

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 12, 2023

GROVE COLLABORATIVE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40263
(Commission
File Number)

88-2840659
(IRS Employer
Identification No.)

**1301 Sansome Street
San Francisco, California**
(Address of principal executive offices)

94111
(Zip Code)

(800) 231-8527
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.0001	GROV	New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	GROV.WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On May 12, 2023, Grove Collaborative Holdings, Inc. (the “Company”) posted an investor presentation on its investor relations website at investors.grove.co, which may be used in presentations by the Company's management to investors, analysts and others from time to time. A copy of this presentation is furnished as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings. The submission of the information set forth in this Item 7.01 shall not be deemed an admission as to the materiality of any information in this Item 7.01, including the information presented in Exhibit 99.1 that is provided solely in connection with Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Investor Presentation
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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 hereunto duly authorized.

GROVE COLLABORATIVE HOLDINGS, INC.

By: /s/ Nathan Francis
Name: Nathan Francis
Title: General Counsel and Corporate Secretary

Date: May 12, 2023

May 2023

Investor Presentation



Disclaimer

Basis of Presentation

This Presentation (this "Presentation") is provided for informational purposes only and has been prepared to assist interested parties in making their own evaluation with respect to a potential investment in Grove Collaborative Holdings, Inc. ("Grove") (the "Potential Transaction") and for no other purpose. By accepting, reviewing or reading this Presentation, you will be deemed to have agreed to the obligations and restrictions set out below. Without the express prior written consent of Grove, this Presentation and any information contained within it may not be used for any purpose other than your evaluation of Grove. This Presentation supersedes and replaces all previous oral or written communications between the parties hereto relating to the subject matter hereof.

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Forward-Looking Statements

Certain statements included in this Presentation are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include, but are not limited to, (1) statements regarding estimates and forecasts of other financial and performance metrics and projections of market opportunity; (2) references with respect to the projected future financial performance of Grove and Grove's operating companies; (3) changes in the market for Grove's products, and expansion plans and opportunities; (4) anticipated customer retention; and (5) expectations around potential mergers and acquisitions and capital availability. These statements are based on various assumptions, whether or not identified in this Presentation, and on the current expectations of Grove's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Grove. These forward-looking statements are subject to a number of risks and uncertainties, including: changes in domestic and foreign business, market, financial, political and legal conditions; failure to realize the anticipated benefits of the Potential Transaction; risks relating to the uncertainty of the projected financial information with respect to Grove; Grove's ability to successfully expand its business; competition; the uncertain effects of the COVID-19 pandemic; risks relating to growing inflation and rising interest rates; and those factors discussed in documents of Grove filed, or to be filed, with the U.S. Securities and Exchange Commission (the "SEC"). If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Grove does not presently know or that Grove currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Grove's expectations, plans or forecasts of future events and views as of the date of this Presentation. Grove anticipates that subsequent events and developments will cause Grove's assessments to change. However, while Grove may elect to update these forward-looking statements at some point in the future, Grove specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Grove's assessments as of any date subsequent to the date of this Presentation. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Use of Data

The data contained herein is derived from various internal and external sources. No representation is made as to the reasonableness of the assumptions made within or the accuracy or completeness of any projections or modeling or any other information contained herein. Any data on past performance or modeling contained herein is not an indication as to future performance. Grove assumes no obligation to update the information in this Presentation.

Disclaimer (continued)

Trademarks

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Use of Projections

This Presentation contains projected financial information with respect to Grove, namely revenue and gross margin, Grove brands revenue share, net revenue share by brand, gross profit, adjusted EBITDA, adjusted EBITDA margin, fulfillment cost, operating expenses, advertising spend. Such projected financial information constitutes forward-looking information, and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The projections, estimates and targets in this Presentation are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond Grove's control. See "Forward-Looking Statements" above. While all projections, estimates and targets are necessarily speculative, Grove believes that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection, estimate or target extends from the date of preparation. The assumptions and estimates underlying the projected, expected or target results are inherently uncertain and are subject to a wide variety of significant business, economic, regulatory, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in such projections, estimates and targets. The inclusion of projections, estimates and targets in this Presentation should not be regarded as an indication that Grove, or its representatives, considered or consider the financial projections, estimates and targets to be a reliable prediction of future events. The independent registered public accounting firm of Grove has not 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.

Financial Information; Non-GAAP Financial Measures

The Grove financial information and data for the fiscal years ended December 31, 2019, 2020, 2021 and 2022 included herein are audited in accordance with Public Company Accounting Oversight Board (PCAOB) audit standards. Grove financial information for 2023 reflects unaudited financial information or management estimates.

Some of the financial information and data contained in this Presentation, such as adjusted gross margin, adjusted selling, general, and administrative and product development expenses, and adjusted EBITDA, have not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). These non-GAAP measures, and other measures that are calculated using such non-GAAP measures, are an addition to, and not a substitute for or superior to, measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to revenue, operating income, profit before tax, net income or any other performance measures derived in accordance with GAAP. A reconciliation of adjusted EBITDA to Net Income is provided at the end of this presentation. A reconciliation of the projected non-GAAP financial measures has not been provided and is unable to be provided without unreasonable effort because certain items excluded from these non-GAAP financial measures such as charges related to stock-based compensation expenses and related tax effects, including non-recurring income tax adjustments, cannot be reasonably calculated or predicted at this time.

Grove believes these non-GAAP measures of financial results, including on a forward-looking basis, provide useful information to management and investors regarding certain financial and business trends relating to Grove's financial condition and results of operations. Grove's management uses these non-GAAP measures for trend analyses and for budgeting and planning purposes. Grove believes that the use of these non-GAAP financial measures provide an additional tool for investors to use in evaluating projected operating results and trends in and in comparing Grove's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors.

However, there are a number of limitations related to the use of these non-GAAP measures and their nearest GAAP equivalents. For example, other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore Grove's non-GAAP measures may not be directly comparable to similarly titled measures of other companies. See the footnotes on the slides where these measures are discussed and the Appendix for definitions of these non-GAAP financial measures and reconciliations of these non-GAAP financial measures to the most directly comparable GAAP measures.

Important Information for Investors and Stockholders

This Presentation is not a substitute for a registration statement or for any other document that Grove may file with the SEC in connection with any Potential Transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain free copies of other documents filed with the SEC by Grove through the website maintained by the SEC at <http://www.sec.gov>.

INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Non-GAAP Financial Measures

Some of the financial information and data contained in this presentation, such as **adjusted EBITDA** and **adjusted EBITDA margin**, have not been prepared in accordance with United States generally accepted accounting principles ("GAAP"). These non-GAAP measures, and other measures that are calculated using such non-GAAP measures, are an addition to, and not a substitute for or superior to, measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to revenue, operating income, profit before tax, net income or any other performance measures derived in accordance with GAAP. A reconciliation of historical adjusted EBITDA to Net Income is provided in the appendix. The reconciliation of projected adjusted EBITDA and adjusted EBITDA Margin to the closest corresponding GAAP measure is not available without unreasonable efforts on a forward-looking basis due to the high variability, complexity, and low visibility with respect to the charges excluded from these non-GAAP measures, such as the impact of depreciation and amortization of fixed assets, amortization of internal use software, the effects of net interest expense (income), other expense (income), and non-cash stock based compensation expense. Grove believes these non-GAAP measures of financial results, including on a forward-looking basis, provide useful information to management and investors regarding certain financial and business trends relating to Grove's financial condition and results of operations. Grove's management uses these non-GAAP measures for trend analyses and for budgeting and planning purposes. Grove believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating projected operating results and trends in and in comparing Grove's financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. Management of Grove does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with GAAP. However, there are a number of limitations related to the use of these non-GAAP measures and their nearest GAAP equivalents. For example, other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore Grove's non-GAAP measures may not be directly comparable to similarly titled measures of other companies.

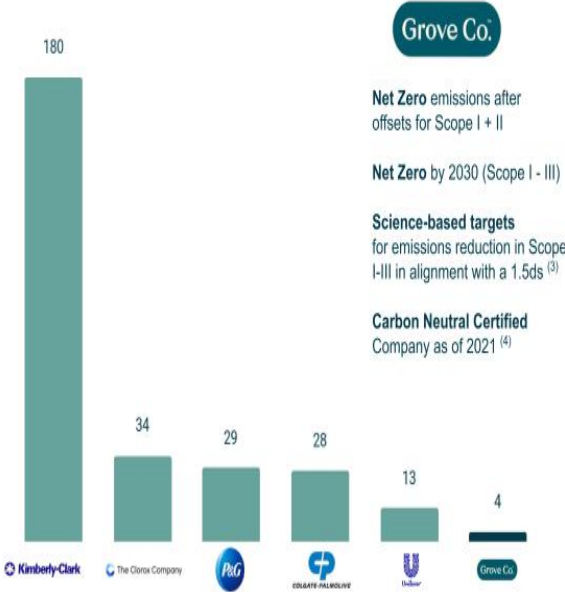
We calculate Adjusted EBITDA as net loss, adjusted to exclude: (1) stock-based compensation expense; (2) depreciation and amortization; (3) remeasurement of convertible preferred stock warrant liability; (4) changes in fair values of Additional Shares, Earn-Out Shares, Public and Private Placement Warrants and Structural derivative liabilities; (5) transaction costs allocated to derivative liabilities upon Business Combination; (6) interest expense; (7) interest income; (8) provision for income taxes, (9) restructuring expenses and (10) loss on extinguishment of debt. We define Adjusted EBITDA Margin as Adjusted EBITDA divided by revenue.

