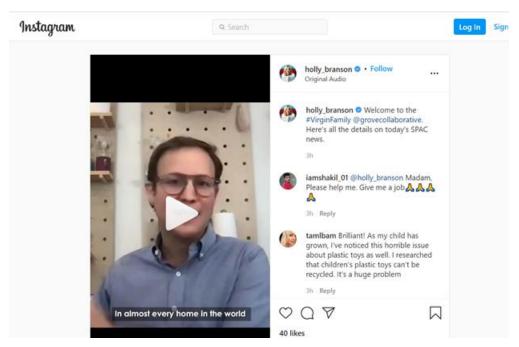
Filed by Virgin Group Acquisition Corp. II.
pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934
Subject Company: Grove Collaborative, Inc.
Commission File No. 132-02850
Date: December 8, 2021

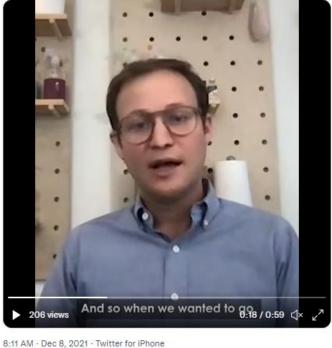
The following are social media posts posted on December 8, 2021:



Link: https://www.instagram.com/p/CXOReOkDFDZ/



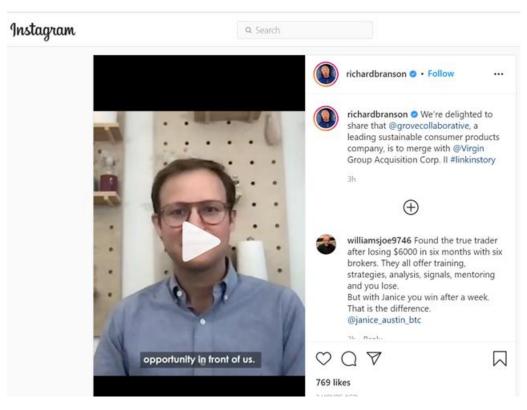
Welcome to the #VirginFamily @grovecollab! Here's all the details on today's SPAC news: virg.in/4WGq



2 Retweets	11 Likes			
Q		tī	\bigcirc	

Link: https://twitter.com/HollyBranson/status/1468568831132057600?s=20





Link: https://www.instagram.com/reel/CXOMRUoAwkp/?utm_source=ig_web_copy_link

1

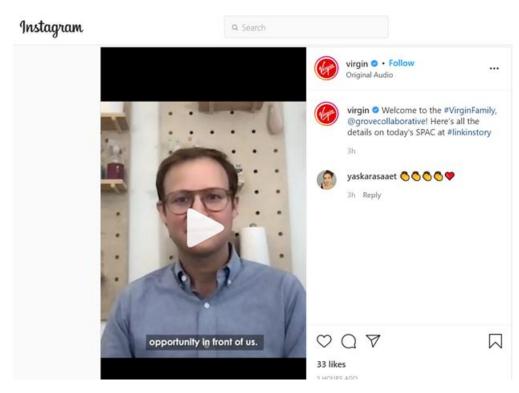


Link: https://twitter.com/richardbranson/status/1468568536234676231?s=20



 $\textbf{Link:} \ \underline{\text{https://www.linkedin.com/posts/rbranson_were-delighted-to-share-that-grove-collaborative-activity-6874348038895222784-xY8Y}$

