



**Leader in AI-Driven
Storage Solutions**

**Simmons Energy
Conference**

March 22, 2021

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You should review Stem’s audited financial statements and unaudited pro forma financial statements included in the registration statement filed by STPK in connection with the proposed Business Combination, and not rely on any single financial measure to evaluate Stem’s business.

This presentation also includes references to financial measures that are calculated and presented on the basis of methodologies other than in accordance with generally accepted accounting principles in the United States of America (“GAAP”). Any non-GAAP financial measures used in this presentation are in addition to, and should not be considered superior to, or a substitute for, financial statements prepared in accordance with GAAP. Non-GAAP financial measures should not be considered in isolation and are subject to significant inherent limitations. The non-GAAP measures presented herein may not be comparable to similar non-GAAP measures presented by other companies. Stem believes these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to Stem’s financial condition and results of operations. Stem believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing Stem’s financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures.

Use of Projections

This presentation contains financial forecasts of the Company, namely, Stem’s Adjusted EBITDA. Neither the Company’s independent auditors, nor the independent registered public accounting firm of STPK, audited, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, neither of them expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this presentation. These projections should not be relied upon as being necessarily indicative of future results. The projected financial information contained in this presentation constitutes forward-looking information. The assumptions and estimates underlying such projected financial information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. See “Forward-Looking Statements” above. Actual results may differ materially from the results contemplated by the projected financial information contained in this presentation, and the inclusion of such information in this presentation should not be regarded as a representation by any person that the results reflected in such projections will be achieved.

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Additional Information About the Proposed Business Combination and Where to Find It

The Business Combination will be submitted to stockholders of STPK for their consideration. STPK has filed a registration statement on Form S-4 with the SEC containing a preliminary proxy statement and a preliminary prospectus of STPK and a preliminary consent solicitation statement of the Company, and after the registration statement is declared effective, STPK will mail a definitive proxy statement/consent solicitation statement/prospectus relating to the proposed Business Combination to its shareholders. This presentation does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. STPK’s shareholders and other interested persons are advised to read the preliminary proxy statement/consent solicitation statement/prospectus and, when available, the amendments thereto and the definitive proxy statement/consent solicitation statement/prospectus and other documents filed in connection with the proposed Business Combination, as these materials will contain important information about Stem, STPK and the Business Combination. When available, the definitive proxy statement/consent solicitation statement/prospectus and other relevant materials for the proposed Business Combination will be mailed to shareholders of STPK as of a record date to be established for voting on the proposed Business Combination. Shareholders will also be able to obtain copies of the preliminary proxy statement/consent solicitation statement/prospectus, and, when available, the definitive proxy statement/consent solicitation statement/prospectus and other documents filed with the SEC, without charge, at the SEC’s website at www.sec.gov. This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U. S. Securities Act of 1933, as amended.

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Participants in the Solicitation

STPK and its directors and executive officers may be deemed participants in the solicitation of proxies from STPK’s shareholders with respect to the proposed Business Combination. Information regarding the interests of such participants is set forth in the preliminary proxy statement/consent solicitation statement/prospectus for the proposed Business Combination and, once available, the definitive proxy statement/consent solicitation statement/prospectus.

The Company and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the shareholders of STPK in connection with the proposed Business Combination. A list of the names of such directors and executive officers and information regarding their interests in the proposed Business Combination is set forth in the preliminary proxy statement/consent solicitation statement/prospectus for the proposed Business Combination and, once available, the definitive proxy statement/consent solicitation statement/prospectus.



John Carrington
CEO and Director



Bill Bush
Chief Financial Officer



Larsh Johnson
Chief Technology Officer



Sylvia Lan
VP, HR



Prakesh Patel
Chief Strategy Officer



Alan Russo
Chief Revenue Officer



Mark Triplett
Chief Operating Officer

Seasoned Leadership Team

- Seasoned leadership team with 150+ years of experience in the software and energy space
- Leadership experience at technology, energy, and industrial companies
- 145 employees (at announcement)



Leading Strategic and Financial Investors



A revolutionized grid, with Stem, is the solution

Grid



Since 2019, 90% of new interconnection requests were renewables and/or storage, but renewable generation suffers from intermittency⁽¹⁾



Distributed, renewable generation is supplementing and replacing traditional generation

Storage



Battery production is becoming cheaper and more commercialized

STEM



Energy storage is key to the build out of renewable generation, and represents a \$1.2 trillion revenue opportunity through 2050⁽²⁾



Battery optimization is difficult. Energy intelligence amplifies performance by anticipating demand cycle, energy prices, generation profile and other factors in real time

(1) Wood Mackenzie Energy Storage Service. (2) Bloomberg New Energy Finance.

Stem is the first pure play smart energy storage company to go public in the US

Large Addressable Market + Strong Macro Tailwinds

- ~\$1.2 trillion in new revenue opportunities for integrated storage expected to be deployed by 2050⁽¹⁾
- Battery storage capacity expected to increase by 25x by 2030⁽²⁾

Market Leader with Best in Class Technology

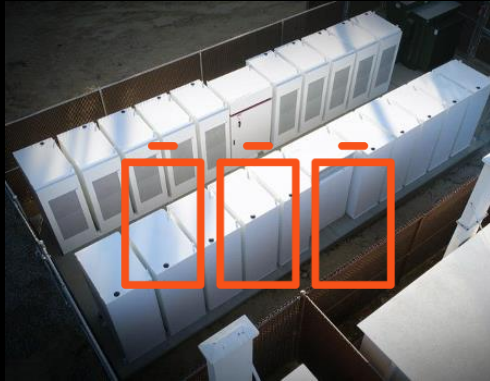
- 950+ systems operating or contracted with Stem's Athena software⁽³⁾
- 75% market share in CA BTM storage market, largest in the US⁽²⁾
- First mover AI platform that operates with 40+ utilities, 5 grid operators and over 20MM runtime hours (2,200 years)

Balance Sheet Positioned to Capitalize on Growth

- Ready to deploy net cash balance of ~\$525m to target and fund high growth markets
- Transaction fully finances all forecasted growth

Highly Visible Growth

- Recurring revenue streams provide strong financial position to accelerate growth
- Revenues projected to grow at ~51% CAGR from 2021 to 2026



Hardware + Network Integration

Total Deliveries (kWh)
(x) Project Hardware ASP (\$/kWh)
= Total Hardware Revenues

~10-30%

Hardware Gross Margin

- ✓ Upfront payment for initial purchase
- ✓ Hardware agnostic platform
- ✓ Turnkey approach with focus on customer value

Software

Total AUM (kWh)
(x) Software Subscription (\$/kWh/month)
= Total Software (Recurring) Revenues

~80%

Software Gross Margin

- ✓ Recurring SaaS model
- ✓ 100% attach rate secured by 10-20 year contracts with monthly recurring cash flow
- ✓ Revenue recognized ratably during life of the contract
- ✓ Additional upsell revenue from Athena applications

Market Participation

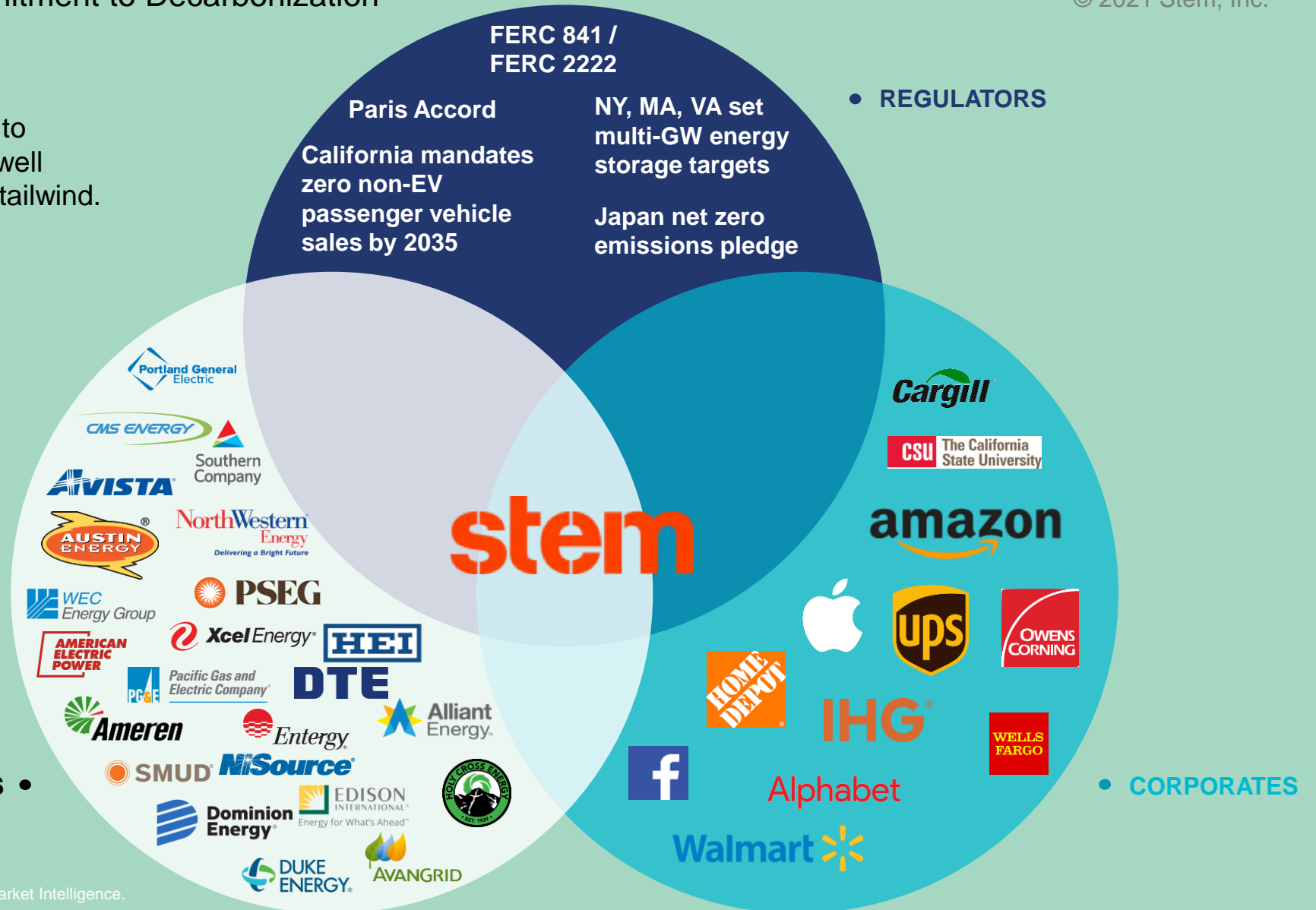
Total AUM (kWh)
(x) Stem's Market Participation Revenues (\$/kWh)
= Total Software (Variable) Revenues