Executive Summary: *Leading brand, unique entry point*

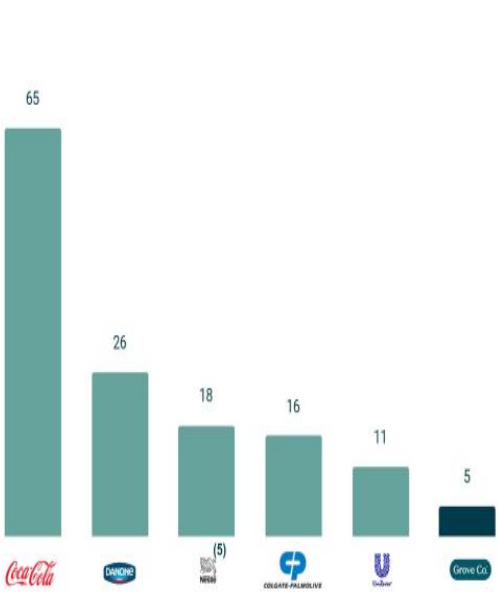


Consumer Products Have Historically Hurt Our Planet and Our Health. We Are Changing That.

Select 2021 & 2022 GREENHOUSE GAS EMISSIONS (TONNES) PER MILLION \$ OF REVENUE⁽¹⁾⁽²⁾



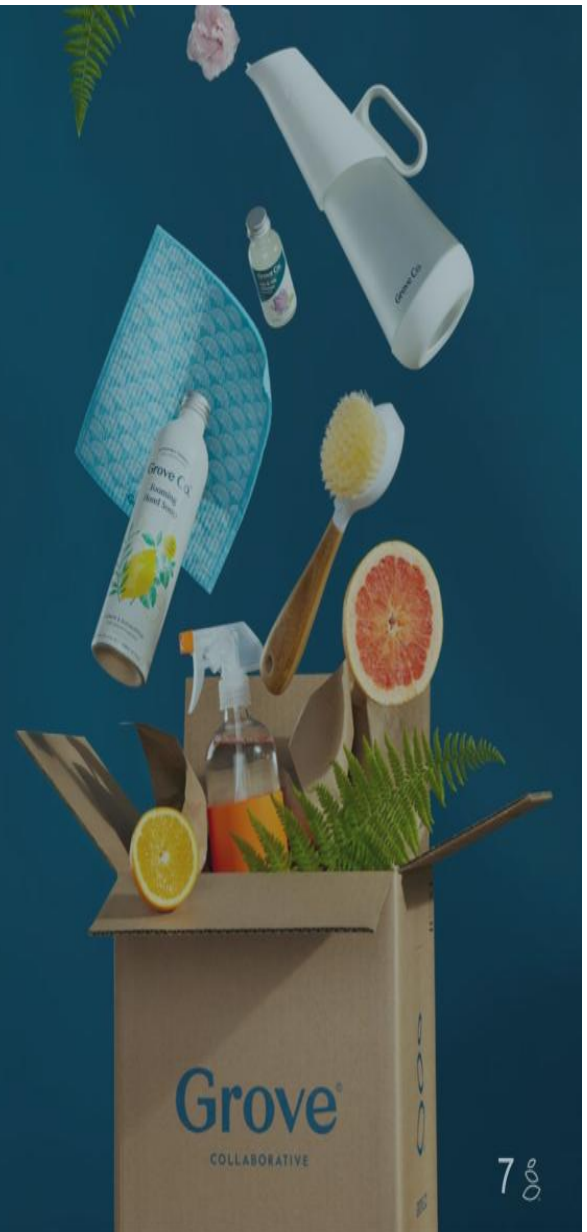
Select 2021 & 2022 PLASTIC PACKAGING VOLUME (METRIC TONNES) PER MILLION \$ OF REVENUE⁽¹⁾



Notes:
 1. Companies were selected as peers who are representative of their primary verticals. Data for GHG emissions and plastic packaging volume taken from company filings
 2. Reflects the sum of Scope I and Scope II
 3. Includes supplier engagement
 4. Requires Grove to keep all operational emissions carbon neutral in alignment with the Carbon Neutral protocol in order to keep this designation
 5. Nestle Plastic Data sourced from 2019

Grove's vision is that consumer products will be a positive force for human and environmental health.

We create and curate high performance,
planet-first products to make that possible.



Plastic Waste Is the #1 Issue for Our Industry ⁽¹⁾

More U.S. consumers care about plastic waste than about climate change. ⁽²⁾ Plastic packaging represents nearly half of all plastic waste. ⁽³⁾



of American shoppers are concerned about plastics and packaging waste ⁽⁴⁾



of plastic-free purchasers started purchasing in the last 2 years ⁽⁵⁾



of natural home shoppers are likely to purchase plastic-free products in the future ⁽⁵⁾



of natural home shoppers are willing to pay a premium to purchase plastic-free products ⁽⁵⁾

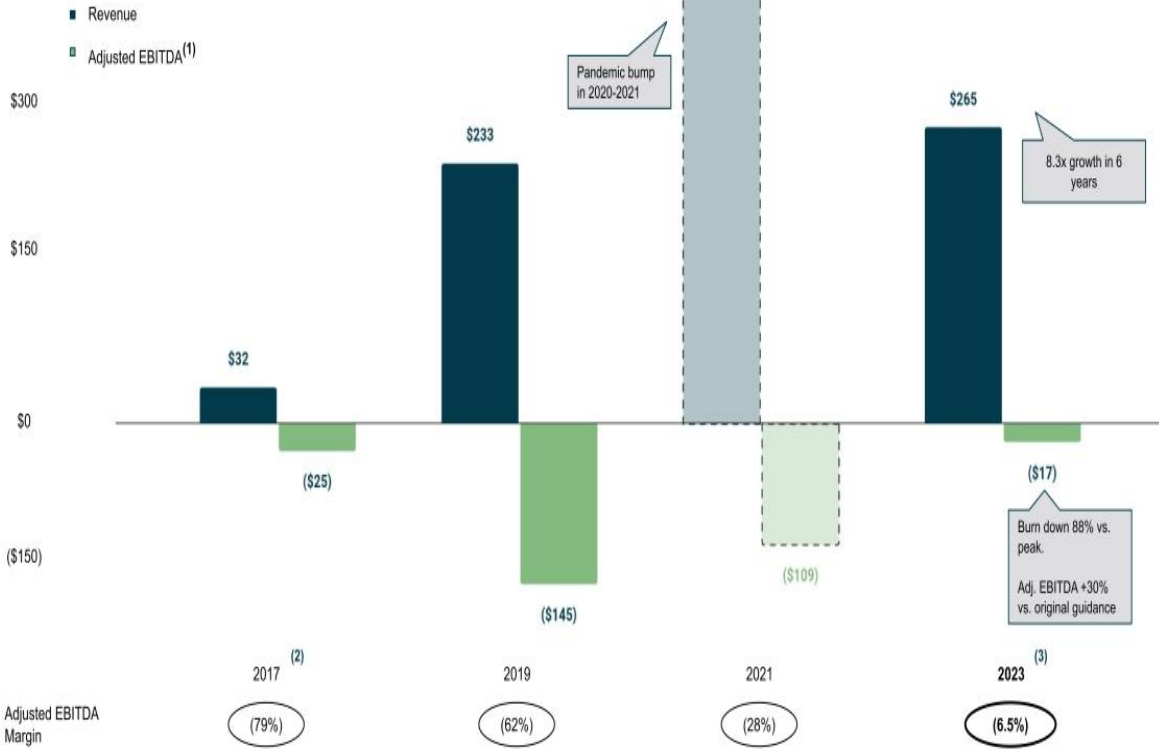
Sources:

1. Kara Lavender Law, Natalie Starr et al., *The United States' Contribution of Plastic Waste to Land and Ocean*, October, 2020; PEW Charitable Trust and SYSTEMIQ, *Breaking the Plastic Wave: A Comprehensive Assessment of Pathways Towards Stopping Ocean Plastic Pollution*, July, 2020
2. Shelton Grp, *Waking the Sleeping Giant: What Middle America knows about plastic waste and how they're taking action*, June, 2019
3. Supply Chain Dive, *Packaging Makes Up Nearly Half Of Plastic Waste*, March, 2019
4. Consumer Brands/Ipsos poll based on a sample of 1,530 people in July 21
5. Natural home care market survey commissioned by Grove (August 2021)

A History of Doing Well By Doing Good

We Use Our Connection with Consumers to Build Authentic, Disruptive Brands

REVENUE & ADJUSTED EBITDA FINANCIAL RESULTS & GUIDANCE (000's)



Note:

1. Adj. EBITDA is a non-GAAP metric; please refer to Appendix for definitional breakdown
2. Unaudited management estimates
3. Midpoint of guidance

A Premier Long Term Brand. A Unique Entry Point.