6

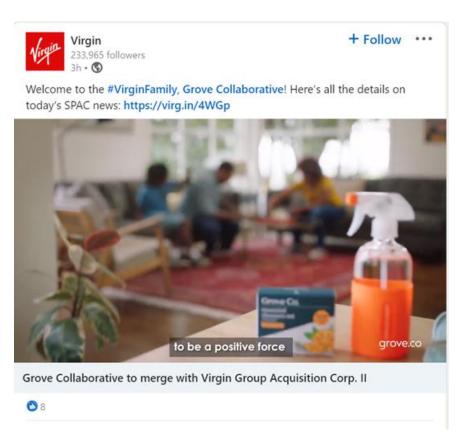


Links: https://www.instagram.com/p/CXOP8uOFEAq/



Link: https://twitter.com/Virgin/status/1468568776019005445?s=20

8



Link: https://www.linkedin.com/feed/update/urn:li:activity:6874335799861628928/

9

00:00:01:01 - 00:00:03:08 co-founder and CEO of Grove Collaborative. 00:00:03:08 - 00:00:05:07 Grove set out to transform categories like 00:00:05:07 - 00:00:06:09 hand soap, dish soap, 00:00:06:09 - 00:00:08:11 the whole consumer products industry 00:00:08:11 - 00:00:10:02 to be a positive force 00:00:10:02 - 00:00:11:01 for human health 00:00:11:01 - 00:00:12:10 and to be a positive impact 10 00:00:12:10 - 00:00:13:14 on the environment. 00:00:13:14 - 00:00:14:23 I'm here today 00:00:14:23 - 00:00:16:06 to talk with Richard 00:00:16:06 - 00:00:18:13 about why Grove and Virgin are partnering 00:00:18:13 - 00:00:20:00 to transform this industry 00:00:20:00 - 00:00:21:02 over the coming years 00:00:21:02 - 00:00:22:19 as we take the company public together. 00:00:22:19 - 00:00:25:03 Really excited to have this conversation. 11 00:00:25:03 - 00:00:28:00 It's fantastic to be partnering with you 00:00:28:00 - 00:00:32:03 on this incredible adventure.

Hi, I'm Stu Landesberg

00:00:32:03 - 00:00:33:14 You've spent many years 00:00:33:14 - 00:00:35:13 00:00:35:13 - 00:00:38:23 that you can be rightfully proud of. 00:00:38:23 - 00:00:43:02 And thank you for 00:00:43:02 - 00:00:46:19 letting us become your partner. 00:00:46:19 - 00:00:50:02 Why did you let us become your partner? 00:00:50:02 - 00:00:52:01 12 Richard, it is a pleasure to be here with you, 00:00:52:01 - 00:00:54:04 and you are kind to characterize 00:00:54:04 - 00:00:55:00 the company like that. 00:00:55:00 - 00:00:58:03 We are just getting started 00:00:58:03 - 00:00:59:04 in achieving our mission. 00:00:59:04 - 00:01:00:22 And the question is why? 00:01:00:22 - 00:01:02:21 Why did we enter 00:01:02:21 - 00:01:04:19 into this partnership with you? 00:01:04:19 - 00:01:07:02 Grove has always been about 13 00:01:07:02 - 00:01:09:01 how do we change our industry, 00:01:09:01 - 00:01:10:17 the consumer products industry. 00:01:10:17 - 00:01:12:15 In almost every home in the world 00:01:12:15 - 00:01:14:11 hand soap dish, soap, water detergent, 00:01:14:11 - 00:01:15:10 bath tissue.

building a formidable company

00:01:15:10 - 00:01:17:00

This is an industry that touches

00:01:17:00 - 00:01:19:05

hundreds of millions of people in the US,

00:01:19:05 - 00:01:20:23

billions of people worldwide,

14

00:01:20:23 - 00:01:23:07

and it doesn't have a good track record

00:01:23:07 - 00:01:25:12

in terms of its impact on human health,

00:01:25:12 - 00:01:26:23

and it has a terrible track record

00:01:26:23 - 00:01:27:20

in terms of its impact

00:01:27:20 - 00:01:29:01

on the environment.

00:01:29:01 - 00:01:30:09

And so when we wanted to go

00:01:30:09 - 00:01:31:10

public, really, it was about

00:01:31:10 - 00:01:33:03

how do we find a partner

00:01:33:03 - 00:01:35:19

15

that understands how to use disruption,

00:01:35:19 - 00:01:37:19

how to buy into crazy ideas

00:01:37:19 - 00:01:40:09

like taking the plastic out of a category

00:01:40:09 - 00:01:41:16

that's always been wrapped

00:01:41:16 - 00:01:43:02

in single use plastic,

00:01:43:02 - 00:01:45:02

that can buy into crazy ideas

00:01:45:02 - 00:01:49:07

and take to the mainstream real change?