~80%

Market Participation Gross Margin

- ✓ Revenues from differentiated Athena capabilities and VPPs
- ✓ Secured by 3-20 year contracts
- ✓ Revenue recognized when realized
- ✓ Significant long term value

With the world committed to decarbonization, Stem is well positioned to capture this tailwind.



Source: Company filings, EEI, S&P Global Market Intelligence.

Renewables

Lowest Cost Generation



Battery Hardware

Rapid Cost Reductions

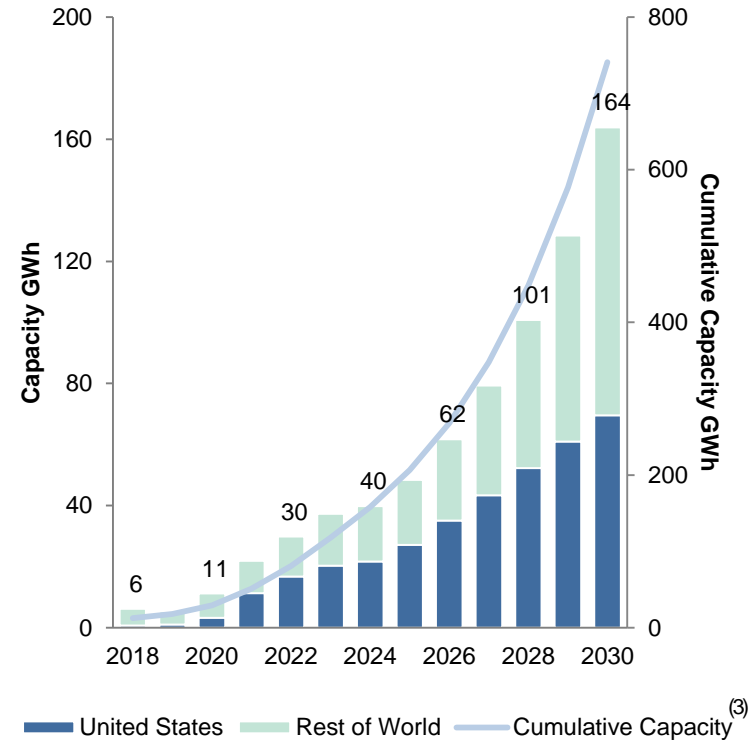
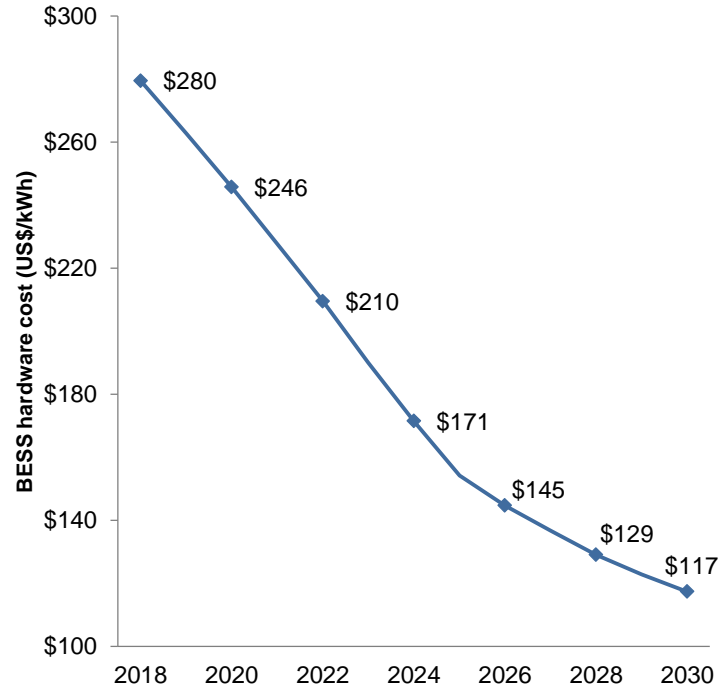
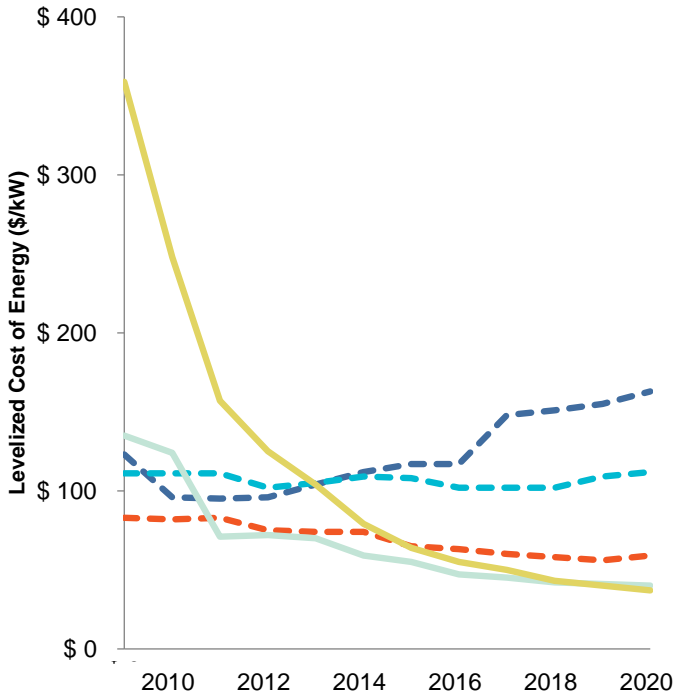


Storage Market

25x Growth⁽¹⁾

Market Opportunity

\$1.2 Trillion⁽²⁾



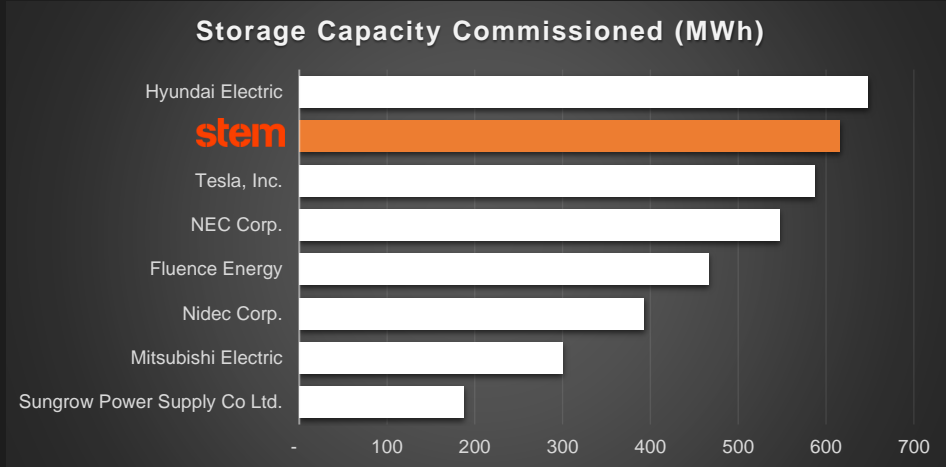
Source: Bloomberg New Energy Finance, Wood Mackenzie, Lazard LCOE.