GROVE IS THE MARKET LEADER IN ZERO WASTE HOME CARE.

Home + personal care is \$1T globally, built on single use plastic. Zero waste leadership will create a multi-billion dollar brand. That is our opportunity.

- 8.3x growth since 2017
- #1 market share, awareness, and assortment for zero waste HPC
- #1 DTC community
- Door growth up >100% y/y⁽¹⁾
- 52% gross margins in Q1 2023

WELL POSITIONED + LOW AWARENESS → ATTRACTIVE ENTRY POINT

- Net cash position with \$100M+ of cash, cash equivalents + available debt⁽²⁾
- Clear near term path to profitability
 - **Potential Adj. EBITDA approximately break even in Q3, well ahead of schedule**
 - **Record GM of 52.1% in Q1 2023**, expected to continue to increase long term
 - Extraordinary long term customer retention
 - CAC optimized down to near-pandemic levels
 - Operating efficiency + cost savings still rolling through P&L
 - y/y Adjusted EBITDA margin improvement of 3,420 bps in Q1 2023
- Multiple upside drivers + catalysts
 - Continued rapid retail distribution growth
 - Category expansion into wellness
 - M+A

Hypothetical Valuation Comparison

(in mm except ratios)	Percent Change	Industry Avg. Multiple (2)		
		0%	100%	935%
Shares Outstanding (1)	179	179	179	179
Price / Share	\$0.46	\$0.92	\$4.30	
Market Cap	\$82	\$165	\$770	
Less: 3/31/22 Net Cash (3)	10	10	10	
Total Enterprise Value	\$72	\$155	\$760	
TEV / 2022 Sales	0.22x	0.48x	2.36x	
TEV / 2023 Sales	0.27x	0.58x	2.87x	
TEV / 2022 GP	0.47x	1.00x	4.91x	

Note: assumes 0% change at \$0.46 / share
 (1) As of 3/31/2023
 (2) HNST, UL, PG, CHD, KC, RB, CLX, CLG as of 2/28/23. TEV / 2023 Sales = 2.8x
 (3) Year end gross cash of \$90.5M, less debt of \$79.5M

1. As of March 31, 2023
 2. Includes restricted cash of \$9M. Refer to Balance Sheet + Available Capital slide later in presentation for additional details

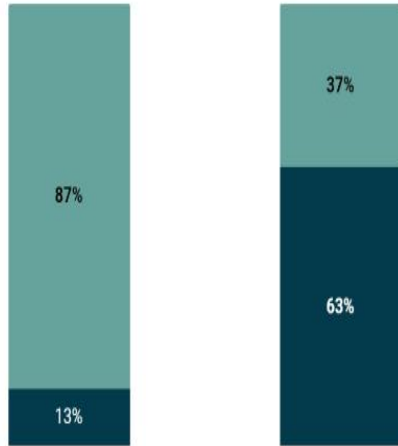
SECTION 1

The Long Term Opportunity: A Billion Dollar Brand



Consumer-Led Transition to Sustainable Products Is Inevitable...

THE TRANSITION IS GAINING MOMENTUM



Global HPC Market Share Conventional vs. Natural ⁽¹⁾

■ Conventional
■ Natural

When Did You First Purchase Natural Products? ⁽²⁾

■ More than 2 Years Ago
■ Less than 2 Years Ago

CONSUMER PREFERENCE IS CLEAR

SUSTAINABILITY

TRANSPARENCY

MISSION-DRIVEN



Of shoppers believe it is important to shop sustainably ⁽³⁾



Of consumers place importance on purchasing beauty and personal care products that are clean ⁽⁴⁾

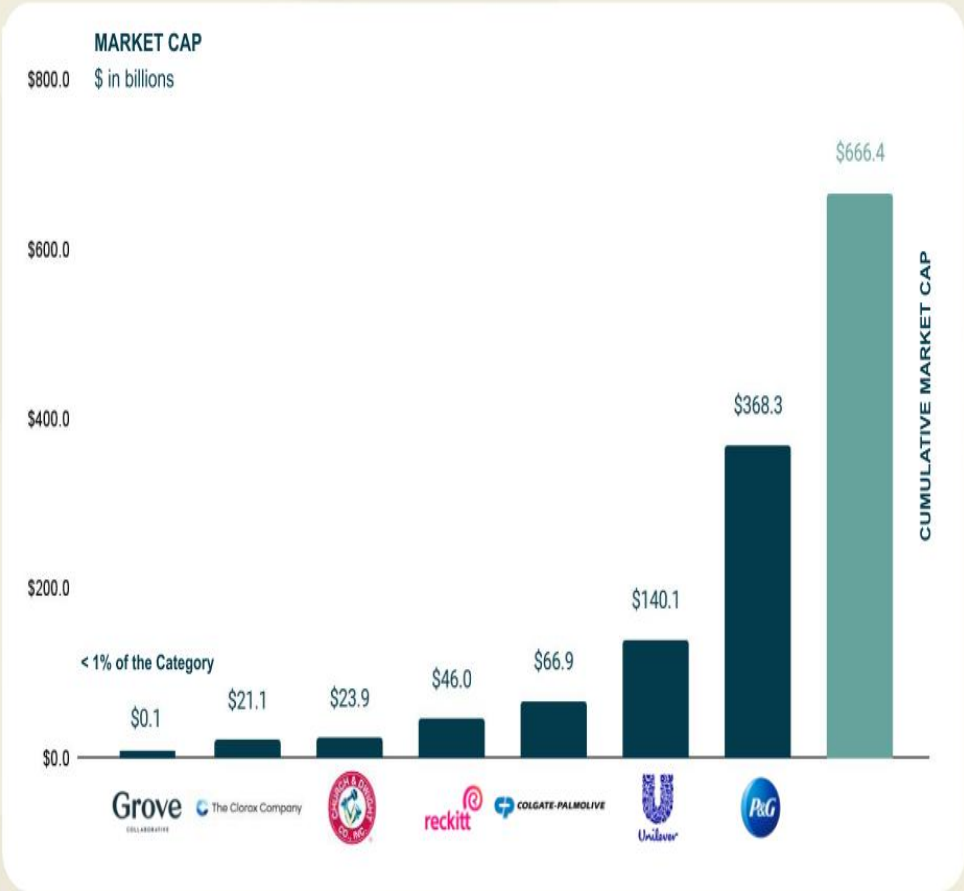


Of retail consumers aged 25 – 34 place importance on social impact ⁽⁵⁾

Notes:

1. Calculated based off of 13% US clean and natural HPC market penetration from Honest S-1
2. Management estimates developed from a variety of third-party resources
3. Eli Kellie, *Forecasting Consumer Demands*. WWD (December 2020)
4. Alix Partners *Naturally Beautiful – Millennials and Preferences in Beauty and Personal Care Products*. (May 2019)
5. Cowen Equity Research, *Gen Z and Millennials Are the Driving Force in Scaling Digital and Sustainability*. (October 2020)