00:01:49:07 - 00:01:50:09

And so we

00:01:50:09 - 00:01:52:02

we wanted to partner with you, Richard,

00:01:52:02 - 00:01:53:21

because there is no one

00:01:53:21 - 00:01:55:02

who has your track record

00:01:55:02 - 00:01:56:07

for setting an incredible,

00:01:56:07 - 00:01:58:10

unachievable, impossible goal

00:01:58:10 - 00:01:59:22

and then going out and making it happen.

00:01:59:22 - 00:02:00:09

And that's

00:02:00:09 - 00:02:02:15

that's something that's inspiring to us

00:02:02:15 - 00:02:04:05

and super aligned with our mission.

17

00:02:04:05 - 00:02:07:05

And I think really

00:02:07:05 - 00:02:08:05

speaks well to the

00:02:08:05 - 00:02:09:16

opportunity in front of us.

00:02:09:16 - 00:02:12:16

I think that,

00:02:12:16 - 00:02:15:21

what swung it for me was you being able

00:02:15:21 - 00:02:19:00

to commit to going plastic free by 2025.

00:02:19:00 - 00:02:21:12

I mean, that must be really,

00:02:21:12 - 00:02:24:19

really difficult.

00:02:24:19 - 00:02:26:06

18

I mean, is it going to cost

00:02:26:06 - 00:02:27:20

your products more

00:02:27:20 - 00:02:28:15

or do you think 00:02:28:15 - 00:02:30:16 you've got a way of doing it 00:02:30:16 - 00:02:31:22 where you can keep the price 00:02:31:22 - 00:02:35:01 roughly at the same prices as plastic? 00:02:35:01 - 00:02:36:14 It's a really interesting thing. 00:02:36:14 - 00:02:39:00 I wish that there were one way 00:02:39:00 - 00:02:41:13 to snap our fingers and get plastic free, 19 00:02:41:13 - 00:02:42:20 but ultimately the answer to 00:02:42:20 - 00:02:43:21 how do you become plastic 00:02:43:21 - 00:02:45:02 free is just like how you solve 00:02:45:02 - 00:02:46:06 any hard problem. 00:02:46:06 - 00:02:49:13 A little bit at a time with great people, 00:02:49:13 - 00:02:51:10 clear orientation around the goal 00:02:51:10 - 00:02:53:16 and a fair amount of complexity. 00:02:53:16 - 00:02:56:07 But from that comes real innovation, 20 00:02:56:07 - 00:02:57:11 so if you look at some of the stuff 00:02:57:11 - 00:02:58:18 we've been able to drive, 00:02:58:18 - 00:02:59:19 this for example, 00:02:59:19 - 00:03:02:07 is a hard multi-surface concentrate. 00:03:02:07 - 00:03:03:11

You can compare this

00:03:03:11 - 00:03:06:08

one ounce zero plastic concentrate

00:03:06:08 - 00:03:08:18

to a big 16 or 24 ounce bottle.

00:03:08:18 - 00:03:10:17

And so with innovations like this,

00:03:10:17 - 00:03:11:19

21

you can imagine this creates

00:03:11:19 - 00:03:13:04

much less waste

00:03:13:04 - 00:03:15:01

than a conventional product.

00:03:15:01 - 00:03:16:06

And as a result,

00:03:16:06 - 00:03:17:03

it's better for the environment,

00:03:17:03 - 00:03:19:02

but because of the innovation there.

00:03:19:02 - 00:03:19:17

And of course, you put

00:03:19:17 - 00:03:20:17

that in a durable bottle

00:03:20:17 - 00:03:21:20

like this one, right?

22

00:03:21:20 - 00:03:23:08

Because of the innovation there.

00:03:23:08 - 00:03:24:15

We can deliver for the consumer

00:03:24:15 - 00:03:26:07

a better quality product

00:03:26:07 - 00:03:27:22

with a lighter environmental footprint.

00:03:27:22 - 00:03:28:13

And in this case,

00:03:28:13 - 00:03:31:04

actually lower the price for consumers.

00:03:31:04 - 00:03:33:08

And so what we see in part of our

00:03:33:21 - 00:03:35:14

and I think our success to date

00:03:35:14 - 00:03:36:15

is that we've taken these

00:03:36:15 - 00:03:38:00

sustainability innovations

00:03:38:00 - 00:03:39:19

and most of our consumers

00:03:39:19 - 00:03:40:18

are coming to us

00:03:40:18 - 00:03:42:08

from conventional brands.