Note: BESS includes battery rack, PCS, balance of system, energy management system and transformer costs. (1) Wood Mackenzie. (2) Bloomberg New Energy Finance. (3) Includes all FTM, non-residential and residential storage.

stem Stem is a Market Leader with Significant Scale and Visible Growth

Stem is a Leader in Deployments Worldwide⁽¹⁾

One of the Top Systems Integrators by Disclosed Commissioned Projects 2014-2020



- **950+ systems** operating or contracted (~1 GWh)⁽²⁾
- **75% BTM market share** in California, largest storage market in the US⁽³⁾
- Systems operating in
 - **75 jurisdictions**
 - **\$200MM of contracted backlog** as of January 17, 2021
 - **200+ cities**
 - **~4x revenue growth** in 2021E

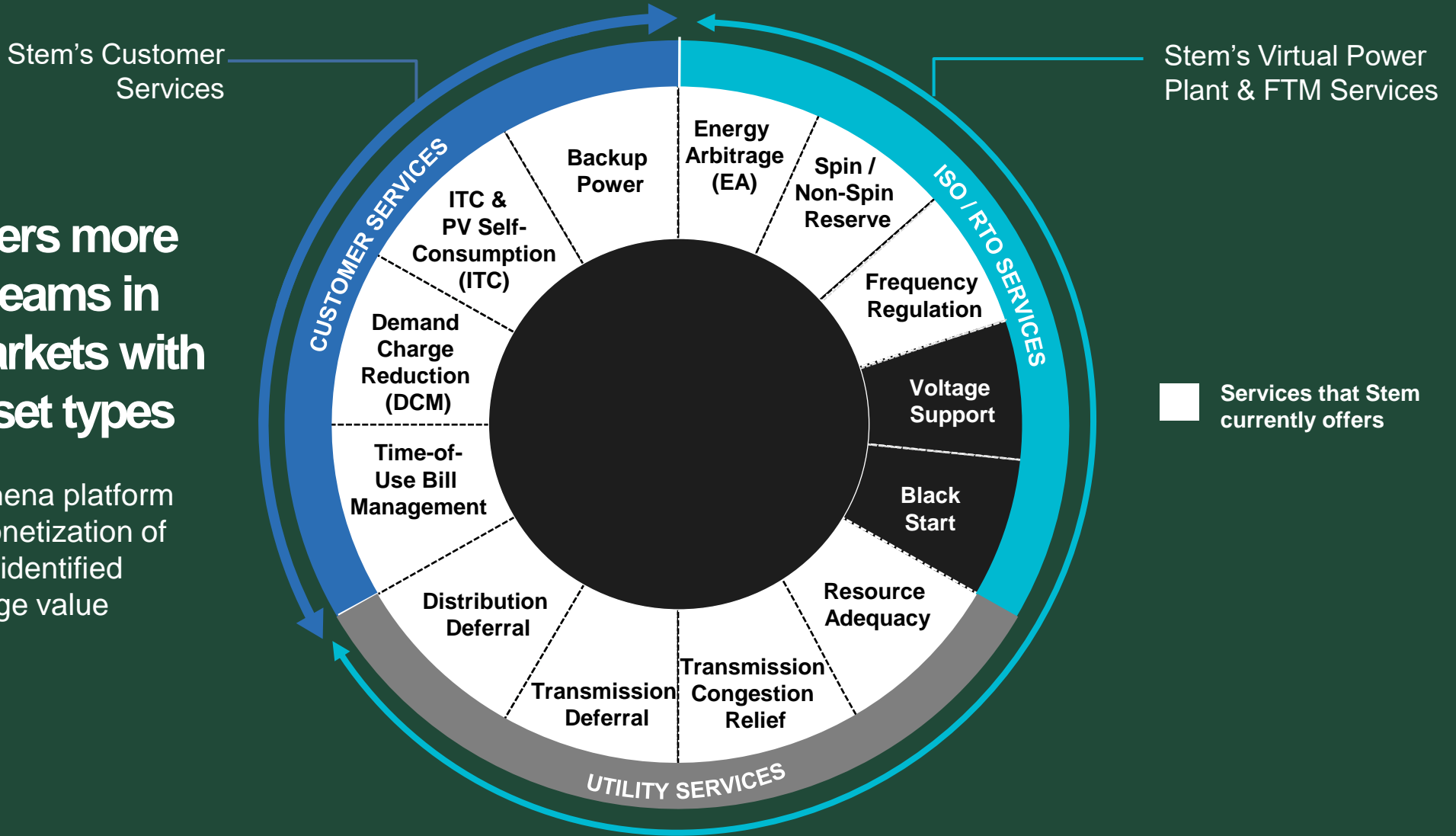
Note: Includes only lithium ion providers.

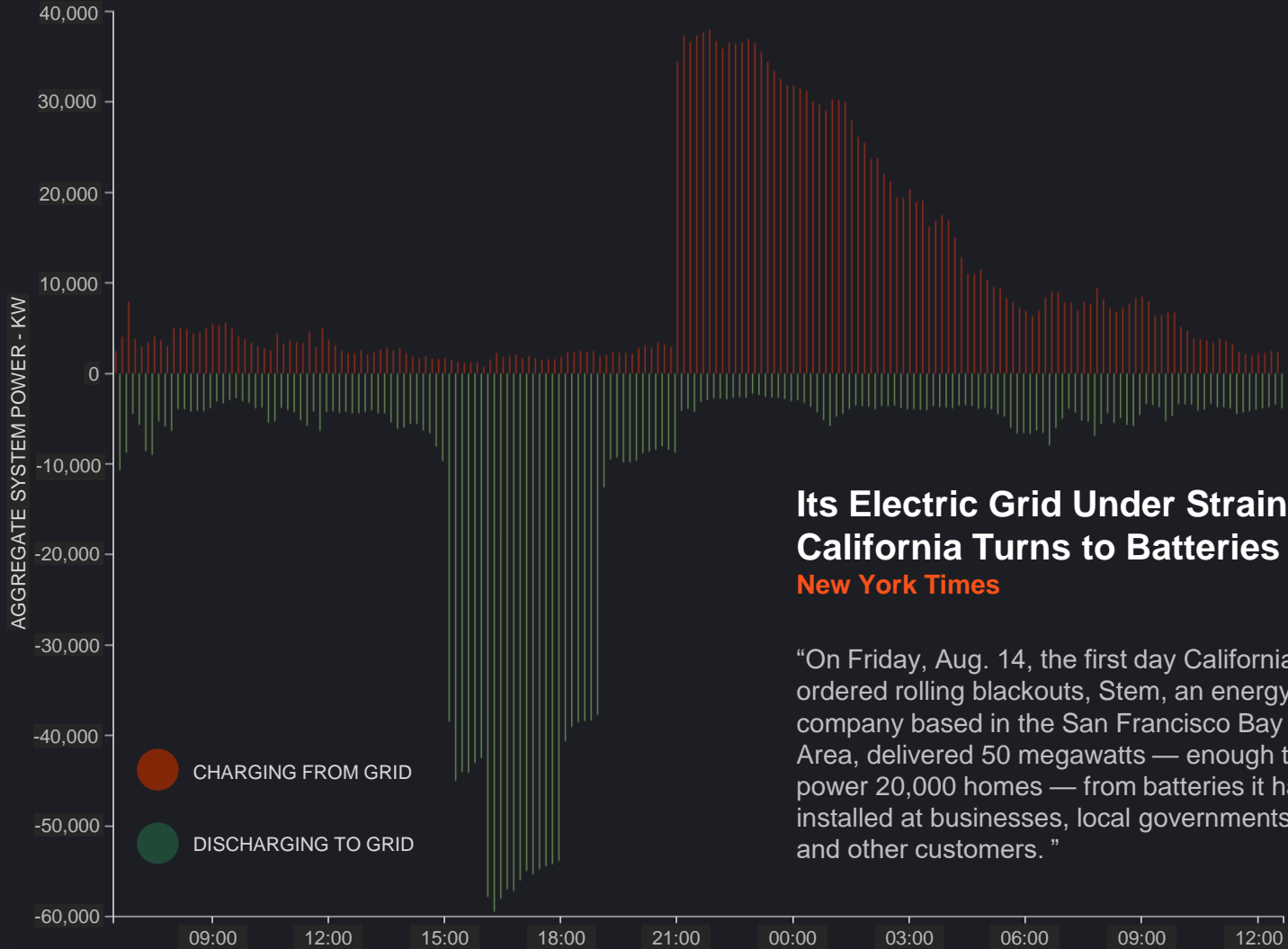
(1) Bloomberg New Energy Finance – Storage Assets Interactive Dataset; Reflects System Integrators by Capacity (MWh), filtered by Commissioning Date and Commissioned Status as of 12/31/2020; Stem data from Company.

(2) As of 31-Dec-2020. (3) Wood Mackenzie.