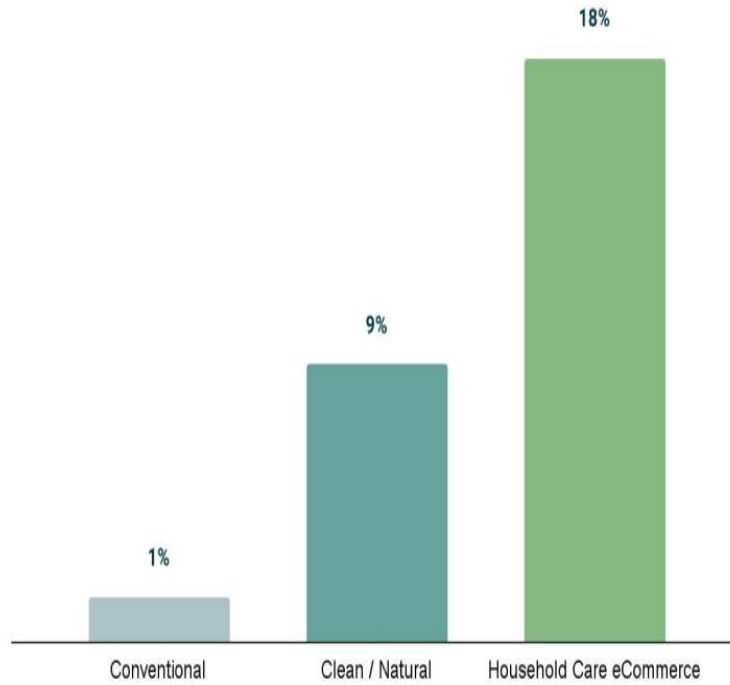
... But Represents a tiny Fraction of the ~\$700B of Market Value



Source: Yahoo Finance data as of May 5, 2023

Grove Is at the Intersection of Category Growth Trends

TOTAL U.S. HPC SEGMENT GROWTH RATES ⁽¹⁾

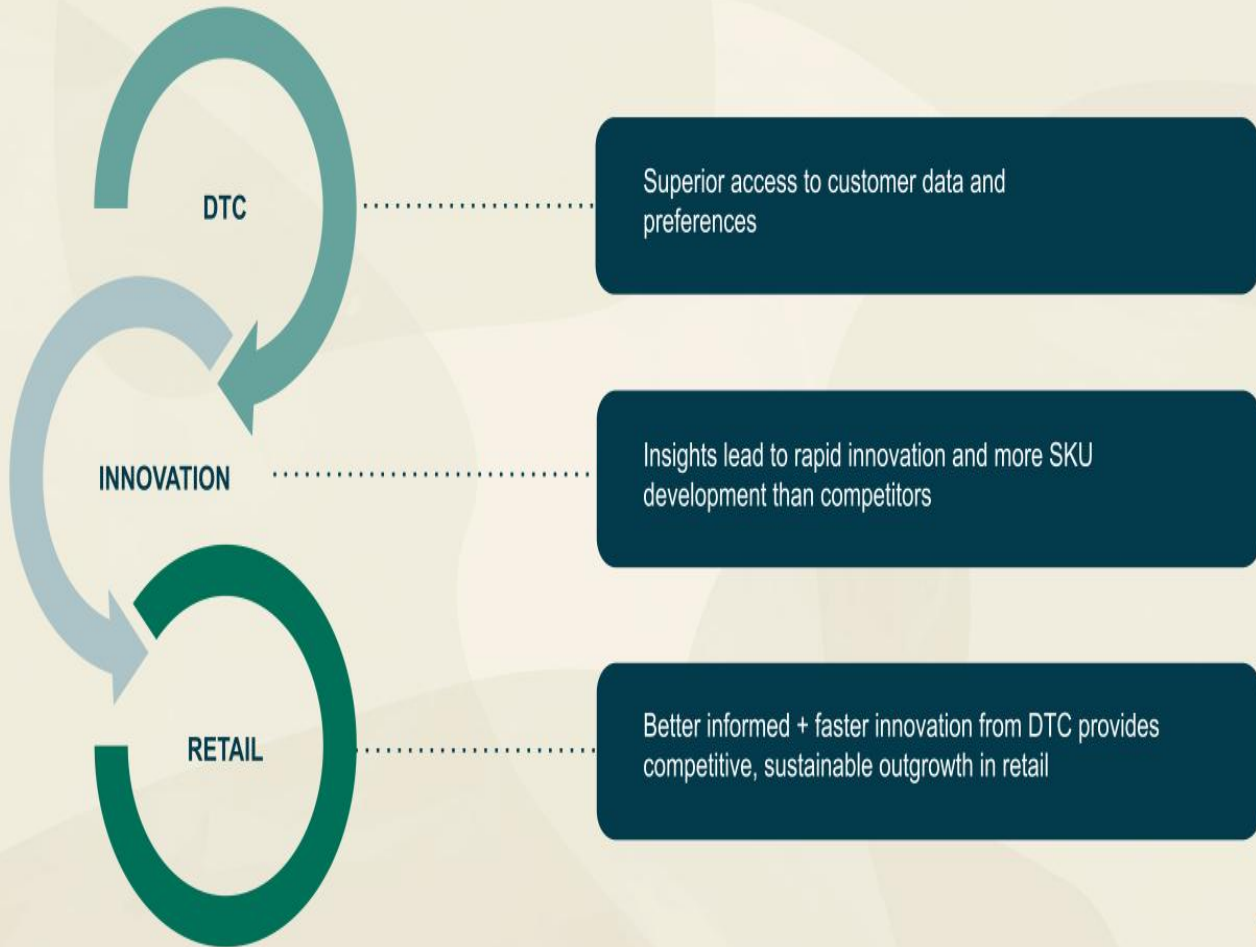


Notes:

1. Conventional growth rate represents CAGR from 2019 – 2025. Clean / Natural growth rate estimated based on a variety of third-party research and represents CAGR from 2019 – 2025. eCommerce growth represents US Household Care CAGR from 2020 – 2025, per Euromonitor International Ltd Beauty & Personal Care 2022ed, current prices

Grove Has a Durable Competitive Advantage in Innovation

DTC underpins the growth story by powering Grove innovation engine



Grove Co. Wins on Efficacy, with Truly Clean Ingredients...

...While Pioneering Innovations in Sustainability

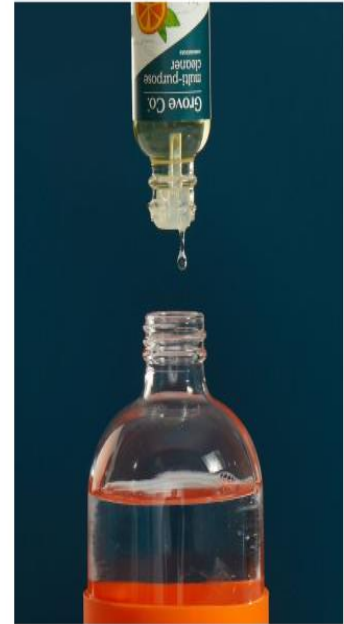
Grove Dishwasher Detergent Packs Performance vs. Leading Competitors ⁽¹⁾

Competitor Products	Competitor Brand 1		Competitor Brand 2	
	Product 1	Product 2	Product 3	Product 4
Cheese, Baked	+	+	+	+
Spaghetti w/ Sauce	+	+	+	=
Starch, Colored	+	+	+	+

- + : Product Outperformed by Grove detergent
- = : Product performed comparably with Grove detergent
- : Product performed in a superior manner to Grove detergent

Most home care products with zero-plastic packaging + sustainable formats

Unique supply chain to fill into zero waste formats at affordable cost



Note:
1. Based on results from independent lab tests via ASTM D3556-85. Product performance was measured against 'tough and greasy' food residue as determined by the independent lab

Grove Is the Leading Digitally Enabled Brand in HPC

BRAND HIGHLIGHTS

CLEAR WINNER IN NEXT-GEN HPC

#1 Brand awareness among zero-plastic brands ⁽¹⁾

Largest lifetime DTC customer base in the category

CATEGORY LEADER IN SUSTAINABLE PACKAGING

>25MM concrete system units sold to date

70% of Net Revenue meeting Beyond Plastic™ standard

40% of our products were reusable or refillable in 2022

Grove customers have prevented >5 million lbs of plastic waste ⁽²⁾

TIP OF SPEAR ON ESG + IMPACT BUSINESS MODEL

Certified B-Corp since 2014 + Public Benefit Corp

Carbon Neutral Certified; Plastic Neutral since 2020

Exceeded goal of planting 1 million trees in the U.S. in 2022

Scalable, ethical and sustainable supply chain practices for all partner facilities

KEY STATS

#1

Brand in plastic free home care in the US in market share, awareness, and assortment

