and executive officers or their holdings of CSI securities have changed from the amounts disclosed in such filling, to CSI's knowledge, these changes have been reflected on statements of change in ownership on Form 4 on file with the SEC. You may obtain these documents (when they become available, as applicable) free of charge through the sources indicated above.



# **Today's Presenters**



**Kyle Udseth**Founder & CEO, Pineapple





Mark Fandrich
Chief Financial Officer, CSI







Roger Lacey
Executive Chairman, CSI







## **Creating CSI Shareholder Value Over the Year**



Announced: March 2021

**Anticipated Close: March 2022** 



### Steps completed

- > CSI announces agreement to merge with Pineapple Energy LLC
- > CVRs to be distributed to pre-merger CSI shareholders
- > Closed sale of its E&S businesses (Transition Networks and Net2Edge) to Lantronix
- > Paid \$3.50 per share dividend
- > Entered into agreement for \$32 million in equity financing for post-merger Pineapple Energy
- > Secured reimbursement of transaction expenses for the benefit of CVR holders
- > Existing CSI shareholders will continue to hold 9.7 million shares in the post-merger Pineapple Holdings

Source: CSI Press Releases



# Why Support the Transaction?

### **Strategic and Financial Benefits of the Transaction**

CSI shareholders, through their ownership of CSI common stock following the merger, to benefit from

### **Fast-growing industry**

Customer sentiment and continued public policy momentum, growing scale-derived operating efficiencies that may be re-invested into the post-merger company

# Pineapple's vision of building a vertically integrated business

The potential growth of Pineapple's residential solar, battery storage, and grid services solutions business



### **Acquisitions**

- 1. **HEC** is a leading sustainable energy provider in Hawaii, with over 9,000 residential systems installed and growing
- **2. E-Gear** operates as a technology developer and manufacturer of energy management software and hardware in Hawaii.
- Pineapple's cornerstone acquisitions of selected assets of Sungevity and Horizon Solar Power in December 2020 provides a well-known brand name and access to a database with both historical customers and 115,000 unconverted Sungevity leads
- 4. National consolidation strategy to acquire leading independent solar, storage and home energy management companies

#### Furthermore....

- Public company expense post-merger will be born by post-merger company, not CVRs
- CVRs provides pre-merger CSI shareholders opportunity to receive value of pre-merger CSI assets
- Estimated \$3.4 million in CSI transaction expenses to be paid from PIPE Offering proceeds



## **Pineapple Energy At a Glance**

**Vision:** Aiming to build the nation's leading residential energy management company

The Pineapple Energy family of brands provides homeowners an end-to-end product offering spanning solar, battery storage, and grid services.



### **Portfolio of Brands**









### The growth strategy includes:

- Organically grow in legacy markets i.e. CA, NJ, NY, MA
- Grow via acquisition in markets e.g. TX, FL, AZ, NV
- Cross-selling battery storage, energy management,
   EV chargers etc. to current customers
- Grid services from aggregating customer products expands scope & creates recurring revenue model
- HEC has operated on an EBITDA positive basis



## **Summary – Maximizing CSI Shareholder Value**

#### 2018

- May 2018 CSI Announces
   Exploration of Strategic Alternatives
- July 2018 CSI Engages Northland Capital Markets
- December 18, 2018 CSI Initiates
   Restructure and New Leadership

### 2019

April 5, 2019 - CSI Subsidiary, Suttle Inc.,
 Sells Its FutureLink™ Fiber Business Line

#### 2020

- March 11, 2020 CSI Subsidiary,
   Suttle Inc., Sells the Remainder of its
   Business Line
- May 14, 2020 CSI Acquires Ecessa Corporation
- June 1, 2020 CSI Makes Minority Investment In Quortus
- November 5, 2020 CSI Acquires
   IVDesk's Operating Assets

### 2021

- March 2, 2021 CSI Announces Agreement For Merger Transaction With Pineapple Energy LLC
- June 28, 2021 CSI Announces Agreement for \$25 Million PIPE Investment
- July 28, 2021 CSI Approved The Sale Of Its Transition Networks And Net2Edge Businesses
- September 15, 2021 CSI Announces
   Agreement For Upsized \$32 Million PIPE
   Investment

2018 \_\_\_\_\_\_ 2019 \_\_\_\_\_\_ 2020 \_\_\_\_\_\_ 2021 \_\_\_\_\_\_

Contingent Value Right (CVR)

### **CSI Legacy Asset Summary Available to CVR**

- \$6.4 million in Cash + Reimbursement of Merger Related Expenses (Est. \$3.4 million)
- \$6.82 million from Pending Sale of Minnetonka HQ (less expenses, commissions)
- Any earnouts paid from the sale of Electronics & Software segment to Lantronix (Max \$7.0 million)
- Any future proceeds from the sale of the Services & Support (S&S) operating segment
- CVRs reduced by legacy asset transaction expense, cash needed to fund the continued operation of the S&S segment, and also reserves and holdbacks in the form of time-bound escrows