Stem offers more value streams in more markets with more asset types

AI-Driven Athena platform facilitates monetization of **11 out of 13** identified energy storage value streams





Its Electric Grid Under Strain, California Turns to Batteries

New York Times

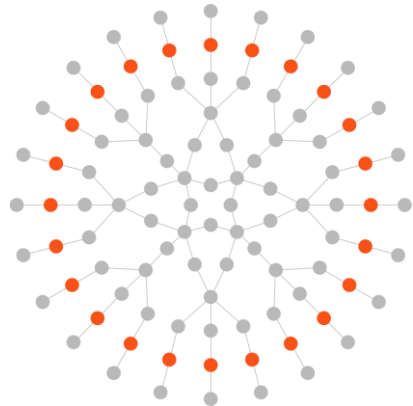
“On Friday, Aug. 14, the first day California ordered rolling blackouts, Stem, an energy company based in the San Francisco Bay Area, delivered 50 megawatts — enough to power 20,000 homes — from batteries it had installed at businesses, local governments and other customers.”

SK SUSI select Stem

- Competitive RFP in 2020 to select software provider for **345 MWh**
- **25 Tier 1 commercial and municipal customers** in Los Angeles and Southern California Edison service territory
- Stem beat **10 bidders**, including energy services firms, based on Athena’s advanced AI capability, demonstrated record of success and world-class management team as key differentiators



BEHIND THE METER “BTM”



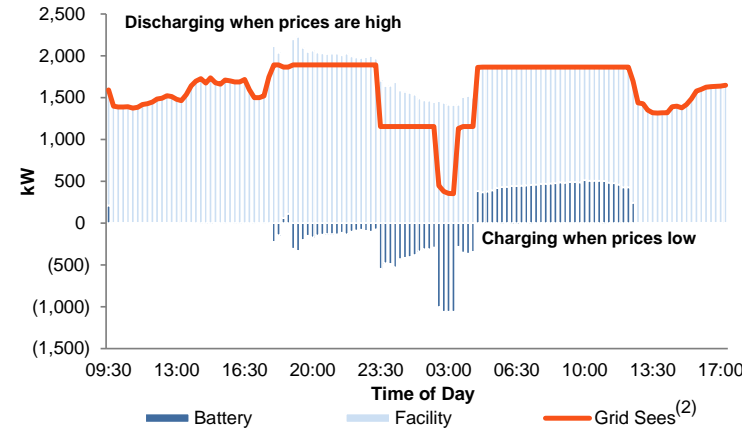
COMMERCIAL & INDUSTRIAL

Reducing Consumer Energy Bill

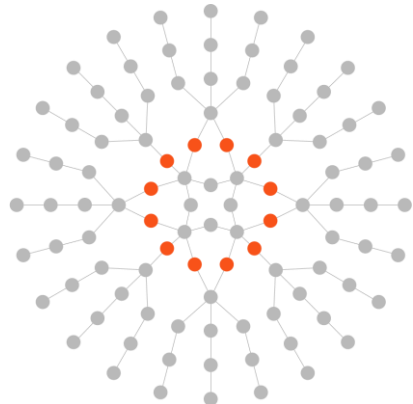
Athena AI optimizes time-of-use and demand charges, resulting in 10% - 30% monthly electricity bill reductions

Corporate ESG Objectives

35% of Fortune 500 have committed to carbon neutrality⁽¹⁾



FRONT OF THE METER “FTM”



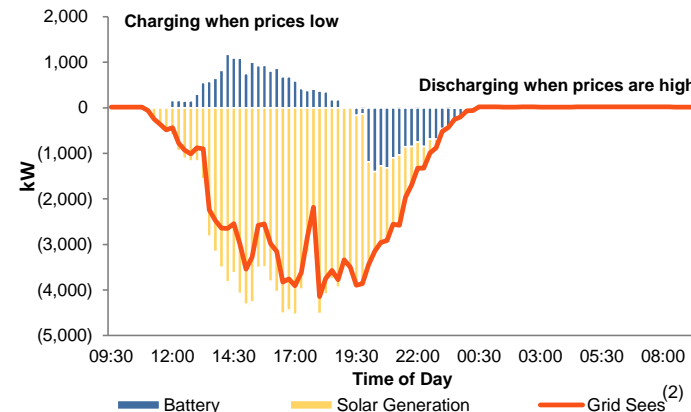
UTILITIES, IPPS, DEVELOPERS

Increasing Asset Returns

Athena AI enables solar generation time-shifting and participation in ancillary revenue streams, resulting in 10% - 30% unlevered IRRs

Supports Grid Stability

Athena AI reduces volatility and supports local grid capacity needs



Source: Stem

(1) Natural Capital Partners. (2) In the top chart, Grid Sees is the net power draw from the grid after the activity of the battery; In the bottom chart, Grid Sees is the net delivery to the grid including the activity of the battery.

Direct sales

Drives demand and “spec in” Stem solutions into enterprise procurement solicitations



Deep relationships across the Fortune 500

Sales channel partners

Sells into commercial customers



500+ sales executives across EPC / developer channels with Stem University

Distributors

Reach broad based solar, electrical, building automation, HVAC market



Distributor relationships cover entire US market

Large renewable project developers

Drive demand within project developer and financing ecosystem



Consistently delivering differentiated returns to renewable asset managers

**Net Cash Available
for Growth**

~\$525MM

Debt on Balance Sheet

\$0⁽¹⁾

Balance Sheet Strength

Supports credit requirements to convert large projects in pipeline

Supply Chain Savings

Capital to further reduce cost structure with OEMs

Geographic Expansion

Expansion into rapidly growing international markets with new and existing partners

Athena Expansion & Tech Acquisitions

Product development to further extend Athena AI leadership position and accelerate roadmap

Joint Venture Opportunities

Capture enhanced economics

(1) Pro forma for transaction.

Section 2

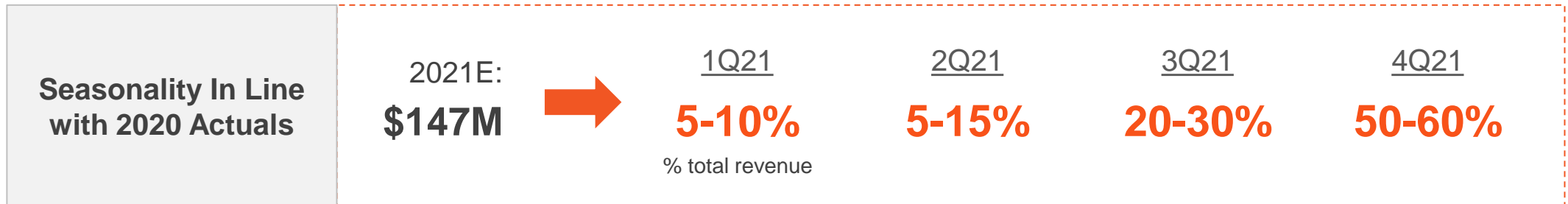
Financial Forecast

Stem Key Metrics and Seasonality

Key Metrics

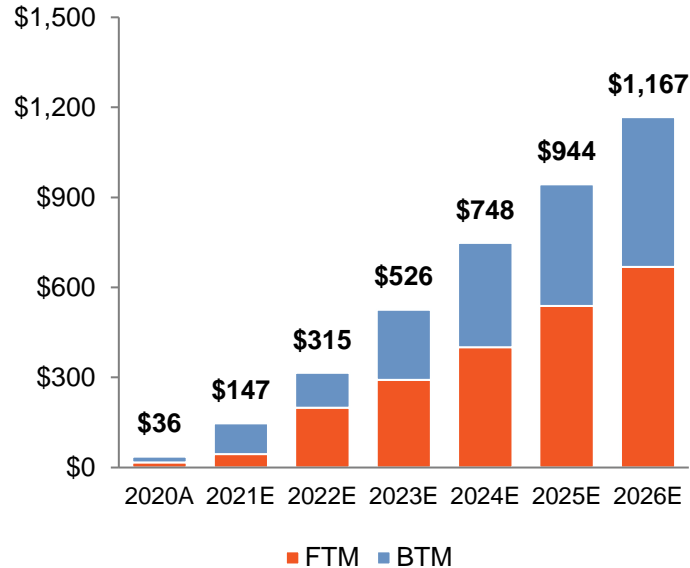
As of 12/31/20			2021E	
Contracted AUM	12 Month Pipeline	Contracted Backlog	Revenue	EBITDA
1.0 GWh	\$1.6B	167 projects / \$184MM	2021E: \$147M	2021E: (\$25M)