5,000+

Retail Doors (>2x growth y/y) ⁽³⁾

32%

2018-2022A Revenue CAGR

>52%

Q1 2023 Gross Margin

>1.2MM

LTM Active DTC Purchasers ⁽³⁾

70%

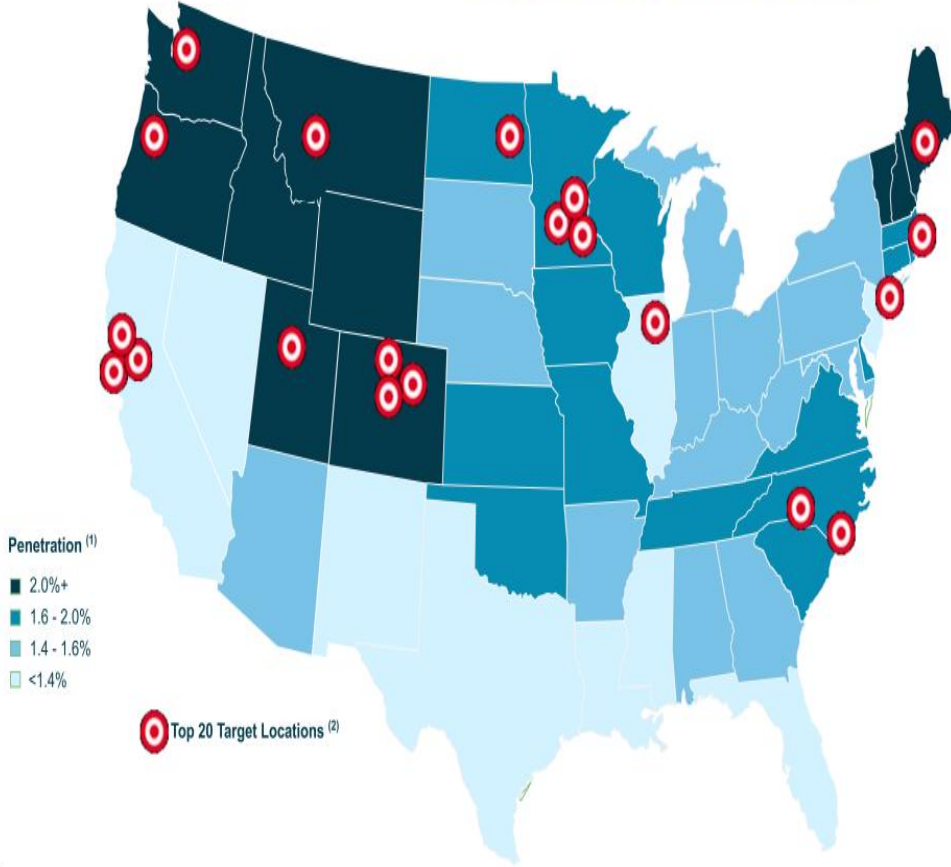
of Net Revenue meeting ^{(3) (4)}
Beyond Plastic™ standard

Notes:

1. Grove consumer awareness survey, 2H 2021
2. Includes nature and ocean-bound plastic waste from our environment through our plastic neutral partners
3. As of March 31, 2023
4. Beyond Plastic refers to either zero-plastic, re-usable, or refillable and zero plastic waste products

Grove Is a Mass-Market Player with Broad Customer Appeal

GROVE CUSTOMER PENETRATION BY STATE⁽³⁾



Top 10 Zip Codes by Sales for DTC ⁽⁵⁾

LOCATION	POPULATION
Whatcom County, WA	229,247
Chattanooga, TN	179,690
Larimer County, CO	356,899
Boston, MA	684,379
San Francisco, CA	874,961
Birmingham, AL	197,575
Elmore County, ID	27,511
Chicago, IL	2,693,976
Washington, D.C.	712,816
Benton County, AK	293,692

Top 10 Cities by Sales at Target ⁽³⁾

LOCATION	POPULATION ⁽⁴⁾
Glendale, CO	5,177
Chicago, IL	2,693,976
Northgate, WA	4,283
San Francisco, CA	881,549
Edina, MN	52,857
Charlotte, NC	885,708
South Portland, ME	26,993
Fort Collins, CO	174,081
Watertown, MA	35,939
Richfield, MN	36,354

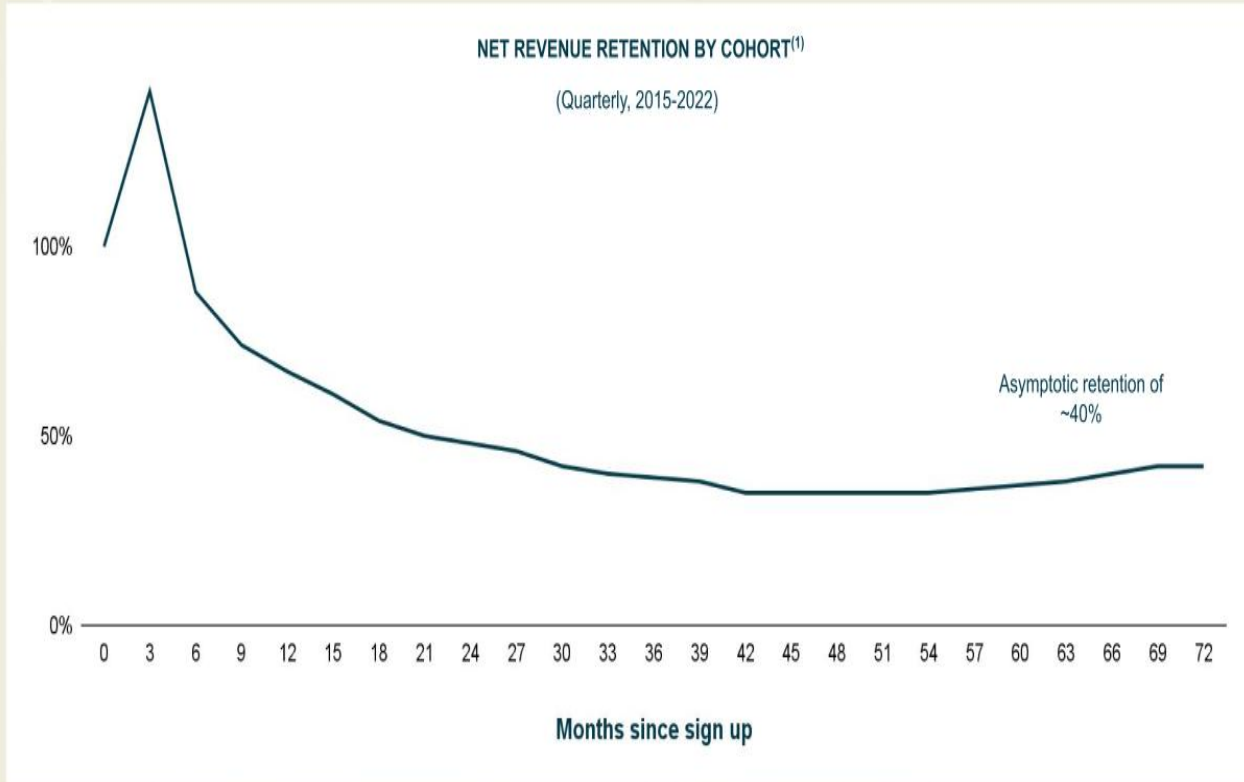
- Notes:**
- Number of Grove acquired customers divided by population
 - LTD sales data as of March 2023
 - Top cities with the most Target sales as of March 2023
 - Population data per U.S. Census Bureau as of 2019 for the zip code in which each store is located
 - Top 10 DTC Zip Codes with the highest penetration

Section 2

Path to Profitability



Long Term Customer Loyalty Creates Revenue Base

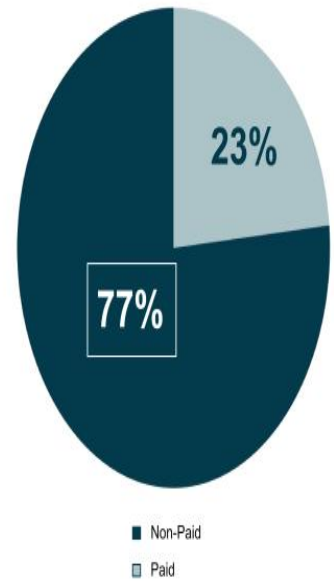


Note:
1. Y-axis represents average of all quarterly cohort revenues as % of the cohort first order revenue, excludes VIP and shipping. Through FY 2022 cohorts using December 2022 data

Grove's Strong Brand Drives Organic Traffic and Success Across Media Types



% OF TRAFFIC FROM ORGANIC SOURCES IN Q1 2023⁽¹⁾

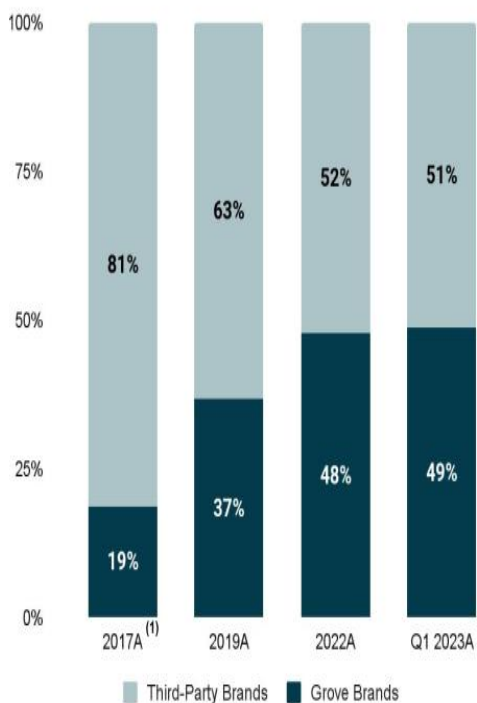


Note:

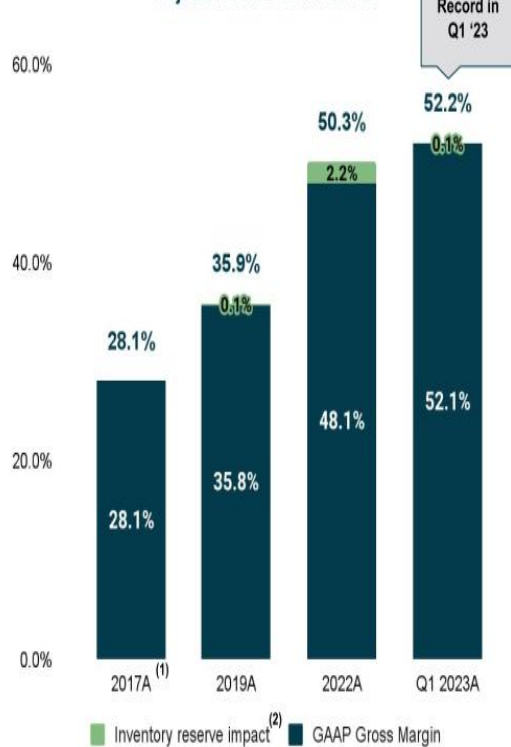
1. Organic sources defined as non-paid sources vs. paid brand and performance marketing sources; traffic measured by number of sessions; data is for Q1 '23

Long Term Trends Are Driving Gross Margin To Record Highs

OVERALL NET REVENUE SHARE BY BRAND



Adjusted GROSS MARGIN %



Note:

1. Unaudited management estimates
2. Gross Margin Impact of Non-cash inventory reserve as disclosed in the Consolidated Statement of Cash Flows in our 10-K and 10-Q Filings

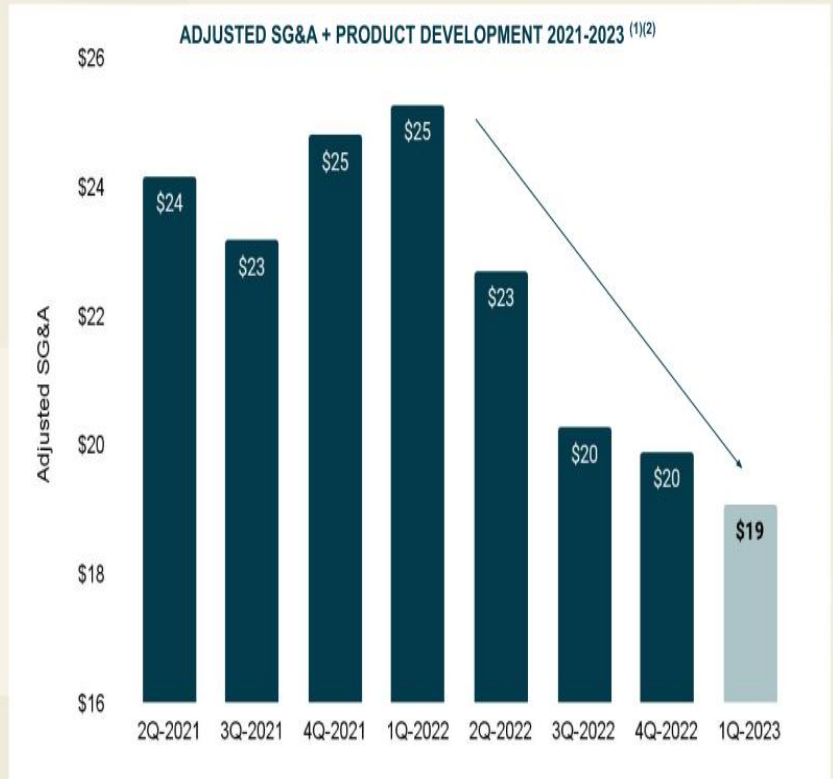
Cost Structure to Scale with Revenue, Despite Public Company Expenses

REDUCE FIXED EXPENSES

- Consolidating software purchases across functions to drive cost savings
- Re-sourcing creative production to maintain speed with lower costs
- Eliminated unprofitable contracts
- Eliminated rent where no longer leveraging office space

PERSONNEL EXPENSE EFFICIENCY

- >30% net reduction of corporate employees in 2022 & significantly reduced hiring
- Increased utilization of near-shore resources where possible
- Empowering team to “think like an owner” on expense decisions



*Ongoing efficiency efforts, with a focus on preserving R+D
and building for the future*

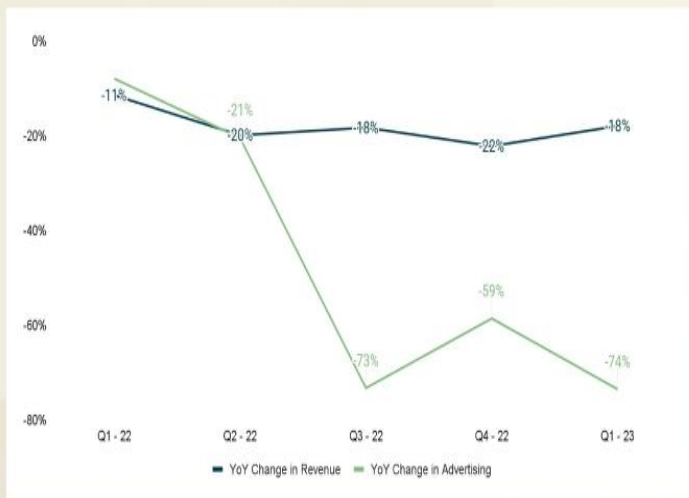
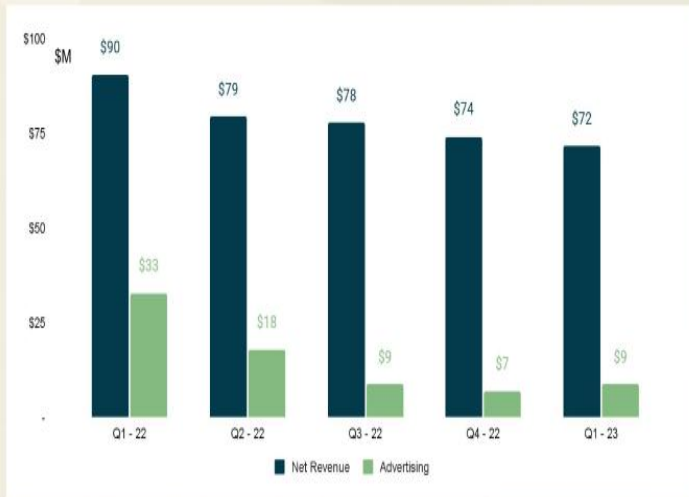
Note:

Source: Company Financials

(1) Excludes Fulfillment, Stock Based Compensation, Depreciation & Amortization, one-time Asset Impairment & Restructuring Expenses

(2) Product development expenses relate to costs related to the ongoing support and maintenance of the Company's proprietary technology, including the Company's website and mobile device application, as well as amortization of capitalized internally developed software, and relate to the product packaging innovation in the Company's Grove Brands products.