00:03:42:08 - 00:03:44:00

And before they shopped Grove,

00:03:44:00 - 00:03:44:09

they bought

00:03:44:09 - 00:03:46:06

24

those brands at Target and Wal-Mart.

00:03:46:06 - 00:03:46:09

You know,

00:03:46:09 - 00:03:49:09

we do as well in Texas and Kansas

00:03:49:09 - 00:03:51:10

as we do in California and New York.

00:03:51:10 - 00:03:52:05

This is a brand

00:03:52:05 - 00:03:54:12

that's always been oriented towards

00:03:54:12 - 00:03:56:02

how do we build a big tent

00:03:56:02 - 00:03:58:16

and invite as many people in as possible?

00:03:58:16 - 00:04:02:11

One of the people that

I most admire in the world 00:04:03:21 - 00:04:05:17 I'm lucky enough to know 00:04:05:17 - 00:04:11:06 was is Paul Polman, who built Unilever 00:04:11:06 - 00:04:13:03 and built it into a pretty formidable company 00:04:13:03 - 00:04:16:00 and always fought to try to do 00:04:16:00 - 00:04:17:10 what was right, 00:04:17:10 - 00:04:18:10 for the environment, as well 00:04:18:10 - 00:04:20:22 as what was right for the company? 26 00:04:20:22 - 00:04:23:04 And it wasn't easy 00:04:23:04 - 00:04:26:22 being a massive company like Unilever. 00:04:26:22 - 00:04:29:14 But I hear that you have managed 00:04:29:14 - 00:04:33:11 to get him to come to work with you 00:04:33:11 - 00:04:37:14 I mean, that's so incredibly exciting, 00:04:37:14 - 00:04:39:14 and I really look forward to 00:04:39:14 - 00:04:40:21 seeing you both together 00:04:40:21 - 00:04:43:08 making magic together. 00:04:43:08 - 00:04:44:10 27 It's been incredible 00:04:44:10 - 00:04:45:21 getting to know, Paul. 00:04:45:21 - 00:04:47:00 There are precious 00:04:47:00 - 00:04:48:10

few people in the world

who understand what it's like 00:04:49:22 - 00:04:51:19 to make impact at real scale. 00:04:51:19 - 00:04:53:10 And I think the thing that drew 00:04:53:10 - 00:04:55:14 Paul and I together was a belief 00:04:55:14 - 00:04:57:20 that it's not just enough 28 00:04:57:20 - 00:04:59:08 to minimize harm. 00:04:59:08 - 00:05:00:09 We're actually at a point 00:05:00:09 - 00:05:01:21 where we have the technology 00:05:01:21 - 00:05:03:02 and the innovation 00:05:03:02 - 00:05:05:19 to make our products a positive force, 00:05:05:19 - 00:05:06:16 not just less bad, 00:05:06:16 - 00:05:08:10 but actually more good. 00:05:08:10 - 00:05:09:20 I think Paul believes that 29 00:05:09:20 - 00:05:11:20 in a way that few people do 00:05:11:20 - 00:05:13:09 and also understands that if you look 00:05:13:09 - 00:05:14:15 at the environmental crises 00:05:14:15 - 00:05:15:08 of our time, right, 00:05:15:08 - 00:05:17:01 I know you know this, 00:05:17:01 - 00:05:19:13

00:04:48:10 - 00:04:49:22

we have to stop the plastic crisis.

00:05:19:13 - 00:05:21:13

We have to take action on climate change.

00:05:21:13 - 00:05:24:15

And so that requires businesses like ours

00:05:24:15 - 00:05:27:01

30

to find a way.

00:05:27:01 - 00:05:27:23

To take categories

00:05:27:23 - 00:05:28:14

that historically

00:05:28:14 - 00:05:29:11

have been a negative force

00:05:29:11 - 00:05:30:12

and not just make them neutral,

00:05:30:12 - 00:05:31:22

but make them positive.

00:05:31:22 - 00:05:32:16

I think one of the things

00:05:32:16 - 00:05:34:03

that's really fun

00:05:34:03 - 00:05:35:04

is unlike,

31

00:05:35:04 - 00:05:36:09

you know, the incredible scale

00:05:36:09 - 00:05:38:00

that he has Unilever.