Revenue Seasonality

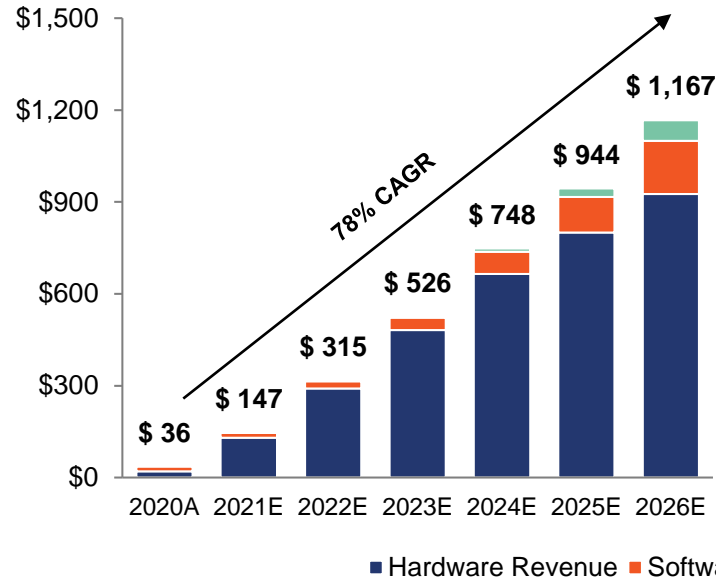


Robust revenue growth by customer type and segment

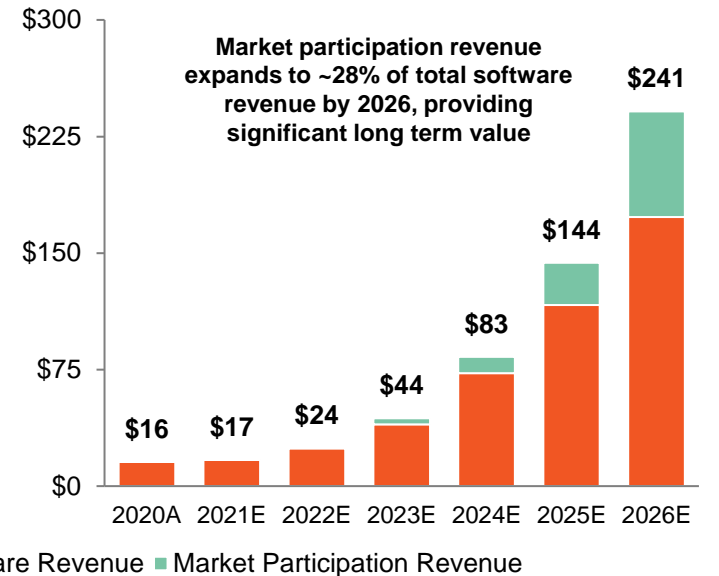
By Customer Type (\$MM)



By Segment (\$MM)



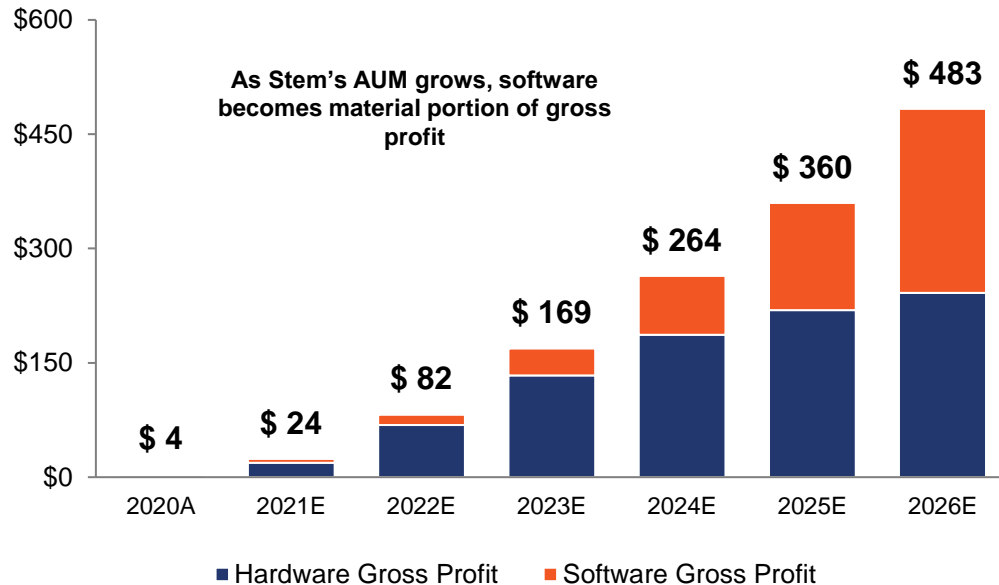
By Software Type (\$MM)



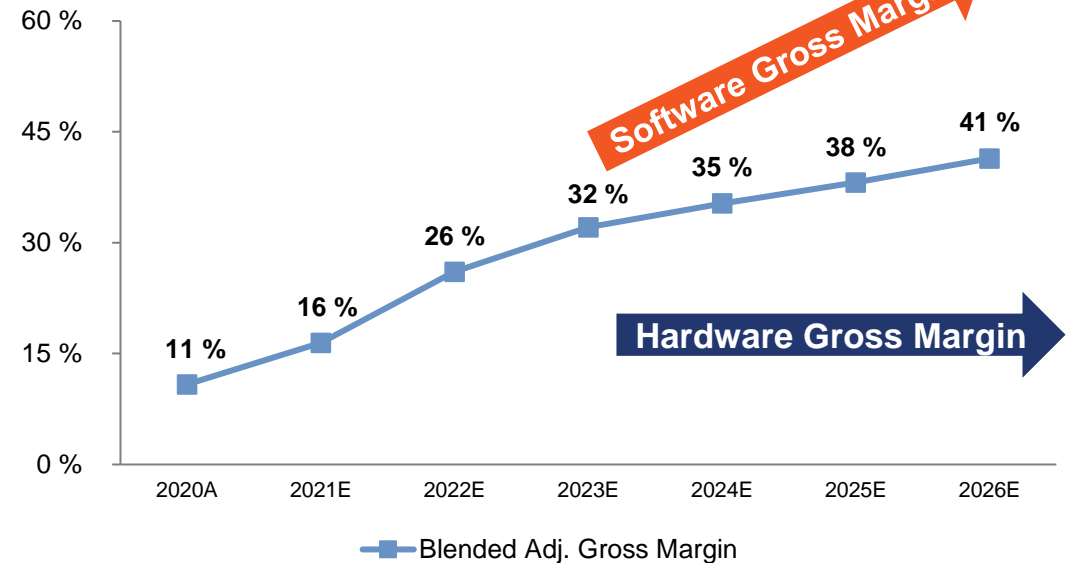
Source: Stem.
 Note: Stem total revenue calculation assumes recognition of all contracted backlog at system delivery and ratable recognition of software services over the contractual period; Hardware revenue assumes all contracted backlog recognized at system delivery; Software revenue includes SaaS Fees, revenue within the period from systems on balance sheet and O&M.

Gross margin expands with increasing scale and software growth

Adjusted Gross Profit by Type (\$MM)⁽¹⁾



Gross Margins Driven by Increasing Software Margin⁽²⁾



Source: Stem.
 (1) Stem total gross profit calculation assumes recognition of all contracted backlog at system delivery and ratable recognition of software services over the contractual period; Hardware gross profit assumes all contracted backlog recognized at system delivery; Software gross profit includes SaaS Fees, gross profit within the period from systems on balance sheet, O&M and ongoing Market Participation gross profits. (2) Historical gross margin adjusted for non-recurring and non-system related items.

Stem delivers consistent growth and improving margins

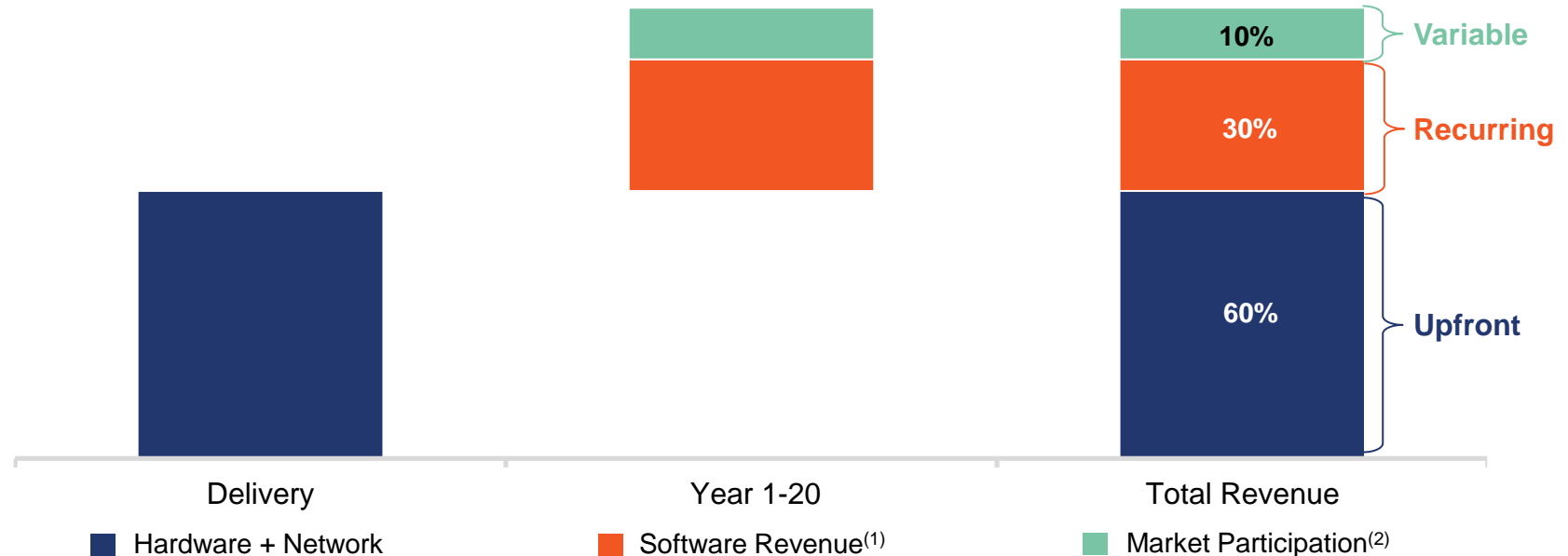
(\$MM)	FY20A	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E
Revenue	\$36	\$147	\$315	\$526	\$748	\$944	\$1,167
<i>YoY Growth</i>	<i>107%</i>	<i>304%</i>	<i>115%</i>	<i>67%</i>	<i>42%</i>	<i>26%</i>	<i>24%</i>
Adjusted Gross Profit⁽¹⁾	\$4	\$24	\$82	\$169	\$264	\$360	\$483
<i>Gross Margin</i>	<i>11%</i>	<i>16%</i>	<i>26%</i>	<i>32%</i>	<i>35%</i>	<i>38%</i>	<i>41%</i>
Adjusted Operating Expenses ⁽¹⁾	33	49	54	55	60	65	66
Adjusted EBITDA⁽¹⁾	(\$29)	(\$25)	\$28	\$113	\$204	\$295	\$417
<i>EBITDA Margin %</i>	<i>NM</i>	<i>NM</i>	<i>9%</i>	<i>22%</i>	<i>27%</i>	<i>31%</i>	<i>36%</i>
CapEx	NM	(\$17)	(\$34)	(\$39)	(\$37)	(\$35)	(\$25)
Free Cash Flow	NM	(\$49)	(\$7)	\$70	\$162	\$253	\$381