Customer Base Will Stabilize in 2023 as We Lap Reduced Advertising Spend Starting in 2H 2022



Media Diversification + Optimization → Lower Spend + Lower CAC

- Full funnel channel allocation driving CAC efficiencies into 2023
- Marketing stack upgrade in 2022 improving personalization and testing capabilities
- Partnership with Drew Barrymore, Global Brand and Sustainability Advocate
- Retail expansion lifting overall awareness

SECTION 3

Catalysts for Growth



The Retail Opportunity is Still Early Days

Bringing Grove Co. to Retail Distribution is a Game Changing Opportunity

2023-2030 FOCUS

~\$1 Trillion ⁽¹⁾

Global HPC Retail Industry

2021-2025 FOCUS

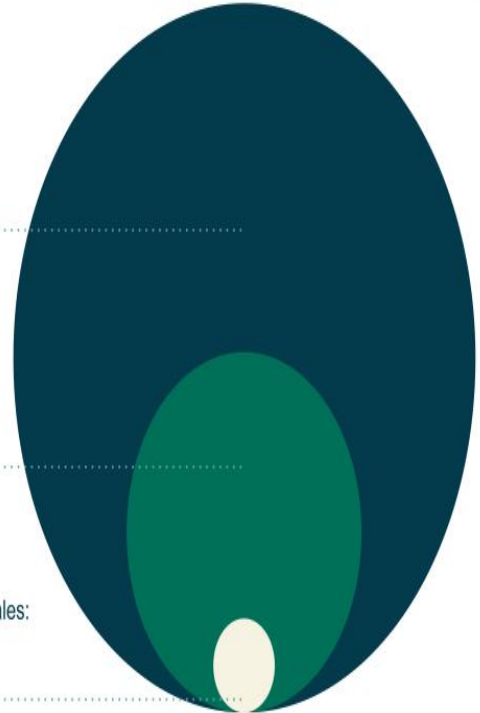
\$180Bn ⁽¹⁾

U.S. HPC Retail Industry

CURRENT SALES CHANNEL

U.S. Vertical HPC eCommerce Sales:

<\$20.0Bn ⁽²⁾



Sources:

1. Per Euromonitor International Ltd, Beauty & Personal Care 2022ed, Home Care 2022ed, Pet Care 2022ed, Consumer Health 2022ed, and Tissue & Hygiene 2022ed; aggregation of beauty, personal care, home care, pet care (excluding food), baby care (diapers and wipes), and vitamins and dietary supplements
2. Management estimates developed from a variety of third-party resources

Our Retail Footprint is Large + Growing

Select Retail Partners



Rapid Growth in Points of Distribution

5,000+

Retail Doors⁽¹⁾

(>2x growth y/y)

180

Unique SKUs with Retail partners in 2023⁽²⁾

Just Kicking Off Amazon



Grove's Flagship Sustainable Home Supplies Brand



Grove's Leading Sustainable Personal Care Brand



Grove Co Launched Q1 2023

Grove Co. Is a Highly Attractive Brand for Retail Partners:

- Attracts coveted and eco-conscious customers to store
- Drives increased basket size / spend per trip and profit dollars
- Promotes use of retail partners' online presence, helping create a vibrant omnichannel ecosystem

Notes:

1. As of March 31, 2023
2. Includes Seasonal SKUs, Amazon bundles and forecasted SKU launches

Grove is Well Positioned and Has a Right to Win in the Wellness Category

The global wellness market is more than **\$1.5 trillion** and **growing 5% to 10% per year** ⁽²⁾

92% of respondents report being **informed or curious** about purchasing health & wellness products ⁽¹⁾



78% have made a **purchase** in the health & wellness category in the last 6 months ⁽¹⁾



89% of respondents **would buy** Health & Wellness products **from Grove** ⁽¹⁾



89% of respondents **would trust Grove over other retailers** to solve their Health & Wellness needs ⁽¹⁾



IT'S HERE!

Grove Wellness



Your ticket to a personalized wellness plan vetted by our in-house dietician, fueled by high-quality ingredients. Start with our 3-min quiz and look out for more wellness in your inbox!

[Get Your Wellness Plan](#)

Feel Good

WELLNESS STANDARD

- ✓ Strict ingredient standards
- ✓ Plastic and carbon neutral
- ✓ Price matching & Happiness Guarantee
- ✓ Vetted by our in-house dietician

[See Our Standards](#)

Sources:

1. Grove Internal Customer Survey Data
2. McKinsey, *How to thrive in the global wellness market* (January 2022)

M&A Provides Step-Change Upside Opportunity

SYNERGY LEVERS

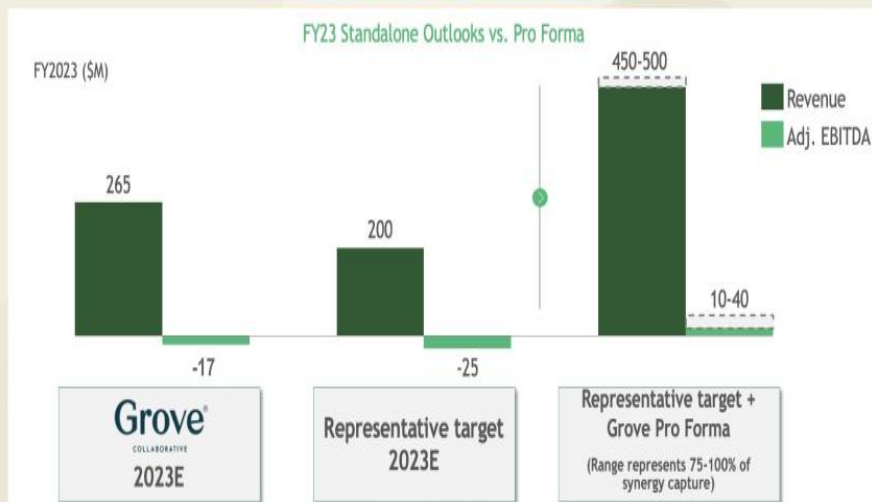
- grove.com platform sales of acquired brand
- Grove DTC fulfillment capability / target rationalization
- Grove in-house marketing capabilities (replace agencies)
- Opex consolidation
- Combine retail sales effort (rev synergies)
- Targeting EBITDA synergy of ~30% of purchase price
- **Evaluating transformative and strategic add-on opportunities**
- **Focus is on core business + bar for action is extremely high.**

ACCESS TO CAPITAL + HUMANCO PARTNERSHIP

Grove announced in Q4 2022 a partnership with HumanCo, the mission-driven health and wellness company. We are partnering with the intention of finding scale, synergistic M&A opportunities which HumanCo would have an opportunity to fund with up to \$100 million of new capital.



1+1 = 3 Analysis (Transformative Deal)



Large Players Have a History of Buying Leading Natural / Sustainable Brands

SELECT NATURAL HPC M&A



ACQ.



ACQ.



ACQ.



ACQ.



ACQ.



THERE IS ONE INDEPENDENT, PURE
PLAY, \$100MM+ REVENUE HOME CARE
BRAND FOCUSED ON
HEALTH + SUSTAINABILITY



SECTION 4

Financials



Balance Sheet + Available Capital

3/31/23 Cash + Available Liquidity

3/31/23 Cash (incl. \$9M restricted cash) ⁽¹⁾	\$91
Subsequent Event - ABL estimated future availability ⁽²⁾	\$10
Total Liquidity⁽³⁾	\$101

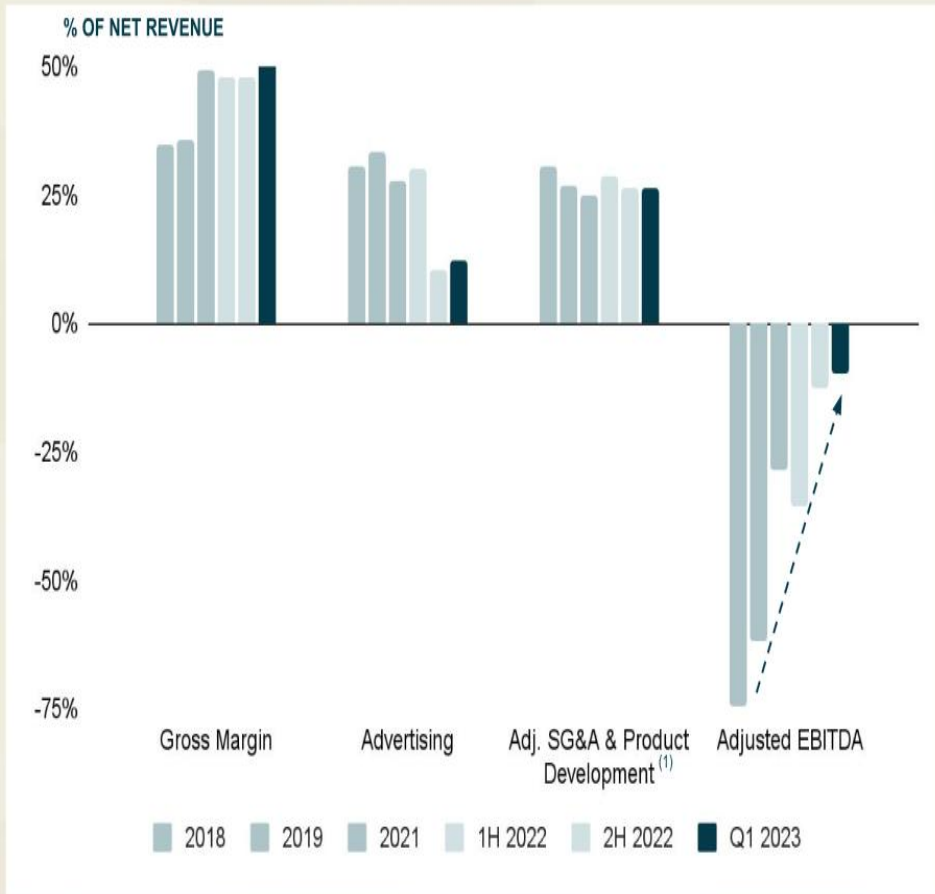
Liquidity calculation does not reflect
projected working capital improvements
(which may reduce ABL capacity)