00:05:38:00 - 00:05:40:11

We are a small and nimble company.

00:05:40:11 - 00:05:42:10

And so we can take risk,

00:05:42:10 - 00:05:44:13

we can make rapid changes.

00:05:44:13 - 00:05:47:02

I think that both sets us up well for growth,

00:05:47:02 - 00:05:48:15

but also candidly,

00:05:48:15 - 00:05:48:22

you know,

00:05:48:22 - 00:05:50:19
it's just fun to be at a business
00:05:50:19 - 00:05:52:02
that's moving fast
00:05:52:02 - 00:05:54:02
and that can answer the call
00:05:54:02 - 00:05:55:22
as aggressively as possible.
00:05:55:22 - 00:05:57:06

If I'm a consumer

00:05:57:06 - 00:06:00:23

listening to this program

00:06:00:23 - 00:06:03:11

and I don't want to,

00:06:03:11 - 00:06:04:18

I don't want to go to Target,

00:06:04:18 - 00:06:08:16

33

which I know is a big

00:06:08:16 - 00:06:10:02

supplier of your products,

00:06:10:02 - 00:06:11:23

and I just just want to sit at home

00:06:11:23 - 00:06:12:20

and order them.

00:06:12:20 - 00:06:15:10

Can you just subscribe for your products

00:06:15:10 - 00:06:17:09

or get them through the post?

00:06:17:09 - 00:06:19:16

How would one do that?

00:06:19:16 - 00:06:21:11

Grove was born digital first.

00:06:21:11 - 00:06:22:19

When I started this company

34

00:06:22:19 - 00:06:25:18

out of my spare bedroom in 2012,

00:06:25:18 - 00:06:27:13

the vision was 100% online.

We have a great partnership 00:06:28:13 - 00:06:29:20 with Target today 00:06:29:20 - 00:06:31:13 and plan to expand our retail presence. 00:06:31:13 - 00:06:32:11 But ultimately 00:06:32:11 - 00:06:33:23 this business was built on 00:06:33:23 - 00:06:35:21 one to one relationships with customers, 35 00:06:35:21 - 00:06:37:22 delivering the best quality product 00:06:37:22 - 00:06:39:15 with the best customer service 00:06:39:15 - 00:06:40:21 and doing everything we can 00:06:40:21 - 00:06:41:23 to make that experience awesome. 00:06:41:23 - 00:06:43:17 So if you're a consumer 00:06:43:17 - 00:06:45:05 and you want to think about, hey, 00:06:45:05 - 00:06:46:16 how do I in a way that's 00:06:46:16 - 00:06:48:04 super affordable, 00:06:48:04 - 00:06:50:15 36 eliminate the plastic waste from my life. 00:06:50:15 - 00:06:52:17 Think about being more sustainable 00:06:52:17 - 00:06:54:06 in my home, bringing healthier products? 00:06:54:06 - 00:06:55:13 And the best place to start 00:06:55:13 - 00:06:57:01 is just to download the Grove app.

00:06:27:13 - 00:06:28:13

00:06:57:01 - 00:06:57:20

You'll see an assortment

00:06:57:20 - 00:06:59:17

of a couple of thousand products there,

00:06:59:17 - 00:07:01:02

with hundreds of products already

00:07:01:02 - 00:07:02:21

that are zero plastic and zero waste.

37

00:07:02:21 - 00:07:04:21

You can build a whole zero waste basket.

00:07:04:21 - 00:07:06:16

It'll get delivered directly to you,

00:07:06:16 - 00:07:07:19

and I really recommend

00:07:07:19 - 00:07:09:04

reaching out to one of our super

00:07:09:04 - 00:07:10:18

exceptional Grove guides.

00:07:10:18 - 00:07:11:06

These are folks

00:07:11:06 - 00:07:13:06

who are effectively personal concierge

00:07:13:06 - 00:07:14:10

who can answer any question

38

00:07:14:10 - 00:07:15:17

you have from

00:07:15:17 - 00:07:17:00

"Hey, does this laundry detergent agree

00:07:17:00 - 00:07:18:05

with my grey water system?"