- **Strong business momentum** driven by solid execution, partner channel pull-through, market demand
- **Revenue 10% above** original 2020 forecast
- **~4x revenue growth** in 2021E

Illustrative project revenue contribution

Case Study

- Front of the Meter, New York Market
- Hardware + Software
- 5 MW / 20 MWh Standalone Storage Solution
- ~\$10MM customer lifetime value



Source: Stem.

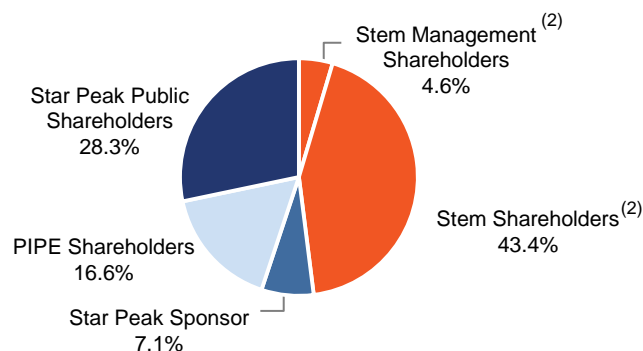
Note: Values estimated based on historical experience and consultant forecasts. (1) Average of \$0.84 / kWh per month (Year 1-20) starting at \$0.39 / kWh per month with annual escalator. (2) Average of \$0.33 / kWh per month (Year 1-20).

Detailed transaction overview

Transaction Highlights

Cash Sources	<ul style="list-style-type: none"> Star Peak has ~\$383MM in cash held in the trust account PIPE size of \$225MM
Valuation	<ul style="list-style-type: none"> Attractive entry multiple relative to clean energy peer group
Capital Structure	<ul style="list-style-type: none"> ~\$525MM net cash to balance sheet (assuming no redemptions) to fund growth

Pro Forma Ownership at \$10.00 / Share⁽¹⁾



Source: Stem, Star Peak.

(1) Pro forma ownership structure based on PIPE of \$225MM, assuming no redemptions. Excludes Star Peak warrants. (2) Stem shareholdings includes common and preferred equity as well as warrants and equity which may be net settled at the transaction date. (3) \$45MM debt pay down reflects repayment of all outstanding indebtedness at closing (inclusive of make whole). (4) Equity value to Stem's existing shareholders is calculated as \$650MM at \$10.00 share price.

Sources and Uses

Sources	\$MM	%	Uses	\$MM	%
Committed Equity PIPE	225	17.9%	Stock to Stem Shareholders	650	51.7%
Star Peak Trust	383	30.4%	Estimated Fees and Expenses	51	4.1%
Stem Shareholder Equity Rollover	650	51.7%	Estimated Repayment of Debt ⁽³⁾	45	3.6%
			Cash to Stem Balance Sheet	512	40.7%
Total Sources	\$ 1,258		Total Uses	\$ 1,258	











Pro Forma Valuation

Pro Forma Shares Outstanding	135.4
Share Price	\$10.00
Stem Equity Value	\$1,354
Pro Forma 3Q20 Net Debt (Cash)	(525)
Stem Enterprise Value	\$829

Pro Forma Ownership

Ownership Breakdown	Shares (MM)	%
Stem Shareholders ⁽⁴⁾	65.0	48.0%
Star Peak Public Shareholders	38.3	28.3%
Star Peak Sponsor	9.6	7.1%
PIPE Shareholders	22.5	16.6%
Equity Ownership	135.4	100.0%

Public comparable universe

	Solar Technology Solutions	Distributed Solar	Sustainable Infrastructure	Diversified Energy Tech
Stem Peers	  	  	 	
Relevance to Stem	<ul style="list-style-type: none"> • Robust upfront cash generation • Serves similar end markets 	<ul style="list-style-type: none"> • Diversified long-term contracted cash flows • Increasing BTM storage attachment rates 	<ul style="list-style-type: none"> • Upfront equipment margins augmented by recurring cash flows 	<ul style="list-style-type: none"> • Emphasis on FTM and BTM energy storage business
<ul style="list-style-type: none"> • ESG-friendly • High growth supported by large TAM <ul style="list-style-type: none"> • Strong fundamental tailwinds • Scarcity premium 				
				

Investment thesis

Stem is the first pure play smart energy storage company to go public in the US



Large Addressable Market and Strong Macro Tailwinds



Market Leader with Industry Leading Technology



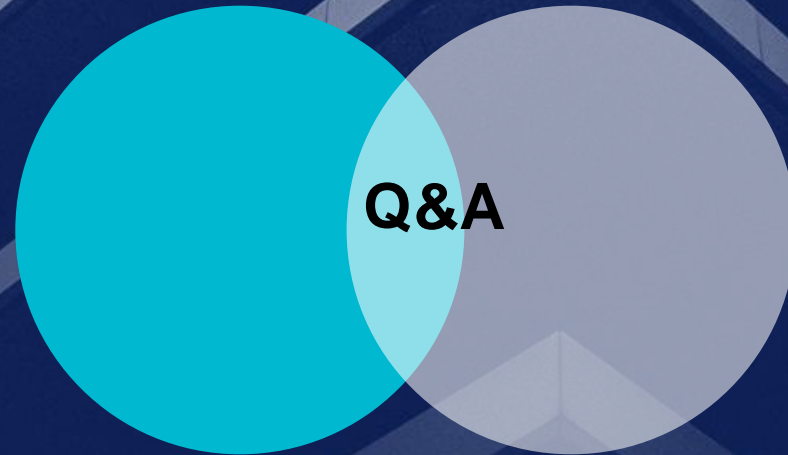
Balance Sheet Well Positioned to Capitalize on Significant Expected Growth