In July 2022, we entered into a **Standby
Equity Purchase Agreement**, which would
allow us to raise approximately \$16.1M⁽⁴⁾

Note

1. Restricted cash was \$8.8M as of March 31, 2023
2. ABL Borrowing capacity is subject to \$15M cap on inventory for the first six months of the facility.
3. Structural Debt Facility is subject to a \$57M unrestricted cash covenant
4. As of May 11, 2023, based on closing price of \$0.51

Driving Towards Profitability



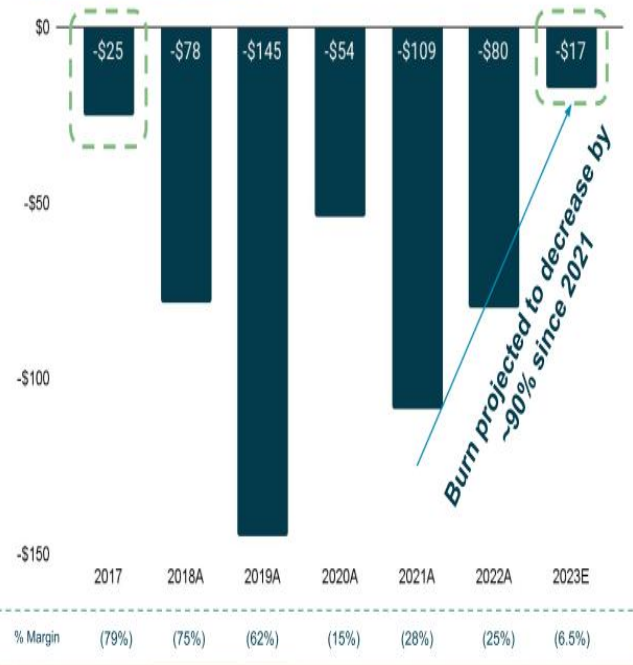
Source: Company Financials

(1) Excludes Fulfillment, Stock Based Compensation, Depreciation & Amortization, one-time Asset Impairment & Restructuring Expenses

NET REVENUE (2018-2023)



ADJUSTED EBITDA (2018-2023)

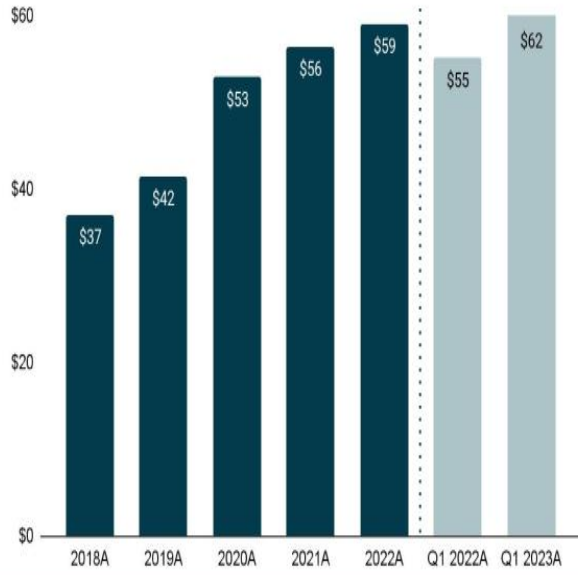


~8x growth from 2017 – 2022, even after giving back a “pandemic bump” in 2020 + 2021.

We are driving to profitability in 2024

Note: Projection periods represent midpoint of guidance

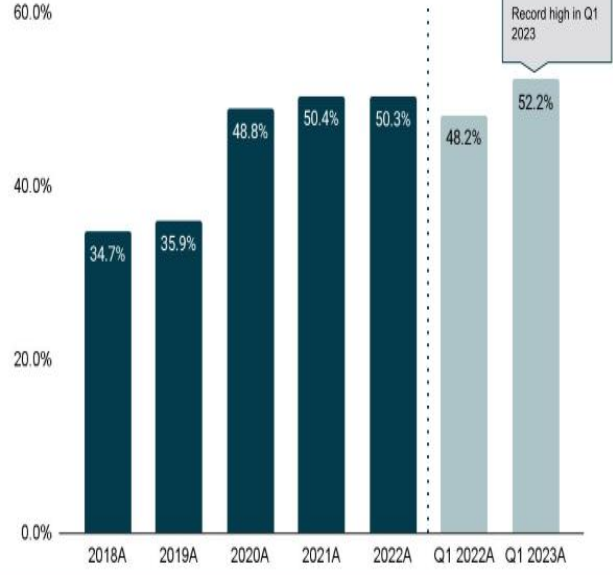
DTC NET REVENUE PER ORDER (2018-2023)



YOY GROWTH:

16% 12% 27% 7% 5% 12%

ADJUSTED GROSS MARGIN (2018-2023)⁽¹⁾



660bps 120bps 1,290bps 160bps (10bps) 410bps

We continue to increase our wallet share with customers

While being margin accretive

Notes:

1. Gross margin excludes the impact of Non-cash inventory reserve as disclosed in the Consolidated Statement of Cash Flows in our 10-K Filings

Sustained Long-Term Growth and Profitability

Metric ⁽¹⁾	Long-term target
Revenue Growth	10-30%
Gross Margin	55-60%
SG&A: Fulfillment Cost	10-15%
Other SG&A + Product Development ⁽²⁾	10-15%
Advertising Spend	10-15%
Adj. EBITDA Margin	10-30%

Notes:

1. All metrics excluding revenue growth are calculated as a percentage of net revenue
2. Excludes depreciation, amortization and stock based compensation expense

Analysis at Various Prices Shows Gap vs. Industry Benchmark

<i>(in millions except ratios)</i>						<i>Industry Benchmark (2)</i>		
Percent Change	0%	50%	100%	200%	300%	500%	1,000%	1,500%
Shares Outstanding (1)	179	179	179	179	179	179	179	179
Price / Share	\$0.46	\$0.69	\$0.92	\$1.38	\$1.84	\$2.76	\$5.06	\$7.36
Market Cap	\$82	\$124	\$165	\$247	\$329	\$494	\$906	\$1,317
Less: 3/31/22 Net Cash (3)	10	10	10	10	10	10	10	10
Total Enterprise Value	\$72	\$114	\$155	\$237	\$319	\$484	\$896	\$1,307
TEV / 2022 Sales	0.22x	0.35x	0.48x	0.74x	0.99x	1.50x	2.78x	4.06x
TEV / 2023 Sales	0.27x	0.43x	0.58x	0.89x	1.21x	1.83x	3.38x	4.93x

Note: assumes 0% change at \$0.46 / share

(1) As of 3/31/2023

(2) HNST, UL, PG, CHD, KC, RB, CLX, CLG as of 2/28/23. TEV / 2023 Sales = 2.8x

(3) Year end gross cash of \$90.5M, less debt of \$79.5M



APPENDIX

Supplemental Materials

Adjusted EBITDA Reconciliation

\$MM ⁽¹⁾

	2019A	2020A	2021A	2022A	Q1-2022A	Q1-2023A
Net Loss	(\$161)	(\$72)	(\$136)	(\$88)	(\$47)	(\$13)
Stock-Based Compensation	\$12	\$8	\$15	\$46	\$4	\$5
Depreciation and Amortization	\$2	\$4	\$5	\$6	\$1	\$1
Remeasurement of Convertible Preferred Stock Warrant Liability	—	\$1	\$1	(\$2)	(\$2)	—
Change in Fair Value of Additional Shares liability	—	—	—	\$1	—	—
Change in Fair Value of Earn-Out Liability	—	—	—	(\$66)	—	—
Change in Fair Value of Public and Private Placement Warrants Liability	—	—	—	(\$6)	—	(\$1)
Change in Fair Value of Structural Derivative Liability	—	—	—	—	—	\$1
Transaction Costs Allocated to Derivative Liabilities upon Business Combination	—	—	—	\$7	—	(\$4)
Interest Income	—	—	—	(\$1)	—	(\$0)
Interest Expense	\$2	\$6	\$5	\$10	\$2	\$4
Restructuring Expenses	—	—	—	\$9	\$2	—
Loss on Extinguishment of Debt	—	—	\$1	\$5	—	—
Provision for Income Taxes	\$0	\$0	\$0	\$0	—	—
Adjusted EBITDA	(\$145)	(\$54)	(\$109)	(\$80)	(\$40)	(\$7)

Note:
1. Totals in table may not sum due to rounding

Company Timeline





Grove is creating
the change in
CPG that the
world needs.