00:07:18:05 - 00:07:20:08

or "I'm interested in going zero plastic.

00:07:20:08 - 00:07:20:20

What are the first

00:07:20:20 - 00:07:22:08

five places to start?"

00:07:22:08 - 00:07:23:12

The Grove app is a great place

00:07:23:12 - 00:07:24:23

00:07:24:23 - 00:07:26:10

get access to the best prices,

00:07:26:10 - 00:07:27:16

you can subscribe,

00:07:27:16 - 00:07:29:11

and we really, really think about

00:07:29:11 - 00:07:30:10

how do we overdeliver

00:07:30:10 - 00:07:31:12

in terms of customer service

00:07:31:12 - 00:07:32:16

every day as well?

00:07:32:16 - 00:07:35:00

Explain a B Corp.

00:07:35:00 - 00:07:35:21

We've been a B Corp

00:07:35:21 - 00:07:36:12

from the beginning,

40

00:07:36:12 - 00:07:37:04

and the reason

00:07:37:04 - 00:07:38:14

this is important to me

00:07:38:14 - 00:07:41:16

is I think that business can be

00:07:41:16 - 00:07:43:14

and has to be

00:07:43:14 - 00:07:44:23

one of the biggest forces

00:07:44:23 - 00:07:46:00

for positive change

00:07:46:00 - 00:07:47:05

in the world over the coming decades.

00:07:47:05 - 00:07:48:07

It has to be.

41

00:07:49:21 - 00:07:52:06 that doesn't just prioritize profit, 00:07:52:06 - 00:07:54:20 but also prioritizes the environment, 00:07:54:20 - 00:07:55:22 our community, 00:07:55:22 - 00:07:57:11 our employees and our customers. 00:07:57:11 - 00:07:59:00 And so we are allowed 00:07:59:00 - 00:08:00:15 to think about all of those things, 00:08:00:15 - 00:08:02:14 not just the next quarter's earnings. 00:08:02:14 - 00:08:04:22 42 And what makes this so important to me 00:08:04:22 - 00:08:05:15 is number one, 00:08:05:15 - 00:08:07:15 I think long term in this category, 00:08:07:15 - 00:08:09:12 this is a massive, massive category, 00:08:09:12 - 00:08:11:23 touches almost every household in the world. 00:08:11:23 - 00:08:15:22 We have to think long term. 00:08:15:22 - 00:08:17:05 People say that over the long term, 00:08:17:05 - 00:08:18:09 the interests of shareholders 00:08:18:09 - 00:08:19:23 and customers are aligned, 43 00:08:19:23 - 00:08:21:17 I believe, over the long term.

00:08:21:17 - 00:08:22:18

You have to say the interests

00:08:22:18 - 00:08:23:18

of shareholders,

00:08:23:18 - 00:08:25:04

customers, employees 00:08:25:04 - 00:08:26:02 and the environment 00:08:26:02 - 00:08:26:22 are perfectly aligned. 00:08:26:22 - 00:08:28:01 And so we have to think about 00:08:28:01 - 00:08:28:17 all of them. 44 00:08:28:17 - 00:08:30:02 And being a B Corp 00:08:30:02 - 00:08:32:16 gives us the ability to think long term. 00:08:32:16 - 00:08:34:01 And the other thing it does 00:08:34:01 - 00:08:35:08 is it allows us to attract 00:08:35:08 - 00:08:36:17 the best talent. 00:08:36:17 - 00:08:38:07 And I think business success 00:08:38:07 - 00:08:39:12 starts with talent 00:08:39:12 - 00:08:42:20 and the best people in the world today. 00:08:42:20 - 00:08:44:06 45 They want to work at companies 00:08:44:06 - 00:08:46:00 like Virgin and Grove, 00:08:46:00 - 00:08:47:03 where you don't just make a living, 00:08:47:03 - 00:08:48:14 but you make a difference. 00:08:48:14 - 00:08:50:02 And being a B Corp