Highly Visible Growth



Unique Opportunity to Gain Exposure to Energy Transition and ESG



Appendix A
**Supplemental
Information**

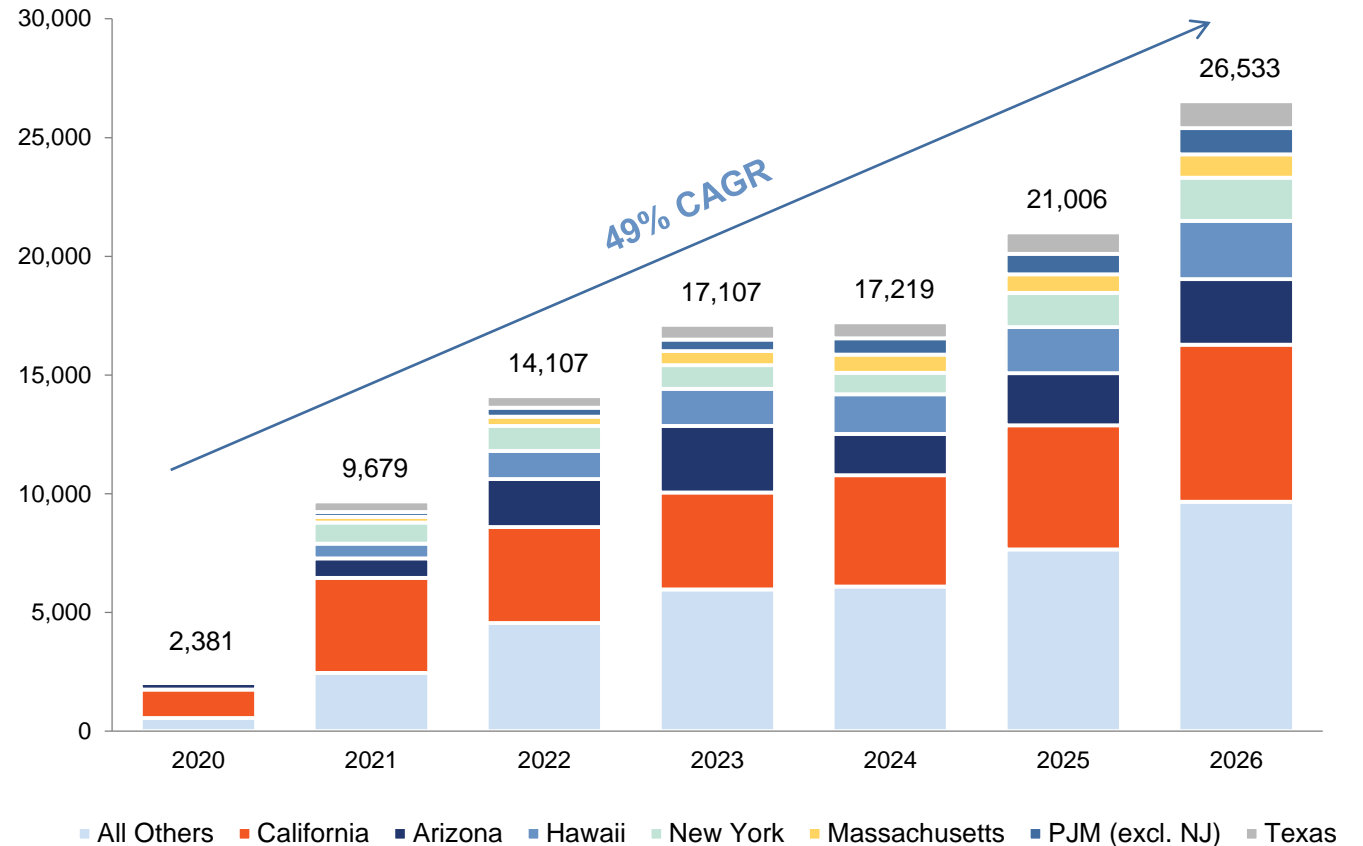
Item	Definition
12-Month Pipeline	<p>Total value of uncontracted, potential hardware and software revenue from opportunities currently in process by Stem direct salesforce and channel partners (see page 15), which have a reasonable likelihood of contract execution within 12 months</p> <ul style="list-style-type: none"> Market participation revenue is excluded from pipeline
Bookings	<p>Total value of executed customer agreements, as measured during a given period (e.g. quarterly booking or annual booking)</p> <ul style="list-style-type: none"> Customer contracts are typically executed 6-12 months ahead of installation Booking amount typically includes: <ol style="list-style-type: none"> Hardware revenue, which is typically recognized at delivery of system to customer, Software revenue, which represents total nominal software contract value recognized ratably over the contract period, Market participation revenue is excluded from booking value
Contracted Backlog	<p>Total value of bookings in dollars, as reflected on a specific date</p> <ul style="list-style-type: none"> Backlog increases as new contracts are executed (bookings) Backlog decreases as integrated storage systems are delivered and recognized as revenue
Contracted AUM	<p>Total MWh of systems in operation or under contract</p>
Hardware Revenue	<p>Payment for initial purchase of system, which is typically recognized at delivery of system to customer</p> <ul style="list-style-type: none"> Total Hardware Revenues = Total Deliveries (kWh) x Project Hardware ASP (\$/kWh) ASP / margin based on value added services including hardware selection, project design and interconnection / permitting advisory and warranty design and compliance
Software Revenue	<p>Recurring SaaS payment driven by storage assets under management (AUM)</p> <ul style="list-style-type: none"> Total Software (Recurring) Revenues = Total AUM (kWh) x Software subscription (\$/kWh/month) SaaS contracts range 10-20 years comprising recurring monthly payments
Market Participation Revenue	<p>Revenues from monetization of energy storage capacity into energy markets and VPPs secured by contracts ranging from 3-20 years</p> <ul style="list-style-type: none"> Total Software (Variable) Revenues = Total AUM (kWh) x Stem's Market Participation Revenues (\$/kWh)

Stem has a proven track record of helping owners maximize the value of their assets, driving higher revenue and ROI

Overview of Front of the Meter Market

- ✓ Utilities, IPPs and other asset owners
- ✓ Typically 20 year software contracts
- ✓ System spec size of 27MWh and \$10MM
- ✓ Wholesale market participation

FTM US Energy Storage Outlook (MWh)

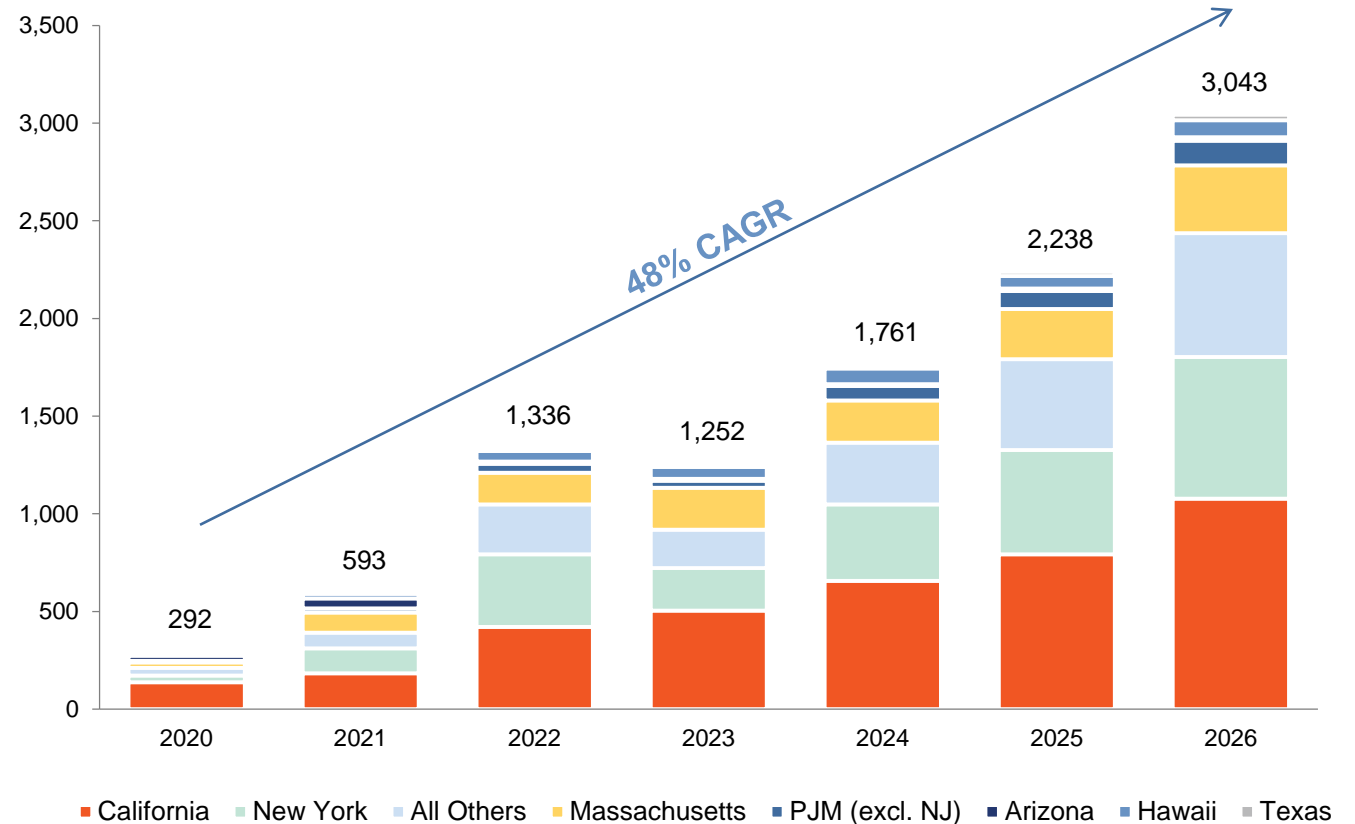


Stem delivers lower net bill and clean power to C&I customers

Overview of Behind the Meter Market

- ✓ Commercial, industrial and corporate customers
- ✓ Typically 10 year software contracts
- ✓ System spec size of 2.2MWh and \$1MM
- ✓ Wholesale market participation

BTM US Energy Storage Outlook (MWh)