# **Post-Closing Senior Management & Board of Directors**



**Kyle Udseth** *Chief Executive Officer & Director* 

SUNTUN sunnova



Mark Fandrich
Chief Financial Officer







Roger Lacey
Chairman





Scott Honour

Director





Randy Sampson
Independent Director





**Michael Zapata** *Independent Director* 





Marilyn Adler
Independent Director





**Tom Holland** *Independent Director* 

Homebound



# Home Energy Mgmt. - The Future of Home Ownership





## **Providing Energy Security to Our Customers**

We provide customers the best products that fit their unique needs



**Expertise** 

**Acquisition Targets/ Third Party Partners** 

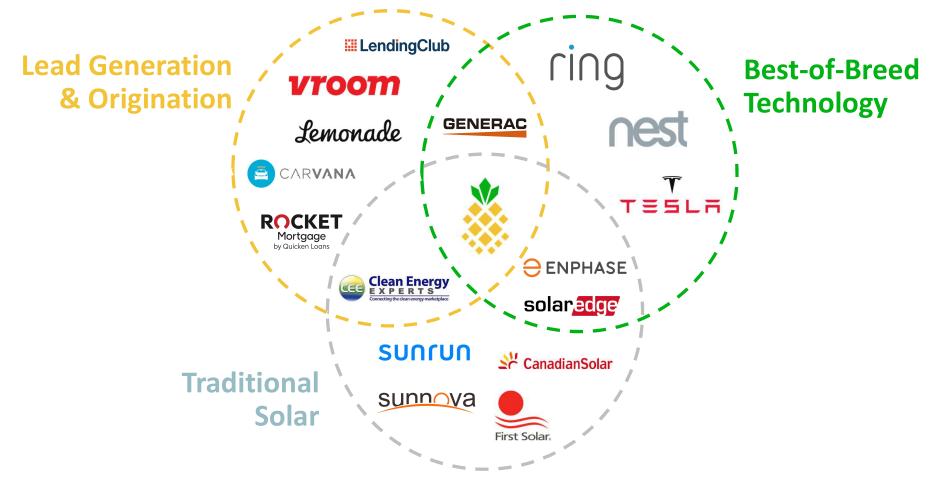
Digital, Word-of-mouth and referral leads; flexible sales options to meet customer preference Goal to be leading nationwide vendor for cutting-edge product offerings from Enphase, Generac, and others Become a pioneer in partnering with utilities to monetize grid-edge assets (i.e. batteries, smart-energy controllers)

Customer management platform ensuring high quality, low risk delivery coupled with best-inclass customer engagement

We deliver exceptional customer experiences, leading to referrals and cross-sell opportunities



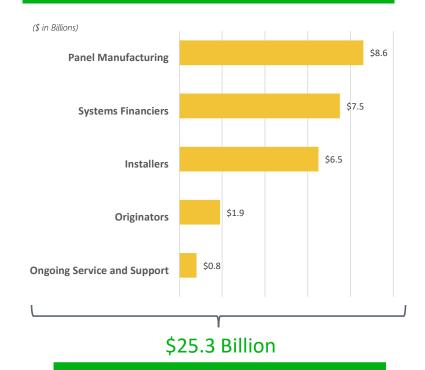
### **Differentiation in the Market**





## **Residential Solar Sector Snapshot**





2023E Total U.S. Residential Solar Market

(1) Source: Allied Market Research [Month/Year]



### Key Growth Drivers of Residential Solar

- Ongoing decline in cost makes solar an attractive solution for homeowners
- New consumer financing structures provide access to residential solar systems for an expanding customer base
- Residential solar enables other energy products and services, such as storage and EV charging, adding additional value
- State-level policy developments around financial incentives and tariffs help bolster the market

# Residential Solar Ancillary Products & Services

### Solar is just the Start

- Residential solar can unlock adjacent revenue opportunities:
  - Energy Storage: Support rooftop solar and provide ancillary grid services
  - Smart Appliances: Improve efficiency from common household appliances
  - Energy Mgmt. / Software: Control and optimize household energy use
  - Services / Repair: Maintain optimal performance of equipment
  - Comfort / Lighting: Improve energy efficiency by controlling HVAC and lighting
  - Security: Give homeowners peace of mind that their homes are secured

#### **Residential Energy Services Platform Residential Solar** Energy Smart **Energy Mgmt.** Storage **Appliances** Software **Market Size: Market Size: Market Size:** ~\$1.5bn ~\$2.9bn ~\$4.3bn Comfort / Service / Security Lighting Repair **Market Size: Market Size: Market Size:** ~\$8.8bn ~\$7.0bn ~\$2.0bn

\$25.3 Billion

2023E Total U.S. Residential Solar Market <sup>1</sup>

(1) Source: Allied Market Research [Month/Year]



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