00:08:50:02 - 00:08:51:10

00:08:51:10 - 00:08:52:20

says specifically

to everyone from our customers 00:08:52:20 - 00:08:54:08 to prospective employees, 00:08:54:08 - 00:08:55:15 that this is a business that cares 46 00:08:55:15 - 00:08:57:11 not just about doing good 00:08:57:11 - 00:08:58:17 but also doing well. 00:08:58:17 - 00:09:00:07 We couldn't be happier to be partners 00:09:00:07 - 00:09:03:08 with you on this, 00:09:03:08 - 00:09:04:20 and I look forward to 00:09:04:20 - 00:09:07:11 many, many years of working together and 00:09:07:11 - 00:09:08:00 once again, 00:09:08:00 - 00:09:10:12 congratulations on all you've achieved. 47 00:09:10:12 - 00:09:12:05 It's quite extraordinary 00:09:12:05 - 00:09:13:19 and even more importantly, 00:09:13:19 - 00:09:14:17 all that you're going to achieve 00:09:14:17 - 00:09:16:13 in the years to come. 00:09:16:13 - 00:09:17:18 Thanks to you. 00:09:17:18 - 00:09:18:16 Richard, a pleasure. 00:09:18:16 - 00:09:21:11 I look forward to many years 00:09:21:11 - 00:09:22:22

of changing the industry. 00:09:22:22 - 00:09:23:14 God willing,

00:09:23:14 - 00:09:24:14

creating the future

00:09:24:14 - 00:09:26:07

you just described for our children

00:09:26:07 - 00:09:27:02

and grandchildren.

00:09:27:02 - 00:09:28:11

It should be a ton of fun.

49

Additional Information and Where to Find It

In connection with the business combination, Virgin Group Acquisition Corp. II ("VGAC II") intends to file with the Securities and Exchange Commission ("SEC") a registration statement on Form S-4 containing a preliminary proxy statement and a preliminary prospectus of VGAC II, and after the registration statement is declared effective, VGAC II will mail a definitive proxy statement/prospectus relating to the business combination to its shareholders. This communication does not contain all the information that should be considered concerning the business combination and is not intended to form the basis of any investment decision or any other decision in respect of the business combination. VGAC II's shareholders and other interested persons are advised to read, when available, the preliminary proxy statement/prospectus and the amendments thereto and the definitive proxy statement/prospectus and other documents filed in connection with the business combination, as these materials will contain important information about Grove Collaborative, Inc. ("Grove"), VGAC II and the business combination. When available, the definitive proxy statement/prospectus and other relevant materials for the business combination will be mailed to shareholders of VGAC II as of a record date to be established for voting on the business combination. Such shareholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed with the SEC, without charge, once available, at the SEC's website at www.sec.gov, or by directing a request to Virgin Group Acquisition Corp. II, 65 Bleecker Street, 6th Floor, New York, New

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Participants in the Solicitation

VGAC II, Grove and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of VGAC II's shareholders in connection with the business combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of VGAC II's shareholders in connection with the business combination will be set forth in VGAC II's registration statement on Form S-4, including a proxy statement/prospectus, when it is filed with the SEC. Investors and security holders may obtain more detailed information regarding the names and interests in the business combination of VGAC II's directors and officers in VGAC II's filings with the SEC and such information will also be in the registration statement to be filed with the SEC by VGAC II, which will include the proxy statement/prospectus of VGAC II for the business combination.

50

Caution Concerning Forward-Looking Statements

This communication may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding our or our management team's expectations, hopes, beliefs, intentions, plans, prospects or strategies regarding the future, including possible business combinations, revenue growth and financial performance, product expansion and services. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and similar expressions may identify forwardlooking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements that may be contained in this communication are based on our current expectations and beliefs made by the management of VGAC II and Grove in light of their respective experience and their perception of historical trends, current conditions and expected future developments and their potential effects on VGAC II and Grove as well as other factors they believe are appropriate in the circumstances. There can be no assurance that future developments affecting VGAC II or Grove will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the parties) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including that the VGAC II stockholders will approve the transaction, regulatory approvals, product and service acceptance, and that, Grove will have sufficient capital upon the approval of the transaction to operate as anticipated. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. Additional factors that could cause actual results to differ are discussed under the heading "Risk Factors" and in other sections of VGAC II's filings with the SEC, and in VGAC II's current and periodic reports filed or furnished from time to time with the SEC. All forward-looking statements in this communication are made as of the date hereof, based on information available to VGAC II and Grove as of the date hereof, and VGAC II and Grove assume no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.