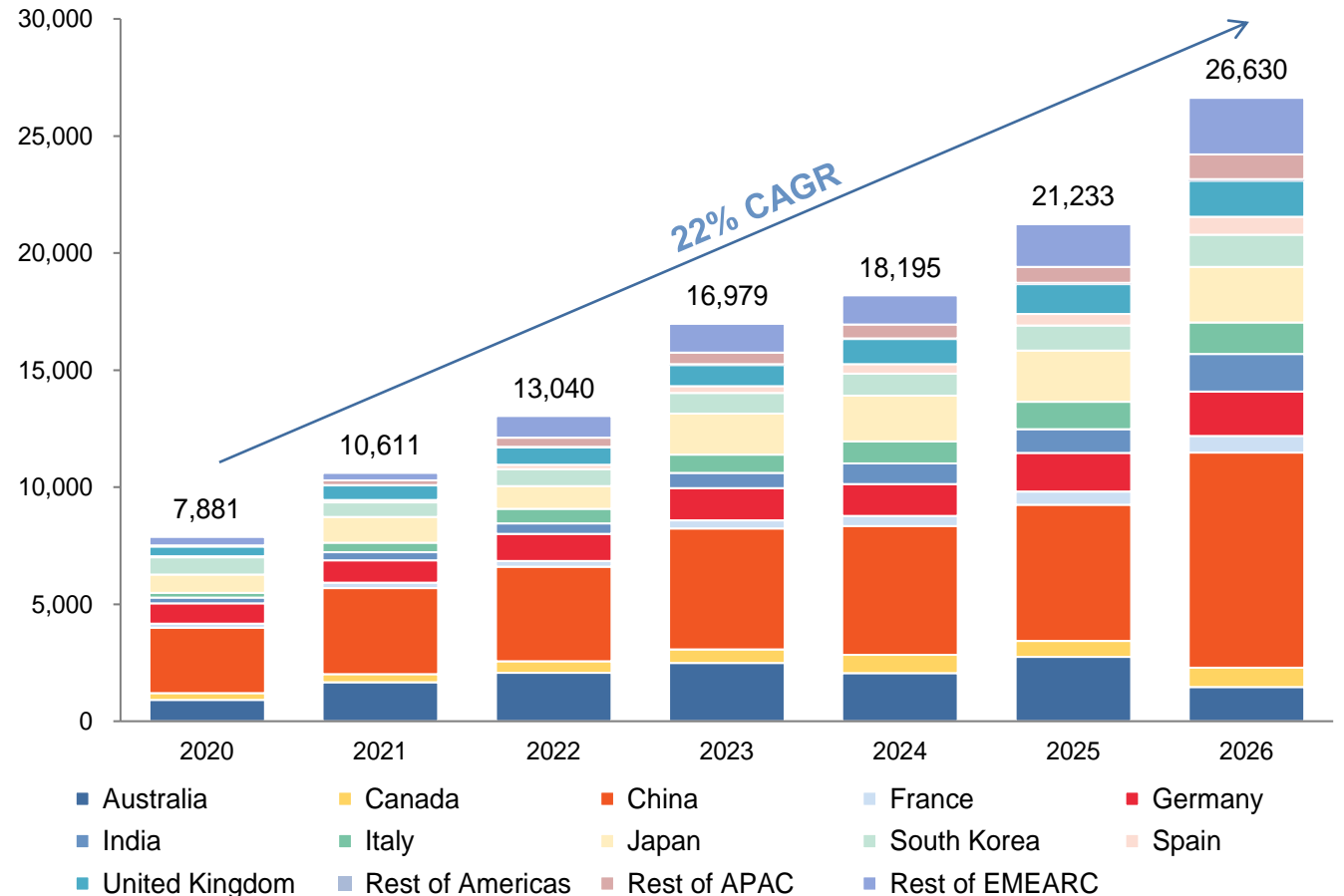


Transaction capital will fuel growth into international markets with expanding TAM

Overview of International TAM

- ✓ System cost declines and demand for renewable energy have led to increasing system durations and MWh capacities
- ✓ 254 GW of capacity expected to be deployed around the world over the next decade
- ✓ APAC expected to drive 70% of global demand growth through 2030
- ✓ Policy tailwinds spurs growth in EMEARC markets

Worldwide Energy Storage Outlook (Ex-US) (MWh)

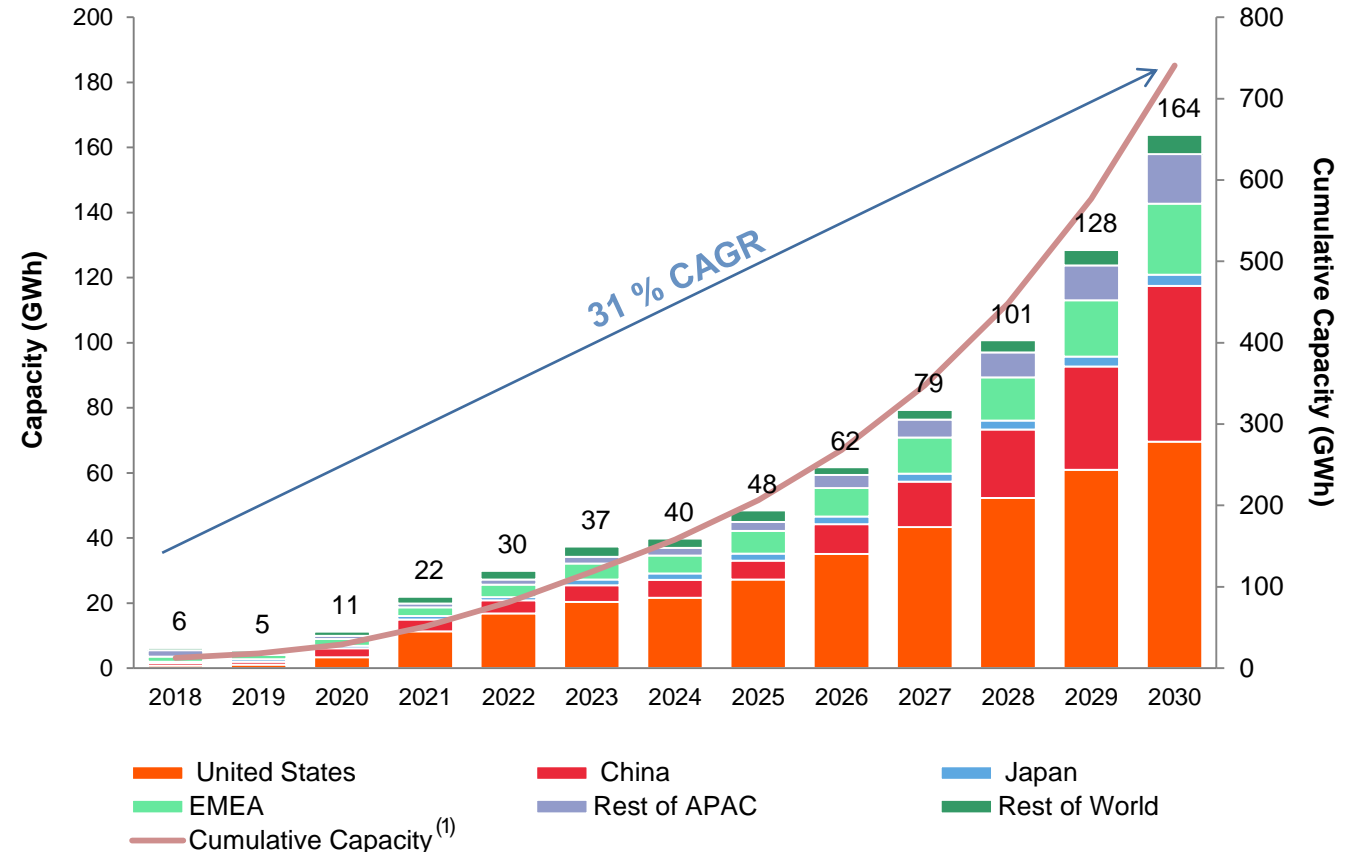


Global energy storage growth remains robust long-term

Overview of Global Growth Trends

- ✓ All major global markets forecasted at double digit storage growth rates over the decade
- ✓ US and China lead energy storage growth with respective CAGRs of ~45% and ~41% respectively through 2030
- ✓ Regulatory environment in Japan spur residential storage market with renewable growth spurring FTM storage to yield ~19% CAGR through 2030
- ✓ Lack of market rules, policies, and incentives for storage markets stifle growth in Latin America

Global Energy Storage Outlook (GWh)



Source: EEI, Wood Mackenzie.

(1) Includes all FTM, non-residential and residential storage.

GAAP to Non-GAAP Reconciliations

Reconciliation of GAAP Gross Profit to Adjusted Gross Profit	2020A
GAAP Gross Profit	(\$4)
Amortization Related to Internally Developed Software (IDS)	\$4
Impairments and Inventory Adjustments	\$3
Other Adjustments	\$1
Adjusted Gross Profit	\$4

Reconciliation of GAAP OpEx to Adjusted OpEx	2020A
GAAP Operating Expenses	(\$45)
Add: Depreciation & Amortization (excluding IDS)	\$13
Add: Stock Based Compensation	\$5
Less: Total Adjustments to GAAP Gross Profit (excluding IDS)	(\$4)
Less: Other Income / (Expenses)	(\$2)
Adjusted Operating Expenses	(\$33)